

From: Andrew Kingman [akingman@poseidonwater.com]
Sent: Thursday, February 22, 2018 8:51 AM
To: Kennedy, John; David M. Moore
Cc: Scott Maloni
Subject: RE: Term Sheet markup

John, in section 2 Schedule on page 4, we could change the first bullet point to “that the Contract be finalized by the Parties no later than June 30, 2019” and the second bullet point to “that the Parties shall execute the Contract and shall obtain....” I think that would cover the CEQA approvals needing to be done prior to approval by OCWD board and execution by OCWD GM. The Conditions Precedent section on page 6 reference the “firm obligation to purchase Product Water” so not all of those readily match up with approval and execution of the Contract like having the Financial Closing first, since we need to have an executed Contract for that.

Andy

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From: Kennedy, John [<mailto:jkennedy@ocwd.com>]
Sent: Thursday, February 22, 2018 11:00 AM
To: David M. Moore <dmoore@cleanenergycap.com>; Andrew Kingman <akingman@poseidonwater.com>
Cc: Scott Maloni <smaloni@poseidonwater.com>
Subject: RE: Term Sheet markup

Andy and Scott
FYI

One processing comment that I noticed when reading the Term Sheet again. We would be processing and approving the EIR at the same time that we would bring the final water purchase contract to the Board. We can't approve the final contract without some type of CEQA analysis.

John Kennedy
Executive Director of Engineering and Water Resources



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From: David M. Moore [<mailto:dmoore@cleanenergycap.com>]
Sent: Tuesday, February 20, 2018 2:10 PM
To: Andrew Kingman; Kennedy, John
Cc: Scott Maloni
Subject: RE: Term Sheet markup

Thanks, Andy. We'll put schedules together and respond.

David

From: Andrew Kingman [<mailto:akingman@poseidonwater.com>]
Sent: Tuesday, February 20, 2018 12:01 PM
To: David M. Moore <dmoore@cleanenergycap.com>; 'Kennedy, John (JKennedy@ocwd.com)' <JKennedy@ocwd.com>
Cc: Scott Maloni <smaloni@poseidonwater.com>
Subject: RE: Term Sheet markup

Checking to see when you would like to discuss, perhaps a phone call later this week so that we can walk through our suggested changes?

Thanks, Andy

Carlsbad Office :760.655.3992
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From: Andrew Kingman
Sent: Monday, February 12, 2018 9:12 PM
To: 'David M. Moore (dmoore@cleanenergycap.com)' <dmoore@cleanenergycap.com>; 'Kennedy, John (JKennedy@ocwd.com)' <JKennedy@ocwd.com>
Cc: Scott Maloni <smaloni@poseidonwater.com>; 'Rashid, Sikander' <Sikander.Rashid@brookfield.com>; Kelly Huffman <khuffman@poseidonwater.com>; Brice Soucy <bsoucy@poseidonwater.com>
Subject: Term Sheet markup

David and John, attached is our suggested markup to the May 2015 term sheet reflecting our comments for pricing and other related items (and a few clean ups). We look forward to our continued discussions. This markup is subject to our existing confidentiality provisions.

Thanks, Andy

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