MEETING OF THE COMMISSION OF THE
TUOLUMNE WIND PROJECT AUTHORITY

TURLOCK IRRIGATION DISTRICT
BOARD ROOM, MAIN OFFICE BUILDING
333 EAST CANAL DRIVE
TURLOCK, CALIFORNIA

Special Meeting
9:00 a.m., Tuesday, May 4, 2021

The public is invited to comment upon any item appearing on the agenda at the time it is being considered.

AGENDA

A. Call to Order
Members of the public have the opportunity to participate in person with precautionary protocols in place or via webinar. Please see the attached Addendum with instructions on how to join the Commission meeting via Zoom or phone, review the protocols in place for the in-person meeting and procedures to ensure an orderly meeting occurs for the public's business.

In-Person: All guests attending in person are required to complete a COVID-19 screening procedure before being allowed access to the building. In addition, the following protocols must be observed:

- Do not attend the meeting if you are not well or are experiencing COVID-19 symptoms
- Masks are required at all times
- Social distancing is to be observed at all times and as designated in the Board Room

Webinar: Members of the Commission and the public may participate in the meeting by utilizing Zoom's webinar feature or through a phone number, both of which are provided in the meeting agenda.

Members of the public will have the opportunity to provide public input via the webinar or phone features. If you wish to speak, click on the “Raise Hand” button via Zoom, or press *9 if using a phone, and wait until your name (or other identifying information) is called by the Commission Secretary.
To join the meeting:
- Click here to join the video meeting
Or to join by phone, please dial (toll free) 669-900-9128 or 346-248-7799
Meeting ID: 912 6604 6948

B. Approval of Minutes from December 1, 2020

C. Business from the Public

Public Comment – Interested persons in the audience are welcome to introduce any topic within the Authority’s jurisdiction. Matters presented under this heading may be discussed, but no action will be taken by the Commission at this meeting.

D. Action Items

1. Resolution Approving an Agreement to Provide Operations and Maintenance Services Between Tuolumne Wind Project Authority and Siemens Gamesa Renewable Energy Inc.
   Consider approval of an Agreement with Siemens Gamesa Renewable Inc. to provide Operations and Maintenance services for the Tuolumne Wind Project, covering the twenty (20) Senvion turbines through 2030; and authorize the CEO, or her designee, to execute the Agreement.
   - Dan Severson, TID AGM Power Supply

E. Motion to Adjourn
A regular meeting of the Commission of the Tuolumne Wind Project Authority was called to order at 9:46 a.m., Tuesday, December 1, 2020, in the offices of the Turlock Irrigation District, 333 East Canal Drive, Turlock, California. Present were: Commissioners Charles Fernandes (President), Rob Santos (Vice-President), Michael Frantz (Secretary), Joe Alamo and Ron Macedo. Also present were: Chief Executive Officer Michelle Reimers, Auditor/Treasurer Brian Stubbert and Deputy Secretary Tami Wallenburg.

This meeting is being conducted via webinar, pursuant to Executive Orders signed by Governor Gavin Newsom related to the ongoing COVID-19 pandemic, including provisions regarding the Brown Act. Members of the Commission and the public will participate in the meetings by utilizing Zoom’s webinar feature or through a phone number, both of which are provided in the meeting agenda.

MOTION APPROVING MINUTES

Moved by Commissioner Frantz, seconded by Commissioner Macedo, that the minutes of the meeting of December 10, 2019 be approved.

All voted in favor with none opposed. The President declared the motion carried.

RESOLUTION NO. 2020 - 1

RESOLUTION APPROVING THE TUOLUMNE WIND PROJECT AUTHORITY MEETING SCHEDULE FOR 2021

WHEREAS, the Tuolumne Wind Project Authority is a Joint Powers Authority under the California Government Code, and

WHEREAS, the Tuolumne Wind Project Authority intends to potentially finance projects deemed necessary to insure the assets owned by the Authority are maintained in serviceable condition, and

WHEREAS, the legislature adopted additional provisions in the Government Code Section 6592.1 to require all meetings where actions regarding financing actions be held at regularly scheduled meetings of the Authority.
BE IT RESOLVED by the Commission of the Tuolumne Wind Project Authority that the attached regular meeting schedule for 2021 be established.

Moved by Commissioner Fernandes, seconded by Commissioner Macedo, that the foregoing resolution be adopted.
Upon roll call the following vote was had:

Ayes: Commissioners Fernandes, Frantz, Alamo, Macedo, Santos
Noes: Commissioners - None
Absent: Commissioners - None

The President declared the resolution adopted.

RESOLUTION NO. 2020 - 2

RESOLUTION ADOPTING TUOLUMNE WIND PROJECT AUTHORITY 2021 OPERATION AND MAINTENANCE AND CAPITAL BUDGET

BE IT RESOLVED by the Commission of the Tuolumne Wind Project Authority that the Tuolumne Wind Project Authority Operations/Maintenance and Capital budget for calendar year 2021 is hereby approved, and a copy is ordered filed in the Secretary’s office.

Moved by Commissioner Frantz, seconded by Commissioner Alamo, that the foregoing resolution be adopted.

Upon roll call the following vote was had:

Ayes: Commissioners Fernandes, Frantz, Alamo, Macedo, Santos
Noes: Commissioners - None
Absent: Commissioners - None

The President declared the resolution adopted.

RESOLUTION NO. 2020 - 3

RESOLUTION OF THE COMMISSION OF THE TUOLUMNE WIND PROJECT AUTHORITY MAKING CERTAIN DETERMINATIONS WITH RESPECT TO REIMBURSEMENT OF ADVANCES AND PROPOSED ADVANCES FOR CAPITAL PROJECTS FROM TWPA’S GENERAL AND/OR CAPITAL RESERVES FROM THE PROCEEDS OF TAXABLE OR TAX-EXEMPT DEBT
WHEREAS, Tuolumne Wind Project Authority (“TWPA”) has already or intends to build, construct, purchase, and improve those certain projects more fully described in attached Exhibit A (the “Projects”); and

WHEREAS, TWPA has paid or expects to pay certain capital expenditures in connection with the Projects by the issuance of taxable or tax-exempt indebtedness to be used to finance such expenditures; and

WHEREAS, TWPA is authorized to incur or issue debt obligations to finance costs of the Project; and

WHEREAS, TWPA anticipates it will issue debt obligations for the purpose of financing costs of the Projects on a long-term basis; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires TWPA to declare its reasonable official intent to reimburse prior expenditures for the Projects with proceeds of a taxable or tax-exempt borrowing.

NOW, THEREFORE BE IT HEREBY RESOLVED by the Commission of the Tuolumne Wind Project Authority as follows:

Section 1. The Commissioners of TWPA finds and determines that the foregoing recitals are true and correct.

Section 2. This Resolution is adopted by the Commissioners of TWPA solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This Resolution does not bind TWPA to make any expenditures, incur any indebtedness, or proceed with the Projects.

Section 3. The Commissioners expects TWPA will pay certain capital expenditures in connection with the Projects prior to the issuance of taxable or tax-exempt indebtedness for the Projects. The reimbursement of such project expenditures is consistent with TWPA’s established budgetary and financial circumstances. As of the date hereof, the Commissioners of TWPA reasonably expects that such project expenditures shall be paid from TWPA’s Reserves. The Commissioners of TWPA does not expect that moneys in TWPA’s General or Capital Reserves temporarily used to pay such project expenditures will be permanently available for the Projects. Other than proceeds of taxable or tax-exempt indebtedness to be issued for the Projects, there are no funds or sources of moneys that have been, or reasonably are expected to be, allocated, reserved, or otherwise made available on a long-term basis pursuant to TWPA’s budget to pay costs of the Projects.

Section 4. Project expenditures that are to be reimbursed to TWPA shall not have been paid from proceeds of any other tax-exempt indebtedness.

Section 5. The commissioners of TWPA hereby declares TWPA’s official intent to use proceeds of taxable or tax-exempt indebtedness to reimburse itself for future project expenditures.
The Board of Directors of TWPA reasonably expects that such indebtedness will be secured by and payable from revenues of the Projects.

Section 6. This Resolution shall be continuously available for inspection by the general public during normal business hours at the offices of TWPA located at 333 East Canal Drive, Turlock, California, commencing on December 1, 2020.

Section 7. This Resolution shall take effect from and after its adoption.

Moved by Commissioner Fernandes, seconded by Commissioner Macedo, that the foregoing resolution be adopted.

Upon roll call the following vote was had:

Ayes: Commissioners Fernandes, Frantz, Alamo, Macedo, Santos
Noes: Commissioners - None
Absent: Commissioners - None

The President declared the resolution adopted.

MOTION TO ADJOURN

Moved by Commissioner Frantz, seconded by Commissioner Macedo, that the meeting be adjourned.

________________________________
Deputy Secretary of the Commission of the Tuolumne Wind Project Authority
MEMORANDUM

TO: Commission of Tuolumne Wind Project Authority

FROM: Dan Severson, Assistant General Manager of the Power Supply Administration

DATE: April 28, 2021

RE: TWPA Operations & Maintenance Agreement

Action Requested
Approval of an agreement to provide Operations & Maintenance services between TWPA and Siemens Gamesa Renewable Energy (SGRE).

Discussion
The Tuolumne Wind Project is comprised of 62 wind turbine generators. 42 of the turbines were manufactured by Siemens, and the other 20 by RePower, which ultimately became Senvion GMBH (“Senvion”). The Tuolumne Wind Project Authority (“TWPA”) and Senvion had an agreement in place through 2030 for the 20 turbines, which was ultimately defaulted on due to Senvion’s ongoing bankruptcy proceeding. On February 20, 2020, Senvion left the site and stopped doing any maintenance on the 20 turbines, and, since then, maintenance has been handled by Siemens on an “as needed” basis based on time and materials.

The existing O&M Agreement with SGRE on the 42 Siemens turbines is a “full wrap” and runs through 2030. This means that SGRE must fix anything that breaks, so it is in their best interest to keep the turbines well maintained. This new Agreement with SGRE for the 20 Senvion turbines mirrors that same Agreement. As discussed, there is a price premium compared to the Agreement that was in place. Staff believes that, due to the turbines reaching the age where the risk of breakdown is elevated, that there is value in the comprehensive scope of the new Agreement. There is also the added benefit of consolidating the operations and maintenance to a single service provider.

Recommendation
It is recommended that the Commissioners find that it is in the best interests of the Authority to approve the Agreement with SGRE to provide Operations & Maintenance services for TWPA, covering the 20 Senvion turbines through 2030, and authorize the Chief Executive Officer, or her designee, to execute the Agreement.

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<th>Presenter Signature/Date:</th>
<th>Assistant GM Signature/Date:</th>
<th>Auditor/Treasurer Signature/Date:</th>
<th>Chief Executive Officer Signature/Date:</th>
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TUOLUMNE WIND PROJECT AUTHORITY

RESOLUTION NO. 2021 -

RESOLUTION APPROVING THE AGREEMENT TO PROVIDE OPERATIONS AND MAINTENANCE SERVICES BETWEEN TID, TWPA AND SIEMENS GAMESA RENEWABLE ENERGY.

WHEREAS, due to the Senvion bankruptcy, the Tuolumne Wind Project Authority (TWPA) does not currently have a long term agreement for operations and maintenance of the 20 Senvion turbines in the Tuolumne Wind Project (TWP) due to Senvion’s breach of contract; and

WHEREAS, it is in TWPA’s best interest to mitigate the elevated risks associated with the 20 Senvion turbines due to their age by entering into a long term operations & maintenance agreement with Siemens Gamesa Renewable Energy (SGRE); and

WHEREAS, there are benefits associated with consolidating the operations and maintenance of all 62 TWP turbines to one service provider.

BE IT RESOLVED by the Commission of the Tuolumne Wind Project Authority that the Operations and Maintenance Agreement between the Tuolumne Wind Project Authority and Siemens Gamesa Renewable Energy is hereby approved and the Chief Executive Officer, or her designee, is authorized and directed to execute said Agreement.

Moved by Commissioner , seconded by Commissioner , that the foregoing resolution be adopted.

Upon roll call the following vote was had:

Ayes: Commissioners
Noes: Commissioners
Absent: Commissioners

The President declared the resolution ______.

I, Tami Wallenburg, Deputy Secretary of the COMMISSION OF THE TUOLUMNE WIND PROJECT AUTHORITY, do hereby CERTIFY that the foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of said Commission held the 4th day of May, 2021.

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Deputy Secretary of the Commission
of the Tuolumne Wind Project Authority