



HAWKEYE ENERGY
COLLABORATIVE

UNIVERSITY OF IOWA

Request for Proposal

P3 Utility System Transaction



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Pathway to a Sustainable Future



[Click to View](https://shorturl.at/qxyGP) the
Hawkeye Energy
Collaborative's Video
Executive Summary
shorturl.at/qxyGP

Executive Summary

The University of Iowa is seeking a highly qualified energy partner and operator capable of offering a competitive closing consideration and a long-term commitment to delivering an innovative solution to operate, maintain, and improve the Utility System. The Hawkeye Energy Collaborative (“HEC”) is that partner.

With HEC, the University will partner with a team with strong core values and unmatched financial, operational, and technical strengths over the 50-year Concession.

In addition to conducting a seamless transition of all utility staff and sustaining the high performance of the Utility System into the future, HEC will enable the University of Iowa to achieve its important goal of a coal-free campus— well before the January 1, 2025 deadline. HEC, via ENGIE as the expert operator, will deliver operational and technical excellence to the Utility System alongside a collaborative and creative academic partnership that emphasizes experiential learning, innovation, and research.

Unrivaled Energy Partnership

The Hawkeye Energy Collaborative is led by 50/50 equity partners ENGIE and Meridiam.



ENGIE and Meridiam are 50/50 partners in the Hawkeye Energy Collaborative.



ENGIE is leading the global energy transformation to a zero-carbon world through decarbonization, decentralization, and digitalization.



A highly respected sustainable infrastructure fund, Meridiam has a 25-year outlook and manages more than \$7 billion in committed funding.

ENGIE is the leader in energy services for major universities, cities, healthcare providers, and other social infrastructure entities around the globe. Delivering safe, reliable, cost-effective, and sustainable energy solutions with a strong customer focus over the long term is core to our business strategy. ENGIE is the only company that can deliver comprehensive, integrated services across the entire energy value chain.

Meridiam is a leading developer and equity investor specializing in the development, financing, and management of long-term and sustainable P3 infrastructure projects. Given our long-term investment base, Meridiam has a unique focus on partnering with the communities we serve, and to date, has not sold a single project since our inception in 2005. Meridiam is one of the first investment fund managers to change our bylaws to become a Benefit Corporation, committing to balance profits and positive impact by meeting the highest standards of verified social and environmental performance, public transparency, and legal accountability. We are committed to continuing to integrate Environmental, Social, and Governance (ESG) screening into the investment process and optimize UN Sustainable Development Goals (SDG) benefits for communities.

ENGIE and Meridiam consider one another trusted, long-term partners, and together share a vision of creating a more sustainable future. We have successfully collaborated before on a wide range of projects across the globe, from solar projects in Senegal to facility operations and maintenance for hospitals in the UK. Here in the U.S., Meridiam and ENGIE are in the final round of two community-focused social infrastructure P3 projects. In HEC, the University of Iowa gains an unrivaled partner with demonstrated commitment to driving energy transformation, advancing research, and building sustainable infrastructure.

Seamless Transition of Staff & Operational Responsibility

ENGIE is ready to deploy an experienced transition team on campus to implement our road-tested transition plan, which includes offering a position with comparable pay, benefits, and responsibilities to every single current employee.

Continued safe, reliable, and efficient operations of the Utility System requires an experienced and committed staff. That is why ENGIE plans to retain every single employee of the University of Iowa’s Utility System. We will offer a position to all employees that includes comparable pay and benefits, with no need for any employee to formally interview. Instead, our dedicated Transition team, which includes a robust corps of experienced Human Resources professionals, will focus their efforts on meeting with each employee to understand his or her professional and personal goals, and seek to provide the communication and understanding required to empower them to confidently choose a future with ENGIE. ENGIE is the

only company to have recently planned and executed successful transitions for customers like the University of Iowa within the parameters of this commercial structure. At The Ohio State University and the Longwood Medical Area, ENGIE offered positions to 100% of all employees. At OSU, 93% of employees accepted their offers. Two years later, we are proud to have retained 98% of those original staff, a testament not only to our Transition Team’s considerate, genuine, and transparent work during the transition, but to the positive and rewarding work environment ENGIE is committed to fostering for all our employees. We look forward to adding the valuable skills and ingenuity of UI’s existing staff to the ENGIE family.

Operational Excellence to Power Continued High Performance

HEC’s top priority upon assuming operational responsibility for the Utility System is to continue to deliver exceptional reliability, safety, and performance. As the world’s leading energy services provider with more than 350 district energy systems, 113 GW of total generation capacity, and tens of thousands of operations, maintenance, and technical staff around the world, ENGIE offers the University unparalleled global resources, operational knowledge, and best practices needed to deliver this crucial mission. Throughout the Concession period, ENGIE is prepared to reduce operating costs, improve system efficiency and performance, reduce emissions, and leverage the power of ENGIE’s vast global experience and focus on innovation to make the University of Iowa campus a showcase in next-generation energy management. Via our flexible Energy-as-a-Service™ platform, which prioritizes reliability, sustainability, affordability, predictability, and flexibility, ENGIE will deploy our AI-powered Smart Institutions platform. Smart Institutions streams energy and building asset data to enable energy efficiency, predictive maintenance, and cost optimization.

350+
District energy systems operated around the world

113 GW
Total generation capacity

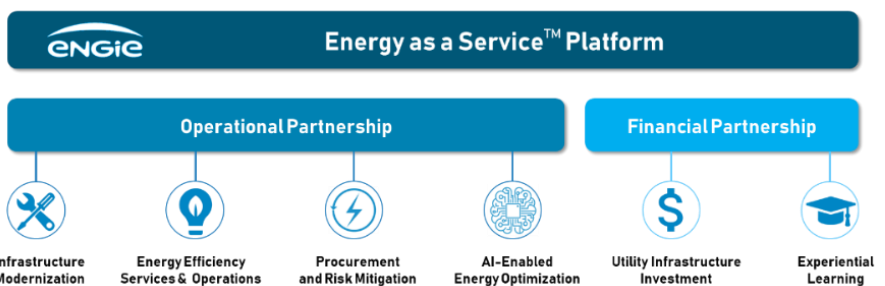


Figure 1 – ENGIE’s transformation of energy from a commodity to a service is one of the most important and innovative movements in our industry.

500,000
Students engaged in ENGIE programs in last 10 years

Dedicated
Team of full-time education professionals

Inspiring Iowa’s Next Generation of Energy Leaders

HEC’s unwavering commitment to establish long-term academic partnerships will create material 21st Century learning experiences and opportunities for UI students and faculty. We have a dedicated team of education professionals committed to achieving a lasting impact beyond energy, the environment, or the bottom line. HEC can customize dynamic and experiential learning opportunities for the University across the disciplines — on-site, in the classroom, and around the world. HEC looks forward to collaborating with the University to create tailored internship, innovation, and research programs that

will empower students and create a legacy of energy management expertise in the University’s group of alumni. We look forward to collaborating with the University to provide real-world opportunities for the next generation of problem-solvers and innovators and empower them to make a difference today.

Joint Commitment to Sustainability

ENGIE has led by example to become a leader in the zero-carbon energy transition. Between 2012 and 2018, we reduced our emissions by 56%, in part the results of the coal-free mandate we share with the University of Iowa, and the commitment we made to divest from coal and other forms of carbon-based generation. To implement the zero-carbon transition around the world and in Iowa City, ENGIE is offering our customers integrated solutions across the energy value chain: strategy, design, engineering, energy-efficient asset construction, digital platforms, operations management, financing, and desired results. As a testimony to the importance of sustainability in the organization, ENGIE has been named to the two most prestigious Environmental, Social and Governance indices: the Dow Jones Sustainability World Index and the Dow Jones Sustainability Europe Index, established by the extra-financial rating agency, RobecoSAM. This places ENGIE among the top 10% of sustainability-driven companies in our sector and recognizes our ongoing efforts in the field of ESG responsibility.

ENGIE’s focus on sustainability perfectly aligns with Meridiam’s strict ESG policy, which mandates that investments be made in sustainable projects. Meridiam has received an A+ rating from UN PRI for the last three years for its adherence to this policy. In the Hawkeye Energy Collaborative, the University has a partner truly focused on delivering innovative solutions to power sustainable growth.



Isabelle Kocher
CEO, ENGIE

“Our ambition is therefore to make zero-carbon transition possible ...”

www.engie.com/en/group/strategy



Thierry Déau
Founder & CEO, Meridiam

“Together with our investors and partners, we deliver sustainable infrastructure that improves the quality of people’s lives.”

\$16.2B
ENGIE’s net investment from 2016-18

12
Research & Innovation Laboratories Worldwide

Innovation & Creativity to Deliver a Next-Generation Campus

Like the University of Iowa, HEC understands the value of creative thinking. With our focus rooted firmly in adding above-and-beyond value to the institutions and communities we serve, HEC looks forward to supporting the University with leading-edge innovations that come from ENGIE’s investments in research and technology. Like UI, ENGIE uses a wide-angle lens when regarding technology, energy, and the future; our key principles are decarbonization, digitalization, and decentralization and our objective as a global energy leader is to change the way the world thinks about energy. For example, in the last four years, we have made significant investments worldwide in innovative new technologies driving the low-

carbon energy future through our ENGIE New Ventures division (www.engieventures.com), which evaluates and invests in start-ups and companies developing differentiating technology in the distributed energy, energy efficiency, green mobility, and digital space. We consider it our responsibility to take meaningful, measurable steps to research, test, and implement technologies, operational efficiencies, and methodologies specifically designed for our marquee customers in higher education and healthcare. This is the spirit of innovation, continuous improvement, and collaboration that HEC promises to deliver to the University of Iowa during the next 50 years of our partnership.

Financial Partnership Committed to Support the University’s Mission

With ENGIE and Meridiam, the University will gain two partners who bring the financial strength needed to deliver this program along with shared principles of sustainability and responsible, long-term investment. The cornerstone of Meridiam’s buy-hold investment strategy is our philosophy of community-building; we have remained invested in every single project we have developed since our inception in 2005. ENGIE, as the world’s largest district energy asset operator and an equal equity investor in HEC, shares this commitment. Long-term investment in utility systems is fundamental to our core business strategy of providing decentralized utility services to communities across the world. Together, we look forward to becoming the University of Iowa’s valued energy partner.

Local Investment in the University of Iowa

21.5% of the Hawkeye Energy Collaborative’s committed private placement financing comes from Iowa-based investors



Concession Agreement Submission

1.0 Concession Agreement Submission

HEC confirms that it will execute the final draft of the Concession Agreement, including all schedules attached thereto, that was provided to each Bidder in October 2019 as the Final Draft.

BIDDER

Entity Name: Hawkeye Energy Collaborative

By: _____

Name: André Canguçu

Title: SVP, Business Development
ENGIE North America





Concessionnaire / Team Overview

2.0 Concessionaire /Team Overview

i. Legal Information for Proposed SPV

Hawkeye Energy Collaborative (“HEC” or “Concessionaire”) will be a wholly-owned subsidiary of Hawkeye Energy Collaborative Holdings, LLC (“HoldCo”), which will be the joint venture of the following equity members:

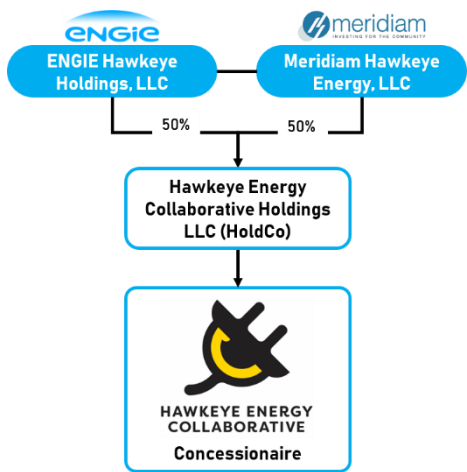
ENGIE Hawkeye Holdings, LLC (50%)

ENGIE Hawkeye Holdings, LLC (“EHH”) is a to-be-formed, wholly owned subsidiary of ENGIE Holdings Inc. (“EHI”), which is a wholly owned subsidiary of ENGIE S.A.

Meridiam Hawkeye Energy, LLC (50%)

Meridiam Hawkeye Energy, LLC is an entity whose obligations will be supported by Meridiam Infrastructure North America Corporation, for staffing and decision making, and guaranteed by Meridiam Infrastructure North America Fund III for all financial responsibilities (collectively “Meridiam”).

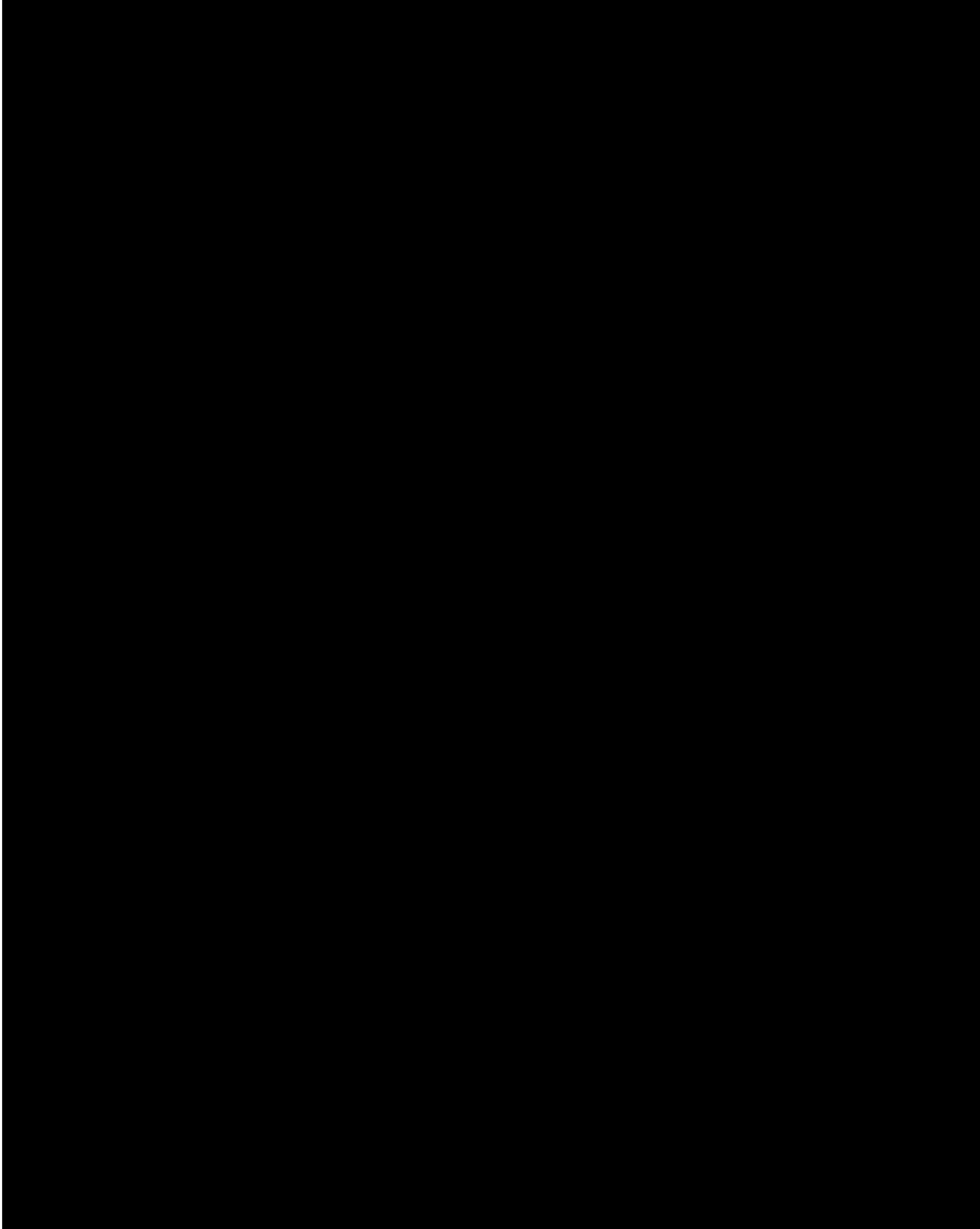
Legal Entity	Limited Liability Company
Legal Domicile	Delaware
Company Headquarters Location	Iowa City, IA
Official Company Name	Hawkeye Energy Collaborative, LLC
Controlling Person(s) of the SPV	ENGIE Hawkeye Holdings, LLC Meridiam Hawkeye Energy, LLC

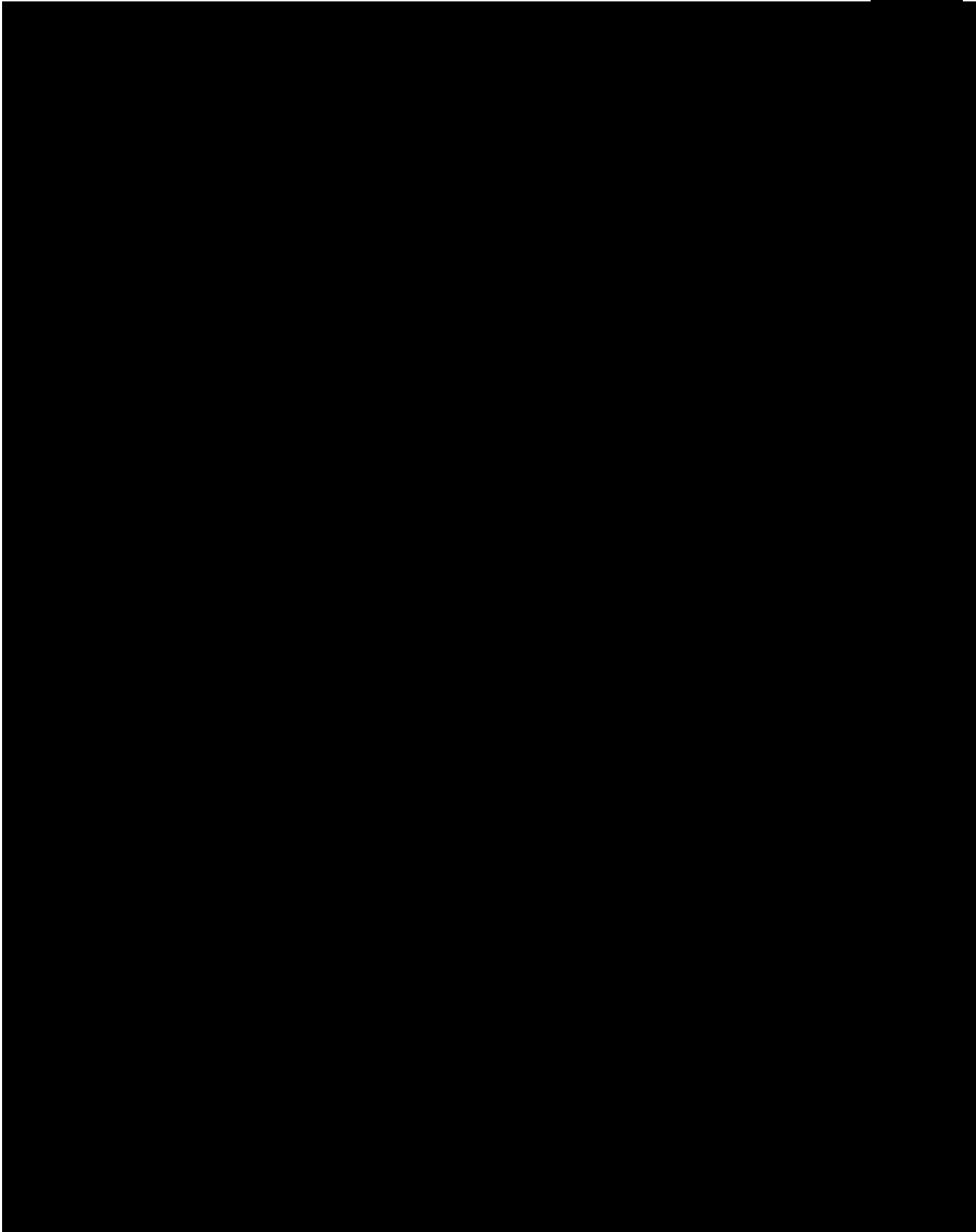


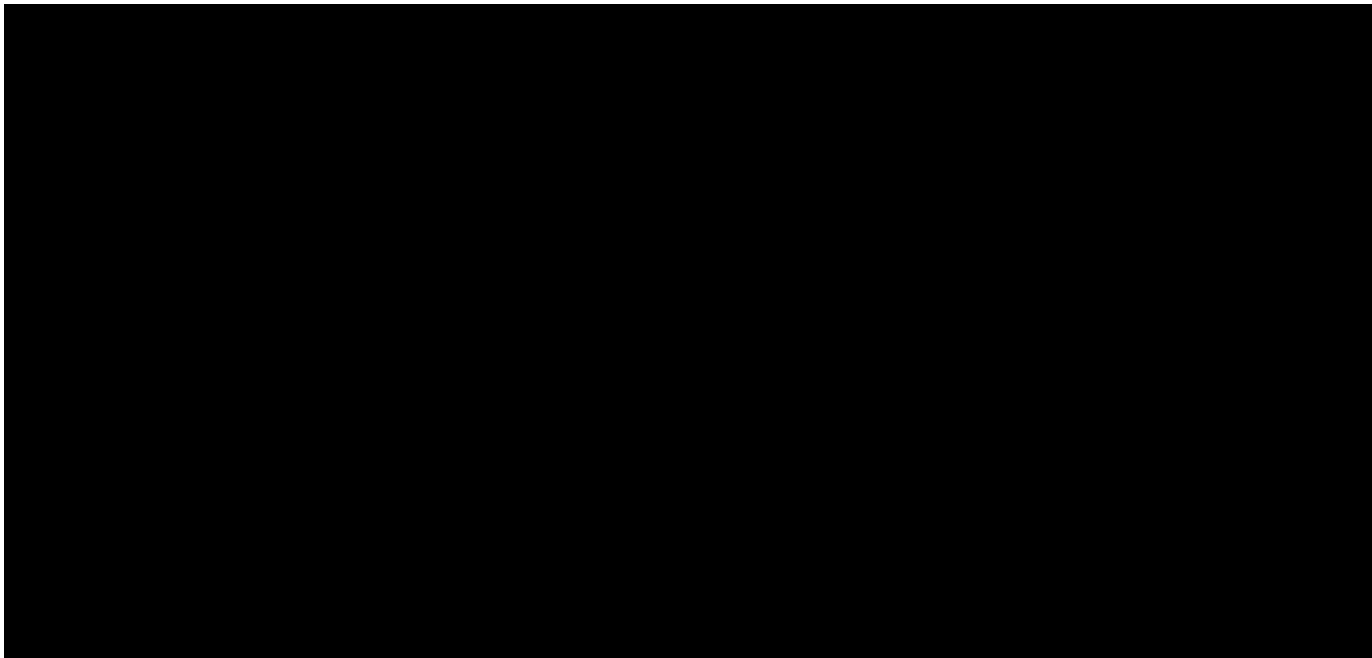
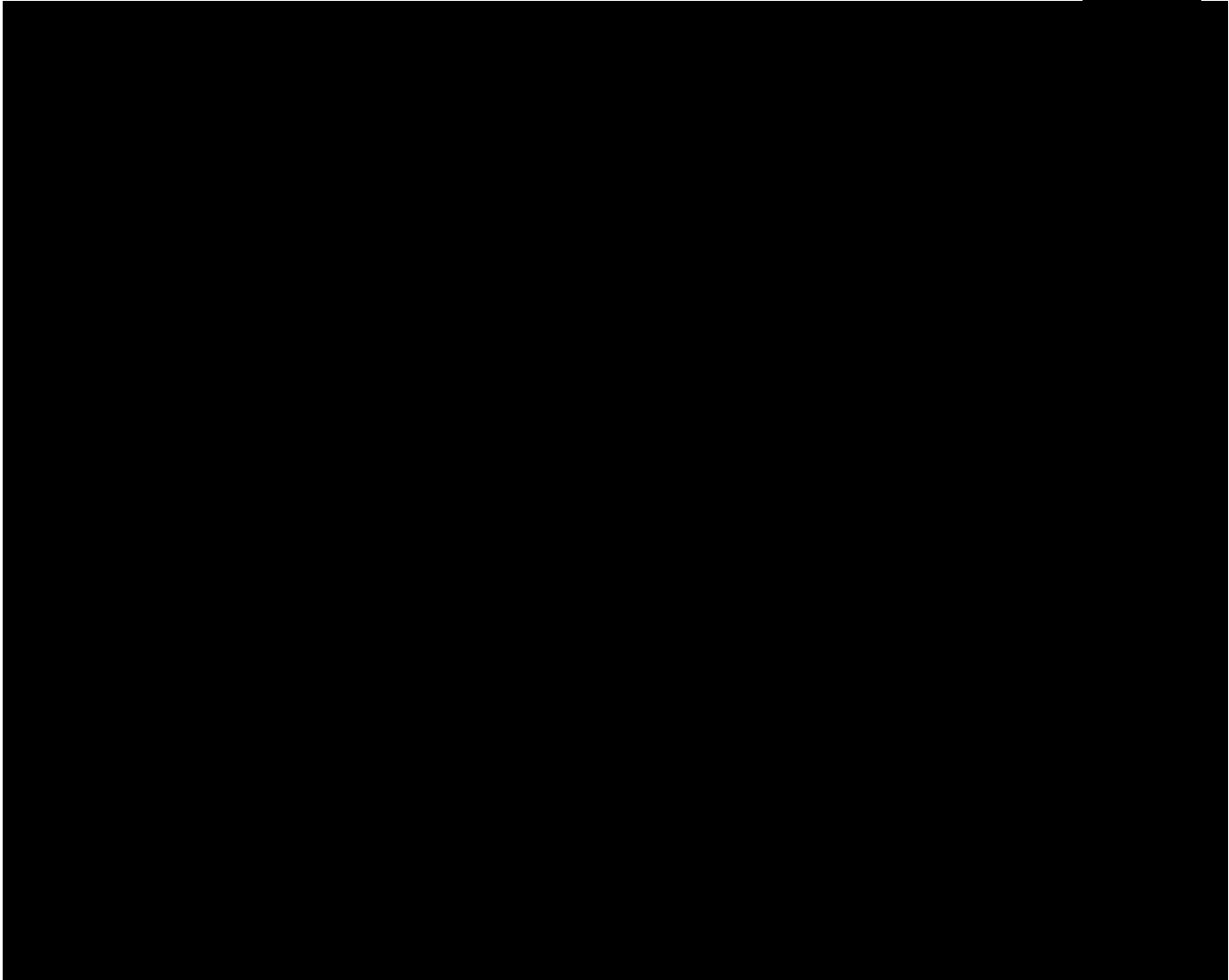
EHH will be a wholly owned subsidiary of EHI, the top holding company in North America). These entities are members of the ENGIE global group of companies (“ENGIE”). ENGIE, a \$68 billion global energy services company has operated in North America for nearly 50 years and provides the financing, design, construction management, energy procurement, utility, and operations and maintenance services to 150+ higher education and healthcare facilities in the United States. Globally, ENGIE operates 350+ district energy systems – many of which are comparable to or larger than that of the University of Iowa – making us one of the world’s most qualified operators.

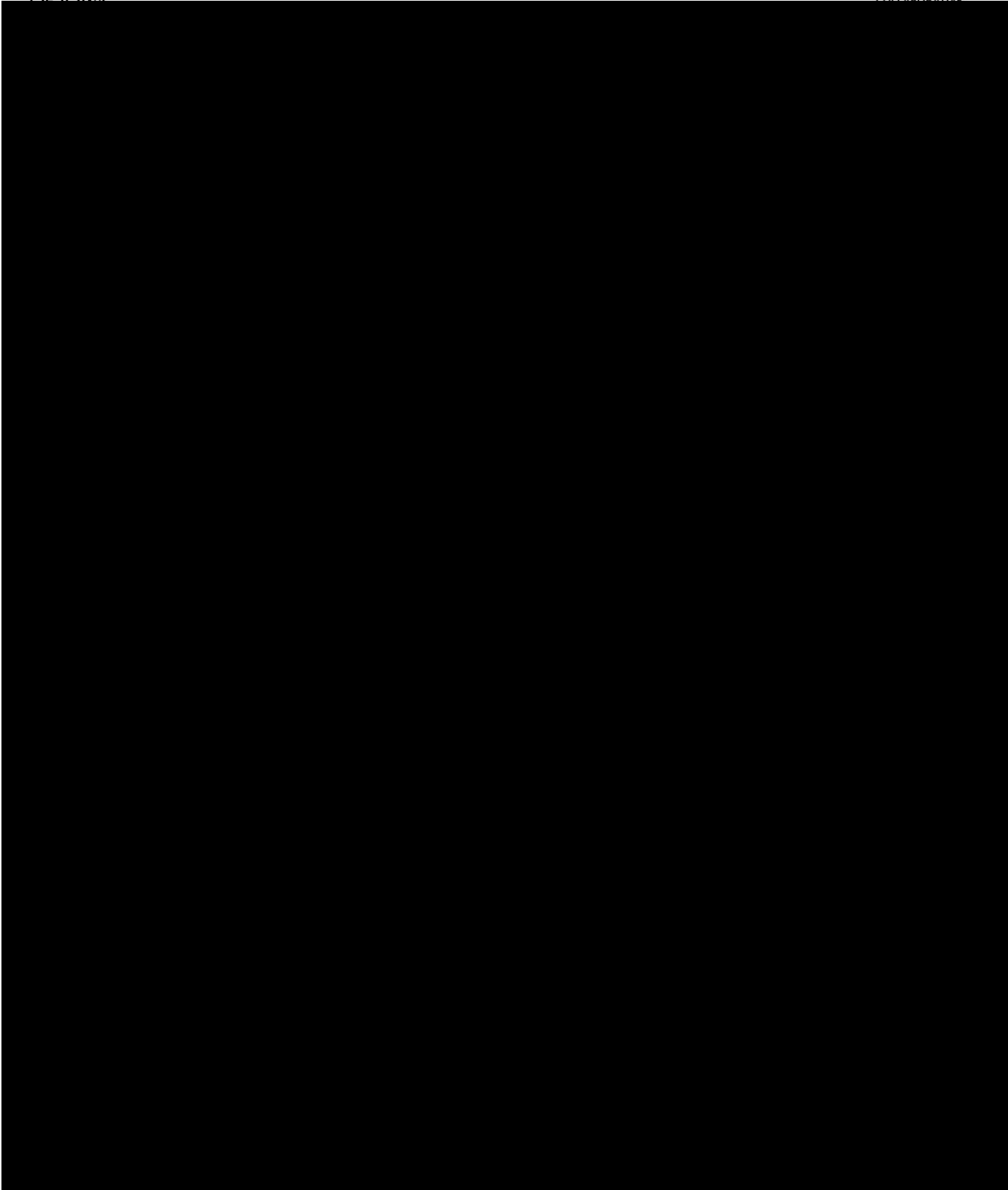
Meridiam is a leading developer, equity investor, and long-term partner specializing in the development, financing, and management of sustainable P3 infrastructure projects. Meridiam has a unique focus on forming long-term partnerships with the communities served and remaining invested in every single project developed. The global Meridiam family of companies has offices in nine countries, and manages more than \$7 billion of committed project funding, which has enabled more than \$50 billion of essential infrastructure delivery worldwide.

Figure 2 - ENGIE and Meridiam share a commitment to developing and operating sustainable infrastructure.











Operational Strategy / Optimization

3.0 Operational Strategy / Optimization

a) Expected Approach

The University of Iowa Utility System is exceptionally well-managed. To continue UI's record of safety, reliability, and high performance during the Concession, ENGIE plans to implement our Energy-as-a-Service™ platform. This fully customizable platform leverages the strengths of a solid financial and operational partnership to deliver iterative, adaptable solutions for the University with unmatched reliability, sustainability, and flexibility. Over the term of our partnership, ENGIE will collaborate closely with UI to map out critical goals and achieve those goals via robust, methodical, and continually improving approaches to Infrastructure Modernization, Energy-Efficient Services & Operations, Procurement & Risk Mitigation, AI-Enabled Optimization, Utility Infrastructure Investment, and Experiential Learning. Our in-house professionals in these disciplines offer decades of expertise in **cost reduction** and **performance improvement** through efficient utilities management, energy monitoring, and behavioral changes. ENGIE's AI-driven digitalized platform can further integrate the energy production, distribution, and consumption in the most cost-effective manner to lower lifecycle costs and enable significant value creation with minimal investment. In this section, we will describe our planned operational and optimization strategy for Day 1 of the Concession and beyond, leveraging the strength of Energy-as-a-Service™ to adapt and flex in support of UI's best interests during the partnership.

i. Operations Plan and System Design

ENGIE's Operations Plan chiefly focuses on implementing efficiency improvements with minimum investment that add value to the overall system and leverage ENGIE's Smart Institutions platform for energy optimization. The foundation of ENGIE's Operations Plan include: **1) Continued High Performance; 2) Transition to Standardized CMMS 3) Water Plant Operations Optimization; 4) Site Documentation & Training; and 5) Energy Optimization with Artificial Intelligence.**

1. Continued High Performance

Sustaining System Performance on Day 1

ENGIE's top priority upon assuming operational responsibility is to continue to deliver exceptional reliability, safety, and performance. The single most important factor in the Utility System's continued high performance is successfully retaining UI's qualified and knowledgeable staff. As described in **Section 4.0**, ENGIE has prepared a detailed transition plan based on its experience with the recent and successful transitions of The Ohio State University and Longwood Medical Area utility staffs. The key feature of this transition plan is to offer competitive compensation and a robust benefits package to every single current employee – without exception. ENGIE also intends to preserve UI's utility leadership organization to ensure operational continuity from the transition period to full ENGIE operations.

Maximizing Generation Capacity through Operational Excellence

Recently, ENGIE's Asset Optimization team conducted a **large-scale study** of all our generation facilities and worked with the local teams to scope and implement projects that added **200-300 MW of additional capacity** to the fleet with minimal investment.

██████████, the proposed Managing Director, has extensive experience leading asset optimization projects. For example, he directed a reanalysis of the steam turbine at the biomass plant he operates and identified a project that yielded an efficiency boost of more than 5%, at a 50% reduced cost compared to the originally planned upgrade.

Integration into the Global Operations Center of Excellence

The backbone of our capability to deliver maximally efficient operations, high safety standards, and innovative technologies is our Global Operations Center of Excellence, which documents, integrates, and shares the combined knowledge, best practices, and continuous improvement of our global fleet. Upon assuming operational responsibility at Iowa, ENGIE will scope and implement a phased plan to integrate the Utility System into this operational excellence framework, empowering our facilities around the world to learn from the innovations and best practices of UI's utility staff and aligning UI's standard operating procedures with those of the ENGIE fleet. The Global Operations Center of Excellence incorporates formal programs and guidance which include:

- **Asset Management Guidance**, a best practices documentation library regularly reviewed by worldwide operations leaders;
- **Standardized Maintenance Practices**, 30 practices with formal work flows and KPIs that measure plant performance;
- **Operational Excellence Program**, a six-pillar framework of benchmarked standards for maintenance, operations, health and safety, asset integrity, environmental, and commercial contracts/agreements to which all ENGIE generation facilities adhere;
- **Operator Training and Qualification Standard Program**, a rigorous three-tier approach to training and qualifying operators;
- **Asset Optimization Program**, a strategic program designed to enhance or retain the value of our assets.

2. Transition to Standardized CMMS

An important initiative to maximize operational efficiency at ENGIE's utilities was the standardization of a single common Computerized Maintenance Management System (CMMS) across the fleet. All operations functions are fully integrated into one system, which is linked into ENGIE's operational and business support systems. Called Maximo, this CMMS incorporates all preventative maintenance, environmental and permitting compliance, asset management, procurement vendor management, and incident tracking, enabling the tool to be a one-stop shop for effective and transparent utility management. In accordance with ENGIE's global operational excellence framework, an important task to seamlessly assume operational responsibility for UI's system will be to transition its existing CMMS to Maximo. ENGIE considers transitioning a legacy CMMS to Maximo a routine process. It was first done across ENGIE's entire North American fleet when Maximo was initially purchased and is done every time a new asset is acquired.

A CMMS Optimized for Utilities

AiM is an exceptional facilities management tool which UI has adapted to meet its facilities and utilities management needs. ENGIE knows how to transition from AiM to Maximo, a utility management tool which ENGIE has configured and optimized for effective utility system preventative maintenance, environmental management, and procurement.

In an 18-month period, ENGIE successfully transitioned 30 CMMS systems to Maximo.

UI currently uses AiM, a CMMS designed for university facilities management, not for a complex Utility System. Upon contract award, ENGIE will begin a thoughtful, phased transition from the UI CMMS to Maximo. This important project will capture all existing data, maintenance history, and preventative maintenance programs in the current CMMS and will import that information into the new system. Critically, this transition to Maximo will not negatively affect UI's ability to use AiM to manage facilities, and in fact, ENGIE will take care to integrate the two systems where needed to ensure efficient communication and data capture. During the transition, the CMMS project will be led by the Maintenance Lead and Data Lead, both of whom report to the Managing Director and ultimately to the Transition Manager. For UI, the key steps in this process include entering in all equipment data into Maximo and transferring all preventative maintenance tasks. Then, ENGIE will run both systems in parallel for as long as necessary for quality assurance, testing, and verification. ENGIE will schedule a planned cutover to Maximo for all utilities-related activities.

3. Water Plant Operations Optimization Plan

The University's water treatment operations include many commendable practices, especially in providing students the opportunity for hands-on experience in the treatment facility. It is clear from the information provided and the observations ENGIE made during the site visit that the facility is clean, safe, and well-maintained, as evidenced by its current O&M manual, displayed dates of recent inspections, and clearly documented operating parameters. ENGIE's primary objective upon assuming responsibility for the plant is to sustain its reliable and safe performance. Secondly, ENGIE has identified several opportunities for optimization that will improve reliability, reduce costs, and enhance overall water quality, taste, and odor.

At the main water plant, ENGIE could undertake a review and de-bottlenecking of the controls system, including reviewing controls issues around the new reverse osmosis system to improve reliability. ENGIE may also consider ozone to potentially reduce powdered activated carbon (PAC) costs and provide other process benefits. Instead of absorbing total organic carbon (TOC) using PAC, ozone would be used to pre-oxidize

TOC. At the scale of the main water plant, ozone typically has a significantly lower life cycle cost than PAC, which can offset CAPEX for the ozone generator equipment and related improvements. Dosing ozone ahead of primary treatment also provides process benefits, including improved flocculation and potential reductions in coagulant dosage, and is beneficial for removal of taste and odor compounds. A site-specific evaluation of ozone would begin with review of historical water quality data and chemical dosages as well as bench scale testing to determine ozone dosages and any bromate limitations. PAC dosages will dictate the payback with ozone.

At the Oakdale Campus, the well water is very high in dissolved solids and does not meet secondary drinking water standards. Adding RO treatment to the primary potable water well supply would improve chiller efficiency, reduce or eliminate scaling in the distribution system, and improve customer satisfaction with the water. Further savings would be realized by reduced cleaning and maintenance of the high purity water systems at the Oakdale Campus.

4. Site Documentation & Training

UI's current approach to system operations closely aligns with ENGIE's standard operating procedures. However, as with any asset acquisition, extensive site documentation and training must be performed to ensure the Utility System continues to operate safely and within the bounds of ENGIE and industry best practices. ENGIE maintains extensive documentation that codifies facility operational, environmental, and safety best practices. In addition, each ENGIE facility must have site-level documentation which

captures detailed site-specific policies and procedures and ensures compliance with overall ENGIE standards. UI currently has robust documentation for all site governance, including: Safety, Environmental Procedures, Emergency Response, Fire Prevention, Medical Surveillance, etc. During the first year of operations, ENGIE will conduct a thorough review of these procedures and translate them into an official ENGIE document, while continuing to operate the Utility System to UI's current standards. This process will also require staff training, particularly in any areas where current procedures may differ from ENGIE standards. ENGIE will implement its three-tier operations training program, which is designed to add to employees' skills; ensure up-to-date knowledge of systems and procedures, and grow employees' career opportunities.

5. Artificial Intelligence Software for Energy Optimization

In 2015, ENGIE launched the ENGIE Digital organization, which leverages ENGIE's global experience, research & development investments, big data analytics, and artificial intelligence to create software solutions that drive energy optimization and reliability across all elements of energy infrastructure. Of the many solutions developed and deployed by ENGIE Digital, the Smart Institutions platform is particularly well-suited for UI.



Smart Institutions utilizes streaming energy and building asset data to enable energy efficiency and cost optimization for large campuses. The platform integrates data from all relevant and available campus systems, performs real-time analysis, generates predictions, and delivers actionable insights to facility and campus operators. Real-time visualization of assets and facilities across campus, predictive analytics, anomaly detection, and streaming alerts enable the optimization of campus operations, and lowering of overall energy consumption and costs.

Data sources for the platform may include utility billing, energy meters, building management systems, asset sensors, renewable generation systems, lighting systems, occupancy data, operational schedules, GIS, weather, and real-time energy market prices. ENGIE Smart Institutions integrates data directly from all these systems into a single cloud image in near-real time, making it immediately accessible for analysts, researchers, operators, and data scientists. Smart Institutions offers UI benefits such as:

- Transparency & access to data for energy consumption & costs
- Reduced peak demand at individual buildings and at the campus level, lowering costs
- Improved equipment performance, lifetime, & uptime
- Increased community engagement in campus energy efficiency
- Reduced carbon footprint through energy efficiency and optimization of renewable power sources
- Optimized operations of central plants & distribution networks
- Greater predictability of long-term energy costs
- Streamlined savings measurement, verification, & reporting

UI has made significant investments into its Energy Controls Center, an impressive feat of networking and controls engineering to integrate campus systems and data. This work will enable the swift and smooth implementation of the Smart Institutions platform, which can leverage these integrations for a greatly accelerated time to value. Therefore, if the University is interested in the platform, ENGIE's objective upon assuming operational responsibility would be to establish a close working relationship with UI's IT teams and other stakeholders with ownership of the Energy Controls System. ENGIE would review all campus systems currently in place – SCADA, smart meters, billing systems, data historians, building management systems, and even WIFI access points – and the data being captured. ENGIE would then define, scope, and plan the stand-up of the Smart Institutions tool, which will entail, setting up firewalls, and implementing security protocols for the safeguarding of data and networks. ENGIE anticipates that the platform will not only increase visibility into the system, powering accurate load forecasting, anomaly detection, and advanced analytics, but it will enable the University to use new insights to actively manage energy consumption, resulting in improved efficiency and supply savings. As Operator, ENGIE will use the platform to optimize the physical system and infrastructure operations. Into the future, ENGIE plans to use this technology on the UI campus to innovate towards a fully optimized microgrid that positions the University as a leader in energy innovation, and sustainability.

ii. Utilization of Existing Employees During Concession

ENGIE's three key objectives for utilization the existing employees during the Concession are: **1) Hire and successfully transition all of UI's current employees by Day 1;** **2) Retain the existing staff long-term**, not simply on a temporary basis following the initial transition; and **3) Actively engage the existing employees** in our global operations.

1. Hire and Successfully Transition All Existing Employees

UI's staff have collectively demonstrated an outstanding record of innovation, reliability, and safety in operating the Utility System. Therefore, ENGIE's first objective is to offer all existing employees a position with ENGIE, to maintain this standard of excellence and performance. We intend to continue to utilize staff in the same roles, including continuing to facilitate UI's existing succession plan, which is designed to capture and transfer key institutional knowledge from end-of-career employees to intended replacement personnel. To ensure ENGIE successfully hires the existing staff, we have prepared a compelling and comparable compensation and benefits package offer for all employees. ENGIE has outlined its detailed employee transition approach in **Section 4.0**.

2. Retain Utility System Staff Long-Term

The most valuable assets of the Utility System are the employees and their 1,600-plus years of combined experience. Successfully transitioning these employees only for the short term is not enough – the staff's demonstrated knowledge, skills, and innovation are critical elements of ENGIE's plan to deliver highly reliable, effective, and value-driven operations and maintenance in the future. For that reason, it is crucial to offer employees not only competitive compensation and benefits, but a work environment filled with exciting professional opportunities, innovation, continuous improvement, and a sense of community and academic purpose.

Professional Development. ENGIE strongly believes that the development of its employees is a fundamental attribute of an exceptional company, leading not only to the growth and expansion of the group's overall capabilities but also to long-term, dedicated employees with confidence in the future of their ENGIE careers. To that end, ENGIE has adopted a training program to maintain and expand the qualifications and capabilities of operations personnel. This training covers all aspects of the operator's job from power plant theory to hands-on operation of the site. Similar programs are in place for maintenance craft workers including mechanics, electricians, and instrument technicians. Beyond training, ENGIE acts as an enabler and offers extensive enrichment opportunities that include certification support, trade show and industry event attendance, tuition reimbursement, and internal special assignments. ENGIE is invested in internal employee mobility, with a leading-edge mobility program designed to prioritize internal candidates by informing employees of local, regional, and global work opportunities.

Culture of Innovation. ENGIE is also aware that one of the many reasons UI's utility staff have remained with the University for so long is its culture of innovation, sustainability, and purpose. As a premier research institution, UI has cultivated a spirit of investigation and experimentation that permeates the way the utility staff has designed and operated the facility, from prototyping boilers to burn oat hulls to evaluating other unique biomass fuel sources. There is no doubt that this focus on innovative problem-solving is important to the UI staff's long-term job satisfaction. ENGIE, as operator, is confident its own global commitment to innovation, technology, and global carbon reduction will foster a similar work environment for these employees, empowering them to implement cutting-edge solutions to drive efficiency and sustainability into the future.

In their own words: a former OSU utility employee on working for ENGIE

"[ENGIE] provides me the opportunity to create innovative ideas and solve complex engineering problems to meet our customer needs. Innovation and creative thinking are promoted to allow my engineering skills to expand, [and] I am able to challenge conventional thinking with innovative ideas while working with a team that is highly talented and motivated to deliver solutions."

Commitment to Academic Collaboration. ENGIE's investment in innovation is only one of the ways in which being an ENGIE employee will be equally as engaging and personally satisfying for the UI staff. In our many long-term partnerships with academic institutions across the globe, ENGIE has learned that fostering experiential learning opportunities is just as rewarding for utility staff as it is for the students. ENGIE recognizes that mentorship and student engagement is an immensely fulfilling part of the job and have planned for many such opportunities as part of the overall academic collaboration program. Engaging the staff in the academic mission is crucial to maintaining a sense of community throughout the campus.

3. Engage Utility Staff in ENGIE Operations Worldwide

ENGIE is a global enterprise operating in 70 countries across six continents. Global scale creates global opportunities; one of our most compelling competitive advantages in retaining top talent is diverse professional opportunities we offer our workforce. Once the UI staff are ENGIE employees, we can provide opportunities to engage in operations activities at other ENGIE facilities, from participating in planned outage work and cross-learning to conducting peer reviews. The Global Operations Center of Excellence relies on the valuable input and insight offered by its employees at all levels of facility operations, from operators to management. There are also many ENGIE programs that engage the entire global enterprise. For example, operations personnel are routinely asked to participate in international renewable energy and sustainability seminars, and ENGIE leads or sponsors major industry

events such as Climate Week 2019 in New York City. ENGIE's annual Innovation Week comprises 150 activities in more than 25 countries to highlight innovative projects undertaken by ENGIE employees around the world and to discuss new and developing technologies and solutions that are driving the zero-carbon transition. In short, as ENGIE employees, the UI staff will gain access to a global ecosystem of opportunity, ideas, technologies, and resources that span the entire energy life cycle.

iii. Approach to Assisting the University in Procuring Supplies

ENGIE has extensive experience sourcing and using a wide range of supply, including a diverse range of renewable fuels. As the world's largest independent power producer and a global leader in sustainable power with 19 GW of renewable generation in operation, ENGIE is perfectly positioned to act as UI's trusted supply procurement advisor.

Biomass Fuel Procurement

Currently, UI has a sophisticated fuel diversity program focused on three key principles: **safety**, **reliability**, and **efficiency**. Currently, UI procures natural gas, coal, and biomass (oat hulls, energy pellets, and Miscanthus grass). UI has developed a robust supply chain that strives to minimize transportation costs to maximize use of biomass. As a global operator with extensive biomass generation capacity in our fleet, ENGIE is well-positioned to assist the University in continually improving its fuel diversity program and increasing the efficiency of its innovative approaches to sustainable generation.

In our capacity as UI's procurement advisor, ENGIE proposes to fully explore fuel source options that may minimize costs and improve sustainability. Other fuel source options to evaluate could include other types of biomass (such as UI's sourcing of local oat hulls) or constituent products – like Miscanthus grass and corn stover – that can be incorporated into energy pellets, further increasing fuel diversity, reliability, and cost-effectiveness. ENGIE's aim is to leverage our resources and scale to enable UI to continue to optimize its sophisticated fuel procurement program.

Accelerating the Transition to Coal-Free Campus. To achieve a coal-free campus in 2023 – two years ahead of target – ENGIE plans to focus first on converting Boiler #11 to operate completely on energy pellets and/or oat hulls in order to achieve this milestone as soon as possible. Not only is this transition off coal a University mandate, but it is also an ENGIE mandate – ENGIE has a global commitment to convert or divest all coal-fired assets. To help the University achieve this goal, ENGIE would propose deploying some of its global analytic resources, such as Laborelec in Europe, to validate and accelerate the fuel change process for Boiler #11, and further advise the University on other alternative fuel supplies during that process.

Building a Successful & Sustainable Energy Pellet Supply Chain

To support a 150-MW biomass generation facility in Belgium, which burns wood chips and energy pellets, ENGIE developed pellet production sites in Canada and now ships those pellets from an efficiently located port in Montreal directly to Belgium. We leveraged our upstream/downstream logistics capabilities – from rolling stock to ocean vessels – to maximize the efficiency of this supply chain. This expertise will prove essential as UI considers building a pellet production facility.

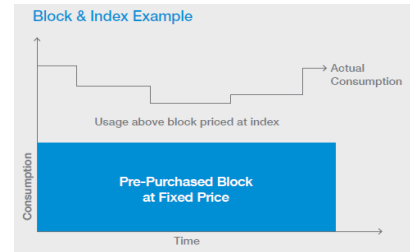
Localizing Energy Pellet Production. UI currently procures energy pellets from a facility in Wisconsin. In the long term, we understand that UI is also considering plans to open a local processing facility to reduce this overhead cost and further improve the carbon footprint (i.e. reduction in transportation emissions output) of this sustainable biomass supply. ENGIE looks forward to supporting this initiative, having extensive experience managing complex supply chains for diverse biomass fuels, which involves procuring more than 2.8 million tons of whole tree wood chips, waste wood chips, wood pellets, paper pellets, wood dust, agri-pellets, sugar cane bagasse, palm kernel shells, olive cake pellets, and sunflower seed husks. To assist UI in fully exploring this option, ENGIE and UI could collaborate on a feasibility study to assess the merits of a local pelletizing facility as an alternative to the University's current supply from the Wisconsin plant. Key areas of focus in the feasibility study would be:

- **Assessment of potential feedstocks available locally.** Like the importance of diverse fuel sources to ensure availability, with consideration of supplier volume/pricing, distance to site, and delivery frequency, feedstock resources are critical for a pelletizing facility. Feedstock types available will also affect the energy pellet composition, which may or may not deviate from those currently received by the University; boiler compatibility of any alternative pellets would also need to be assessed.
- **Local market size for energy pellets.** Potential pellet off-takers other than the University can provide an additional revenue stream and lower initial capital investment (on a \$/ton basis).
- **Financial analysis.** Determine the capital and operating costs (inclusive of feedstock pricing) of a pelletizing facility. Consider any revenue stream to third-party sales and fuel savings offsets for supply to the University.
- **Site assessment.** Assess potential site locations for suitability with respect to distance to local feedstock resources and the University, and land availability for storage of both feedstock and end product.

Custom Supply Procurement & Hedging

As UI's trusted partner, ENGIE will focus on creating a reliable, low-cost, and sustainable supply plan that can be continually optimized over time. We leverage our strong market presence to manage both wholesale and retail commodity price risk across power, fuel, emissions, and renewable energy credit markets across the world. ENGIE proposes collaborating with UI to analyze all options and create a comprehensive plan that meets the University's needs. Together, we could develop a customized plan for 5-10-year green power purchases supplemented by the purchase of renewable energy credits. Additionally, ENGIE can mitigate power and gas exposure and budget volatility for UI through customized hedging solutions via origination and gas procurement.

UI could consider hedging forward blocks of natural gas for a rolling 1-month to five-year period. This Block & Index strategy is useful for those customers that want some level of price certainty without incurring a risk premium associated with fixed price supply contracts. Other options include hedging using a delta hedging approach, a solution that combines a long-term (~10 years) NYMEX hedge and a shorter-term (~3 years) basis hedge. These hedges would be initially placed as financial hedges in the forward markets, but then converted to physical hedges in the year prior to delivery. The natural gas markets allow for longer-term hedging options than the power markets and so ENGIE would aim to utilize the liquidity in the NYMEX market to lock in a significant portion of the potential volatility for supply to meet the system's needs. Last mile delivery costs can then be managed on a shorter-term basis and the aggregate hedging strategy would provide natural gas price stability.



iv. Organizational Approach to Meet HR, IT & Accounting Needs

ENGIE's objective is to arm the facilities we operate with the resources, training, and support required to ensure our plants are largely self-sufficient on a day-to-day basis as part of our overall commitment to smooth and efficient operations. Together, ENGIE's North American corporate headquarters in Houston, TX and its Global Operations Center of Excellence, in Paris, provide the support required to ensure the smooth operation of the fleet. During the transition period, representatives from HR, IT, and Accounting/Procurement will be deployed to UI to take an active role in engaging, informing, onboarding, and training the existing staff in the business systems and procedures needed to operate the facility once ENGIE has assumed operational responsibility (See **Section 4.0** and **Section 8.0**). Upon Financial Close, on-site support will fluctuate based on need. For example, if a new HR, IT, or Accounting system or process is implemented, ENGIE will dispatch resources to implement a "train-the-trainer" approach with the utility staff, creating local "superusers" of the system or tool who can provide best practices to the rest of the staff and act as a key local resource while continuing to receive remote support from corporate. Throughout the term of the Partnership, ENGIE expects that HR, IT, accounting, and other functional needs will be fulfilled by a mix of on-site personnel and corporate support.

Human Resources

ENGIE operates a robust team of HR professionals based in our Houston, TX headquarters who support 4,900 employees across the U.S. A dedicated team of specialists, directors, and executives will play a crucial role throughout the transition, responsible to methodically manage the hiring and onboarding process for UI's existing staff and actively work the transition both remotely and on-campus. For a full description of the HR support to be provided during the Transition, see **Section 4.0**. During operations, the Managing Director and Site Administrator will be the local experts responsible for ensuring HR functions are carried out properly by the team at the local level and to recognize when support from corporate is required. Payroll is reviewed and approved by local leadership and then centrally batched in our office in Houston. Talent Acquisition and Benefits Administration are centrally managed functions with robust online and telephone support. In all cases, the local leadership is responsible to advocate for individual employees when they need additional assistance. In addition to their local support and the team in Houston a phone call away, employees can access ENGIE's suite of online HR and learning support tools (e.g., ADP, ServiceNow, and OneHR).

Information Technology

ENGIE expects to deploy an on-site IT resource to support the staff of 100+ people. In addition to standard remote IT support provided 24/7 by ENGIE's centralized IT team in Houston, IT leadership typically conducts regular site visits every 6-8 weeks to meet with personnel, understand any new or changing requirements, perform IT projects, and manage helpdesk items. Projects undertaken during these periodic deployments may include network upgrades, such as hardening controls systems to NIST standards or supporting an office move, which requires IT equipment configuration, testing, and setup support.

Accounting

All procurement and accounting activity is initiated at the local level but relies on centralized accounting support in Houston to issue vendor payments, financial reports, and variance explanation requirements. Due to Delegation of Authority limits and Separation of Responsibility requirements, high dollar value procurement decisions are also made at the corporate level with local input. Procurement is handled through a blend of onsite and remote personnel. Corporate procurement personnel also support competitive bid processes and more generally, ENGIE's corporate procurement team leverages our buying power and volume agreements to reduce operational costs.

v. Operating Costs and Capital Expenditures

Operating Costs. ENGIE's primary objective upon assuming operational responsibility for the Utility System is to achieve the same high standards of safety, reliability, and efficiency while exceeding UI's desired objectives. Performing the analysis, data capture, relationship building, and strategic planning activities required to comprehensively implement ENGIE's full operations plan requires a careful, phased approach in the near-term. ENGIE's near-term objective is to maintain and explore ways to reduce the current operating costs of the Utility System in accordance with facility's high performance under UI leadership and within the parameters of the Concession Agreement. In the middle- and long-term, however, ENGIE will work to reduce operating costs via three primary methods: **1) Leverage ENGIE's global buying power** to secure attractive maintenance and supply costs for routine O&M activities; **2) Integrate the Utility System into ENGIE's Global Operations Center of Excellence** to identify and implement operational efficiencies and reduce costs; and **3) Design and implement a customized AI Smart Institutions plan** to maximize operational efficiency through the power of data and machine learning.

Capital Expenditures. HEC plans to develop and build capital projects in close collaboration with the University, in line with projected lifecycle management needs and the reliability, sustainability, and safety KPIs. HEC's first objective is to work with the Energy Advisory Committee to establish a standard operating procedure for capital projects planning. HEC cannot emphasize enough the importance of a UI review committee with representation from diverse departments and campus stakeholders, to capture the requirements, concerns, ideas, and questions of the community as comprehensively and transparently as possible. Close collaboration between UI and HEC at every phase of CAPEX planning and execution is essential to effective energy management in the future.

HEC has found that successful approaches to CAPEX project development, selection, and prioritization involve iterative development, long- and near-term strategic and tactical planning, and strong relationship-building between HEC and the University. For UI, ENGIE plans to forecast project needs and conduct continual analysis, life-cycle assessment, and data capture to develop a strategy that captures factors like campus growth, retrofit, de-commissioning plans, and climate action/sustainability targets. With this whole-systems approach, rather than address one piece of equipment at a time, we capture a panoramic view of the entire campus's needs and priorities. ENGIE will also prepare the rolling five-year plan, which includes each project's estimated schedule, installation and operating costs, CO₂, water consumption, energy efficiency, resiliency, and other key parameters, maximizing value and enabling evaluation of the projects from multiple angles. For example, ENGIE can present design alternatives for a given project which may yield different efficiency, CO₂ footprint, noise, aesthetic, or other operational results.

Capital Projects Collaboration at OSU

The OSU Smart Campus⁵ project initially began as a 40 MW CHP project originally developed by OSU's Owners Engineer to replace the 100-year-old McCracken facility. Once ENGIE became OSU's energy partner, we took this a step further. After a year of analysis and in full collaboration with OSU to account for campus expansion plans regarding a new west campus, the project was altered to include an 80MW CHP facility and new distribution network. This newly developed concept called "Smart Campus⁵" provides uninterrupted and fully islanded electric, chilled water and hot water services to OSU, creating more than 4x the value as the original project and providing more than 40% reduction in carbon emissions. ENGIE has continued to collaboratively work with OSU to prioritize projects such as these that allows for maximum value. creation.

i. Safety

ENGIE is focused on creating a culture of safe behavior and fostering a climate of trust and dialogue at every level of the organization, from executives to plant front-line supervisors, ensuring no gap between what is prescribed and the reality in the field. We recognize safety as an integral part of our lives,

more than a priority. ENGIE strives to make safety at the heart of every activity and commits to protecting employees, customers, and the communities we serve.

During transition and upon assuming operational responsibility, ENGIE will analyze the Utility System's safety practices to identify

compliance- and/or behavior-based procedures and any resulting gaps between those and ENGIE's standardized safety program. Following this analysis, ENGIE will document in detail the scope of any adjustments needed over time required to align UI's procedures with those of ENGIE's fleet around the world. Fortunately, the University has a robust safety program and an excellent safety record. In cases like these, ENGIE's objective is to maintain current safety practices while slowly integrating any new or revised safety procedures over time, beginning with the six key pillars of ENGIE's safety program: 1) Lock-Out/Tag-Out; 2) Job Safety Plans; 3) Stop Work Authority; 4) Confined Space; 5) Electrical Safety; 6) Hot Work. The objective of a slow, phased roll-out of new procedures, which includes extensive coaching

and mentorship on the part of ENGIE's designated Environmental Health & Safety Officer along with the Utility System leadership and corps of foremen, is to ensure all employees have the time to learn and incorporate these practices into their daily behavior. Over the course of the Concession, the Managing Director and his team are responsible for developing and implementing site-specific health and safety practices. All staff play an active role in developing safety operating procedures, and bring the benefit of their diverse technical backgrounds and perspectives to help ensure a safe, injury-free work environment every single day. See **Appendix A** for additional information.

b) Expected Deviations from Current Projections

There are no expected material deviations from the University's current operating expense budget. There are certain material deviations from the University's CAPEX plan that resulted from two key factors of ENGIE's approach: 1) ENGIE performed a full bottoms-up estimate of all CAPEX costs for the full 50 years of the Concession rather than for the first 25 only, and 2) ENGIE factored in the CAPEX needs of the Oakdale campus, which was not included in the provided CAPEX plan.

ENGIE's bottoms-up estimate was based on the analysis performed by Burns & McDonnell and PRVN; site inspections and interviews with UI O&M staff; information from our long-term historical database of different equipment and expected lifecycles; and the University of Iowa Utilities Condition Assessment Report. During this process, ENGIE evaluated ways to improve the system to maintain the high degree of reliability and resiliency required to serve a University campus with a major medical center and critical research facilities, in accordance with the KPIs outlined in the Concession Agreement. Because every piece of equipment in the Utility System will eventually require replacement over the 50-year term, ENGIE performed site-specific analyses to determine the detailed requirements of those replacement projects and account for factors such as the age and physical limitations of the buildings themselves. ENGIE also focused on maximizing

the resiliency of the Utility System, identifying areas of need such as installing dikes around essential utility equipment for additional flood protection, eventual replacement of distribution piping, and installation of redundant electrical ties.

During the bottoms-up estimate, ENGIE identified CAPEX project needs for the Oakdale campus and factored them into our budget. For example, we determined that the Oakdale boilers are nearing end-of-life and will require replacement. To meet UI's carbon reduction goals, ENGIE may consider proposing a plan to convert Oakdale's existing end-of-life gas-fired boilers to a more efficient Combined Heat & Power (CHP) that will generate electricity and hot water to power and heat the Oakdale campus.

Per the framework of the Concession Agreement, all CAPEX projects are subject to University approval.

c) Coal-Free Operation by January 1, 2025

ENGIE commits to operating the Utility System 100% coal-free by January 1, 2025. Upon assuming operational responsibility for the system, ENGIE will engage its global resources to evaluate and validate Boiler #11 to convert fully to oat hulls and energy pellets, ensuring the conversion will be accomplished in a safe and timely manner while preserving system reliability and performance. Simultaneously, ENGIE will work with UI to complete a full review of applicable coal procurement contracts and act in an advisory capacity to determine the best and most cost-effective path forward.

ENGIE is fully prepared to go coal-free by 2023, well in advance of the January 1, 2025 deadline. Not only is ENGIE one of the most experienced companies in the world at planning and executing a complex coal and high-carbon divestiture or conversion program, but we are also committed to advancing the world's zero-carbon transition. For that reason, ENGIE intends to collaborate closely with the University to develop a long-term decarbonization strategy that may include projects such as CHP, renewables (solar, geothermal, hydrogen fuel cells, etc.), or other evolving technologies to replace vintage boilers on campus. ENGIE looks forward to helping the UI community earn worldwide recognition as a thought leader in green technology and sustainability.



Employees



4.0 Employees

a) Commitment to Interview all University Employees

HEC commits and agrees to use its best efforts to, or to cause the Operator to, interview all University employees identified as in-scope in accordance with the Concession Agreement who apply for a position with the Concessionaire or the Operator. ENGIE plans to offer positions to all current, in-scope University employees. In lieu of a formal application and interview process, which we believe to be needlessly stressful and laborious for the existing employees, we will hold one-on-one employee consultations with every single employee. These consultations are designed to introduce the employees to ENGIE, answer questions, and understand their career and personal objectives, so that together we can develop a plan to achieve those goals. Highly effective at OSU, this process fostered a positive Day 1 experience for the soon-to-be ENGIE employees.

The OSU Staff: In Their Own Words

“ENGIE demonstrated **flexibility** in their onboarding process, offering us options regarding retirement **benefits**, **tuition assistance**, and **compensation**.”

“ENGIE management made employees feel they were **valued** and **wanted**.”

b) Competitive Employment Offering

ENGIE is pleased to offer all current University employees a competitive employment offering that closely aligns with their current compensation and benefits packages, and includes the following:



	 THE UNIVERSITY OF IOWA	 ENGIE
Company Provided Life Insurance/AD&D	●	●
Dental	●	●
Family Caregiving Leave	●	●
Flexible Spending Accounts	●	●
Health Savings Account with Employer Contribution	●	●
Long-Term Disability	●	●
Medical	●	●
Paid Parental Leave Outside of Sick/Vacation	●	●
Retirement Plan with Employer Match	●	●
Short-Term Disability	●	●
Sick Time	●	●
Tuition Assistance/Reimbursement	●	●
Vacation	●	●
Vision	●	●
Voluntary Life Insurance / AD&D	●	●

Figure 6 - ENGIE is committed to offering a comparable benefits package that makes employees feel supported and valued.

1. Employee Salary

HEC considers the years of combined experience of the University of Iowa’s Utility System personnel to be an extremely valuable asset critical to the successful implementation of the O&M Agreement. As Operator, ENGIE’s goal is to structure the transition and the employment offers, including salary, benefits, and responsibilities, so that no current Utility System employees feel the need to apply to other positions at the University to preserve their benefits or to seek employment elsewhere.

ENGIE is incentivized to maintain continuity of operations and to retain the corporate knowledge represented by the current staff. Therefore, signing or retention bonuses may be a factor for consideration during transition of the Utility System staff, especially for key management positions critical to the success of the operation.

The current base compensation at the University and the wage structure used by ENGIE in operations facilities across North America are well aligned. The base compensation for the employees will stay the same as part of the transition from UI employment to ENGIE employment and afford the employees a greater number of opportunities and the potential to earn higher wages over time. In addition to ENGIE's ability to maintain an overall comparable compensation and benefits programs for the Utility System staff, we anticipate that the scale and breadth of expertise of the ENGIE organization will act as an enabler and provide for an enticing long-term employment opportunity, offering upward mobility both at the Utility System and within ENGIE, locally or globally.

In addition to a competitive salary and wage structure, ENGIE offers salaried and hourly employees not represented by a union a Short-Term Incentive (STI) program. At ENGIE, our goal is to provide competitive STI targets that reward employees for contributions to company and business unit performance. Our STI programs are designed to provide a linkage between employee pay and performance which drives ENGIE shareholder value. Each participating employee is assigned an STI target based on their position at ENGIE. This target is expressed as a percentage of base pay. After the end of each year, the company measures its success in relationship to its goals and awards incentive payment to individuals based on a combination of their business unit and individual performance.

[REDACTED]

5. Transfer of existing vacation and sick leave to Concessionaire and setting of vacation and sick leave earning rates based on seniority

ENGIE commits to offering all eligible Utility System staff a competitive compensation and benefits package including a process to transfer and/or reimburse employees for their accrued vacation/paid time off and sick time as well as setting sick leave/PTO accrual rates based on seniority. ENGIE will enable employees to transfer up to 320 hours (eight weeks) of accrued vacation/PTO. Any vacation/PTO beyond 320 hours will be paid out to the employee, and all accrued sick time will be rolled over. Finally, ENGIE will honor seniority as it relates to PTO/vacation accrual rates, providing three weeks per annum to employees with 0-5 years of service, four weeks per annum for employees with 5-20 years of services, and five weeks to employees with 20+ years of service.

6. Other benefits, including parking, athletic ticket discounts, recreation facility membership incentives, employee assistance/safety/wellness programs, etc.

Parking

Current Utility System staff who accept a position with ENGIE will retain their current parking assignment. ENGIE will pay for the annual parking permit cost for those employees with a current parking assignment as well as any employees who apply for a UI parking permit. ENGIE will coordinate with UI to ensure all employees requiring parking are loaded properly into the UI's Human Resources Information System.

Athletic Ticket Discounts

ENGIE envisions that athletic ticket discounts could be considered perks for employee performance. Other incentives considered include gift cards, team-building events, and holiday celebrations.

Recreation Facility Membership

Through BlueCross BlueShield, ENGIE provides members and their covered dependents discounts on fitness memberships, which include flexible terms, unlimited access, and bonuses for attendance. Other tools and programs include health trackers, health assessments, weight management and nutrition, and other forms of health and wellness support.

Training & Professional Development

ENGIE recognizes the value in supporting learning and development for all our employees, irrespective of their job role and existing skills base. ENGIE ensures that all employees have the necessary skills and training to undertake their roles and responsibilities. An orientation program is provided to each employee and their training progress is measured by their immediate supervisor. ENGIE considers three key categories for the training plan to be developed for this project: 1) Code of conduct, policies and procedures; 2) Routine operations and maintenance methods and procedures; 3) Advanced operations and maintenance methods and procedures.

ENGIE will establish employee training and cross-training programs to upgrade skills that provide opportunities for advancement. The Utility System staff will be provided training in ENGIE's Policies, Procedures, Safety Requirements, and Values and Principles. Training opportunities will continue to enhance skill levels; employees will learn about new equipment, have opportunities for on-the-job training on system operations, and participate in the testing phase of subsequent ENGIE projects in the University Utilities. Refresher and upgrade training will continue after changes and improvements to the Utility System are operational.

The amount of training hours will vary for each respective assigned employee based on his/her current knowledge of

operational issues directly related to the project. Over the course of the transition period, ENGIE will work with assigned employees to verify their current understanding of topics directly related to the operation and maintenance of the facility. ENGIE shall provide training to the University Utilities work force on a regular basis with respect to basic and advanced operations to operate the Utility System, standard operating procedures, safety, operation and maintenance of existing equipment, operation and maintenance of new equipment that may be installed, and fuel handling, and as specifically provided for in the Concession Agreement.

Additionally, ENGIE offers an online learning platform, ULearn. This technology-based training allows our employees to take ownership of their development by enhancing their current skills or developing in place for their next career move. As part of ENGIE University, ULearn, provides a compliment of offerings in the form of resources, courses and discussions. Employees can access over a thousand educational resources developed by world-renowned teachers and experts. Subject matter covers a wide variety of cross-functional topics: management, personal development, finance, innovation, etc.

Life Assistance Program

We offer a comprehensive Life Assistance Program (LAP) at no cost to employees. Our LAP provides free confidential counseling, assessment, referral and follow-up services to help employees identify and resolves personal problems.

Pet Insurance

ENGIE provides discounts on pet prescriptions through PetAssure and PetPlus.

Tuition Reimbursement

Tuition and fees for successfully completed course(s) toward a work-related degree are reimbursed in accordance with applicable company guidelines. Enrollment and examinations fees for professional registration/certification programs are reimbursed at 100% with the appropriate approval.

Paid Parental Leave

ENGIE's North America provides paid parental leave to its nonunion employees following the birth of an employee's child or the placement for adoption of a child with an employee. The purpose of paid parental leave is to enable the employee to care for and bond with a newborn or a newly adopted child. Eligible employees will receive either: (a) a maximum of 14 weeks of paid parental leave for the primary care giver or (b) a maximum of 2 weeks of paid parental leave for the secondary caregiver.

7. Interview schedule for existing University employees interested in employment with the SPV, the proposed Operator or any critical contractors

ENGIE desires to retain all Utility System employees. Immediately upon Commercial Close, ENGIE in our function as operator will convene a meeting of the University employees to introduce ENGIE and present our transition plan for staffing and managing the Utility System. The transition plan presentation shall include but is not limited to the following:

- Schedules for employee consultations with ENGIE HR and the Managing Director
- The process of becoming direct ENGIE employees or remaining University employees (if agreed to by the University and consistent with the union contract and other applicable policies)
- Distributing information about ENGIE with respect to employee benefits and compensation and issuance of formal employment offers

The employee transition plan emphasizes active communication between the Transition Team and University employees to introduce employee benefits programs and career opportunities within ENGIE.

ENGIE will ask University employees to participate in individual consultation for those employees desiring to remain in the Utility System workforce, which will be conducted by the on-site Transition Team. Eligibility for employment is not contingent upon by this process; ENGIE will offer all employees a job. The objective of the consultation is to get to know the employees personally and begin to understand their personal and professional goals and areas of interest. These consultations serve another important purpose by providing ENGIE the information needed to prepare offers employment that are meaningful and address the desires of the team. Once offers of employment are extended, University employees will have 10 days to decide whether to accept a position with ENGIE or remain an employee of the University.

	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12
Employee Consultations	■	■	■	■	■	■	■	■				
CBA Negotiations												
ENGIE to Issue Offer Letters								■				
Receive Signed Offer Letters from Employees									■	■	■	■
Onboarding with ENGIE										■	■	■

Figure 7 – ENGIE’s expected employee transition schedule relies on the experience gained from previous successfully transitions at OSU and Longwood.

ENGIE will also meet with the union to negotiate and execute a CBA as soon as possible upon Commercial Close.

All employees under ENGIE’s management will be introduced to ENGIE’s culture and philosophy. They will know their individual job assignments, performance expectations, and be actively involved in communications during and after the transition period.

All employees shall be subject to the management and supervision of ENGIE with respect to work and safety on the University utilities, provided, however, that changes in position descriptions, assignments and duties, compensation (insofar as annual step increases and grades apply), and procedures regarding evaluations, disputes, grievances, discipline, suspension, and termination shall be governed by the CBA in effect at the time, and/or applicable prevailing wage laws.

ENGIE will also meet with the union to negotiate and execute a CBA as soon as possible upon Commercial Close.

c) Transition Plan

ENGIE has a robust approach to successfully transitioning utility employees to ENGIE employment in a compressed time frame. In this section, we will provide a chronological outline of all milestones and activities to take place in every phase of this process.

Communication Plan

The most important ongoing activity throughout the Transition is rigorous, transparent, and constant communication with the affected staff. During the transition period and prior to individual employee consultations, the Transition Team will hold information sessions about our company, benefits, career opportunities and programs. These meetings go a long way to alleviate incumbent employee concerns prior to employment. The key is to keep employees informed. Some current ENGIE technical and administrative staff will attend these meetings to facilitate informal discussions. We have found that this helps to establish a climate of trust between the parties involved. ENGIE’s Transition Team will work with the University to develop a communication plan for all employees regarding career opportunities at ENGIE.

Objectives of Mobilization Phase

1. **Allocate appropriate personnel resources to all functional areas**
2. **Prepare a detailed scope of work and assign all tasks**
3. **Prepare to deploy Transition Team**

Planning & Mobilization

Throughout the duration of the RFQ and RFP phases, ENGIE has performed extensive analysis and pre-planning in order to prepare a thoughtful, comprehensive transition plan that is tailored to the University of Iowa and can be implemented immediately. This work will continue up until notification of award, at which time ENGIE will launch and accelerate the detailed planning process. ENGIE will confirm all personnel to be allocated and assigned to the

Transition Team and develop a clear and detailed scope of work for each functional area (IT, accounting, HR, etc.). All tasks will be defined and then assigned directly to the responsible parties, and all personnel will be fully mobilized by Commercial Close to ensure the swift and smooth commencement of the transition period.

Objectives on Day 1

1. **Introduce Utility System employees to ENGIE**
2. **Prepare for employee onboarding**

Day 1 - Commercial Close

Immediately upon Commercial Close, ENGIE will roll out an “AskENGIE” email address for Utility System employees, providing the employees an opportunity to easily and securely ask their HR Business Partner (HRBP) any questions about the integration and transition process. The HR team will track all submitted

questions, collating common questions and their answers to provide those to other employees who may not have submitted a formal question. ENGIE’s HR team will also roll out employee-focused communication on the status of the transition and what to expect within the near-term (30 days). Behind the scenes, ENGIE will begin work to update employee census information and detailed payroll information from January 2019 to the present date, to begin building the new pay group into ADP well in advance of the final transition and go-live date.

Objectives of the First 30 Days

1. **Ensure employees feel welcomed and informed throughout transition process**
2. **Negotiate and finalize CBA**
3. **Conduct Employee Consultations**

30 Days Post-Commercial Close

Connect with Utility System Staff

One of ENGIE’s most important tasks is to create a positive Day 1 experience for the current Utility System staff. As described in the Communications Plan, we will make timely announcements, provide extensive availability to meet one-on-one with employees, and strive to reinforce the important message that ENGIE highly values the existing staff. Key activities of this phase include:

- **Hold Welcome Events (“ENGIE Week”) for all Employees**
 - Introduce ENGIE
 - Provide overview of transition and integration processes
 - Share details about what will change/stay the same, including leadership, reporting structure, and branding
 - Welcome message delivered by the President & CEO of ENGIE North America
 - New employee orientation
 - Introductions of HR and other business functional areas
- **Provide a Welcome Package, including:**
 - Benefits info
 - Employee handbook
 - Ethics charter
 - Life-saving rules
 - 1st day action items
 - HR Service Center Contact Information
 - Instructions to complete I9 forms in ADP
 - Relevant ENGIE apparel and other complimentary items

Launch Communications Plan

ENGIE will work with University stakeholders to determine the best methods for the seamless sharing of information (leadership memos, bulletin boards, videos, etc.) in order to update employees on the transition process via frequent, ongoing communication. The objective is to build a feedback loop to set the baseline for the employees’ impressions of the transition process to understand and improve their experience. Each employee population is different; it is crucial that our approach to transition is sufficiently

flexible in order to be sensitive to employees' concerns and adapt to their needs. ENGIE will encourage employees to share their feedback and ideas, and to report what's working and what could be improved. We will provide structured opportunities to share information with managers and discuss successes and concerns.

Negotiate and Finalize CBA

Immediately upon Commercial Close, ENGIE will begin discussions with union leadership to negotiate and sign a new Collective Bargaining Agreement (CBA).

Conduct Employee Consultations

ENGIE considers it essential for all current Utility System employees to come onboard. For that reason, we intend to offer positions to every single staff member. As described in **Section a) Commitment to Interview all University Employees**, the first step in this process is to schedule one-on-one employee consultations to take place as soon as possible after Commercial Close.

Objectives of the First 60 Days

1. Issue Offer Letters to all employees
2. Begin employee onboarding tasks
3. Validate all employee information
4. Train employees on ADP

60 Days Post-Commercial Close Hire Employees

ENGIE will issue offer letters to all employees on the same day, as soon as possible following the execution of the new CBA. Employees will have 10 business days to review, execute, and return the offers letters to ENGIE, at which time employee onboarding activities will begin. Key tasks of this phase include:

- Finalize any special terms and issue documentation (offer letter) acknowledging employment terms
- Employees sign offer letters/employee agreements
- Identify training resources, timing, and processes in My ADP and OneHR.
- HR to upload new employees into ADP
- Employees begin onboarding courses in ADP

As the hiring process continues, ENGIE will continue its feedback process to ensure employees remain engaged as they learn more about the features of being an ENGIE employee. ENGIE will continue to issue regular transition updates along with what employees should expect in the next 30 days.

Onboard Employees

An important milestone in employee onboarding is ensuring employee access to ADP, where they will update their profiles, validate all information is correct (personal, work, pay), complete direct deposit and tax withholding tasks, enter emergency contact information, validate that timecards can be viewed, re-enter any future time-off requests, confirm their transferred PTO and sick time, and verify their organizational chart. Benefits selection is the second key milestone of this phase. ENGIE will conduct benefits orientation sessions with employees and provide support as needed as employees make their benefits selections in ADP. ENGIE's HR Service Center Manager will also work closely with the designated site administrator during this period to provide training regarding time-keeping and ADP support, so that the site administrator feels comfortable in the system and can support the staff once the transition is complete. Included in this process is on-site training delivered to managers and the site administrator.

Objectives of the First 90 Days

1. Complete employee onboarding process
2. Integrate employees into the ENGIE ecosystem

90 Days Post-Commercial Close

ENGIE will continue its communications efforts, working to integrate the employees into the ENGIE ecosystem and ensure all employees feel comfortable, informed, and prepared for the Concession and their ENGIE employment to begin. ENGIE will ensure employees are familiar with their HR contact process, communications and support channels (including the service desk and ticket process), and ENGIE Connect, our Intranet. HR will continue to conduct systems training and complete the transfer of employee files from the University to Houston for upload into ADP.

Objectives at Financial Close

1. All Utility System staff are ENGIE employees, ready to continue operating in a safe and reliable manner

Financial Close

The Concession, and the Utility System employees' employment with ENGIE, will begin immediately following Financial Close. ENGIE plans for all employees to be fully onboarded by Day 1 of the Concession and comfortable with all administrative components of their employment, from time-tracking and payroll to benefits and system access. ENGIE will continue to run its communications

and feedback process and provide any supplemental systems or process training required on an as-needed basis.



Concession Agreement Closing Consideration & Valuation Assumptions



6



Financing

REDACTED



Required Approvals and Timing

7.0 Required Approvals and Timing

a) Confirmation of Bidder Approvals

ENGIE and Meridiam have obtained all appropriate internal approvals required for submission of the Final and Binding Proposal and to negotiate and subsequently enter into the Long-Term Lease and Concession Agreement.

b) Regulatory Approval

HEC confirms that any regulatory approvals required to enter into the Concession Agreement have been obtained.

c) Proposed Closing Interval

Based on our experience conducting recent similar transitions of staff and operational responsibility, HEC proposes a closing interval of 90 days from execution of the Concession Agreement to Closing. However, should the University prefer a closing interval shorter than 90 days, HEC is open to work with the University to determine and agree to a mutually agreeable interval.



Transition Plan

8.0 Transition Plan

Introduction

ENGIE is the leading energy services company in the world, operating over 350 district energy systems globally, with the ability to seamlessly and rapidly assume the responsibilities of a fully functioning, critical district energy system like the University of Iowa Utility System. For decades, we have successfully transitioned the staff and operations of central utilities plants for mission-critical facilities (e.g., most recently at the Longwood Medical Center and The Ohio State University) with no impact to ongoing services and campus surroundings. It is our goal to deploy a proven plan which transitions operational responsibility to ENGIE in a safe, seamless and efficient manner while sustaining the highest possible levels of safety and reliability.

The Transition Plan will be executed by a dedicated Transition Team led by the Transition Manager, [REDACTED], and supported by the proposed Managing Director, [REDACTED]. The Transition Team will include representatives from all aspects of the business including operations, legal, human resources, accounting, safety, environmental, and information technology. The Transition Team will work in coordination and in parallel with the existing UI operations staff to achieve the following key objectives of the 90-day transition period:

- Seamlessly transition all 107 current Utility System personnel to ENGIE employment
- Successfully establish working relationships with University stakeholders
- Evaluate and document the administrative, commercial, and technical processes and conditions of the Utility System
- Prepare the Utility System to continue to operate safely, reliably, and efficiently upon Financial Close

In the following section, we will describe the most critical components of our proven transition plan, including our proposed schedule, transition team, communications plan, and methodical approach to the operational transition itself.

Proposed Transition Schedule

ENGIE is prepared to successfully execute the transition of operational responsibility and Utility System employees within a 90-day timeframe, as shown in our indicative schedule provided in **Appendix C**.

Transition Roles & Responsibilities

Building a thoughtful, integrated, and collaborative working tempo among the University, the Concessionaire, the operator, and the University community requires planning, diligence, and commitment. ENGIE has found that this degree of upfront effort at the start of the relationship results in a culture of transparent teamwork and collaboration, setting the stage to achieve program objectives and effective operations in the long-term. In past successful transitions, we have found it effective to clearly identify and agree to the transition roles and responsibilities of each key contractual party: UI, the Concessionaire, and the Operator. Establishing a mutually agreed-upon communications approach in the context of these transition responsibilities will be one of the important objectives of the kickoff period immediately following award. ENGIE anticipates the proposed roles and responsibilities as follows, pending University input and approval:

Party	Transition Roles & Responsibilities
University of Iowa	<ul style="list-style-type: none"> ▪ Utility System staff and leadership to continue to operate safely and reliably ▪ University leadership to establish two key points-of-contact <ul style="list-style-type: none"> ○ Transition Lead: Serve as a single point of contact to coordinate the communications stream (requests, inquiries, etc.) from the Concessionaire/Operator to various University departments, such as HR, Finance, Accounting, Facilities, etc. ○ Operations Lead: Work as the Managing Director’s counterpart, and collaborate closely with ENGIE to execute the key tasks of the Operational and HR transition.
Hawkeye Energy Collaborative (Concessionaire)	<ul style="list-style-type: none"> ▪ Executive leadership (CEO, CFO) to establish a high-level executive relationship with key University stakeholders ▪ Engage on executive-level matters in an advisory and/or decision-making capacity
ENGIE (Operator)	<ul style="list-style-type: none"> ▪ Deploy a dedicated transition team to conduct a seamless transition during the 90-day period

- Successfully onboard all existing personnel and ensure they are fully equipped for Operations on Day 1 of the Concession
- Conduct shadowing activities of the Utility System
- Transition regulatory and contractual ownership of the Utility System to ENGIE

Transition Team

Executive Leadership

The most critical objective of a successful transition is maintaining operational and leadership continuity throughout the entire process. Therefore, the Executive Committee along with the designated CEO and CFO of the Concessionaire will be engaged in the transition on Day 1, with the key responsibility to establish relationships with diverse campus and Utility System stakeholders. These executive leaders will also act in an advisory capacity to the transition team.

Transition Team Staffing Plan

The proposed Transition Team will be fully dedicated to delivering the successful transition of the Utility System. This team is ready to begin work immediately upon award and is fully equipped with clearly defined roles, responsibilities, and tasks, along with the proper level of functional and business support at every level of the organization. The Transition Team will be led by the Transition Manager, [REDACTED], for the entirety of the transition period, and the entire team along with multiple representatives from each lead’s functional areas, including leadership, will dispatch to the University for the transition kickoff and regularly throughout the transition.

Role	Key Transition Tasks & Responsibilities
Transition Manager	<ul style="list-style-type: none"> ▪ Overall responsibility to deliver successful transition ▪ Coordinate the activities of ENGIE personnel under the Transition period plan
Managing Director	<ul style="list-style-type: none"> ▪ Lead transition of Operations, Engineering, and Maintenance Functions ▪ Lead due diligence and shadowing activities ▪ Overall responsibility to coordinate administration, asset management, and procurement transition
CMMS Lead	<ul style="list-style-type: none"> ▪ Reports directly to Managing Director ▪ Transition maintenance processes from existing CMMS (AiM) to Maximo ▪ Review purchasing procedures and perform gap analysis with the Maximo purchasing process, involving close coordination with Financial Lead
Data Lead	<ul style="list-style-type: none"> ▪ Reports directly to Managing Director ▪ Lead data mapping activities, and direct moving data from AiM to Maximo ▪ Coordinate with administrative, operations, and maintenance personnel to assign appropriate user rights in system to ensure continuity in maintenance, procurement, and incident reporting.
Technical Lead	<ul style="list-style-type: none"> ▪ Evaluate the condition of existing Utility System assets ▪ Review maintenance processes and procedures ▪ Review technical documentation (O&M manuals, drawings, etc.)
Health & Safety Lead	<ul style="list-style-type: none"> ▪ Coordinate review of all health & safety procedures to perform gap analysis between UI and ENGIE corporate policy and procedures, identify any required changes and implement those changes and develop a plan and schedule for implementation if necessary ▪ Review the Emergency Response Plans ▪ Work with CMMS Lead to transition to ENGIE’s incident reporting process in Maximo
Environmental Lead	<ul style="list-style-type: none"> ▪ Manage the transition of all permits into ENGIE’s name ▪ Review history and performance to understand any regulatory issues (if applicable) ▪ Establish Environmental Management System (EMS) and work with CMMS Lead and Health & Safety Lead to transition to ENGIE’s incident reporting process in Maximo ▪ Review and update EPA-required postings and notifications
HR Lead	<ul style="list-style-type: none"> ▪ Direct all HR activities, including scheduling employee consultations, issuing offer letters, and onboarding new employees

	<ul style="list-style-type: none"> Lead a dedicated HR transition team which includes the Vice President of HR, the Service Center Manager, the Payroll Director, and the Benefits Director
IT Lead	<ul style="list-style-type: none"> Equip all eligible Utility System staff with appropriate computers and communications equipment Evaluate UI's utility network for incorporation into ENGIE Ensure all new ENGIE employees can access and use all required IT tools needed to perform their job functions by the end of the transition period Ensure ENGIE offices and workspaces are fully connected and operational by Financial Close
Financial & Accounting Lead	<ul style="list-style-type: none"> Support the CMMS and Data Leads in implementing Maximo Participate in vendor setup, qualification, and verification Set up cost centers and General Ledger codes Provide SAP training to administrative personnel on-site as needed
Legal Lead	<ul style="list-style-type: none"> Develop, review, and approve all contracts and terms & conditions required for various aspects of the transition and assumption of operating responsibility, such as managing vendor contracts for engineering services and Original Equipment Manufacturer (OEM) agreements

Organizational Chart

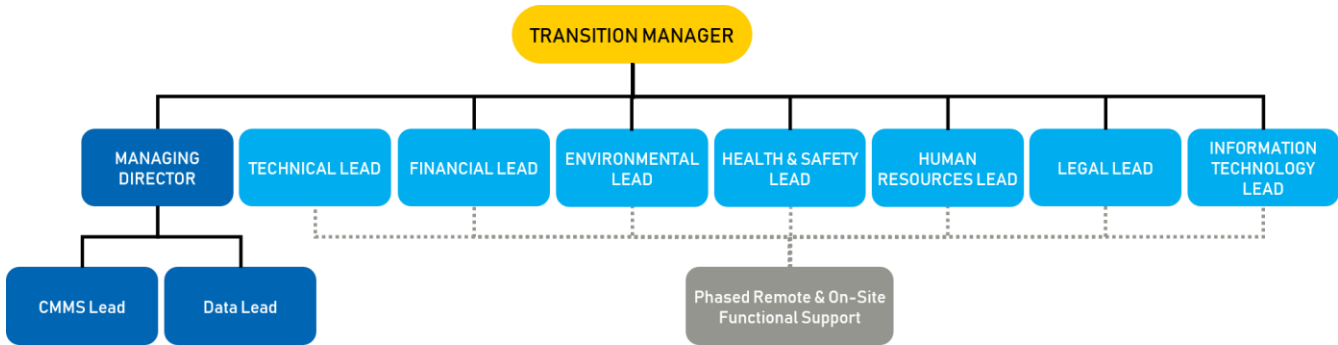


Figure 14 – ENGIE's dedicated transition team is armed with the experience and resources required to successfully assume operational responsibility within the designated transition timeframe.

Communications Plan

Nothing is more critical to fostering an effective, congenial, and integrated partnership than a thoughtful communications strategy that begins on Day 1 of the transition. In our decades of working with our higher education clients and recent experience delivering a transition of this scale and magnitude to partners like the Ohio State University and Longwood Medical Area, ENGIE has developed a unified approach to communications during the transition period that emphasizes collaboration, transparency, flexibility, and community engagement, with specific strategies to guide communications with the University, between the Concessionaire and operator, and with the customers.

Objectives

- Clearly identify all key personnel on the part of the University, the Concessionaire, and the Operator for the Transition Period and Operations
- Establish a collaborative working relationship among those key personnel
- Build trust among all existing personnel and keep them informed and reassured throughout the entire process

Communications with the University

Upon Commercial Close, the HEC CEO and ENGIE's Transition Manager and Managing Director will immediately begin transition work on-campus and serve as the University's key points of contact throughout the entire transition and beyond. The CEO's objective during the transition phase will be to establish executive relationships with key University stakeholders, and the Transition Manager and Managing Director will work together and with the University to deliver a successful, smooth transition.

One of the Transition Manager's most important tasks will be to establish and maintain a culture of communication and a transparent working style for the long term. ENGIE believes strongly in setting the stage early for an integrated, collaborative, and communicative relationship. The Transition Manager will direct and facilitate communications with the transition representative(s) designated by UI. Our

communications strategy commences with a Transition Kickoff Meeting, to be followed by weekly in-person and remote update meetings. The Transition Manager will routinely provide activity and schedule progress to senior UI stakeholders and will also manage communications with existing UI operations staff. Close partnership and collaboration with UI will be essential to ensure a successful and smooth transition of operations and staff to ENGIE.

Open communication and full transparency with existing UI staff is also very important from Day 1. Setting an introductory meeting with ENGIE and UI's current staff will be a priority, providing UI staff the opportunity to learn about ENGIE, ask questions, and take the initial steps in the employee transition process. Key attendees of this meeting will include ENGIE's entire transition team and functional representatives. ENGIE will work with the University to establish and sustain regular communication to the employees throughout the transition period, either taking the form of regular meetings, conferences, or email newsletters to ensure all employees are kept equally informed.

Objectives

- **Maintain transparency** between the Concessionaire and Operator, to ensure efficient and streamlined work
- **Expedite information-sharing and decision-making** across all functional areas of the transition team

Internal Communications

One of the advantages HEC offers the University is ENGIE's dual role as equity member and operator. At no point is this dual role more crucial than during the transition period, which requires seamless collaboration not only within the operator's functional teams but also with the University and the Concessionaire. During the transition period, the Concessionaire CEO will be fully engaged in developing the relationship with the University, while the Transition Manager and Managing Director focus on transitioning personnel and operations. In

addition to a regular weekly internal meeting between the CEO and the Transition Manager and Managing Director to discuss the status and progress of the transition, there will also be as-needed routine contact via phone, in-person meetings, and email.

The Transition Team will also meet on a minimum weekly basis, with additional functional area meetings as those particular tasks ramp up in the appropriate phase of transition. Because executives from each functional area will be engaged either as a direct member of the Transition Team or as a supporting member, this team will be able to swiftly and efficiently resolve challenges and concerns with minimal need for formal escalation or excessive bureaucracy.

Customer and Stakeholder Relations

Currently, UI's utility functions as a vendor to stakeholders across the campus: the hospital, research laboratories, and the University at large. During the Concession, these stakeholders will become ENGIE's customers; for that reason, it is critical to establish a positive, collaborative relationship from Day 1.

Collocate on Campus

During the transition, ENGIE will establish an Iowa City office, preferably on campus; therefore, ENGIE proposes to embed and collocate staff, either in the University Services Building (location of current staff) or at a location defined by the University. Maintaining daily face-to-face contact with University stakeholders is essential to achieve the lockstep working partnership ENGIE envisions with UI.

Objectives

- **Seamlessly integrate into UI's day-to-day operations**
- **Understand key requirements** and concerns of the UI's diverse community
- **Highlight UI's commitment to a carbon-free future** and showcase its leadership in sustainable infrastructure

Engage with Key Customers

ENGIE will hold two "ENGIE Day" events, one for the different UI departments and one for the hospital, with opportunities for face-to-face introductions, informative presentations, and Q&A. The objective of these events is to introduce ENGIE to these key utility customers and ensure all parties feel comfortable and confident with ENGIE at the helm of the Utility System, setting the stage for ENGIE to be viewed as an extension of the University equally as committed to its missions of teaching, research, and service.

ENGIE will use these ENGIE Day sessions as an opportunity to share our vision of making the UI Utility System a showcase of innovative energy solutions, from energizing campus sustainability to providing a world-class academic collaboration program for students and faculty. Delivering a safe, reliable, economical, and efficient system for all beneficiaries is ENGIE's sole operational objective throughout the term of the Concession.

Establish Regular Operations Forums

One of ENGIE’s key objectives is to become embedded in the University’s day-to-day operations, to support frequent, transparent, and effective coordination. Beginning in the transition period and ramping up during the Concession, ENGIE proposes to hold weekly meetings with University personnel leading Student Life, Athletics, Medical, Facilities, and Operations, bringing these stakeholders together to discuss the Utility System and its impact on their areas of responsibility. A typical agenda for such a forum might include discussions of any planned lifecycle work, updates of any ongoing projects, and opportunities for stakeholders to raise concerns related to work schedules, access, or scope, as those items may affect their domains. In the event of any capital project work in the future, ENGIE would also hold separate Project Meetings regularly on a one-on-one basis with involved campus customers.

Integrate with and Support University Communications

An effective communications plan is not limited only to regular meetings, deliverables, and status updates. It is important to think beyond facilitating effective teamwork between ENGIE, HEC, and the University. Public institutions like UI are pillars of the community, and with that comes the responsibility to include and inform students and faculty, local and state residents, and prospective students about the University’s ambitious energy management plan. Demonstrating UI’s commitment to the community and its role as a responsible fiscal steward of taxpayer dollars is key. ENGIE has extensive resources prepared to assist the University in this objective beginning with the transition period.

During the Transition, ENGIE will seek to identify a key point of contact within the University Communications and Marketing organizations. At minimum, ENGIE will communicate with that key point-of-contact on a regular basis to provide information on any Utility work or updates, especially anything that may impact or be visible to the public. As the transition period ends and the Concession begins, if the University wishes, ENGIE can also supply marketing and communications support to promote community awareness, engagement, and recognition for UI’s strides toward sustainability during our partnership together.

Typical products and deliverables to promote awareness of campus initiatives include signage translated in relevant languages for community members, social media packages, and program summaries for community newsletters. For stakeholder engagement, we have done groundbreakings, ribbon cutting events, town hall-type Q&A forums, and project team site visits with staff. Deliverables to help the University receive recognition have included press releases highlighting major program milestones, media advisory pitches to the local press, case study collateral, and support applying for awards.

Employee Transition

See **Section 4.0 Employees, c) Transition Plan** for ENGIE’s detailed approach to employee transition. To ensure a seamless transition from current operations and based on our initial view of our personnel needs, ENGIE plans to retain all existing staff. The key phases in our planned employee transition include Employee Consultations; Employee Job Offers and Acceptance; and Employee Onboarding.

Phase	Description
1 Employee Consultations	In lieu of a formal application and interview process, which we believe to be needlessly stressful and laborious for the existing employees, we will hold one-on-one employee consultations with every single employee. These consultations are designed to introduce the employees to ENGIE, answer questions, and understand their career and personal objectives, so that together we can develop a plan to achieve those goals.
2 Job Offers & Acceptance	ENGIE will prepare job offers and finalized compensation packages for presentation to the UI staff. HR will process the signed offer letters and work with IT to kick off the pre-onboarding process, which involves preparing equipment, payroll, and system access for the incoming employees.
3 Employee Onboarding	Prepare all new staff to be ENGIE employees, including administrative work to set up benefits, I-9 forms, contact information, and provide employees access to training systems and payroll. Ensure each employee knows how to contact his or her HR Business Partner and is fully informed of what to expect on Day 1 of the Concession.

Operational Transition

During the transition, UI will operate under existing procedures and policies and maintain responsibility for operations. ENGIE will observe operations during the Transition Period, and those observations will flow into the refinement of our detailed Operations and Maintenance Plan to be implemented when ENGIE becomes operator. This Plan will be specific to the UI Utility System and will incorporate ENGIE asset management guidelines specific to boilers, chillers, turbines and other equipment to ensure the highest levels of availability and reliability. It will also define the CMMS program for maintenance scheduling, procurement, inventory management, and Health, Safety & Environmental compliance requirements.

Environmental & Safety

Regulatory Agency Communications

ENGIE will initiate meetings and communications with applicable authorities to communicate the change of operational responsibility. As needed, official notifications will be submitted to regulatory authorities, including changes in key contacts and responsibilities.

During the Transition Period, ENGIE's Health & Safety and Environmental Leads will review facility procedures and practices for compliance, including ensuring compliance with ENGIE's corporate policies. Additionally, ENGIE personnel will participate in shadowing to evaluate compliance-related practices. A major component of the transition will be the review of ongoing and planned environmental regulatory activities. Additionally, ENGIE will ensure all required area postings are updated to reflect the appropriate responsible party.

During the Transition Period, UI will operate under existing procedures and policies and maintain responsibility for environmental compliance, and all routine, regulatory inspections and notifications occurring during the Transition Period will be the responsibility of UI.

Permit Transfers and Applications

In conjunction with UI, within the first 30 days of the Transition Period, ENGIE personnel will perform a comprehensive review of all permits, licenses and authorizations, and identify all required agency notifications and approvals. Required notifications and approvals will be prepared and submitted within the timeframe required by the appropriate authority, but no later than the end of the transition period.

In addition to the above, authorization for required building and tunnel access will also be secured for applicable ENGIE personnel from the appropriate UI authority.

Safety Audits

Safety is one of ENGIE's core principles. ENGIE will conduct detailed safety audits during the first 30 days of the Transition Period, including a review of policies and procedures to ensure that those in effect are comply with applicable laws and regulations as well as ENGIE's own practices. We will further evaluate UI's policies on the context of ENGIE's cultural objectives. ENGIE believes that safety procedures must of course comply with applicable laws and regulations, but more importantly, to be truly effective, safety must be driven by a behavior-based culture. Based on our observations to date, UI has a very strong safety culture. Our goal is to recognize this and build upon that foundation. ENGIE will review procedures and practices currently in place at UI and identify strengths or any areas for improvement. We also look forward to sharing UI's strengths and best practices with ENGIE facilities throughout our organization. The goal is to transition the UI Utilities to the ENGIE culture in a smooth and seamless process with no disruption to normal operations. ENGIE's objective is to complete the initial phases of this process by the end of the transition period.

Administration

Vendor & Contract Management

During the Transition Period the ENGIE team, along with the UI onsite O&M personnel, will review and analyze all the contracts with the existing vendors and determine the if they need to be renewed or renegotiated. ENGIE has national and global agreements with various O&M vendors that provide special pricing. As applicable, ENGIE will utilize its national purchasing power to renegotiate

or generate new contracts. Furthermore, ENGIE will investigate and determine where appropriate ENGIE internal resources may perform some of the subcontracted services on a more economical basis.

Transfer of Training Program

ENGIE will review all training files including licenses, certifications and qualification records. These records will be transferred into ENGIE's training database. Additionally, ENGIE will review UI's training program and a gap analysis will be performed against ENGIE's Tier training program to evaluate where various UI personnel reside in this process.

Transfer of Operational Data & Establishing Reporting

ENGIE will assume responsibility for the non-billing elements of the Energy Control Center. During the transition period, ENGIE personnel will shadow the operations staff working in the Energy Control Center.

Fuel Procurement

Upon award, ENGIE will assume the role of advisor to UI regarding fuel procurement strategies. As one of the largest wholesale and retail energy marketers in North America, ENGIE can help mitigate natural gas exposure while also assisting UI in securing reliable fuel supply. Through its numerous operations and relationships in all U.S. markets, ENGIE can advise UI to achieve a reliable supply to its facilities. During the transition period, one of the fuel procurement objectives will be to establish a working relationship with the University's fuel procurement team in order to add value to the process as a trusted advisor.

Information Technology

The IT Lead will direct a dedicated staff who will work both on-site and remotely on information technology and operational technology projects. IT tasks include setting up employee access to ENGIE systems such as ADP (payroll & benefits), email, and other applications as needed. The IT team will also deploy new computer hardware (laptops and desktops) to appropriate personnel to maintain ENGIE's equipment standardization policy, which not only streamlines technical support and issue resolution processes but is also important to meet ENGIE's cybersecurity standards. A significant project will include setting up an ENGIE WIFI network so that all new ENGIE employees can access the network at any time.

Successful transition of Information Technology (IT)/Operational Technology (OT) functions, institutional knowledge, equipment, and data is a crucial task. The IT Lead will work closely with the operational transition team (the Managing Director, CMMS Lead, and Data Lead) to execute the transition from the University's current CMMS to Maximo. This team will review all due-diligence regarding the network architecture, protocols, and operations, and will work with UI utility staff to perform full discovery and gap analysis and develop a systematic transition plan specifically for the OT elements of the system. A key activity involving the IT team is capturing all critical vendors for spare parts and other services and ensuring key vendors are correctly set up in the system on Day 1 of operations.

Asset Management

Due Diligence of Physical Facilities

During the 90-day Transition Period there will be specific due diligence activities that are prerequisite for facility turnover from UI to ENGIE. These will focus on the condition of major equipment, systems and facilities in accordance with UI's contractual obligations. This is expected to occur in the first 30 days of the Transition Period, to allow time for resolution of any discrepancies. These activities will include review of historical operating data, log books, maintenance history, and third-party inspection reports.

Transfer of Manuals, Records, and Equipment

Transfer of all responsibility for assets relevant to the Concession is included in the Transition Period Schedule. This will include documentation (manuals, warranties, records, both electronic and hard copy) as well as equipment, spare parts, tools, and other inventories.

Immediately following the Transition Period kick-off, ENGIE will obtain inventory lists from UI and schedule inventory inspection activities. The lists will explicitly identify any items that will remain with UI and thus not part of the Concession. It is anticipated that these activities will be completed within the first 30 days of the Transition Period.

CMMS Transition to Maximo

Deploy a cross-functional team led by the CMMS Lead and Data Lead, in conjunction with support from IT, Administration, and Environmental Health & Safety to conduct a full transition from the existing AiM CMMS to Maximo. This process involves transitioning existing and historical data, procurement and vendor management processes, environmental & safety incident reporting, preventative maintenance programs, maintenance history, inventory management, etc.

Financial & Accounting

Insurance and Risk Review

The insurance and risk review will be conducted in conjunction with the safety, environmental and due diligence activities as these will be a significant input into this review. Reviews will include insurance and bonding requirements and coverage requirements for project vehicles. ENGIE will review all insurance claims protocols and verify insurance certificates.

Accounting

Existing accounting systems will be reviewed starting at the very beginning of the transition period. ENGIE accounting, procurement, and financial professionals will coordinate with the CMMS and Data Leads to support the implementation of Maximo. This includes reviewing and validating vendor accounts, establishing vendor accounts in ENGIE's accounting system, setting up cost centers, and providing SAP training to necessary personnel. ENGIE will also transition all open POs in preparation for ENGIE assuming operational responsibility. ENGIE will also set up payroll accounting in support of HR and review the inventory account structure.



Engagement with the University Community

9.0 Engagement with University Community

a) Community Engagement & Academic Collaboration

HEC believes the entire lifecycle of the energy program offers valuable student, faculty, and community engagement opportunities. As global firms with an unparalleled commitment to our higher education customers, ENGIE and Meridiam have developed an arsenal of creative, forward-thinking strategies to become valued partners to the communities we serve and to bridge the gap between the world of energy, academia, and business.

Community Engagement

HEC aims to be a productive member of the Iowa City community and economy, as an employer of 100+ Utility System employees, a long-term investor in the University, and an academic and research partner. Alongside the University Community Liaison, HEC will facilitate crowdfunding efforts to provide opportunities to students and the Iowa City economic community to invest in projects on campus and the city. These projects could take many forms, from developing smaller-scale sustainability projects to supporting student and faculty entrepreneurial or research initiatives. HEC would also look to support development in the Iowa City community at large, perhaps working with the city government to provide investment opportunities in community initiatives in support of the Climate Action Plan, such as implementing EV charging infrastructure, installing solar-powered cell phone charging kiosks in pedestrian thoroughfares, or supporting STEM programming and sustainability education opportunities in the local K12 schools. Such a program would enable HEC to engage UI students in facilitating fundraising efforts as well as in program delivery.

Academic Collaboration

HEC considers the opportunity to collaborate in research and innovation with the University of Iowa to be the most compelling feature of the next fifty years of our partnership. To establish a framework of effective academic collaboration, HEC proposes to create the Hawkeye Educational Alliance with UI. The Alliance's mission will be to increase awareness and participation in environmental stewardship across the campus community while helping students reach their full potential, sponsoring research that can lead to innovative breakthroughs, and affirming the University's position as a world-class research institution. In support of the Alliance, ENGIE can establish a variety of student enrichment programs, including internships for students and faculty, educational seminars, and research opportunities. We will take part in campus life, including setting up booths, games and educational activities to engage students, faculty, and visitors.

Beyond our daily campus presence, we hope to implement a truly comprehensive academic collaboration program. In this section, we will describe the array of programs, activities, and technologies we hope to work with the UI community to implement during our partnership within the following three categories: 1) **Experiential Education**, leveraging the real-world power of ENGIE and Meridiam; 2) **Innovation**: Reinventing the way Hawkeyes interact with energy and sustainability; and 3) **Research**: Supporting the ambition of the UI community at home and abroad. As with operational excellence, ENGIE believes in **iteration**—that means that we look forward to building on these ideas in collaboration with the University so that together we can create an energy-oriented experience for students and faculty that truly sets the University of Iowa apart.

Experiential Education

Global Internship & Collaboration Opportunities

As global organizations, both ENGIE and Meridiam can provide global internships with unmatched diversity and scale. We have developed a comprehensive global internship offering for UI that focuses on both students and faculty. For students, ENGIE will work with the Pomerantz Career Center to determine the needs for student recognition and credit for the internship experience, and we will also provide support at career fairs to ensure interested students can participate in the development and tailoring of their internship experience with ENGIE or Meridiam. ENGIE will offer 10 global internship positions annually at our Research and Innovation Centers in Belgium and France, where students can work within the fields of electricity, engineering and energy efficiency. As an innovative infrastructure firm focused on sustainable development, Meridiam can offer internship opportunities for students in finance, economics, and business, giving them firsthand experience in the investment world. These programs may vary length and can be tailored to the semester schedules. They will be available to both undergraduate and graduate students. Additionally, the students can be provided a stipend for the duration of their internship.

ENGIE understands that professors and researchers are always seeking research opportunities that will lead to patents, publications, and funding. To support these initiatives, ENGIE can set aside positions specifically to host researchers at our businesses around the world. This program would help faculty build private partnerships with ENGIE's Research and Innovation Centers and enable them to leverage the immense resources of the energy industry.

While faculty and students in science and engineering will have a natural fit with ENGIE's research centers, we can also facilitate collaboration with other disciplines such as public affairs, communications, business, and economics. Examples include public affairs faculty helping to develop policy frameworks at the EU in Brussels, economists and business professors innovating strategies for decision-making under uncertainty, and communications students assisting in data collection and analysis regarding the complications of communicating complex subjects to stakeholders in 70 countries around the world. Students interested in technology, finance, and entrepreneurship could work with ENGIE New Ventures, ENGIE's corporate venture capital entity, and help drive the commercialization of green technology.

Domestic Internship Opportunities

With dozens of coast-to-coast U.S. offices, ENGIE and Meridiam can provide domestic multi-discipline internship opportunities on an annual basis. Our offices have engaged interns in the areas of engineering, business, sales, marketing, public relations, communications, graphic design, accounting, and beyond. We strive to expose our interns to the real world of energy by putting their math, physics, writing, software, problem solving, research, and presentation skills to use to gain experience in as many different situations as possible. Our paid internship program gives students the opportunity to tackle the same challenging energy problems as our own team members and include a requirement to volunteer in the local community.

UI Engineering Internship Opportunities

HEC strongly believes in the value of directly engaging students in all aspects of the energy infrastructure right on campus and giving those students the opportunity to understand in a highly personal way the science, operations, technology, and logistics of operating a complex campus energy system. ENGIE proposes to continue the University's established student employment program in the water plant. As the energy program develops, and ENGIE continues to operate, maintain, expand, and improve the system, we would also provide paid engineering and construction internships for students to work alongside professional engineers and operators in all phases of work.

Recruitment Weekend

ENGIE wants to engage students on campus and even after graduation. During a Hawkeye football weekend, ENGIE could work with the Pomerantz Career Center to create an info booth to present interactive activities and provide insight into ENGIE's energy and environmental businesses and Meridiam as a major infrastructure development firm. The weekend could also feature a series of "recruitment speed dating" exercises, involving individual and group activities in which candidates in all disciplines are able to take part. Based upon the talents, skills, and knowledge they display, students may be offered internship or full-time positions with ENGIE or Meridiam upon graduation.

Innovation

UI has a longstanding culture of promoting innovation and creativity. In collaboration with the John Pappajohn Entrepreneurial Center, the ENGIE Innovation team plans to enable and promote opportunities and coordination between internal and external stakeholders while sourcing new ideas and solutions in worldwide open-innovation ecosystems.

Changing Energy Behaviors. ENGIE can deliver fun, engaging outreach to garner student interest in energy and the environment and engage the student body in reducing the campus carbon footprint. We can hold competitions among students, clubs, and residences to reduce consumption and enhance energy awareness across campus.

Sustainability Forums on Campus. To extend energy and environmental education across and beyond the University, ENGIE could have a presence on campus via environmental, economic, and societal participation. We can support conferences and seminars with the Office of Sustainability and the Environment and assist in arranging speakers and panel

events related to sustainability applications for faculty, classes, students, and the surrounding community. ENGIE could also hold innovation awards, and provide prizes for student innovation, design, and entrepreneurial pitch competitions.

Enhanced Energy & Environment Curricula. ENGIE would welcome the opportunity to help develop educational content in support of UI's progressive energy and environmental practices. Support could include interacting with the Tippie School of Business to help influence the curriculum to prepare students for management and executive roles.

Eco-Gaming Contests. [PowerZee](#) is a mobile app co-developed with students in Singapore that brings together

energy saving initiatives on the campus in an eco-responsible game. With UI campus organizations, we could launch PowerZee with challenges linked directly to campus sustainability KPIs. Players receive periodic analysis of their impact on the campus and the chance to win prizes.

Smart Campus Data. ENGIE and UI can collaborate on data for faculty and students to use in both coursework and research.

Enhanced AASHE Rating. As of 2018, UI is an AASHE STARS Silver-rated institution. ENGIE can work with UI to determine areas both technically and academically within the rating structure that could attain the needed points to achieve a Gold rating. We could tailor programs to prioritize those solutions and fast track the University to the Gold Rating, while facilitating additional student internships and engagement.

Research

ENGIE envisions creating a platform for collaboration in energy and environmental research between the cutting-edge efforts within ENGIE and ongoing student and faculty research at the University of Iowa. ENGIE is committed to revolutionizing the way the world interacts with energy. With hundreds of researchers around the world, we are on the cutting edge of energy services. We also recognize that partnering with world-class research institutions like the University of Iowa is one of the most important ways we can not only sustain our momentum, but help grow sustainability and green initiatives around the world.

Research Collaboration and Research Grants

ENGIE could provide funding and research grants and work with the University and its faculty members to collaborate on environmental research and commercialization projects through the ENGIE Laborelec and Cylergie Research & Development Centers. This mutually beneficial collaboration will grow the University's international profile in green technology and applied research while developing a corps of UI alumni on the leading edge of energy. ENGIE's Laborelec and Cylergie are premier energy research and development centers based in Brussels, Belgium and Lyon, France. In conjunction with the University of Iowa, ENGIE could support faculty- and graduate student-directed research, including the furthering of innovative ideas and assistance in the commercialization of promising new discoveries which benefit the energy and environmental industries.

b) Student Internship & Research Opportunities

HEC looks forward to creating bold and sustainable enrichment programs for UI that engage students and faculty with the same enthusiasm and creativity of UI's past practice. HEC proposes to establish the Hawkeye Educational Alliance with the University, a cooperative focused solely on developing, implementing, and evolving integrated energy education programming at every level of the community. As described in Section a), HEC proposes to work with the Pomerantz Career Center to augment UI's existing internship program with additional local, domestic, and global opportunities. We can help to market our visionary global internship program to incoming and current students and support expansion of UI's Global Learning Opportunities (GLO) program, driving toward UI's global objective to create a universal corps of alumni with deep expertise in energy management and sustainability.

In collaboration with the Pomerantz Career Center, ENGIE experts could provide educational seminars, direct classroom instruction as guest lecturers, serve as judges or mentors for competitions, connect with student organizations, and conduct collaborative research alongside UI faculty and students. Importantly, ENGIE can also directly sponsor research projects on campus.

ENGIE could also help facilitate the transfer of technologies from the University to the marketplace by industrializing and commercializing technologies through licensing or other programs to achieve global scale while also generating royalties for the University. ENGIE could foster the international growth of the Hawkeye brand by hosting education programs at our facilities around the world. For example, ENGIE could host lab tours for UI students participating study abroad programs at our research centers in Paris, Belgium, Singapore, or Chile. Lastly, ENGIE could benefit from the University's executive education programs, hiring UI's world-class faculty to provide on- or off-campus management, technical, or leadership training to ENGIE staff.

Research collaborations could include financial support for directed research (with a scope of work, deliverables, and timelines), discretionary gift support for centers and programs, in-kind support by providing access to operational data or testbeds, and in-kind support by sending ENGIE researchers to work at the University of Iowa on 3- to 6-month rotating assignments to work alongside faculty, students and post-docs. ENGIE has a track record for all these research pathways in partnership with universities.

HEC appreciates the value of creating a lasting, collaborative educational and research partnership with the University of Iowa. We look forward to working with UI's exceptional community of students and faculty in the many years of partnership to come.

A stylized logo for the number '10'. The '1' is a solid dark blue vertical bar. The '0' is a light blue ring with four dark blue circular accents: one at the top-left, one at the top-right, one at the bottom-left, and one at the bottom-right.

10

The background of the page is a blue-tinted photograph of a room with several light bulbs hanging from the ceiling. The bulbs are out of focus, creating a bokeh effect. A semi-transparent blue horizontal band is overlaid across the middle of the image, containing the logo and the text.

Key Contacts

10.0 Key Contacts

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Appendices

11.0 Appendices

a) Appendix A – Corporate Safety Plan

OUR LIFE-SAVING RULES

TARGET

ZERO FATAL ACCIDENTS

FOR GROUP EMPLOYEES,
TEMPORARY WORKERS
AND PERSONNEL FROM
EXTERNAL COMPANIES

	<p style="font-size: 8px;">Do not walk or stand under a load.</p>		<p style="font-size: 8px;">Do not perform hot work unless the fire or explosion risks have been eliminated.</p>
	<p style="font-size: 8px;">Stay out of the path of moving vehicles, plant and equipment.</p>		<p style="font-size: 8px;">Verify that there is no live energy (mechanical, chemical, electrical, fluids under pressure, etc.) before starting work.</p>
	<p style="font-size: 8px;">Clip on your harness when working at height.</p>		<p style="font-size: 8px;">Do not handle your phone or any other communication device when driving.</p>
	<p style="font-size: 8px;">Only enter a trench if the appropriate wall supports are in place.</p>		<p style="font-size: 8px;">Do not drive under the influence of alcohol or drugs.</p>
	<p style="font-size: 8px;">The atmosphere must be tested safe before entering a confined space and monitored as you work.</p>		

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of moving vehicles, plant and equipment; Clip on your harness when working at heights; Only enter a trench if the appropriate wall supports are in place; The atmosphere must be tested before entering a confined space and monitor as you work; Do not perform hot work unless the fire or explosion risks have been eliminated; Verify that there is no live energy (mechanical, chemical, electrical, fluids under pressure, etc.) before starting work; Do not handle your phone or any other communication device when driving; Do not drive under the influence of alcohol or drugs.

Safety Prequalification Requirements - ENGIE North America Inc. utilizes ISNetworld for prequalifying contractors. ISNetworld gathers the safety information and maintains a data base for all subscribers use. All contractors selected must be pre-approved by Corporate Safety prior to being selected for the project based on the results provided by ISNetworld. Contractors will follow a similar process for their selection and vetting of subcontractors for which the results will be made available to ENGIE North America's Corporate Safety Officer if requested.

The single most overlooked issue in accident prevention is the recognition and understanding of potential hazards through unsafe conditions or work practices. Often the hazards associated with the job being performed are not recognized or evaluated until after an accident or injury has occurred. The purpose of the H&S Execution Plan is to identify and plan for potential hazards associated with daily outage and construction activities prior to the start of any project. Properly planned jobs will reduce costs resulting from employee, contractor & subcontractor injury, equipment damage and can lead to increased safety, productivity and quality.

ENGIE North America Inc. strictly enforces all OSHA regulations as well as any Local, State, and Federal regulations. ENGIE North America Inc., in some instances, has policies in place which go beyond OSHA, State and Federal regulations. Those policies are to be followed per ENGIE North America Inc. directive.

The ENGIE North America Inc. Corporate Safety Manager is responsible for administering ENGIE North America Inc. H&S Plan and ensuring that all employees receive routine safety training.

ENGIE "Life Saving Rules" – ENA requires all employees, contractors and subcontractors working at ENGIE NA job sites and operating facilities abide by our LSR's as follows: Do not walk or stand under a load; Stay out of the path

Proper selection and management of contractors/subcontractors is paramount to meeting ENGIE North America Inc. goal of a zero injury and zero work related illness culture. These safety prequalification requirements shall be considered the minimum requirements and ENGIE North America Inc. Management may elect to impose additional requirements to address special circumstances. Contractor is responsible for designating a Site Safety Representative who will be on-site at all times and will be responsible for administering the Contractor Safety Execution Plan. If Contractor exceeds 30 personnel on-site, this position should be a solely-dedicated position.

The Contractor(s) Safety Execution Plan (CSEP) shall be completed by all contractors/subcontractor(s) prior to commencement of any work to be performed at an ENGIE North America Inc. Plant Site. This plan is intended to ensure that each contractor/subcontractor has a clear understanding of the safety hazards associated with its scope of work and has either developed or planned to execute the appropriate mitigation measures necessary to address these hazards.

This guideline provides a written contractor safety plan to be completed by contractor(s) during construction activities at all ENGIE NA managed projects. All contractors/subcontractors will complete a CSEP prior to commencing any work activity and being mobilized at any ENGIE North America Inc. Site. ENGIE North America Inc. can provide contractor/subcontractor with its standard CSEP for Contractor's/subcontractor's use if requested.

Site Safety Orientation - All personnel working on site, regardless of job title or company affiliation, are required to attend a Site Safety Orientation before beginning work as presented by the Site Safety Representative. The orientation should take approximately 30 minutes to complete and participants will be required to sign the orientation roster. ENGIE North America Inc. Corporate Safety Officer may audit the orientation roster at any time in order to ensure compliance.

Substance Abuse Program - ENGIE North America Inc. is committed to a safe drug and alcohol-free workplace environment for its employees and contractors/subcontractors at all times. A drug and alcohol-free environment is key to ENGIE North America Inc.'s commitment to providing a safe and healthy workplace for all of its employees. Since our employees and contractors/subcontractors are our most valuable resource, we have developed and published a substance abuse policy to ensure our employees' safety and well-being while on the job site. Our policy is to accurately detect and deter substance abuse while respecting the dignity and privacy of our employees. Contractors/subcontractors are required to strictly enforce their own respective drug and alcohol policy when performing work.

Emergency Reporting Protocols – Plans and Policies - The Site Safety Representative will publish and have on file, the following Plans and Policies (all pertinent plans and policies are discussed as part of the Site Safety Orientation): Emergency Action Plan; Emergency Evacuation Plan; Severe Weather Plan; Fire Evacuation Plan

Incident Reporting and Investigations - Any incident or activity that requires follow-up activity and reporting will be documented. Examples of incidents are as follows: (Near Miss; First Aid; Medical/Recordable; Lost Time; Hospitalization; Damage Incidents; Fire and Explosion Incidents). An initial Incident Report will be completed and filed by contractor within 24 hours. Any incident or injury of a serious nature must be reported verbally to the Construction Manager promptly upon obtaining knowledge of any such incident or injury. ENGIE NA will in turn notify the client within the 24-hour timeframe.

Job Safety Plan (JSP) / Pre-task Plan - Before work begins, the crew supervisor will perform a JSP/PTP and complete a JSP/PTP form. This includes a walk-around of the work area where his crew will be working to identify and note any job-site hazards. The crew supervisor will discuss any job-site hazards with his crew and determine any additional PPE which will be required to perform the task(s). The crew supervisor will complete the JSP form associated with the work to be done and review and verify that his crew members are aware of the task(s) they are to perform. He or she will then sign the form and maintain a file which will be reviewed by the Construction Manager as requested.

Stop Work Authority - At ENGIE NA, safety is an integral part of our lives, more than a priority; aimed to be at the heart of every activity, everywhere, every time, whether at home or in the workplace. All employees are encouraged to observe the work behaviors of others, as well as the safety conditions of his/her own work site and assignment. Each employee has the right to stop their work, and the work of others (including Contractors) due to an existing Health and Safety concern without fear of reprisal. The Company's commitment to Health and Safety requires that all work assignments proceed only if it is safe to do so. The responsibility for ensuring that this takes place rests with every employee and contractor.

Personal Protective Equipment (PPE) - ENGIE North America Inc. requires that all personnel wear all required PPE while on site location. The basic PPE required is hard hat, safety glasses with side shields, high visibility vests, 100% cotton long-sleeve shirt (as required to work performed where there is an arc flash or energy potential, exposure to hot work or steam) and steel/hard toed shoes/boots. The only exception to this requirement will be when certain PPE would cause undue stress for the work to commence. For example, electricians or start-up personnel who are terminating conductors may not be required to wear gloves if it impedes upon the dexterity required to accomplish their work.

Lock-Out Tag-Out (LOTO) - Tag Out – Danger tags are required for work on operating systems when these systems are energized, pressurized or hazardous. Tags shall be used to prevent the operation of switches, valves or pieces of equipment when personal injury might occur, or equipment might be damaged. Lock Out – Locks will be used to physically prevent unauthorized personnel from adjusting the locked device and provide control when multiple authorized personnel are involved. Each worker is required to place his or her own lock and tag which will be signed and dated. After completion of work, each worker shall remove only his or her lock and tag. This may be done at the end of a work shift or an agreed upon time period. Devices shall not be locked and tagged unless approval has been received from the site manager or the site safety representative.

Hot Work Permits - Hot work, such as welding or burning shall be done by permit only where specific authorization is received through the Site Safety Representative. Areas around welding operations shall be kept free of flammable or combustible materials at all times. Provisions shall be made to prevent hot sparks and hot slag from falling to lower levels. Fire blankets must be used when welding over grating or equipment and fire watches must be established where needed. There shall always be an unrestricted passage or adequate clearance around fire hydrants, extinguishers, fire hoses, control valves and other emergency equipment to permit quick and easy access. All stairways and walkways shall be kept clear.

A high standard of housekeeping shall be maintained at the plant job site. Accumulation of trash (oily rags, combustible materials and similar fire hazards of any nature) is prohibited. Fires shall be immediately reported to the Site Safety Representative.

Confined Space Permits - Entry into any confined space shall be done by permit only and authorized by the Site Safety Representative. The OSHA confined space standard defines a confined space as a space that is large enough for an employee to enter, has restricted means of entry or exit, and is not designed for continuous occupancy. The Site Safety Representative or applicable contractor technician will test the atmosphere of any confined space before work in the confined space commences and once cleared a permit will be posted in a highly visible area near the confined space. Only trained and authorized personnel will be allowed to enter, and also must have a trained entry attendant. Contractors/subcontractors performing confined space entry work must also be trained in rescue operations before authorization for such work is approved.

Excavations - Contractors/subcontractors performing excavation work must have clearance from the Construction Manager before excavation work can commence. An excavation competent person shall be on site during any excavation work. All excavations deeper than four feet shall be sloped or shored to prevent cave-in. Excavations must be barricaded. When excavations are unattended or adjacent to roads or traffic aisles, they must always be barricaded. Spoil dirt and equipment shall be kept at least two feet from the edges of excavations. An access ladder shall be placed within 25 feet of any location where employees are working in excavations four feet deep or deeper.

Daily Safety Meeting (tool box/tailgate meeting) - Each contractor/subcontractor shall hold a daily safety meeting with their personnel. The Site Safety Representative may pick an appropriate topic, preferably a topic which discusses some recent event, activity or special occurrence which affected site work. The meeting will be approximately 10-15 minutes in length. Each participant will sign their name on the meeting roster as verification that they were present at the meeting and a copy of the daily safety meeting will be kept by the contractor/subcontractor and provided to the Construction Manager as requested.

All Hands Monthly Safety Meeting - There will be a regularly scheduled site-wide safety meeting each month (date and time determined by the Construction Manager). The meeting will be led by the Site Safety Representative at a scheduled time when all site hands can be present. The Site Safety Representative will cover topics pertinent to the work presently in place. Contractor/subcontractor supervisors are encouraged to participate with the discussion to the work force.

H&S Inspections and Audits - Hazard recognition is a key component in reducing workplace injuries. All contractors/subcontractors must conduct a site inspection prior to commencing any work activities, the findings of this inspection will assist in developing the JSA and determining what additional PPE or other safety requirements are necessary to perform job

functions safely. Contractors/subcontractor(s) and their supervision shall inspect their work areas daily to ensure compliance with the CSEP. Any compliance issues shall be addressed immediately and documented on the audit checklist. The Site Safety Representative shall randomly inspect the work areas for compliance and will assist in the resolution on any compliance issues as necessary. The ENGIE North America Corporate Safety Manager will also conduct inspections, audits and observations if and when visiting plant sites in accordance with and subject to the terms and conditions of the applicable Agreement.

Working at Heights / Roof Work - The Contractor shall ensure that work at height is properly planned, appropriately supervised and carried out in a manner that is safe. Height safety issues shall be managed where the potential exists for a person to fall more than 1.8 meters (6 feet). However, a fall from any height can result in injury; therefore, a risk assessment shall be done to ensure adequate safety controls are in place wherever there is a risk of a person falling and being injured. When deciding if working at height is necessary then the persons planning the work and carrying out the work should be trained and competent to do so, this training should cover the responsibilities in how to recognize and control the risks that may arise from working at heights and from the area in which the work is to be carried out. A risk assessment must be carried out to decide if the working at heights can be avoided and if it cannot, how the risks may be reduced to an acceptable level. Working at height should also include work while adjacent to or near open excavations, trenches including working platforms and areas adjacent to holes and voids in floors.

Hazardous Substances - The Contractor shall ensure, so far as is reasonably practicable, that the risks to health from the use of hazardous, carcinogenic, mutagenic or repro-toxic substances, chemicals, preparations and biological agents on site are managed. All substances will be stored, handled and disposed of in accordance with the manufacturer's recommendations. Appropriate welfare facilities with hot/warm running water, soap and analgesic creams and first aid facilities will be established. A high standard of personal hygiene will be implemented to prevent risk from contact, inhalation and ingestion. It is important that effective training is carried out to ensure workers are provided with information and instruction as to the control measures and health checks that may be required for working with dangerous substances.

b) Appendix B – ENGIE Human Resources Standards

ENGIE is an equal opportunity employer and does not unlawfully discriminate against employees or applicants for employment based on race, color, sex, sexual orientation or gender identity, religion, national origin, citizenship status, age, physical or mental disability of an otherwise qualified individual, membership or application for membership in a uniformed service, engaging in legally protected activity or other characteristic protected under applicable law. ENGIE will comply with all applicable affirmative action laws.

Subject to its legitimate business requirements, and except as otherwise required by University employment policies which are required that ENGIE adopt pursuant to the Concession Agreement or by the Collective Bargaining Agreement, or by prevailing wage laws, ENGIE shall base all personnel actions including recruitment, hiring, training, promotion, transfer, layoff, recall, compensation and benefits, discipline, termination, and educational, recreational and social programs solely on an individual's qualifications, merit, and performance.

ENGIE is fully committed to providing a workplace free from offensive or harassing conduct. To meet that commitment ENGIE depends on all employees to conduct themselves in conformance with ENGIE's expectations of a harassment-free work environment and to cooperate with investigations of non-compliance with this policy, as required and permitted by law.

ENGIE is committed to providing a workplace that is free from acts or threats of violence. In keeping with this commitment, ENGIE has adopted a zero-tolerance policy toward workplace violence, and strictly prohibits any employee from threatening or committing an act of violence in the workplace, while on duty, while on company-related business, or while operating any vehicle or equipment owned or leased by ENGIE.

ENGIE is dedicated to establishing and maintaining a safe, healthful, and drug- and alcohol-free working environment necessary for efficient and effective business operations and to protect the safety and health of employees, visitors, contractors, customers, and the public. ENGIE will comply with all applicable drug-free workplace laws, and any University policies in this regard.

ENGIE strictly prohibits the possession or use of weapons on ENGIE premises or in any location in which the employee represents the company for business purposes. This prohibition applies regardless of whether an employee possesses a concealed weapon permit or is allowed by law to possess a weapon. Except where expressly permitted by state law, and under express conditions permitted by state law, employees are not to transport, possess, or store weapons in their personal vehicle on ENGIE premises which includes parking lots.

ENGIE will otherwise comply with any and all employment related provisions of the Concession Agreement.

