

July 15, 2022

Mr. Mike Foley  
Director of Department of Sustainability  
Cuyahoga County  
2079 East 9<sup>th</sup> St.  
Cleveland, OH 44115

Dear Mr. Foley

Re: Letter of Interest for the Support of the County's Vision to Deploy Energy Innovation Strategies  
Through a Design, Build, Finance, Operate and Maintain (DBFOM) Agreement

Community Energy Development LLC ("CED") a portfolio company of KKR Infrastructure ("KKR") is pleased to submit this Letter of Interest and Conditional Financing Commitment (LICFC) to Cuyahoga County ("County"). This Letter of Interest and Conditional Financing Commitment is meant to represent Clearway's interest in and capacity to fund an investment for the proposed County Electrical Utility and resultant Microgrids/ Resilient Energy Initiatives (the "Project").

Middough will work with CED and the County to leverage our knowledge of the Power Industry and our ability to provide various project support through engineering, procurement, and construction management services.

Subject to mutually agreeable definitive agreements which may include a 10-year + utility franchise, Power Purchase Agreement (PPA) and/or Energy Services Agreement (ESA) pursuant to which CED or an affiliate would provide specified services and subject to Community Energy's board approval. CED hereby confirms that pending entry into such definitive agreements and Community Energy's board approval, sufficient funds to finance the agreed Project will be readily available for the anticipated date of financial close. This conditional financing commitment is for 100% of the full financing requirement and the intention is to provide the indicated financing through self-finance, using cash on hand and/ or other available cost-effective financing methods.

#### **About Community Energy Development**

Community Energy is an owner, operator, and developer of district energy, combined heat and power, and microgrid facilities based in North America. We create energy infrastructure that allows cities and industries to meet the challenges of the 21st century. The demand for efficient, reliable, and resilient energy increases by the day, and we allow our customers to satisfy their needs with cost-effective solutions. The company's portfolio of infrastructure assets provide steam, hot water and/or chilled water, and electricity, to commercial businesses, universities, hospitals, and governmental customers across the United States.

CED has in-house financial structuring, engineering, and operations staff, taking a direct approach on project management and operating. We have recent history of acquiring and or developing, designing, financing, owning, operating, and maintaining (DBFOM) new district energy and new combined heat and power/microgrid systems. <https://clearwaycommunityenergy.com/who-we-are/>

#### About KKR

KKR is a leading global investment firm that offers alternative asset management and capital markets and insurance solutions. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and supporting growth in its portfolio companies and communities. KKR sponsors investment funds that invest in private equity, credit and real assets and has strategic partners that manage hedge funds. KKR's insurance subsidiaries offer retirement, life and reinsurance products under the management of The Global Atlantic Financial Group. References to KKR's investments may include the activities of its sponsored funds and insurance subsidiaries. For additional information about KKR & Co. Inc. (NYSE: KKR), please visit KKR's website at [www.kkr.com](http://www.kkr.com).

#### About Middough Inc. (MDD)

Since our founding in 1950 as a consulting engineering company, Middough has been known for quality performance and leadership. Today we are a full-service project solutions firm headquarter in Cleveland, OH. providing consulting, planning, design, architecture, engineering, procurement, and construction management. Our Gap Market position provides large company capabilities with local company response delivering flexible and agile solutions.

We are committed to our customers' and our employees' success by honoring our commitments, delivering results, and maintaining strong, long-lasting relationships. By blending operational experience with leading-edge technical solutions, we help to make our clients more competitive.

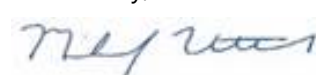
Community Energy and Middough are pleased to confirm our strong interest for the project concept and look forward to further discussions.

Yours Truly,



Wayne L. Barnett  
Manager, Development & Strategic Partnerships  
Community Energy Development LLC

Yours Truly,



Michael J Uttech, PMP- Sr. Project Manager  
Director - Power Industry  
Middough Inc.

# Clearway Community Energy

Clearway Community Energy is an owner, operator, and developer of district energy, combined heat and power, and microgrid facilities based in North America. We create energy infrastructure that allows cities and industries to meet the challenges of the 21st century. The demand for efficient, reliable, and resilient energy increases by the day, and we allow our customers to satisfy their needs with cost-effective solutions.

We're fully capable of undertaking projects of any scope and complexity, and we look forward to showing you how we deliver state-of-the-art systems that run with model efficiency. Providing excellent service is our primary goal, we maintain consistent contact, so you have peace of mind throughout the project and beyond.

Clearway Community Energy is financially backed by KKR, a leading global investment firm that manages multiple alternative asset classes.

KKR are investors with a strong vision of a decarbonized future. They strive to bring about that future through the operational improvement of global infrastructure assets.

KKR has a long-term investment view for Clearway.



KKR

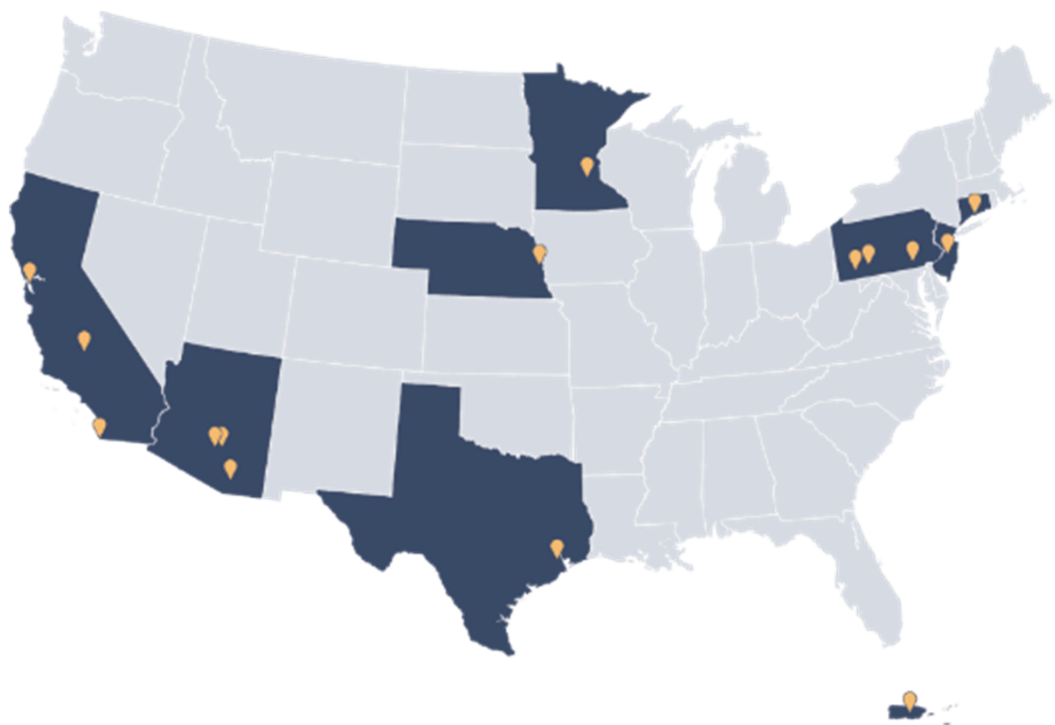
## Clearway's Financial Partner

- \$471 Billion in total AUM
- \$269 Billion in portfolio revenue
- 819,000 portfolio company employees
- In perpetuity fund



# Who is Clearway Community Energy?

- Clearway Community Energy owns and operates energy plants in the US and Puerto Rico.
- Clearway serves 700+ customers in 10 major metropolitan areas
- Clearway is backed by KKR, a \$471 BB investment fund



## Clearway's Systems Provide:

- 64 MW power capacity
- 3,297,000 lbs/hr steam capacity
- 154,000 tons chilled water capacity
- 49 miles of distribution

# Comprehensive Expertise

## All Under One Roof

When we say “comprehensive,” we mean it. We have the capabilities and acquisition stability in-house to finance, design, build, own, operate, manage and maintain any energy system.



### Development

Planning, permitting, zoning, partnership structuring, and more.



### Financing

Backed by billions raised for energy projects from capital markets; financial expertise and resources needed to implement customer centric deal structures.



### Design & Build

Expertise in engineering, procurement and construction management, and startup of energy generation and distribution systems.



### Operation & Maintenance

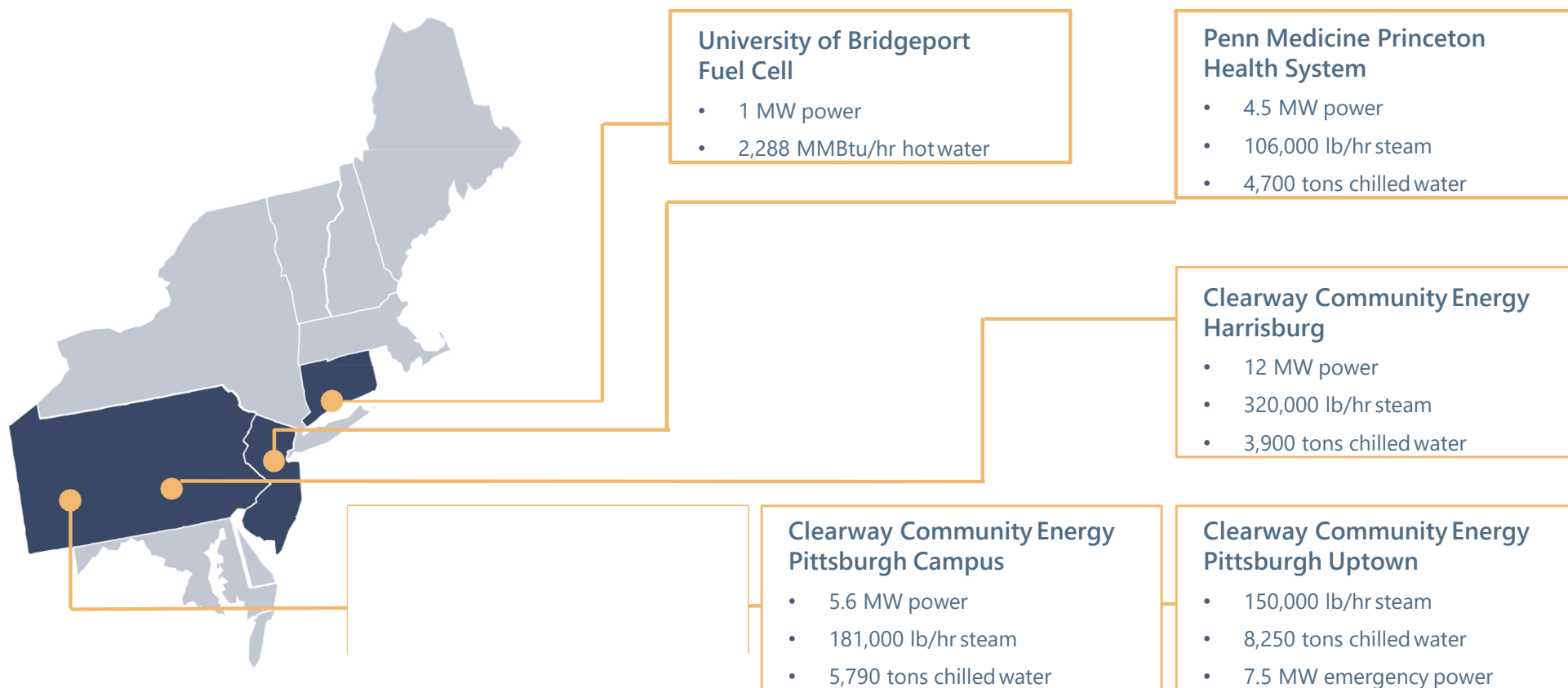
Decades of industry leading operations of mission critical systems that focuses on reliability and safety; dedicated to driving continuous efficiency and technological evolution.



### Asset Management

Comprehensive management of capital expenses, operating budgets, and local and regional personnel.

# Clearway's Presence in the Northeast



## Government & Related Experience



The State of  
California



The State of Arizona



The Commonwealth  
of Pennsylvania



City and County of  
San Francisco,  
California



City and County of  
San Diego, California



Allegheny County,  
Pennsylvania



Douglas County,  
Nebraska



Dauphin County,  
Pennsylvania



General Services  
Administration



# System Acquisition in Action: Duquesne University



- Clearway acquired Duquesne University's central utility plant for a \$102 million upfront payment. Transaction was off-balance sheet and credit-positive per Moody's Review
  - Clearway and Duquesne entered into a 40-year Energy Services Agreement (ESA). Clearway assumes operating and revenue risk for 40 years.
- Clearway is unlocking the campus system's potential
  - Interconnection with nearby facility to create **new district energy system**, improve efficiency and reliability
  - Participating in demand response and ancillary power markets
  - Exploring utilization of excess steam capacity for new projects or other customers



# Penn Medicine Princeton Health Care System

- Clearway developed, financed, constructed, owns and operates a **greenfield CHP-based microgrid** serving Penn Medicine Princeton Health in Plainsboro, NJ.
- Combines sustainable CHP with on-site solar, thermal storage, demand response capabilities to protect against outages, reduce carbon footprint, drive down costs



Location	Plainsboro, NJ		
Design Dates	December 1, 2008 – January 2, 2010		
Construction Dates	April 2, 2010 – January 2, 2012		
Terms	13-year initial energy services agreement with automatic 10-year renewal unless either party provides a 365 day notice not to extend		
Capacities and Equipment	Steam: 106,000 lb/hr storage	Cooling: 4,400 tons	Thermal Storage: 30,000 ton-hrs thermal ice
	CHP: 4.5 MW generators	Renewable Power: 203 kW on-site solar	Emergency Power: 3x 2 MW diesel emergency
Final Construction Cost	\$32,772,900		7

# Development Team

The entire Clearway Community Energy team is ready, at your convenience, to address any question or concerns and move opportunities forward.

## Local Energy. National Strength.



### **Wayne Barnett**

Manager, Development and Partnerships  
[wayne.barnett@clearwayenergy.com](mailto:wayne.barnett@clearwayenergy.com)

### **Sameer Qureshi**

Sr. Manager, Development, Financial  
Structuring & Acquisitions  
[sameer.qureshi@clearwayenergy.com](mailto:sameer.qureshi@clearwayenergy.com)

### **Malcolm Harkness**

Director, Development  
[malcolm.harkness@clearwayenergy.com](mailto:malcolm.harkness@clearwayenergy.com)

### **James O'Donnell, PE**

Engineering Project Manager  
[james.odonnell@clearwayenergy.com](mailto:james.odonnell@clearwayenergy.com)

### **Rob Tweed**

Development Manager & Engineering  
[rob.tweed@clearwayenergy.com](mailto:rob.tweed@clearwayenergy.com)

### **Tim Johnston, PE, LEEDAP**

Director, Engineering  
[tim.johnston@clearwayenergy.com](mailto:tim.johnston@clearwayenergy.com)

# Power Industry Project Experience

Since 1950 Middough has provided industrial power services to our clients. We provide project solutions for a full complement of project delivery skills and management, and the operational and technical subject matter expertise to respond to our client's every need, from support for large utility facilities, substation replacements and transmission line design, to renewable and cogeneration integration, to microgrid implementation.

Whether your goal is to expand capacity or improve reliability, Middough provides full-service project and program solutions with strong front-end planning, innovative design based on industry lessons learned, asset integrity survey and inspection services. We couple that with a well-thought project or program execution plan supported by quality engineering and a full complement of major project services.



**Michael Uttech, PMP** – 20 years experience. Client Account Manager for FirstEnergy project execution. Project manager for the Oregon Clean Energy 345kV switch yard (Oregon, OH), AEP URD Cable Program (Columbus, OH), Cricket Valley Energy 345kV new line (Dover, NY) and WPS 46kV tower replacements (Wausau, WI). Worked on NERC CIP.v14 physical security hardening projects in CT. Contact Mike in Madison, WI at: [Michael.Uttech@middough.com](mailto:Michael.Uttech@middough.com)

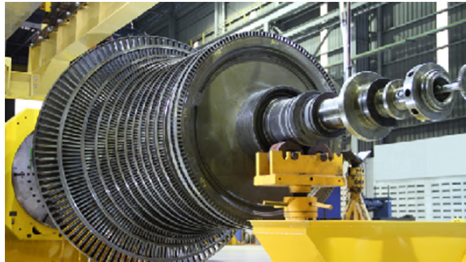


**Jeff Frederick** – 39 years experience. Client Account Manager for Cleveland Public Power through construction administration for three new 138kV substations, approximately 10 miles of 138KV transmission line, and modifications at three existing substations. Contact Jeff in Cleveland, OH at: [Jeff.Frederick@middough.com](mailto:Jeff.Frederick@middough.com)



**Kent Flanery** – Expertise in Renewables & Battery Storage, Renewable energy solar, utility scale photovoltaic, wind energy systems, T&D infrastructure. Contact Kent in Ashland, KY at: [Kent.Flanery@middough.com](mailto:Kent.Flanery@middough.com)

# Power Industry Project Experience



**ArcelorMittal - 70 MW Steam  
Turbine Generator**



**Tate & Lyle Cogeneration Project**



**Cleveland Public Power  
New 138/11.5kV Substation**



**Florida Power & Light Martin Plant**

## Power Industry Services

### Generation

Site Planning  
UAS  
Inspection  
General  
Arrangements  
Power System  
Interconnection  
Studies  
Environmental Impact  
Review MACT / NOx  
Management Building  
Design  
Civil and Structural  
Mechanical Process  
Piping(3D, ISOs)  
Process Heat Balance, PFD  
and P&IDs  
Electrical System  
Instrumentation and  
Control (SCADA)  
Energy Management  
Building Automation  
Ductwork and Stack  
design & modification  
Balance of Plant

### Transmission & Distribution

Site Planning  
Inspection Services  
Structural /Civil  
Design  
Transmission Line  
Protection and  
Control Physical  
Layouts  
Procurement  
Single Line  
Diagram  
Schematic  
Diagram  
Wiring Diagram  
Development Load  
Studies  
Protective Device  
Coordination Relay  
Settings  
Arc Flash  
Studies Staff  
Augmentation  
Construction  
Management  
EPC with Strategic Partners

### Project Delivery

Asset Inspection and  
Surveying Permitting Assist  
Feasibility  
Studies Site  
Assessment  
Cost Estimating  
Scheduling and Project  
Controls Earned Value  
Management EPCM  
Major Project Execution  
Staff Augmentation  
Construction  
Management EPC with  
Strategic Partners NERC  
Compliance

### Microgrids

Environmental & Economic  
Goals Analysis  
Utility Dependency  
Analysis Equipment  
Audit  
ROIC Modeling  
Cash Flow  
Analysis  
Equipment Resources  
Combination Modeling  
Cost & Schedule Impacts of  
Optimum Technical  
Approach Project Delivery  
Approach DER Equipment  
Specifications  
Interconnection & Control  
Plan Construction Planning  
Procurement  
On-site support during  
Installation & Commissioning

### Renewables & Battery Storage

Site  
Evaluation  
Permitting  
Assist  
Feasibility  
Studies  
PV Module Assessment  
Energy Harvest  
Evaluation  
Battery Technology  
Consultation Svcs.  
Smart Grid Svcs.  
Grid Ancillary Svcs.  
Capabilities Voltage Support  
Frequency  
Support Demand  
Response