

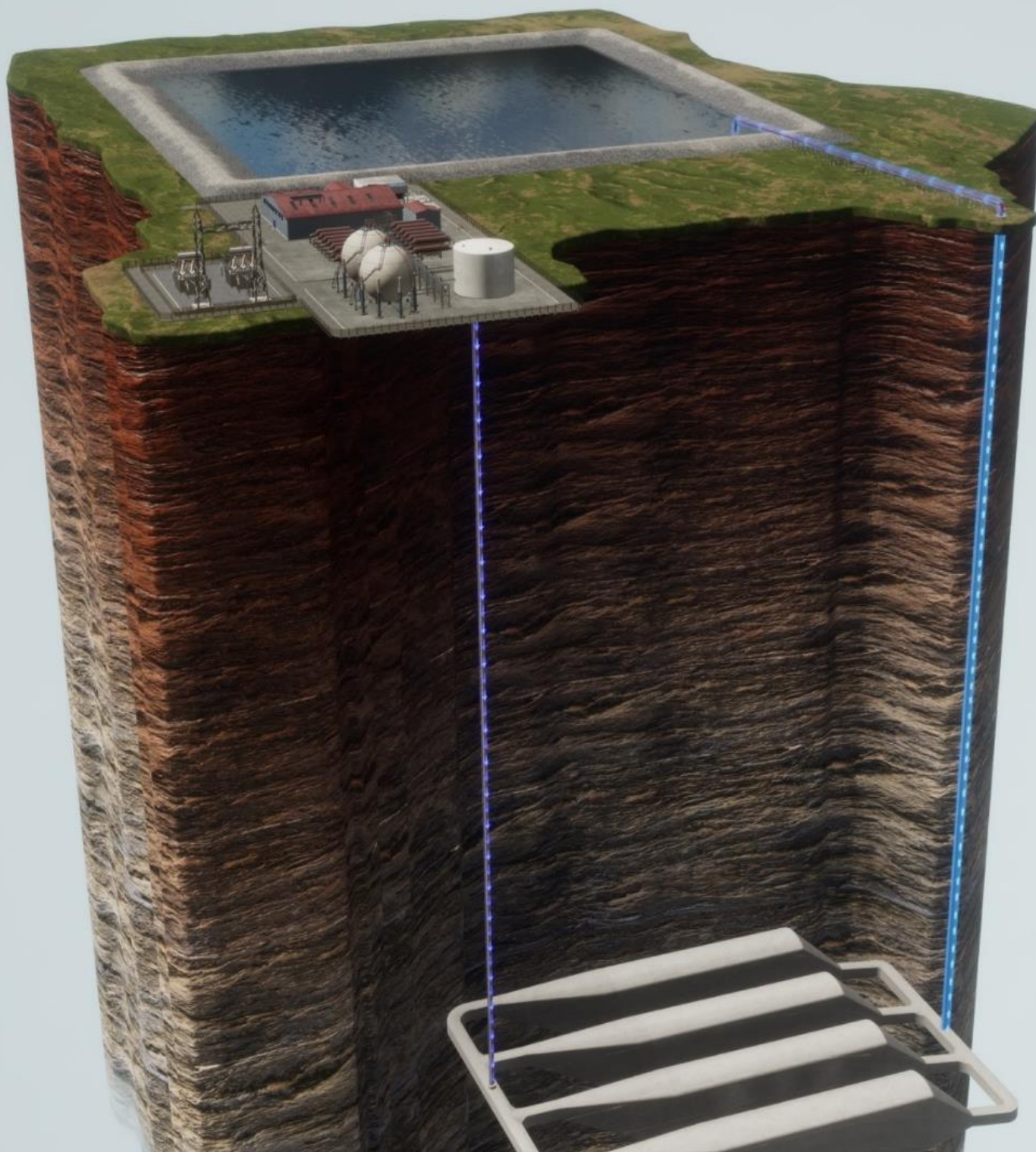


HYDROSTOR

Boulder City, Nevada

Land Management Process Application

June 6, 2024



Land Management Process Request

Hydrostor is requesting an amendment through the LMP process to rezone these 300 acres of Parcel #18624000001 to Energy Resource and amend the City's Master Plan to Manufacturing Energy.

1. **A statement describing the organization of the person submitting the proposal and identifying any principals or officers of the organization;**

Hydrostor is a technology provider and developer of long-duration, utility-scale energy storage facilities, which use our proprietary Advanced Compressed Air Energy Storage ("A-CAES") technology. A-CAES provides low-cost, long-duration energy storage that is 100% emissions-free and can be flexibly located. Hydrostor's technological maturity and readiness has been validated through securing a \$250 million investment commitment from the Private Equity and Sustainable Investing businesses within Goldman Sachs Asset Management,¹ and an investment from the Canada Pension Plan Investment Board.

The technology utilizes existing proven equipment with mature supply chains and has been validated by numerous independent third-party reports and engineering studies from leading global engineering firms, such as Sargent & Lundy and is considered a Technology Readiness Level ("TRL") 9. Hydrostor's commercial traction and technical readiness is a testament to the leadership team's deep industry expertise supported by an in-house regulatory team, having developed >30 GW of renewable energy projects and closing on >\$15 billion of transactions, including project financing collectively.

Hydrostor's A-CAES technology is commercially ready today with two facilities deployed in Canada and 700 MW of capacity currently in late-stage development. In neighboring California, Hydrostor's 500 MW, 8-hour Willow Rock project is significantly advanced, having executed a Large Generator Interconnection Agreement ("LGIA") with full deliverability with a major utility and the California Independent System Operator. It also has significant commercial progress having recently signed a 25-year PPA with Central Coast Community Energy ("3CE"), one of California's largest community choice aggregators.² Hydrostor's 200 MW, 8-hour Silver City project has secured a Long-Term Service Agreement ("LTESA")³ with the New South Wales ("NSW") government in Australia in addition to being awarded a reliability agreement to provide backup power to the town of Broken Hill.

¹ Hydrostor. *Hydrostor Secures \$250 Million Investment from Goldman Sachs Asset Management to Accelerate Growth*. <https://www.hydrostor.ca/hydrostor-secures-us250-million-investment-from-goldman-sachs-asset-management-to-accelerate-growth>

² Hydrostor. *California Moves Closer to Carbon-Free Electricity Goals as Central Coast Community Energy Signs 25-Year Power Purchase Agreement with Hydrostor*. <https://www.hydrostor.ca/california-moves-closer-to-carbon-free-electricity-goals-as-central-coast-community-energy-signs-25-year-power-purchase-agreement-with-hydrostor/>

³ Hydrostor. *Major win for compressed air energy storage as Hydrostor awards 200 MW Long-Term Energy Service Agreement*. <https://www.hydrostor.ca/major-win-for-compressed-air-energy-storage-as-hydrostor-awarded-200-mw-long-term-energy-service-agreement/>

Members of Hydrostor’s team held senior roles at these institutions and managed hundreds of millions of dollars in new infrastructure and renewable energy transactions.



Curtis VanWalleghem
CEO, Co-Founder, Board Member



Jon Norman
President



Beth Summers
Chief Financial Officer



Jordan Cole
Chief Commercial Officer



Rogers Herndon
Executive Advisor



Sarah Skinner
Chief HR Officer





Tom Duckett
Chief Development Officer





Chris Phebus
Chief Technology Officer



Patrick Moyer
General Counsel





Scott Bolton
EVP Regulatory and GR





Judith Johansen
 



David Hayes




Eric Redman




Mark Maher




James P. Avery




Richard Glick




Fong Wan


Hydrostor’s Executive team and Advisory Board.

Hydrostor’s executive leadership team has transacted on and developed billions of dollars’ worth of energy infrastructure projects representing gigawatts of successfully operating assets. An overview of their experience is summarized in Table 3. The team also have a significant track record of delivering >30 GW utility-scale energy projects. Table 4 illustrates select projects.

Brief professional overview of Hydrostor’s executive team.

Executive Sponsorship	
Curtis VanWalleghem, M.B.A., P.M.P. Chief Executive Officer	Curtis has been CEO of Hydrostor since its inception and has led the company through technology development into commercial operations. Prior to Hydrostor, Curtis was Sr. Manager in Deloitte’s Corporate Strategy Consulting Practice where he advised and consulted some of the top energy companies globally. He has also held positions at nuclear generator Bruce Power and wind developer Environmental Electric Company. Curtis holds an B.A.Sc. in Industrial Engineering and M.B.A. from the University of Toronto.
Jon Norman, P.Eng. President	Jon is a professional engineer with over 20 years of experience in the power industry, environmental sector, management consulting and government. Jon previously held senior roles at Brookfield Asset Management, most recently as VP responsible for regulatory policy and government relations across North America for the power and utilities business. In earlier roles he served as project manager for environmental operations and held senior roles in government, where he led grid and networks policy development in Ontario as well as interjurisdictional negotiations. Jon holds an interdisciplinary M.A.Sc. in Engineering & Economics from the University of Toronto.

Jordan Cole, M.B.A. <i>Chief Commercial Officer</i>	Jordan is a senior professional with more than 20 years of experience in the energy and infrastructure space. Through his work at Hydrostor, Jordan has been directly involved with raising multiple rounds of financing, including contributions from Goldman Sachs Asset Management, the Canada Pension Plan, the Business Development Bank of Canada and Meridiam Infrastructure equating to greater than \$250m of commitments. Prior to joining Hydrostor, Jordan spent over a decade at Brookfield Asset Management expanding the company's renewable power, real estate, and infrastructure global platforms. Jordan was the Chief Investment Officer within Brookfield's district energy platform, Enwave Energy Group where he played a key role in the acquisition, development and financing of a diverse portfolio that was built on a greenfield basis and eventually monetized for \$4 billion. Jordan holds a B.B.A. and M.B.A. from Schulich School of Business.
Beth Summers, F.C.P.A. <i>Chief Financial Officer</i>	Beth brings over 30 years of senior finance leadership to Hydrostor. She has held the position of CFO at several major energy companies, including Superior Plus, Ontario Power Generation, Just Energy, and Hydro One. Her past responsibilities include overseeing a \$28B investment portfolio, executing more than \$7B of M&A activity, listing a company on the New York Stock Exchange, and managing a team of more than 270 employees. Beth holds a B.B.A. from Wilfred Laurier University and is a CPA Fellow (Canada).
Tom Duckett, M.B.A. <i>Chief Development Officer</i>	As the former President of Development at Renewable Energy Systems (RES) Americas, Tom successfully led over 250 projects exceeding 25 GW in various technologies during his 14-year tenure, including distributed & utility scale solar, utility-scale wind, and energy storage. His extensive knowledge and industry networks will play a crucial role in effectively managing Hydrostor's global project development efforts, including the Southwestern USA.
Chris Phebus, M.B.A. <i>Chief Technology Officer</i>	Chris Phebus brings over two decades of engineering and technology expertise to Hydrostor. Throughout his career, he has been instrumental in driving innovation, implementing efficient processes, and achieving sustainable growth in various industries, including energy, rotating equipment, and oil and gas. With previous roles at General Electric, Baker Hughes and the Kelly Slater Wave Company, Chris brings extensive industry knowledge to Hydrostor. His experience at General Electric Company, where he led global engineering and technology divisions, further solidifies his position as a strategic visionary and expert team builder.
Rogers Herndon, M.B.A. <i>Executive Advisor</i>	Rogers has over 30 years of energy and finance experience. Rogers has held leadership roles with Reliant Energy, PSE&G, Bank of America, and Alvarez and Marsal. Rogers has managed over 40 GW of power generating assets and participated in over \$7Bn in M&A and capital raises over his career. Rogers led the IPO of Quintana Energy Services as CEO in 2017. Rogers obtained his M.B.A. from the Wharton School Business (University of Pennsylvania) and holds a B.A. from Washington and Lee University.
Fong Wan, M.B.A. <i>Executive Advisor</i>	Fong is a part-time advisor to Hydrostor's executive leadership team. As a seasoned policy and business leader with 30 years of experience at PG&E, Fong played a pivotal role in driving California's transition towards a decarbonized future and successfully curated a diversified, clean, affordable, and reliable energy portfolio to serve 5 million electric and 4 million natural gas customers. His staunch advocacy for clean technologies, renewables, and energy storage enabled him to oversee the launch of over 300 projects and 10,000+ MWs of capacity, resulting in more than 90% greenhouse gas-free energy. Fong holds a B.S. in Chemical Engineering from Columbia University and M.B.A. from the University of Michigan.

For additional comfort, Hydrostor employees have developed 12+ GW of projects with critical turbomachinery components, such as Combined Cycle Gas Turbines (“CCGTs”). Further, Hydrostor’s preferred engineering partner, Kiewit, has designed and commissioned 22.5 GW of CCGTs in the past five years.

2. A statement describing the financial condition and sources of financing of the person or organization submitting the proposal:

Hydrostor is project lead developer. The Company will be involved across all verticals of the development process and will coordinate the successful development of the Project through the companies assisting in the development process. Hydrostor’s construction management team will directly oversee the construction of the Project including the key relationship with Kiewit and Lane.

During design and development, the Project will be fully funded with equity from Hydrostor. During construction, the Project is expected to be funded with a combination of project debt and equity. During operations, the Project does not anticipate any incremental capital requirements (i.e., cash flows will be positive year over year), and appropriate reserve accounts will be in place as required by standard project financings.

The Project will have access to financing through its existing owners and strategic partners. These groups have a long-term investing horizon that aligns with the Project and will have the appetite and capability to provide financing to the Project. Hydrostor has also received significant interest in the opportunity from a handful of major independent power producers.

Hydrostor’s existing major shareholders have the appetite and capability to provide project financing. The potential funders from Hydrostor’s investor base include:

- Goldman Sachs: Hydrostor recently received a \$250 million investment commitment from the Private Equity and Sustainable Investing businesses within Goldman Sachs Asset Management.
- Canoe Financial: Canoe Financial has been operational for over a decade and now manages ~C\$4.6 billion in assets across a diversified range of open-end mutual funds and private equity energy products.
- ArcTern Ventures: ArcTern Ventures is a sizeable cleantech investor with 10 active investments in the energy space.
- Baker Hughes: Baker Hughes is a global leading supplier of core equipment and is an invested corporate partner in delivery of Hydrostor’s A-CAES systems.
- Elemental Energy: Elemental Energy is a power developer with a strong track record of successfully financing many renewable projects and this Project would represent a strategic fit.
- Lorem Partners: Lorem Partners is a network of experienced high net-worth private equity investors that specialize in natural resources, independent power production, and clean technology sectors.

- **Past Project Financing**

In addition to project financing with Lorem Partners for Hydrostor's Goderich A-CAES facility in Ontario, the company's senior leadership team has closed on financing for >\$20 billion several major energy projects, including those outlined in the table below.

3. **A summary of the experience of the person submitting the proposal in developing and managing similar projects;**

Summary of energy projects completed by high-ranking Hydrostor personnel.

Personnel / Partner	Project Name	Fuel / Tech	MW	Involvement	State	COD
Jonathan Norman	Bear Swamp	Hydro	600	Regulatory/Offtake	MA	2017
Jonathan Norman	Smoky Mountain Hydro	Hydro	400	Regulatory/Offtake	NC	2013
Jonathan Norman	Goderich A-CAES ⁵	A-CAES	2	Regulatory/Offtake	ON	2020
Jordan Cole	Coram Wind Farm	Wind	102	Development/Finance	CA	2012
Jordan Cole	Granite Reliable Wind Farm	Wind	99	Development/Finance	NH	2011
Tom Duckett	Top Gun	BESS	30	Development/Construction	CA	2021
Tom Duckett	Comanche	Solar	120	Development/Construction	CO	2015
Tom Duckett	Forty Mile Wind	Wind	400	Development	AB	2022
Curt Hildebrand ¹	Solar Gen 2 (Mount Signal)	Solar	150	Development/Finance	CA	2014
Curt Hildebrand ¹	High Plains Wind Energy	Wind	99	Development/Finance	WY	2009
Duncan McEachern ²	Nanticoke Wind Farm	Wind	105	Development/Construction	ON	2013
Dean Tuel ³	Bright Arrow	Solar+BESS	200 ⁶	Development/Offtake	TX	2023
Dean Tuel ³	Big Star	Solar+BESS	80 ⁶	Development/Offtake	TX	2022
Dean Tuel ³	Barron Winds	Wind	122	Development/Offtake	NY	2023
Maaz Hasan ⁴	Sugar Creek Wind Farm	Wind	198	Development/Finance	IL	2020
Maaz Hasan ⁴	Maverick Creek Wind Farm	Wind	492	Development/Finance	TX	2021
Maaz Hasan ⁴	Luning Solar	Solar	50	Development/Finance	NV	2017

¹Senior Vice President, Commercial Affairs. ²Vice President, Commercialization. ³Vice President, North American Origination. ⁴Vice President, Market & Analysis. ⁵Jordan Cole also involved in project as Hydrostor's Chief Commercial Officer.

⁶Denotes BESS capacity developed.

Hydrostor's executive team has extensive project financing experience.

Personnel	Sponsor	Project / Description	Lender(s)	Debt (USD)
Rogers Herndon	GridStor	ITC Bridge Loan on 100 MW BESS (CAISO)	Confidential	\$80M
Maaz Hasan ¹	Algonquin Power	150 MW Deerfield Wind, Construction Loan	BAML	\$240M
Maaz Hasan	Algonquin Power	198 MW Wind Sugar Creek Wind Construction Loan	Syndicate (5)	\$285M
Maaz Hasan	Algonquin Power	498 MW Maverick Creek Wind Construction Loan	CIBC	\$700M
Maaz Hasan	Algonquin Power	498 MW Maverick Creek Tax Equity Funding	JPM	\$300M
Kemal Yüce ²	Karpowership	Ghana – Sekondi 450 MW Power	Deutsche Bank	\$250M
Kemal Yüce	Karpowership	Indonesia – Medan 450 MW Power	Bank of America	\$250M
Kemal Yüce	Zorlu Holding	Metal Nickel / Cobalt Mine	Ziraat Bank	\$298M
Kemal Yüce	Zorlu Holding	Russia Gas Powered Plants	Syndicate (11)	\$400M
Kemal Yüce	Polat Energy (EDF)	250 MW Onshore Wind Farm	Bayern LB	\$200M
Dan Benoit ³	Brookfield Renew.	Bear Swamp Pumped Storage 600 MW	CIBC, Scotia	\$525M
Dan Benoit	Brookfield Renew.	Wind Energy Transmission 375 miles	Deutsche Bank	\$585M
Dan Benoit	Brookfield Renew.	EBSA Utility Colombia	BMO	\$250M
Dan Benoit	Northland Power	220 MW Bluestone Wind Farm	Confidential	\$476M
Dan Benoit	Northland Power	Oneida Storage 250 MW	Canada IB	\$600M

1. VP, Markets & Analysis, previously VP with Algonquin Power & Utilities; see Appendix C for more details. ² Director, Corporate Finance; see Appendix C for more details. ³ Advisor, Project Finance; former SVP, Capital Markets Chief Investment Officer at Brookfield Renewables; see Appendix C for more details.

4. **The proposed plan for development or specific use planned for the property;**

The Project will be configured from Hydrostor's pressure-compensated design that uses compressed air to displace water from the underground storage cavity into an above-ground water storage reservoir. During the compression cycle heat generated is transferred and stored above ground in thermal storage tanks. During the discharge cycle, when there is a demand for the stored energy, the air is displaced from the underground cavern (i.e., by allowing water from the compensation reservoir to flow back into the underground storage cavity) through the heat recovery system and into a turbo expander/generator to produce synchronous electricity back into the grid.



Rendering of Hydrostor's Willow Rock project in Kern County, California. Hydrostor expects that Willow Rock will reach COD in 2030.

Topside

Hydrostor's design relies primarily on "off-the-shelf" synchronous generating equipment available in a variety of sizes and configurations that have mature production and supply chains across multiple industry applications.

Table 7. Description of major top-side equipment.

Key Equipment	
Turbines	Four MAN Turbo Model MAT120-11, 11-Stage 129,552 kW @100% Design Case
Compressors	<p>Four Sets: Low Pressure (LP), Intermediate Pressure (IP), & High Pressure (HP) Compressor Trains</p> <p>Low Pressure: MAN Turbo Model MAX1 AR115, MX 11-Stage, IGV 68,500 kW Rated Power Motor</p> <p>Intermediate & High Pressure (shared shaft): MAN Turbo Model RG80/05/IGV 2-Stage IP, 3-Stage HP, IGV 66,200 kW Rated Power Motor</p>
Thermal Energy Storage Heat Exchangers	Therco-Serck shell and tube

The vendors supplying Hydrostor's equipment are all Tier 1 suppliers with decades of experience and a proven, reliable, and established supply chain. This translates into Kiewit being able to install and deliver the Project by 2030 to meet NVE's future needs.

Subsurface

The storage cavern will be constructed by Lane Power & Energy Solutions (Lane), global leaders in subsurface construction. Lane is the industry leader for the development and operations of hard rock and salt caverns for hydrocarbon storage; hydrogen storage; oil & gas cavern support facilities; power projects with a cavern component; and federal strategic energy projects. Lane's management team has over 40 years of experience and will be supporting subsurface engineering and construction.

Project Location

Hydrostor has identified one parcel in the map below as a potential location for a project. This parcel has undergone due diligence with respect to subsurface geology and environmental premitting assesment to better understand their suitability for a Hydrostor project.

Parcel ID #18624000001

The green shaded area is approximately 300 acres which Hydrostor is requesting a zoning amendment.



5. **A statement that the person submitting the proposal understands that he is responsible for all appraisal and administrative costs associated with the sale or lease of the property.**

Hydrostor recognizes that it is responsible for all appraisal and administrative costs associated with the sale or lease of the property.

DocuSigned by:

Dean Tuel

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Dean Tuel

Vice President, North America