



## TASK ORDER

### No. 21.901

This Task Order (TO) is issued pursuant to the Master Services Agreement (MSA) by and between the Alaska Gasline Development Corporation (AGDC) and Contractor identified below, and is subject to all terms, conditions, and provisions of that MSA. This Task Order authorizes performance of the Services as described herein.

CONTRACTOR: <u>Brownstein Hyatt Farber Schreck, LLP</u>	MSA No.: <u>21-150</u>
	MSA EXPIRATION DATE: <u>June 30, 2022</u>
TASK DESCRIPTION: <u>Alaska LNG Federal Strategic Consultant</u>	
DEPT. /AFE No.: <u>21-001 (Venture Development)</u>	DIVISION: <u>AKLNG (1235)</u>
CATEGORY: <u>2.4 (State and Federal Support)</u>	
TASK LEAD: <u>Frank Richards <i>OJB</i></u>	TO EFFECTIVE DATE: <u>September 10, 2020</u>
BILLING CODE(S): <u>BHF21.901.2.2.4</u>	TO EXPIRATION DATE: <u>December 31, 2020</u>

**1. Pricing:**

Pricing Method:            Time & Materials             Fixed Price             Cost-Plus             Other

**Reimbursable Rate:**    **\$12,500.00 per month, pro-rated daily**

**Total Compensation: Not-to-Exceed:**    \$46,250.00    USD

AGDC will make payment to the Contractor for labor and expenses in accordance with the MSA and according to the rates established in the approved Contractor roster. Positions not included on the approved Contractor roster at the time services are performed are non-reimbursable.

AGDC will not pay or be obligated to pay any amount for any purpose in excess of the total task order not-to-exceed amount unless authorized by a Change Order. It is the Contractor's responsibility to monitor the not-to-exceed amount and notify AGDC when it has been 80% expended. AGDC will not reimburse Contractor for work under this Task Order that Contractor performs on dates before the TO Effective Date or after the TO Expiration Date.

**2. Scope of Services:**

Contractor shall complete work pursuant to terms in Attachment A: Proposal (the "Proposal").

Any changes that Contractor makes to individual staff member assignments and/or positions, level of effort, labor rates, or other Proposal terms shall require advance notification to AGDC and pre-approval by a duly authorized AGDC representative in either a fully executed written Change Order or a Roster Form update, as directed by AGDC.

Contractor may not contractually commit AGDC in any manner, either verbally or in writing. Contractor may not incur expenses on behalf of AGDC.

Contractor may not direct the work of other AGDC contractors unless specifically instructed to in writing by AGDC.

**3. Attachments:**

See Attachment A: Proposal

AGDC and Contractor expressly agree that the terms of each and every provision in this Task Order shall prevail and control over the terms of any other conflicting provision in any attachment or exhibit to this Task Order, including Attachment A: Proposal (the "Proposal"). Any terms in the Proposal that conflict or could be interpreted to conflict with other terms of the

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Task Order are nullified. Any terms in the Proposal that conflict or could be interpreted to conflict with other terms of the MSA are also nullified.

#### 4. Deliverables:

Deliverable Number	Document Title/Description	Planned Date
150-20-901-001	Provide bi-weekly written updates	Bi-weekly

For all work that Contractor performs under this Task Order, which shall include any deliverables as described herein, Contractor shall deliver all raw data, native files, and supporting data, including GIS data, acquired data/developed data, etc. to AGDC at the close of the Task Order and at any time that AGDC requests before the close of the Task Order. Contractor shall only use AGDC-approved templates for Deliverables. Any exceptions must be approved in an executed Task Order or Change Order by the AGDC Contracts Department.

#### 5. Audit Compliance:

AGDC reserves the right to inspect or audit contract records including but not limited to, accounting records, written policies and procedures, subcontract files, insurance documents, paid vouchers, timesheets, and original estimates. The Contractor shall at any time AGDC requests, whether during or after completion of this Agreement, and at the Contractor's own expense, make such records available for inspection and audit, including copies and extracts of records. Contractor shall make such records available to AGDC during normal AGDC business hours at AGDC's place of business, and Contractor must compile the requested records within 30 days' written notice from AGDC unless AGDC communicates otherwise in writing. The Contractor shall ensure AGDC that these rights and obligations inure to the Contractor's employees, agents, assigns, successors, and subcontractors.

#### 6. HSSE Acknowledgment:

The Contractor shall take reasonable steps to identify health and safety hazards where work will be performed under this Task Order and, upon identifying any such health or safety hazard, shall immediately take steps to abate it. The Contractor shall immediately notify the Contract Manager of any serious accident which occurs in connection with activities performed under this Task Order.

#### 7. Authorization:

Duly authorized representatives of the parties to the MSA have hereby executed this Task Order and made it effective.

AGDC	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">DocuSigned by: <i>Frank Richards</i></div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;">C942E08C736245A...</div> <div style="text-align: center;"><i>Signature</i></div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px; text-align: center;">Frank Richards</div> <div style="text-align: center;"><i>Printed Name</i></div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px; text-align: center;">9/10/2020</div> <div style="text-align: center;"><i>Date</i></div>
Contractor	<div style="border-bottom: 1px solid black; margin-bottom: 5px; text-align: center;"><i>Marc Lampkin</i></div> <div style="text-align: center;"><i>Signature</i></div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px; text-align: center;">Marc Lampkin</div> <div style="text-align: center;"><i>Printed Name</i></div>	<div style="border-bottom: 1px solid black; margin-bottom: 5px; text-align: center;">9/16/20</div> <div style="text-align: center;"><i>Date</i></div>

Approved as to form   
 LEGAL



## TASK ORDER

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# ATTACHMENT A: PROPOSAL

Prepared for

# Alaska Gasline Development Corporation



Contact

**Mark Begich**  
mbegich@bhfs.com  
+1 907.229.1465

## Introduction

On behalf of Brownstein Hyatt Farber Schreck (Brownstein), thank you for the opportunity to submit this proposal to the Alaska Gasline Development Corporation (AGDC) to identify, pursue and secure federal funding opportunities for your liquefied natural gas (LNG) projects in Alaska.

The Federal Energy Regulatory Commission's (FERC) recent approval of your 807-mile proposed LNG pipeline was a significant milestone, but AGDC and the state now face the critical step of securing the necessary funding to finance its construction. As you pivot from the permitting to the financing phases, we are the ideal partner to provide AGDC with strategic insight and advocacy that best positions you to secure federal funding from Congress and the administration.

Below, we provide an outline for our approach to this engagement and expand upon the capabilities of our team.

## Scope of Work

### Engage Congress as Additional COVID-19 Funding is Negotiated

With Phase Four stimulus negotiations actively underway in Congress, there is a real opportunity to engage the process on your behalf. There is bipartisan agreement in the House and Senate on the need to provide additional funding for state and local governments, as well as infrastructure development, in future stimulus packages.

The recently passed Coronavirus Aid, Relief, and Economic Security (CARES) Act included \$150 billion in state aid, but explicit constraints were placed that limited the use of funds to unplanned COVID-related expenditures. In mid-May, the House passed its Phase Four bill, the Health and Economic Recovery Omnibus Emergency Solutions (HEROES) Act, which provides over \$900 billion in flexible state and local aid.

The Senate is likely to start from scratch and pass its own version of a Phase Four bill in the coming weeks. However, Senate Republicans have repeatedly raised concerns over how states manage federal COVID-19 relief funds and will likely include certain restrictions on the use of state funds. This presents a window of opportunity to engage key congressional members, particularly key senators and the Alaska delegation, to advocate for more flexible parameters over how state funding can be spent. COVID-

19 has impacted each state differently; state governments should have substantial agency over how their coronavirus aid is spent in order to best meet their unique needs. Your proposed LNG project has many positive elements. It will boost the Alaskan economy; dramatically reduce utility costs for sectors of the Alaskan population, particularly Rural Alaska; lower the carbon footprint; reduce risky transportation of diesel fuel on the Alaska rivers, which contain some of the most productive wild salmon stock in the world; create an export product that would help reduce our nation's trade deficit; and, as an American-built pipeline, create jobs around the country. To that end, we will encourage language in future stimulus bills that would ultimately allow states like Alaska to use congressional aid for these types of projects.

Sen. Lisa Murkowski (R-AK), chair of the Senate Energy and Natural Resources Committee, has publicly endorsed your 807-mile pipeline and may be open to supporting your efforts and carrying your messaging to her colleagues as Phase Four policy is drafted. We will assist in outreach to her and to the other members of the Alaska delegation, Sen. Dan Sullivan (R-AK) and Rep. Don Young (R-AK), that latter of whom sits on both the House Natural Resources Committee and the House Transportation and Infrastructure Committee. We will also position you before key Democrats on the House Natural Resources Committee and the Senate Energy and Natural Resources Committee. Furthermore, our firm has relationships with leadership from both parties in the House and Senate and can engage at the highest levels when required.

We will provide AGDC with bi-weekly written updates.

## Advance Your Priorities Before the Administration

As we engage Congress, we will also advocate before the administration to:

- 1) Identify and pursue available agency grant opportunities; and
- 2) Encourage the Department of Energy (DOE) to revise its loan guarantee of your LNG project to include language that allows it to be an Alaskan Pipeline.

Our deep understanding of the disparate vehicles of government funding made available by the administration has delivered federal dollars to our clients time after time. For AGDC, we will review existing DOE programs to identify which opportunities, if any, you should apply for. We will provide insight into the thinking of decision-makers to ensure an application submitted by you fits the grant criteria and appeals to the stakeholders making final determinations. We will also engage DOE officials to ask that your loan guarantee be updated to reflect that your pipeline will extend

beyond Alaska's northern slope. We have a history of collaboration with DOE officials and have reached successful outcomes for clients in past engagements.

## About Brownstein

Our firm is a force in Washington. We take pride in being bipartisan, providing access to all 535 offices on Capitol Hill and to the administration. Our D.C. office is staffed with over 50 policy professionals and attorneys with a wealth of government and private sector experience. Our team includes Mark Begich, former senator from Alaska and former mayor of Anchorage, who continues to engage Washington on the top issues impacting his home state. Our team also includes Jon Hrobsky and Luke Johnson, co-chairs of the firm's Energy, Environment, and Resource Strategies (EERS) Group. Jon and Luke leverage their agency careers to streamline the completion of largescale energy and infrastructure projects and have successfully consulted on the financial and investment components of these projects. Bill McGrath, another member of the EERS team, served as staff director for the Interior, Energy and Environment Subcommittee of the House Oversight and Government Reform Committee, where he worked alongside agency officials, including those at DOE.

This team has a track record of delivering results because they understand how to adapt strategies to the political climate. We have achieved numerous successes for clients during the global pandemic, for a recent example, because we understand how to thread the needle on partisan issues and possess the political firepower to reach policymakers who drive outcomes during this time.

## Case Studies

### Securing the Construction of an LNG Facility

From project inception to completion, our team navigated legal, political, and financing components of constructing a multi-billion dollar liquefied natural gas (LNG) export facility off the Gulf of Mexico. In 2005, our client, a leading natural gas company, announced plans to build a facility in Texas that would import LNG and convert it to gas to be used domestically. In these initial stages, serving as lead outside counsel, we worked alongside our client's additional external lawyers to identify potential investors and equity partners to finance the project. As the financing phase progressed, the United States' needs shifted and there was increased demand for

liquefied natural gas to be shipped overseas; our client made the strategic decision to pivot objectives and instead build an *export* facility. Brownstein quickly engaged the Department of Energy (DOE) to obtain an export license, which we successfully secured in 2010.

We then provided advisory services during the subsequent stages of the process, including legal and government relations support. We provided assistance with hurdles at a variety of agencies including the Army Corps of Engineers, Federal Energy Regulatory Committee (FERC) and Environmental Protection Agency (EPA). We were diligent in our outreach to stakeholders at each agency and assuaged concerns during periods of significant skepticism from the Obama administration. We also served in a legal capacity and provided advice and counsel regarding our client's financing structure, corporate governance strategy and real estate initiatives.

Our ability to keep the project on schedule and surmount permitting and legal hurdles ultimately paid off. The facility is now fully permitted and constructed; our client is scheduled to begin commercially exporting LNG in December 2019.

## Advocating for Clients During COVID-19

Since the beginning of the COVID-19 crisis, we have represented our clients' immediate needs in Washington as stimulus measures are drafted and agency guidance is issued. We secured a number of successes for clients representing a broad range of industries, providing them with much-needed federal aid. For example, on behalf of one client we ensured the availability of \$8 billion in relief funds, tax relief, loan guarantees and additional funding to federal programs for Native American tribes.

## Fully Permitting a Mine in Arizona

Our team has proven success in securing permits for mining projects. Recently, we obtained final permits from the Forest Service and Army Corps of Engineers to allow our client, a leading Canadian mining company, to begin construction for its 5,431 acre, \$1.9 billion copper mine in southern Arizona. When we were first approached by the company, there were serious challenges ahead – the copper mine was a complex project that required approval from agencies including the Army Corp of Engineers, Forest Service, EPA, and Fish and Wildlife Service. Our team navigated the process, working with leaders at key agencies to obtain the necessary permits and ensure the project remained on schedule.



## Key Team Members & Roles

Brownstein takes great pride in being a full-service, bipartisan lobbying firm with an array of professionals that previously served in the highest levels of government. Below, we have identified and provided short biographies on the core Brownstein team that has the experience, expertise and relationships necessary to deliver you with the highest level of professional government relations services. Please know, however, that we would leverage the experience of any of our professionals should they add value to you.



**Mark Begich**  
*Strategic Consulting  
Advisor*  
mbegich@bhfs.com  
907.229.1465

Mark provides strategic counsel to clients based on his extensive hands-on experience working in politics, first as mayor of Anchorage from 2003-2009 and then as a U.S. Senator representing Alaska from 2009-2015. Over the course of his career, first as a businessman and then during his time working in local and national politics, Mark has developed a nuanced understanding of how politics impacts industry, with a focus on the energy industry and development policy. Mark's experience on both sides of the business-politics equation informs his unique yet pragmatic approach that delivered results time and again in the Senate. It is that unique knowledge that makes him a sought-after advisor for clients working in a variety of industries affected by policies and regulations. As a senator, Mark served in the leadership of the majority party as Chairman of the Steering and Outreach Committees and the Oceans Subcommittee as well as the Emergency Management and Disaster Committee. He also served on Appropriations, Commerce, Budget, Veterans, Homeland Security and Governmental Affairs, Armed Services and Indian Affairs Committees.



**William McGrath**  
*Shareholder*  
wmcgrath@bhfs.com  
202.707.0703

Bill draws on his legal and government experience to navigate the private sector through the legislative, regulatory, and congressional oversight processes. He deploys proven strategies to overcome the toughest obstacles that arise when government and industry converge and leverages his expertise to proactively identify business opportunities and forge pathways to profitability. As a member of the firm's Energy, Environment and Resource Strategies (EERS) Group, he drives complex natural resources and infrastructure projects through the federal permitting process and streamlines them by providing strategic insight in the early planning stages and by engaging agency officials to generate and preserve momentum. Prior to joining the firm, Bill served as the staff director for the Interior, Energy and Environment Subcommittee of the House Oversight and Government Reform Committee. There, worked alongside officials at the Department of the Interior, Environmental Protection Agency, U.S. Army Corps of Engineers and Forest Service on high profile energy and environmental policy matters.

# Brownstein Hyatt Farber Schreck



**Brian McKeon**  
*Shareholder*  
[bmckeon@bhfs.com](mailto:bmckeon@bhfs.com)  
202.872.5283

Brian draws on his relationships with the Democratic Party and deep procedural knowledge of the Senate to generate traction for his clients' priorities in Washington, devising engagement strategies and messaging points that dovetail with caucus politics. A leading Senate strategist, Brian identifies, secures and preserves appropriations funding, and primarily focuses on policy issues related to agriculture, sustainability, corporate compliance, supply chain transparency, and technology. Before joining the private sector, Brian served as the legislative director and acting chief of staff for Sen. Jeanne Shaheen (D-NH), where he was the senator's principal advisor on all legislative, policy and regulatory matters. Additionally, Brian was senior counsel for Sen. Barbara Boxer (D-CA).



**Jon Hrobsky**  
*Policy Director*  
[jhrobsky@bhfs.com](mailto:jhrobsky@bhfs.com)  
202.872.5294

When it comes to offshore and onshore energy development, the Endangered Species Act and environmental and natural resources issues, Jon is well-versed in the nuances of policy and politics that affect his clients. Jon has played a key role in crafting policy and shaping legislation for some of the major issues affecting energy production and natural resources in the United States. Jon works on matters across the energy, environment and natural resources spectrum—from oil and gas, renewables, utilities, water and mining, to clean air, public lands and the Endangered Species Act. Extensive experience at the Department of the Interior in the Office of the Secretary and as the deputy director of the U.S. Minerals Management Service gives Jon an unmatched perspective from which to counsel his clients.



**Luke Johnson**  
*Policy Director*  
[ldjohnson@bhfs.com](mailto:ldjohnson@bhfs.com)  
202.747.0513

With an extensive background in legislative and regulatory strategy and planning, Luke provides sophisticated analysis of energy, natural resource and environmental issues. In working with industry clients, Luke utilizes his background as a trade association leader and government affairs consultant along with senior level experience with the Bureau of Land Management (BLM), the Senate, and the House Natural Resources Committee. Luke is a former deputy director of policy and programs at the BLM within the Department of the Interior. He previously served as the chief of staff to the BLM Director and the chief of congressional and legislative affairs for the Bureau of Reclamation. During his tenure at BLM, Luke played an instrumental role in the implementation of numerous provisions of the Energy Policy Act of 2005.

## Proposed Budget

Brownstein’s Washington, D.C. office operates on a fixed-retainer basis. Each retainer takes into account the amount of time, office resources, and “political capital” we believe is necessary to spend as we deliver our professional services and capabilities to a client with the highest degree of attention and integrity.

For this matter, we propose a monthly retainer of \$12,500 for an initial term of ~~four months~~, through December 31, 2020, **to be pro-rated daily.**

~~A fee agreement establishing all necessary terms and conditions will be developed jointly by all parties upon acceptance of this proposal.~~

**All other necessary terms and conditions will be subject to MSA 21-150.**

## Conclusion

Thank you again for the opportunity to submit this proposal. I firmly believe that our proactive approach to client servicing, along with the expertise, know-how and relationships we can bring to bear, would result in a strong and successful partnership. If you have any questions or require additional information, please do not hesitate to contact Mark Begich.