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IDAHO PUBLIC
UTILITIES COMMISSION

JASON B. WILLIAMS
Corporate Counsel
jwilliams@idahopower.com

January 13, 2012

VIA HAND DELIVERY

Jean D. Jewell, Secretary
Idaho Public Utilities Commission
472 West Washington Street
Boise, Idaho 83702

Re: Case No. IPC-E-11-28
*HOKU MATERIALS, INC., COMPLAINANT, V. IDAHO POWER COMPANY,
RESPONDENT*

Dear Ms. Jewell:

Enclosed for filing please find an original and seven (7) copies of Idaho Power Company's Supplemental Statement of Facts in the above matter.

Very truly yours,

Jason B. Williams

JBW:csb
Enclosures

LISA D. NORDSTROM (ISB No. 5733)
JASON B. WILLIAMS (ISB No. 8718)
Idaho Power Company
1221 West Idaho Street (83702)
P.O. Box 70
Boise, Idaho 83707
Telephone: (208) 388-5825
Facsimile: (208) 388-6936
Inordstrom@idahopower.com
jwilliams@idahopower.com

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IDAHO PUBLIC
UTILITIES COMMISSION

Attorneys for Idaho Power Company

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

HOKU MATERIALS, INC.,)	
)	CASE NO. IPC-E-11-28
Complainant,)	
v.)	IDAHO POWER COMPANY'S
)	SUPPLEMENTAL STATEMENT OF
IDAHO POWER COMPANY,)	FACTS
)	
Respondent.)	
)	

COMES NOW, Respondent Idaho Power Company ("Idaho Power" or "Company"), by and through its undersigned counsel, and in response to Complainant Hoku Materials, Inc.'s ("Hoku") Supplemental Statement of Facts submitted on January 13, 2012 ("Hoku Supplement"), hereby advises the Idaho Public Utilities Commission ("Commission") of the following facts, which were unknown at the time of Oral Argument held on January 11, 2012 ("Oral Argument"), but which are relevant to the Commission's consideration of this matter:

1. The Hoku Supplement asserts that it instructed its bank, The Industrial and Commercial Bank of China, to wire transfer to Idaho Power an amount equal to \$1,896,656.26¹ as payment for Idaho Power's November 2011 invoice to Hoku. Idaho Power received that wire transfer at approximately 12:00 p.m. Mountain Standard Time on January 13, 2012.

2. As was presented in the Company's Answer, Motion to Dismiss, and Motion to Set Termination Date ("Answer and Motion"), Hoku's November 2011 invoice was due to Idaho Power no later than December 21, 2011. Since that due date, the November 2011 invoice has accrued interest in the amount of \$13,453.04 through January 13, 2012, which is due and payable immediately. As this amount is considered part of Hoku's November 2011 invoice, Hoku's November 2011 remains past due, and Idaho Power intends to terminate service to Hoku if that amount is not immediately paid, unless otherwise ordered by the Commission.

3. As was presented in Idaho Power's Answer and Motion and at Oral Argument, Hoku owes Idaho Power a \$1.8 million security deposit, which was payable no later than December 31, 2011. The Hoku Supplement makes no representation that amount has been wired to Idaho Power nor has Idaho Power received any such payment. Accordingly, Idaho Power intends to terminate service to Hoku if that security deposit is not received immediately, unless otherwise ordered by the Commission.

4. At Oral Argument, Hoku failed to disclose a material fact to this Commission, namely that it had closed a financing arrangement whereby, effective January 11, 2012, Hoku had access to \$10 million designated to cover its operating

¹ While the Hoku Supplement asserts the amount wired was \$1,896,656.22, the actual amount that was wired and the amount that was originally due on the November 2011 invoice was \$1,895,656.22.

expenses. Attached hereto as Attachment No. 1 are a true and correct copy of the Filing Detail from the United States Securities and Exchange Commission ("SEC") website showing that the SEC accepted an 8-k filing from Hoku announcing the closing of that financing transaction on "2012-01-11 14:10:28" Eastern Standard Time, or 12:10 p.m. Mountain Standard Time on January 11, 2012, nearly two hours before the Oral Argument began in the Commission's hearing room, and a copy of the 8-k filing made with the SEC announcing the financing agreement. Importantly, Mr. Scott Paul, Hoku's CEO, signed the 8-k prior to the Oral Argument and was present at the Oral Argument. Thus, Mr. Paul knew Hoku had access to \$10 million to pay its operating expenses but failed to disclose that to this Commission.

Respectfully submitted this 13th day of January 2012.



JASON B. WILLIAMS
Attorney for Idaho Power Company

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 13th day of January 2012 I served a true and correct copy of the within and foregoing IDAHO POWER COMPANY'S SUPPLEMENTAL STATEMENT OF FACTS upon the following named parties by the method indicated below, and addressed to the following:

Commission Staff

Donald L. Howell, II
Deputy Attorneys General
Idaho Public Utilities Commission
472 West Washington (83702)
P.O. Box 83720
Boise, Idaho 83720-0074

Hand Delivered
 U.S. Mail
 Overnight Mail
 FAX
 Email Don.Howell@puc.idaho.gov

Hoku Materials, Inc.

Dean J. Miller
McDEVITT & MILLER LLP
420 East Bannock (83702)
P.O. Box 2564
Boise, Idaho 83701

Hand Delivered
 U.S. Mail
 Overnight Mail
 FAX
 Email joe@mcdevitt-miller.com
heather@mcdevitt-miller.com


Jason B. Williams

**BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION**

CASE NO. IPC-E-11-28

IDAHO POWER COMPANY

ATTACHMENT NO. 1



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U.S. Securities and Exchange Commission

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Form 8-K - Current report		SEC Accession No. 0001437749-12-000447	
Filing Date 2012-01-11	Period of Report 2012-01-11	Items	
Accepted 2012-01-11 14:10:28	Filing Date Changed 2012-01-11	Item 1.01: Entry into a Material Definitive Agreement	
Documents 4		Item 2.03: Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant	
		Item 9.01: Financial Statements and Exhibits	

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 8-K	hoku_8k-011112.htm	8-K	39497
2	EXHIBIT 10.1	ex10-1.htm	EX-10.1	324461
3	EXHIBIT 10.2	ex10-2.htm	EX-10.2	16856
4		image.jpg	GRAPHIC	16279
	Complete submission text file	0001437749-12-000447.txt		404709

Hoku Corp (Filer) CIK: 0001178336 (see all company filings)

IRS No.: 990351487 | State of Incorp.: DE | Fiscal Year End: 0331
 Type: 8-K | Act: 34 | File No.: 000-51458 | Film No.: 12521814
 SIC: 3690 Miscellaneous Electrical Machinery, Equipment & Supplies
 Assistant Director 10

Business Address	Mailing Address
1288 ALA MOANA BLVD., SUITE 220 HONOLULU HI 96814 808-682-7800	1288 ALA MOANA BLVD., SUITE 220 HONOLULU HI 96814

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 11, 2012

HOKU CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
Of incorporation)

000-51458

(Commission File Number)

99-0351487

(IRS Employer Identification No.)

1288 Ala Moana Blvd, Suite 220

Honolulu, Hawaii

(Address of principal executive offices)

96814

(Zip Code)

Registrant's telephone number, including area code: **(808) 682-7800**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 1.01. Entry into a Material Definitive Agreement*Credit Agreement*

On January 11, 2012, Hoku Corporation (“Hoku”) entered into a Credit Agreement (the “Credit Agreement”) with Industrial and Commercial Bank of China, Limited, New York Branch (the “Lender”). The Credit Agreement provides for one or more term loans (the “Loans”) in an aggregate principal amount not to exceed \$10.0 million (the “Maximum Loan Amount”), which must be borrowed by January 19, 2012. The principal amount of the Loans and any unpaid interest thereon must be paid in full by January 11, 2017 or the tenth business day prior to the date on which the standby letter of credit expires or otherwise terminates, whichever is earlier. Funds provided pursuant to the Credit Agreement are for the completion of the construction of the polysilicon production plant currently being constructed by Hoku’s subsidiary, Hoku Materials, Inc., in Pocatello, Idaho.

The Loans will bear interest at a per annum rate equal to the LIBOR Rate (as set forth in the Credit Agreement) for the applicable interest period plus 4.0%. Hoku has also agreed to pay the Lender’s reasonable costs and expenses in connection with the preparation, negotiation and delivery of the Credit Agreement. Hoku may not prepay the Loans, in whole or in part, at any time without the Lender’s prior written consent (such consent to be given in the Lenders’ sole discretion). In addition, the Credit Agreement provides for a prepayment fee ranging from 3% to 1% of the principal amounts prepaid depending upon the timing of such prepayments.

The Credit Agreement includes customary representations, warranties, covenants, acceleration, indemnity, and events of default provisions which may accelerate Hoku’s payment obligations under the Credit Agreement.

The Loans are secured by a standby letter of credit issued by Industrial and Commercial Bank of China Limited, Sichuan Branch, which was procured by Tianwei New Energy Holdings Co., Ltd., Hoku’s parent company (“Tianwei”), in favor of the Lender and which has an aggregate drawable amount of not less than \$12.4 million.

The foregoing description of the Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the Credit Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Related Arrangements between Hoku and Tianwei

As previously disclosed in Hoku’s periodic reports filed with the Securities and Exchange Commission, Tianwei and Hoku have been discussing what would constitute fair compensation for Tianwei for the financial services it is providing Hoku. Tianwei has and will provide standby letters of credit to secure the Loans in reliance on an understanding with Hoku that Tianwei will receive fair compensation for providing the letters of credit. Hoku and Tianwei are still discussing the amount and type of compensation; however Hoku believes the compensation will be in the form of a common stock warrant.

In addition, on January 11, 2012, in consideration of Tianwei’s procurement of the initial standby letter of credit and its efforts to obtain additional standby letters of credit to secure Loans under the Credit Agreement, Hoku entered into a Reimbursement Agreement with Tianwei obligating it to repay Tianwei for all interest, fees and expenses incurred by Tianwei in connection with the negotiation, execution and performance of the standby letter of credit contemplated by the Credit Agreement.

The foregoing description of the Reimbursement Agreement does not purport to be complete and is qualified in its entirety by reference to the Reimbursement Agreement, a copy of which is attached as Exhibit 10.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 above is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits .

<u>Exhibit No.</u>	<u>Description</u>
10.1	Credit Agreement, dated January 11, 2012, between Hoku Corporation and Industrial and Commercial Bank of China, Limited, New York Branch.
10.2	Reimbursement Agreement, dated January 11, 2012, between Hoku Corporation and Tianwei New Energy Holdings Co., Ltd.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: January 11, 2012

Hoku Corporation

By: /s/ Scott Paul

Scott Paul
Chief Executive Officer