

**INTERMOUNTAIN POWER PROJECT
RENEWAL CONTRACT COORDINATING COMMITTEE MEETING
MINUTES
MARCH 21, 2017**

MINUTES

A meeting of the Intermountain Power Project (IPP) Renewal Contract Coordinating Committee (RCCC) was held on March 21, 2017 at the M Resort, 12300 Las Vegas Blvd. South, Henderson, Nevada. The following were in attendance:

Dan Eldredge	IPA (IPP RCCC Chair)
Linford Jensen	IPA
Cameron Cowan	IPA
Vance Huntley	IPA
Michelle Miller	IPA
Bruce Rigby	IPA
Von Mellor	IPA
Eric Larsen	IPA
Nick Tatton	IPA
Allen Johnson	Bountiful
Lincoln Bleveans	Burbank
Michael Wenzinger	Burbank
Clay MacArthur	Deseret Power
Ramon Abueg	Glendale
Mark Young	Glendale
Jon Finlinson	IPSC
Scott Robison	IPSC
Brad Packer	LADWP (Operating Agent)
Reiko Kerr	LADWP
Bill Engels (Alt.)	LADWP
Kevin Peng	LADWP
Michael Webster	LADWP
Jodean Giese	LADWP
Joel Eves	Lehi
Mark Montgomery	Logan
Jared Griffiths (Alt.)	Moon Lake
Dan Anderson	Mt. Pleasant
Randy Ewell	Mt. Wheeler
Blaine Haacke	Murray
Shari Thomas (Alt.)	Pasadena
Durand Robison	REC's & Dixie-Escalante
Daniel Garcia	Riverside
Ted Olson	Utah Municipalities
John Crandall	George K. Baum
Eric Bawden	Holland & Hart

Mark Buchi	Holland & Hart
John Ward	John Ward Inc.
Ron Rencher	Parsons, Behle & Latimer

INTRODUCTION AND ANNOUNCEMENTS

The meeting commenced at 12:25 p.m. conducted by Chair Dan Eldredge. Mr. Eldredge welcomed everyone to the meeting. He stated the RCCC has a quorum to conduct the business before them. Mr. Eldredge had the RCCC members and visitors introduced.

ROLE OF THE RENEWAL CONTRACT COORDINATING COMMITTEE PRIOR TO THE TRANSITION DATE

Mr. Eldredge reviewed with the RCCC members the Renewal Contract Coordinating Committee document including Purchasers who are parties to the Renewal Power Sales Contract; it is formed and governed by Section 6.1 of the RPSC's; and the Committee is similar to the Original Coordinating Committee with few exceptions.

Mr. Eldredge reviewed with the RCCC members the RCCC Organization includes individual representatives appointed by each California Purchaser and each other Purchaser with 1.4% Generation Entitlement Share under the RPSC; collective representatives elected by the remaining Utah Municipal Purchasers and Cooperative Purchasers; the Chairman, IPA General Manager; Organized within the period required by RPSC's; and recommendations proposed to be developed for bylaws and organization of subcommittees.

Mr. Eldredge reviewed with the RCCC members the key RCCC dates including Effective Date - January 16, 2017; Entitlement Determination Date - January 17, 2017; Deadline for Organizing RCCC - February 16, 2017; Date after which financing can proceed- November 1, 2019; Date of Commencing Operation - July 1, 2025 of the Gas Repowering under the Power Sales Contracts; and Transition Date - June 16, 2027.

Mr. Eldredge reviewed with the RCCC members the RCCC role prior to the Transition Date; and the project indebtedness prior to the Transition Date. Mr. Eldredge also discussed the required approvals prior to the Transition Date for the RCCC members.

Ms. Thomas from Pasadena asked for a copy of this presentation to be sent to the RCCC members.

RESOLUTION RCCC-2017-001 CONSIDERATION AND APPROVAL OF ORGANIZATION OF RENEWAL CONTRACT COORDINATING COMMITTEE

Mr. Eldredge said Resolution RCCC-2017-001 was covered in a briefing by the Project Manager on March 15, 2017. Mr. Eldredge directed the RCCC members to a letter from the Project

Manager dated March 9, 2017 recommending approval. Mr. Eldredge summarized the information covered in the March 15, 2017 briefing.

Ms. Kerr from LADWP and Ms. Thomas from Pasadena asked for their names to be listed on Appendix A, Purchasers and Initial Representatives. Mr. Bawden said those names will be added to Appendix A.

Mr. Eldredge asked for any further questions on the resolution. Hearing none, he called for a motion to approve Resolution RCCC-2017-001.

Mr. Robison made a motion, based on Mr. Eldredge's report and the previous discussion at the RCCC telephonic briefing, to approve Resolution RCCC-2017-001. Ms. Kerr seconded. A vote by all RCCC members present was taken and the vote was unanimous in the affirmative.

The material used in the RCCC briefings on March 15, 2017 is attached.

RESOLUTION RCCC-2017-002 CONSIDERATION AND APPROVAL OF DETERMINATION THAT PRELIMINARY REPOWERING COSTS CONSTITUTE COSTS OF THE GAS REPOWERING

Mr. Eldredge said Resolution RCCC-2017-002 was covered in a briefing by the Project Manager on March 15, 2017. Mr. Eldredge directed the RCCC members to a letter from the Project Manager dated March 9, 2017 recommending approval. Mr. Eldredge summarized the information covered in the March 15, 2017 briefing.

Mr. Eldredge asked for questions on the resolution. Hearing none, he called for a motion to approve Resolution RCCC-2017-002.

Mr. Olson made a motion, based on Mr. Eldredge's report and the previous discussion at the RCCC telephonic briefing, to approve Resolution RCCC-2017-002. Mr. Engels seconded. A vote by all RCCC members present was taken and the vote was unanimous in the affirmative.

The material used in the RCCC briefings on March 15, 2017 is attached.

EXECUTIVE SESSION

There was none.

OTHER BUSINESS

Mr. Haacke asked Mr. Eldredge asked about the RCCC Bylaws. Mr. Eldredge said the Bylaws have yet to be created.

Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the meeting.

Ms. Thomas made a motion to adjourn. Mr. Robison seconded the motion. A vote by all RCCC members present was taken and the vote was unanimous in the affirmative. Meeting adjourned at 1:05 p.m.

TIME AND PLACE OF NEXT MEETING

Monday, May 22, 2017, at 11:30 a.m., at the Intermountain Generating Station in Delta, Utah

Minutes taken by Michelle Miller

Minutes approved: May 22, 2017

Attendees participating in the March 15, 2017 RCCC telephonic briefing:

Dan Eldredge	IPA
Cameron Cowan	IPA
Linford Jensen	IPA
Michelle Miller	IPA
Vance Huntley	IPA
Eric Larsen	IPA Board
Nick Tatton	IPA Board
Bruce Rigby	IPA Board
Von Mellor	IPA Board
Saif Mogri	IPA Consultant
Jon Finlinson	IPSC
Jon Christensen	IPSC
Bill Engels	LADWP
Brad Packer	LADWP
Kevin Peng	LADWP
Lincoln Blevians	Burbank
Ramon Abueg	Glendale
Mark Young	Glendale
Shari Thomas	Pasadena
Martin Ochotorena	Riverside
Roy Xu	Riverside
Ted Olson	Utah Municipalities
Jared Griffiths	Moon Lake
Clay MacArthur	Deseret Power
Eric Bawden	Holland & Hart
Ron Rencher	Parsons Behle & Latimer