



**Intermountain Power Project
RENEWAL CONTRACT
COORDINATING COMMITTEE MEETING**

**August 3, 2021
Sheraton Hotel, Park City, Utah and
Virtual Meeting via WebEx**

RENEWAL CONTRACT COORDINATING COMMITTEE PARTICIPATING VOTES

July 30, 2021

CHAIRMAN – R. DAN ELDREDGE 801-938-1333 dan@jpautah.com	%	Yes	No	Abs	Remarks
BURBANK 164 W. Magnolia Boulevard, Burbank, CA 91502 Dawn Roth Lindell 818-238-3550 drothlindell@burbankca.gov Mandip Samra (Alt) 818-238-3752 msamra@burbankca.gov Scott Mellon (Alt) 818-238-3659 smellon@burbankca.gov	3.334				
GLENDALE 141 N. Glendale Ave, 4 th FL, Glendale, CA 91206 Mark Young 818-548-2107 myoung@glendaleca.gov Chie Valdez (Alt) 818-550-4709 cvaldez@glendaleca.gov Matt Ko (Alt) 818-551-4690 mko@glendaleca.gov	4.167				
LOS ANGELES 111 N. Hope St. Room 1263, Los Angeles CA 90012 Paul Schultz 213-367-2929 Paul.Schultz@ladwp.com Reiko Kerr (Alt) 213-367-0387 Rm 921 Reiko.Kerr@ladwp.com Martin Adams (Alt.) Martin.Adams@ladwp.com	71.442				
UTAH MUNICIPALITIES Eric Larsen (Alt) 435-743-5114 Mobile: 435-253-1536 elarsen@frontiernet.net 210 South 370 East, Fillmore, UT84631	5.737				
BOUNTIFUL Allen Johnson 801-298-6162 ajohnson@bountifulutah.gov 198 South 200 West, Bountiful UT 84010 Gary Hill (Alt) 801-298-6140 ghill@bountifulutah.gov 790 South 100 East, Bountiful UT 84010	1.711				
LOGAN 530 North 800 West, Logan UT 84321 Mark Montgomery 435-716-9744 mark.montgomery@loganutah.org Yuqi Zhao (Alt) 435-716-9738 Yuqi.zhao@loganutah.org	2.491				
MURRAY 153 West 4800 South. Murray UT 84107 Blaine Haacke 801-558-9626 bhaacke@murray.utah.gov Greg Bellon (Alt) 801-330-9974 gbellon@murray.utah.gov	4.036				
REC'S (Bridger Valley, Garkane Energy, Flowell Electric) LaDel Laub (Alt) 435-439-5311 ladell@dixiepower.com Dixie-Escalante, 71 East Hwy 56 Beryl UT 84714	1.713				
DIXIE-ESCALANTE LaDel Laub (Alt) 435-439-5311 ladell@dixiepower.com 71 East Hwy 56, Beryl UT 84714-5197	1.548				
MOON LAKE ELECTRIC ASSOC. 800 West Highway 40, Roosevelt UT 84066 Grant Earl 435-7225-5400 gjearl@mleainc.com	2.018				
MT. WHEELER POWER, INC. 1600 Great Basin Blvd, Ely, NV 89301 Kevin Robison (Alt) 755-289-8981 kevinr@mwpower.org	1.803				
TOTAL	100.000				

**NOTICE OF INTERMOUNTAIN POWER PROJECT
RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**

THE INTERMOUNTAIN POWER PROJECT (IPP) HAS SCHEDULED A MEETING OF THE RENEWAL CONTRACT COORDINATING COMMITTEE AT 11:30 A.M. MOUNTAIN TIME (10:30 A.M. PACIFIC TIME) ON TUESDAY, AUGUST 3, 2021 AT THE SHERATON PARK CITY, SILVER MINE ROOM, 1895 SIDEWINDER DRIVE, PARK CITY, UTAH AND VIA TELECONFERENCE.

WEBEX MEETING INFORMATION

WebEx Meeting Link:
<https://ladwp.webex.com/meet/gregory.huynh>
Meeting number (access code): 960 527 414
Join by Phone:
1-213-306-3065
1-415-655-0002

A G E N D A

1. INTRODUCTIONS AND ANNOUNCEMENTS (DAN ELDREDGE)
2. CONSIDERATION AND APPROVAL OF THE MAY 17, 2021 AND THE JUNE 15, 2021 RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES
3. DISCUSSION OF THE AUGUST 3, 2021 INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING (DAN ELDREDGE)
4. **RESOLUTION RCCC-2021-005**
CONSIDERATION AND APPROVAL OF AMENDED AND RESTATED CONSTRUCTION MANAGEMENT AND OPERATING AGREEMENT (GREG HUYNH)
5. 2022 IPP RCCC MEETING CALENDAR
6. EXECUTIVE SESSION

NOTE: The executive session is for the members of the IPP Renewal Contract Coordinating Committee, the IPA Board and staff, the Operating Agent, the Project Manager and the respective legal counsel to IPA and each of the foregoing. If any attendee has a question whether they should be in the executive session or not, please come forward or contact the IPP Renewal Contract Coordinating Committee Chair, Dan Eldredge, at dan@ipautah.com before the meeting commences or by using the WebEx "Raise Hand" feature during the meeting (after the meeting commences and before it ends).

7. OTHER BUSINESS

8. TIME AND PLACE OF NEXT MEETING
10:30 A.M. PACIFIC TIME (11:30 A.M. MOUNTAIN TIME)
TUESDAY, NOVEMBER 2, 2021
PARK MGM; LAS VEGAS, NEVADA

1 **DRAFT INTERMOUNTAIN POWER PROJECT**
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**
3 **MINUTES**
4 **MAY 17, 2021**

5
6 **MINUTES**
7

8 A WebEx virtual meeting of the Intermountain Power Project (IPP) Renewal Contract
9 Coordinating Committee (RCCC) was held on May 17, 2021. The following participated:

10
11 Dan Eldredge IPA (IPP Chair)
12 Linford Jensen IPA
13 Cameron Cowan IPA
14 Vance Huntley IPA
15 Cody Combe IPA
16 Michelle Miller IPA
17 Ryleigh Hair IPA
18 Bruce Rigby IPA
19 Nick Tatton IPA
20 Joel Eves IPA
21 Saif Mogri IPA Consultant
22 Charles Gus Anaheim
23 Brian Beelner Anaheim
24 Allen Johnson Bountiful
25 Bob Liu Burbank
26 Scott Mellon (Alt.) Burbank
27 Mandip Samra (Alt.) Burbank
28 Shaun Kjar Ephraim
29 Jon Finlinson IPSC
30 Jon Christensen IPSC
31 Kevin Miller IPSC
32 Mike Nuttall IPSC
33 Mark Shipley IPSC
34 Jim Hill IPSC
35 John Aguilar LADWP
36 Melia Asucan LADWP
37 Paul Schultz LADWP
38 Lori Morrish LADWP
39 Greg Huynh LADWP
40 Tamer Ellyahky LADWP
41 Vaughn Minassian LADWP
42 Alex Kang LADWP
43 Mark Montgomery Logan
44 Blaine Haacke Murray
45 Kelly Nguyen Pasadena
46 Roy Xu Riverside

1 Eric Larsen (Alt.) Utah Municipalities
2 Mark Buchi Holland & Hart
3 Eric Bawden Holland & Hart
4 John Ward John Ward, Inc.
5 Rob Hughes Parsons, Behle & Latimer
6

7 **INTRODUCTIONS AND ANNOUNCEMENTS**
8

9 The meeting commenced at 11:10 a.m. conducted by Chair Dan Eldredge. Mr. Eldredge
10 welcomed everyone to the meeting. He stated the RCCC has a quorum to conduct the business
11 before them. Mr. Eldredge had the RCCC members and visitors introduced.
12

13 **CONSIDERATION AND APPROVAL OF THE MARCH 9, 2021 RENEWAL**
14 **CONTRACT COORDINATING COMMITTEE MEETING MINUTES**
15

16 Mr. Eldredge asked for a motion to approve the RCCC meeting minutes of March 9, 2021.
17

18 **Mr. Johnson made a motion to approve the RCCC meeting minutes of March 9,**
19 **2021. Mr. Larsen seconded the motion. A vote by all RCCC members participating**
20 **in the virtual meeting was taken and the vote was unanimous in the affirmative.**
21

22 **DISCUSSION OF THE MAY 17, 2021 INTERMOUNTAIN POWER PROJECT**
23 **COORDINATING COMMITTEE MEETING**
24

25 Mr. Eldredge said the RCCC members received reports covered in the IPP Coordinating
26 Committee meeting earlier today.
27

28 Mr. Eldredge asked for questions or comments on the reports. There were none.
29

30 **EXECUTIVE SESSION**
31

32 There was none.
33

34 **OTHER BUSINESS**
35

36 There was none.
37

38 Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the
39 meeting.
40

41 **Mr. Mellon made a motion to adjourn. Mr. Johnson seconded the motion. A vote**
42 **by all RCCC members participating in the virtual meeting was taken and the vote**
43 **was unanimous in the affirmative. Meeting adjourned at 11:15 a.m.**
44

1 **TIME AND PLACE OF NEXT MEETING**

2

3 Tuesday, June 15, 2021, at 11:30 a.m., via WebEx.

4

5 Minutes taken by Michelle Miller

6

7

1 **DRAFT INTERMOUNTAIN POWER PROJECT**
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**
3 **MINUTES**
4 **JUNE 15, 2021**

5
6 **MINUTES**
7

8 A WebEx virtual meeting of the Intermountain Power Project (IPP) Renewal Contract
9 Coordinating Committee (RCCC) was held on June 15, 2021. The following participated:

10
11 Dan Eldredge IPA (IPP Chair)
12 Linford Jensen IPA
13 Cameron Cowan IPA
14 Vance Huntley IPA
15 Cody Combe IPA
16 Michelle Miller IPA
17 Ryleigh Hair IPA
18 Bruce Rigby IPA
19 Nick Tatton IPA
20 Joel Eves IPA
21 Allen Johnson Bountiful
22 Scott Mellon (Alt.) Burbank
23 Clay MacArthur Deseret Power
24 Mark Young Glendale
25 Jon Finlinson IPSC
26 Kevin Miller IPSC
27 Mike Nuttall IPSC
28 John Aguilar LADWP
29 Lori Morrish LADWP
30 Greg Huynh LADWP
31 Kevin Peng LADWP
32 Kevin Robison Mt. Wheeler
33 Kelly Nguyen Pasadena
34 Robert Castro Pasadena
35 Roy Xu Riverside
36 Eric Larsen (Alt.) Utah Municipalities
37 Mark Buchi Holland & Hart
38 Eric Bawden Holland & Hart
39 John Ward John Ward, Inc.
40 Rob Hughes Parsons, Behle & Latimer

41
42 **INTRODUCTIONS AND ANNOUNCEMENTS**
43

44 The meeting commenced at 9:20 a.m. conducted by Chair Dan Eldredge. Mr. Eldredge
45 welcomed everyone to the meeting. Mr. Eldredge had the RCCC members and visitors
46 introduced.

1
2 **DISCUSSION OF THE JUNE 15, 2021, INTERMOUNTAIN POWER PROJECT**
3 **COORDINATING COMMITTEE MEETING**
4

5 Mr. Eldredge said the RCCC members received reports covered in the IPP Coordinating
6 Committee meeting earlier today.

7
8 Mr. Eldredge asked for questions or comments on the reports. There were none.
9

10 **RESOLUTION RCCC-2021-003 AUTHORIZATION TO EXECUTE ENGINEERING,**
11 **PROCUREMENT, AND CONSTRUCTION AGREEMENT NO. 722 (IPP**
12 **SWITCHYARD)**
13

14 Mr. Eldredge said Resolution RCCC-2021-003 was covered in a briefing by the Operating Agent
15 on June 7, 2021. Mr. Eldredge directed the RCCC members to a letter from the Project Manager
16 dated June 3, 2021, recommending approval. Ms. Morrish summarized the information covered
17 in the June 7, 2021, briefing.
18

19 Mr. Eldredge said the RCCC members were present during the discussion in the CC meeting and
20 asked if there was any further discussion or questions on the Resolution. Hearing none, Mr.
21 Eldredge asked for a motion to approve Resolution RCCC-2021-003.
22

23 **Based on the previous discussion in the CC meeting and in the absence of further**
24 **discussion or questions, Mr. Mellon made a motion to approve Resolution RCCC-**
25 **2021-003. Mr. Young seconded the motion. A vote by all RCCC members**
26 **participating in the virtual meeting was taken and the vote was unanimous in the**
27 **affirmative.**
28

29 **Mr. Schultz from LADWP and Mr. Haacke from Murray, who were not present,**
30 **voted in the affirmative earlier by sending an email to the Chair of the RCCC.**
31

32 **EXECUTIVE SESSION**
33

34 There was none.
35

36 **OTHER BUSINESS**
37

38 There was none.
39

40 Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the
41 meeting.
42

1 **Mr. Mellon made a motion to adjourn. Mr. Johnson seconded the motion. A vote**
2 **by all RCCC members participating in the virtual meeting was taken and the vote**
3 **was unanimous in the affirmative. Meeting adjourned at 9:25 a.m.**
4

5 **TIME AND PLACE OF NEXT MEETING**
6

7 Monday, July 19, 2021, at 11:30 a.m., via WebEx.
8

9 Minutes taken by Michelle Miller.
10
11

RESOLUTION

RCCC-2021-005

**APPROVAL OF AMENDED AND RESTATED
CONSTRUCTION MANAGEMENT AND OPERATING AGREEMENT**

On motion of _____, seconded by _____, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) held on August 3, 2021, the following Resolution was duly adopted:

WHEREAS, Intermountain Power Agency (“IPA”) is a party with the Purchasers (as defined in such Power Sales Contracts) to those certain Power Sales Contracts, dated as of September 28, 1978 for the Utah Purchasers (as defined in such Power Sales Contracts) and August 6, 1980 for the California Purchasers (as defined in such Power Sales Contracts) (such Power Sales Contracts, as amended, revised and updated, collectively, the “Power Sales Contracts”); and

WHEREAS, pursuant to Section 5.2 of the Power Sales Contracts, IPA agreed to appoint the Department of Water and Power of the City of Los Angeles (“LADWP”) as the Project Manager and Operating Agent to construct, operate and maintain the Project; and

WHEREAS, IPA and LADWP are parties to that certain Construction Management and Operating Agreement dated as of September 12, 1980, as amended by that certain First Amendment to Intermountain Power Project Construction Management and Operating Agreement dated as of February 1, 1983 (the “Original CM&OA”), wherein IPA appointed LADWP as Project Manager and Operating Agent to construct, operate and maintain the Project; and

WHEREAS, the term of the Original CM&OA is the same as the term of the Power Sales Contracts, ending on June 15, 2027; and

WHEREAS, IPA is also a party to those certain Renewal Power Sales Contracts, dated as of January 16, 2017 (as amended and updated, the “Renewal Power Sales Contracts”) with those Purchasers that (i) accepted the Renewal Offer (as defined in the Power Sales Contracts) and (ii) did not subsequently terminate their Renewal Power Sales Contract pursuant to Section 42.1 of the Renewal Power Sales Contracts (“Renewal Purchasers”); and

WHEREAS, pursuant to Section 5.2 of the Renewal Power Sales Contracts, IPA has appointed LADWP as the Project Manager and Operating Agent to construct, operate, and maintain the Project during the Operational Period (as that term is defined in the Renewal Power Sales Contracts); and

WHEREAS, it is necessary to extend the term of the Original CM&OA to match the term of the Renewal Power Sales Contracts; and

WHEREAS, the Operating Agent deems it advisable and in accordance with Prudent Utility Practice to make certain other amendments and revisions to the Original CM&OA; and

WHEREAS, the Operating Agent has worked with IPA and legal counsel to prepare an Amended and Restated Construction Management and Operating Agreement (the “Amended and Restated CM&OA”) that (i) extends the term of the Original CM&OA to match the term of the Renewal Power Sales Contracts, and (ii) makes other appropriate revisions; and

WHEREAS, pursuant to Section 6.2.12 of the Renewal Power Sales Contracts, the Committee is responsible for approving amendments to the Construction Management and Operating Agreement (which approval from the Committee is being sought out of an abundance of caution notwithstanding the anticipated effectiveness of the Amended and Restated CM&OA prior to the Transition Date); and

WHEREAS, a letter dated July 9, 2021 has been received by the Committee from Mr. Gregory S. Huynh, on behalf of the Operating Agent (the “Operating Agent Recommendation Letter”), recommending that the Committee approve, and recommend that the IPA Board of Directors (“IPA Board”) approve, the Amended and Restated CM&OA; and

WHEREAS, the Operating Agent Recommendation Letter states that the Operating Agent is of the opinion that the Amended and Restated CM&OA is in accordance with Prudent Utility Practice (as defined in the Power Sales Contracts), and complies with applicable provisions of (i) the Amended and Restated Power Supply Revenue Bond Resolution, adopted August 28, 1998 (“Bond Resolution”), (ii) the Power Sales Contracts, and (iii) the Renewal Power Sales Contracts; and

WHEREAS, the Operating Agent provided a briefing on a conference call on July 12, 2021 and at a meeting of the Committee on August 3, 2021 (collectively, the “Operating Agent Briefing”), during which the Operating Agent further described and explained the basis of the Operating Agent’s recommendations, advice and determinations set forth above; and

WHEREAS, the Committee has reviewed and considered the Amended and Restated CM&OA, the Operating Agent Recommendation Letter and the Operating Agent Briefing, including the recommendations, advice and determinations of the Operating Agent in the foregoing.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby approves the Amended and Restated CM&OA, as submitted by the Operating Agent; and

BE IT FURTHER RESOLVED, that the Committee hereby recommends that the IPA Board approve the Amended and Restated CM&OA; and

Resolution No. RCCC-2021-005
August 3, 2021
Page 3

BE IT FURTHER RESOLVED, that the Chairman is hereby authorized and directed by the Committee to execute this Resolution and to do all things necessary to render the same in full force and effect.

INTERMOUNTAIN POWER PROJECT

CHAIRMAN, RENEWAL CONTRACT
COORDINATING COMMITTEE

ATTEST:

SECRETARY



**2022 MEETING CALENDAR
IPP RENEWAL COORDINATING COMMITTEE
(RCCC)**

March 8 (Tuesday)	9:00 A.M. – California Location
May 16 (Monday)	10:00 A.M – IGS, Delta, UT
August 2 (Tuesday)	9:00 A.M – Park City, UT
November 8 (Tuesday)	1:00 P.M. – Las Vegas, NV
December 6 (Tuesday)	ANNUAL MTG – SLC, UT

July 27, 2021