



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

**March 21, 2017
M Resort
Las Vegas, Nevada**

RENEWAL CONTRACT COORDINATING COMMITTEE PARTICIPATING VOTES

March 16, 2017

CHAIRMAN – R. DAN ELDREDGE 801-938-1333 dan@ipautah.com	%	Yes	No	Abs	Remarks
BURBANK 164 W. Magnolia Boulevard, Burbank, CA 91502 Jorge Somoano 818-238-3550 jsomoano@burbankca.gov Lincoln Bleveans 818-238-3651 lbleveans@burbankca.gov	4.167				
GLENDALE Ramon Abueg 818-548-3297 RAbueg@glendaleca.gov 141 N. Glendale Ave., Room 450 Glendale, CA 91206 Christine Godinez (Alt.) 818-548-2080 CGodinez@glendaleca.gov 613 E Broadway Room 220, Glendale, CA 91206	4.167				
LOS ANGELES 111 N. Hope St. Room 1263, Los Angeles CA 90012 Bradford Packer 213-367-2227 brad.packer@ladwp.com Bill Engels (Alt.) 213-367-0289 william.engels@ladwp.com	64.775				
PASADENA 150 S. Los Robles Ave., Suite 200, Pasadena, CA 91101 Gurcharan Bawa 626-744-7598 gbawa@cityofpasadena.net Shari Thomas (Alt) 626-744- 4515 stthomas@cityofpasadena.net Steven Endo (Alt.) 626-744-7599 sendo@cityofpasadena.net Eric Klinkner (Alt) 626-744-4478 eklinkner@cityofpasadena.net	1.667				
RIVERSIDE Girish Balachandran 951-826-2450 girish@riversideca.gov 3750 University Ave, 5 th FL, Riverside CA 92501 Daniel E. Garcia 951-715-3563 degarcia@riversideca.gov 3435 14 th Street, Riverside CA 92501 Martin Ochoterena 951-826-8528 mochotorena@riversideca.gov 3435 14 th St., Riverside CA 92501 Kevin Milligan 951-826-2450 kmilligan@riversideca.gov 3750 University Ave, 5 th FL, Riverside CA 92501 Laura Chavez-Nomura 951-826-5492 lnomura@riversideca.gov 3901 Orange St., Riverside CA 92501	4.167				
UTAH MUNICIPALITIES Ted Olson 435-283-7533 ted.olson@snow.edu Snow College 150 College Avenue, Ephraim UT 84627 Ed Collins (Alt.) 801-768-7200 Ext. 175 emcollins@civilscience.com 3160 West Clubhouse Dr., Lehi UT 84043	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) Durand Robison 435-743-6214 durandr@flowellelectric.com Flowell Electric 495 N 3200 W, Fillmore UT 84631 LaDel Laub (Alt) 435-439-5311 ladell@dixiepower.com Dixie-Escalante, 71 East Hwy 56 Beryl UT 84714	1.713				
DIXIE-ESCALANTE Durand Robison 435-743-6214 durand@deseretpower.com 495 North 3200 West, HC 61, Fillmore UT 84631 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 Jared Griffiths (Alt.) 435-722-5400 jgriffiths@mleainc.com	2.018				
MT. WHEELER POWER, INC. PO Box 151000, Ely NV 89315 Randy Ewell 755-289-8981 randye@mwpower.org Kevin Robison (Alt.) 755-289-8981 Keviny@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. ON TUESDAY, MARCH 21, 2017 AT THE M RESORT, MESSINA 1 & 2, 12300 LAS VEGAS BOULEVARD SOUTH, HENDERSON, NEVADA.

A G E N D A

1. INTRODUCTIONS AND ANNOUNCEMENTS (DAN ELDREDGE)

2. ROLE OF THE RENEWAL CONTRACT COORDINATING COMMITTEE PRIOR TO THE TRANSITION DATE (DAN ELDREDGE/MARK BUCHI)

3. **RESOLUTION RCCC-2017-001**
CONSIDERATION AND APPROVAL OF ORGANIZATION OF RENEWAL CONTRACT COORDINATING COMMITTEE (DAN ELDREDGE)

4. **RESOLUTION RCCC-2017-002**
CONSIDERATION AND APPROVAL OF DETERMINATION THAT PRELIMINARY REPOWERING COSTS CONSTITUTE COSTS OF THE GAS REPOWERING (DAN ELDREDGE)

5. EXECUTIVE SESSION

6. OTHER BUSINESS

7. TIME AND PLACE OF NEXT MEETING
11:30 A.M., MONDAY, MAY 22, 2017
INTERMOUNTAIN GENERATING STATION, DELTA, UTAH

MARCH 14, 2017

ERIC GARCETTI
Mayor

Commission
MEL LEVINE, *President*
WILLIAM W. FUNDERBURK JR., *Vice President*
JILL BANKS BARAD
MICHAEL F. FLEMING
CHRISTINA E. NOONAN
BARBARA E. MOSCHOS, *Secretary*

DAVID H. WRIGHT
General Manager

March 9, 2017

Mr. R. Dan Eldredge
General Manager
Intermountain Power Agency
10653 South River Front Parkway, Suite 120
South Jordan, Utah 84095

Dear Mr. Eldredge:

Subject: Approval of Organization of Renewal Contract Coordinating Committee

The Project Manager requests and recommends that the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) take the following actions:

1. Determine that the appointment or election of the Initial Representatives (as defined below) constitutes the timely organization of the Committee in accordance with the Contracts (as defined below); and
2. Direct the Chairman and the Project Manager to provide recommendations regarding the following: (a) a form of bylaws for the Committee setting forth rules and procedures to govern the conduct of the Committee’s business, and (b) the subcommittees that should be established pursuant to Section 6.6 of the Contracts to facilitate the proper performance of the Committee’s responsibilities, duties and rights existing from time to time under the Contracts and, for each such subcommittee, the proposed membership of such subcommittee and the form of charter specifying the responsibilities, duties and rights of such subcommittee.

This letter is being sent pursuant to those certain Renewal Power Sales Contracts, dated January 16, 2017, between IPA and each of the Purchasers represented on the Committee (the “Contracts”). Each initially capitalized term that is used but not otherwise defined in this letter has the meaning ascribed to such term in the Contracts.

Pursuant to Section 6.1.10.3 of the Contracts, the Committee was organized by the appointment or election by the Purchasers of the Purchasers’ respective representatives and alternate representatives to the Committee (collectively, the “Representatives”). Such appointments and elections took place on or before February 16, 2017 in satisfaction of the requirement that the Committee be organized on or before the thirtieth (30th) day following the Entitlement Determination Date.

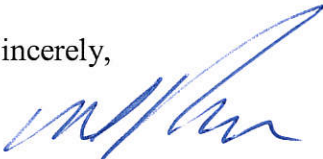
Mr. R. Dan Eldredge
March 9, 2017
Page 2

The Project Manager recommends that the Committee acknowledge the organization of the Committee in accordance with the Contracts by making the recommended determination. The Project Manager also has determined that certain rules for the conduct of the Committee should be established through the adoption of bylaws for the Committee and that subcommittees of the Committee should be established. The Project Manager anticipates working with the Chairman of the Committee to develop a recommended form of bylaws as well as a recommendation regarding the subcommittees that should be formed at this time and the charters for such subcommittees for presentation at the next meeting of the Committee.

A draft of a proposed resolution for this action is enclosed for your review. The proposed resolution includes Appendix A which identifies the Initial Representatives (as defined in the proposed resolution).

The Project Manager will hold a telephone conference to discuss this recommendation for the benefit of the Committee and the IPA Board on March 14, 2017 at 10 a.m. Pacific Daylight Time. The telephone conference will also involve the discussion of matters for the benefit of the Original Coordinating Committee. The call-in number for this conference is (888) 906-0040. The security code is 4719296#.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Bradford L. Packer', is written over the word 'Sincerely,'.

Bradford L. Packer
Director, Power and Fuel Purchase Division
Los Angeles Department of Water and Power, Project Manager

RESOLUTION

RCCC-2017-001

**APPROVAL OF ORGANIZATION OF
RENEWAL CONTRACT COORDINATING COMMITTEE**

On motion of _____, seconded by _____, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) held on March 21, 2017, the following Resolution was duly adopted:

WHEREAS, pursuant to Section 6.1.10.3 of those certain Renewal Power Sales Contracts, dated January 16, 2017, between Intermountain Power Agency (“IPA”) and the purchasers listed on Appendix A attached hereto and incorporated by this reference (collectively, the “Contracts”), the Committee was organized by the appointment or election by the Purchasers of the Purchasers’ respective representatives and alternate representatives to the Committee (collectively, the “Representatives”) on or before February 16, 2017 (being the thirtieth (30th) day following the Entitlement Determination Date, as defined in the Contracts); and

WHEREAS, the initial Representatives appointed or elected pursuant to Section 6.1 of the Contracts (the “Initial Representatives”) and the Purchasers represented by the Initial Representatives are set forth opposite the name of such Purchasers on Appendix A attached hereto and incorporated by this reference; and

WHEREAS, although the Committee’s responsibilities, duties and rights prior to the Transition Date are limited to those under Sections 6.3, 6.4 and 15.1 of the Contracts, the Committee desires to establish rules, procedures and committees to facilitate any action that it may take from time to time pursuant to such responsibilities, duties and rights prior to the Transition Date as well as actions that may be taken from and after the Transition Date; and

WHEREAS, the Committee has received a letter dated March 9, 2017 from Mr. Bradford L. Packer, on behalf of the Project Manager (the “Project Manager Recommendation Letter”), setting forth the foregoing recitals and recommending that the Committee approve, adopt and take the following actions (the “Recommended Actions”):

1. Determine that the appointment or election of the Initial Representatives constitutes the timely organization of the Committee in accordance with the Contracts; and

2. Direct the Chairman and the Project Manager to provide recommendations regarding the following: (a) a form of bylaws for the Committee setting forth rules and procedures to govern the conduct of the Committee’s business, and (b) the subcommittees that should be established pursuant to Section 6.6 of the Contracts to facilitate the proper performance of the Committee’s responsibilities, duties and rights existing from time to time under the Contracts and, for each such subcommittee, the

proposed membership of such subcommittee and the form of charter specifying the responsibilities, duties and rights of such subcommittee; and

WHEREAS, the Project Manager provided a briefing on a conference call on March 14, 2017, and at a meeting of the Committee on March 21, 2017 (collectively, the “Project Manager Briefing”) during which the Project Manager described and explained the basis for recommending the Recommended Actions.

WHEREAS, the Committee has reviewed and considered the Project Manager Recommendation Letter and the Project Manager Briefing, including the determinations, advice and recommendations of the Project Manager.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby approves, adopts and takes the Recommended Actions; and

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 RENEWAL
CONTRACT COORDINATING COMMITTEE

CHAIRMAN

ATTEST:

SECRETARY

APPENDIX A

PURCHASERS AND INITIAL REPRESENTATIVES

<u>Purchaser</u>	<u>Representative and Alternate Representative</u>
Beaver City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
City of Bountiful	Allen Johnson, Representative Gary Hill, Alternate Representative
Enterprise City	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Ephraim City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
City of Fairview	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Fillmore City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Heber Light & Power Company	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Holden Town Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
City of Hurricane	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Hyrum City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative

Appendix A to
Resolution No. RCCC-2017-001

<u>Purchaser</u>	<u>Representative and Alternate Representative</u>
Kanosh Town Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Kaysville City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
City of Lehi	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
City of Logan	Mark Montgomery, Representative Yuqi Zhao, Alternate Representative
Morgan City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Mt. Pleasant City	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Murray City Corporation	Blaine Haacke, Representative Greg Bellon, Alternate Representative
Town of Oak City	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Parowan City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Price City	Ted L. Olson, Representative Edward M. Collins, Alternate Representative
Spring City Corporation	Ted L. Olson, Representative Edward M. Collins, Alternate Representative

Appendix A to
Resolution No. RCCC-2017-001

<u>Purchaser</u>	<u>Representative and Alternate Representative</u>
Bridger Valley Electric Association, Inc.	Durand Robison, Representative LaDel Laub, Alternate Representative
Dixie-Escalante Rural Electric Association, Inc.	Durand Robison, Representative LaDel Laub, Alternate Representative
Flowell Electric Association, Inc.	Durand Robison, Representative LaDel Laub, Alternate Representative
Garkane Energy Cooperative, Inc.	Durand Robison, Representative LaDel Laub, Alternate Representative
Moon Lake Electric Association, Inc.	Grant Earl, Representative Jared Griffiths, Alternate Representative
Mt. Wheeler Power, Inc.	Randy Ewell, Representative Kevin Robison, Alternate Representative
Burbank Water and Power	Jorge Somoano, Representative Lincoln Bleveans, Alternate Representative
Glendale Water & Power	Ramon Abueg, Representative Christine Godinez, Alternate Representative
Department of Water and Power of the City of Los Angeles	Bradford Packer, Representative Bill Engels, Alternate Representative
Pasadena Water and Power	Gurcharan Bawa, Representative Steven Endo, Alternate Representative Eric Klinkner, Alternate Representative

Appendix A to
Resolution No. RCCC-2017-001

<u>Purchaser</u>	<u>Representative and Alternate Representative</u>
Riverside Public Utilities	Girish Balachandran, Representative Daniel E. Garcia, Alternate Representative Martin Ochoterena, Alternate Representative Kevin Milligan, Alternate Representative Laura Chavez-Nomura, Alternate Representative

ERIC GARCETTI
Mayor

Commission
MEL LEVINE, *President*
WILLIAM W. FUNDERBURK JR., *Vice President*
JILL BANKS BARAD
MICHAEL F. FLEMING
CHRISTINA E. NOONAN
BARBARA E. MOSCHOS, *Secretary*

DAVID H. WRIGHT
General Manager

March 9, 2017

Mr. R. Dan Eldredge
General Manager
Intermountain Power Agency
10653 South River Front Parkway, Suite 120
South Jordan, Utah 84095

Dear Mr. Eldredge:

Subject: Approval of Determination that Preliminary Repowering Costs Constitute Costs of the Gas Repowering

The Project Manager requests and recommends that the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) approve, and recommend that the Intermountain Power Agency (“IPA”) Board of Directors (the “IPA Board”) approve, the determination that (i) Transition Project Indebtedness (as defined below) issued or incurred to finance all or a portion of the Preliminary Repowering Costs (as defined below) shall constitute Transition Project Indebtedness issued or incurred to finance the Gas Repowering (as defined below) and (ii) such Transition Project Indebtedness, to the extent issued or incurred, satisfies the condition set forth in Section 15.1.2(A)(i) of the Contracts (as defined below). This letter is being sent pursuant to those certain Renewal Power Sales Contracts, dated January 16, 2017, between IPA and each of the Purchasers represented on the Committee (the “Contracts”). Each initially capitalized term that is used but not otherwise defined in this letter has the meaning ascribed to such term in the Contracts or, if not defined in the Contracts, has the meaning ascribed to such term in the Prior Resolutions (as defined below).

On January 19, 2016, the Original Coordinating Committee adopted Resolution No. CC-2016-001 and the IPA Board adopted Resolution IPA-2016-001 approving the following: (i) the performance of the Preliminary Repowering Work by the Project Manager and third party consultants designated by the Project Manager, (ii) the payment of the Preliminary Repowering Costs from the Contingency Reserve in an amount up to the Maximum Preliminary Repowering Authorization to the Project Manager and to such third party consultants for the performance of the Preliminary Repowering Work, and (iii) the Preliminary Costs Reimbursement Policy. The Maximum Preliminary Repowering Authorization specifies the maximum amount of funds from the Contingency Reserve that may be spent on the Preliminary Repowering Costs.

The Project Manager has recommended that the Original Coordinating Committee also adopt Resolution No. CC-2017-001 (such resolution together with Resolution No. CC-2016-001 and Resolution IPA-2016-001 identified above being, collectively, the “Prior Resolutions”) approving the increase in the Maximum Preliminary Repowering Authorization and amending

Putting Our Customers First 

Mr. R. Dan Eldredge
March 9, 2017
Page 2

and restating the Preliminary Repowering Work to reflect additional work to be performed and the Preliminary Repowering Costs to reflect the additional costs for such additional work.

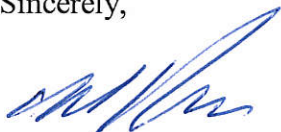
Section 15.1.2 of the Contracts requires IPA to obtain the prior approval of the Committee for Transition Project Indebtedness issued or incurred by IPA unless certain conditions described in Section 15.1.2 of the Contracts are satisfied (the "Section 15.1.2 Conditions"). It is the intent of the Original Coordinating Committee, as expressed in Resolution No. CC-2016-001 identified above, that the Preliminary Repowering Costs be financed through the issuance of Transition Project Indebtedness. As a result, the Project Manager has determined that it will help reduce uncertainty if the Committee determines concurrently with the approval of the expenditure of Preliminary Repowering Costs that the Section 15.1.2 Condition specified in Section 15.1.2(A)(i) of the Contracts has been satisfied by determining that such Preliminary Repowering Costs constitute costs of the Gas Repowering for purposes of Section 15.1.2(A)(i) of the Contracts. Whether the other Section 15.1.2 Conditions have been satisfied will have to be determined once the terms of such Transition Project Indebtedness are known.

Accordingly, in order to facilitate the financing of the Preliminary Repowering Costs in an amount up to the Maximum Preliminary Repowering Authorization pursuant to the Preliminary Costs Reimbursement Policy, the Project Manager recommends and requests that the Committee determine, in anticipation of financing such Preliminary Repowering Costs through Transition Project Indebtedness to be approved and issued after November 1, 2019, that the Preliminary Repowering Costs constitute costs of the Gas Repowering for purposes of Section 15.1.2 of the Contracts.

The Project Manager will hold a telephone conference to discuss this recommendation for the benefit of the Committee and the IPA Board on March 14, 2017 at 10 a.m. Pacific Daylight Time. The telephone conference will also involve the discussion of matters for the benefit of the Original Coordinating Committee. The call-in number for this conference is (888) 906-0040. The security code is 4719296#.

A draft of a proposed resolution for this action is enclosed for your review.

Sincerely,



Bradford L. Packer
Director, Power and Fuel Purchase Division
Los Angeles Department of Water and Power, Project Manager

RESOLUTION

RCCC-2017-002

**APPROVAL OF DETERMINATION THAT PRELIMINARY REPOWERING COSTS
CONSTITUTE COSTS OF THE GAS REPOWERING**

On motion of _____, seconded by _____ at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”), held on March 21, 2017, the following Resolution was duly adopted:

WHEREAS, Intermountain Power Agency (“IPA”) and the Purchasers represented on the Committee are parties to those certain Renewal Power Sales Contracts, dated January 16, 2017 (the “Contracts”); and

WHEREAS, on January 19, 2016, the Original Coordinating Committee (as defined in the Contracts) adopted Resolution No. CC-2016-001 and the IPA Board of Directors (the “IPA Board”) adopted Resolution IPA-2016-001 (collectively, the “Preliminary Repowering Work Resolutions”) approving, among other things, the following: (i) the payment of the Preliminary Repowering Costs (each initially capitalized term used but not defined this Resolution has the meaning ascribed to such term in the Preliminary Repowering Work Resolutions) from the Contingency Reserve in an amount up to the Maximum Preliminary Repowering Authorization to the Project Manager (as defined in the Contracts) and to third party consultants for the performance of the Preliminary Repowering Work, and (ii) the Preliminary Costs Reimbursement Policy; and

WHEREAS, on March 21, 2017, the Original Coordinating Committee adopted Resolution No. CC-2017-001 approving, and recommending that the IPA Board approve, among other things, an increase in the Maximum Preliminary Repowering Authorization to Eight Million Three Hundred Thousand (\$8,300,000) based on the Preliminary Repowering Work described in such resolution; and

WHEREAS, Section 15.1.2 of the Contracts requires IPA to obtain the prior approval of the Committee for Transition Project Indebtedness issued or incurred by IPA unless certain conditions described in Section 15.1.2 of the Contracts are satisfied; and

WHEREAS, the Committee has received a letter dated March 9, 2017, from Mr. Bradford L. Packer on behalf of the Project Manager (the “Project Manager Recommendation Letter”) setting forth the foregoing recitals and recommending that the Committee approve, adopt and take the following action, and recommend that the IPA Board approve such action (the “Recommended Action”): determine by this resolution that (i) Transition Project Indebtedness issued or incurred to finance all or a portion of the Preliminary Repowering Costs shall constitute Transition Project Indebtedness issued or incurred to finance the Gas Repowering and (ii) such Transition Project Indebtedness, to the extent issued or incurred, satisfies the condition set forth in Section 15.1.2(A)(i) of the Contracts; and

WHEREAS, the Project Manager provided a briefing for the benefit of the Committee on March 14, 2017, and at a meeting of the Committee on March 21, 2017 (collectively, the "Project Manager Briefing") during which the Project Manager described and explained the basis for recommending the Recommended Action; and

WHEREAS, the Committee has reviewed and considered the Project Manager Recommendation Letter and the Project Manager Briefing, including the determinations, advice and recommendations of the Project Manager.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby approves, adopts and takes, and recommends that the IPA Board approve, the Recommended Action; and

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 RENEWAL
CONTRACT COORDINATING COMMITTEE

CHAIRMAN

ATTEST:

SECRETARY