



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

**March 9, 2021  
Virtual Meeting Via WebEx**

CHAIRMAN – R. DAN ELDREDGE 801-938-1333 <a href="mailto:dan@ipautah.com">dan@ipautah.com</a>	%	Yes	No	Abs	Remarks
<b>BURBANK</b> 164 W. Magnolia Boulevard, Burbank, CA 91502 Scott Mellon (Alt) 818-238-3659 <a href="mailto:smellon@burbankca.gov">smellon@burbankca.gov</a>	3.334				
<b>GLENDALE</b> 141 N. Glendale Ave, 4 <sup>th</sup> FL, Glendale, CA 91206 Stephen M. Zurn 818-548-2107 <a href="mailto:SZurn@glendaleca.gov">SZurn@glendaleca.gov</a> Mark Young (Alt) 818-548-2107 <a href="mailto:myoung@glendaleca.gov">myoung@glendaleca.gov</a>	4.167				
<b>LOS ANGELES</b> 111 N. Hope St. Room 1263, Los Angeles CA 90012 Paul Schultz 213-367-2929 <a href="mailto:Paul.Schultz@ladwp.com">Paul.Schultz@ladwp.com</a> Reiko Kerr (Alt) 213-367-0387 Rm 921 <a href="mailto:Reiko.Kerr@ladwp.com">Reiko.Kerr@ladwp.com</a> Martin Adams (Alt.) <a href="mailto:Martin.Adams@ladwp.com">Martin.Adams@ladwp.com</a>	71.442				
<b>UTAH MUNICIPALITIES</b> Eric Larsen (Alt) 435-743-5114 Mobile: 435-253-1536 <a href="mailto:elarsen@frontiernet.net">elarsen@frontiernet.net</a> 210 South 370 East, Fillmore, UT84631	5.737				
<b>BOUNTIFUL</b> Allen Johnson 801-298-6162 <a href="mailto:ajohnson@bountifulutah.gov">ajohnson@bountifulutah.gov</a> 198 South 200 West, Bountiful UT 84010 Gary Hill (Alt) 801-298-6140 <a href="mailto:ghill@bountifulutah.gov">ghill@bountifulutah.gov</a> 790 South 100 East, Bountiful UT 84010	1.711				
<b>LOGAN</b> 530 North 800 West, Logan UT 84321 Mark Montgomery 435-716-9744 <a href="mailto:mark.montgomery@loganutah.org">mark.montgomery@loganutah.org</a> Yuqi Zhao (Alt) 435-716-9738 <a href="mailto:Yuqi.zhao@loganutah.org">Yuqi.zhao@loganutah.org</a>	2.491				
<b>MURRAY</b> 153 West 4800 South. Murray UT 84107 Blaine Haacke 801-558-9626 <a href="mailto:bhaacke@murray.utah.gov">bhaacke@murray.utah.gov</a> Greg Bellon (Alt) 801-330-9974 <a href="mailto:gbellon@murray.utah.gov">gbellon@murray.utah.gov</a>	4.036				
<b>REC’S (Bridger Valley, Garkane Energy, Flowell Electric)</b> LaDel Laub (Alt) 435-439-5311 <a href="mailto:ladell@dixiepower.com">ladell@dixiepower.com</a> Dixie-Escalante, 71 East Hwy 56 Beryl UT 84714	1.713				
<b>DIXIE-ESCALANTE</b> LaDel Laub (Alt) 435-439-5311 <a href="mailto:ladell@dixiepower.com">ladell@dixiepower.com</a> 71 East Hwy 56, Beryl UT 84714-5197	1.548				
<b>MOON LAKE ELECTRIC ASSOC.</b> 800 West Highway 40, Roosevelt UT 84066 Grant Earl 435-7225-5400 <a href="mailto:gjearl@mleainc.com">gjearl@mleainc.com</a>	2.018				
<b>MT. WHEELER POWER, INC.</b> 1600 Great Basin Blvd, Ely, NV 89301 Kevin Robison (Alt) 755-289-8981 <a href="mailto:kevinr@mwpower.org">kevinr@mwpower.org</a>	1.803				
<b>TOTAL</b>	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 9, 2021, VIA WEBEX.

Webex Meeting Link:

<https://ladwp.webex.com/ladwp/j.php?MTID=m29d55cf38d7bdfefa3c20b1fb44588c6>

Meeting number (access code): 146 620 2555  
Meeting password (case sensitive): IPPCCNov2020

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 NOVEMBER 3, 2020 RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES
3. DISCUSSION OF THE MARCH 9, 2021 INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING (DAN ELDREDGE)
4. **RESOLUTION RCCC-2021-001**  
CONSIDERATION AND APPROVAL OF STS RENEWAL PROJECT AND STS FINANCING PLAN (LORI MORRISH)
5. **RESOLUTION RCCC-2021-002**  
CONSIDERATION AND ADOPTION OF AMENDMENT TO THE PRELIMINARY COSTS RESOLUTIONS (LORI MORRISH)
6. EXECUTIVE SESSION

NOTE: The executive session is for the members of the IPP Renewal Contract Coordinating Committee, the IPA Board and staff and legal counsel of the Project Manager and IPA. If any attendee is not certain whether they should be in the executive session or not, please discuss this with the Chairman.

7. OTHER BUSINESS

RENEWAL CONTRACT COORDINATING COMMITTEE MEETING AGENDA  
MARCH 9, 2021  
PAGE 2

8. TIME AND PLACE OF NEXT MEETING  
11:30 A.M., MONDAY, APRIL 19, 2021  
VIA WEBEX

1 **DRAFT INTERMOUNTAIN POWER PROJECT**  
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**  
3 **MINUTES**  
4 **NOVEMBER 3, 2020**

5  
6 **MINUTES**  
7

8 A WebEx virtual meeting of the Intermountain Power Project (IPP) Renewal Contract  
9 Coordinating Committee (RCCC) was held on November 3, 2020. 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 Allen Johnson IPA  
21 Saif Mogri IPA Consultant  
22 Shawn Smith Anaheim  
23 Scott Mellon (Alt.) Burbank  
24 Jon Finlinson IPSC  
25 Jon Christensen IPSC  
26 Kevin Miller IPSC  
27 Mike Nuttall IPSC  
28 Paul Schultz LADWP  
29 Lori Morrish LADWP  
30 Greg Huynh LADWP  
31 John Aguilar LADWP  
32 Melia Asucan LADWP  
33 Tamer Ellyahky LADWP  
34 Alex Kang LADWP  
35 Mark Montgomery Logan  
36 Blaine Haacke Murray  
37 Kevin Robison MT. Wheeler  
38 Kelly Nguyen Pasadena  
39 Durand Robison REC's  
40 Ted Olson Utah Municipalities  
41 Eric Larsen (Alt.) Utah Municipalities  
42 Eric Bawden Holland & Hart  
43 Rob Hughes Parsons, Behle & Latimer

44  
45 **INTRODUCTIONS AND ANNOUNCEMENTS**  
46

1 The meeting commenced at 12:30 p.m. conducted by Chair Dan Eldredge. Mr. Eldredge  
2 welcomed everyone to the meeting. He stated the RCCC has a quorum to conduct the business  
3 before them. Mr. Eldredge had the RCCC members and visitors introduced.  
4

5 **CONSIDERATION AND APPROVAL OF THE AUGUST 4, 2020 RENEWAL**  
6 **CONTRACT COORDINATING COMMITTEE MEETING MINUTES**

7  
8 Mr. Eldredge asked for a motion to approve the RCCC meeting minutes of August 4, 2020.  
9

10 **Mr. Johnson made a motion to approve the RCCC meeting minutes of August 4,**  
11 **2020. Mr. Montgomery seconded the motion. A vote by all RCCC members**  
12 **participating in the virtual meeting was taken and the vote was unanimous in the**  
13 **affirmative.**  
14

15 **DISCUSSION OF THE NOVEMBER 3, 2020 INTERMOUNTAIN POWER PROJECT**  
16 **COORDINATING COMMITTEE MEETING**

17  
18 Mr. Eldredge said the RCCC members received reports covered in the IPP Coordinating  
19 Committee meeting earlier today.  
20

21 Mr. Eldredge asked for questions or comments on the reports. There were none.  
22

23 **RESOLUTION RCCC-2020-004 CONSIDERATION AND APPROVAL OF THE**  
24 **TRANSFER OF A PORTION OF THE UTAH RESERVE TO THE HYDROGEN**  
25 **BETTERMENT FUND**

26  
27 Mr. Eldredge said Resolution CC-2020-004 was covered in a briefing by the Operating Agent on  
28 behalf of the Project Manager on October 28, 2020. Mr. Eldredge directed the CC members to a  
29 letter from the Operating Agent dated October 23, 2020 recommending approval.  
30

31 Mr. Eldredge said the RCCC members were present during the discussion in the previous IPPCC  
32 meeting and asked if there was any further discussion or questions on the Resolution. Hearing  
33 none, Mr. Eldredge asked for a motion to approve Resolution RCCC-2020-004.  
34

35 **Based on the previous discussion in the previous IPPCC meeting and in the absence**  
36 **of further discussion or questions, Mr. Olson made a motion to approve Resolution**  
37 **RCCC-2020-004. Mr. Mellon seconded the motion. A vote by all RCCC members**  
38 **participating in the virtual meeting was taken and the vote was unanimous in the**  
39 **affirmative.**  
40

41 **EXECUTIVE SESSION**

42  
43 There was none.  
44

1 **OTHER BUSINESS**

2  
3 There was none.

4  
5 Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the  
6 meeting.

7  
8 **Mr. Schultz made a motion to adjourn. Mr. Johnson seconded the motion. A vote**  
9 **by all RCCC members participating in the virtual meeting was taken and the vote**  
10 **was unanimous in the affirmative. Meeting adjourned at 12:35 p.m.**

11  
12 **TIME AND PLACE OF NEXT MEETING**

13  
14 Tuesday, March 9, 2021, at 11:30 a.m., in Las Vegas, Nevada.

15  
16 Minutes taken by Michelle Miller

## RESOLUTION

RCCC-2021-001

### APPROVAL OF STS RENEWAL PROJECT AND STS FINANCING PLAN

On motion of \_\_\_\_\_, seconded by \_\_\_\_\_, at a virtual meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) held March 9, 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, 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; and

WHEREAS, pursuant to Section 6.2.17 of the Power Sales Contracts, prior the Transition Date (as defined in the Renewal Power Sales Contracts), the Original Coordinating Committee (as defined in the Renewal Power Sales Contracts) has the responsibility to approve all Capital Improvements (as defined in the Power Sales Contracts), and the method of funding or financing of Capital Improvements; and

WHEREAS, the Project Manager has developed a scope of work for a Capital Improvement for the replacement, renewal, and expansion of converter stations, AC switchyards, and associated facilities at the Adelanto Converter Station (“ACS”) and the Intermountain Converter Station (“ICS”), as more particularly set forth on Exhibit A to Resolution CC-2021-003 adopted by the Original Coordinating Committee (such Capital Improvement being the “STS Renewal Project”); and

WHEREAS, the Project Manager has been working with the Southern California Public Power Authority (“SCPPA”), IPA, and the California Purchasers to arrange for SCPPA to finance the STS Renewal Project through payments-in-aid of construction (the “STS Financing”), all as described in Resolution Nos. CC-2020-010 and IPA-2020-009 (collectively, the “STS Financing Resolutions”); and

WHEREAS, the Project Manager has recommended that IPA finance the STS Renewal Project through the issuance of Transition Project Indebtedness (as defined in the Power Sales Contracts) if the STS Financing does not take place (the “STS Financing Plan”); and



WHEREAS, Section 6.3.1 of the Renewal Power Sales Contracts provide that prior to the Transition Date (as defined in the Renewal Power Sales Contracts), IPA shall obtain the approval of the Committee with respect to the incurrence of any Project Indebtedness (as defined in the Renewal Power Sales Contracts) to the extent that such Project Indebtedness expressly requires the approval of the Committee pursuant to Section 15.1 of the Renewal Power Sales Contracts; and

WHEREAS, to the extent that the conditions set forth in the proviso to Section 15.1.2 of the Renewal Power Sales Contracts are not satisfied, such Section 15.1 requires such approval of the Committee; and

WHEREAS, it is likely that it will not be possible to determine whether the STS Financing Plan would satisfy such requirements of such proviso until the time that the STS Renewal Project is financed through Transition Project Indebtedness and that, because the issuance of Transition Project Indebtedness is a backup to financing by SCPA, such issuance, if any, may not occur until substantial amounts have been expended on the STS Renewal Project; and

WHEREAS, in order to proceed with the STS Renewal Project in a timely manner the Project Manager has requested that the Committee approve the STS Renewal Project and the STS Financing Plan while it is still uncertain whether any Transition Project Indebtedness needs to be issued; and

WHEREAS, the Project Manager considers the STS Renewal Project to be advisable and in accordance with Prudent Utility Practice, given that many components of the ACS and the ICS are reaching the end of their useful lives, and replacement of many of the major components is needed in order to transmit energy over the Southern Transmission System reliably for its remaining expected life of 30 years; and

WHEREAS, the Project Manager considers it to be advisable and in accordance with Prudent Utility Practice to finance the STS Renewal Project in accordance with the STS Financing Plan, so as to ensure that long-term financing is available in the unlikely event that the STS Financing does not take place; and

WHEREAS, the Committee has received a letter dated February 19, 2021 from Ms. Lori K. Morrish on behalf of the Project Manager (the "Project Manager Recommendation Letter") recommending that, to the extent required or otherwise effective under the Renewal Power Sales Contracts, the Committee approve, and recommend that the IPA Board of Directors (the "IPA Board") approve, the STS Renewal Project as a Capital Improvement, to be financed in accordance with the STS Financing Plan; and

WHEREAS, the Project Manager provided a briefing on a conference call on February 25, 2021, and at a meeting of the Committee on March 9, 2021 (collectively, the "Project Manager Briefing"), during which the Project Manager described and explained the basis of the Project Manager's recommendations, advice and determinations as set forth herein; and

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

NOW, THEREFORE, BE IT RESOLVED, that, to the extent required or otherwise effective under the Renewal Power Sales Contracts, the Committee hereby approves, and recommends that the IPA Board approve, the STS Renewal Project as a Capital Improvement, to be financed in accordance with the STS Financing Plan as described above and in the Project Manager Recommendation Letter; 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

\_\_\_\_\_  
CHAIRMAN, RENEWAL CONTRACT  
COORDINATING COMMITTEE

ATTEST:

\_\_\_\_\_  
SECRETARY

## **RESOLUTION**

### **RCCC-2021-002**

#### **ADOPTION OF AMENDMENT TO THE PRELIMINARY COSTS RESOLUTIONS**

On motion of \_\_\_\_\_, seconded by \_\_\_\_\_, at a virtual meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) held March 9, 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, 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; and

WHEREAS, the Original Coordinating Committee (as defined in the Renewal Power Sales Contracts) and the IPA Board of Directors (“IPA Board”) adopted, respectively, Resolution Nos. CC-2016-001, IPA-2016-001, CC-2017-001, IPA-2017-002, CC-2018-011, and IPA-2018-020 (collectively, the “Original Preliminary Costs Resolutions”) in recognition that the Project Manager would need to undertake Preliminary Repowering Work and incur Preliminary Repowering Costs prior to the issuance of long-term financing to pay for the Gas Repowering; and

WHEREAS, the Committee has adopted Resolution Nos. RCCC-2017-001 and RCCC-2018-005 (collectively, the “RCCC Preliminary Costs Resolutions”); and

WHEREAS, the total amount of funds authorized for the payment of Preliminary Repowering Costs under the Original Preliminary Costs Resolutions is \$29,000,000 (those funds, the “Preliminary Costs Fund”); and

WHEREAS, the Original Preliminary Costs Resolutions allow for Preliminary Repowering Costs to be paid from the Contingency Reserve, and call for the Reimbursable Preliminary Repowering Costs to be reimbursed from the proceeds of Transition Project Indebtedness (as defined in the Power Sales Contracts); and

WHEREAS, in 2020 the Original Coordinating Committee and the IPA Board adopted Resolution Nos. CC-2020-010 and IPA-2020-009 (collectively, the “STS Financing Resolutions”), which amended the Original Preliminary Costs Resolutions to provide that

Preliminary STS Renewal Project Costs would be reimbursed from the proceeds of the STS Financing, or as otherwise provided for reimbursement of Reimbursable Preliminary Repowering Costs in the Preliminary Costs Reimbursement Policy (as defined in the Original Preliminary Costs Resolutions); and

WHEREAS, in 2020 IPA issued Transition Project Indebtedness to finance the Gas Repowering, and reimbursed the Contingency Reserve in the amount of \$10,612,474 (the “Reimbursed Repowering Costs”), plus accrued interest as called for by the Preliminary Costs Reimbursement Policy; and

WHEREAS, because the Original Preliminary Costs Resolutions and the STS Financing Resolutions (collectively, the “Preliminary Costs Resolutions”) do not address the use of funds following reimbursement to the Contingency Reserve, the Project Manager is of the opinion that the following amendment to the Preliminary Costs Resolutions (the “Replenishment Amendment”) should be adopted: Following the reimbursement of Preliminary Repowering Costs to the Contingency Reserve, an amount equal to those reimbursed funds, exclusive of accrued interest, shall be available for the payment of further Preliminary Repowering Costs, including Preliminary STS Renewal Project Costs; and

WHEREAS, the Project Manager considers the adoption of the Replenishment Amendment to be advisable and in accordance with Prudent Utility Practice, as it will meet the cash flow needs of the STS Renewal Project until long-term financing is in place; and

WHEREAS, the Committee has received a letter dated February 19, 2021 from Ms. Lori K. Morrish on behalf of the Project Manager (the “Project Manager Recommendation Letter”) recommending that, to the extent required or otherwise effective under the Renewal Power Sales Contracts, the Committee adopt, and recommend that the IPA Board adopt, the Replenishment Amendment; and

WHEREAS, the Project Manager provided a briefing on a conference call on February 25, 2021, and at a meeting of the Committee on March 9, 2021 (collectively, the “Project Manager Briefing”), during which the Project Manager described and explained the basis of the Project Manager’s recommendations, advice and determinations as set forth herein; and

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

NOW, THEREFORE, BE IT RESOLVED, that, to the extent required or otherwise effective under the Renewal Power Sales Contracts, the Committee hereby adopts, and recommends that the IPA Board adopt, the Replenishment Amendment; and

BE IT FURTHER RESOLVED, that the Committee hereby determines that the funds expended pursuant to the Replenishment Amendment and the Transition Project Indebtedness issued or incurred to finance such funds are subject to the same determinations that have been

made by the Committee with respect to the Preliminary Repowering Costs and any Transition Project Indebtedness issued or incurred with respect to the Preliminary Repowering Costs, including determinations made in the RCCC Preliminary Costs Resolutions, to the extent that the STS Renewal Project constitutes an Essential Capital Improvement (as defined in the Renewal Power Sales Contracts); 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

\_\_\_\_\_  
CHAIRMAN, RENEWAL CONTRACT  
COORDINATING COMMITTEE

ATTEST:

\_\_\_\_\_  
SECRETARY