



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

**May 21, 2018
Intermountain Generating Station
Delta, Utah**

RENEWAL CONTRACT COORDINATING COMMITTEE PARTICIPATING VOTES

May 15, 2018

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 (Alt) 818-238-3651 lbleveans@burbankca.gov Himanshu Pandey (Alt) 818-238-3634 hpandey@burbankca.gov	4.167				
GLENDALE 141 N. Glendale Ave, 4 th FL, Glendale, CA 91206 Stephen M. Zurn 818-548-2107 SZurn@glendaleca.gov Mark Young (Alt) 818-548-2107 myoung@glendaleca.gov	4.167				
LOS ANGELES 111 N. Hope St. Room 1263, Los Angeles CA 90012 Bradford Packer 213-367-2227 Rm 921 brad.packer@ladwp.com Reiko Kerr (Alt) 213-367-0387 Rm 921 Reiko.Kerr@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 3435 14 th Street, Riverside CA 92501 Todd L. Jorgenson 951-826-8950 tjorgenson@riversideca.gov Daniel E. Garcia (Alt) 951-826-8526 degarcia@riversideca.gov Laura Chavez-Nomura 951-826-5492 lnomura@riversideca.gov Martin Ochoterena (Alt) 951-826-8528 mochotorena@riversideca.gov Roy Xu (Alt) 951-826-8505 nxu@riversideca.gov	4.167				
UTAH MUNICIPALITIES Ted Olson 435-283-7533 ted.olson@snow.edu Snow College 150 College Avenue, Ephraim UT 84627	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 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. ON MONDAY, MAY 21, 2018 AT THE INTERMOUNTAIN GENERATING STATION, 850 WEST BRUSH WELLMAN ROAD, DELTA, UTAH.

A G E N D A

1. INTRODUCTIONS AND ANNOUNCEMENTS (DAN ELDREDGE)
2. CONSIDERATION AND APPROVAL OF THE MARCH 13, 2018 RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES
3. DISCUSSION OF THE MAY 21, 2018 INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING (DAN ELDREDGE)
4. DISCUSSION OF BYLAWS (DAN ELDREDGE)
5. **RESOLUTION RCCC-2018-002**
CONSIDERATION AND APPROVAL OF DETERMINATION THAT PRELIMINARY REPOWERING INTEREST COSTS CONSTITUTE COSTS OF THE GAS REPOWERING (DAN ELDREDGE)
6. EXECUTIVE SESSION
7. OTHER BUSINESS
8. TIME AND PLACE OF NEXT MEETING
11:30 A.M., TUESDAY, AUGUST 7, 2018
HYATT CENTRIC HOTEL
PARK CITY, UTAH

MAY 15, 2018

1 **DRAFT INTERMOUNTAIN POWER PROJECT**
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**
3 **MINUTES**
4 **MARCH 13, 2018**

5
6 **MINUTES**
7

8 A meeting of the Intermountain Power Project (IPP) Renewal Contract Coordinating Committee
9 (RCCC) was held on March 13, 2018 at the M Resort, 12300 Las Vegas Boulevard South,
10 Henderson, Nevada. The following were in attendance:

11
12 Dan Eldredge IPA (IPP RCCC Chair)
13 Linford Jensen IPA
14 Cameron Cowan IPA
15 Vance Huntley IPA
16 Michelle Miller IPA
17 Bruce Rigby IPA
18 Eric Larsen IPA
19 Nick Tatton IPA – Phone Participant
20 Saif Mogri IPA Consultant
21 Manny Robledo Anaheim
22 Allen Johnson Bountiful
23 Darrell Hahn Glendale
24 Mark Young (Alt.) Glendale
25 Jon Finlinson IPSC
26 Jon Christensen IPSC
27 Brad Packer LADWP
28 John Aguilar LADWP
29 Kevin Peng LADWP
30 Paul Schultz LADWP
31 Melia Asucan LADWP
32 Reiko Kerr LADWP
33 Mark Montgomery Logan
34 Blaine Haacke Murray
35 Gurcharan Bawa Pasadena
36 Durand Robison REC's & Dixie-Escalante – Phone Participant
37 Daniel Garcia (Alt.) Riverside
38 Ted Olson Utah Municipalities
39 John Crandall George K. Baum
40 Mark Buchi Holland & Hart
41 Joel Eves Lehi
42 Dan Anderson Mt. Pleasant
43 Ron Rencher Parsons, Behle & Latimer
44 Jeremy Franklin Parowan
45 Bret Cammans Price City
46

1 **INTRODUCTION AND ANNOUNCEMENTS**

2
3 The meeting commenced at 12:15 p.m. conducted by Chair Dan Eldredge. Mr. Eldredge
4 welcomed everyone to the meeting. He stated the RCCC has a quorum to conduct the business
5 before them. Mr. Eldredge had the RCCC members and visitors introduced.

6
7 **CONSIDERATION AND APPROVAL OF THE NOVEMBER 7, 2017 RENEWAL**
8 **CONTRACT COORDINATING COMMITTEE MEETING MINUTES**

9
10 Mr. Eldredge asked for a motion to approve the RCCC meeting minutes of November 7, 2017.

11
12 **Mr. Johnson made a motion to approve the RCCC meeting minutes of November 7,**
13 **2017. Mr. Montgomery seconded the motion. A vote by all RCCC members**
14 **present was taken and the vote was unanimous in the affirmative.**

15
16 **DISCUSSION OF THE MARCH 13, 2018 INTERMOUNTAIN POWER PROJECT**
17 **COORDINATING COMMITTEE MEETING**

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

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

23
24 **RESOLUTION RCCC-2018-001 CONSIDERATION AND APPROVAL OF**
25 **ACKNOWLEDGEMENT OF ALTERNATIVE REPOWERING DESCRIPTION**

26
27 Mr. Eldredge said the RCCC members were present during the discussion in the CC meeting and
28 asked if there was any further discussion or questions on the Resolution. Hearing none, Mr.
29 Eldredge asked for a motion to approve Resolution RCCC-2018-001.

30
31 **Based on the previous discussion in the CC meeting and in the absence of further**
32 **discussion or questions, Mr. Montgomery made a motion to approve Resolution**
33 **RCCC-2018-001. Mr. Haacke seconded the motion. A vote by all RCCC members**
34 **present was taken and the vote was unanimous in the affirmative.**

35
36 **EXECUTIVE SESSION**

37
38 There was none.

39
40 **OTHER BUSINESS**

41
42 There was none.

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

3
4 **Mr. Johnson made a motion to adjourn. Mr. Olson seconded the motion. A vote by**
5 **all RCCC members present was taken and the vote was unanimous in the**
6 **affirmative. Meeting adjourned at 12:20 p.m.**

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8 **TIME AND PLACE OF NEXT MEETING**

9
10 Tuesday, May 21, 2018, at 11:30 a.m., at the Intermountain Generating Station in Delta, Utah.

11
12 Minutes taken by Michelle Miller

13

May 14, 2018

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 Interest Costs
Constitute Costs of the Gas Repowering

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 Proposed CC Resolution. For purposes of this letter, the term "Proposed CC Resolution" means Resolution No. CC-2018-007 (a draft of which has been provided to you by separate letter).

The Project Manager requests and recommends that, if the Original Coordinating Committee adopts the Proposed CC Resolution, the Intermountain Power Project ("IPP") Renewal Contract Coordinating Committee (the "Committee") approve, adopt and take, and recommend that the Intermountain Power Agency ("IPA") Board of Directors (the "IPA Board") approve, the following actions (the "Recommended Actions"): determine that (i) Transition Project Indebtedness issued or incurred to finance all or a portion of the Preliminary Repowering Interest Costs shall constitute Transition Project Indebtedness issued or incurred to finance the Gas Repowering (such Preliminary Repowering Interest Costs being costs of the Gas Repowering), and (ii) based on the foregoing determination, 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.

The Recommended Actions relate to actions that may be taken by the Original Coordinating Committee at a meeting on May 21, 2018 pursuant to the Proposed CC Resolution. Please refer to the letter, dated May 11, 2018, to you regarding that resolution for additional background on such actions.

Mr. R. Dan Eldredge
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May 14, 2018

The Committee has already taken actions similar to the Recommended Actions with respect to the Preliminary Repowering Costs by adopting Resolution No. RCCC-2017-001. The Recommended Actions (as proposed in the attached resolution) relate to the Preliminary Repowering Interest Costs.

The Project Manager will hold a telephone conference for the benefit of the IPP Coordinating Committee and the IPA Board to discuss, among other matters, this recommendation on May 15, 2018 at 9:00 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 (385) 881-0102. The security code is 400646#.

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

Sincerely,



Paul R. Schultz
IPP Operating Agent Manager
Los Angeles Department of Water and Power, Operating Agent and Project Manager

PRS:md
Enclosure
c/enc: IPP RCCC Standard Distribution

RESOLUTION

RCCC-2018-002

**APPROVAL OF DETERMINATION THAT
PRELIMINARY REPOWERING INTEREST 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 May 21, 2018, 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 May 21, 2018, the Original Coordinating Committee adopted Resolution No. CC-2018-007 (such resolution, being, the “CC Resolution”), approving, and recommending that the IPA Board approve, among other things, the inclusion of Preliminary Repowering Interest Costs in the Reimbursable Preliminary Repowering Costs in the manner provided in the May 2018 Amendments (each initially capitalized term that is used but not otherwise defined in this Resolution 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 CC 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, on March 21, 2017, the Committee adopted Resolution No. RCCC-2017-002 (the “2017 Committee Resolution”), approving, adopting and taking the following action: the determination that (i) Transition Project Indebtedness issued or incurred to finance all or a portion of the Preliminary Repowering Costs (as defined in the 2017 Committee Resolution) 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 Committee has received a letter dated May 11, 2018, from Mr. Paul R. Schultz 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, and recommend that the IPA Board approve, the

following actions (the “Recommended Actions”): determine by this Resolution that (i) the Transition Project Indebtedness issued or incurred to finance all or a portion of the Preliminary Repowering Interest Costs shall constitute Transition Project Indebtedness issued or incurred to finance the Gas Repowering (such Preliminary Repowering Interest Costs being costs of the Gas Repowering), and (ii) based on the foregoing determination, that 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 May 15, 2018, and at a meeting of the Committee on May 21, 2018 (collectively, the “Project Manager Briefing”) during which the Project Manager described and explained the basis for recommending the Recommended Actions; 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 Actions; and

BE IT FURTHER RESOLVED, that the Recommended Actions are taken in addition to the actions that were taken with respect to the Preliminary Repowering Costs by the Committee by adopting the 2017 Committee Resolution; 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