



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

**November 6, 2018
BURBANK MARRIOTT
Burbank, California**

RENEWAL CONTRACT COORDINATING COMMITTEE PARTICIPATING VOTES

November 2, 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 Paul Schultz 213-367-2929 Paul.Schultz@ladwp.com Reiko Kerr (Alt) 213-367-0387 Rm 921 Reiko.Kerr@ladwp.com David Wright (Alt) 213-367-4435 Rm 1550 David.Wright@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 Eric Klinkner (Alt) 626-744-4478 eklinkner@cityofpasadena.net Mandip Kaur Samra (Alt) 626-744-7493 msamra@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 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) 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	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 TUESDAY, NOVEMBER 6, 2018 AT THE MARRIOTT BURBANK, 2500 N. HOLLYWOOD WAY, BURBANK, CALIFORNIA.

AGENDA

1. INTRODUCTIONS AND ANNOUNCEMENTS (DAN ELDREDGE)

2. CONSIDERATION AND APPROVAL OF THE AUGUST 7 AND SEPTEMBER 24, 2018 RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES

3. DISCUSSION OF THE NOVEMBER 6, 2018 INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING (DAN ELDREDGE)

4. **RESOLUTION RCCC-2018-005**
CONSIDERATION AND APPROVAL OF DETERMINATION THAT INCREASED PRELIMINARY REPOWERING COSTS CONSTITUTE COSTS OF THE GAS REPOWERING (LORI MORRISH)

5. **RESOLUTION RCCC-2018-006**
CONSIDERATION AND APPROVAL OF COMMITTEE RULES OF THE INTERMOUNTAIN POWER PROJECT RENEWAL CONTRACT COORDINATING COMMITTEE (DAN ELDREDGE)

6. EXECUTIVE SESSION

7. OTHER BUSINESS

8. TIME AND PLACE OF NEXT MEETING
11:30 A.M., TUESDAY, MARCH 12, 2019
LAS VEGAS, NEVADA

OCTOBER 31, 2018

1 **DRAFT INTERMOUNTAIN POWER PROJECT**
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**
3 **MINUTES**
4 **AUGUST 7, 2018**

5
6 **MINUTES**
7

8 A meeting of the Intermountain Power Project (IPP) Renewal Contract Coordinating Committee
9 (RCCC) was held on August 7, 2018 at the Hyatt Centric Park City, 3551 N Escala Ct, Park
10 City, Utah. 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 Nick Tatton IPA
19 Saif Mogri IPA Consultant
20 Elden Krause Anaheim
21 Allen Johnson Bountiful
22 Himanshu Pandey (Alt.) Burbank – Phone Participant
23 Stephen Zurn Glendale
24 Mark Young (Alt.) Glendale
25 Martin Felix Hyrum
26 Jon Finlinson IPSC
27 Jon Christensen IPSC
28 Brad Packer LADWP
29 Reiko Kerr (Alt.) LADWP
30 David Wright LADWP
31 Kevin Peng LADWP
32 Paul Schultz LADWP
33 Mark Montgomery Logan
34 Kevin Robison (Alt.) Mt. Wheeler
35 Blaine Haacke Murray
36 Gurcharan Bawa Pasadena
37 Durand Robison REC's & Dixie-Escalante
38 Daniel Garcia (Alt.) Riverside
39 Eric Larsen (Alt.) Utah Municipalities
40 Joel Eves Lehi
41 Dan Anderson Mt. Pleasant
42 John Crandall George K. Baum
43 Mark Buchi Holland & Hart
44 Ron Rencher Parsons, Behle & Latimer

45
46 **INTRODUCTION AND ANNOUNCEMENTS**

1
2 The meeting commenced at 1:05 p.m. conducted by Chair Dan Eldredge. Mr. Eldredge
3 welcomed everyone to the meeting. He stated the RCCC has a quorum to conduct the business
4 before them. Mr. Eldredge had the RCCC members and visitors introduced.
5

6 **CONSIDERATION AND APPROVAL OF THE MAY 21, 2018 RENEWAL CONTRACT**
7 **COORDINATING COMMITTEE MEETING MINUTES**
8

9 Mr. Eldredge asked for a motion to approve the RCCC meeting minutes of May 21, 2018.
10

11 **Mr. Haacke made a motion to approve the RCCC meeting minutes of May 21, 2018.**
12 **Mr. Bawa seconded the motion. A vote by all RCCC members present was taken**
13 **and the vote was unanimous in the affirmative.**
14

15 **DISCUSSION OF THE AUGUST 7, 2018 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 was none.
22

23 **DISCUSSION OF BYLAWS**
24

25 Mr. Eldredge said a draft of the Bylaws draft should be ready for presentation and discussion in
26 the November RCCC meeting. The Bylaws will then be presented for approval in the March
27 RCCC meeting.
28

29 **RESOLUTION RCCC-2018-003 CONSIDERATION AND APPROVAL OF ELECTION**
30 **OF UTAH MUNICIPAL PURCHASERS' AND COOPERATIVE PURCHASERS'**
31 **REPRESENTATIVES TO THE RENEWAL CONTRACT COORDINATING**
32 **COMMITTEE**
33

34 Mr. Eldredge directed the RCCC members to Resolution RCCC-2018-03. Mr. Eldredge said the
35 Renewal Power Sales Contract Section 6.1.7 states that an election shall be held within the first
36 60 days of the first calendar year following the Entitlement Determination Date to elect an
37 RCCC Representative and Alternate Representative for the Utah Municipal Purchasers and
38 Cooperative Purchasers, respectively, that are ineligible for individual RCCC representation. Mr.
39 Eldredge explained the election guidelines and that an election was conducted for a Municipal
40 and Cooperative Representative and an Alternate Representative. The Utah Municipal
41 Purchasers elected Ted Olson as the Representative with Eric Larsen as the Alternate
42 Representative. The Cooperative Purchasers elected Durand Robison as the Representative with
43 LaDel Laub as the Alternate Representative.
44

1 The Resolution approves and accepts the results of the respective 2018 Utah Municipal and
2 Cooperative Purchasers elections for Representative and Alternate Representative as being
3 effective and having the same effect under the Contracts as if such elections had been conducted
4 during the time specified for the 2018 Election in the Contracts.

5
6 Mr. Eldredge asked if there was any further discussion or questions on the Resolution. Hearing
7 none, Mr. Eldredge asked for a motion to approve Resolution RCCC-2018-003.

8
9 **In the absence of further discussion or questions, Mr. Kevin Robison made a motion**
10 **to approve Resolution RCCC-2018-003. Mr. Johnson seconded the motion. A vote**
11 **by all RCCC members present was taken and the vote was unanimous in the**
12 **affirmative.**

13
14 **BRIEFING ON PROPOSED APPROVAL OF ALTERNATIVE REPOWERING**

15
16 Mr. Eldredge said the RCCC members were briefed on the proposed approval of Alternative
17 Repowering in the IPP Coordinating Committee meeting earlier today.

18
19 Mr. Eldredge asked for questions or comments on the briefing. There was none.

20
21 **EXECUTIVE SESSION**

22
23 There was none.

24
25 **OTHER BUSINESS**

26
27 There was none.

28
29 Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the
30 meeting.

31
32 **Mr. Larsen made a motion to adjourn. Mr. Durand Robison seconded the motion.**
33 **A vote by all RCCC members present was taken and the vote was unanimous in the**
34 **affirmative. Meeting adjourned at 1:20 p.m.**

35
36 **TIME AND PLACE OF NEXT MEETING**

37
38 Tuesday, November 6, 2018, at 11:30 a.m., in Los Angeles, California.

39
40 Minutes taken by Michelle Miller

1 **DRAFT INTERMOUNTAIN POWER PROJECT**
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**
3 **MINUTES**
4 **SEPTEMBER 24, 2018**

5
6 **MINUTES**
7

8 A telephonic meeting of the Intermountain Power Project (IPP) Renewal Contract Coordinating
9 Committee (RCCC) was held on September 24, 2018. The following participated:

10
11 Dan Eldredge IPA – (Chair) Snow College
12 Michelle Miller IPA – Snow College
13 Cameron Cowan IPA – Snow College
14 Vance Huntley IPA – Snow College
15 Linford Jensen IPA – Snow College
16 Nick Tatton IPA – Snow College
17 Bruce Rigby IPA – Snow College
18 Eric Larsen IPA – Snow College
19 Saif Mogri IPA Consultant – Snow College
20 Graham Bowen Anaheim – Phone Participant
21 Elden Krause Anaheim – Phone Participant
22 Allen Johnson Bountiful – Snow College
23 Lincoln Bleveans (Alt.) Burbank – Phone Participant
24 Stephen Zurn Glendale – Phone Participant
25 Martin Felix Hyrum – Snow College
26 Jon Christensen IPSC – Snow College
27 Jon Finlinson IPSC – Snow College
28 Paul Schultz LADWP (Operating Agent) – Snow College
29 Brad Packer LADWP – Phone Participant
30 Joel Eves Lehi – Snow College
31 Mark Montgomery Logan – Snow College
32 Grant Earl Moon Lake – Phone Participant
33 Kevin Robison (Alt.) Mt. Wheeler Power – Phone Participant
34 Blaine Haacke Murray – Snow College
35 Eric Klinkner (Alt.) Pasadena – Phone Participant
36 Durand Robison REC's & Dixie Escalante – Phone Participant
37 Daniel Garcia (Alt.) Riverside – Phone Participant
38 Ted L. Olson Utah Municipalities – Snow College
39 Mark Buchi Holland & Hart – Snow College
40 Eric Bawden Holland & Hart – Snow College
41 Ron Rencher Parsons, Behle & Latimer – Snow College

42
43 **INTRODUCTION AND ANNOUNCEMENTS**
44

1 The meeting commenced at 10:20 a.m. conducted by Chair Dan Eldredge. Mr. Eldredge thanked
2 everyone for participating. He stated the RCCC has a quorum to conduct the business before
3 them.

4
5 **RESOLUTION RCCC-2018-004 CONSIDERATION AND APPROVAL OF**
6 **ALTERNATIVE REPOWERING**

7
8 Mr. Eldredge said Resolution RCCC-2018-004 was covered in a briefing by the Operating Agent
9 on August 7, 2018 in the CC meeting. Mr. Eldredge directed the RCCC members to a letter
10 from the Operating Agent dated August 2, 2018 recommending approval. Mr. Eldredge said the
11 RCCC members were present during the discussion in the CC meeting and asked if there was
12 any further discussion or questions on the Resolution. Hearing none, Mr. Eldredge asked for a
13 motion to approve Resolution RCCC-2018-004.

14
15 **Based on the previous discussion in the CC meeting and in the absence of further**
16 **discussion or questions, Mr. Johnson made a motion to approve Resolution RCCC-**
17 **2018-004. Mr. Packer seconded the motion. A vote by all RCCC members**
18 **participating in the call was taken and the vote was unanimous in the affirmative,**
19 **except the following who abstained: Lincoln Bleveans representing Burbank,**
20 **Durand Robison representing the REC's & Dixie Escalante, Jared Griffiths**
21 **representing Moon Lake and Kevin Robison representing Mt. Wheeler.**

22
23 **On October 5, 2018, Lincoln Bleveans representing Burbank registered an**
24 **affirmative vote regarding RCCC-2018-004 with the RCCC Chair.**

25
26 **OTHER BUSINESS**

27
28 There was none.

29
30 Mr. Eldredge asked for a motion to adjourn.

31
32 **Mr. Olson made a motion to adjourn. Mr. Montgomery seconded the motion. A**
33 **vote by all RCCC members participating in the call was taken and the vote was**
34 **unanimous in the affirmative. Meeting adjourned at 10:25 a.m.**

35
36 **TIME AND PLACE OF NEXT MEETING**

37
38 Tuesday, November 6, 2018, 11:30 a.m., at the Burbank Airport Marriott, in Burbank California.

39
40 Minutes taken by Michelle Miller



CUSTOMERS FIRST

Eric Garcetti, Mayor
Board of Commissioners
Mel Levine, President
William W. Funderburk Jr., Vice President
Jill Banks Barad
Christina E. Noonan
Aura Vasquez
Barbara E. Moschos, Secretary
David H. Wright, General Manager

October 25, 2018

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

Dear Mr. Eldredge:

Subject: Approval of Determination that Increased 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 (a) Transition Project Indebtedness (as defined below) issued or incurred to finance all or a portion of the increased Preliminary Repowering Costs (as defined below) shall constitute Transition Project Indebtedness issued or incurred to finance the Gas Repowering (as defined below) and (b) 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”).

On January 19, 2016, the Original Coordinating Committee (as defined in the Contracts) adopted Resolution No. CC-2016-001 (the “2016 CC Resolution”) and the IPA Board of Directors (the “IPA Board”) adopted Resolution No. IPA-2016-001 (Resolution No. IPA-2016-001 together with the 2016 CC Resolution being, collectively, the “2016 Resolutions”) approving, among other things, the following: (a) the performance of the Preliminary Repowering Work (as defined in the 2016 Resolutions) by the Project Manager and third party consultants designated by the Project Manager; (b) the payment of the Preliminary Repowering Costs (as defined in the 2016 Resolutions) from the Contingency Reserve (as defined in the 2016 Resolutions) in an amount up to the Maximum Preliminary Repowering Authorization (as defined in the 2016 Resolutions) to the Project Manager and to such third party consultants for the performance of the Preliminary Repowering Work; and (c) the Preliminary Costs Reimbursement Policy (as defined in the 2016 Resolutions). The Maximum Preliminary Repowering Authorization

Mr. R. Dan Eldredge

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specifies the maximum amount of funds from the Contingency Reserve that may be spent on the Preliminary Repowering Costs.

On March 21, 2017, the Original Coordinating Committee adopted Resolution No. CC-2017-001 (the "2017 CC Resolution") and the IPA Board adopted Resolution No. IPA-2017-002 (Resolution No. IPA-2017-002 together with 2017 CC Resolution being, collectively, the "2017 Resolutions") approving (a) an increase in the Maximum Preliminary Repowering Authorization in an amount equal to \$7,300,000 for a total amount of Maximum Preliminary Repowering Authorization equal to \$8,300,000; and (b) the amendment and restatement of the descriptions of the Preliminary Repowering Work and Preliminary Repowering Costs as set forth in Exhibit A to the 2017 Resolutions.

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 Nos. CC-2016-001 and CC-2017-001 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 increase in authorized 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.

On March 21, 2017, the Committee adopted Resolution No. RCCC-2017-001 approving, among other things, the determination that (a) 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 (as defined in the Contracts); and (b) 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 Project Manager has recommended that the Original Coordinating Committee also adopt Resolution No. CC-2018-011 (the "2018 CC Resolution") approving, and recommending that the IPA Board approve, (a) the increase of the Maximum Preliminary Repowering Authorization by an additional \$20,700,000 for a total amount of Maximum Preliminary Repowering Authorization equal to \$29,000,000 (as such amount may be increased by the Original Coordinating Committee and the IPA Board from time to time, the "Second Increased Maximum Preliminary Repowering Authorization"); and (b) the amendment and restatement of the descriptions of the

Mr. R. Dan Eldredge
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Preliminary Repowering Work and the Preliminary Repowering Costs set forth on Exhibit A to the 2018 CC Resolution.

Accordingly, in order to facilitate the financing of the Preliminary Repowering Costs in an amount up to the Maximum Preliminary Repowering Authorization (as increased to the Second Increased 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 increased Preliminary Repowering Costs reflected in the 2018 CC Resolution constitute costs of the Gas Repowering for purposes of Section 15.1.2 of the Contracts.

The Project Manager has included with this letter a proposed Resolution for taking the foregoing recommended actions.

The Project Manager will hold a telephone conference to discuss the proposed Resolution and the recommendations described in this letter for the benefit of the Committee and the IPA Board on October 31, 2018 at 9:00 a.m. prevailing Pacific Time. The telephone number for this telephone conference is (385) 881-0102, and the security code is 400646.

Sincerely,



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

PRS:ktp/md
Enclosure
c/enc: IPP CC Standard Distribution

RESOLUTION

RCCC-2018-005

APPROVAL OF DETERMINATION THAT INCREASED 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 (the "2016 CC Resolution") and the IPA Board of Directors (the "IPA Board") adopted Resolution No. IPA-2016-001 (Resolution No. IPA-2016-001 together with the 2016 CC Resolution being, collectively, the "2016 Resolutions") approving, among other things, the following: (a) the performance of the Preliminary Repowering Work (as defined in the 2016 Resolutions) by the Project Manager and third party consultants designated by the Project Manager; (b) the payment of the Preliminary Repowering Costs (as defined in the 2016 Resolutions) from the Contingency Reserve (as defined in the 2016 Resolutions) in an amount up to the Maximum Preliminary Repowering Authorization (as defined in the 2016 Resolutions) to the Project Manager and to such third party consultants for the performance of the Preliminary Repowering Work; and (c) the Preliminary Costs Reimbursement Policy (as defined in the 2016 Resolutions); and

WHEREAS, on March 21, 2017, the Original Coordinating Committee adopted Resolution No. CC-2017-001 (the "2017 CC Resolution") and the IPA Board adopted Resolution No. IPA-2017-002 (Resolution No. IPA-2017-002 together with 2017 CC Resolution being, collectively, the "2017 Resolutions") approving (a) an increase in the Maximum Preliminary Repowering Authorization in an amount equal to \$7,300,000 for a total amount of Maximum Preliminary Repowering Authorization equal to \$8,300,000; and (b) the amendment and restatement of the descriptions of the Preliminary Repowering Work and Preliminary Repowering Costs as set forth in Exhibit A to the 2017 Resolutions; and

WHEREAS, Section 15.1.2 of the Contracts requires IPA to obtain the prior approval of the Committee for Transition Project Indebtedness (as defined in the Contracts) 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 2017-001 approving, among other things, the determination that (a) 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 (as defined in the Contracts); and (b) 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, on November 6, 2018, the Original Coordinating Committee adopted Resolution No. CC-2018-011 (the "2018 CC Resolution") approving, and recommending that the IPA Board approve, (a) the increase of the Maximum Preliminary Repowering Authorization by an additional \$20,700,000 for a total amount of Maximum Preliminary Repowering Authorization equal to \$29,000,000 (as such amount may be increased by the Original Coordinating Committee and the IPA Board from time to time, the "Second Increased Maximum Preliminary Repowering Authorization"); and (b) the amendment and restatement of the descriptions of the Preliminary Repowering Work and the Preliminary Repowering Costs set forth on Exhibit A to the 2018 CC Resolution; and

WHEREAS, the Committee has received a letter dated October 25, 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 the following action, and recommend that the IPA Board approve such action (the "Recommended Action"): determine by this Resolution that (a) Transition Project Indebtedness issued or incurred to finance all or a portion of the Preliminary Repowering Costs up to an amount equal to the Second Increased Maximum Preliminary Repowering Authorization shall constitute Transition Project Indebtedness issued or incurred to finance the Gas Repowering; and (b) 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 October 31, 2018, and at a meeting of the Committee on November 6, 2018 (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

]

Resolution No. RCCC-2018-005

Page 3

November 6, 2018

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



CUSTOMERS FIRST

Eric Garcetti, Mayor

Board of Commissioners

Mel Levine, President

Cynthia McClain-Hill, Vice President

Jill Banks Barad

Christina E. Noonan

Aura Vasquez

Barbara E. Moschos, Secretary

David H. Wright, General Manager

October 25, 2018

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

Dear Mr. Eldredge:

Subject: Approval of Committee Rules of the Intermountain Power Project Renewal
Contract Coordinating Committee

The Project Manager requests and recommends that the Intermountain Power Project ("IPP") Renewal Contract Coordinating Committee (the "Committee") approve the Committee Rules of the Committee provided with this letter (the "Committee Rules").

Pursuant to Resolution No. RCCC-2017-001, dated March 21, 2017 and adopted by the Committee (the "Prior Resolution"), the Committee directed the Chairman and the Project Manager to provide recommendations regarding a form of bylaws for the Committee setting forth rules and procedures to govern the conduct of the Committee's business. In satisfaction of the direction in the Prior Resolution, the Chairman and the Project Manager have developed the Committee Rules.

The Project Manager is recommending and requesting that the Committee (i) determine that the Committee Rules have been provided to the Committee in satisfaction of the direction given to the Chairman and the Project Manager with respect to bylaws of the Committee in the Prior Resolution and (ii) approve and adopt the Committee Rules. The Project Manager has included with this letter a proposed Resolution for taking the foregoing recommended actions. The proposed Resolution includes the proposed form of Committee Rules attached as Exhibit A to the Resolution.

The Project Manager will hold a telephone conference to discuss the proposed Resolution and the recommendations described in this letter for the benefit of the Committee and the IPA Board on October 31, 2018 at 9:00am prevailing Pacific Time.

Mr. R. Dan Eldredge
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The telephone number for this telephone conference is (385) 881-0102, and the security code is 400646.

Sincerely,



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

PRS:ktp/md
Enclosure
c/enc: IPP CC Standard Distribution

RESOLUTION

RCCC-2018-006

**APPROVAL OF COMMITTEE RULES OF
THE INTERMOUNTAIN POWER PROJECT
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 November 6, 2018, the following Resolution was duly adopted:

WHEREAS, pursuant to Resolution No. RCCC-2017-001, dated March 21, 2017 and adopted by the Committee (the “Prior Resolution”), the Committee directed the Chairman of the Committee and the Project Manager to provide recommendations regarding a form of bylaws for the Committee setting forth rules and procedures to govern the conduct of the Committee’s business; and

WHEREAS, in satisfaction of the direction in the Prior Resolution, the Chairman and the Project Manager have developed the form of Committee Rules for the Committee attached hereto as Exhibit A and incorporated herein by reference (the “Committee Rules”); and

WHEREAS, the Committee has received a letter dated October 25, 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 (i) determine that the Committee Rules have been provided to the Committee in satisfaction of the direction given to the Chairman and the Project Manager with respect to bylaws of the Committee in the Prior Resolution and (ii) approve and adopt the Committee Rules; and

WHEREAS, the Project Manager provided a briefing on a conference call on October 31, 2018, and at a meeting of the Committee on November 6, 2018 (collectively, the “Project Manager Briefing”) during which the Project Manager described, and explained the basis of, the Project Manager’s recommendations, advice and determinations described in the Project Manager Recommendation Letter; and

WHEREAS, during the Project Manager Briefing, the Chairman has recommended that the Committee approve and adopt the Committee Rules; 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 and the recommendation of the Chairman.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby determines that the Committee Rules have been provided to the Committee in satisfaction of the direction given to the Chairman and the Project Manager with respect to bylaws of the Committee in the Prior Resolution; and

BE IT FURTHER RESOLVED, that the Committee hereby approves and adopts the Committee Rules; and

BE IT FURTHER RESOLVED, that the Chairman is hereby authorized and directed by the Committee to execute this Resolution and the Certificate of Adoption of Committee Rules that appears at the end of the Committee Rules and to do all other things necessary to render the same in full force and effect.

INTERMOUNTAIN POWER PROJECT RENEWAL
CONTRACT COORDINATING COMMITTEE

CHAIRMAN

ATTEST:

SECRETARY

EXHIBIT A
(see attached)

**COMMITTEE RULES
OF
THE INTERMOUNTAIN POWER PROJECT
RENEWAL CONTRACT COORDINATING COMMITTEE**

**ARTICLE I
ORGANIZATION; INTENT**

The Intermountain Power Project Renewal Contract Coordinating Committee (the "Committee") is a committee organized and existing pursuant to Section 6.1 of those certain Renewal Power Sales Contracts, dated January 16, 2017 (as such Renewal Power Sales Contracts may be amended from time to time, collectively, the "Contracts"), between Intermountain Power Agency, a political subdivision of the State of Utah ("IPA"), and the Purchasers (individually, a "Purchaser" and, collectively, the "Purchasers") identified on Appendix 1 attached to these Committee Rules (these "Rules"). Each Purchaser has the Generation Entitlement Share and corresponding Voting Rights set forth opposite such Purchaser's name on Appendix 1 (as the Purchasers, Generation Entitlement Shares and Voting Rights set forth on Appendix 1 may be modified from time to time pursuant to the Contracts). Each initially capitalized term used but not defined in these Rules shall have the meaning ascribed to such term in the Contracts.

Section 6.1 of the Contracts, including, without limitation, Section 6.1.10 of the Contracts, specify certain procedures for the Committee. The Committee intends that these Rules supplement the procedures for the Committee specified in Section 6.1 of the Contracts. If there is a conflict between any provisions of the Contracts and these Rules, then the provisions of the Contracts shall prevail in all instances.

**ARTICLE II
MEMBERSHIP; APPOINTMENTS AND ELECTIONS**

Section 1. Membership.

(a) The Committee currently consists of the representatives appointed or elected by the Purchasers pursuant to Section 6.1 of the Contracts (each a "Representative" and collectively the "Representatives").

(b) The representatives appointed or elected by one or more Purchasers to serve on the Committee at a time or times that are not in strict compliance with the timing requirements of the Contracts, but whose appointment or election is otherwise in compliance with Section 6.1 of the Contracts and is ratified by the Committee, are deemed to be Representatives and such representatives are entitled to the same rights, standing and vote on the Committee as Representatives appointed or elected in strict compliance with such Section 6.1. The Committee has ratified the appointment or election of any such representatives other than in strict compliance with the timing requirements of the Contracts prior to the effectiveness of these Rules. From and after

the effectiveness of these Rules, the Committee may, from time to time, ratify the appointment or election of any such representative other than in strict compliance with the timing requirements of the Contracts pursuant to a resolution reflecting unanimous action by all Representatives on the Committee.

Section 2. Appointments and Elections.

(a) The notice of appointment or election of a Representative to be provided to the Chairman of the Committee (the "Chairman"), shall include, at a minimum, the name and address of such Representative, the Purchaser or group of Purchasers such Representative represents, and the date on which such Representative was appointed.

(b) The appointment of IPA's Representative shall be effective immediately upon such appointment by the IPA Board of Directors (the "IPA Board") or at such later date specified by the IPA Board. Such appointment shall remain effective until the resignation or death of such Representative, the appointment or election of such Representative's successor by the IPA Board or the removal or replacement of such Representative by the IPA Board. If the IPA Board fails to appoint a Representative (or alternate to such Representative) at any time, then the Chair or Vice Chair of the IPA Board may appoint IPA's Representative to serve until the IPA Board appoints IPA's Representative (or alternate to such Representative).

(c) The references in Section 6.1 of the Contracts to "group of Purchasers" shall mean the Purchasers who constitute the California Purchasers, the Cooperative Purchasers or the Utah Municipal Purchasers, respectively, at the time that such group of Purchasers is to be identified.

ARTICLE III
MEETINGS OF THE COMMITTEE

Section 1. Conduct of Meetings. The meetings of the Committee shall be governed by the Contracts and these Rules. The Chairman shall conduct and keep order in such meetings in a manner consistent with the Contracts, these Rules, and as otherwise determined by the Chairman to facilitate the orderly and effective conduct of the business of the Committee in light of the circumstances in which such business is to be conducted.

Section 2. Time and Place of Meetings.

(a) Regular meetings of the Committee shall be held at the times and locations designated by the Committee from time to time (the "Regular Meetings").

(b) Meetings of the Committee, other than the Regular Meetings ("Special Meetings"), shall be called by the Chairman at the Chairman's initiative or at the written request of the Operating Agent, the Project Manager, or the Representatives holding a majority of the Voting Rights. Special Meetings shall be held at the times and places

determined by the Chairman in consultation with the Operating Agent or the Project Manager, as applicable.

(c) The Chairman may call an emergency meeting of the Committee if any event or circumstance presents a threat to the immediate ability of IPA to perform its material obligations under the Contracts or the Bond Resolution and/or an immediate material threat to the property, plant or equipment of IPA or the continued operation thereof ("Emergency Meetings").

Section 3. Organization of Meetings. The Committee may transact any business at any Regular Meeting, Special Meeting or Emergency Meeting duly noticed in accordance with Section 4 of this Article III (a "Meeting") to the extent that such business has been identified in the notice of such Meeting. The Chairman may, from time to time, appoint a Secretary of the Committee for the purposes of recording and keeping minutes of Meetings and attesting to the resolutions of the Committee. The Chairman may remove such Secretary from time to time and at any time.

Section 4. Notice of Meetings; Adjournment.

(a) The Chairman shall send, or shall cause to be sent, written notice of each Meeting to each Representative entitled to notice of such Meeting. Such notice shall state the date, time and place of such Meeting and the business proposed to be transacted at such Meeting. Notice of each Regular Meeting shall be sent at least five (5) days but not more than thirty (30) days prior to such Regular Meeting. Notice of each Special Meeting shall be sent at least three (3) days but not more than thirty (30) days prior to such Special Meeting. Notice of any Emergency Meeting shall be sent at least three (3) hours in advance of such Emergency Meeting.

(b) Notice of any Meeting of the Committee may be given by (i) email communication, (ii) first class, certified or registered mail, postage prepaid, return receipt requested, or (iii) in person, by telephone, or other means of communication so long as the Chairman obtains evidence of receipt of such notice.

(c) Each notice of a Meeting shall be effective (i) upon receipt, (ii) in the case of notice provided by certified or registered mail, five (5) days after deposit of such notice in the United States mail, or (iii) in the case of notice provided by email, upon sending the email unless the Chairman receives notice within twenty-four (24) hours of the first attempt to send the email that the email failed to reach the intended recipient, in which event the Chairman shall contact the intended recipient by telephone to provide the notice of such Meeting.

(d) From time to time, the Representatives holding a majority of the Voting Rights represented at a Meeting may adjourn such Meeting to a different date, time or place for a period not to exceed thirty-five (35) days at any one adjournment without further notice other than an announcement at such Meeting. At the reconvening of such adjourned Meeting, any business may be transacted which might have been transacted at such Meeting as originally notified.

Section 5. Waiver of Notice. Before, at or after any Meeting, any Representative may, in writing, waive notice of such Meeting and such Representative shall be deemed to have been given proper notice of such Meeting. Attendance by a Representative at any Meeting shall be a waiver by such Representative of notice of such Meeting unless such attendance shall be for the express purpose of stating that such Meeting has been convened without the giving of proper notice.

Section 6. Quorum. The presence of two or more Representatives holding, in the aggregate, a majority of the Voting Rights, and the Chairman shall constitute a quorum for the transaction of business at any Meeting. Upon the establishment of a quorum at a Meeting, subject to the requirements of Section 9 of this Article III, business may be transacted at such Meeting regardless of whether the subsequent withdrawal of Representatives leaves less than a quorum present at such Meeting. Without regard to whether a quorum exists at a Meeting, the Chairman may record the vote of each Representative at such Meeting with respect to the business specified in the notice of such Meeting to be conducted at such Meeting.

Section 7. Representatives Entitled to Notice of Meetings. In determining the Representatives entitled to receive notice of any Meeting, the Chairman may rely on the information in the possession of the Chairman pursuant to Section 2(a) of Article II on the date any such notice of a Meeting is sent.

Section 8. List of Representatives. The Chairman shall prepare and make, at least five (5) days before every Regular Meeting of the Committee, a complete list of the Representatives entitled to vote at the Regular Meeting and showing the address of each Representative and the Generation Entitlement Share held by each Purchaser represented by such Representative. Such list shall be open to the examination of any Representative, for any purpose germane to the Regular Meeting, during ordinary business hours, for a period of at least five (5) days prior to the Regular Meeting, at IPA's office. The list of Representatives shall also be produced and kept at the time and place of the Regular Meeting during the whole time thereof and may be inspected by any Representative who is present.

Section 9. Voting. Action may be taken by vote in a Meeting, pursuant to Section 11 of this Article III or a combination of such methods so long as approval evidenced by such methods, in the aggregate, is sufficient to authorize such action under the Contracts. Such a vote may be indicated by voice or by written ballot or consent. All references in the Contracts and in these Rules to "vote" or "voting" shall be deemed to include "affirmation" and any vote by a Representative of a Purchaser in favor of an action by the Committee shall be deemed to include an "affirmation."

Section 10. Participation by Telephone. Representatives may participate in a Meeting by means of telephone conference or similar communication by which all persons participating in such Meeting can hear each other at the same time. Such participation shall constitute presence in person at such Meeting.

Section 11. Action by Written Consent. The Committee may take action other than at a Meeting. The Committee may take any action permitted to be taken at a Meeting, by the written consent of Representatives representing the Voting Rights necessary under the Contracts to take such action or a combination of votes cast at a Meeting and votes cast or approval evidenced by written consent. Such written consent may be indicated or transmitted by any method including an executed counterpart of a copy of a resolution approving or authorizing such action, an e-mail or other writing assenting to the approval or authorization of such resolution, facsimile, nationally recognized overnight courier service, certified letter or registered letter or by any combination of such methods. Where action is taken by written consent (without regard to whether votes were cast for such resolution at a Meeting), the Chairman shall provide, as soon as reasonably practicable after the approval or authorization of such action, to all Representatives a copy of the resolution, or other evidence of action taken, approving or authorizing such action and a written record of votes cast with respect to such action (whether at a Meeting or by written consent). All consents approving action taken pursuant to this Section 11 of Article III must be filed with the records of the Committee.

Section 12. Presumption of Assent. A Representative who is present at a Meeting when action is taken is deemed to have assented to the action taken unless such Representative: (a) objects at the beginning of such Meeting to the holding of such Meeting or the transacting of business at such Meeting; (b) contemporaneously requests that his, her, their or its dissent from the action taken be entered in the minutes of such Meeting; or (c) gives written notice of his, her, their or its dissent to the Chairman before the conclusion of such Meeting. A Representative who votes in favor of an action proposed to the Committee (without regard to whether such Representative is or has been present at a Meeting where an action is proposed to the Committee), is deemed to have waived any objection to all deficiencies in the notice of such proposed action and the opportunity to participate in the discussion of such proposed action prior to such action being taken.

ARTICLE IV **COMMITTEE ACTIONS**

Among other duties and responsibilities prescribed herein, the Chairman shall be authorized to take action on behalf of the Committee with respect to any and all items approved by the Committee in compliance with Article III. No person dealing with the Committee shall be required to determine the Chairman's authority to act on behalf of the Committee, or to determine any fact or circumstance bearing upon the existence of the Chairman's authority. Any act of the Chairman on behalf of the Committee shall be conclusive evidence in favor of any person dealing with the Committee that the Chairman has the authority, power and right to take such action on behalf of the Committee.

ARTICLE V
BOOKS AND RECORDS

Section 1. Location. The books and records of the Committee shall be kept at the principal office of IPA or at such other place or places that the Committee may from time to time determine for inspection at reasonable times by any Representative. The record books containing the names and addresses of all Purchasers and the Generation Entitlement Share and Voting Rights held by each Purchaser shall be kept by the Chairman as prescribed in these Rules. Records of the Committee shall be available for inspection by the Purchasers during IPA's normal business hours.

Section 2. Reliance Upon Books, Reports and Records. Each Representative shall, in the performance of his, her, their or its duties, be fully protected in relying in good faith upon the books of account or other records of the Committee and upon such information, opinions, reports or statements presented to the Committee by the Operating Agent, the Project Manager or by any other person or entity, as to matters which such Representative reasonably believes are within such other person's or entity's professional or expert competence and who has been selected with reasonable care by or on behalf of the Committee.

ARTICLE VI
RATIFICATION

Any action, including any transaction questioned in any lawsuit on the ground of lack of authority, defective or irregular execution, adverse interest of a Representative, Purchaser or other Intermountain Power Project participant, non-disclosure, miscomputation, or the application of improper principles or practices of accounting, may be ratified, before or after judgment is rendered in such lawsuit, by the Committee, and if so ratified shall have the same force and effect as if such action had been originally duly authorized by the Committee. Such ratification shall be binding upon the Committee and shall constitute a bar to any claim or execution of any judgment by the Committee in respect of such questioned action.

ARTICLE VII
AMENDMENTS

Section 1. Amendments by the Committee. These Rules may be altered, amended or repealed, and new rules may be made, only by the affirmative vote of the holders of at least 80% of the Voting Rights, *provided, however,* any such alteration, amendment, repeal, or new rules shall not be inconsistent with the requirements of the Contracts and shall take effect only upon the date of adoption of any such alteration, amendment, repeal or new rule, or such later date specified at the time of such adoption.

Section 2. Deemed Amendments. These Rules shall be deemed to be amended, from time to time, to the extent necessary for these Rules to be consistent with the

Contracts. If these Rules are inconsistent with the Contracts at any time, then, within a reasonable period of being notified of such inconsistency, the Chairman shall provide to the Committee, for its review and approval, revisions to these Rules reflecting such deemed amendments.

ARTICLE VIII
MISCELLANEOUS

Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders. The invalidity or unenforceability of any particular provision of these Rules shall not affect the other provisions herein, and these Rules shall be construed in all respects as if such invalid or unenforceable provision was omitted. These Rules shall be governed by and construed in accordance with the laws of the State of Utah. All actions, resolutions, determinations and reports made by the Committee shall be set forth in its minutes.

[Signature Page Follows]

CERTIFICATE OF ADOPTION OF COMMITTEE RULES
OF
THE INTERMOUNTAIN POWER PROJECT
RENEWAL CONTRACT COORDINATING COMMITTEE

The undersigned hereby certify that that the foregoing Committee Rules of the Intermountain Power Project Renewal Contract Coordinating Committee, comprising six (6) pages, were approved and adopted by the Intermountain Power Project Renewal Contract Coordinating Committee.

Dated as of _____

Chairman

Appendix 1

Purchaser Name and Generation Entitlement Share

<u>Purchaser</u>	<u>Generation Entitlement Share</u>
Beaver City Corporation	0.413%
City of Bountiful	1.711%
Enterprise City	0.199%
Ephraim City Corporation	0.508%
City of Fairview	0.121%
Fillmore City Corporation	0.517%
Heber Light & Power Company	0.633%
Holden Town Corporation	0.048%
City of Hurricane	0.148%
Hyrum City Corporation	0.551%
Kanosh Town Corporation	0.041%
Kaysville City Corporation	0.746%
City of Lehi	0.434%
City of Logan	2.491%
Morgan City Corporation	0.192%
Mt. Pleasant City	0.357%
Murray City Corporation	4.036%
Town of Oak City	0.041%
Parowan City Corporation	0.364%
Price City	0.364%
Spring City Corporation	0.060%
Bridger Valley Electric Association, Inc.	0.232%
Dixie-Escalante Rural Electric Association, Inc.	1.548%
Flowell Electric Association, Inc.	0.202%
Garkane Energy Cooperative, Inc.	1.279%
Moon Lake Electric Association, Inc.	2.018%
Mt. Wheeler Power, Inc.	1.803%
Burbank Water and Power	4.167%
Glendale Water & Power	4.167%
Department of Water and Power of the City of Los Angeles	64.775%
Pasadena Water and Power	1.667%
Riverside Public Utilities	4.167%
Total	100.000%