

Intermountain Power Project RENEWAL CONTRACT COORDINATING COMMITTEE MEETING

November 2, 2021 The Park MGM, Las Vegas, Nevada, and Virtual Meeting via WebEx

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 11:45 A.M. MOUNTAIN TIME (10:45 A.M. PACIFIC TIME) ON TUESDAY, NOVEMBER 2, 2021 IN THE BALBOA ROOM AT THE PARK MGM LAS VEGAS, 3770 LAS VEGAS BLVD S, LAS VEGAS, NEVADA, AND VIA WEBEX.

WEBEX MEETING INFORMATION

WebEx Meeting Link: https://ladwp.webex.com/meet/gregory.huynh

Meeting number (access code): 960 527 414

Join by Phone: 1-213-306-3065 1-415-655-0002

<u>A G E N D A</u>

- 1. INTRODUCTIONS AND ANNOUNCEMENTS (DAN ELDREDGE)
- 2. CONSIDERATION AND APPROVAL OF THE JULY 19, 2021 AND AUGUST 3, 2021 RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES
- 3. DISCUSSION OF THE NOVEMBER 2, 2021 INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING (DAN ELDREDGE)

4. **RESOLUTION RCCC-2021-006** CONSIDERATION OF ADOPTION OF AMENDMENTS TO THE HYDROGEN BETTERMENT FUNDING PLAN (GREG HUYNH)

5. <u>**RESOLUTION RCCC-2021-007**</u> CONSIDERATION OF APPROVAL AND RECOMMENDATION FOR APPROVAL OF SECOND AMENDED AND RESTATED POWER SUPPLY REVENUE BOND RESOLUTION

6. EXECUTIVE SESSION

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

- 7. OTHER BUSINESS
- 8. TIME AND PLACE OF NEXT SCHEDULED MEETING TUESDAY, MARCH 8, 2022 RIVERSIDE, CALIFORNIA

CHAIRMAN – R. DAN ELDREDGE 801-938-1333 dan@ipautah.com	%	Yes	No	Abs	Remarks
BURBANK164 W. Magnolia Boulevard, Burbank, CA 91502Dawn Roth Lindell 818-238-3550drothlindell@burbankca.govMandip Samra (Alt) 818-238-3752msamra@burbankca.govScott Mellon (Alt) 818-238-3659smellon@burbankca.gov	3.334				
GLENDALE Mark Young (Alt)141 N. Glendale Ave, 4th FL, Glendale, CA 91206Mark Young (Alt) Chie Valdez818-548-2107 818-550-4709myoung@glendaleca.gov cvaldez@glendaleca.gov	4.167				
LOS ANGELES111 N. Hope St. Room 1263, Los Angeles CA 90012Paul Schultz 213-367-2929Paul.Schultz@ladwp.comReiko Kerr (Alt) 213-367-0387 Rm 921Reiko.Kerr@ladwp.comMartin Adams (Alt.)Martin.Adams@ladwp.com	71.442				
UTAH MUNICIPALITIES Eric Larsen (Alt) 435-743-5114 Mobile: 435-253-1536 210 South 370 East, Fillmore, UT84631	5.737				
BOUNTIFULAllen Johnson 801-298-6162198 South 200 West, Bountiful UT 84010Gary Hill (Alt) 801-298-6140790 South 100 East, Bountiful UT 84010	1.711				
LOGAN 530 North 800 West, Logan UT 84321 Mark Montgomery 435-716-9744 <u>mark.montgomery@loganutah.org</u> Yuqi Zhao (Alt) 435-716-9738 <u>Yuqi.zhao@loganutah.org</u>	2.491				
MURRAY153 West 4800 South. Murray UT 84107Blaine Haacke801-558-9626Greg Bellon (Alt)801-330-9974bhaacke@murray.utah.govgbellon@murray.utah.gov	4.036				
REC'S (Bridger Valley, Garkane Energy, Flowell Electric) LaDel Laub (Alt) 435-439-5311ladell@dixiepower.comDixie-Escalante, 71 East Hwy 56 Beryl UT 84714ladell@dixiepower.com	1.713				
DIXIE-ESCALANTELaDel Laub (Alt) 435-439-531171 East Hwy 56, Beryl UT 84714-5197	1.548				
MOON LAKE ELECTRIC ASSOC.800 West Highway 40, Roosevelt UT 84066Grant Earl 435-7225-5400gjearl@mleainc.com	2.018				
MT. WHEELER POWER, INC. Kevin Robison (Alt) 755-289-89811600 Great Basin Blvd, Ely, NV 89301 kevinr@mwpower.org	1.803				
TOTAL	100.000				

DRAFT INTERMOUNTAIN POWER PROJECT RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES JULY 19, 2021

MINUTES

8 A WebEx virtual meeting of the Intermountain Power Project (IPP) Renewal Contract 9 Coordinating Committee (RCCC) was held on July 19, 2021. The following participated:

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11	Dan Eldredge	IPA (IPP Chair)
12	Linford Jensen	IPA
13	Cameron Cowan	IPA
14	Vance Huntley	IPA
15	Cody Combe	IPA
16	Michelle Miller	IPA
17	Ryleigh Hair	IPA
18	Bruce Rigby	IPA
19	Nick Tatton	IPA
20	Joel Eves	IPA
21	Saif Mogri	IPA
22	Allen Johnson	Bountiful
23	Mandip Samra (Alt.)	Burbank
24	Clay MacArthur	Deseret Power
25	LaDel Laub (Alt.)	Dixie Escalante & REC's
26	Jon Finlinson	IPSC
27	Mike Nuttall	IPSC
28	Paul Schultz	LADWP
29	John Aguilar	LADWP
30	Lori Morrish	LADWP
31	Greg Huynh	LADWP
32	Alex Kang	LADWP
33	Mark Montgomery	Logan
34	Yuqi Zhao	Logan
35	Grant Earl	Moon Lake
36	Kevin Robison	Mt. Wheeler
37	Blaine Haacke	Murray
38	Kelly Nguyen	Pasadena
39	Robert Castro	Pasadena
40	Roy Xu	Riverside
41	Eric Larsen (Alt.)	Utah Municipalities
42	Eric Bawden	Holland & Hart
43	John Ward	John Ward, Inc.
44	Neil Wolk	Orrick, Herrington & Sutcliffe
45	Rob Hughes	Parsons, Behle & Latimer
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	1	INTRODUCTIONS	AND ANNOUNCEMENTS
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3 The meeting commenced at 9:20 a.m. conducted by Chair Dan Eldredge. Mr. Eldredge
4 welcomed everyone to the meeting. Mr. Eldredge had the RCCC members and visitors
5 introduced.

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DISCUSSION OF THE JULY 19, 2021, INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING

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

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

15 <u>RESOLUTION RCCC-2021-004 CONSIDERATION AND APPROVAL OF SCPPA STS</u> 16 <u>AGREEMENTS</u>

- Mr. Eldredge said Resolution RCCC-2021-004 was covered in a briefing by the Project Manager
 on July 12, 2021. Mr. Eldredge directed the RCCC members to a letter from the Project
- Manager dated July 9, 2021, recommending approval. Ms. Morrish summarized the information
 covered in the July 12, 2021, briefing.
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Mr. Eldredge said the RCCC members were present during the discussion in the CC meeting and
asked if there was any further discussion or questions on the Resolution. Hearing none, Mr.
Eldredge asked for a motion to approve Resolution RCCC-2021-004.

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Based on the previous discussion in the CC meeting and in the absence of further discussion or questions, Mr. Schultz made a motion to approve Resolution RCCC-2021-004. Mr. Haacke seconded the motion. A vote by all RCCC members participating in the virtual meeting was taken and the vote was unanimous in the affirmative.

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33 <u>RESOLUTION RCCC-2021-005 CONSIDERATION AND APPROVAL OF AMENDED</u>
 34 <u>AND RESTATED CONSTRUCTION MANAGEMENT AND OPERATING</u>
 35 AGREEMENT

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Mr. Eldredge said Resolution RCCC-2021-005 will be deferred to the August 3, 2021, RCCC
Meeting.

- 39
- 40 **EXECUTIVE SESSION**
- 41
- 42 There was none.
- 43

44 OTHER BUSINESS

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2	There was none.
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4	Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the
5	meeting.
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7	Mr. Montgomery made a motion to adjourn. Mr. Johnson seconded the motion. A
8	vote by all RCCC members participating in the virtual meeting was taken and the
9	vote was unanimous in the affirmative. Meeting adjourned at 9:25 a.m.
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11	TIME AND PLACE OF NEXT MEETING
11 12	TIME AND PLACE OF NEXT MEETING
	TIME AND PLACE OF NEXT MEETING Tuesday, August 3, 2021, at 11:30 a.m., the Sheraton Hotel, Park City, Utah.
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DRAFT INTERMOUNTAIN POWER PROJECT RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES AUGUST 3, 2021

MINUTES

8 A meeting of the Intermountain Power Project (IPP) Renewal Contract Coordinating Committee

9 (RCCC) was held on August 3, 2021, at the Sheraton Park City, 1895 Sidewinder Drive, Park

10 City, Utah, as well as via WebEx. The following participated:

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12	Dan Eldredge	IPA (IPP Chair)
13	Linford Jensen	IPA
14	Cameron Cowan	IPA
15	Vance Huntley	IPA
16	Cody Combe	IPA
17	Ryleigh Hair	IPA
18	Michelle Miller	IPA
19	Bruce Rigby	IPA
20	Nick Tatton	IPA
21	Joel Eves	IPA
22	Saif Mogri	IPA Consultant
23	Allen Johnson	Bountiful
24	Dawn Roth Lindell	Burbank
25	Mandip Samra (Alt.)	Burbank
26	Scott Mellon (Alt.)	Burbank
27	Bob Liu	Burbank
28	Mark Young	Glendale
29	Jon Finlinson	IPSC
30	Jon Christensen	IPSC
31	Mike Nuttall	IPSC
32	Kevin Miller	IPSC
33	Mark Shipley	IPSC
34	Paul Schultz	LADWP
35	Lori Morrish	LADWP
36	Greg Huynh	LADWP
37	John Aguilar	LADWP
38	Angela Petcharamuk	LADWP
39	Paul Fadul	LADWP
40	Tamer Ellyahky	LADWP
41	Kevin Peng	LADWP
42	Luis Jansen	LADWP
43	Melia Asucan	LADWP
44	Alex Kang	LADWP
45	Vaughn Minassian	LADWP
46	Fernado Izaguirre	LADWP

1	Mark Montgomery	Logan
2	Grant Earl	Moon Lake
3	Kevin Robison	Mt. Wheeler
4	Blaine Haacke	Murray
5	Kelly Nguyen	Pasadena
6	Robert Castro	Pasadena
7	Shari Thomas	Pasadena
8	LaDel Laub	REC's & Dixie Escalante
9	Roy Xu	Riverside
10	Eric Larsen (Alt.)	Utah Municipalities
11	Eric Bawden	Holland & Hart
12	Mark Buchi	Holland & Hart
13	John Ward	John Ward Inc.
14	Rob Hughes	Parsons, Behle & Latimer
15	8	
16	INTRODUCTIONS AN	<u>ND ANNOUNCEMENTS</u>
17		
18	The meeting commenced	at 11:15 a.m. conducted by Chair Dan Eldredge. Mr. Eldredge
19	6	e meeting. Mr. Eldredge had the RCCC members and visitors
20	introduced.	
21		
22	CONSIDERATION AN	ND APPROVAL OF THE MAY 17, 2021 AND JUNE 15, 2021
23		CT COORDINATING COMMITTEE MEETING MINUTES
24		
25	Mr. Eldredge asked for a	motion to approve the RCCC meeting minutes of May 17, 2021, and
26	June 15, 2021.	
27	, ,	
28	Mr. Montgomer	y made a motion to approve the RCCC meeting minutes of May 17,
29	6	5, 2021. Mr. Larsen seconded the motion. A vote by all RCCC
30		ipating in the virtual meeting was taken and the vote was
31	unanimous in th	
32		
33	DISCUSSION OF THE	AUGUST 3, 2021, INTERMOUNTAIN POWER PROJECT
34		MMITTEE MEETING
35		
36	Mr. Eldredge said the RC	CCC members received reports covered in the IPP Coordinating
37	Committee meeting earli	
38	6	
39	Mr. Eldredge asked for q	uestions or comments on the reports. There were none.
40 41	RESOLUTION RCCC	-2021-005 CONSIDERATION AND APPROVAL OF AMENDED
42		INSTRUCTION MANAGEMENT AND OPERATING
43	AGREEMENT	
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1 2	Mr. Eldredge said Resolution RCCC-2021-005 was covered in a briefing by the Operating Agent on July 12, 2021. Mr. Eldredge directed the RCCC members to a letter from the Operating
$\frac{2}{3}$	Agent dated July 9, 2021, recommending approval. Mr. Huynh summarized the information
4	covered in the July 12, 2021, briefing.
5	
6	Mr. Eldredge said the RCCC members were present during the discussion in the CC meeting and
7	asked if there was any further discussion or questions on the Resolution. Hearing none, Mr.
8	Eldredge asked for a motion to approve Resolution RCCC-2021-005.
9 10	Based on the previous discussion in the CC meeting and in the absence of further
10	discussion or questions, Ms. Samra made a motion to approve Resolution RCCC-
12	2021-005. Mr. Larsen seconded the motion. A vote by all RCCC members
13	participating in the meeting was taken and the vote was unanimous in the
14	affirmative.
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16	2022 IPP RCCC MEETING CALENDAR
17 18	Mr. Eldredge reviewed the 2022 IPP RCCC Meeting Schedule with the committee.
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20	Mr. Eldredge asked for a motion to adopt the 2022 IPP RCCC Meeting Schedule.
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22	Mr. Mellon made a motion to adopt the 2022 IPP RCCC Meeting Schedule. Mr.
23	Montgomery seconded the motion. A vote by all RCCC members participating in the meeting was taken and the vote was unanimous in the affirmative.
24 25	the meeting was taken and the vote was unaninous in the ann mative.
26	EXECUTIVE SESSION
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28	There was none.
29	OTHER BUGINEGO
30 31	OTHER BUSINESS
32	There was none.
33	
34	Mr. Eldredge thanked everyone for their participation and asked for a motion to adjourn the
35	meeting.
36	
37 38	Mr. Larsen made a motion to adjourn. Mr. Montgomery seconded the motion. A
30 39	vote by all RCCC members participating in the meeting was taken and the vote was unanimous in the affirmative. Meeting adjourned at 11:20 a.m.
40	unanimous in the ann mative. Meeting aujourned at 11.20 a.m.
41	TIME AND PLACE OF NEXT MEETINGS
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43	Monday, September 20, 2021, via WebEx.
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- Tuesday, November 2, 2021, at 11:30 a.m., the Park MGM, Las Vegas, Nevada.
- Minutes taken by Michelle Miller.

RESOLUTION

RCCC-2021-006

ADOPTION OF AMENDMENTS TO THE HYDROGEN BETTERMENT FUNDING PLAN

On motion of ______, seconded by ______, at a meeting of the Intermountain Power Project ("IPP") Renewal Contract Coordinating Committee (the "Renewal Committee") held November 2, 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, including, without limitation, by the Second Amendatory Power Sales Contracts dated December 8, 2015, being, 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 ("Renewal Purchasers"); and

WHEREAS, the IPP Coordinating Committee, the Renewal Committee, and the IPA Board of Directors ("IPA Board") adopted, respectively, Resolution Nos. CC-2020-011, RCCC-2020-001, and IPA-2020-010 (collectively, the "Hydrogen Betterment Resolutions") to provide a mechanism for the Renewal Purchasers to fund Hydrogen Betterments (as defined in the Hydrogen Betterment Resolutions); and

WHEREAS, the Hydrogen Betterment Resolutions contemplated that the total amount of funds available in the Hydrogen Betterment Fund (as defined in the Hydrogen Betterment Resolutions) would be \$35,000,000; and

WHEREAS, Operating Agent has now determined that the cost of Hydrogen Betterments will exceed \$35,000,000, and desires to amend the Hydrogen Betterment Funding Plan to allow for increased funding of, and expenditures from, the Hydrogen Betterment Fund (those amendments, as set forth on Exhibits A and B attached to Resolution No. CC-2021-018 adopted by the IPP Coordinating Committee on November 2, 2021, the "Hydrogen Betterment Amendments"); and

WHEREAS, the Renewal Committee has received a letter dated October 22, 2021 from Mr. Gregory S. Huynh on behalf of the Operating Agent (the "Operating Agent Recommendation Letter") recommending that the Renewal Committee adopt, and recommend that the IPA Board adopt, the Hydrogen Betterment Amendments; and

WHEREAS, the Operating Agent provided a briefing on a conference call on October 27, 2021, and at a meeting of the Renewal Committee on November 2, 2021 (collectively, the "Operating Agent Briefing"), during which the Operating Agent described and explained the basis of the Operating Agent's recommendations, advice and determinations as set forth herein; and

WHEREAS, the Renewal Committee has reviewed and considered the Operating Agent Recommendation Letter and the Operating Agent Briefing, including the recommendations, advice and determinations of the Operating Agent.

NOW, THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby adopts, and recommends that the IPA Board adopt, the Hydrogen Betterment Amendments; and

BE IT FURTHER RESOLVED, that the Chairman is hereby authorized and directed by the Renewal 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-2021-007

APPROVAL AND RECOMMENDATION FOR APPROVAL OF SECOND AMENDED AND RESTATED POWER SUPPLY REVENUE BOND RESOLUTION

On motion of ______, seconded by ______, at a meeting of the Intermountain Power Project ("IPP") Renewal Contract Coordinating Committee (the "Renewal Committee") held November 2, 2021, the following Resolution was duly adopted:

WHEREAS, on September 28, 1978, Intermountain Power Agency ("IPA") adopted a resolution entitled "Power Supply Revenue Bond Resolution" (such Resolution, as the same heretofore has been amended, restated and supplemented, being referred to herein as the "Bond Resolution") for the purpose of authorizing the issuance of Bonds (such term, and all other capitalized terms used herein without definition, having the respective meanings assigned thereto in the Bond Resolution) from time to time in order to finance and refinance the Project; and

WHEREAS, IPA staff has submitted to the members of the Renewal Committee a form of Second Amended and Restated Power Supply Revenue Bond Resolution (together with changes communicated to the members of the Renewal Committee at or prior to the meeting at which this Resolution is adopted by the Renewal Committee, the "Second Amended and Restated Bond Resolution") for review and consideration by the Renewal Committee; and

WHEREAS, IPA staff provided a briefing to the Renewal Committee on conference calls on October 13, 2021 and October 27, 2021 and at a meeting of the Renewal Committee on November 2, 2021 (collectively, the "IPA Briefing"), during which IPA staff recommended that the Renewal Committee approve, and recommend that the IPA Board of Directors (the "IPA Board") approve, the Second Amended and Restated Bond Resolution and described and explained the basis for such recommendation, including, without limitation, the premises identified in the Second Amended and Restated Bond Resolution for the amendment and restatement of the Bond Resolution as set forth in the Second Amended and Restated Bond Resolution; and

WHEREAS, the Renewal Committee has reviewed and considered the IPA Briefing, including the recommendations, advice and determinations of IPA staff.

NOW THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby approves the amendment and restatement of the Bond Resolution in the manner provided in the Second Amended and Restated Bond Resolution with such changes in the Second Amended and Restated Bond Resolution as the IPA Board may approve as necessary or desirable and in the best interests of IPA and the Power Purchasers, such approval to be evidenced conclusively by the adoption of such Second Amended and Restated Bond Resolution with any such changes by the IPA Board, and recommends that the IPA Board adopt the Second Amended and Restated Bond Resolution with any such approved changes; and BE IT FURTHER RESOLVED, that the Chairman is hereby authorized and directed by the Renewal 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