

## **RESOLUTION**

**RCCC-2017-002**

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

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

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

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

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

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

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

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

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

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

BE IT FURTHER RESOLVED, that the Chairman is hereby authorized and directed by the Committee to execute this Resolution and to do all things necessary to render the same in full force and effect.

INTERMOUNTAIN POWER PROJECT RENEWAL  
CONTRACT COORDINATING COMMITTEE



CHAIRMAN

ATTEST:



SECRETARY