

RESOLUTION

RCCC-2018-003

APPROVAL OF ELECTION OF UTAH MUNICIPAL PURCHASERS' AND COOPERATIVE PURCHASERS' REPRESENTATIVES TO THE RENEWAL CONTRACT COORDINATING COMMITTEE

On motion of Kevin Robison, seconded by Allen Johnson, at a meeting of the Intermountain Power Project ("IPP") Renewal Contract Coordinating Committee (the "Committee") held on August 7, 2018, the following Resolution was duly adopted:

WHEREAS, Section 6.1 of each Renewal Power Sales Contract, dated January 16, 2017, between Intermountain Power Agency ("IPA") and each IPP purchaser (collectively, the "Contracts"), established the Committee (each capitalized term used in this Resolution that is not otherwise defined in this Resolution has the meaning given to such term in the Contracts) with powers and duties similar to those of the Original Coordinating Committee under the Original Power Sales Contracts; and

WHEREAS, pursuant to Section 6.1.10.3 of the Contracts, the Committee was organized by the appointment or election by the Purchasers of the Purchasers' respective representatives to the Committee (collectively, the "Representatives"); and

WHEREAS, Section 6.1.4 of the Contracts provides that the Utah Municipal Purchasers (other than Utah Municipal Purchasers with Generation Entitlement Shares equal to or greater than 1.40%) (being the "Other Municipal Purchasers") are entitled, collectively, to one Representative (together with one or more alternates to such Representative) on the Committee (the "Utah Municipal Purchasers' Representative"); and

WHEREAS, Section 6.1.4 of the Contracts also provides that the Utah Municipal Purchasers' Representative shall be elected by a weighted majority vote based on the Other Utah Municipal Purchasers' Voting Rights; and

WHEREAS, Section 6.1.5 of the Contracts provides that the Cooperative Purchasers (other than Cooperative Purchasers with Generation Entitlement Shares equal to or greater than 1.40%) (being the "Other Cooperative Purchasers") are entitled, collectively, to one Representative (together with one or more alternates to such Representative) on the Committee (the "Cooperative Purchasers' Representative" and, together with the Utah Municipal Purchasers' Representative, collectively, the "Collective Representatives"); and

WHEREAS, Section 6.1.5 of the Contract also provides that the Cooperative Purchasers' Representative shall be elected by a weighted majority vote based on the Other Cooperative Purchasers' Voting Rights; and

WHEREAS, Section 6.1.7 of the Contract provides for the election of the Collective Representatives and one or more alternates to the Representatives (each such alternate being a "Collective Alternate"), by the Other Utah Municipal Purchasers and the Other Cooperative Purchasers, respectively, at the following times:

1. Within 30 days after the Entitlement Determination Date, or on or before February 16, 2017 (the "2017 Election");

2. Within the first 60 days of the first calendar year following the date of the Contracts, or on or before March 1, 2018 (the "2018 Election"); and

3. Within the first 60 days of each fifth calendar year after the 2018 Election (e.g., 2023, 2028, 2033, 2038, etc.); and

WHEREAS, the initial Collective Representatives and Collective Alternates were elected by the Other Utah Municipal Purchasers and the Other Cooperative Purchasers, respectively, within the time provided for the 2017 Election in the Contracts; and

WHEREAS, the Other Utah Municipal Purchasers and the Other Cooperative Purchasers have now elected their respective Collective Representatives and Collective Alternates identified on Appendix A attached to this Resolution, although the elections of such Collective Representatives and Collective Alternates were held after the period provided for the 2018 Election in the Contracts; and

WHEREAS, the Committee has reviewed and considered the foregoing.

NOW, THEREFORE, BE IT RESOLVED, that the Committee hereby approves and accepts the results of the respective elections of the Collective Representatives and the Collective Alternates conducted in 2018 as being effective and as having the same effect under the Contracts as if such elections had been conducted during the time specified for the 2018 Election in the Contracts, and (b) recognizes the Collective Representatives and the Collective Alternates (as alternates permitted to act as Representatives under the Contract) so elected as the duly elected and appointed Representatives of the Other Utah Municipal Purchasers and the Other Cooperative Purchasers, respectively, with authority to take action on the Committee as full members of the Committee in good standing; 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.

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August 7, 2018

INTERMOUNTAIN POWER PROJECT
RENEWAL CONTRACT COORDINATING
COMMITTEE


CHAIRMAN

ATTEST:


SECRETARY

APPENDIX A

REPRESENTATIVES AND ALTERNATES ELECTED BY PURCHASER GROUPS IN 2018

<u>Purchaser Group</u>	<u>Representative and Alternate Representative</u>
Other Utah Municipal Purchasers	Ted L. Olson, Representative Eric Larsen, Alternate Representative
Other Cooperative Purchasers	Durand Robison, Representative LaDel Laub, Alternate Representative