

RESOLUTION

RCCC-2019-001

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

On motion of Himanshu Pandey, seconded by Ted Olson, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Committee”) held on March 12, 2019, 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 March 5, 2019, and at a meeting of the Committee on March 12, 2019 (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 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%



Los Angeles
Department of
Water & Power

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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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October 25, 2018

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