

## **RESOLUTION**

**RCCC-2022-004**

### **APPROVAL OF AMENDMENT TO GAS REPOWERING PLAN OF FINANCE**

On motion of Allen Johnson, seconded by Blaine Haacke, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Renewal Committee”) held on April 18, 2022 the following Resolution was duly adopted:

WHEREAS, the IPP Coordinating Committee (the “Committee”), by its Resolution No. CC-2019-020, the Renewal Committee, by its Resolution No. RCCC-2019-003, and the Intermountain Power Agency (“IPA”) Board of Directors (the “IPA Board”), by its Resolution IPA-2019-021, each such resolution being adopted November 25, 2019, approved the Gas Repowering Plan of Finance (as such terms and all other terms used but not otherwise defined in this Resolution are defined in such resolutions); and

WHEREAS, IPA staff has recommended that the Renewal Committee adopt, and recommend that the IPA Board adopt, the following amendment to the Gas Repowering Plan of Finance (the “Amendment to Gas Repowering Plan of Finance”) as follows:

A. The Gas Repowering Plan of Finance is hereby amended to insert the word “and” at the end of Section 7 of the Gas Repowering Plan of Finance and add the following as a new Section 8 of the Gas Repowering Plan of Finance:

8. (a) Proceed with a Gas Repowering Long-Term Financing consisting of long-term Bonds (as defined in the Bond Resolution) with a 20-year amortization, on the terms and conditions of the bond purchase contract and supplemental bond resolution approved by the IPP Coordinating Committee and the IPA Board, which approval shall not be unreasonably conditioned or withheld, where such financing may close as soon as May 2022; and

(b) On or before the commencement of the payment of Debt Service (as defined in the Bond Resolution) to the holders thereof under such Gas Repowering Long-Term Financing, issue notes (the “Subordinated Notes”), to Purchasers under the Power Sales Contracts who are not Purchasers under the Renewal Power Sales Contracts (the “Exiting Purchasers”), to the extent that such Exiting Purchasers elect to receive such notes (the “Electing Purchasers”), where a Subordinated Note will be issued to each Electing Purchaser in the principal amount for such Exiting Purchaser equal to the product obtained by multiplying

(i) the percentage, expressed as a decimal, that such Electing Purchaser’s Generation Cost Share (as defined in the Power Sales Contracts) represents of the Generation Cost Shares of all Electing Purchasers, multiplied by

(ii) the quotient obtained by dividing

(A) the product obtained by multiplying

(1) the amount by which

(a) the aggregate Debt Service of such Gas Repowering Long-Term Financing projected to accrue through June 15, 2027, exceeds

(b) the hypothetical aggregate Debt Service on such Gas Repowering Long-Term Financing that would be projected to accrue through June 15, 2027 if such Gas Repowering Long-Term Financing consisted of long-term Bonds with a 30-year amortization, by

(2) the sum of the Generation Cost Shares of all Electing Purchasers, by

(B) the sum of the Generation Cost Shares of all Purchasers other than the Electing Purchasers; and

(c) Issue the Subordinated Notes on commercially reasonable terms which Subordinated Notes shall constitute Subordinated Indebtedness (as defined in the Bond Resolution) and shall be subordinate to the following:

(i) any Bonds issued pursuant to Article II of the Bond Resolution; and

(ii) the Subordinated Indebtedness outstanding at the time that the Subordinated Notes are issued as described on Exhibit A to this Resolution (the "Existing Subordinated Indebtedness"); and

(iii) to the extent approved by the IPP Coordinating Committee, any Subordinated Indebtedness issued for the purpose of (A) refunding any Bonds issued pursuant to Article II of the Bond Resolution, (B) paying all or a portion of the Cost of Acquisition and Construction of any Capital Improvements, (C) refunding any Subordinated Indebtedness issued for the purposes set forth in Section 8(c)(iii)(A) or 8(c)(iii)(B) above, or (D) refunding any Existing Subordinated Indebtedness; and

(iv) any other Subordinated Indebtedness which shall be approved as Subordinated Indebtedness by a vote of the IPP Coordinating

Committee in accordance with Section 6.1 of the Power Sales Contracts, including the affirmative vote of each Electing Purchaser; and

(d) Issue the Subordinated Notes to each Electing Purchaser that elected to receive such a Subordinated Note prior to the later of the first date on which IPA is to pay Debt Service with respect to such Gas Repowering Long-Term Financing and 30 days following notice from IPA of such date for payment of Debt Service; and

B. Except as expressly amended by this Resolution, the Gas Repowering Plan of Finance remains in full force and effect; and

WHEREAS, the Renewal Committee has reviewed such recommendations and approvals.

NOW THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby adopts, and recommends that the IPA Board adopt, the Amendment to Gas Repowering Plan of Finance; 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

Exhibit A

Bonds issued pursuant to that certain Bond Purchase Agreement, dated December 27, 2019, between RBC Capital Markets, LLC and IPA, as such may be amended, modified or supplemented from time to time

Subordinated Indebtedness issued pursuant to that certain Prepayment Agreement, dated May 17, 1999, among IPA and the California Purchasers, as such may be amended, modified or supplemented from time to time