



**Intermountain Power Project  
RENEWAL CONTRACT  
COORDINATING COMMITTEE MEETING**

**March 7, 2023**

**THE WESTIN  
PASADENA, CA  
AND VIA WEBEX**

**RENEWAL CONTRACT COORDINATING COMMITTEE PARTICIPATING VOTES**

Revised: Dec. 16, 2022

CHAIRMAN – CAMERON R. COWAN 801-938-1333 <a href="mailto:cameron@ipautah.com">cameron@ipautah.com</a>	%	Yes	No	Abs	Remarks
<b>BURBANK</b> 164 W. Magnolia Boulevard, Burbank, CA 91502 Dawn Roth Lindell 818-238-3550 <a href="mailto:drothlindell@burbankca.gov">drothlindell@burbankca.gov</a> Mandip Samra (Alt) 818-238-3752 <a href="mailto:msamra@burbankca.gov">msamra@burbankca.gov</a> Bob Liu (Alt) 818-238-3723 <a href="mailto:bliu@burbankca.gov">bliu@burbankca.gov</a>	3.334				
<b>GLENDALE</b> 141 N. Glendale Ave, 4 <sup>th</sup> FL, Glendale, CA 91206 Mark Young 818-548-2107 Cell: 848-437-1116 <a href="mailto:myoung@glendaleca.gov">myoung@glendaleca.gov</a> Scott Mellon (Alt) 818-550-4550 Cell: 747-499-7886 <a href="mailto:smellon@glendaleca.gov">smellon@glendaleca.gov</a>	4.167				
<b>LOS ANGELES</b> 111 N. Hope St. Room 1263, Los Angeles CA 90012 Paul Schultz 213-367-2929 <a href="mailto:Paul.Schultz@ladwp.com">Paul.Schultz@ladwp.com</a> Reiko Kerr (Alt) 213-367-0387 Rm 921 <a href="mailto:Reiko.Kerr@ladwp.com">Reiko.Kerr@ladwp.com</a> Martin Adams (Alt.) <a href="mailto:Martin.Adams@ladwp.com">Martin.Adams@ladwp.com</a>	71.442				
<b>UTAH MUNICIPALITIES</b> Eric Larsen Mobile: 435-253-1536 <a href="mailto:elarsen@frontiernet.net">elarsen@frontiernet.net</a> 210 South 370 East, Fillmore, UT84631	5.737				
<b>BOUNTIFUL</b> Allen Johnson 801-298-6162 <a href="mailto:allen@bountiful.gov">allen@bountiful.gov</a> 198 South 200 West, Bountiful UT 84010 Gary Hill (Alt) 801-298-6140 <a href="mailto:gary@bountiful.gov">gary@bountiful.gov</a> 790 South 100 East, Bountiful UT 84010	1.711				
<b>LOGAN</b> 530 North 800 West, Logan UT 84321 Mark Montgomery 435-716-9744 <a href="mailto:mark.montgomery@loganutah.org">mark.montgomery@loganutah.org</a> Yuqi Zhao (Alt) 435-716-9738 <a href="mailto:Yuqi.zhao@loganutah.org">Yuqi.zhao@loganutah.org</a>	2.491				
<b>MURRAY</b> 153 West 4800 South. Murray UT 84107 Blaine Haacke 801-558-9626 <a href="mailto:bhaacke@murray.utah.gov">bhaacke@murray.utah.gov</a> Greg Bellon (Alt) 801-330-9974 <a href="mailto:gbellon@murray.utah.gov">gbellon@murray.utah.gov</a>	4.036				
<b>REC'S (Bridger Valley, Garkane Energy, Flowell Electric)</b> LaDel Laub (Alt) 435-439-5311 <a href="mailto:ladell@dixiepower.com">ladell@dixiepower.com</a> Dixie-Escalante, 71 East Hwy 56 Beryl UT 84714	1.713				
<b>DIXIE-ESCALANTE</b> LaDel Laub (Alt) 435-439-5311 <a href="mailto:ladell@dixiepower.com">ladell@dixiepower.com</a> 71 East Hwy 56, Beryl UT 84714-5197	1.548				
<b>MOON LAKE ELECTRIC ASSOC.</b> 800 West Highway 40, Roosevelt UT 84066 Yankton Johnson 435-722-5409 <a href="mailto:yjohnson@mleainc.com">yjohnson@mleainc.com</a>	2.018				
<b>MT. WHEELER POWER, INC.</b> 1600 Great Basin Blvd, Ely, NV 89301 Kevin Robison (Alt) 775-289-8981 <a href="mailto:kevinr@mwpower.org">kevinr@mwpower.org</a>	1.803				
<b>TOTAL</b>	100.000				

**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 11:30 A.M. PACIFIC TIME (12:30 P.M. MOUNTAIN TIME) ON TUESDAY, MARCH 7, 2023, AT THE WESTIN HOTEL, 191 N LOS ROBLES AVE, PASADENA, CALIFORNIA, AND VIA WEBEX.

**WEBEX MEETING INFORMATION**

WebEx Meeting Link:  
<https://ipsc.webex.com/ipsc/j.php?MTID=mddc5eeaf524e2c6706e8fb2d8774429>

Meeting number (access code): 2480 782 2847  
Meeting Password: v4mTmj9ZGs2

Join by Phone:  
1-408-418-9388,,24807822847## United States Toll

**A G E N D A**

1. INTRODUCTIONS AND ANNOUNCEMENTS (CAMERON COWAN)
2. CONSIDERATION OF APPROVAL OF THE NOVEMBER 8, 2022 RENEWAL CONTRACT COORDINATING COMMITTEE MEETING MINUTES
3. DISCUSSION OF THE MARCH 7, 2023 INTERMOUNTAIN POWER PROJECT COORDINATING COMMITTEE MEETING (CAMERON COWAN)
4. **RESOLUTION RCCC-2023-001**  
CONSIDERATION OF APPROVAL OF CLARIFICATIONS TO STS FINANCING (LORI MORRISH)
5. **RESOLUTION RCCC-2023-002**  
CONSIDERATION OF AUTHORIZATION TO EXECUTE REIMBURSEMENT AGREEMENT (HYDROGEN PIPELINE) (LORI MORRISH)
6. OTHER BUSINESS

RENEWAL CONTRACT COORDINATING COMMITTEE MEETING AGENDA  
MARCH 7, 2023  
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7. TIME AND PLACE OF NEXT SCHEDULED MEETING  
11:30 A.M. MDT  
MONDAY, MAY 15, 2023  
INTERMOUNTAIN POWER GENERATING STATION  
DELTA, UT

1 **DRAFT INTERMOUNTAIN POWER PROJECT**  
2 **RENEWAL CONTRACT COORDINATING COMMITTEE MEETING**  
3 **MINUTES**  
4 **NOVEMBER 8, 2022**

5  
6 **MINUTES**  
7

8 A meeting of the Intermountain Power Project (IPP) Renewal Contract Coordinating Committee  
9 (RCCC) was held on November 8, 2022, at the Park MGM, 3770 Las Vegas Blvd, Las Vegas,  
10 Nevada, as well as via WebEx. The following participated:

11  
12 Cameron Cowan IPA (IPP RCCC Chair)  
13 Linford Jensen IPA  
14 Vance Huntley IPA  
15 Cody Combe IPA  
16 Ryleigh Hair IPA  
17 Michelle Miller IPA  
18 Bruce Rigby IPA  
19 Joel Eves IPA  
20 Nick Tatton IPA  
21 Saif Mogri IPA Consultant  
22 Elden Krause Anaheim  
23 Allen Johnson Bountiful  
24 Mandip Samra (Alt.) Burbank  
25 Anthony D'Aquila Burbank  
26 Chie Valez Glendale  
27 Scott Mellon Glendale  
28 Jon Finlinson IPSC  
29 Jon Christensen IPSC  
30 Mike Nuttall IPSC  
31 Kevin Miller IPSC  
32 Mark Shipley IPSC  
33 Paul Schultz LADWP  
34 Greg Huynh LADWP  
35 Kevin Peng LADWP  
36 John Aguilar LADWP  
37 Melia Asucan LADWP  
38 Mark Montgomery Logan  
39 Kevin Robison (Alt) Mt. Wheeler  
40 Blaine Haacke Murray  
41 Robert Castro Pasadena  
42 Kelly Nguyen Pasadena  
43 Mayor Michael Kourianos Price  
44 Roy Xu Riverside  
45 Eric Larsen Utah Municipalities  
46 Eric Bawden Holland & Hart

1 Mark Buchi Holland & Hart - Virtually  
2 John Ward John Ward, Inc.  
3 Rob Hughes Parsons, Behle & Latimer  
4

5 **INTRODUCTIONS AND ANNOUNCEMENTS**  
6

7 The meeting commenced at 10:40 a.m. conducted by Chair Cameron Cowan. Mr. Cowan  
8 welcomed everyone to the meeting.  
9

10 **CONSIDERATION AND APPROVAL OF THE AUGUST 2, 2022, RENEWAL**  
11 **CONTRACT COORDINATING COMMITTEE MEETING MINUTES**  
12

13 Mr. Cowan asked for a motion to approve the RCCC meeting minutes of August 2, 2022.  
14

15 **Mr. Robison made a motion to approve the RCCC meeting minutes of August 2,**  
16 **2022. Mr. Haacke seconded the motion. A vote by all RCCC members participating**  
17 **in the meeting was taken and the vote was unanimous in the affirmative.**  
18

19 **DISCUSSION OF THE NOVEMBER 8, 2022, INTERMOUNTAIN POWER PROJECT**  
20 **COORDINATING COMMITTEE MEETING**  
21

22 Mr. Cowan said the RCCC members received reports covered in the IPP Coordinating  
23 Committee meeting earlier today.  
24

25 Mr. Cowan asked for questions or comments on the reports. There were none.  
26

27 **EXECUTIVE SESSION**  
28

29 There was none.  
30

31 **OTHER BUSINESS**  
32

33 There was none.  
34

35 Mr. Cowan thanked everyone for their participation and asked for a motion to adjourn the  
36 meeting.  
37

38 **Mr. Montgomery made a motion to adjourn. Mr. Robison seconded the motion. A**  
39 **vote by all RCCC members participating in the meeting was taken and the vote was**  
40 **unanimous in the affirmative. Meeting adjourned at 10:45 a.m.**  
41

42 **TIME AND PLACE OF NEXT MEETING**  
43

44 Tuesday, March 7, 2023, at 11:30 a.m., at the Westin Pasadena, in Pasadena, CA.

IPP Renewal Contract Coordinating Committee  
Meeting Minutes  
November 8, 2022  
Page 3 of 3

- 1
- 2 Minutes taken by Michelle Miller.
- 3
- 4

## RESOLUTION

RCCC-2023-001

### APPROVAL OF CLARIFICATIONS TO STS FINANCING

On motion of \_\_\_\_\_, seconded by \_\_\_\_\_, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Renewal Committee”) held March 7, 2023, 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, revised and updated, collectively, the “Power Sales Contracts”); and

WHEREAS, pursuant to Resolution Nos. CC-2020-010, IPA-2020-009, CC-2021-014, RCCC-2021-004 and IPA-2021-014 (the “Prior STS Financing Resolutions”), the IPP Coordinating Committee (the “Committee”), the Renewal Committee, and the IPA Board of Directors (the “IPA Board”), respectively, authorized the Project Manager (as defined in the Power Sales Contracts) to arrange for the Southern California Public Power Authority (“SCPPA”) to finance the STS Renewal Project (as defined in the Prior STS Financing Resolutions) through payments-in-aid of construction (the “STS Financing”); and

WHEREAS, the STS Financing, as originally defined and approved by the Prior STS Financing Resolutions, did not dictate when payments-in-aid of construction would commence, nor when debt service payments would commence, but when the first Prior STS Financing Resolutions were approved in August of 2020, it was expected that SCPPA would provide payments-in-aid of construction beginning in 2021, with repayment of the bonds used to fund such payments-in-aid of construction commencing in 2026, when the STS Renewal Project was expected to be completed in its entirety and in service; and

WHEREAS, a number of things have changed since the Prior STS Financing Resolutions were adopted: (i) due to unforeseen delays in executing the necessary agreements, SCPPA has not yet issued bonds, and the payments-in-aid of construction have not yet commenced, (ii) SCPPA’s bond counsel has determined that debt service on the SCPPA bonds cannot be deferred until the entire STS Renewal Project is complete, but rather, debt service will need to commence when each individual major component of the STS Renewal Project is placed in service, and (iii) due to delays in the procurement of a contractor to design and construct new Converter Stations, as part of the STS Renewal Project, it is now expected that the entire STS Renewal Project will not be completed until early 2027, instead of 2026 as originally planned; and

WHEREAS, the Project Manager estimates that the net effect of these changes will be to reduce the total amount of debt service to be paid prior to the Transition Date (as defined in the Power Sales Contracts), but because these changes will also require debt service to be paid earlier than originally anticipated — commencing in 2024 instead of 2026 — the Project Manager deems



it advisable to clarify the timing of the STS Financing so that Purchasers can budget accordingly; and

WHEREAS, specifically, the Project Manager recommends that the following clarifications be made to the STS Financing: (i) SCPPA's payments-in-aid of construction will commence as soon as reasonably practicable, and (ii) debt service payments to SCPPA will commence separately for each of the four major components of the STS Renewal Project — the IPP switchyard, Adelanto switchyard, Synchronous Condensers, and Converter Stations — as each one is completed and placed into service (together, the "STS Financing Clarifications"); and

WHEREAS, the Renewal Committee has received a letter dated February 22, 2023 from Ms. Lori K. Morrish on behalf of the Project Manager (the "Project Manager Recommendation Letter") recommending that the Committee and the Renewal Committee approve, and recommend that the IPA Board approve, the STS Financing Clarifications, as described above; and

WHEREAS, the Project Manager provided a briefing on a conference call on February 27, 2023, and at a meeting of the Renewal Committee on March 7, 2023 (collectively, the "Project Manager Briefing"), during which the Project Manager Briefing, the Project Manager described and explained the basis of the Project Manager's recommendations, advice and determinations as set forth herein; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby approves, and recommends that the IPA Board approve, the STS Financing Clarifications as described above and in the Project Manager Recommendation Letter; 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

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CHAIRMAN, RENEWAL CONTRACT  
COORDINATING COMMITTEE

ATTEST:

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SECRETARY

**RESOLUTION**

**RCCC-2023-002**

**AUTHORIZATION TO EXECUTE REIMBURSEMENT AGREEMENT (HYDROGEN PIPELINE)**

On motion of \_\_\_\_\_, seconded by \_\_\_\_\_, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Renewal Committee”) held March 7, 2023, 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, revised and updated, collectively, the “Power Sales Contracts”); and

WHEREAS, IPA is a party to that certain Energy Storage Services and Conversion Agreement dated on or about March 8, 2022 (the “ESSCA”) with Advanced Clean Energy Storage I, LLC (“ACES”); and

WHEREAS, the ESSCA provides for ACES to design, build, finance, operate, and maintain a facility (the “ACES Facility”) that will have the capacity to convert renewable energy into “green” hydrogen and store that hydrogen in underground salt caverns for later withdrawal by IPA; and

WHEREAS, the ACES Facility will include a pipeline to deliver hydrogen to IPP (the “Hydrogen Pipeline”) from two storage caverns with a combined storage capacity of 11,000 metric tonnes of working gas; and

WHEREAS, the Project Manager (as defined in the Power Sales Contracts) considers it likely that additional storage caverns will be needed in the future to store all of IPA’s hydrogen gas needs; and

WHEREAS, with additional storage caverns, the ACES Facility will need to store hydrogen gas at higher pressures, which will require upgrades to the Hydrogen Pipeline (the “Pipeline Upgrades”); and

WHEREAS, the Project Manager has determined that it will be more economical to design and construct the Hydrogen Pipeline with the Pipeline Upgrades now, rather than implementing the Pipeline Upgrades as a separate project in the future; and

WHEREAS, the Project Manager has prepared a Reimbursement Agreement, which provides for IPA to reimburse ACES for the additional costs associated with implementing the Pipeline Upgrades; and

WHEREAS, the Project Manager has requested authorization to execute the Reimbursement Agreement on behalf of IPA, with a total expenditure authority of \$5,000,000 (which amount includes contingency), plus applicable taxes; and

WHEREAS, the Project Manager has recommending funding costs associated with the Reimbursement Agreement from the Hydrogen Betterment Fund created pursuant to, and as defined in, Resolution Nos. CC-2020-011, RCCC-2020-001, and IPA-2020-010, as the provisions governing the Hydrogen Betterment Fund have been modified from time to time by resolutions of the IPP Coordinating Committee (the “Committee”), Renewal Committee, and IPA Board of Directors (the “IPA Board”); and

WHEREAS, the Renewal Committee has received a letter dated February 22, 2023 from Ms. Lori K. Morrish on behalf of the Project Manager (the “Project Manager Recommendation Letter”) recommending that the Committee and the Renewal Committee authorize, and recommend that the IPA Board authorize, the Project Manager to execute the Reimbursement Agreement on behalf of IPA as described above; and

WHEREAS, the Project Manager provided a briefing on a conference call on February 27, 2023, and at a meeting of the Renewal Committee on March 7, 2023 (collectively, the “Project Manager Briefing”), during which the Project Manager described and explained the basis of the Project Manager’s recommendations, advice and determinations as set forth herein; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby approves, and recommends that the IPA Board approve, the delegation of authority to the Project Manager to execute and deliver the Reimbursement Agreement on behalf of IPA, with an expenditure authority of \$5,000,000 (which amount includes contingency), plus applicable taxes to be funded from the Hydrogen Betterment Fund as described above and in the Project Manager Recommendation Letter; 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

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CHAIRMAN, RENEWAL CONTRACT  
COORDINATING COMMITTEE

Resolution No. RCCC-2023-002

March 7, 2023

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ATTEST:

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SECRETARY