

## **RESOLUTION**

**RCCC-2023-006**

### **APPROVAL OF IPA SIXTY-FIFTH SUPPLEMENTAL BOND RESOLUTION ESTABLISHING A DECOMMISSIONING FUND FOR PROJECT COMPONENTS**

On motion of Mark Montgomery, seconded by Kevin Robison, at a meeting of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Renewal Committee”) held August 8, 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, being, collectively, the “Power Sales Contracts”); and

WHEREAS, IPA is also a party to those certain Renewal Power Sales Contracts, dated as of January 16, 2017 (as amended and updated, the “Renewal Power Sales Contracts”) with those Purchasers that (i) accepted the Renewal Offer (as defined in the Power Sales Contracts) and (ii) did not subsequently terminate their Renewal Power Sales Contract pursuant to Section 42.1 of the Renewal Power Sales Contracts (“Renewal Purchasers”); and

WHEREAS, Section 22.1 of the Renewal Power Sales Contracts provides that as of the Transition Date, IPA shall establish a Retirement Reserve Fund (such term, and all other capitalized terms used herein without definition, having the respective meanings assigned thereto in the Power Sales Contracts or, if not defined therein, in the resolution entitled “Power Supply Revenue Bond Resolution” adopted by IPA on September 28, 1978, as the same heretofore has been amended, restated and supplemented, the “Resolution”), to provide for the accumulation of funds to pay Retirement Costs; and

WHEREAS, Section 22.1 of the Renewal Power Sales Contracts further provides that the Retirement Reserve Fund shall consist of four separate accounts, designated respectively as the Gas Unit 1 Retirement Account, the Gas Unit 2 Retirement Account, the Northern Transmission System Retirement Account and the Southern Transmission System Retirement Account, each of which accounts shall be used for the accumulation of funds to pay Retirement Costs with respect to each of the respective Project Components, as indicated by the name of the account; and

WHEREAS, Section 22.1 of the Renewal Power Sales Contracts further provides that the Retirement Reserve Fund shall be held and administered by IPA and, except as otherwise provided in Sections 23.5 and 23.9.3 of the Renewal Power Sales Contracts, be used solely to pay Retirement Costs, and all earnings from the investment of amounts on deposit in any account of the Retirement Reserve Fund shall be deposited into and become a part of such account; and

WHEREAS, in order to provide for payment of the costs of decommissioning, retirement or disposal of facilities of the Project, as such term is defined in the Resolution, Section 502(c) of

the Resolution provides, at such time as IPA shall determine, for the establishment, by Supplemental Resolution, of one or more Decommissioning Funds to provide for the payment of such costs of decommissioning, retirement or disposal of facilities of the Project, as such term is defined in the Resolution (each of which Decommissioning Funds shall be held by IPA but shall not be part of the Trust Estate; and each such Supplemental Resolution establishing a Decommissioning Fund shall set forth the amounts to be credited to such Decommissioning Fund, and the purposes to which amounts in any such Fund are to be applied); and

WHEREAS, IPA has caused to be prepared a draft of a Sixty-Fifth Supplemental Power Supply Revenue Bond Resolution (the "Sixty-Fifth Supplemental Bond Resolution") providing for the establishment of a Decommissioning Fund to provide for the payment of the Retirement Costs, which Decommissioning Fund shall be and constitute the "Retirement Reserve Fund" (as defined in the Renewal Power Sales Contracts); and

WHEREAS, the IPP Finance Committee heretofore has recommended that the Renewal Committee approve the Sixty-Fifth Supplemental Bond Resolution.

NOW, THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby approves, and recommends that the IPA Board approve and adopt, the Sixty-Fifth Supplemental Bond Resolution in substantially the form submitted to this meeting and with such changes thereto as the IPA Board shall determine are necessary or desirable; 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