

## Linford

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**From:** Caitlyn Cottrell  
**Sent:** Tuesday, December 17, 2024 1:50 PM  
**To:** Caitlyn Cottrell  
**Cc:** Cameron Cowan; Michelle Miller  
**Subject:** Resolution RCCC-2024-010 Authorization to Execute ACES Amendments  
**Attachments:** Resolution RCCC-2024-010 - Authorization to Execute ACES Amendments.pdf

Sent on behalf of Cameron Cowan, IPA General Manager

Members of the IPP Renewal Contract Coordinating Committee,

The IPP Renewal Contract Coordinating Committee was briefed on December 9, 2024 on the matters described in the attached Resolution No. RCCC-2024-010 and we are now requesting your vote via email.

The IPA Board will be meeting Thursday, December 19th at 8:00 a.m. MST to consider authorizing execution of the ACES Amendments described in Resolution No. RCCC-2024-010, so we are requesting your response by **Wednesday, December 18th, 5:00 p.m. (MST)**.

**If you vote to approve Resolution RCCC-2024-010, with the correction specified above, please respond to this email with the word “Approved” (or a term with similar meaning) in your reply.**

*Cameron R. Cowan*

General Manager  
(801) 938-1317



## **RESOLUTION**

**RCCC-2024-010**

### **AUTHORIZATION TO EXECUTE ACES AMENDMENTS**

By an email poll of members of the Intermountain Power Project (“IPP”) Renewal Contract Coordinating Committee (the “Renewal Committee”) conducted on or before December 19, 2024, 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 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; and

WHEREAS, pursuant to Resolution Nos. CC-2022-007, RCCC-2022-002, and IPA-2022-007 (collectively, the “ACES Resolutions”), the IPP Coordinating Committee, Renewal Committee, and IPA Board of Directors (“IPA Board”) approved the Hydrogen Capacity Project (as defined in the ACES Resolutions) and authorized the Operating Agent to execute an Energy Storage Services and Conversion Agreement (“ESSCA”) with Advanced Clean Energy Storage I, LLC (“ACES I”); and

WHEREAS, the Operating Agent executed the ESSCA on or about March 8, 2022; and

WHEREAS, the ESSCA provides for ACES I to finance the costs of the ACES Facility (as defined in the ACES Resolutions) through a low-interest loan from the United States Department of Energy (“DOE”); and

WHEREAS, to facilitate the orderly completion of the ACES Facility, IPA needs to execute the following agreements and amendments to existing agreements (collectively, the “ACES Amendments”): (1) Construction Milestone Adjustment to Energy Storage Services and Conversion Agreement (“Milestone Adjustment”) between IPA and ACES I, which amends the ESSCA to adjust the substantial completion date and documents actual completion of other dates, and (2) Addendum No. 1 to Energy Storage Services and Conversion Agreement (“Addendum No. 1”) between IPA and ACES I, which allows ACES I to invoice IPA for two quarterly loan payments in advance of the new substantial completion date and allows IPA to elect to make a third quarterly loan payment in IPA’s sole discretion; and

WHEREAS, the Operating Agent has recommended funding costs associated with the ACES Amendments from the Hydrogen Conversion and Storage portion of the 2024-2025 Annual Budget, which, pursuant to the Hydrogen Billing Procedure approved pursuant to Resolution Nos. CC-2022-006, RCCC-2022-001, and IPA-2022-006, is charged only to the Hydrogen Purchasers (as defined in such resolutions); and

WHEREAS, the Operating Agent has determined that the ACES Amendments are necessary and desirable in order to facilitate the orderly completion of the ACES Facility, and are in accordance with Prudent Utility Practice; and

WHEREAS, the Renewal Committee has received a letter dated December 6, 2024 from Mr. Kevin T. Peng on behalf of the Operating Agent (the “Operating Agent Recommendation Letter”) recommending that Renewal Committee approve, and recommend that the IPA Board approve, the ACES Amendments and the delegation of authority to the Operating Agent to execute and deliver the ACES Amendments on behalf of IPA; and

WHEREAS, the Operating Agent provided a briefing at a virtual conference on December 9, 2024 (the “Operating Agent Briefing”), during which the Operating Agent described and explained the basis of the Operating Agent’s recommendations, advice and determinations as set forth herein; and

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

NOW, THEREFORE, BE IT RESOLVED, that the Renewal Committee hereby approves, and recommends that the IPA Board approve, the ACES Amendments, on the terms and conditions described in the Operating Agent Recommendation Letter and the Operating Agent Briefing, with such subsequent changes, if any, that may be recommended by the Operating Agent and approved by IPA’s General Manager, which changes must be consistent with the Operating Agent Recommendation Letter, the Operating Agent Briefing, the terms and conditions of the IPA Board’s approval and authorization, the IPP project documents and applicable law; and

BE IT FURTHER RESOLVED, that the Renewal Committee hereby approves, and recommends that the IPA Board approve, the delegation of authority to the Operating Agent to execute and deliver the ACES Amendments on behalf of IPA, and all necessary documents recommended by the Operating Agent and approved by the IPA General Manager in connection with the ACES Amendments; and

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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