

## **PROCEDURES FOR APPROVAL OF ALTERNATIVE REPOWERING**

The following procedures (these “Procedures”) are suggested for all Utah Municipal Purchasers that are parties to Power Sales Contracts, dated September 28, 1978, with Intermountain Power Agency (“IPA” and each such Utah Municipal Purchaser being a “Purchaser”) that desire to approve the Alternative Repowering (as described in the Resolution transmitted with these Procedures) (these Procedures are not binding and are intended to be completed in order; the failure to complete any procedure may result in failure of the Alternative Repowering to be approved for the Intermountain Power Project):

### **Adoption and Execution of Resolution(s)**

- If a Purchaser has a board or commission that governs its power system or assets in addition to or under the direction of such Purchaser’s legislative or governing body (such board being the “Power Board”), if and as required under the law governing such Purchaser and the Power Board:
  - The Power Board sets a date for a meeting to discuss and vote on the approval of the Alternative Repowering (such meeting being the “Power Board Meeting”).
  - The Power Board gives public notice of the Power Board Meeting in accordance with the law and documents governing the Power Board (including whether the Power Board Meeting has to be preceded by or include a public hearing).
  - The Power Board discusses, approves and recommends approval of the Alternative Repowering by such Purchaser’s legislative or governing body using the form of resolution approved by the Governing Body’s attorney.
  - The authorized representative of the Power Board does or causes the following to be done with respect to the resolution, if any, of the Power Board:
    - Fills in the number of the resolution;
    - Fills in the name of the person who made the motion to adopt the resolution;
    - Fills in the name of the person who seconded the motion to adopt the resolution;
    - Fills in the month and day that the resolution was adopted in the first paragraph of the resolution and on the signature page of the resolution;
    - Executes the resolution evidencing such approval and recommendation; and
    - Has the resolution attested (with the Clerk/Recorder signing on the first blank and filling in their name on the second blank).
  - The Power Board takes all other action required by the law governing such Purchaser or the Power Board to be taken by the Power Board to approve the Alternative Repowering.

- If a Purchaser does not have a Power Board or after the Power Board has taken the action described above, if and as required under the law governing such Purchaser:
  - The legislative or governing body of such Purchaser (the “Governing Body”) sets a date for a meeting to discuss and vote on the approval of the Alternative Repowering (such meeting being the “Governing Body Meeting”).
  - The Governing Body gives public notice of the Governing Body Meeting in accordance with the law and documents governing such Purchaser (including whether the Governing Body Meeting has to be preceded by or include a public hearing).
  - The Governing Body discusses and approves the Alternative Repowering using the form of resolution approved by the Governing Body’s attorney.
  - The authorized representative of the Governing Body does or causes the following to be done with respect to the resolution of the Governing Body:
    - Fills in the number of the resolution;
    - Fills in the name of the person who made the motion to adopt the resolution;
    - Fills in the name of the person who seconded the motion to adopt the resolution;
    - Fills in the month and day that the resolution was adopted in the first paragraph of the resolution and on the signature page of the resolution;
    - Executes the resolution evidencing such approval; and
    - Has the resolution attested (with the Clerk/Recorder signing on the first blank and filling in their name on the second blank).
  - Such Purchaser records the resolutions of the Power Board, if any, and the Governing Body recommending and/or approving the Alternative Repowering with such Purchaser’s clerk or recorder (such resolutions being the “Resolution(s)”).
  - The Governing Body takes all other action required by the law governing such Purchaser and the Governing Body to be taken by the Governing Body to approve the Alternative Repowering by such Purchaser.
- A form of resolution is provided with these Procedures for the convenience of each Purchaser. Such Purchaser may use the form provided if such Purchaser determines, after consultation with such Purchaser’s legal counsel, that the form is appropriate. In the alternative, such Purchaser may prepare its own resolution as such Purchaser deems appropriate to ensure that actions by the Power Board, if any, the Governing Body and such Purchaser are, among other things, sufficient to support an opinion of counsel to be issued in connection with the Alternative Repowering. The resolution has been prepared

for adoption by such Purchaser's Governing Body. As appropriate, such Purchaser may modify the form to provide for approval by such Purchaser's Power Board (including, if appropriate, adding a recommendation by such Power Board).

- The proposed form of resolution of the Governing Body has been provided in Microsoft Word format to facilitate the finalization of that document. To the extent that any change is proposed to the form of Resolution(s), please provide any proposed changes to IPA's legal counsel (identified below) at your earliest convenience:

Eric D. Bawden  
Holland & Hart LLP  
222 South Main Street, Suite 2200  
Salt Lake City, Utah  
(801) 799-5900  
edbawden@hollandhart.com

### **Action Regarding the Alternative Repowering**

- The individual representing a Purchaser on the Intermountain Power Project Coordinating Committee and, if applicable, the Intermountain Power Project Renewal Contract Coordinating Committee votes as authorized under the Resolution(s).
- Such Purchaser has the Alternative Repowering Certificate (Power Sales Contract) completed (where indicated), signed by the Mayor or Manager of such Purchaser, dated and recorded with its clerk or recorder (this is required by law of each municipality in Utah).
- If such Purchaser is a party to a Renewal Power Sales Contract, dated January 16, 2017, with IPA (being all Purchasers other than Meadow and Monroe), such Purchaser has the Alternative Repowering Certificate (Renewal Power Sales Contract) completed (where indicated), signed by the Mayor or Manager of such Purchaser, dated and recorded with its clerk or recorder (this is required by law of each municipality in Utah).

### **Delivery of Certificates**

- Complete the Alternative Repowering Certificate (Power Sales Contract) and, if applicable, Alternative Repowering Certificate (Renewal Power Sales Contract) by doing the following with each:
  - Fill in the first blank on the first page of the certificate with the number of the resolution approving the Alternative Repowering adopted by the Governing Body;
  - Fill in the second blank on the first page of the certificate with the date that the resolution of the Governing Body was adopted;
  - Fill in the blank on the signature page of the certificate with the date the certificate is signed;
  - Have the duly authorized person sign the certificate; and

- Have the certificate attested (with the Clerk/Recorder signing on the first blank and filling in their name on the second blank).
- Please mail the completed, dated and signed Alternative Repowering Certificate (Power Sales Contract) and, if applicable, Alternative Repowering Certificate (Renewal Power Sales Contract) to:

R. Dan Eldredge  
General Manager  
Intermountain Power Agency  
10653 South River Front Parkway  
Suite 120  
South Jordan, Utah 84095

- Please provide a copy of the Resolution(s) when delivering the Certificates.

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