





# Heber Light & Power

31 South 100 West  
Heber City, Utah 84032  
January 26, 2015

## Regular Board of Directors Meeting 4:00 p.m.

The Board of Directors of Heber Light & Power met on January 26, 2015, in the Heber Light & Power Business Office at 31 South 100 West, Heber City, Utah.

<b>Present:</b>	Mayor	Alan W. McDonald
	Mayor	Bob Kowallis (via telephone)
	Mayor	Colleen Bonner (arrived at 4:20 p.m.)
	County Council Chair	Kendall Crittenden
	Heber City Council Member	Robert Patterson
	Heber City Council Member	Jeff Bradshaw

**Others Present:** Jason Norlen, Jake Parcell, Joe Dunbeck, Harold Wilson, and Karly Schindler.

Chairman McDonald opened the meeting and welcomed those in attendance and acknowledged the new County Council Chairman Kendall Crittenden.

### **CONSENT AGENDA**

**Items for Approval: December 18, 2014 and January 20, 2015 Board Meeting Minutes; December 2014 Financial Statement; and December 2014 Warrants:** Chairman McDonald asked for any modifications or changes to the above mentioned items. Director Robert Patterson moved to approve the above listed items. Director Jeff Bradshaw made the second.

Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting Nay: None. Abstained: County Council Chairman Kendall Crittenden.

**Approval of Fourth Quarter Dividends Resolution:** Director Crittenden asked for the percentages each city received from the dividends. The Board explained the dividend amounts to Director Crittenden. The amounts

1 per quarter were: Charleston and Midway receiving 12.5% each which was \$9,375.00 and Heber City receiving  
2 75% which was \$56,250.00. Director Jeff Bradshaw moved to approve Board Resolution 2015-01. Director  
3 Robert Patterson seconded the motion.

4  
5 Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, County Council  
6 Chairman Kendall Crittenden, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting  
7 Nay: None.

8  
9 **Update on HB17:** Joe Dunbeck explained that HB17 (which will be renumbered this legislative session) is  
10 legislation that deals with the rules that govern the operation of interlocals. He stated it is an extensive piece of  
11 legislation that is still in draft at the moment. Dunbeck suggested not delving too deep into it during the Board  
12 meeting due to the time it would require, but that he could meet with the Directors individually or as a group at  
13 a later time if they had additional questions. Dunbeck mentioned that the changes would not have a dramatic  
14 influence on the way the Company currently operates. He did mention that one significant change is how Board  
15 compensation is approved.

16  
17 Dunbeck also stated APPA had a series of webinars on utility governance. He passed around a description of  
18 the webinars and stated that he could set them up and that the Board members would be able to access them at  
19 their convenience. Dunbeck stated he thought the webinars would be helpful. The cost for the governance  
20 series was \$700.00 and the cost for the electric utility series was \$270.00. After discussion, the Board was in  
21 favor of purchasing those webinars.

22  
23 Director Kendall Crittenden made a motion to move into closed meeting to discuss pending or threatening  
24 litigation. Director Robert Patterson made the second.

25  
26 Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, County Council  
27 Chairman Kendall Crittenden, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting  
28 Nay: None.

29  
30 Director Robert Patterson moved to come out of closed meeting after discussion of pending or threatening  
31 litigation. Director Jeff Bradshaw seconded the motion.

32  
33 Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, County Council  
34 Chairman Kendall Crittenden, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting  
35 Nay: None.

36  
37 **GM Operations Report:** Jason Norlen stated the winter storm that came through caused quite a bit of damage  
38 to secondary drops and that staff had been busy with keeping the trees trimmed, transmission disruptions and so  
39 forth. Norlen stated power prices had been down, although power prices on peak did creep up. The natural gas  
40 plant was operating about five hours per night on peak. The jailhouse substation was almost finished and he  
41 stated that upon completion, the circuits and settings would be back to a normal condition which would result in

1 a more solid setting for the commercial loads in that area. Norlen stated there was another job posting for the  
2 office staff position and that it had been changed from part-time to a full-time position. There was a brief  
3 discussion among the Board with regard to the job requirements, posting locations, interviewing process and so  
4 forth.

5  
6 **Review of general manager interviews; selection/approval of candidate(s) and/or terms of offer:** Director  
7 Robert Patterson moved to go into closed meeting to discuss personnel issues. Director Colleen Bonner  
8 seconded the motion.

9  
10 Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, County Council  
11 Chairman Kendall Crittenden, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting  
12 Nay: None.

13  
14 Director Kendall Crittenden moved to come out of closed meeting. Motion was seconded..

15  
16 Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, County Council  
17 Chairman Kendall Crittenden, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting  
18 Nay: None.

19  
20 With no further business to discuss, Director Kendall Crittenden moved to adjourn the meeting. Director  
21 Robert Patterson made the second.

22  
23 Voting Aye: Mayor Alan W. McDonald, Mayor Bob Kowallis, Mayor Colleen Bonner, County Council  
24 Chairman Kendall Crittenden, Council Member Robert Patterson and Council Member Jeff Bradshaw. Voting  
25 Nay: None.

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Amanda Anderson  
Board Recorder



## Heber Light Power - Financial Statements

### As of January 31, 2015

	2015 Budget	January	February	March	April	May	June	YTD	8% of Year Elapsed
<b>REVENUES</b>									
Electricity Sales	\$14,035,551	<b>\$1,174,936</b>						1,174,935.90	8%
Electricity Sales - Jordanelle	1,458,429	<b>\$32,360</b>						32,360.18	2%
Connect Fees	31,091	<b>\$2,090</b>						2,090.00	7%
Interest Income	20,707	<b>\$270</b>						269.77	1%
Receivables Penalty Income	32,000	<b>\$3,583</b>						3,583.02	11%
Other / Miscellaneous Income	115,000	<b>\$6,242</b>						6,242.16	5%
<i>Total Revenues</i>	<i>\$15,692,778</i>	<i>\$1,219,481</i>	-	-	-	-	-	1,219,481.03	8%

#### OPERATING EXPENSES

Power Purchases	\$6,408,878	<b>\$608,604</b>						608,603.99	9%
Power Purchases - Jordanelle	1,458,429	<b>\$33,305</b>						33,305.25	2%
Generation Maintenance / Fuel	866,813	<b>\$41,623</b>						41,623.44	5%
Wages	2,266,058	<b>\$116,311</b>						116,311.44	5%
Board Compensation	35,814	<b>\$2,985</b>						2,984.52	8%
Retirement	629,375	<b>\$44,750</b>						44,750.25	7%
Insurance – Employee	850,709	<b>\$71,817</b>						71,817.33	8%
Insurance – Liability	175,000	<b>\$14,208</b>						14,208.09	8%
Payroll Taxes	276,140	<b>\$12,927</b>						12,926.74	5%
Travel / Training	71,381	<b>\$2,963</b>						2,963.26	4%
Materials	49,856	<b>\$2,061</b>						2,060.63	4%
Communications / IT Maint/ Support	130,845	<b>\$8,298</b>						8,297.79	6%
Truck / Vehicles	119,942	<b>\$5,499</b>						5,498.56	5%
Repairs / Maintenance	501,158	<b>\$12,740</b>						12,739.71	3%
Building Expenses	43,400	<b>\$1,080</b>						1,079.53	2%
Office Supplies / Postage / Shipping	79,580	<b>\$3,868</b>						3,867.91	5%
Debt – Interest	543,777	<b>-\$13,529</b>						(13,529.28)	-2%
Debt – Principal	578,103	<b>\$36,288</b>						36,287.59	6%
Dividends	300,000	<b>\$0</b>						-	0%
Reserve Funding	135,000	<b>\$0</b>						-	0%
Professional Services	63,000	<b>\$7,423</b>						7,423.20	12%
Miscellaneous	99,035	<b>\$9,186</b>						9,185.55	9%
<i>Total Operating Expenses</i>	<i>\$15,682,293</i>	<i>\$1,022,406</i>	-	-	-	-	-	1,022,405.50	7%

#### FUNDS AVAILABLE FOR CAPITAL PROJECTS

Net Income	10,485	<b>\$197,076</b>	-	-	-	-	-	197,075.53	1880%
Capital in Aid of Construction	450,000	<b>\$9,007</b>						9,006.78	2%
Impact Fee	650,000	<b>\$34,925</b>						34,924.84	5%
	<i>\$1,110,485</i>	<i>\$241,007</i>	-	-	-	-	-	241,007.15	22%



## Heber Light Power - Financial Statements

### As of January 31, 2015

	2015 Budget	January	February	March	April	May	June	YTD	8% of Year Elapsed
<b>CAPITAL EXPENDITURES</b>									
Buildings	\$386,565	\$0						-	0%
Distribution	1,127,000	\$41,315						41,314.95	4%
Generation	401,839	\$0						-	0%
Metering	142,483	\$41,837						41,837.40	29%
Substation	683,547	\$920						919.50	0%
Systems & Technology	81,990	-\$3,374						(3,373.98)	-4%
Tools & Equipment	45,200	\$0						-	0%
Trucks / Vehicles	250,000	\$0						-	0%
<i>Total Capital</i>	<i>\$3,118,624</i>	<i>\$80,698</i>	-	-	-	-	-	80,697.87	3%
Depreciation	\$1,993,000	\$138,982						138,981.64	7%

Report Criteria:

- Detail report.
- Invoices with totals above \$0 included.
- Only paid invoices included.
- Invoice Detail.GL Period = 0115

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
<b>114000 INVENTORY</b>						
114000	287	CODALE ELECTRIC SUPPLY, IN	Conductor, UG, Primary, 4/0	S5245971.00	01/30/2015	22,275.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Bracket, Standoff, 18 Inch	S528673.001	01/08/2015	312.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Bracket, Standoff, 12 Inch	S528673.001	01/08/2015	152.51
114000	287	CODALE ELECTRIC SUPPLY, IN	Conduit, Pipe Clamp, 3 Inch	S528673.001	01/08/2015	37.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Bull Line, 3000 FT, 2500 LB, Big	S528673.001	01/08/2015	558.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Bull Line, 3000 FT, 1250 LB, Smal	S528673.001	01/08/2015	186.00
114000	287	CODALE ELECTRIC SUPPLY, IN	AMP Connector, #6 - #6, #4 - #6	S528673.001	01/08/2015	330.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Conductor, OH, Primary, #6 Insul	S528673.001	01/08/2015	472.50
114000	287	CODALE ELECTRIC SUPPLY, IN	Transformer Straight Bar, Small	S5299073.00	01/22/2015	123.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Cutout, 100 AMP	S5299073.00	01/22/2015	1,913.10
114000	287	CODALE ELECTRIC SUPPLY, IN	Ground Lugs, Tank	S5299073.00	01/22/2015	602.60
114000	287	CODALE ELECTRIC SUPPLY, IN	Cutout, 100 AMP	S5299073.00	01/22/2015	546.60
114000	287	CODALE ELECTRIC SUPPLY, IN	Transformer Straight Bar, Small	S5299073.00	01/22/2015	307.50
Total 114000 INVENTORY:						27,815.81
<b>152000 MACHINERY, EQUIPMENT &amp; TOOLS</b>						
152000	287	CODALE ELECTRIC SUPPLY, IN	Motor charging board	S5250057.00	01/06/2015	640.00
152000	287	CODALE ELECTRIC SUPPLY, IN	Ring terminal 12-14	S5269794.00	12/29/2014	34.45
152000	287	CODALE ELECTRIC SUPPLY, IN	I Assist Service Charge (warehou	S5283073.00	01/08/2015	4,875.00
Total 152000 MACHINERY, EQUIPMENT & TOOLS:						5,549.45
<b>152100 METERING ASSETS</b>						
152100	287	CODALE ELECTRIC SUPPLY, IN	Meter, 4S, 240volt	S5241191.00	01/27/2015	130.00
152100	910	SENSUS METERING SYSTEMS	20 ELSTER METERS	ZZ15009621	01/14/2015	8,233.40
152100	910	SENSUS METERING SYSTEMS	AMI system upgrade	ZZ15009693	01/15/2015	33,000.00
152100	910	SENSUS METERING SYSTEMS	Meter, 2S, gen 4, disconnect, 240	ZZ15009955	01/22/2015	604.00
Total 152100 METERING ASSETS:						41,967.40
<b>153000 PIPELINE, DIST. SYSTEM ETC.</b>						
153000	287	CODALE ELECTRIC SUPPLY, IN	Transformer, Polemount, 37.5 KV	S5210107.00	01/20/2015	2,880.00
153000	287	CODALE ELECTRIC SUPPLY, IN	Transformer, Padmount, 1 Phase,	S5246225.00	01/27/2015	1,675.00
153000	831	PROBST ELECTRIC	PROGRESS BILLING 9	4860	01/28/2015	92,649.29
Total 153000 PIPELINE, DIST. SYSTEM ETC.:						97,204.29
<b>155000 TECH/OFFICE EQUIP</b>						
155000	337	DELL BUSINESS CREDIT	Camera Computer Dispatch	XJMC8N413	01/08/2015	1,641.02
155000	1258	PEIRCE CABINET, INC	OFFICE DESK REFURBISHING	01/15	01/20/2015	985.00
Total 155000 TECH/OFFICE EQUIP:						2,626.02
<b>160000 GAS GENERATION PLANT</b>						
160000	287	CODALE ELECTRIC SUPPLY, IN	Metalux LED light	S5271679.00	01/15/2015	10,227.00
160000	287	CODALE ELECTRIC SUPPLY, IN	Harris high bay light	S5271679.00	01/15/2015	220.50
160000	287	CODALE ELECTRIC SUPPLY, IN	Cooper troffer light	S5271679.00	01/15/2015	1,949.45
160000	287	CODALE ELECTRIC SUPPLY, IN	Harrsi high bay lighting system	S5271679.00	01/15/2015	115.50
160000	287	CODALE ELECTRIC SUPPLY, IN	Rab wall pack	S5271679.00	01/15/2015	1,084.04

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
Total 160000 GAS GENERATION PLANT:						13,596.49
<b>162000 CAPITAL IMPROVEMENTS</b>						
162000	287	CODALE ELECTRIC SUPPLY, IN	LMR900	S5279241.00	01/06/2015	595.10
162000	287	CODALE ELECTRIC SUPPLY, IN	Male Connector	S5279241.00	01/06/2015	288.75
162000	287	CODALE ELECTRIC SUPPLY, IN	Ring terminal	S5279536.00	12/29/2014	203.75
162000	287	CODALE ELECTRIC SUPPLY, IN	Heat shrink label	S5279536.00	12/29/2014	1,415.76
162000	478	HD SUPPLY POWER SOLUTION	10 awg 4/c 600v vntc wire	2741450-00	01/19/2015	370.50
162000	903	SCHWEITZER ENGINEERING L	2815M Multimode fiber-optic trans	19546-62393	01/21/2015	549.00
Total 162000 CAPITAL IMPROVEMENTS:						3,422.86
<b>199000 UTILITY CASH CLEARING</b>						
199000	801	PERSINGER, MICHAEL	REFUND OVERPAY TERM ACC	01/15	01/23/2015	103.44
199000	1410	DAVID JOHANSEN	REFUND OVERPAY TERM ACC	01/15	01/23/2015	17.92
199000	1411	LEONARD SILBERMAN	REFUND OVERPAY TERM ACC	01/15	01/23/2015	36.70
Total 199000 UTILITY CASH CLEARING:						158.06
<b>201500 CAT ESCROW ACCT PLANT III</b>						
201500	254	CATERPILLAR INC	ESCROW NOV	057370	01/29/2015	778.57
Total 201500 CAT ESCROW ACCT PLANT III:						778.57
<b>210000 SALES TAX PAYABLE</b>						
210000	964	STATE TAX COMMISSION-SALE	11925586-002-STC DEC 14	01/15	12/31/2014	44,924.95
Total 210000 SALES TAX PAYABLE:						44,924.95
<b>211000 FWT</b>						
211000	558	IRS-PAYROLL W/H	FWT	01/14D	01/20/2015	14,918.18
211000	558	IRS-PAYROLL W/H	FWT	01/15A	01/08/2015	19,682.64
Total 211000 FWT:						34,600.82
<b>211200 STATE WITHHOLDING PAYABLE</b>						
211200	965	STATE TAX COMMISSION-W/H	CASE NUMBER 146500410 - MA	01/15	01/06/2015	640.25
211200	965	STATE TAX COMMISSION-W/H	11925586-003-WTH	01/15A	01/23/2015	10,656.50
211200	965	STATE TAX COMMISSION-W/H	CASE NUMBER 146500410 - MA	01/15B	01/23/2015	448.56
Total 211200 STATE WITHHOLDING PAYABLE:						11,745.31
<b>212000 HSA EMPLOYEE DEFERRAL</b>						
212000	1322	HEALTH EQUITY	WRIGHT/DAYBELL/MILLER	01/15	01/06/2015	246.15
212000	1322	HEALTH EQUITY	DAYBELL,WRIGHT,MILLER FUN	01/15A	01/23/2015	246.15
Total 212000 HSA EMPLOYEE DEFERRAL:						492.30
<b>215000 SALARY DEFERRAL</b>						
215000	1065	UTAH STATE RETIREMENT	EMPLOYEE	01/15A	01/06/2015	7,139.07
215000	1065	UTAH STATE RETIREMENT	EMPLOYEE	01/15E	01/20/2015	7,319.07
Total 215000 SALARY DEFERRAL:						14,458.14
<b>216000 ENERGY TAX HEBER</b>						
216000	480	HEBER CITY CORPORATION	DEC ENERGY TAX REIMB	01/15A	12/31/2014	30,705.52

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
Total 216000 ENERGY TAX HEBER:						30,705.52
<b>217000 ENERGY TAX MIDWAY</b>						
217000	705	MIDWAY CITY OFFICES	DEC ENERGY TAX REIMB	01/15	12/31/2014	11,557.78
Total 217000 ENERGY TAX MIDWAY:						11,557.78
<b>250000 CAPITAL LEASE PAYABLE</b>						
250000	139	ALTEC CAPITAL SERVICES	LEASE 43953	00330375	01/12/2015	4,720.74
250000	139	ALTEC CAPITAL SERVICES	LEASE 41734	012710	01/12/2015	4,371.26
Total 250000 CAPITAL LEASE PAYABLE:						9,092.00
<b>252000 2012 BONDS PRINCIPAL</b>						
252000	1164	ZIONS 1ST NATIONAL BANK-TR	3535927 2012 BOND PRINCIPAL	01/15D	01/01/2015	22,500.00
Total 252000 2012 BONDS PRINCIPAL:						22,500.00
<b>255000 2010 BONDS PRINCIPAL</b>						
255000	1164	ZIONS 1ST NATIONAL BANK-TR	3535925 2010A BONDS - PRINCI	01/15B	01/01/2015	5,833.33
Total 255000 2010 BONDS PRINCIPAL:						5,833.33
<b>501000 POWER PURCHASES</b>						
501000	254	CATERPILLAR INC	NOV 14 CAT ENERGY GENERA	57370	01/29/2015	6,228.58
501000	254	CATERPILLAR INC	OCT 2014 CAT ENERGY GENER	CREDIT ME	01/29/2015	5,696.43-
501000	320	CUWCD	DEC JORD HYDRO POWER	8882	12/31/2014	101,299.00
501000	1038	UAMPS	DEC 14 ENERGY	01/15A	12/30/2014	342,885.46
501000	1047	US DEPT OF ENERGY	DEC ENERGY	GG16435A1	12/31/2014	135,042.31
501000	1047	US DEPT OF ENERGY	JAN ENERGY	GG16435B0	02/02/2015	1,192.53
501000	1047	US DEPT OF ENERGY	DEC ENERGY	GG16435B1	12/31/2014	1,192.53
501000	1210	GORMALLY, JOSEPH	2014 NET METERING BUY BAC	01/15	01/02/2015	364.48
501000	1212	SKINNER, WILLIAM	2014 NET METERING BUY BAC	01/15	01/02/2015	18.90
501000	1213	SHELDON, DAVID	2014 NET METERING BUY BAC	01/15	01/02/2015	31.39
501000	1214	SHATTUCK, MARTY	2014 NET METERING BUY BAC	01/15	01/02/2015	30.09
501000	1408	ROBERTS, MATT	2014 NET METERING BUY BAC	01/15	01/02/2015	315.10
501000	1409	JONES, RANDY	2014 NET METERING BUY BAC	01/15	01/02/2015	2.20
Total 501000 POWER PURCHASES:						582,906.14
<b>501500 ENERGY REBATES</b>						
501500	1038	UAMPS	ENERGY STAR REBATES	01/15	12/30/2014	3,810.00
Total 501500 ENERGY REBATES:						3,810.00
<b>505000 DIST/TRANSM MAINTENANCE</b>						
505000	206	BLUE STAKES LOCATION CENT	LINE LOCATES	UT20150006	01/31/2015	176.70
505000	263	CENTURYLINK CLAIMS	DAMAGE CLAIM 0366704	1084069/547	02/06/2015	518.28
505000	287	CODALE ELECTRIC SUPPLY, IN	CABLE TRAY, B LINE,	S5256958.00	01/08/2015	1,377.00
505000	386	ELECTRICAL WHOLESale SUP	CONDUIT - BOND	908728663	01/20/2015	33.69
505000	386	ELECTRICAL WHOLESale SUP	CAP - BOND	908736289	01/21/2015	3.58
505000	406	FASTENAL COMPANY	FASTENERS - CARLSON	UTHEB3624	01/29/2015	24.09
505000	913	SEVEN TREES COMPANY	DEC/JAN TRIMMING	147925	02/03/2015	2,704.40
505000	1014	TIMBERLINE GENERAL STORE	MENDRHOSE - CLUFF	685276	01/09/2015	14.98
Total 505000 DIST/TRANSM MAINTENANCE:						4,852.72

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
<b>505100 HYDRO MAINTENANCE</b>						
505100	386	ELECTRICAL WHOLESale SUP	OSRA - WHITELOCK	908642676	01/02/2015	57.75
505100	637	LATIMER DO IT BEST HARDWA	PVC;PRIMER;ADAPTOR;PLUG-	B101100	01/07/2015	74.29
Total 505100 HYDRO MAINTENANCE:						132.04
<b>505200 SUBSTATION MAINTENANCE</b>						
505200	287	CODALE ELECTRIC SUPPLY, IN	HWC B04001201 12 AWG SISF	S5281582.00	12/30/2014	109.00
505200	386	ELECTRICAL WHOLESale SUP	FISH TAPE - WHITELOCK	908647240	01/05/2015	106.33
505200	386	ELECTRICAL WHOLESale SUP	DPLX;SCRDRVR;BUSH-WHITEL	908736105	01/21/2015	10.58
505200	386	ELECTRICAL WHOLESale SUP	TIE CABLE - WHITELOCK	908744657	01/22/2015	14.68
505200	406	FASTENAL COMPANY	FASTENERS - HENNING	UTHEB3627	01/30/2015	41.12
505200	637	LATIMER DO IT BEST HARDWA	LUG STUD - WHITELOCK	B100975	01/06/2015	12.90
505200	825	PRAXAIR	STARGOLD/ARGON GAS	51579139	01/20/2015	27.86
505200	1363	LEVAN TOWN	RENT SUBSTATION TRANSFOR	01/15	01/15/2015	5,000.00
Total 505200 SUBSTATION MAINTENANCE:						5,322.47
<b>505600 BUILDING MAINTENANCE</b>						
505600	246	CANYON OVERHEAD DOORS	DOOR #5 MAINT/REPAIR	9669	01/27/2015	320.00
505600	287	CODALE ELECTRIC SUPPLY, IN	Rab light WPLED52	S5289271.00	01/13/2015	271.01
505600	287	CODALE ELECTRIC SUPPLY, IN	Rab HSLED13A	S5289271.00	01/13/2015	171.59
505600	386	ELECTRICAL WHOLESale SUP	SHOP LIGHTING	908462485	01/02/2015	84.67
505600	386	ELECTRICAL WHOLESale SUP	OFFICE LIGHTING - BRERETON	908655231	01/06/2015	90.14
505600	386	ELECTRICAL WHOLESale SUP	OFFICE LIGHTING - BRERETON	908676708	01/09/2015	65.58
505600	386	ELECTRICAL WHOLESale SUP	OFFICE LIGHTING - BRERETON	908677384	01/09/2015	82.64
505600	386	ELECTRICAL WHOLESale SUP	SHOP MATERIALS - MOTLEY	908683561	01/12/2015	16.42
505600	386	ELECTRICAL WHOLESale SUP	OFFICE LIGHTING - BRERETON	908782818	01/29/2015	5.43
505600	480	HEBER CITY CORPORATION	WATER SEWER	01/15B	01/31/2015	142.67
505600	637	LATIMER DO IT BEST HARDWA	CHAIN SAW SHARPENING - CO	B102770	01/28/2015	7.00
505600	733	MOUNTAINLAND METAL WORK	FURNACE REPAIR - OPER BRE	6190	01/16/2015	199.94
505600	744	NBC JANITORIAL SERVICES IN	OP CTR/DISP/NEW BLDG	1116	11/01/2014	1,250.00
505600	744	NBC JANITORIAL SERVICES IN	JAN CLEANING DISP/OP CTR C	1137	01/01/2015	1,250.00
505600	1014	TIMBERLINE GENERAL STORE	SHOP SUPPLIES - CONGINO	068356	01/15/2015	62.88
505600	1014	TIMBERLINE GENERAL STORE	HEATER - DALEY	0687956	01/23/2015	22.99
505600	1100	WASATCH COUNTY SOLID WA	80040,80053,90083,93539 GARB	01/15	01/01/2015	356.00
505600	1344	ZIONS BANK - MILLCREDIT CA	OFFICE MATLS-HOME DEPOT	01/15	01/08/2015	22.13
505600	1385	SIMPSON FENCE LLC	GRIP TAPE MATLS AND LABOR	01/15	01/24/2015	165.00
Total 505600 BUILDING MAINTENANCE:						4,586.09
<b>505700 BUILDING EXPENSES</b>						
505700	114	ADT SECURITY SERVICES INC	FEB THRU APR OFFICE SECUR	537023213	01/12/1951	172.28
505700	767	NUTECH SPECIALTIES	Paper plates	123727	01/23/2015	121.23
505700	767	NUTECH SPECIALTIES	Cups	123727	01/23/2015	42.08
505700	767	NUTECH SPECIALTIES	Window cleaner	123727	01/23/2015	39.86
505700	767	NUTECH SPECIALTIES	Pine Sol	123727	01/23/2015	25.60
505700	845	QUESTAR GAS	1344060000 SNAKE CREEK GA	01/15	01/15/2015	108.82
505700	845	QUESTAR GAS	1344060000 SNAKE CREEK GA	02/15B	02/11/2015	70.99
Total 505700 BUILDING EXPENSES:						580.86
<b>505800 TRAINING/EDUCATION</b>						
505800	897	SALT LAKE COMMUNITY COLL	STANLEY,BROADHEAD TUITIO	SCE15-70	12/22/2014	1,464.00
505800	897	SALT LAKE COMMUNITY COLL	4A LINE APPRENTICE - DALEY	SCE15-76	01/05/2015	732.00
505800	897	SALT LAKE COMMUNITY COLL	3B LINE APPRENTICE - BANGE	SCE15-85	01/12/2015	732.00
505800	1152	WRIGHT, JARED	REIMB TUITION/BOOK EXP FAL	01/15	01/15/2015	4,133.95
505800	1172	ZIONS BANK - PARCREDITCAR	MATC - TUITION - HENNING	01/15A	01/09/2015	360.00

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
505800	1189	OPACITEK ENVIRONMENTAL S	Rob & Andy Veo Cert.	01/15	02/04/2015	350.00
505800	1256	PURE WATER SOLUTIONS	3426813,3416854 WATER PURIF	34268136-01	12/25/2014	439.65
Total 505800 TRAINING/EDUCATION:						8,211.60
<b>506000 MATERIALS - OPERATIONS</b>						
506000	277	CINTAS #180	ACCOUNT 180-05211 FIRE RET	01/15	01/31/2015	582.94
506000	287	CODALE ELECTRIC SUPPLY, IN	Medium lined wind proof gloves	S5289078.00	01/13/2015	17.69
506000	287	CODALE ELECTRIC SUPPLY, IN	Large lined gloves	S5289078.00	01/13/2015	48.37
506000	287	CODALE ELECTRIC SUPPLY, IN	Medium lined gloves	S5289078.00	01/13/2015	60.47
506000	287	CODALE ELECTRIC SUPPLY, IN	Medium deer skin gloves	S5289078.00	01/13/2015	31.35
506000	334	DAY'S MARKET	LUNCH ROOM SUPPLIES	01-3145299	01/20/2015	46.03
506000	386	ELECTRICAL WHOLESALE SUP	GLOVES - BRERETON	908655235	01/06/2015	23.10
506000	386	ELECTRICAL WHOLESALE SUP	DISPATCH MATLS - TUFT	908690677	01/13/2015	9.68
506000	386	ELECTRICAL WHOLESALE SUP	CIRCUIT BREAKER - DALEY	908696868	01/13/2015	39.44
506000	637	LATIMER DO IT BEST HARDWA	HEATER - WHITELOCK	B100458	12/30/2014	24.99
506000	637	LATIMER DO IT BEST HARDWA	TOOLBOX ORGANIZER-PARCE	B101310	01/09/2015	47.99
506000	657	LONEPINE IMAGES	CLOTHING - WRIGHT, JARED	10329	10/13/2014	265.82
506000	657	LONEPINE IMAGES	BROADHEAD CLOTHING	10483	12/30/2014	186.80
506000	657	LONEPINE IMAGES	BRERETON - CLOTHING	10510	01/29/2015	65.90
506000	657	LONEPINE IMAGES	SAMPLE SHIRTS	9817	12/20/2013	83.80
506000	657	LONEPINE IMAGES	CLOTHING - BRADY	9854	01/08/2014	74.85
506000	927	SILVER EAGLE FEED & FUEL	STAR TAGS - MOTLEY	18026	01/07/2015	123.96
506000	1014	TIMBERLINE GENERAL STORE	CLOTHING - CONGINO	0687426	01/21/2015	161.94
506000	1014	TIMBERLINE GENERAL STORE	CLOTHING - HENNING	685776	01/13/2015	16.99
506000	1138	WILSON, HAROLD	CLOTHING ALLOW - WILSON	01/15	01/12/2015	192.32
506000	1194	DEDRICKSON, ANDREW	REIMBURSE CLOTHING EXP	01/15	01/19/2015	160.11
Total 506000 MATERIALS - OPERATIONS:						2,264.54
<b>507000 COMMUNICATIONS</b>						
507000	105	A T & T	051 267 8562 001 LONG DISTAN	01/15	01/24/2015	56.67
507000	105	A T & T	435 654 3059 051 308 7539 001	01/15A	02/01/2015	39.75
507000	133	ALL WEST COMMUNICATIONS	1530600 INTERNET/TELEPHON	01/15	02/01/2015	1,254.98
507000	260	CENTURYLINK	435 654 1682 903B	01/15	01/07/2015	37.32
507000	260	CENTURYLINK	435.654.1118 732B	01/15A	01/07/2015	29.87
507000	260	CENTURYLINK	435.657.3093 502B	01/15B	01/19/2015	101.49
507000	260	CENTURYLINK	435.654.0084 254B	02/15C	02/07/2015	100.33
507000	260	CENTURYLINK	435 654 1682 903B	1/15A	02/07/2015	37.32
507000	260	CENTURYLINK	435 654 1118 732B	12/15B	02/07/2015	29.87
507000	1075	VERIZON WIRELESS	965458629-001	9739859466	02/01/2015	2,406.12
507000	1178	ZIPLOCAL	JAN/FEB ONLINE DIRECTORY L	36026	02/15/2015	30.23
Total 507000 COMMUNICATIONS:						4,123.95
<b>508000 TRUCKS</b>						
508000	439	GASCARD, INC.	DIESEL AND GAS	NP43484920	02/02/2015	2,745.06
508000	482	TIRE FACTORY	FLAT REPAIR - 214	44344	01/16/2015	25.00
508000	780	O'REILLY AUTOMOTIVE INC	WIPER BLADES - SWEAT	3664-471702	01/12/2015	29.98
508000	780	O'REILLY AUTOMOTIVE INC	LINE SHOP SUPPLIES - NORTH	3664-471758	01/12/2015	248.16
508000	780	O'REILLY AUTOMOTIVE INC	FUEL FILTERS/GLOVE-NORTH	3664-471769	01/12/2015	84.11
508000	780	O'REILLY AUTOMOTIVE INC	OIL FILTER2 - NORTH	3664-471869	01/13/2015	105.38
508000	780	O'REILLY AUTOMOTIVE INC	OIL/FUEL FITLERS - NORTH	3664-472126	01/14/2015	189.35
508000	780	O'REILLY AUTOMOTIVE INC	FUEL FILTER - SWEAT	3664-472131	01/14/2015	75.28
508000	780	O'REILLY AUTOMOTIVE INC	BULB - HENNING	3664-472261	01/15/2015	5.31
508000	780	O'REILLY AUTOMOTIVE INC	20" LUG - BOND	3664-472423	01/16/2015	21.99
508000	927	SILVER EAGLE FEED & FUEL	PROPANE - CONGINO	18712	01/22/2015	52.53
508000	1031	TUNEX COMPLETE CAR CARE	244 MAINT	22187	01/23/2015	41.38

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
508000	1091	WASATCH AUTO PARTS	BATTERY - MOTLEY	8465	01/09/2015	270.86
Total 508000 TRUCKS:						3,894.39
<b>513000 GAS GENERATION - FUEL COSTS</b>						
513000	276	CIMA ENERGY LTD	DEC NATURAL GAS	01/15	12/31/2014	56,093.38
513000	845	QUESTAR GAS	506002000 CO GEN	01/15A	02/02/2015	3,219.86
Total 513000 GAS GENERATION - FUEL COSTS:						59,313.24
<b>514000 GENERATION EXPENSE</b>						
514000	386	ELECTRICAL WHOLESale SUP	SCADA UPGRADE- WHITELOCK	908683527	01/12/2015	126.23
514000	386	ELECTRICAL WHOLESale SUP	CONDUIT - WHITELOCK	908684908	01/12/2015	26.57
514000	391	EMERALD RECYCLING	SYSTEM ONE RENTAL	I334528	01/31/2015	128.00
514000	406	FASTENAL COMPANY	73439 - DEDRICKSON	UTHEB3623	01/29/2015	303.47
514000	637	LATIMER DO IT BEST HARDWA	PAINT;STEEL SHEET-TUFT	B101286	01/09/2015	36.15
514000	637	LATIMER DO IT BEST HARDWA	FASTENERS;BUSHINGS - TUFT	C60047,C60	01/13/2015	12.28
Total 514000 GENERATION EXPENSE:						632.70
<b>601000 SALARIES ADMINISTRATIVE</b>						
601000	480	HEBER CITY CORPORATION	BOARD STIPEND JAN 15	01/15	01/28/2015	1,558.56
Total 601000 SALARIES ADMINISTRATIVE:						1,558.56
<b>602000 BUSINESS OFFICE SUPPLIES</b>						
602000	278	CINTAS DOCUMENT MANAGEM	OFFICE	8401916838	01/09/2015	50.00
602000	742	NATIONWIDE DRAFTING & OFF	COPY PAPER	15-52288	01/02/2015	103.96
602000	768	CANON SOLUTIONS AMERICA	MAINT PER COPY USAGE	4015079734	02/01/2015	17.52
Total 602000 BUSINESS OFFICE SUPPLIES:						171.48
<b>602100 OPERATIONS OFFICE SUPPLIES</b>						
602100	278	CINTAS DOCUMENT MANAGEM	DISPATCH	8401916839	01/09/2015	50.00
602100	866	RICOH USA INC	ADDL IMAGES	5034228149	01/16/2015	196.48
602100	961	STAPLES CORPORATE ACCOU	10 SANDISKS	1227999491	12/24/2014	59.90
602100	961	STAPLES CORPORATE ACCOU	COPY PAPER	1236869161	01/08/2015	83.93
Total 602100 OPERATIONS OFFICE SUPPLIES:						390.31
<b>602300 IT MAINT/SUPPORT</b>						
602300	251	CASELLE, INC.	SUPPORT	62279	01/01/2015	850.67
602300	287	CODALE ELECTRIC SUPPLY, IN	Dispatch HMI panel power supply	S5291884.00	01/15/2015	291.30
602300	338	DELL FINANCIAL SERVICES	CONTRACT 001-7967881-015	77740026	01/13/2015	913.86
602300	386	ELECTRICAL WHOLESale SUP	SURGE ARRESTER - SULLIVAN	908775818	01/28/2015	119.16
602300	907	SECURITY INSTALL SOLUTION	WEB SERVICE HOSTING	5472	01/01/2015	190.00
602300	907	SECURITY INSTALL SOLUTION	ACS WEB HOSTING SERVICE	5600	02/01/2015	190.00
602300	910	SENSUS METERING SYSTEMS	MONITORING SERVICE DECEM	ZZ15008537	12/04/2014	1,750.00
602300	1167	ZIONS BANK - DUNCREDIT CAR	ADOBE SUB MONTHLY CHARG	01/15	01/07/2015	15.93
602300	1172	ZIONS BANK - PARCREDITCAR	SIMPLEHELIX - WEB HOSTING	01/15	12/17/2014	99.95
602300	1269	INTERMEDIA	EMAIL EXCHANGE HOSTING	1502000990	02/01/2015	652.15
Total 602300 IT MAINT/SUPPORT:						5,073.02
<b>603000 POSTAGE/SHIPPING</b>						
603000	1037	U S POSTMASTER	MAILING BILLS CYCLE I	01/15	01/15/2015	1,135.00
603000	1037	U S POSTMASTER	MAILING CYCLE II	01/15A	01/30/2015	1,959.82

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
Total 603000 POSTAGE/SHIPPING:						3,094.82
<b>604000 BOND PAYING AGENTS FEE</b>						
604000	1164	ZIONS 1ST NATIONAL BANK-TR	2010B;20101 BOND ANNUAL FE	01/15E	01/08/2015	2,500.00
Total 604000 BOND PAYING AGENTS FEE:						2,500.00
<b>606000 TRAVEL</b>						
606000	1194	DEDRICKSON, ANDREW	PER DIEM/ACCOM WOODWAR	01/15A	01/30/2015	459.16
606000	1357	TUFT, ROBERT	PER DIEM-WOODWARD SCH (4	01/15	01/30/2015	498.94
Total 606000 TRAVEL:						958.10
<b>607000 MISCELLANEOUS</b>						
607000	1007	THE UPS STORE	BINDERS	20575	01/20/2015	1,238.75
607000	1065	UTAH STATE RETIREMENT	LOANS	01/15B	01/06/2015	694.37
607000	1065	UTAH STATE RETIREMENT	LOANS	01/15F	01/20/2015	694.37
607000	1171	ZIONS BANK - NORCREDIT CA	SNOW CREEK - DRUG TEST - A	01/15	12/29/2014	50.00
607000	1172	ZIONS BANK - PARCREDITCAR	CHICKS - CREW LUNCH - SAT	01/15B	01/10/2015	60.22
607000	1174	ZIONS BANK - WILCREDIT CAR	CREW LUNCH - WENDYS	01/15	12/11/2014	35.09
607000	1344	ZIONS BANK - MILLCREDIT CA	CHAMBER LUNCH	01/15A	01/06/2015	15.00
Total 607000 MISCELLANEOUS:						2,787.80
<b>607400 LEGAL EXPENSE</b>						
607400	969	STEWART, BLAINE	FURNESS LEGAL EXP	1	12/31/2014	544.61
607400	1124	WEST PAYMENT CENTER	WEST INFO CHARGES	831222834	02/01/2015	1,550.98
607400	1326	ADM OFF OF THE COURTS	SUBSCRIPTION FEE & SEARCH	91180	02/01/2015	32.50
Total 607400 LEGAL EXPENSE:						2,128.09
<b>607500 PROFESSIONAL SERVICES</b>						
607500	803	PERSONNEL SYSTEMS & SERV	Compensation study	1133	01/30/2015	5,623.20
607500	849	R E PENDER INC	RATE FEE STUDY	HLP018	02/02/2015	1,800.00
Total 607500 PROFESSIONAL SERVICES:						7,423.20
<b>609000 INSURANCE</b>						
609000	121	AFLAC	PREMIUM	304857	01/08/2015	1,004.28
609000	741	NATIONAL BENEFIT SERVICES	DEBIT CARD FEES	484116	01/31/2015	96.00
609000	741	NATIONAL BENEFIT SERVICES	PLAN ADM FEES	485246	01/31/2015	50.00
609000	741	NATIONAL BENEFIT SERVICES	FUNDING	CP104212	01/31/2015	2,635.40
609000	842	PRUDENTIAL INS CO OF AM	LIFE, DISAB ADD	01/15	01/26/2015	2,568.22
609000	844	PUBLIC EMPLOYEES HEALTH P	MEDICAL/DENTAL/VISION	0121354617	10/20/2014	28,487.76
609000	844	PUBLIC EMPLOYEES HEALTH P	OCTOBER MEDICAN DENTAL V	0121354617	10/20/2014	28,487.76
609000	844	PUBLIC EMPLOYEES HEALTH P	MEDICAL/DENTAL/VISION	0121471003	01/20/2015	29,263.71
609000	1044	UNUM	LONG TERM CARE	01/15	01/23/2015	176.70
609000	1322	HEALTH EQUITY	HSA FUNDING	01/15	01/06/2015	10,400.00
Total 609000 INSURANCE:						46,194.31
<b>609100 POST EMPLOYMENT BENEFITS</b>						
609100	844	PUBLIC EMPLOYEES HEALTH P	RETIREE BENEFITS	0121354618	10/20/2014	2,897.24
609100	844	PUBLIC EMPLOYEES HEALTH P	OCTOBER RETIREE	0121354618	10/20/2014	2,897.24
609100	844	PUBLIC EMPLOYEES HEALTH P	RETIREE BENEFITS	0121417004	01/20/2015	3,073.26

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
Total 609100 POST EMPLOYMENT BENEFITS:						3,073.26
<b>610000 FICA - MEDICARE/SOC SECURITY</b>						
610000	558	IRS-PAYROLL W/H	FICA	01/15	01/08/2015	13,205.94
610000	558	IRS-PAYROLL W/H	FICA	01/15D	01/20/2015	19,124.24
Total 610000 FICA - MEDICARE/SOC SECURITY:						32,330.18
<b>611000 RETIREMENT</b>						
611000	1065	UTAH STATE RETIREMENT	EMPLOYER	01/15	01/06/2015	22,860.03
611000	1065	UTAH STATE RETIREMENT	EMPLOYER	01/15C	01/20/2015	21,890.22
Total 611000 RETIREMENT:						44,750.25
<b>612000 Interest Expense</b>						
612000	1164	ZIONS 1ST NATIONAL BANK-TR	3535926 2010B INTEREST	01/15	01/01/2015	28,291.67
612000	1164	ZIONS 1ST NATIONAL BANK-TR	3535925 2010A BOND INTERES	01/15A	01/01/2015	4,700.00
612000	1164	ZIONS 1ST NATIONAL BANK-TR	3535927 2012 BOND INTEREST	01/15C	01/01/2015	7,475.00
Total 612000 Interest Expense:						40,466.67
Grand Totals:						1,252,559.89

Report Criteria:

- Detail report.
- Invoices with totals above \$0 included.
- Only paid invoices included.
- Invoice Detail.GL Period = 0115



Utah Associated Municipal Power Systems



February 18, 2015

SENT VIA E-MAIL

SUBJECT: Horse Butte Wind Project Proposed Assignment

Dear UAMPS Horse Butte Wind Project Participants:

UAMPS is requesting that you review this letter as notice of your rights to acquire any or all of Eagle Mountain's Entitlement Share that is being proposed to be assigned to Lower Valley Energy.

UAMPS has been notified by the Eagle Mountain City, Utah ("Eagle Mountain") of its proposed assignment of their Entitlement Share under the Power Sales Contract ("PSC") for the Horse Butte Wind Project (the "Project") to Lower Valley Energy ("LVE") that is an existing Participant in the Project. The general terms of this proposed assignment are explained below. For more detail on the proposed assignment, please find enclosed a copy of the proposed assignment agreement between Eagle Mountain and LVE. This letter shall constitute UAMPS' notice to the Participants of the proposed assignment of Eagle Mountain's Entitlement Share for all purposes of Section 18(b)(3) of the PSC.

Under the PSC, Eagle Mountain has an Entitlement Share of 8.8038% of project output (the "Entitlement Share"). Eagle Mountain desires to relinquish its entire Entitlement Share to LVE in exchange for a consideration incentive payment of approximately four million one hundred and ninety thousand dollars (\$4,190,000) (the "Incentive"). Eagle Mountain desires to effectuate this proposed assignment as expeditiously as possible to facilitate the sale of its electric system to Rocky Mountain Power. Compliance with the assignment provisions of the PSC is required prior to Eagle Mountain selling its electric system.

The assignment of Eagle Mountain's Entitlement Share is governed by the provisions of Section 18(b)(3) of the PSC, which provides each Participant with 45 days to exercise its option to acquire all or any of the Entitlement Share being proposed to be assigned. Notwithstanding this 45 day period, UAMPS requests that any Participant respond as quickly as practicable to UAMPS if it is interested in acquiring all or any portion of Eagle Mountain's Entitlement Share that is being proposed to be assigned to LVE. If a Participant has no interest in acquiring all or any portion of Eagle Mountain's Entitlement Share, UAMPS requests that such a Participant executes the attached waiver and consent, with the understanding that the assignment procedures will be supervised by the Project Management Committee and the UAMPS Board.

***Please review your future load and resource needs and if you desire all or a portion of Eagle Mountain's Entitlement Share. Also contact Jackie Coombs, if you need assistance in analyzing your resource needs.***

Sincerely,

Douglas O. Hunter  
General Manager

Enclosures

2825 East Cottonwood Parkway, Suite 200,  
Salt Lake City, Utah 84121-7077  
P: 801-566-3938 Toll-Free: 800-872-5961  
F: 801-561-2687  
[www.uamps.com](http://www.uamps.com)

**HORSE BUTTE WIND PROJECT  
WAIVER AND CONSENT OF PARTICIPANT**

\_\_\_\_\_ (“Participant”) hereby consents to the assignment of Eagle Mountain’s Entitlement Share pursuant to the procedures outlined in UAMPS’ letter dated February 18, 2015. Participant hereby waives the right to receive further notice of such assignment and compliance with the other requirements of Section 18(b)(3) of the Horse Butte Wind Project Power Sales Contract.

Signed: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

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**HORSE BUTTE WIND PROJECT  
ASSIGNMENT AND SALE AGREEMENT**

This Horse Butte Wind Project Assignment and Sale Agreement (this "Assignment") is entered into as of the date first executed below, by and between **Eagle Mountain City**, a Utah municipality located at 1650 E. Stagecoach Run, Eagle Mountain, Utah 84005 ("Eagle Mountain") and **Lower Valley Energy, Inc.**, a Wyoming corporation located at 236 N. Washington, Afton, Wyoming 83110 ("Lower Valley").

**RECITALS**

- A. Eagle Mountain and Lower Valley are both members of the Utah Associated Municipal Power Systems ("UAMPS").
- B. Eagle Mountain and Lower Valley have both entered into a Horse Butte Wind Project Power Sales Contract (the "Power Sales Contract") and are both Participants in the Horse Butte Wind Project (the "Project").
- C. In accordance with Schedule I of the Power Sales Contract, Eagle Mountain's Entitlement Share is 5,071 kW or 8.8038% of the total project amount (the "Entitlement Share").
- D. Eagle Mountain is currently in the process of negotiating the sale of Eagle Mountain's electric utility to Rocky Mountain Power and negotiating the sale of Eagle Mountain's gas utility to Questar Gas (collectively "Utilities").
- E. The sale of Eagle Mountain's electric utility will require Eagle Mountain to transfer and assign its Entitlement Share in the Project.
- F. Eagle Mountain is willing to offer a monetary incentive in order to induce Lower Valley to commit to exercise its option to accept the assignment and transfer of Eagle Mountain's Entitlement Share if Eagle Mountain is able to negotiate a definitive agreement with Questar Gas and Rocky Mountain Power to sell the Utilities.

**AGREEMENT**

1. **Assignment.** Subject to the terms and conditions set forth herein, Eagle Mountain shall transfer, sell and assign Eagle Mountain's Entitlement Share to Lower Valley and Lower Valley shall accept the transfer, sale and assignment of Eagle Mountain's Entitlement Share.
2. **Incentive and Payment.** Within thirty (30) days of the parties completing the assignment and transfer of the Entitlement Share to Lower Valley, Eagle Mountain shall pay Lower Valley the amount of Four Million One Hundred and Ninety Thousand Dollars (\$4,190,000.00) (the "Incentive"). In addition, for each calendar day prior to April 1, 2015 that

Eagle Mountain completes the assignment of the Entitlement Share to Lower Valley, Eagle Mountain shall pay Lower Valley an additional \$1,000 up to a total amount of \$30,000. For example, if Eagle Mountain completes the transfer of the Entitlement Share on March 13, 2015, Eagle Mountain would pay a total incentive of \$4,209,000 (\$4,190,000.00 plus \$19,000 for 19 days). The Incentive shall be paid to Lower Valley by Eagle Mountain by wire transfer, with Notice provided to Lower Valley upon sending the wire payment as follows:

1st Bank, 314 South Washington Street, PO Box 1620 Afton, WY 83110  
ABA: 102300336 Acct: 414802409

3. Notice Requirement. In accordance with Section 18(b)(3) of the Power Sales Contract, Eagle Mountain must offer the Entitlement Share to other Participants in the Project. Eagle Mountain shall request that UAMPS provide the notice based on the requirement that the other Participants accept the assignment of the Entitlement Share on the same terms and conditions of this Assignment, which includes the requirement that the Participant accept the full Entitlement Share. In the event that any other Participant exercises its option with respect to the Entitlement Share, Lower Valley agrees that it will waive its right to the Entitlement Share.

4. No Double Payment of Incentive. The parties acknowledge and agree that in no event shall Eagle Mountain be required to pay more than Four Million Two Hundred and Twenty Thousand Dollars (\$4,220,000.00) in conjunction with the assignment or transfer of the Entitlement Share.

5. Termination by Eagle Mountain. Lower Valley acknowledges that Eagle Mountain's ability to provide the Incentive is subject to Eagle Mountain finalizing the sale of the Utilities. Accordingly, Eagle Mountain may terminate this Assignment at any time on or before April 30, 2015 (the "Termination Date") by providing written notice of such termination to Lower Valley. Eagle Mountain may extend the Termination Date until June 30, 2015 by providing written notice of such extension to Lower Valley prior to the Termination Date and making a non-refundable extension payment of Five Thousand Dollars (\$5,000.00) to Lower Valley prior to the original Termination Date.

6. Termination by Lower Valley. If Eagle Mountain is unable to complete the closing of this Assignment on or before the Termination Date, as extended pursuant to paragraph 5, Lower Valley may, in its sole and absolute discretion, terminate this Assignment by providing written notice to Eagle Mountain.

If Termination occurs pursuant to paragraph 5 or 6, then within 30 days of such Termination, Lower Valley shall return the Incentive to Eagle Mountain, less any interim payments or related expenses Lower Valley has made or incurred to or regarding UAMPS, according to documentation presented by Lower Valley to Eagle Mountain to reasonably substantiate the UAMPS payments or related expenses.

7. Closing and Transfer. The parties agree to use their best efforts to coordinate the transfer and assignment of the Entitlement Share with the closing of the sale of Eagle Mountain's gas and electric utility, which Eagle Mountain currently anticipates will occur on February 24,

2015. The parties agree to cooperate in good faith to execute any additional documentation necessary to effectuate the transfer and assignment of the Entitlement Share.

8. Notices. Any notice hereunder shall be deemed to be provided on the day such notice is postmarked if sent by US mail, postage prepaid, addressed to the respective parties at the addresses above. In addition, any written notice provided in the normal course of conduct of the parties shall be deemed to have been provided and accepted at the time the parties actually receive such notice. For example, if the parties regularly correspond by email, notice shall be deemed provided as the time an email is actually received in the inbox of the parties.

9. Defined Terms. All capitalized terms not defined herein shall have the same definition as contained in the Power Sales Contract.

10. Counterparts. This Assignment may be executed in counterparts, which taken together, shall be considered one and the same. A fully executed facsimile copy, PDF, and/or photocopy of this Assignment is legally enforceable and binding.

11. Severability. The provisions of this Assignment are severable, and should any provision hereof be void, voidable, unenforceable or invalid, such void, voidable, unenforceable or invalid provision shall not affect the other provisions of this Assignment.

12. Interpretation & Enforcement. This Assignment shall be interpreted, construed and enforced according to the substantive laws of the state of Utah. This Assignment is the result of arms-length negotiations between the parties. Each of the parties affirms its desire that this Assignment be interpreted in an absolutely neutral fashion with no regard to any rule of interpretation (or the like) requiring that the provisions of this Assignment be construed to favor one party (such as, for example, the party that did not draft this Assignment) over the other. Time is of the essence. Each party shall have the remedy of specific performance regarding this Assignment.

13. Attorneys' Fees. In the event any action or proceeding is brought by either party concerning this Assignment, the prevailing party shall be entitled to recover its costs and reasonable attorneys' fees, whether such sums are expended with or without suit, at trial, on appeal, or in any bankruptcy or insolvency proceeding.

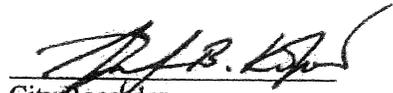
14. Recitals. The recitals set forth above are incorporated herein to the same extent as if such items were set forth herein in their entirety within the body of this Assignment.

DATED this 12 day of February, 2015.

EAGLE MOUNTAIN CITY

  
Christopher Pengra, Mayor

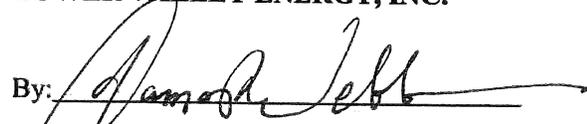
ATTEST:

  
City Recorder



DATED this 19 day of February, 2015.

**LOWER VALLEY ENERGY, INC.**

By:   
James R. Webb

Its: CEO & President

## HLP Board Committee Assignments 2014

### Audit Committee:

Jeff Bradshaw  
Bob Kowallis  
Colleen Bonner  
Steve Capson

### Facilities Committee:

Colleen Bonner  
Robert Patterson  
Jay Price

### HR Committee:

Alan McDonald  
Bob Kowallis  
Jeff Bradshaw