

**MEETING AGENDA**

**Heber Light & Power Company**

31 South 100 West  
Heber City, Utah 84032



Meeting Description **Heber Light & Power Board of Directors Meeting**

Results Desired **Heber Light & Power Business Discussion**

Date: **Wednesday, January 29, 2014 Time: 4:15 p.m.**

Location: **Heber Light & Power Business Office, 31 South 100 West, Heber City, Utah 84032**

Scheduled Time		Actual Time
Start	Stop	
4:15 p.m.	6:15 p.m.	
<b>Persons Notified of Meeting</b>		
1	Mayor Alan McDonald	
2	Mayor Colleen Bonner	
3	Mayor Robert Kowallis	
4	County Council Chair Jay Price	
5	Heber City Council Representative	
6	Heber City Council Representative	
<b>Action Items</b>		
✓	<b>General Manager's Remarks</b>	
✓	<b>Regular Approval Items</b>	
	*December Board Meeting Minutes	
	*December Financial Statement	
	*December Warrants	
✓	<b>Discussion of 2014 Operation Resolution provisions on board and employee compensation.</b>	
✓	<b>Discussion of Power Board By-Laws</b>	
✓	<b>2014 Power Board Sub-Committees – appointment of members and determination of duties and responsibilities.</b>	
	*Executive Committee	
	*Audit Committee	
	*Facilities Committee	
	*Human Resources Committee	
✓	<b>2014 Power Board Meeting Schedule</b>	
✓	<b>2014 Power Board Orientation</b>	
✓	<b>Nomination/Appointment of the Board Secretary for 2014</b>	
✓	<b>Board Member Emergency Successors Designation(s)</b>	
✓	<b>Work Session/Department Reports</b>	
	Administration – General Business	
	Distribution – General Business	
	Generation – General Business	
	Substation / Technology – General Business	
	Legal – General Business	
	<b>Note: The Board reserves the right to move into Executive Session on any of the items above.</b>	





## **Heber Light & Power**

### **Board of Directors Meeting and Public Hearing on 2014 Capital and Operating Budgets December 18, 2013**

31 South 100 West  
Heber City, Utah 84032

#### **Members and Staff Present:**

Mayor Dave Phillips  
Mayor Connie Tatton  
Mayor John Whiting  
Councilman Robert Patterson  
Councilman Jeffery Bradshaw  
Blaine Stewart, General Manager  
Joe Dunbeck, General Counsel  
Harold Wilson, Distribution Operations Manager  
Jason Norlen, Generation Manager  
Jacob Parcell, Substation Technical Services Manager  
Karly Schindler, Legal Assistant

#### **Guests:**

Cliff Blonquist, Ombudsman  
Bob Kowallis, Charleston Mayor-Elect

#### **Excused:**

County Council Chairman Jay Price

### **PUBLIC HEARING ON 2014 CAPITAL AND OPERATING BUDGETS**

The Chair called the public hearing on the 2014 Proposed Capital and Operating Budgets to order at 4:15 p.m. and opened the hearing for public comment. As no members of the public who were present desired to comment, the Chair closed the public comment portion of the hearing.

Motion to Approve 2014 Capital and Operating Budgets: John Whiting made a motion to approve the 2014 Capital and Operating Budgets. Motion seconded by Robert Patterson. Motion passed, all in favor.

The Chair closed the public hearing and called the Regular Board Meeting to order.

## REGULAR BOARD MEETING

### **Ombudsman Report:**

Cliff Blonquist, who serves as the Ombudsman, provided his annual report. Cliff reported that there were no complaints that reached the ombudsman level. He complimented the Company for the good communication between staff and the customers and for being able to handle customer concerns internally. (Following his report, Cliff then left the meeting.)

### **Regular Approval Items:**

**November 20, 2013 Board Meeting Minutes and December 10, 2013 Special Board Meeting Minutes:** Connie Tatton moved to approve the November 20, 2013 Board Meeting Minutes and the December 10, 2013 Special Board Meeting Minutes. Motion seconded by Jeff Bradshaw. Motion passed, all in favor.

**November 2013 Financial Statements:** Connie Tatton moved to approve the November 2013 Financial Statements. Motion seconded by John Whiting. Motion passed, all in favor.

**November 2013 Warrants:** Connie Tatton moved to approve the November 2013 Warrants. Motion seconded by Dave Phillips. Motion passed, all in favor.

### **General Managers Remarks:**

Blaine Stewart gave an update on the smart meter policy. To date, six customers have opted out of having a smart meter installed and will be charged a \$20.00 monthly manual meter reading/administration fee. The grace period for waiver of the \$70.00 installation fee is over and any other customers choosing to opt-out will now be charged the \$70.00 installation fee.

Blaine informed the Board that URS has sent the Company notice of a periodic compliance review for the period from January 1, 2012 through November 29, 2013. URS provided the Company with a list of information that they would like the Company to provide as part of the compliance review.

Blaine reported on the 2013 Company goals. The Company completed 97% of the goals. Blaine commented that the departure the CFO had an impact on the Company's ability to achieve 100% completion of the goals.

**Motion to Accept 2013 Year-End Goal Report.** John Whiting made a motion to accept the 2013 Year-End Goal Report. Motion seconded by Robert Patterson. Motion passed, all in favor.

Blaine presented the 2014 Company Goals and highlighted some of the more important goals from the following areas.

*Safety.* Renew the safety incentive task force for review of the current safety incentive program and to promote an accident-free and incident-free workplace.

*Distribution/Operations.* Complete the program of work for upcoming project year.

*Customer Service.* Promote customer service in every aspect of our work.

*Resources.* Develop or find resources that will fill the high-load hour energy needs.

*Substation.* Upgrade and implement up-to-date maintenance and testing programs for the substation and hydro facilities.

*Administration.* Develop commercial rate strategies and incorporate demand charges or other structures for the commercial rate classes.

*Financial.* Improve monthly reporting to the Board on aging accounts, cash flow, account balances, and other reports respective to the business of the Company.

*Legal.* Review policies to ensure that they stay current with state law and federal requirements.

Motion to Approve 2014 Company Goals. Connie Tatton made a motion to approve the 2014 Company Goals as presented. Motion seconded by Robert Patterson. Motion passed, all in favor.

### **Distribution:**

Harold Wilson reported that the Midway Lane project is finished and that they will be starting a small project at the gun club for the Division of Wildlife. As the first of the year comes in, they will begin work on some of the projects planned in their program of work. Looking forward, he expects it to be a very busy year with the growth and new developments coming to the area.

### **Generation/Administration:**

Jason Norlen reported that the CAT contract has been finalized and signed. He also gave a report on UAMPS's ongoing litigation. UAMPS has joined with the EPA in defense of the EPA's SO<sub>2</sub> trading policy. In a separate case, UAMPS has joined with the Division of Air Quality and RMP against the EPA regarding EPA's ruling on the Division's acceptance of Hunter and Huntington's best available technology plan. Jason will keep an eye on both cases, since either of them could affect Hunter negatively.

Jason also discussed the costs coming out of UAMPS related to transmission pressures. The UAMPS board approved a budget amendment that raised the transmission rate from \$3.92 to \$4.74 per megawatt hour. This increase is retroactive to November and will continue through the end of their fiscal year in June.

Jason reported that the Safety Committee had their final meeting. The Committee reviewed the incidents that have been taking place and came up with a good plan to mitigate those incidents.

Jason stated that the markets have been up because of the cold, and Questar's system has been very stretched. We have experienced one interruption and have been on very tight restrictions the past two days for gas to fuel our internal thermal generation.

Jason also reported on the Administration Department and gave a brief summary of the disconnect notices, service orders, meter counts, and cash in the various accounts and funds for the prior month. Jason also reported that, as authorized by the Board in the December meeting, Eide Bailly has been selected to perform the annual audit.

### **Substation:**

Jake Parcell reported that they are waiting on some equipment for the transformer at the Jailhouse substation and that the transformer should be energized and in service by the end of January. They are also installing a back-up generator for the office building and the garage. This generator will replace an old propane generator that was too small for the load at the office. In the event of a power outage, the new generator will start up automatically.

Jake also reported on an issue at the Midway substation with the main breaker that interconnects with RMP. There was a small arc on one of the 46kV switches that had started to disintegrate the switch. They were able to fix the issue temporarily by bypassing the breaker with a jumper.

In the metering department, they are in the process of testing all meters before they are put out in the field. Also, now that the residential meters have been changed out, they are in the process of putting together a plan for completing the 3-phase meter change out.

Jake reported that everything is running well with the Heber hydros and that the output is about 750kw with all three of them running. Lake Creek will be shut down in a month or so for maintenance.

### **Legal:**

Joe Dunbeck reported on the settlement of the civil lawsuits related to the CFO. The settlement agreement has been signed, and the judgment has been submitted to the Court for signature. Joe is also in the process of responding to requests for information from the State Auditor and from the Attorney General and is working with the State Auditor on proposed legislation with respect to the governance of interlocals.

**Executive Session:**

Robert Patterson moved to enter into Executive Session to discuss matters related to personnel and pending litigation. Motion seconded by Connie Tatton. Motion passed, all in favor.

Connie Tatton moved to exit from Executive Session. Motion seconded by Robert Patterson. Motion passed, all in favor.

Robert Patterson moved to adjourn the meeting. Motion seconded by Jeff Bradshaw. Motion passed, all in favor.

Meeting adjourned.

DRAFT



# Heber Light & Power December Financial Statement 2013

Description	Budget 2013	Jan	Feb	Mar	Apr	Jun	Jul	Aug	Sep	Oct	Nov	Dec	YTD	100% of Year Elapsed
<b>Income</b>														
Electricity Sales	\$ 13,247,271	\$ 1,406,530	\$ 1,241,924	\$ 843,543	\$ 1,009,134	\$ 1,109,944	\$ 1,275,266	\$ 1,254,075	\$ 1,132,259	\$ 1,008,179	\$ 1,075,784	\$ 1,259,691	\$ 13,592,319	103%
Connect Fees	\$ 28,200	\$ 1,897	\$ 1,600	\$ 1,740	\$ 2,140	\$ 2,940	\$ 2,481	\$ 3,164	\$ 2,861	\$ 3,014	\$ 2,760	\$ 2,380	\$ 29,039	103%
Penalties	\$ 40,700	\$ 3,326	\$ 3,322	\$ 3,545	\$ 3,145	\$ 2,837	\$ 2,505	\$ 2,876	\$ 3,470	\$ 3,033	\$ 2,692	\$ 2,624	\$ 36,462	90%
Interest	\$ 15,200	\$ 1,934	\$ 1,639	\$ 1,710	\$ 1,562	\$ 1,595	\$ 3,069	\$ 1,605	\$ 1,731	\$ 1,643	\$ 1,609	\$ 1,757	\$ 21,362	141%
Misc	\$ 47,000	\$ 255	\$ 125	\$ 65	\$ 4,150	\$ 115	\$ 366	\$ 41,451	\$ 245	\$ 566	\$ 3,100	\$ 255	\$ 51,001	109%
Construction & Impact Fees	\$ -	\$ 64,919	\$ 29,283	\$ 31,204	\$ 179,593	\$ 64,048	\$ 44,762	\$ 89,104	\$ 77,486	\$ 154,616	\$ 110,658	\$ 63,980	\$ 1,009,042	
<b>Total Budgeted Income</b>	<b>\$ 13,378,371</b>	<b>\$ 1,478,861</b>	<b>\$ 1,277,893</b>	<b>\$ 881,808</b>	<b>\$ 1,199,725</b>	<b>\$ 1,181,478</b>	<b>\$ 1,328,449</b>	<b>\$ 1,392,275</b>	<b>\$ 1,218,051</b>	<b>\$ 1,171,050</b>	<b>\$ 1,196,603</b>	<b>\$ 1,330,687</b>	<b>\$ 14,739,225</b>	<b>110%</b>
<b>General Expenses</b>														
Power Purchases	\$ 6,546,177	\$ 512,215	\$ 431,869	\$ 376,645	\$ 373,131	\$ 413,333	\$ 747,404	\$ 450,362	\$ 597,114	\$ 592,770	\$ 422,967	\$ 608,257	\$ 5,965,060	91%
Gas Generation - Maint/Fuel	\$ 405,000	\$ 30,499	\$ 32,070	\$ 33,810	\$ 25,062	\$ 84,447	\$ 133,293	\$ 95,872	\$ 53,678	\$ 20,202	\$ (667)	\$ 112,965	\$ 636,684	157%
Wages	\$ 2,724,534	\$ 211,906	\$ 197,335	\$ 197,289	\$ 200,977	\$ 220,978	\$ 211,627	\$ 209,234	\$ 204,383	\$ 209,926	\$ 301,435	\$ 234,739	\$ 2,720,391	100%
Retirement	\$ 479,095	\$ 54,792	\$ 52,151	\$ 52,131	\$ 52,344	\$ 37,884	\$ 38,447	\$ 37,818	\$ 37,422	\$ 38,107	\$ 54,583	\$ 66,471	\$ 529,451	111%
Materials	\$ 325,000	\$ 1,618	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,125	\$ 7,743	2%
Communications/IT Supp	\$ 70,497	\$ 8,409	\$ 3,480	\$ 6,714	\$ 6,373	\$ 3,197	\$ 5,766	\$ 5,835	\$ 5,331	\$ 8,379	\$ 8,031	\$ 10,587	\$ 76,236	108%
Vehicle Expense	\$ 135,000	\$ 30,532	\$ 8,338	\$ 11,806	\$ 43,422	\$ 21,186	\$ 9,310	\$ (24,353)	\$ 14,812	\$ 15,301	\$ 15,867	\$ 8,586	\$ 181,726	135%
Liability Insurance	\$ 165,000	\$ -	\$ -	\$ -	\$ 154,230	\$ -	\$ 230	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 154,460	94%
Employee Insurance	\$ 793,740	\$ 63,353	\$ 67,286	\$ 64,362	\$ 75,695	\$ 56,635	\$ 66,255	\$ 38,122	\$ 66,825	\$ 61,951	\$ 76,932	\$ 64,732	\$ 791,942	100%
Payroll Taxes	\$ 215,089	\$ 19,641	\$ 18,518	\$ 18,518	\$ 18,801	\$ 18,379	\$ 18,104	\$ 17,075	\$ 16,402	\$ 16,698	\$ 22,438	\$ 16,381	\$ 229,321	107%
Repairs/Maint/Training	\$ 459,671	\$ 44,043	\$ 13,894	\$ 10,835	\$ 27,764	\$ 2,789	\$ 14,874	\$ 12,367	\$ 24,729	\$ 43,788	\$ 32,252	\$ 26,650	\$ 291,720	63%
Office Supplies	\$ 63,108	\$ 4,904	\$ 4,474	\$ 4,790	\$ 5,800	\$ 2,846	\$ 8,187	\$ 3,085	\$ 9,181	\$ 1,843	\$ 2,880	\$ 5,163	\$ 54,851	87%
Postage	\$ 41,004	\$ 3,102	\$ 3,366	\$ 2,929	\$ 2,983	\$ 2,962	\$ 3,144	\$ 3,730	\$ 3,322	\$ 2,973	\$ 3,744	\$ 2,998	\$ 38,744	94%
Travel	\$ 70,000	\$ 810	\$ 2,194	\$ 5,220	\$ 7,533	\$ 8,129	\$ 1,375	\$ 4,366	\$ 1,705	\$ 3,920	\$ 3,631	\$ 1,331	\$ 46,801	67%
Misc-Professional Serv	\$ 200,000	\$ 19,442	\$ 11,905	\$ 13,686	\$ 20,323	\$ 7,253	\$ 18,776	\$ 40,179	\$ 30,972	\$ 60,488	\$ 23,344	\$ 47,267	\$ 302,180	151%
Interest	\$ 518,340	\$ 36,911	\$ 31,914	\$ 31,935	\$ 31,935	\$ 36,366	\$ 31,773	\$ 31,773	\$ 31,773	\$ 32,140	\$ 31,773	\$ -	\$ 360,066	69%
Zions Bond	\$ 325,000	\$ 34,417	\$ 27,083	\$ 27,083	\$ 27,083	\$ 29,583	\$ 45,973	\$ 27,083	\$ 27,083	\$ 27,083	\$ 27,083	\$ 4,120	\$ 330,760	102%
Dividends	\$ 300,000	\$ -	\$ -	\$ 75,000	\$ -	\$ -	\$ 75,000	\$ -	\$ 75,000	\$ -	\$ -	\$ 75,000	\$ 300,000	100%
<b>Total Budgeted Expenses</b>	<b>\$ 13,836,255</b>	<b>\$ 1,076,594</b>	<b>\$ 905,878</b>	<b>\$ 932,756</b>	<b>\$ 1,073,456</b>	<b>\$ 945,966</b>	<b>\$ 1,429,538</b>	<b>\$ 952,549</b>	<b>\$ 1,199,731</b>	<b>\$ 1,135,570</b>	<b>\$ 1,026,294</b>	<b>\$ 1,291,372</b>	<b>\$ 13,018,137</b>	<b>94%</b>
<b>Capital Expenses</b>														
Distribution/Generation	\$ 2,025,000	\$ 132,401	\$ 40,713	\$ 270,675	\$ 62,455	\$ 72,683	\$ 122,151	\$ 58,240	\$ 241,125	\$ 33,370	\$ 111,286	\$ 119,710	\$ 1,487,080	73%
Trucks and Motor Vehicles	\$ 283,000	\$ 1,759	\$ 27,858	\$ 59,511	\$ 5,584	\$ -	\$ 4,371	\$ 39,012	\$ 4,371	\$ 4,371	\$ 4,371	\$ 4,371	\$ 155,580	55%
Machinery/Tools	\$ 80,000	\$ 8,557	\$ 3,441	\$ 1,040	\$ 5,596	\$ 780	\$ 318	\$ 670	\$ 606	\$ 409	\$ 4,195	\$ 2,768	\$ 30,272	38%
Systems & Technology	\$ 199,500	\$ -	\$ 454	\$ -	\$ -	\$ 3,792	\$ 3,044	\$ 5,877	\$ -	\$ -	\$ -	\$ -	\$ 23,007	12%
Building Improvements	\$ 250,000	\$ 108,972	\$ 43,682	\$ 50,123	\$ 190,135	\$ 41,630	\$ 5,683	\$ -	\$ 1,194	\$ 977	\$ 849	\$ 3,659	\$ 521,560	209%
<b>Total Capital Expenses</b>	<b>\$ 2,837,500</b>	<b>\$ 251,689</b>	<b>\$ 116,148</b>	<b>\$ 381,349</b>	<b>\$ 263,770</b>	<b>\$ 118,885</b>	<b>\$ 135,567</b>	<b>\$ 103,798</b>	<b>\$ 247,296</b>	<b>\$ 39,127</b>	<b>\$ 120,701</b>	<b>\$ 130,509</b>	<b>\$ 2,217,499</b>	<b>78%</b>
<b>Total Budget Expenditures</b>	<b>\$ 16,673,755</b>	<b>\$ 1,328,283</b>	<b>\$ 1,022,026</b>	<b>\$ 1,314,105</b>	<b>\$ 1,337,227</b>	<b>\$ 1,064,851</b>	<b>\$ 1,565,106</b>	<b>\$ 1,056,347</b>	<b>\$ 1,447,028</b>	<b>\$ 1,174,697</b>	<b>\$ 1,146,994</b>	<b>\$ 1,421,881</b>	<b>\$ 15,235,636</b>	<b>91%</b>
Inventory	\$ -	\$ -	\$ 6,489	\$ 66,419	\$ 14,150	\$ 57,392	\$ 32,214	\$ 12,698	\$ 19,084	\$ 55,264	\$ 139,391	\$ 25,456	\$ 781,522	
Depreciation	\$ 1,990,087	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 165,841	\$ 1,990,092	100%

## Report Criteria:

Detail report.  
Invoices with totals above \$0 included.  
Only paid invoices included.  
Invoice Detail.GL Period = 1213

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
<b>114000 INVENTORY</b>						
114000	287	CODALE ELECTRIC SUPPLY, IN	HOLOPHANE STARTER	S4948392	11/26/2013	1,358.76
114000	287	CODALE ELECTRIC SUPPLY, IN	#2 Underground Primary	S4961004.00	11/26/2013	5,000.00
114000	287	CODALE ELECTRIC SUPPLY, IN	#2 Underground Primary	S4961004.00	11/26/2013	5,000.00
114000	287	CODALE ELECTRIC SUPPLY, IN	#2 Underground Primary	S4961004.00	12/05/2013	4,956.00
114000	287	CODALE ELECTRIC SUPPLY, IN	Wrap Lock 3/8"	S4964938.00	01/26/2013	126.34
114000	287	CODALE ELECTRIC SUPPLY, IN	20AMP SMU 20 Fuse	S4965068.00	11/26/2013	1,026.26
114000	287	CODALE ELECTRIC SUPPLY, IN	100:5 Bar Type CT	S4967451.00	12/05/2013	1,589.41
114000	287	CODALE ELECTRIC SUPPLY, IN	(Stock Order) Cold Shrink 700-15	S4968911.00	12/05/2013	1,190.20
114000	287	CODALE ELECTRIC SUPPLY, IN	4" Rigid 90 degree elbow	S4968911.00	12/05/2013	359.27
114000	287	CODALE ELECTRIC SUPPLY, IN	2" PVC 90 degree elbow 36" Radi	S4968911.00	12/05/2013	61.08
114000	287	CODALE ELECTRIC SUPPLY, IN	Parking Bushing (Stand-off)	S4968911.00	12/05/2013	440.36
114000	287	CODALE ELECTRIC SUPPLY, IN	Elbow Loadbreak #2	S4968911.00	12/05/2013	475.94
114000	287	CODALE ELECTRIC SUPPLY, IN	Electrical Tape (Black)	S4968911.00	12/05/2013	360.00
114000	287	CODALE ELECTRIC SUPPLY, IN	3/8 Guy Wire	S4968911.00	12/05/2013	93.60
114000	287	CODALE ELECTRIC SUPPLY, IN	4" Rigid 90 degree elbow	S4968911.00	12/05/2013	718.54
114000	287	CODALE ELECTRIC SUPPLY, IN	Parking Bushing (Stand-off)	S4968911.00	12/05/2013	406.49
114000	287	CODALE ELECTRIC SUPPLY, IN	Cable Positioner (Aluma Form)	S4968911.00	12/18/2013	236.12
114000	287	CODALE ELECTRIC SUPPLY, IN	4" Conduit IMC	S4976243.00	12/12/2013	1,137.40
114000	287	CODALE ELECTRIC SUPPLY, IN	2 Hole Pad 500MCM	S4979927.00	12/18/2013	164.25
114000	287	CODALE ELECTRIC SUPPLY, IN	Cable Prep Wipe (TR)	S4983963.00	12/23/2013	756.00

Total 114000 INVENTORY:

25,456.02

**151000 BUILDINGS**

151000	287	CODALE ELECTRIC SUPPLY, IN	Siemens sur plugin	S4975672.00	12/17/2013	781.93
151000	287	CODALE ELECTRIC SUPPLY, IN	Siemens lug	S4975672.00	12/17/2013	85.43
151000	287	CODALE ELECTRIC SUPPLY, IN	Siemens breaker	S4975672.00	12/17/2013	91.70
151000	287	CODALE ELECTRIC SUPPLY, IN	3" imc	S4975672.00	12/17/2013	547.43
151000	287	CODALE ELECTRIC SUPPLY, IN	2" imc	S4975672.00	12/17/2013	30.33
151000	287	CODALE ELECTRIC SUPPLY, IN	grounding bushing	S4975672.00	12/17/2013	2.83
151000	287	CODALE ELECTRIC SUPPLY, IN	2" conduit strap	S4975672.00	12/17/2013	2.40
151000	287	CODALE ELECTRIC SUPPLY, IN	Strap	S4975672.00	12/17/2013	29.55
151000	287	CODALE ELECTRIC SUPPLY, IN	Channel	S4975672.00	12/17/2013	31.56
151000	287	CODALE ELECTRIC SUPPLY, IN	CONDUIT BODY	S4975672.00	12/17/2013	248.49
151000	287	CODALE ELECTRIC SUPPLY, IN	Siemens 3" HUB	S4975672.00	12/17/2013	18.61
151000	287	CODALE ELECTRIC SUPPLY, IN	3" screw connector	S4975672.00	12/17/2013	48.33
151000	287	CODALE ELECTRIC SUPPLY, IN	2" 90d	S4975672.00	12/17/2013	11.02
151000	287	CODALE ELECTRIC SUPPLY, IN	2" fa	S4975672.00	12/17/2013	.54
151000	287	CODALE ELECTRIC SUPPLY, IN	2" pvc conduit	S4975672.00	12/17/2013	6.87
151000	287	CODALE ELECTRIC SUPPLY, IN	ser aluminum	S4975672.00	12/17/2013	119.40
151000	287	CODALE ELECTRIC SUPPLY, IN	2" 2 conduit strap	S4975672.00	12/17/2013	2.65
151000	287	CODALE ELECTRIC SUPPLY, IN	3 x 8 nipple	S4975672.00	12/17/2013	103.52
151000	287	CODALE ELECTRIC SUPPLY, IN	3" coupling	S4975672.00	12/17/2013	33.66
151000	287	CODALE ELECTRIC SUPPLY, IN	3"	S4975672.00	12/17/2013	2.92
151000	287	CODALE ELECTRIC SUPPLY, IN	3" bushing	S4975672.00	12/17/2013	29.29
151000	287	CODALE ELECTRIC SUPPLY, IN	Channel	S4975672.00	12/17/2013	12.30
151000	287	CODALE ELECTRIC SUPPLY, IN	# weather head	S4975672.00	12/17/2013	37.69
151000	287	CODALE ELECTRIC SUPPLY, IN	rubber flashing	S4975672.00	12/17/2013	10.45
151000	287	CODALE ELECTRIC SUPPLY, IN	1" imc conduit	S4975672.00	12/17/2013	56.74
151000	287	CODALE ELECTRIC SUPPLY, IN	1" set screw	S4975672.00	12/17/2013	6.01
151000	287	CODALE ELECTRIC SUPPLY, IN	1" busbing	S4975672.00	12/17/2013	.21

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
151000	287	CODALE ELECTRIC SUPPLY, IN	3" 90d	S4975672.00	12/17/2013	107.00
151000	287	CODALE ELECTRIC SUPPLY, IN	Pipe supports	S4975672.00	12/17/2013	20.25
151000	287	CODALE ELECTRIC SUPPLY, IN	CONDUIT cover	S4975672.00	12/17/2013	4.04
151000	287	CODALE ELECTRIC SUPPLY, IN	1 x 4 nipple	S4975672.00	12/17/2013	5.85
151000	287	CODALE ELECTRIC SUPPLY, IN	1" coupling	S4975672.00	12/17/2013	1.26
151000	287	CODALE ELECTRIC SUPPLY, IN	1" conduit strap	S4975672.00	12/17/2013	5.59
151000	287	CODALE ELECTRIC SUPPLY, IN	1" 90d grc	S4975672.00	12/17/2013	8.97
151000	287	CODALE ELECTRIC SUPPLY, IN	1" grounding bushing	S4975672.00	12/17/2013	3.04
151000	287	CODALE ELECTRIC SUPPLY, IN	NM-B 340	S4975672.00	12/17/2013	125.26
151000	287	CODALE ELECTRIC SUPPLY, IN	NM-B 343	S4975672.00	12/17/2013	174.47
151000	287	CODALE ELECTRIC SUPPLY, IN	1" knock out	S4975672.00	12/17/2013	3.49
151000	287	CODALE ELECTRIC SUPPLY, IN	steel lock nut	S4975672.00	12/17/2013	.89
151000	287	CODALE ELECTRIC SUPPLY, IN	blank cover	S4975672.00	12/17/2013	1.00
151000	287	CODALE ELECTRIC SUPPLY, IN	3/8 connector	S4975672.00	12/17/2013	.74
151000	287	CODALE ELECTRIC SUPPLY, IN	2" set screw	S4975672.00	12/17/2013	13.57
Total 151000 BUILDINGS:						2,827.28
<b>152000 MACHINERY, EQUIPMENT &amp; TOOLS</b>						
152000	287	CODALE ELECTRIC SUPPLY, IN	Tool board bashlin 708S	S4957796.00	11/26/2013	203.50
152000	287	CODALE ELECTRIC SUPPLY, IN	Tool board buckingham 45004	S4957796.00	12/05/2013	235.00
152000	386	ELECTRICAL WHOLESale SUP	Shovel	S2646454.00	12/13/2013	45.41
152000	386	ELECTRICAL WHOLESale SUP	Fish tape	S2646454.00	12/13/2013	80.59
152000	386	ELECTRICAL WHOLESale SUP	Cable cutters	S2646454.00	12/13/2013	260.50
152000	478	HD SUPPLY POWER SOLUTION	Tamper	2427069-00	12/10/2013	1,685.00
152000	1069	UTILITY EQUIPMENT SPECIALI	Out rigger pads	504365	11/21/2013	258.00
Total 152000 MACHINERY, EQUIPMENT & TOOLS:						2,768.00
<b>153000 PIPELINE, DIST. SYSTEM ETC.</b>						
153000	287	CODALE ELECTRIC SUPPLY, IN	Travis tee	S4957488.00	11/26/2013	450.00
153000	287	CODALE ELECTRIC SUPPLY, IN	Travis 4 hole pad	S4957488.00	11/26/2013	576.00
153000	287	CODALE ELECTRIC SUPPLY, IN	Travis tee 945 aac	S4957488.00	11/26/2013	159.00
153000	287	CODALE ELECTRIC SUPPLY, IN	Pole band	S4969728.00	12/05/2013	448.00
153000	287	CODALE ELECTRIC SUPPLY, IN	4" sealtight connector	S4974719.00	12/12/2013	471.74
153000	478	HD SUPPLY POWER SOLUTION	Switch Base	2427069-00	12/10/2013	1,045.00
153000	562	JACK B PARSON COMPANIES	1" drain rock (Midway to Heber Re	3442278	12/12/2013	136.62
153000	1281	INSTRUMENT CONTROL COMP	Jailhouse Relay Panel (LS)	978	09/20/2013	10,138.00
Total 153000 PIPELINE, DIST. SYSTEM ETC.:						13,424.36
<b>156000 TRUCKS AND MOTOR VEHICLES</b>						
156000	139	ALTEC CAPITAL SERVICES	LINE TRUCK ADV PAYMENT	257190	12/11/2013	4,371.26
Total 156000 TRUCKS AND MOTOR VEHICLES:						4,371.26
<b>158000 OFFICE BLDGS ASSETS</b>						
158000	1313	PARK CITY BLIND AND DESIGN	WINDOW COVERINGS NEW BL	80189	07/01/2013	832.00
Total 158000 OFFICE BLDGS ASSETS:						832.00
<b>160000 GAS GENERATION PLANT</b>						
160000	1131	WHEELER MACHINERY CO.	STANDBY GENERATOR W/SOF	81134501	11/22/2013	45,270.94
Total 160000 GAS GENERATION PLANT:						45,270.94
<b>162000 CAPITOL IMPROVEMENTS</b>						
162000	287	CODALE ELECTRIC SUPPLY, IN	HADCO FULL TOP REFLECTOR	S4878863.00	11/26/2013	4,908.00

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
162000	287	CODALE ELECTRIC SUPPLY, IN	HADCO DBL BANNER ARM - 2	S4878863.00	11/26/2013	1,842.00
162000	287	CODALE ELECTRIC SUPPLY, IN	SHIPPING HANDLING	S4878863.00	11/26/2013	264.05
162000	406	FASTENAL COMPANY	FASTENERS	UTHEB2955	12/23/2013	367.73
162000	550	INTERMTN CONS PROF ENGIN	ENG SERV TEMP METER STRU	12/13	01/17/2014	1,365.00
162000	550	INTERMTN CONS PROF ENGIN	JORDANELLE FEEDER RE-ROU	12/13B	01/17/2014	8,020.00
162000	550	INTERMTN CONS PROF ENGIN	JAILHOUSE BAY II TRANSF	12/13C	01/17/2014	34,110.00
162000	1281	INSTRUMENT CONTROL COMP	Jailhouse Relay Panel (LS)	979	10/31/2013	10,138.00
Total 162000 CAPITOL IMPROVEMENTS:						61,014.78
<b>199000 UTILITY CASH CLEARING</b>						
199000	678	MAYNARD, HOOT	REFUND OVERPAY TERM ACC	12/13	12/17/2013	50.54
199000	1304	PRICE, MELISSA	REFUND OVERPAY ACCT 2022	12/13	12/17/2013	7.01
199000	1305	MCDONALD, STANTON	REFUND OVERPAY TERM ACC	12/13	12/17/2013	22.73
199000	1307	LYMAN, CLEO/MARY	REFUND OVERPAY ACCT 7650	12/13	12/17/2013	249.36
199000	1308	FAIRBANKS, WILLIAM	REFUND OVERPAY TERM ACC	12/13	12/17/2013	94.12
199000	1309	ZARATE, JUAN OR DUARTE, BE	REF OVERPAY TERM ACCT 531	12/13	12/17/2013	2.40
Total 199000 UTILITY CASH CLEARING:						426.16
<b>210000 SALES TAX PAYABLE</b>						
210000	964	STATE TAX COMMISSION-SALE	11925586-002-STC	12/13	11/30/2013	39,638.55
Total 210000 SALES TAX PAYABLE:						39,638.55
<b>211000 FWT</b>						
211000	558	IRS-PAYROLL W/H	FWT	12/13	12/13/2013	14,602.38
211000	558	IRS-PAYROLL W/H	FWT	12/13B	12/27/2013	15,123.54
Total 211000 FWT:						29,725.92
<b>211200 STATE WITHHOLDING PAYABLE</b>						
211200	965	STATE TAX COMMISSION-W/H	11925586-003-WTH	12/13	12/31/2013	10,604.43
Total 211200 STATE WITHHOLDING PAYABLE:						10,604.43
<b>215000 SALARY DEFERRAL</b>						
215000	1065	UTAH STATE RETIREMENT	EMPLOYEE	12/13A	12/13/2013	5,971.00
215000	1065	UTAH STATE RETIREMENT	EMPLOYEE	12/13D	12/27/2013	5,971.00
Total 215000 SALARY DEFERRAL:						11,942.00
<b>216000 ENERGY TAX HEBER</b>						
216000	480	HEBER CITY CORPORATION	OCTOBER ENERGY TAX	11/13B	11/30/2013	24,293.89
216000	480	HEBER CITY CORPORATION	NOV ENERGY TAX REIMB	12/13A	12/17/2013	25,069.37
Total 216000 ENERGY TAX HEBER:						49,363.26
<b>217000 ENERGY TAX MIDWAY</b>						
217000	705	MIDWAY CITY OFFICES	OCTOBER ENERGY TAX	11/13	11/30/2013	12,888.60
217000	705	MIDWAY CITY OFFICES	NOV ENERGY TAX REIMB	12/13	12/17/2013	12,232.44
Total 217000 ENERGY TAX MIDWAY:						25,121.04
<b>218000 ENERGY TAX CHARLESTON</b>						
218000	267	CHARLESTON TOWN	NOV 13 ENERGY TAX	11/13A	11/30/2013	1,683.21
218000	267	CHARLESTON TOWN	DECEMBER ENERGY TAX REIM	12/13A	12/31/2013	1,948.08



GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
505000	287	CODALE ELECTRIC SUPPLY, IN	DWC 10AWG	S4988573.00	01/14/2014	433.95
505000	287	CODALE ELECTRIC SUPPLY, IN	DWC 12AWG	S4988573.00	01/14/2014	319.68
505000	287	CODALE ELECTRIC SUPPLY, IN	DWC 10AWG	S4988573.00	01/14/2014	1,188.00
505000	287	CODALE ELECTRIC SUPPLY, IN	DWC 10AWG	S4988573.00	01/14/2014	1,188.00
505000	287	CODALE ELECTRIC SUPPLY, IN	DWC 10AWG	S4988573.00	01/14/2014	131.50
505000	287	CODALE ELECTRIC SUPPLY, IN	3/4 heat shrink wire label	S4988573.00	01/14/2014	387.18
505000	334	DAY'S MARKET	MINERAL SOLVENT	12/13B	12/19/2013	12.75
505000	386	ELECTRICAL WHOLESAL SUP	METER DEPT - RINGS, NUTS, NI	S2637167.00	12/03/2013	42.66
505000	386	ELECTRICAL WHOLESAL SUP	6 FUSE - METERING	S2640667.00	12/09/2013	78.60
505000	386	ELECTRICAL WHOLESAL SUP	4 ELBOWS - RED LEDGES	S2642327.00	12/09/2013	42.76
505000	386	ELECTRICAL WHOLESAL SUP	5 PR GLOVES - WILSON	S2643286.00	12/10/2013	56.40
505000	386	ELECTRICAL WHOLESAL SUP	POCKET KNIVES,WOOD RULES	S2649641.00	12/18/2013	194.61
505000	386	ELECTRICAL WHOLESAL SUP	FORK METER VEH 240	S2650489.00	12/19/2013	83.33
505000	386	ELECTRICAL WHOLESAL SUP	GLOVES - BRADY	S2652271.00	12/23/2013	11.28
505000	637	LATIMER DO IT BEST HARDWA	KEYS	B63449	12/03/2013	5.97
505000	637	LATIMER DO IT BEST HARDWA	3/4" BIT; MISC HDWE	C38783	12/06/2013	42.98
505000	637	LATIMER DO IT BEST HARDWA	SCREWS; SAW BLADE; MISC T	C39378	12/20/2013	65.96
505000	744	NBC JANITORIAL SERVICES IN	JAN CLEANING DISP/OP CTR C	HL-DEC	12/31/2013	1,250.00
505000	913	SEVEN TREES COMPANY	TREE TRIMMING DEC 13	19531	12/27/2013	1,893.08
505000	927	SILVER EAGLE FEED & FUEL	STAR TAGS	259699	12/11/2013	53.98
505000	958	STANDARD PLUMBING SUPPLY	PIPE COUP,ELB,ROTOR	BMX732	12/12/2013	19.11
505000	1014	TIMBERLINE GENERAL STORE	SNOW PUSHERS	59294	12/03/2013	111.43
505000	1014	TIMBERLINE GENERAL STORE	MAP PRO GAS	59355	12/05/2013	19.98
505000	1014	TIMBERLINE GENERAL STORE	BRUSH, GLOVES, DENATURED	597246	12/23/2013	96.95
505000	1091	WASATCH AUTO PARTS	ADAPTERS	22166	12/03/2013	3.46
505000	1092	WASATCH BARRICADE	TRAFFIC CONTROL PLAN 600	W0032602	12/16/2013	178.75
505000	1315	L-COM	CPM100-30U Reel	2284543	01/14/2014	43.70
Total 505000 DIST/TRANSM MAINTENANCE:						12,403.30
<b>505100 HYDRO MAINTENANCE</b>						
505100	733	MOUNTAINLAND METAL WORK	Reznor heater (lake creek)	5861	12/30/2013	1,836.00
Total 505100 HYDRO MAINTENANCE:						1,836.00
<b>505200 SUBSTATION MAINTENANCE</b>						
505200	386	ELECTRICAL WHOLESAL SUP	WEDGE ANCHOR	S2636681.00	12/02/2013	6.20
505200	386	ELECTRICAL WHOLESAL SUP	SUB STATION MATLS - SCR DR	S2641615.00	12/06/2013	110.52
505200	386	ELECTRICAL WHOLESAL SUP	GALV COUPLING	S2647291.00	12/16/2013	23.01
505200	503	HICKEN OXYGEN	RENT NITROGEN	12/13	12/31/2013	36.00
505200	637	LATIMER DO IT BEST HARDWA	60" METAL THREAD	B64327	12/13/2013	17.98
505200	637	LATIMER DO IT BEST HARDWA	MISC HDWE	B64670	12/18/2013	3.90
505200	793	PARCELL, JACOB	REIMB CRIMP DIE FOR SUBS	12/13	12/30/2013	84.45
505200	825	PRAXAIR	STARGOLD	48083091	12/20/2013	24.05
505200	854	RAWLINGS LAWN & PEST CON	WEED CONTROL LAKE CREEK	8384	11/27/2013	1,363.25
505200	1172	ZIONS BANK - PARCREDITCAR	METERING TESTING JACKS	12/13	11/14/2013	51.19
505200	1315	L-COM	C&P9M Connector	2284543	01/14/2014	33.50
505200	1315	L-COM	CS9-500 Spool	2284543	01/14/2014	178.50
505200	1315	L-COM	TDTPRO Tool	2284543	01/14/2014	24.95
505200	1315	L-COM	CP3127CT Tool	2284543	01/14/2014	132.00
505200	1315	L-COM	SDC9AG Hood Kit	2284543	01/14/2014	114.50
505200	1315	L-COM	Shipping	2284543	01/14/2014	30.30
Total 505200 SUBSTATION MAINTENANCE:						2,234.30
<b>505600 BUILDING MAINTENANCE</b>						
505600	191	BELLOWS GLASS	Glass - new building	17704	12/19/2013	61.28

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
505600	215	BOYDS COFFEE COMPANY	COFFEE SERVICE	8319947	11/06/2013	291.14
505600	480	HEBER CITY CORPORATION	WATER SEWER	12/13	12/31/2013	121.33
505600	637	LATIMER DO IT BEST HARDWA	RECYCLE CAN - OFFICE	B64340	12/13/2013	19.99
505600	767	NUTECH SPECIALTIES	WINDOW CLEANER	104802	12/18/2013	39.86
505600	767	NUTECH SPECIALTIES	GAL LINERS	105150	12/27/2013	49.56
505600	767	NUTECH SPECIALTIES	BATHROOM TISSUE	105151	12/27/2013	66.14
505600	833	PROBUILD	INSULATION	1213803	12/05/2013	37.70
505600	845	QUESTAR GAS	1344060000 SNAKE CREEK GA	12/13	12/16/2013	129.16
505600	845	QUESTAR GAS	1289910000 410 S 600 W	12/13A	01/10/2014	1,227.24
505600	845	QUESTAR GAS	2289910000 735 W 300 S	12/13B	01/10/2014	1,517.09
505600	845	QUESTAR GAS	8060020000 715 W 300 S	12/13C	01/10/2014	1,522.78
505600	1100	WASATCH COUNTY SOLID WA	93539;90083 WASTE PICKUP	12/13	12/01/2013	260.00
505600	1100	WASATCH COUNTY SOLID WA	WEIGHED LOAD	12/13A	11/30/2013	207.00
505600	1256	PURE WATER SOLUTIONS	WATER PURIFICATION SYSTE	34168542-01	12/15/2013	359.70
505600	1256	PURE WATER SOLUTIONS	WATER PURIFICATION SYSTE	34268136-11	12/25/2013	79.95

Total 505600 BUILDING MAINTENANCE: 5,989.92

**505800 TRAINING/EDUC/CLOTHING**

505800	277	CINTAS #180	ACCOUNT 180-05211 FIRE RET	12/13	12/31/2013	558.45
505800	386	ELECTRICAL WHOLESAL SUP	CLOTHING ALLOW - STANLEY	S2641361.00	12/09/2013	145.00
505800	557	IPSA	DALEY STEP TEST	1060	12/09/2013	150.00
505800	759	NORTH, TJ	REIMBURSE SCHOOL TUITION/	12/13	12/30/2013	2,911.33
505800	856	REAMS BOOTS & JEANS	MOTLEY - CLOTHING	760093	12/21/2013	176.00
505800	856	REAMS BOOTS & JEANS	COLEMAN - CLOTHING	760096	12/21/2013	207.06
505800	856	REAMS BOOTS & JEANS	WRIGHT, J & DEDRICKSON WO	760170	12/31/2013	176.79
505800	897	SALT LAKE COMMUNITY COLL	3A LINE APPRENTICE - DALEY	SCE14-176	01/02/2014	732.00
505800	927	SILVER EAGLE FEED & FUEL	MUCH BOOTS - MOTLEY	259241	12/05/2013	113.99
505800	927	SILVER EAGLE FEED & FUEL	MUCH BOOTS - DAYBELL	259513	12/09/2013	113.99
505800	1036	TYNDALE COMPANY INC	Microfleece (Harold)	708332	12/27/2013	150.80
505800	1036	TYNDALE COMPANY INC	Vest (Harold)	708332	12/27/2013	112.10
505800	1036	TYNDALE COMPANY INC	Hat (Harold)	708332	12/27/2013	17.10
505800	1036	TYNDALE COMPANY INC	Sweatshirt (Harold)	708332	12/27/2013	127.30
505800	1152	WRIGHT, JARED	REIMB TUITION BOOK 2013 FAL	12/13	12/31/2013	3,889.71
505800	1171	ZIONS BANK - NORCREDIT CA	BSC ONLINE - TEXTBOOKS	12/13	11/25/2013	8.93
505800	1192	BISMARCK STATE COLLEGE	FALL 2013 TUITION BRERETON	131581	12/12/2013	1,350.90
505800	1192	BISMARCK STATE COLLEGE	FALL 2013 TUITION FORD	131582	12/12/2013	1,350.90
505800	1310	BOND, WAYNE	REIMB FOR CLOTHING PURCH	121913	12/20/2013	325.00

Total 505800 TRAINING/EDUC/CLOTHING: 12,617.35

**506000 MATERIALS - OPERATIONS**

506000	287	CODALE ELECTRIC SUPPLY, IN	STOCK	12/13	12/16/2013	680.62
506000	406	FASTENAL COMPANY	Ice melter	UTHEB2956	12/23/2013	628.20
506000	767	NUTECH SPECIALTIES	Glass cleaner	104262	12/06/2013	39.86
506000	767	NUTECH SPECIALTIES	Paper towel	104802	12/18/2013	86.74
506000	767	NUTECH SPECIALTIES	Paper plates	104802	12/18/2013	121.23
506000	767	NUTECH SPECIALTIES	Trash bags (big)	104802	12/18/2013	32.06
506000	767	NUTECH SPECIALTIES	Toilet paper	104802	12/18/2013	66.14

Total 506000 MATERIALS - OPERATIONS: 1,654.85

**507000 COMMUNICATIONS**

507000	105	A T & T	435 654 1581 030 055 0933 001	12/13	12/06/2013	115.67
507000	105	A T & T	051 308 7539 001 435 654 3059	12/13A	01/01/2014	40.28
507000	105	A T & T	030 055 0933 001 654 1581	12/13B	01/06/2014	119.75
507000	105	A T & T	051 267 8562 001 LONG DISTAN	12/13C	12/24/2013	52.43
507000	133	ALL WEST COMMUNICATIONS	PHONE/INTERNET ACCT 15306	12/13	01/01/2014	1,085.80

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
507000	260	CENTURYLINK	435 654 1682 903B	12/13	12/07/2013	35.12
507000	260	CENTURYLINK	435 654 1118 732B	12/13A	12/07/2013	29.27
507000	260	CENTURYLINK	435 654 0084 254B	12/13B	12/07/2013	96.96
507000	260	CENTURYLINK	435 654 1682 903B	12/13C	01/07/2014	35.20
507000	260	CENTURYLINK	435 654 0084 254B	12/13D	01/07/2014	97.20
507000	260	CENTURYLINK	435 654 1118 732B	12/13E	01/07/2014	29.35
507000	260	CENTURYLINK	435-657-3093 502B	12/13F	12/19/2013	99.78
507000	935	ALEX DOBSON	DISPATCH MODULES	20140102	01/03/2014	2,556.00
507000	1075	VERIZON WIRELESS	965458629-001	12/13	01/01/2014	2,798.35
507000	1269	INTERMEDIA	EMAIL EXCHANGE HOSTING	2013163215	01/01/2014	587.30

Total 507000 COMMUNICATIONS:

7,778.46

**508000 TRUCKS**

508000	439	GASCARD, INC.	DIESEL AND GAS	NP40121624	01/03/2014	3,835.72
508000	482	TIRE FACTORY	212 - BRAKE MAINT	17439	12/02/2013	521.81
508000	780	O'REILLY AUTOMOTIVE INC	VEHICLE 208 MAINT	3664392143	12/05/2013	11.78
508000	780	O'REILLY AUTOMOTIVE INC	VEHICLE 209 MAINTENANCE	3664393147	12/09/2013	19.99
508000	780	O'REILLY AUTOMOTIVE INC	VEHICLE 243 MAINTENANCE	3664393865	12/13/2013	5.19
508000	1024	TRACY'S AUTO REPAIR CORP	217 WATER PUMP	5619	12/07/2013	446.13
508000	1091	WASATCH AUTO PARTS	PLOW MARKERS	22110	12/03/2013	38.80
508000	1091	WASATCH AUTO PARTS	STARTING FLUID	22358	12/05/2013	23.88

Total 508000 TRUCKS:

4,903.30

**513000 GAS GENERATION - FUEL COSTS**

513000	276	CIMA ENERGY LTD	DECEMBER NATURAL GAS	1213-40879-	01/10/2014	108,565.83
513000	845	QUESTAR GAS	506002000 CO GEN	12/13D	01/08/2014	5,596.91

Total 513000 GAS GENERATION - FUEL COSTS:

114,162.74

**514000 GENERATION EXPENSE**

514000	144	AMER ENVIRON TEST CO INC	EPA testing on units 1 & 2	788	12/11/2013	9,500.00
514000	386	ELECTRICAL WHOLESAL SUP	PLIERS - GENERATION	S2635755.00	12/09/2013	62.11
514000	386	ELECTRICAL WHOLESAL SUP	BACKUP GENERATOR - WIRE	S2645533.00	12/13/2013	194.33
514000	386	ELECTRICAL WHOLESAL SUP	3 PR GLOVES- ANDREW	S2646369.00	12/13/2013	54.72
514000	386	ELECTRICAL WHOLESAL SUP	FLUOR SYL	S2646369.00	12/16/2013	2.98
514000	386	ELECTRICAL WHOLESAL SUP	BACKUP GENERATOR - SAW, B	S2649806.00	12/18/2013	24.71
514000	386	ELECTRICAL WHOLESAL SUP	OFFICE GENERATOR - HOLE S	S2650041.00	12/18/2013	16.48
514000	386	ELECTRICAL WHOLESAL SUP	OFFICE GENERATOR	S2653995.00	12/27/2013	297.21
514000	386	ELECTRICAL WHOLESAL SUP	OFFICE GENERATOR	S2654554.00	12/27/2013	191.00
514000	386	ELECTRICAL WHOLESAL SUP	OFFICE GENERATOR	S2654554.00	12/30/2013	38.39
514000	386	ELECTRICAL WHOLESAL SUP	OFFICE GENERATOR	S2655826.00	12/31/2013	74.74
514000	391	EMERALD RECYCLING	SYSTEM ONE RENTAL	A258856	11/30/2013	128.00
514000	391	EMERALD RECYCLING	SYSTEM ONE RENTAL	I263569	12/31/2013	128.00
514000	406	FASTENAL COMPANY	SLING - BACKUP GEN	UTHEB2928	12/03/2013	107.87
514000	406	FASTENAL COMPANY	FASTENERS	UTHEB2932	12/06/2013	246.07
514000	733	MOUNTAINLAND METAL WORK	GAS PLANT III SERVICE CALL	5836	12/18/2013	802.39
514000	862	RHINEART OIL	Pegasus 805 (plant two)	3039201	12/31/2013	5,539.98
514000	862	RHINEART OIL	Environmental Fee	3039201	12/31/2013	2.98
514000	958	STANDARD PLUMBING SUPPLY	HANDLE ADAPTOR KIT	BND425	12/19/2013	11.99
514000	1118	WEBSTER VENTURES, INC	MONTHLY RETAINER	12/13	12/12/2013	5,000.00
514000	1131	WHEELER MACHINERY CO.	Generator batteries (unit 6)	SLC500150	12/26/2013	1,292.08

Total 514000 GENERATION EXPENSE:

23,716.03

**601000 SALARIES ADMINISTRATIVE**

601000	1201	PATTERSON, ROBERT	2013 CHRISTMAS BONUS	12/13	12/13/2013	760.51
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GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
601000	1202	BRADSHAW, JEFF	2013 CHRISTMAS BONUS	12/13	12/13/2013	760.51
Total 601000 SALARIES ADMINISTRATIVE:						1,521.02
<b>602000 BUSINESS OFFICE SUPPLIES</b>						
602000	238	BUSINESS SOLUTIONS GROUP	UTILITY CARDS	12489	12/30/2013	1,039.80
602000	278	CINTAS DOCUMENT MANAGEM	OFFICE	8400621825	12/13/2013	57.42
602000	742	NATIONWIDE DRAFTING & OFF	TONERS; NOTE CARDS; PENS,	13-47846	11/25/2013	819.31
Total 602000 BUSINESS OFFICE SUPPLIES:						1,916.53
<b>602100 OPERATIONS OFFICE SUPPLIES</b>						
602100	136	ALPINE OFFICE PRODUCTS	Folders	126063	12/11/2013	74.64
602100	136	ALPINE OFFICE PRODUCTS	Copy paper	126063	12/11/2013	73.98
602100	136	ALPINE OFFICE PRODUCTS	2" binders	126063	12/11/2013	65.88
602100	136	ALPINE OFFICE PRODUCTS	Flags MMM680SH2	126308	12/20/2013	7.52
602100	136	ALPINE OFFICE PRODUCTS	Flags MMM680PPBGVA	126308	12/20/2013	21.98
602100	278	CINTAS DOCUMENT MANAGEM	OPERATIONS DOC SHREDDIN	8400621826	12/13/2013	86.18
Total 602100 OPERATIONS OFFICE SUPPLIES:						330.18
<b>602200 LEGAL OFFICE SUPPLIES</b>						
602200	1124	WEST PAYMENT CENTER	ACCT 1003983265 NOV	828544134	12/01/2013	1,458.08
602200	1124	WEST PAYMENT CENTER	WEST INFO CHARGES	828759082	01/01/2014	1,458.08
Total 602200 LEGAL OFFICE SUPPLIES:						2,916.16
<b>602300 IT MAINT/SUPPORT</b>						
602300	338	DELL FINANCIAL SERVICES	INV 75792351 CONTRACT 001-7	77024063	12/13/2013	913.86
602300	907	SECURITY INSTALL SOLUTION	ACS WEB HOSTING SERVICE	4047	12/31/2013	190.00
602300	910	SENSUS METERING SYSTEMS	MONITORING SERVICE	ZZ4006964	12/04/2013	1,750.00
602300	1172	ZIONS BANK - PARCREDITCAR	SIMPLEHELIX - WEB HOSTING	194173	11/18/2013	19.95
602300	1174	ZIONS BANK - WILCREDIT CAR	SIMPLEHELIX MONTHLY MAINT	12/13	11/15/2013	19.95
Total 602300 IT MAINT/SUPPORT:						2,893.76
<b>603000 POSTAGE/SHIPPING</b>						
603000	1037	U S POSTMASTER	MAILING BILLS CYCLE I	12/13	12/13/2013	1,105.00
603000	1037	U S POSTMASTER	MAILING BILLS CYCLE II	12/13A	12/31/2013	1,896.91
603000	1170	ZIONS BANK - MIFFCREDIT CA	USPS - ATTENDANCE CALEND	12/13	11/21/2013	5.75
Total 603000 POSTAGE/SHIPPING:						3,007.66
<b>606000 TRAVEL</b>						
606000	321	DALEY, CHAD	TRAVEL EXPENSE - IPSA TESTI	12/13	12/02/2013	490.31
606000	1138	WILSON, HAROLD	TRAVEL EXP - IPSA - ST GEOR	12/13	12/02/2013	573.31
606000	1174	ZIONS BANK - WILCREDIT CAR	IPSA LODGING EXPENSE STEP	12/13A	12/05/2013	267.60
Total 606000 TRAVEL:						1,331.22
<b>607000 MISCELLANEOUS</b>						
607000	334	DAY'S MARKET	BOARD MEETING SUPPLIES - 3	12/13	12/10/2013	101.97
607000	334	DAY'S MARKET	OPEN ENROLLMENT LUNCH E	12/13A	12/04/2013	24.64
607000	334	DAY'S MARKET	CHRISTMAS PARTY DOOR PRI	12/13C	12/09/2013	75.00
607000	516	HOLIDAY LANES	2013 CHRISTMAS PARTY	12/13	12/16/2013	3,304.00
607000	548	INTERMOUNTAIN MRO SERVIC	DOT COLLECTION	2013-11062	11/30/2013	267.50
607000	692	MEDIAONE OF UTAH	ACCTG FINANCIAL MGR - JOB	I00930066-1	12/29/2013	325.00
607000	793	PARCELL, JACOB	REIMB LUNCH EXPENSE - HEB	12/13A	12/30/2013	77.18

GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
607000	809	PHILLIPS, DAVID	RET BRD MBR APP GIFT	12/13	12/24/2013	400.00
607000	969	STEWART, BLAINE	GPS LOCATION FINDERS (4 EA	12/13	12/11/2013	1,280.96
607000	1065	UTAH STATE RETIREMENT	LOANS	12/13B	12/13/2013	630.76
607000	1065	UTAH STATE RETIREMENT	LOANS	12/13F	12/27/2013	630.76
607000	1167	ZIONS BANK - DUNCREDIT CAR	CHAMBER LUNCH	12/13	11/14/2013	14.00
607000	1170	ZIONS BANK - MIFFCREDIT CA	BOARD MEETING REFRESHME	12/13A	12/10/2013	115.61
607000	1173	ZIONS BANK - STEWCREDITCA	LUNCH EXP 11-18 THRU 12-12-	12/13	11/18/2013	191.42
607000	1175	ZIONS BANK - WRICREDIT CAR	LUNCH EXPENSE - EMPLOYEE	12/13B	12/04/2013	77.39
607000	1175	ZIONS BANK - WRICREDIT CAR	CHRISTMAS PARTY GIFT - SNA	12/13C	12/12/2013	75.00
607000	1311	TATTON, CONSTANCE	RET BRD MBR APP GIFT	12/13	12/24/2013	400.00
607000	1312	WHITING, JOHN	RET BRD MBR APP GIFT	12/13	12/24/2013	400.00
607000	1314	UTAH DEPT OF WORKFORCE S	FURNESS	R4-910220-0	12/31/2013	5,269.00
Total 607000 MISCELLANEOUS:						13,660.19
<b>607500 PROFESSIONAL SERVICES</b>						
607500	550	INTERMTN CONS PROF ENGIN	ENG 2ND POI PRELIM LAYOUT	12/13A	01/17/2014	3,912.50
607500	803	PERSONNEL SYSTEMS & SERV	CONSULATATION FEE	1067	12/11/2013	150.00
607500	973	STOKES STRATEGIES	MONTHLY RETAINER	81	12/14/2013	1,670.00
607500	1277	OWEN COMMUNICATIONS LLC	Public Relations (Marketing Retai	HLP0713	07/01/2013	2,000.00
607500	1277	OWEN COMMUNICATIONS LLC	Public Relations (Marketing Retai	HLP-1013	10/15/2013	2,000.00
607500	1277	OWEN COMMUNICATIONS LLC	Public Relations (Marketing Retai	HLP1113	11/15/2013	2,000.00
607500	1283	NOW CFO	CONTROLLER/CFO ACCOUNTI	10105	12/20/2013	2,500.00
607500	1283	NOW CFO	2 WEEKS ENDED 1/3/14	10167	01/03/2014	650.00
607500	1306	CORBIN B GORDON PC	FURNESS LITIGATION	12/13	11/15/2013	922.50
Total 607500 PROFESSIONAL SERVICES:						15,805.00
<b>609000 INSURANCE</b>						
609000	121	AFLAC	CN137	753511	12/12/2013	767.88
609000	741	NATIONAL BENEFIT SERVICES	PLAN ADM FEES	439578	12/31/2013	50.00
609000	842	PRUDENTIAL INS CO OF AM	LIFE, DISAB ADD GROUP 06298	12/14	12/31/2013	1,887.98
609000	844	PUBLIC EMPLOYEES HEALTH P	MEDICAL/DENTAL/VISION	12/13	12/31/2013	28,079.01
609000	1044	UNUM	LTC 0906877-001-2	12/13	12/18/2013	1.95
609000	1148	WORKERS COMPENSATION FU	POLICY 1238459	3551494	12/11/2013	2,559.57
Total 609000 INSURANCE:						33,346.39
<b>609100 POST EMPLOYMENT BENEFITS</b>						
609100	844	PUBLIC EMPLOYEES HEALTH P	RETIREE DOUBLE COVERAGE	12/13A	12/31/2013	1,324.27
609100	844	PUBLIC EMPLOYEES HEALTH P	RETIREE MEDICAL	12/13B	12/31/2013	1,540.44
Total 609100 POST EMPLOYMENT BENEFITS:						2,864.71
<b>610000 FICA - MEDICARE/SOC SECURITY</b>						
610000	558	IRS-PAYROLL W/H	FICA	12/13A	12/13/2013	15,185.16
610000	558	IRS-PAYROLL W/H	FICA	12/13C	12/27/2013	17,504.38
Total 610000 FICA - MEDICARE/SOC SECURITY:						32,689.54
<b>611000 RETIREMENT</b>						
611000	1065	UTAH STATE RETIREMENT	EMPLOYER	12/13	12/13/2013	19,477.09
611000	1065	UTAH STATE RETIREMENT	EMPLOYER	12/13E	12/27/2013	46,994.34
Total 611000 RETIREMENT:						66,471.43
Grand Totals:						1,136,163.73

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GL Account Number	Vendor	Vendor Name	Description	Invoice No	Inv Date	Amount
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Report Criteria:

- Detail report.
  - Invoices with totals above \$0 included.
  - Only paid invoices included.
  - Invoice Detail.GL Period = 1213
-



Resolution of the Board of Directors  
Of  
Heber Light & Power Company  
2014 Fiscal Year Operating Policies

WHEREAS, Heber Light & Power Company (HL&P) desires to adopt a yearly operating policy that supports and provides direction and flexibility for the ongoing operation of the Company and;

WHEREAS, HL&P has policy requirements that the Board of Directors approve an annual Operating Budget and associated expenditures and;

WHEREAS HL&P will utilize this operating policy in conjunction with existing Company policies to conduct its business.

BE IT RESOLVED, the HL&P Budget for the fiscal year ending December 31, 2014 will be based on underlying Board policies.

A. REVENUE RECOVERY:

The 2014 Budget estimates revenue from all sources.

1. Electricity Revenues

Electricity Revenues are projected using load and customer growth estimates. Distribution system losses are also considered when determining total revenues and historical

percentages of what each rate class is, of the total revenue amount, to provide the allocation factor.

2. Street Lighting

Currently, Heber Light & Power provides the energy for Street Lighting to the Cities and County without charge. Monthly billing is performed but, the Cities and County are not required, at this time, to pay those bills. However, the Cities and County pay for the capital costs associated with the installation or replacement of Street Light fixtures, bulbs and the associated materials. For the purposes of the 2014 Operating Budget amounts have not been included for Street Lighting revenue.

B. COST TO SERVE

The HL&P Budget is an estimate of the cost to serve its customers and is segregated into four distinct areas.

1. Fixed Costs

Fixed Costs represent the cost of ownership, take or pay obligations, administration and service associated with the ongoing business activities. These costs include, but are not limited to renewals and replacements, direct operating and maintenance expense, purchased capacity, reserves and HL&P administrative and general expenses.

2. Debt Service Costs

Debt service costs including principal and interest.

3. Production and Distribution

Production and transmission expenses are variable energy costs and are directly related to the cost of electricity purchased from suppliers or generated by HL&P owned, internal generation. Distribution costs represent the expenses

associated with renewing, maintaining and expanding the HL&P Distribution System.

4. Scheduling, planning, metering, meter calibration and forecasting expenses

These costs include, but are not limited to, outside scheduling charges and administrative and general costs associated with metering, scheduling, collections, billing and marketing HL&P resources.

### C. COST TO SERVE CATEGORIES

Costs fall into the following:

1. Direct Costs

Direct obligations include, but are not limited to, debt service, operation and maintenance, renewals and replacements, reserves and purchased or produced capacity.

2. Energy

Energy costs will generally include fuel and/or replacement power and purchase contracts.

3. Administrative and General

HL&P administrative and general costs will include the following:

a. Functional Costs

These costs include, but are not limited to, outside scheduling charges and administrative and general costs associated with metering, scheduling, billing, collections and marketing HL&P resources.

b. General Liability Insurance

General Liability coverage including Officers and Directors insurance.

c. Audit, Legal and Outside Services Costs

General audit, legal and outside services and study costs.

d. Board Fees

Director payments and travel expenses

e. General Administrative Costs

General Administrative costs include:

General Administrative costs include, but are not limited to, facility insurance, project audits, fees, salaries and benefits, board compensation, dues and subscriptions, training, equipment, maintenance, office supplies, postage, public information, rent(s), telephone, travel and vehicle expenses.

4. Fixed Cost Categories

- a. **Production \$'s / MWH** This cost is a per MWH charge for each hour of generation unit operation.
- b. **Administration \$'s** This cost will be fixed for the entire budget year to cover administrative expenses such as sick leave and vacation accrual.
- c. **Fixed Debt Service \$'s** This cost will be fixed for existing borrowings interest and principle charges

## **D. SPECIFIC POLICY**

### **1. Generation Acquisition**

HL&P is currently in need of additional energy resources. The budget must set aside funds for the study and implementation of new resource acquisitions such as new gas generation, old coal acquisition, wind power, photovoltaic, biomass, geothermal, energy storage and demand side planning.

### **2. Wages and Benefits**

Salary ranges are determined by benchmark market surveys constructed triennially by a consultant. The latest benchmark market survey was completed the Third Quarter of Fiscal 2012. Wages are fully funded between the minimum and maximum salary ranges. 2014 salary adjustments are as follows:

- a. Adjust all salary ranges and Board Compensation for COLA of 1.5%;
- b. Fund 50 % of the tenure adjustments for the 2012 benchmark market survey as approved by the Power Board.
- c. Fund a 5% merit pool based on total management salaries;
- d. Fund merit changes to General Manager's base salary and provide for a 5% bonus opportunity;
- e. Fund a Company Christmas Bonus Program based on 10% of an employee's monthly regular salary for all employees and 10% of the annual stipend for Board Members.
- f. The Company shall continue to pay the Chairman and Directors monthly stipends. In addition, the General Manager may authorize the payment of additional amounts for special Board meetings and activities required to conduct the Company business or for work

not routinely or typically required of a Director or Chairman.

- g. The Company shall pay a Director for travel and other out-of-pocket expenses incurred in connection with Company business. A Director seeking reimbursement for such expenses shall submit appropriate receipts evidencing the expenses.

The General Manager will determine all employee remuneration adjustments.

HL&P shall fully fund Employee Benefits for the current complement of employees including health, dental, life and disability insurance, pension, personal leave, holidays and other Company policy items.

3. **Computer Equipment**

Computer equipment will be acquired or replaced under the following criteria:

- a. As per a Resolution of the Power Board all computer equipment and peripheral devices will be supplied by Dell Computers.
- b. Equipment will have a minimum service life of 3 years.
- c. The Company shall keep software complement current and add other business critical components as required.

4. **Vehicles / Equipment**

Vehicles and Equipment will be acquired or replaced under the following guidelines:

- a. Vehicles and Equipment should be purchased and resold with the objective of the least overall cost for transportation and operations.
- b. Vehicles and Equipment should be acquired locally while considering lowest overall cost policy.

5. **Training**

Training must be related to the services provided by the employee or as required by the Company. Training location will have the following priority:

- a. In state;
- b. Western region;
- c. National

6. **Travel**

Employee travel on HL&P business will be reimbursed according to IRS Guidelines and Company policy.

7. **Miscellaneous**

- a. Company will sponsor a Safety Incentive Program;
- b. Company will sponsor Employee Incentive / Recognition programs;

8. **Contingency / Capital Reserve Fund**

Heber Light & Power's Contingency Fund addresses certain large capital purchases and /or reserve requirements associated with internal generation, rate stabilization and power market escalation.

The Contingency Fund is fully funded and is to be invested in the Public Treasurers Investment Fund (PTIF). If funds are withdrawn from the fund at any time as required by the

above, those funds used can then be returned to the fund when available through normal operating revenue.

In addition to the Contingency Fund, the Company will maintain a Capital Reserve Fund. The funds accumulated in this fund will be used to offset additional debt to complete major projects considered in the Company's current Strategic Plan.

**APPROVED AND ADOPTED** the 20<sup>th</sup> day of November, 2013.

Heber Light & Power Company

  
Chairman of the Board

Attest:

  
Board Secretary

**BYLAWS  
OF  
HEBER LIGHT & POWER COMPANY**

**ARTICLE I.  
DEFINITIONS**

The capitalized terms used in these Bylaws are defined in Exhibit A to the Bylaws.

**ARTICLE II.  
NAME AND ANCHOR LOCATION**

The name of the Company is the Heber Light & Power Company and its Anchor Location is located at 31 South 100 West, Heber City, Utah 84032.

**ARTICLE III.  
ORGANIZATION AND OWNERS**

The Company is an energy services interlocal entity created by Heber City, Midway City and Charleston, pursuant to the Utah Interlocal Cooperation Act, Title 11, Chapter 13, Utah Code Annotated 1953. Heber City owns a 75% interest in the Company; Midway City, a 12.5% interest; and Charleston Town, a 12.5% interest.

**ARTICLE IV.  
ORGANIZATION AGREEMENT**

The Heber Light & Power Company Organization Agreement provides the Company's powers and authority and authorizes the Company's Board of Directors to adopt bylaws. These Bylaws are adopted pursuant to the Organization Agreement and, to the extent that these Bylaws may be inconsistent with the Interlocal Act or Organization Agreement, the Interlocal Act and Organization Agreement shall govern. To the extent a matter of order or procedure is not addressed in the Interlocal Act, the Organization Agreement, or the Bylaws, Robert's Rules of Order (current edition) shall govern.

**ARTICLE V.  
BOARD OF DIRECTORS AUTHORITY**

1. The Board shall manage and direct the affairs of the Company, and shall exercise on behalf of the Company all of the powers provided by the Organization Agreement, these Bylaws, and Utah law. The Board shall have all power and authority necessary to direct the management, administration and activity of the Company and may do all such acts and things that are not inconsistent with the Organization Agreement, these Bylaws or Utah law.

2. The Directors, acting as the Board of Directors, have a fiduciary obligation to the

Company and are charged with promoting the long-term economic health of the Company and with providing the Company's Management with strategic guidance and direction that ensure that Management adopts and implements procedures designed to provide outstanding customer value, reliable electrical service and promote employee and public safety.

ARTICLE VI.  
DESIGNATION OF BOARD OF DIRECTORS

1. Designation. As provided in Paragraph H. of the Organization Agreement, the Board consists of six Directors selected as follows:

a) The Heber Mayor shall be a Director and Chair of the Board and will select two Directors from the Heber City Council. The Directors selected by the Heber Mayor serve at the pleasure of the Mayor and may be removed at any time without cause.

b) The Midway Mayor shall be a Director.

c) The Charleston Town President shall be a Director.

d) The Wasatch County Council chair shall be a Director.

2. Designation of Heber City Directors. The Chair shall designate the two Directors from the Heber City Council in a writing signed by the Chair and delivered to the Company's Secretary. The designation shall become effective upon receipt of the designation by the Company's Secretary and shall supersede any prior designations. The Secretary, at the Board's next Meeting after receipt of the designation, shall provide the Board with the designation and include it in the Board minutes.

3. Notice to Directors. At the first Board Meeting of each calendar year, each Director shall provide the Secretary with an email address, street address, and telephone number, to be used by the Company to communicate with the Director. Notice required by these Bylaws, the Organization Agreement, or Utah law, shall be satisfied by delivery via email or personal delivery to the street address provided by the Director. This information shall be protected under the Utah Government Records Access and Management Act, *Utah Code Ann.* § 63G-2-101, *et seq.*

4. Designation of Alternates. A Director may, but is not required to, designate an alternate from the Director's municipal or county council, to serve when the Director is temporarily unable to serve. The designation of an alternate shall be in a writing signed by the Director and delivered to the Company's Chair and Secretary at least twenty-four hours prior to a Meeting to be effective.

5. Emergency Successors. At the first Board Meeting of each calendar year, each Director shall provide the Secretary with the Director's designation of an interim emergency successor as provided in the Utah Emergency Interim Succession Act, *Utah Code Ann.* § 63K-1-101, *et seq.*

ARTICLE VII.  
DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Director Duties. A Director shall be informed, proactive, and vigilant in his/her oversight of the Company and its Management and the protection of the best interests of the Company and its customers. Directors are expected to attend Board Meetings and meetings of committees on which they serve in person or by conference telephone. Directors are also expected to review all materials distributed prior to a Board Meeting and to spend sufficient time preparing for each Meeting in order to be informed and properly discharge their responsibilities.

2. Standard of Care. In discharging his/her duties, a Director shall act in good faith and exercise their business judgment in a manner that they reasonably believe is in the best interests of the Company and its customers.

3. Reliance on Information Provided by Advisors. In discharging his/her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the Company's Management, employees, consultants and advisors, to the extent that the Director reasonably believes such persons and information are reliable and competent in the matters presented.

4. Management of Company's Affairs. The Board manages the affairs of the Company by assisting in the formulation of, reviewing, approving and monitoring major Company actions and strategies with the assistance of the General Manager, including, but not limited to, the following:

a) Strategic Plan. The Board shall approve a Strategic Plan that identifies the Company's strengths and risks, states the Company's long-term objectives, and outlines the means for achieving the objectives. Management is responsible for operating the Company in a manner that furthers the plan's objectives. The Board shall annually review and update the Strategic Plan and periodically assess the Company's progress in implementing the plan.

b) Operating Policies. The Board shall annually review and approve the Company's Operating Policies. The Operating Policies direct the method by which Management makes the estimates and computations found in the Annual Budget. These policies also identify specific operational guidelines for implementation by Management during the year.

c) Annual Goals. The Board shall annually approve the Company's Annual Goals which are an itemization of the tasks or activities that the Company plans to achieve in the coming year. The General Manager shall, not less than semiannually, report to the Board on the Company's progress in completing the Company's annual goals. In addition, the Company's Senior Staff shall report to the Board at Regular Board Meeting on their department's work during the prior month.

d) Annual Budget. The Board shall annually approve the Company's Annual Budget which includes the Company's annual operating and capital budgets and which estimates, for the coming year, the Company's revenues, expenditures, and capital

purchases required to implement the action items found in the Strategic Plan, the Operating Policies, and the Annual Goals. The General Manager shall, at Regular Board Meetings, provide statements showing on a monthly basis, the Company's actual revenue, expenditures, and capital purchases as compared to the Annual Budget.

e) Management. The Board selects and evaluates the General Manager and provides oversight to management succession planning. The General Manager consults with the Board on the selection of Senior Staff.

5. Committees. By motion, the Board may create an Executive Committee and one or more other Board committees to assist and advise the Board. The motion creating the committee shall state the committee's duties and responsibilities and shall require the committee to make recommendations and reports for action by the Board. The Board shall select the Directors to serve on the committee provided that the committee shall include a Heber Director, a Midway Director, and a Charleston Director.

#### ARTICLE VIII. GENERAL MANAGER

The General Manager shall conduct and supervise the Company's day-to-day business operations, subject to the Board's supervision and direction as provided in the Strategic Plan, Operating Policies, Annual Goals, and Annual Budget. The General Manager is the Company's chief executive officer and shall have the authority and responsibility for such general management activities as are consistent with the responsibilities of a chief executive officer or corporate president. The General Manager shall have full authority to transact any and all business pertaining to the affairs of the Company and to make and sign, on the Company's behalf, all contracts reasonably necessary in the ordinary course of the Company's business. The General Manager may exercise this authority through Senior Staff or other employees.

#### ARTICLE IX. ADOPTION OF ANNUAL BUDGET

1. Tentative Annual Budget. The General Manager, with the assistance of Senior Staff, shall prepare a tentative Annual Budget and present it to the Board at the regularly scheduled Board Meeting in November. The Board shall set the time and place for a public hearing to adopt the final Annual Budget.

2. Public Hearing. Management shall make the tentative Annual Budget available for public inspection at least ten days prior to adoption of the final Annual Budget, and shall publish notice of the public hearing in a newspaper of general circulation in the Company's service area and on the Utah Public Notice Website at least seven days prior to the hearing.

3. Adoption. Following the public hearing, the Board may make adjustments to the tentative Annual Budget. The Board shall adopt the final Annual Budget by motion. The final Annual Budget shall be in effect for the budget period, subject to later amendment. Within thirty days of its adoption, Management shall file the final Annual Budget with the State Auditor.

4. Amendment. At any time during the budget period, the Board may, by motion, amend the Annual Budget to account for unanticipated expenditures or revenues. At the end of the budget period and following completion of the audit for that period, the Board shall, by motion, amend the Annual Budget to reflect the adjustments made in the audit. In amending the Annual Budget, the Board shall provide notice and a public hearing as provided in Sections 1 and 2 of this Article.

ARTICLE X.  
APPROVAL OF RATE SCHEDULE  
AND CONDITIONS OF SERVICE

1. The Board shall, by motion, approve the Company's rate schedule and conditions of service before they are implemented.

2. Before approving a rate increase, the Board shall hold a public hearing to take public comment on the proposed increase. At least 20 days' and not more than 60 days' advance written notice of the proposed increase and public hearing shall be provided to customers on the ordinary billing and on the Utah Public Notice Website.

3. The schedule of rates and conditions of service shall be filed with the Public Service Commission for public inspection as required by *Utah Code Ann.* § 11-13-204(7)(c)(vi).

ARTICLE XI.  
ETHICAL DUTIES OF DIRECTOR AND MANAGEMENT

A Director shall comply with the applicable requirements of the Municipal Officers' and Employees' Ethics Act, *Utah Code Ann.* § 10-3-301, *et seq.*, the County Officers' and Employees' Disclosure Act, *Utah Code Ann.* § 17-16a-1, *et seq.*, the Utah Public Officers' and Employees' Ethics Act, *Utah Code Ann.* § 76-16-1, *et seq.*, and the Company's Code of Business Conduct. The Company's General Counsel shall annually review with the Board and Management the requirements of these statutes and the code.

ARTICLE XII.  
BOARD OF DIRECTOR COMPENSATION AND EXPENSES

1. Compensation. As provided in this Article XII, the Board shall annually set reasonable compensation for Directors' work performed as a Director on behalf of the Company. In setting compensation, the Board shall set compensation that fosters an engaged, prepared, hard-working Board and should consider a variety of factors including: (a) the nature and complexity of the Company's business, (b) time spent in and outside of Board Meetings on Board business, (c) cost of living adjustments, and (d) compensation of other comparable boards.

2. Procedure. The Company's Annual Budget shall include a line item for Director compensation for the coming year. Notice of the public hearing on the Annual Budget shall be given as provided in Article IX.

3. Expense Reimbursement. The Company shall reimburse Directors for travel and other expenses necessarily incurred in the conduct of the Company's business, in the same manner and rate as employees are reimbursed for such expenses.

ARTICLE XIII.  
BOARD OF DIRECTORS MEETINGS  
AGENDA

1. Preparation of Agenda. Except as provided in this Article XIII § 2, the Chair, in consultation with the General Manager, shall determine the topics to be included on an agenda for consideration at a Meeting of the Board of Directors. The agenda shall provide reasonable specificity to notify the public of the topics to be considered at the Board Meeting.

2. Additional Agenda Topics. Two Directors, representing the Owners, may direct the Secretary, in writing, to include a topic on an agenda provided that the Secretary has reasonable time within which to satisfy the notice requirements of Article XIV § 2.

3. Topics Considered.

a) Except as provided in Section 3. a) and b) of this article, the Board shall consider at a Board Meeting only topics properly listed on an agenda (i) that has been included in a public notice under Article XIV § 2, and (ii) that has been provided to the Directors not less than twenty-four (24) hours prior to the Board Meeting.

b) The Chair has the discretion to allow a topic not on the agenda to be discussed in an open Board Meeting. The Board however may not take final action on the topic until the matter is included on an agenda included in a public notice under Article XIV.

ARTICLE XIV.  
BOARD OF DIRECTOR MEETINGS  
PUBLIC NOTICE

1. Annual Schedule of Regular Board Meetings.

a) At its first Regular Board Meeting in December, the Board shall establish the schedule of the time, date and place of its Regular Board Meetings for the next twelve (12) months. If a new schedule is not established, the previous year's schedule of Regular Board Meetings shall remain in effect and Regular Board Meetings shall be held on the same day of the month as in the previous year, until the schedule is modified by the Board.

b) In December of each year, the Secretary, on behalf of the Board, shall provide public notice of the annual schedule of Regular Board Meetings including the time, date and place of the Meeting by: (i) posting the schedule at the Company's Anchor Location, (ii) posting the schedule on the Utah Public Notice Website, and (iii) publishing the notice in a newspaper of general circulation within the Company's service

area.

2. Notice of Regular and Special Board Meetings.

a) Not less than twenty-four (24) hours prior to a Regular Board Meeting or a Special Board Meeting, the Secretary, on behalf of the Board, shall give public notice of the Board Meeting by: (i) posting written notice at the Company's Anchor Location, (ii) posting the notice on the Utah Public Notice Website, and (iii) delivering the notice to the a newspaper of general circulation within the Company's service area.

b) The public notice shall state: (i) the date, time and place of the Regular or Special Board Meeting, and (ii) the Meeting agenda providing reasonable specificity to notify the public as to the topics to be considered at the Meeting.

3. Public Notice of Emergency Board Meeting. The Board shall only be required to provide the public with the best notice practicable of the time, place and agenda of an Emergency Board Meeting but shall not be required, unless practical, to provide the public notice described in this Article XIV.

ARTICLE XV.

BOARD OF DIRECTOR MEETINGS

CONVENING OF REGULAR, SPECIAL AND EMERGENCY BOARD MEETINGS

1. Regular Board Meetings.

a) Regular Board Meetings shall be held monthly at the date, time and place established by the Board in the annual schedule of Regular Board Meetings.

b) The Chair may cancel, postpone, re-schedule, or re-locate Regular Board Meetings by giving each Director reasonable notice and by providing the notice required in Article XIV § 2.

c) The Secretary shall, not later than twenty-four (24) hours prior to a Regular Board Meeting, provide the Directors with an agenda, minutes of the prior Meeting, monthly financial information, warrants, and other materials. At the time the Secretary provides the materials to the Directors, he/she shall also post the materials (that are public records and not protected from disclosure) on the Utah Public Notice Website.

d) Failure to hold a Regular Board Meeting shall not affect the validity of any otherwise valid action taken by the Board.

2. Special Board Meetings.

a) The Chair in consultation with the General Manager may call a Special Board Meeting at any time. The Chair shall call a Special Board Meeting upon receipt of a written request of two Directors, representing Owners.

b) The Secretary shall provide each Director with written notice of the date, time and place of and agenda for the Special Board Meeting and any written materials. Such notice shall be provided not less than twenty-four (24) hours prior to the Special Board Meeting. At the time the Secretary provides the materials to the Directors, he/she shall also post the materials (that are public records and not protected from disclosure) on the Utah Public Notice Website.

3. Emergency Board Meetings.

a) As provided in this section, the Board may hold an Emergency Board Meeting that, because of unforeseen circumstances, is necessary to permit the Board to consider matters of an emergency or urgent nature.

b) The Board may hold an Emergency Board Meeting only if:

- i) the Meeting is necessary to permit the Board to consider matters of an emergency or urgent nature,
- ii) an attempt has been made to notify all Directors of the date, time and place of the Meeting and the topics to be considered, and
- iii) a majority of the Directors approve the Meeting by notifying the Chair, General Manager or Secretary in person or electronically.

4. Rules Applicable to All Board Meetings.

a) Any Director may waive in writing any notice to a Director of a Meeting required to be given by these Bylaws or other applicable law, or any defect of such notice, if any. The attendance of a Director at any Meeting shall constitute a waiver of notice of the Meeting by the Director, except when a Director attends a Meeting for the express purpose of objecting to the transaction of any business on the ground that the Meeting has not been lawfully called, noticed, or convened.

b) A Meeting of the Board may be continued to another date and time upon motion provided that a Quorum is present.

ARTICLE XVI.  
BOARD OF DIRECTORS MEETINGS  
PUBLIC/CLOSED MEETINGS

1. Public Meetings. Board Meetings are open to the public unless closed as provided in this Article XVI.

2. Motion to Close Meeting. On a motion of a Director, the Board may close a Meeting to the public if: (i) a Quorum is present, (ii) the Meeting is a Meeting for which proper notice has been given, (iii) the motion states reasons for closing the Meeting, and (iii) two-thirds of the Directors present vote to close the Meeting for one or more of the reasons listed in Article

XVI § 5. If the Directors approve the motion, the Chair shall, to the extent not apparent from the motion and vote, publicly announce and cause to be entered on the minutes of the open Meeting (i) the reason or reasons for closing the Meeting, (ii) the location of the closed Meeting, and (iii) the vote by each Director, either for or against the motion to close the Meeting.

3. Recording of Closed Meeting.

a) Except as provided in Article XVI § 3. b, the Secretary shall make a complete and unedited recording of the closed portion of a Meeting from the commencement of the closed Meeting through adjournment of the closed Meeting. The recording of a closed Meeting shall include: (i) the date, time, and place of the Meeting, (ii) the names of Directors present and absent, and (iii) the names of all others present except where the disclosure would infringe on the confidentiality necessary to fulfill the original purpose of closing the Meeting.

b) The Secretary shall not make a recording of a Meeting closed for the reasons set forth in Article XVI § 5. a), b), and l).

4. Matters Considered in Closed Meetings. In a closed Meeting, the Board shall discuss or consider only matters related to the reasons for closing the Meeting found in Article XVI § 5 and listed in the motion, and shall not take action or vote on any matter, until the Board returns to a public Meeting.

5. Reasons for Closed Meetings. The Board may close a Meeting for the following reasons:

a) discussion of the character, professional competence, or physical or mental health of an individual including information describing medical history, diagnosis, condition, treatment, evaluation, or similar medical data,

b) information concerning a current or former employee of, or applicant for employment, including performance evaluations and personal status information such as race, religion, or disabilities, but not including information that is public under *Utah Code Ann.* §§ Subsection 63G-2-301(2)(b) or 63G-2-301(3)(o),

c) strategy sessions to discuss contract or settlement negotiations,

d) strategy sessions to discuss pending or reasonably imminent litigation,

e) discussion of reports or information prepared for or by an attorney, consultant, surety, indemnitor, insurer, employee, or agent of the Company for, or in anticipation of, litigation or a judicial, quasi-judicial, or administrative proceeding,

f) strategy sessions to discuss the sale, purchase, exchange, or lease of real or personal property, including any form of a commodity, water right or water shares,

- g) strategy sessions to discuss pending or proposed civil or criminal investigation, enforcement or discipline,
- h) consideration of an ongoing or planned audit until the final audit is released,
- i) discussions that concern legal advice and that are subject to the attorney client privilege,
- j) discussion of information: (i) regarding the Company's security personnel, devices, or systems, (ii) the disclosure of which would jeopardize the life or safety of an individual, or (iii) disclosure of which would jeopardize the security of Company property, programs, or recordkeeping systems from damage, theft, or other appropriation or use contrary to law or public policy,
- k) discussion of a trade secret and/or confidential financial information for which a claim of business confidentiality has been filed with the Company under *Utah Code Ann.* § 63G-2-309(1)(a)(i),
- l) discussion of information which is classified as private under Governmental Records Access and Management Act if contained in a record including information concerning an individual's finances, except for information described in *Utah Code Ann.* § 63G-2-301(2),
- m) discussion of commercial information or financial information obtained from a person who has made a claim of confidentiality, if disclosure could result in unfair competitive injury to the person submitting the information or would impair the ability of the Company to obtain necessary information in the future,
- n) discussion of commercial, operational or financial strategies to the extent that disclosure will interfere with a planned action by the Company or cause substantial financial injury to the Company, or
- o) conducting deliberations in performing a quasi-judicial function.

ARTICLE XVII.  
BOARD OF DIRECTOR MEETINGS  
ORDER OF BUSINESS

1. Presiding Officer. The Chair shall be the presiding officer at a Board Meeting or a public hearing required under these Bylaws. If the Chair is not present or is unable to act as presiding officer, the Midway Director shall serve as presiding officer. If the Midway Director is not present or is unable to act as presiding officer, the Charleston Director shall serve as presiding officer. If the Chair, Midway Director and Charleston Director are unable to act as presiding officer, they shall select a Director to act as Chair.

2. Call to Order. At the time and place stated in the Public Notice, the Chair shall

call a Board Meeting to order and shall identify each Director and Company employee present. The Chair shall request that each member of the public present identify themselves orally or by signing an attendance list.

3. Public Comments. The business of the Board is generally not conducive to public comment and thus such comments are generally discouraged, except as provided in these Bylaws at public hearings. The Chair however retains the discretion to recognize members of the public for comment and to limit or terminate such comments to assure that the Board's business is not disrupted.

4. Quorum. Four (4) Directors shall constitute a Quorum of the Board for the purpose of conducting the business of the Company and exercising its powers and for all other purposes. When a Quorum is in attendance, action may be taken by the Board upon a motion, duly seconded and a vote of the majority of the Directors present, except for an Owner Only Vote as provided in the Organization Agreement, Paragraph H. 6 as amended and this Article XVII.

5. Owner Only Vote.

a) Director Voting. A Director representing an Owner may call for an Owner Only Vote on any issue. In such case, votes shall be cast on the issue, for which the vote was called, only by Heber's three Directors, Charleston's one Director and Midway's one Director, or those Director's respective designees. No other Director may vote.

b) Quorum. An Owner Only Vote shall only occur when Heber's three Directors, Charleston's one Director and Midway's one Director, or their respective designees are all present. If all of these Directors or their respective designees are not present, then an Owner Only Vote on the issue for which the vote was called shall be continued until a Meeting where Heber's three Directors, Charleston's one Director and Midway's one Director, or these Directors' respective designees, are all present.

c) Weighted Vote. In the event of an Owner Only Vote, Directors votes will be weighted as follow: (a) the votes of the Heber City Directors shall each have a 25% weight, (b) the vote of the Midway City Director shall have a 12.5% weight, and (c) the vote of the Charleston Town Director shall have a 12.5% weight. In the event of an Owner Only Vote, the Board shall act based upon a 51% vote, except as otherwise provided in the Organization Agreement.

ARTICLE XVIII.  
BOARD OF DIRECTORS MEETINGS  
MINUTES

1. The Secretary shall keep written minutes and a recording of all open portions of a Board Meeting.

2. The written minutes shall include: (a) the date, time and place of the Meeting, (b) the names of the Directors present and absent, (b) the substance of all matters proposed,

discussed, or decided by the Board, (c) a record, by individual Director, of each vote taken by the Board, (d) the name of any individuals present, (e) the names of individuals who provide testimony or comments to the Board and the substance of the testimony or comments, and (f) any other information that the Board requests to be entered in the minutes.

3. The recording shall be a complete and unedited record of all open portions of the Meeting from the commencement of the Meeting through adjournment of the Meeting, and shall be properly labeled or identified with the date, time, and place of the Meeting.

4. The Secretary shall provide the written minutes to the Board for approval at the following Regular Board Meeting. After Board approval, the minutes with any amendments shall be the official record of the action taken at the meeting.

5. The written minutes and the recording of the Board Meeting are public records under Title 63G, Chapter 2, Government Records Access and Management Act and shall be available to the public within a reasonable time after the end of the Meeting. Written minutes awaiting approval by the Board shall be clearly identified as "Draft" and are subject to change until formally approved.

6. The written minutes shall be retained in a format that meets long-term records storage requirements. The recording shall be retained for one year from the date of the Meeting.

7. A recording of a Board Meeting is not required if the Meeting is a site visit, a traveling tour, or if no vote or action is taken by the Board.

#### ARTICLE XIX. ELECTRONIC MEETINGS, NOTICE, AND RECORDS

1. Electronic Meetings.

a) Director Participation. A Director may participate in a Meeting by electronic means as provided in this Article XIX, § 1. A Director participating in a Meeting by electronic means is deemed present at the Meeting for all purposes including for the purpose of establishing a Quorum.

b) Request to Participate Electronically. A Director may participate in a Meeting electronically by requesting that the General Manager or Secretary provides facilities to permit electronic participation. The request shall include a telephone number at which the Director can be reached at the time of the Meeting. The Director is solely responsible for being present and available at the telephone number provided at the time of the Meeting.

c) Facilities at Anchor Location. At the Anchor Location, the Company shall provide space and facilities to permit the public to attend and monitor the open portions of the Meeting and to make public comments if public comments are accepted during the electronic Meeting.

2. Notice. If these Bylaws require written communication or notice, properly addressed electronic mail or facsimile shall satisfy the requirement.

3. Records. If these Bylaws require the preservation of written records, the requirement may be satisfied by maintaining electronic copies of the records, provided that the records are complete, legible and indexed.

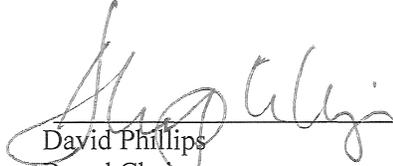
ARTICLE XX

AGENT FOR SERVICE OF PROCESS

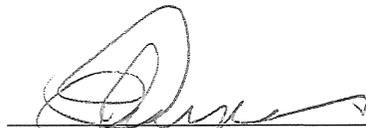
The Chief Financial Officer is the designated agent to receive service of process or a notice of claim on behalf of the Company. As provided in *Utah Code Ann.* § 63G-7-401, Management shall file a statement with the Department of Corporations and Commercial Code and shall update the statement as necessary to identify the name of the individual designated to receive service of process or a notice of claim.

Approved by:

The Board of Directors of the Heber Light & Power Company on this 27<sup>th</sup> day of Nov, 2012,

  
\_\_\_\_\_  
David Phillips  
Board Chair

Attested

  
\_\_\_\_\_  
Anthony Furness  
Board Secretary

## **Exhibit A**

### **DEFINITIONS**

1. “Anchor Location” means the address listed in Article II or one or more physical locations: (a) at which the participants are connected to an electronic Meeting under Article XIX, and (b) which is in the building and political subdivision where the Company would normally meet if it were not holding an electronic Meeting.
2. “Annual Budget” is defined in Article VII. § 4.d.
3. “Annual Goals” is defined in Article VII. § 4.c.
4. “Bylaws” means these Bylaws of the Heber Light & Power Company.
5. “Board” or “Board of Directors” means the governing body of the Company as provided in Paragraph H of the Organization Agreement.
6. “Board Meeting” or “Meeting” means a Regular Board Meeting, a Special Board Meeting, and/or an Emergency Board Meeting.
7. “Chair” means the Mayor of Heber as provided in Paragraph H of the Organization Agreement.
8. “Charleston” means Charleston Town, Utah.
9. “Company” means Heber Light & Power Company, a Utah energy services interlocal entity formed by Heber, Midway, and Charleston pursuant to the Interlocal Act and Organization Agreement.
10. “Director” or “Directors” mean the members of the Board appointed pursuant to Paragraph H of the Organization Agreement.
11. “Emergency Board Meeting” means a Board meeting held to consider matters of an emergency or urgent nature.
12. “General Manager” means the person employed by the Company as the chief executive officer as described in Article VIII.
13. “Heber” means Heber City, Utah.
14. “Interlocal Act” means the Interlocal Cooperation Act, Title 11, Chapter 13, Utah Code Annotated 1953, as it may be amended from time to time.
15. “Management” means the Company’s General Manager and Senior Staff, acting under the General Manager’s direction.
16. “Midway” means Midway City, Utah.

17. “Operating Policies” means the Resolution of the Board of Directors of Heber Light & Power annual Fiscal Year Operating Policies as described in Article VII. § 4. b.
18. “Organization Agreement” shall mean the Heber Light & Power Company Organization Agreement, dated September 9, 2002, as it may be amended from time to time.
19. “Owner Only Vote” means a Party Only Vote of the Board as provided in Paragraph H. 6. of the Organization Agreement.
20. “Owner” or “Owners” means Heber, Midway, or Charleston.
21. “Quorum” is defined in Article XVII §§ 4 and 5.
22. “Regular Board Meeting” means the monthly Meetings of the Board scheduled, in advance over the course of a year, on a fixed time, date and place.
23. “Secretary” means the person appointed as Secretary of the Board.
24. “Senior Staff” means the Company’s Chief Financial Officer, Distribution Operations Manager, General Counsel, Generation Manager, and IT/Substations Manager.
25. “Special Board Meeting” means a Board Meeting held on an as needed basis to consider topics that are not conveniently considered in a Regular Meeting.
26. “Strategic Plan” is defined in Article VII. § 4.a.

## HEBER LIGHT & POWER COMPANY BOARD RESOLUTION NO. \_\_\_\_\_

### *BOARD AUDIT COMMITTEE -- CREATION, MEMBERSHIP, AND DUTIES*

#### A. Creation and Membership

Pursuant to Article VII § 5 of the Bylaws of the Heber Light & Power Company (“Company”), the Company’s Board of Directors (“Board”) hereby creates a Committee consisting of the mayors of Heber City, Midway City, and Charleston.

#### B. Purpose

The Committee’s purpose is to assist and advise the Board in the oversight of the Company’s financial reporting process, internal controls, and audit and to make recommendations to the Board concerning these processes and controls.

#### C. Authority

The Committee has authority to:

1. Approve the accounting firm (“Auditor”) to conduct the Company’s Annual Audit (“Audit”).
2. Consult with the Auditor, with or without management, in connection with the Company’s financial reporting, internal controls, and Audit.
3. Resolve any disagreements between management and the Auditor regarding financial reporting process, internal controls and Audit.
4. Obtain information reasonably related to the Audit and the work of the Auditors from Company employees, all of whom are directed to cooperate with the Committee's requests for information.
5. Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.

#### D. Responsibilities

In consultation with the Auditor and management, the Committee will carry out the following responsibilities:

1. Regularly consult with the Auditor (with or without management) during the Audit and oversee the work of the Auditor.
2. Regularly report to the Board about Committee activities, issues, and related recommendations.

3. Review and confirm the independence of the Auditors by inquiring privately with the Auditors on relationships between the auditors and the Company, its management or its employees
4. Review the Auditor's risk assessment and proposed audit scope and testing/protocols.
5. Understand how management develops interim financial information.
6. Review the Company's significant financial internal controls.
7. Understand the scope of auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
8. Before the audit report is submitted to the Board, meet separately with the Company's General Manager, Assistant General Manager, General Counsel Accounting/Financial Manager, Office Manager, and other employees with significant financial or accounting responsibilities to inquire about or discuss any matters that the Committee or these employees would like to discuss privately.
9. Encourage open communication between employees and the Committee and Auditor.

E. Meetings and Procedures

The Heber City Mayor shall be the Committee Chair, shall call Committee meetings and, with the assistance of the Board Secretary, shall provide Committee members with reasonable notice of meetings. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Notes of significant actions will be prepared at the Chair's direction and approved by the Committee.

The Committee shall meet, as needed, prior to the Auditor's submission of its report to the Board upon completion of the Audit. In addition, upon the Auditor's or management's request, the Committee shall meet with the Auditor, management or both. All Committee members are expected to attend each meeting, in person or via telephone conference. The Committee may invite members of management, Auditors or others to attend meetings and provide pertinent information, as necessary. The Committee may hold private meetings and executive sessions with Auditor and others.



## 2014 HL&P Board of Directors Meeting Schedule\*

January 29<sup>th</sup> (to accommodate GM travel schedule)

February 26<sup>th</sup>

March 26<sup>th</sup>

April 23<sup>rd</sup>

May 28<sup>th</sup>

June 25<sup>th</sup>

July 30<sup>th</sup> (Pioneer Day Holiday the previous week)

August 27<sup>th</sup>

September 24<sup>th</sup>

October 22<sup>nd</sup>

November 19<sup>th</sup> (Thanksgiving Nov 26<sup>th</sup>)

December 17<sup>th</sup> (Christmas Eve Dec 24<sup>th</sup>)

\*Note: HL&P Board of Directors meetings are generally on the 4<sup>th</sup> Wednesday of the month at 4:15 PM unless otherwise noted. The meetings are generally held in the Board Meeting at the Company business office, 31 South 100 West, Heber City unless otherwise noted.