

Intertie Management Committee

Resolution No. 17-2

Approval of Amendment to the Utility Memorandum of Agreement for
2016 Douglas Substation Improvements (MOA) and Amendment to IMC Budget

WHEREAS, the Intertie Management Committee (IMC) approved the Utility Memorandum of Agreement for 2016 Douglas Substation Improvements dated February 17, 2017 ("Douglas Substation MOA") to implement Improvements necessary to provide for the continued safe, reliable, and economical operation of the Alaska Intertie.

WHEREAS, the Douglas Substation MOA provides for the Alaska Energy Authority (AEA) to procure and deliver the Control Enclosure, and MEA to provide construction at Douglas Substation necessary for installation of the Control Enclosure.

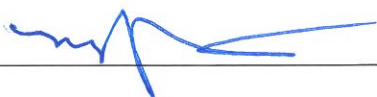
WHEREAS, Appendix C to the Douglas Substation MOA provides for the allocation costs of associated with the Douglas Substation Improvements, but the Douglas Substation MOA does not clarify the mechanism for collection and payment to MEA for its expenses incurred under the Douglas Substation MOA.

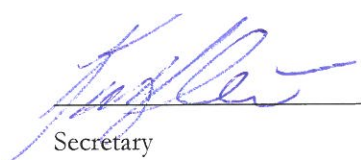
WHEREAS, the IMC Participants desire that MEA invoice individual IMC Participants for MEA's expenses incurred under the Douglas Substation MOA through AEA and under normal IMC budgeting processes, which desire requires amending both the Douglas Substation MOA and the IMC budget.

NOW, THEREFORE, IT IS RESOLVED THAT:

SECTION 1. The IMC approve the attached amendment to the Douglas Substation MOA to add to Article II, Section 3, and new subsection C to clarify that Project Costs allocated and assigned to IMC Participants under Appendix C to the Douglas Substation MOA be invoiced and paid through AEA using normal IMC budgeting processes.

Dated at Anchorage, Alaska, this 18th day of August, 2017.


Chair


Secretary

**FIRST AMENDMENT TO
UTILITY MEMORANDUM OF AGREEMENT FOR
2016 DOUGLAS SUBSTATION IMPROVEMENTS**

This First Amendment to the Utility Memorandum of Agreement for 2016 Douglas Substation Improvements dated February 17, 2017 ("Douglas Substation MOA") is entered by and between the ALASKA ENERGY AUTHORITY ("AEA"), MATANUSKA ELECTRIC ASSOCIATION, INC. ("MEA"), and the Intertie Management Committee ("IMC") on behalf of the Participating Railbelt Utilities.

RECITALS

WHEREAS, the Douglas Substation MOA provides for the Alaska Energy Authority (AEA) to procure and deliver a Control Enclosure, and MEA to provide project management and construction at the Douglas Substation necessary for installation of the Control Enclosure.

WHEREAS, Appendix C to the Douglas Substation MOA provides for the allocation of costs associated with the Douglas Substation Improvements, but does not clarify the mechanism for collection and payment to MEA for its expenses incurred under the Douglas Substation MOA.

WHEREAS, the IMC Participants desire that MEA invoice individual IMC Participants for MEA's expenses incurred under the Douglas Substation MOA through AEA and under normal IMC budgeting processes, which desire requires amending the Douglas Substation MOA.

AGREEMENT

NOW, THEREFORE, it is agreed that the following Subsection C be added to Article II, Section 3. "Project Cost Responsibility" of the Douglas Substation MOA:

C. Project Costs allocated to IMC Participants under Appendix C to the Douglas Substation MOA (including MEA as an IMC Participant for amounts allocated for transmission purposes of the Improvements, but excluding MEA for amounts allocated to MEA for distribution purposes of the Improvements) shall be invoiced and paid under normal IMC budgeting processes. Those IMC Participant Project Costs will be included in the IMC approved budget. MEA will invoice AEA for the IMC Participants allocation of expenses incurred by MEA. AEA will review, approve, and pay MEA's invoices. AEA will collect amounts owed by individual IMC Participants through the normal IMC monthly

invoicing process based on the budget. After year end the IMC Participants will be refunded (or billed) for their share of the costs that are over (under) budget under the normal IMC true up process.

Except as expressly amended by this First Amendment, the Douglas Substation MOA remains in full force and effect.

IN WITNESS WHEREOF, the undersigned representatives have caused this First Amendment to the Utility Memorandum of Agreement for 2016 Douglas Substation Improvements dated February 17, 2017 to be executed by their duly authorized officers or representatives as of the date first above written. This MOA may be executed in counterparts each of which shall be an original, and all of which shall be merged into this Agreement.

DATED this 18th day of August, 2017, at Anchorage, Alaska.

ALASKA ENERGY AUTHORITY

By: Kirk H. Warren
Its: Chief Operating Officer

STATE OF ALASKA
THIRD JUDICIAL DISTRICT

The foregoing Agreement was acknowledged before me this 18th day of August, 2017, by Kirk Warren, the Chief Operating Officer of the Alaska Energy Authority, a public corporation of the State of Alaska, on behalf of the corporation.



Teri Webster
Notary Public in and for Alaska
My commission expires: with office

DATED this 18th day of August, 2017, at Palmer, Alaska.



MATANUSKA ELECTRIC ASSOCIATION, INC.

By: [Signature]

Its: CEO

STATE OF ALASKA

THIRD JUDICIAL DISTRICT

The foregoing Agreement was acknowledged before me this 18th day of August, 2017,
by Tony Izzo, the CEO of
Matanuska Electric Association, Inc., an Alaskan corporation, on behalf of the corporation.

[Signature]

Notary Public in and for Alaska

My commission expires: with office

DATED this 18th day of August, 2017, at Anchorage, Alaska.

INTERTIE MANAGEMENT COMMITTEE

By: [Signature]

Its: IMC Chair

STATE OF ALASKA

THIRD JUDICIAL DISTRICT

The foregoing Agreement was acknowledged before me this 18th day of August, 2017,
by Mark Johnston, the Chair of the
Intertie Management Committee, on behalf of the committee.

[Signature]

Notary Public in and for Alaska

My commission expires: with office

