

MEMORANDUM OF UNDERSTANDING

NO. 10-DSR-12175

FOR

**PREPAYMENT FUNDING PROCESS
FOR CONSTRUCTION**

BETWEEN

**UNITED STATES
DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION
Desert Southwest Region**

AND

**LONG-TERM TRANSMISSION CUSTOMERS
OF THE PARKER-DAVIS PROJECT AND THE
PACIFIC NORTHWEST – PACIFIC SOUTHWEST INTERTIE PROJECT**

RECITALS

Whereas, Western Area Power Administration (Western) receives payment in advance (Prepayments) for Long-Term Firm Point-to-Point Transmission Service on the Parker-Davis Project (P-DP) and the Pacific Northwest-Pacific Southwest Intertie Project (Intertie) of the Desert Southwest Region (DSW); and

Whereas, the Prepayments are made for, among other purposes, to fund construction projects on the P-DP and Intertie transmission systems and Western intends to continue to utilize Prepayments for this purpose; and

Whereas, certain P-DP and Intertie transmission customers requested that Western implement a process for customer input on the prioritization of the projects in the use of Prepayments for construction funding; and

Whereas, P-DP and Intertie transmission customers acknowledge that Western has the responsibility for final decisions on the use of Prepayments for construction funding; and

Western hereby agrees to the customer oversight process on the use of Prepayments for construction funding as hereinafter defined and documented in this Memorandum of Understanding No. 10-DSR-12175 (MOU).

STATEMENTS OF UNDERSTANDING

1. **DEFINITIONS:**

- 1.1 Approved Project: A project funded by Prepayments that is approved under the Prepayment Funding Plan.
- 1.2 Eligible Customer: Entity with qualifications to enter into this MOU as specified in Section 2.
- 1.3 Long-Term Transmission Customer: An entity with one or more contracts with Western for firm point-to-point or network transmission service on the P-DP or Intertie transmission systems of five (5) years or longer in duration. This includes entities that have contracts with Western for firm electric service from Federal hydropower that include payment for transmission service on the P-DP or Intertie.
- 1.4 Participant: Eligible Customer whose authorized representative has signed this MOU.

- 1.5 Prepayment Funding Plan: An annual plan developed to prioritize the portion of the Ten-Year Program funded by Prepayments for the current fiscal year.
 - 1.6 Prepayment Funding Process: The process documented in this MOU for determining how to utilize Prepayments for funding of DSW construction projects.
 - 1.7 Ten-Year Program (TYP): The Ten-Year Capital Plan which provides for the planned construction projects in the Desert Southwest Region. The TYP is developed through an existing customer planning process.
2. **ELIGIBILITY**: All Long-Term Transmission Customers are eligible during the term of their transmission service agreements for participation in the Prepayment Funding Process under this MOU.
- 2.1 Eligible Customers will be required to sign this MOU to participate in the Prepayment Funding Process. Signatories to this MOU (Participants) shall designate an authorized representative and an alternate to participate in the Prepayment Funding Process.
 - 2.2 Western shall provide a copy of this MOU to each Eligible Customer.
3. **COORDINATION WITH THE TYP PROCESS**:
- 3.1 Western will formulate a draft TYP for construction with each project prioritized. The purpose of the TYP is to clearly describe challenges, goals, strategies, and accomplishments necessary to maintain reliable power delivery to Western's customers, as well as provide a mechanism for customer collaboration.

- 3.2 The level of funding for the first year of the TYP will be based on the available Prepayments and an estimate of appropriations and Transmission Infrastructure Program (TIP) funding (for eligible projects, if any) for the upcoming year. DSW will continue to request appropriations for all construction activities. Western will use appropriations to fund its construction activities whenever available. The remaining nine (9) years of the TYP will be based on system needs and will align with DSW's anticipated budget requests.
- 3.3 About early October of each year following execution of this MOU, the draft TYP will be sent to the customers and a meeting scheduled around early November to review the plan including the portion proposed to be financed with Prepayments. In addition to general information sharing regarding construction priorities, this meeting may also result in identifying additional construction projects the customers would like to see addressed.
- 3.4 After considering and incorporating feedback from the customers, DSW will finalize the TYP, send it out to the customers, and schedule a Prepayment Funding Meeting.
- 3.5 About early December, DSW will host the Prepayment Funding Meeting to briefly review the final TYP and seek Participant approval of the priority of projects funded with Prepayments. The agreed upon plan becomes the Prepayment Funding Plan which is distributed in accordance with Section 5.6. The final TYP will also be distributed again if changes are made during this meeting.

4. **PREPAYMENT FUNDING MEETING PROCEDURES:**

- 4.1 The meeting will be hosted by Western. Western shall provide the Participants notice of the date and location of the Prepayment Funding Meeting at least twenty (20) business days in advance and provide the amount of Prepayment funding available.
- 4.2 Participants will provide Western with agenda topics or materials for distribution at least ten (10) business days prior to the meeting.
- 4.3 Western will send out an agenda and distribute any working materials to the Participants at least five (5) business days prior to the meeting including the report on Approved Projects called for under Section 7.
- 4.4 The authorized representative or alternate for each Participant may participate.
- 4.5 The Prepayment Funding Plan is developed using the priorities of projects in the final TYP adjusted for changes agreed to during the Prepayment Funding Meeting.
- 4.6 The Prepayment Funding Plan is approved by a vote of the eligible Participants who have signed this MOU in accordance with Section 5.

5. **VOTING PROCESS:**

- 5.1 Western will work to cooperatively develop a Prepayment Funding Plan that receives broad-based customer support.
- 5.2 Each Participant will have one vote. Voting will be in the form of voice or show of hands during the meeting, email to person designated by Western; or by proxy on a form to be determined by Western.

- 5.3 Participant approval for each construction project in the Prepayment Funding Plan requires an affirmative vote of greater than fifty (50) percent of those Participants that vote by the close of the meeting.
 - 5.4 Multi-year projects in the Prepayment Funding Plan will be approved for the total funding of the project and are not subject to re-voting in subsequent years except for additional funding when required in accordance with Section 8.
 - 5.5 If Western needs to pursue a construction project that Participants do not approve to fund with Prepayments, Western shall find other sources to fund the project other than using Prepayments or move the project to a later fiscal year for reconsideration.
 - 5.6 The final approved Prepayment Funding Plan will be formally recorded and mailed via a letter to each Eligible Customer.
6. **EMERGENCY EXCEPTION:** With any transmission system, emergencies are likely to occur. In the event of an emergency, Western will immediately initiate all actions and repairs necessary to preserve, maintain, or re-establish the safety, integrity, or operability of the DSW transmission assets that have been affected. Western may use any available sources of funding including Prepayments for emergency repairs to the P-DP and Intertie transmission systems without prior customer notification. DSW's maintenance crew shall act swiftly to make the necessary repair and DSW representatives shall follow up with the Participants to inform them of the issue and provide estimated costs involved.
7. **PROJECT REPORTS:** Prior to the Prepayment Funding Meeting each year, Western shall prepare and distribute to Eligible Customers a report on Approved Projects that are

in progress or completed since the prior meeting. The report shall include project status, costs to date, and actual or estimated changes to the total project costs.

8. **PREPAYMENT PROGRAM EXECUTION:** Projects in the Prepayment Funding Plan are approved with an estimated total project cost provided by Western. Western will manage Prepayment funding of Approved Projects within the following limitations:
 - 8.1 For Approved Projects that exceed the approved estimated total cost by not more than ten (10) percent, no further Participant approval is required.
 - 8.2 For Approved Projects that exceed the approved estimated total cost by not more than twenty-five (25) percent, Western may re-program funds from other Approved Projects that are completed or anticipated to be completed below their approved estimated total cost without further approval to the extent these projects are below their approved estimated cost.
 - 8.3 For Approved Projects that are anticipated to exceed the estimated total cost limitations in subsections 8.1 and 8.2, approval of the Participants for additional Prepayment funding is required. Western shall schedule a Prepayment Funding Meeting for a vote of the Participants, if needed.
9. **USE OF PREPAYMENTS:** DSW shall not transfer Prepayment dollars to other Western Regions or other DSW systems or fund construction projects with Prepayments that financially impact systems other than P-DP and Intertie.
10. **MODIFICATIONS:** Western is receptive to continuing to work with the Participants to make future improvements to this process. This MOU may be modified by mutual agreement of Western and the Participants. Approval of modifications shall be made by

an affirmative vote of the Participants in accordance with Section 5 of this MOU and written agreement by Western.

11. **TERMINATION OF CONTRACT AND LIABILITY HEREUNDER**

11.1 Any Participant may withdraw from this MOU for any reason with ten (10) calendar days notice. The Participants also agree that no Participant shall have any liability of any kind or nature to the other Participants for a termination or breach of this MOU. Withdrawal from this MOU negates any Participant's ability to vote on the use of prepayments, but does not relieve the Participant of any obligation to make payment under contracts with Western for transmission service or firm electric service.

11.2 This MOU may be terminated at any time by mutual agreement of Western and the Participants. Termination of this MOU shall require by an affirmative vote of the Participants in accordance with Section 5 of this MOU and written agreement by Western.

11.3 In the event that Western permanently discontinues the use of Prepayments as a source for funding construction projects, Western will terminate this MOU by written notice to the Participants.

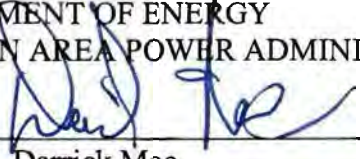
12. **EXECUTION BY COUNTERPARTS:** This MOU may be executed in any number of counterparts and, upon execution and delivery by each party, the executed and delivered counterparts together shall have the same force and effect as an original instrument as if all parties had signed the same instrument. Any signature page of this MOU may be detached by any counterpart of this MOU without impairing the legal effect of any

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this _____ day of _____, 2010.

TRANSMISSION CUSTOMER

By: _____
Title: _____

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: [Signature]
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 9th day of November, 2010.

AGUA CALIENTE BAND OF
CAHUILLA INDIANS

By: [Signature]
Thomas J. Davis, AICP
Title: Chief Planning and
Development Officer

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: _____

Ronald E. Moulton

Title: _____

Senior Vice President and

Desert Southwest Regional Manager

Accepted and agreed to this 24th day of October, 2018.

AGUILA IRRIGATION DISTRICT

By: _____

Title: _____

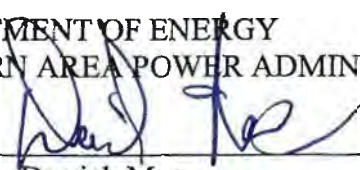
President

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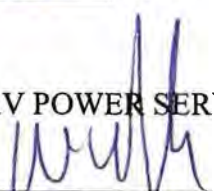
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 26th day of October, 2010.

AHA MACAV POWER SERVICE

By: 
William L. Cyr
Title: General Manager

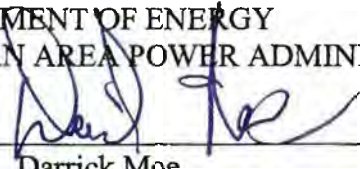
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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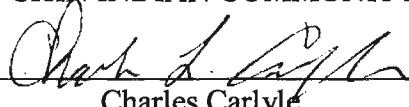
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 1st day of December, 2010.

AK-CHIN INDIAN COMMUNITY

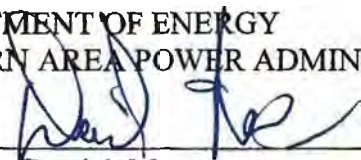
By: 
Charles Carlyle
Title: Ak-Chin Energy Services
Board Chairman

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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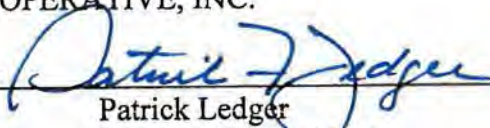
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 6th day of October, 2010.

ARIZONA ELECTRIC POWER
COOPERATIVE, INC.

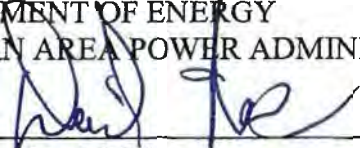
By: 
Patrick Ledger
Title: Senior Vice President
& Chief Operating Officer

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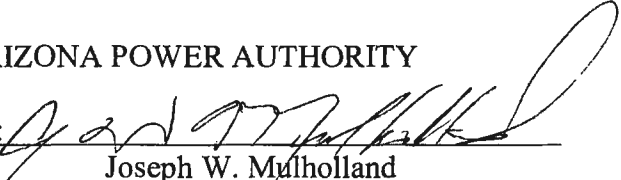
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 9th day of NOVEMBER, 2010.

ARIZONA POWER AUTHORITY

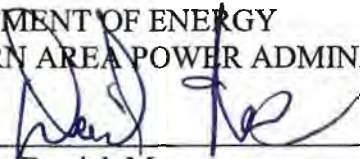
By: 
Joseph W. Mulholland
Title: Executive Director

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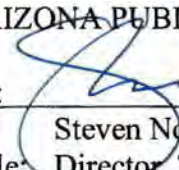
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 29th day of September, 2010.

ARIZONA PUBLIC SERVICE COMPANY

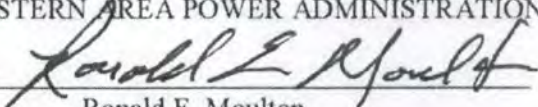
By: 
Steven Norris
Title: Director, Transmission Operations

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

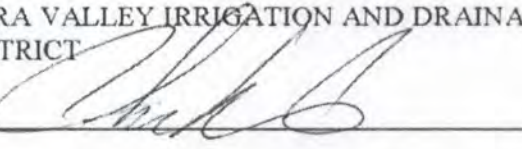
By: 

Ronald E. Moulton

Title: Senior Vice President and
Desert Southwest Regional Manager

Accepted and agreed to this 27 day of August, 2018.

AVRA VALLEY IRRIGATION AND DRAINAGE
DISTRICT

By: 

Title: PRESIDENT

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Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: Ronald E. Moulton
Ronald E. Moulton
Title: Senior Vice President and
Desert Southwest Regional Manager

Accepted and agreed to this 3 day of October, 2017.

BUCKEYE WATER CONSERVATION AND
DRAINAGE DISTRICT

By: [Signature]
Title: Superintendent

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signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: _____

Ronald E. Moulton

Title: _____

Senior Vice President and

Desert Southwest Regional Manager

Accepted and agreed to this 3rd day of October, 2017.

CABAZON BAND OF MISSION INDIANS

By: _____

Title: _____

CHAIRMAN

Primary Representative: Jacquelyn Barnum

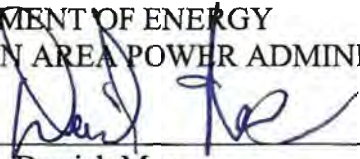
Alternate Representative: Ralph Hitchcock

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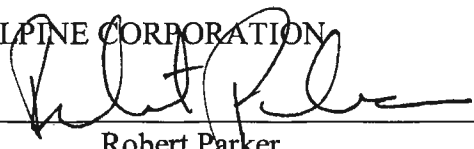
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 6th day of December, 2010.

CALPINE CORPORATION

By: 
Robert Parker
Title: Vice President

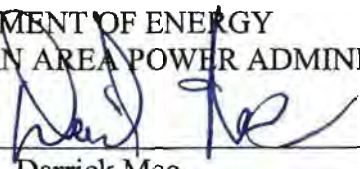
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 20th day of October, 2010.

CENTRAL ARIZONA WATER
CONSERVATION DISTRICT

By: 
Thomas McCann
Title: Assistant General Manager of
Operations, Planning, & Engineering

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 

Ronald E. Moulton

Title: Senior Vice President and
Desert Southwest Regional Manager

Accepted and agreed to this 31st day of October, 2018.

CHANDLER HEIGHTS CITRUS IRRIGATION
DISTRICT

By: 

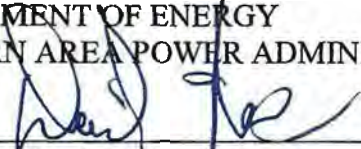
Title: PRESIDENT OF THE BOARD

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 14th day of October, 2010.

CITY OF NEEDLES, CALIFORNIA

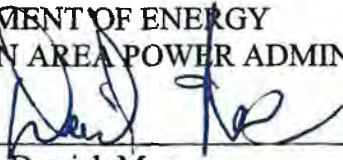
By: 
David G. Brownlee, Jr.
Title: Acting City Manager

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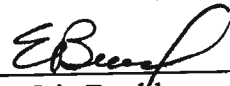
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 1st day of DECEMBER, 2010.

CITY OF SAFFORD, ARIZONA

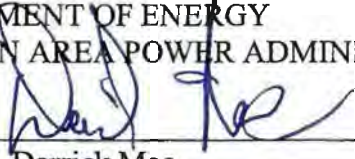
By: 
Eric Buckley
Title: Utility Director

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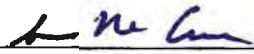
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 9th day of November, 2010.

COLORADO RIVER COMMISSION
OF NEVADA

By: 
George M. Caan
Title: Executive Director

AUTHENTICATED COPY

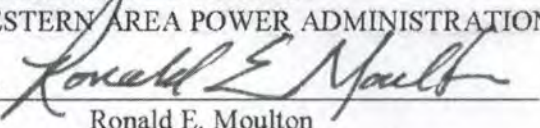
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By:



Ronald E. Moulton

Title:

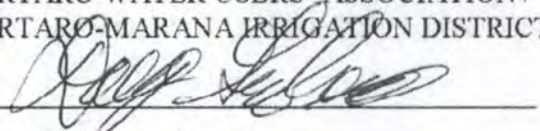
Senior Vice President and

Desert Southwest Regional Manager

Accepted and agreed to this 28 day of August, 2018.

CORTARO WATER USERS' ASSOCIATION /
CORTARO-MARANA IRRIGATION DISTRICT

By:



Title:

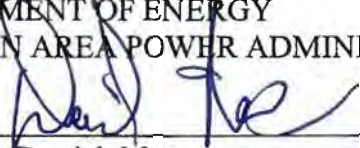
General Manager

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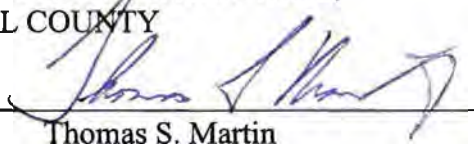
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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 8th day of NOVEMBER, 2010.

ELECTRICAL DISTRICT NO. 2,
PINAL COUNTY

By: 
Thomas S. Martin
Title: General Manager

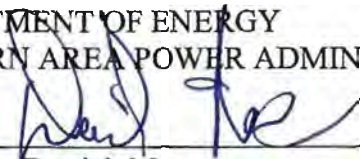
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

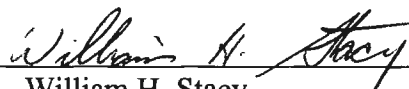
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 23rd day of November, 2010.

ELECTRICAL DISTRICT NO. 3,
PINAL COUNTY

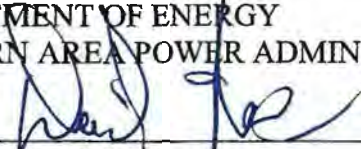
By: 
William H. Stacy
Title: General Manager

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

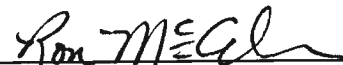
This MOU for the Prepayment Funding Process is executed this 29TH day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 24TH day of October, 2010.

ELECTRICAL DISTRICT NO. 4

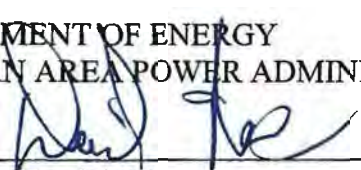
By: 
Ron McEachern
Title: General Manager

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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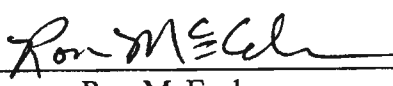
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 26th day of October, 2010.

ELECTRICAL DISTRICT NO. 5,
PINAL COUNTY

By: 
Ron McEachern
Title: General Manager

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE:** Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: [Signature]
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 18th day of September, 2015.

ELECTRICAL DISTRICT NO. 6
PINAL COUNTY

By: [Signature]
Jim Wales
Title: President

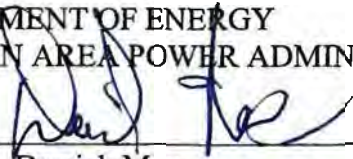
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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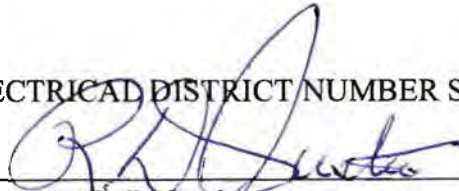
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 22nd day of October, 2010.

ELECTRICAL DISTRICT NUMBER SEVEN

By: 
R. D. Justice
Title: Chairman/Manager

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: [Signature]
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 27th day of SEP, 2015.

ELECTRICAL DISTRICT NO. 8
MARICOPA COUNTY

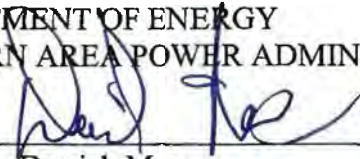
By: [Signature]
James D. Downing, P.E.
Title: District Administrator

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 29th day of November, 2010.

GILA RIVER INDIAN COMMUNITY
UTILITY AUTHORITY

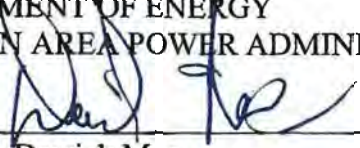
By: 
Leonard S. Gold
Title: Interim General Manager

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

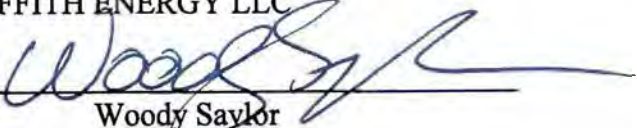
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 28 day of October, 2010.

GRIFFITH ENERGY LLC

By: 
Woody Saylor
Title: Asset Manager

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE:** Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: _____

Ronald E. Moulton
Ronald E. Moulton

Title: _____

Senior Vice President and

Desert Southwest Regional Manager

Accepted and agreed to this 14th day of October, 2018.

HARQUAHALA VALLEY POWER DISTRICT

By: _____

Title: _____

Wade C. Ferguson
President

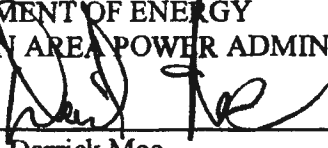
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 8th day of December, 2010.

HOHOKAM IRRIGATION AND
DRAINAGE DISTRICT

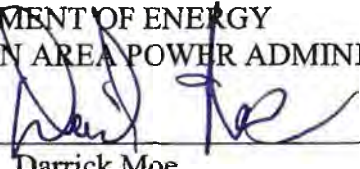
By: 
Cliff Cauthen
Title: General Manager

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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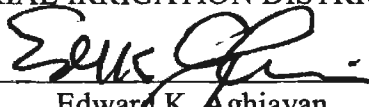
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 3rd day of November, 2010.

IMPERIAL IRRIGATION DISTRICT

By: 
Edward K. Aghjayan
Title: Interim Asst. General Manager, Energy

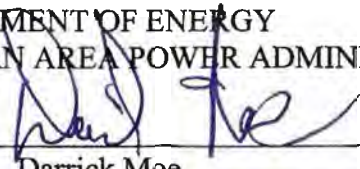
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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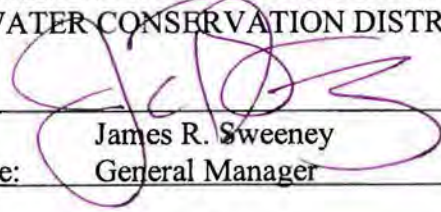
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 23rd day of November, 2010.

MARICOPA COUNTY MUNICIPAL
WATER CONSERVATION DISTRICT

By: 
James R. Sweeney
Title: General Manager

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE:** Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 

Darrick Moe

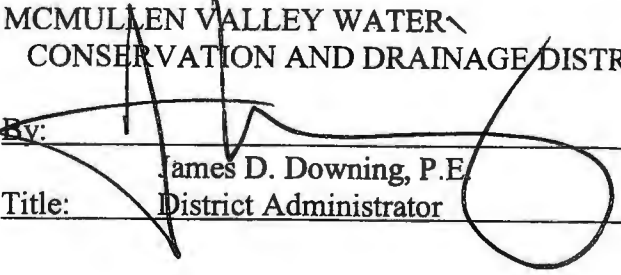
Title:

Regional Manager

Desert Southwest Region

Accepted and agreed to this 22nd day of SEP., 2015.

MCMULLEN VALLEY WATER
CONSERVATION AND DRAINAGE DISTRICT

By: 

James D. Downing, P.E.

Title:

District Administrator

AUTHENTICATED COPY

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: Ronald E. Moulton

Ronald E. Moulton

Title: Senior Vice President and

Desert Southwest Regional Manager

Accepted and agreed to this 15th day of Aug., 2018.

NAVAJO TRIBAL UTILITY AUTHORITY

By: Walter M. Hayes

Title: GM

AUTHENTICATED COPY

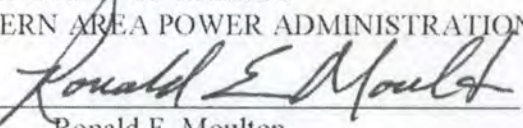
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: _____


Ronald E. Moulton

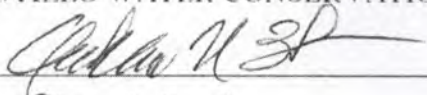
Title: _____

Senior Vice President and
Desert Southwest Regional Manager

Accepted and agreed to this 15th day of October, 2018.

OCOTILLO WATER CONSERVATION DISTRICT

By: _____

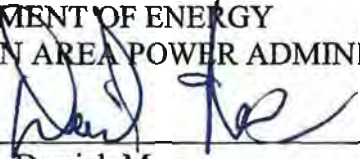

Title: President

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 26 day of October, 2010.

PECHANGA BAND OF LUISENO MISSION
INDIANS OF THE PECHANGA
RESERVATION, CALIFORNIA

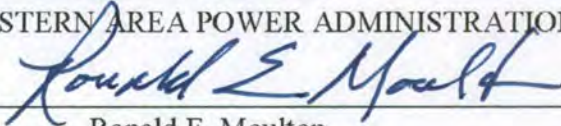
By: 
Mark Macarro
Title: Tribal Chairman

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

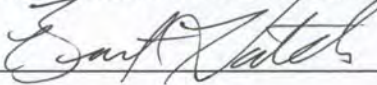
By: 

Ronald E. Moulton

Title: Senior Vice President and
Desert Southwest Regional Manager

Accepted and agreed to this 16th day of October, 2018.

QUEEN CREEK IRRIGATION DISTRICT

By: 

Title: General Manager

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

Accepted and agreed to this 10 day of JANUARY, ²⁰¹²~~2010~~.

TRANSMISSION CUSTOMER

By: W. Bruce Heiden

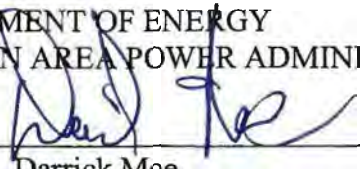
Title: PRESIDENT
ROOSEVELT IRRIGATION DISTRICT

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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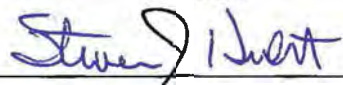
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 21st day of October, 2010.

SALT RIVER PROJECT

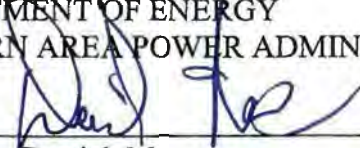
By: 
Steven J. Hulet
Title: Manager, Supply and Trading

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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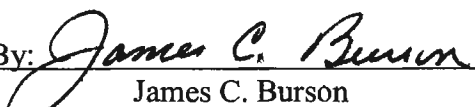
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 8 day of November, 2010.

SOUTHWEST TRANSMISSION
COOPERATIVE, INC.

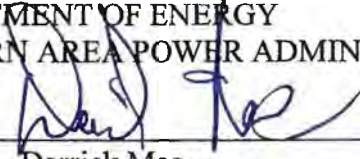
By: 
James C. Burson
Title: Senior Vice President and
Chief Operating Officer

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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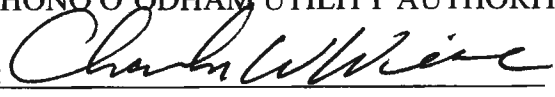
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 5 day of November, 2010.

TOHONO O'ODHAM UTILITY AUTHORITY

By: 
Charles W. Wiese
Title: General Manager

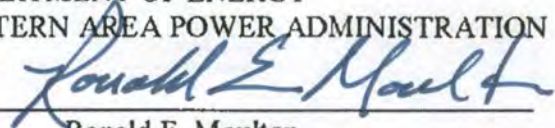
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: _____

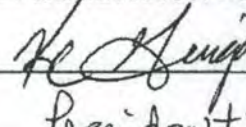

Ronald E. Moulton

Title: Senior Vice President and
Desert Southwest Regional Manager

Accepted and agreed to this 16th day of October, 2018.

TONOPAH IRRIGATION DISTRICT

By: _____


K. H. Heng

Title: President

Western Agreement No. 10-DSR-12175
Prepayment Process MOU

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: _____

Ronald E. Moulton

Title: Senior Vice President and

Desert Southwest Regional Manager

Accepted and agreed to this 4 day of October, 2017.

TORRES MARTINEZ DESERT CAHUILLA
INDIANS

By: _____

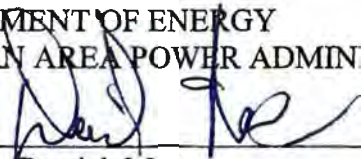
Title: TRIBAL CHAIRMAN

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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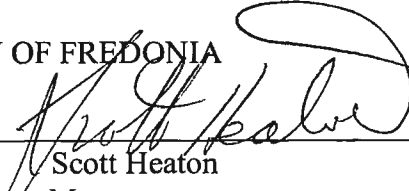
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 12th day of October, 2010.

TOWN OF FREDONIA

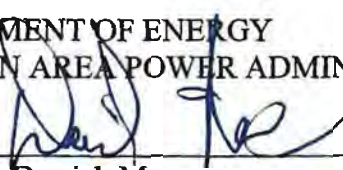
By: 
Scott Heaton
Title: Mayor

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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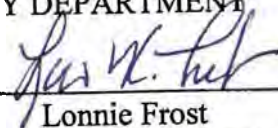
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 30 day of NOVEMBER, 2010.

TOWN OF GILBERT, ARIZONA
UTILITY DEPARTMENT

By: 
Lonnie Frost
Title: Director of Public Works/
Utilities Board Chairman

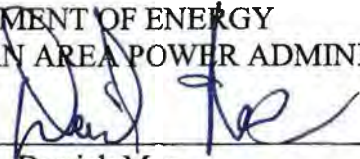
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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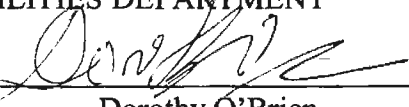
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 6 day of November, 2010.

TOWN OF MARANA
UTILITIES DEPARTMENT

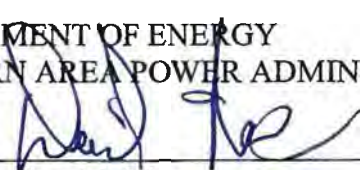
By: 
Dorothy O'Brien
Title: Utilities Director

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

13. **AUTHORITY TO EXECUTE**: Each individual signing this MOU certifies that the party represented has duly authorized such individual to execute this MOU.

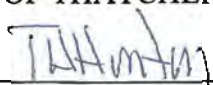
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this _____ day of _____, 2010.

TOWN OF THATCHER

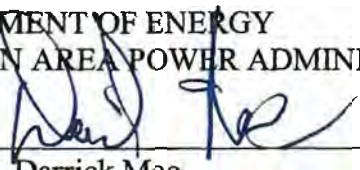
By: 
Terry Hinton
Title: Town Manager

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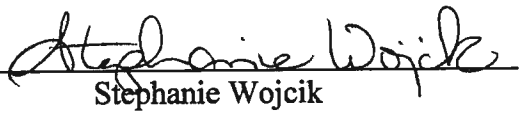
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 27th day of October, 2010.

TOWN OF WICKENBURG

By: 
Stephanie Wojcik
Title: Finance Director

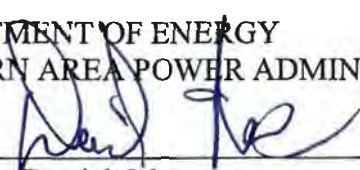
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 18 day of October, 2010.

UNS ELECTRIC, INC.

By: 
Thomas A. McKenna
Title: Vice President

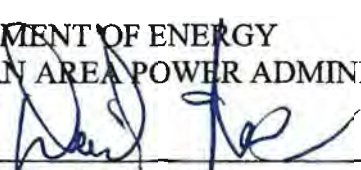
Reviewed
10-11-10
BAC

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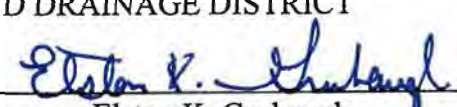
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 6th day of October, 2010.

WELLTON-MOHAWK IRRIGATION
AND DRAINAGE DISTRICT

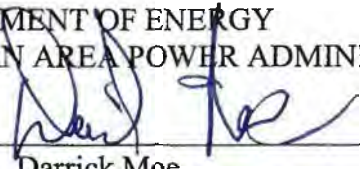
By: 
Elston K. Grubaugh
Title: General Manager

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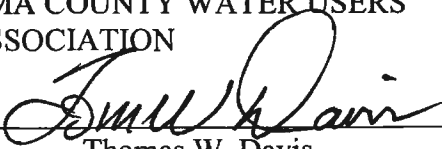
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 4 day of November, 2010.

YUMA COUNTY WATER USERS'
ASSOCIATION

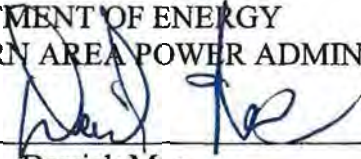
By: 
Thomas W. Davis
Title: General Manager

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 2nd day of December, 2010.

YUMA IRRIGATION DISTRICT

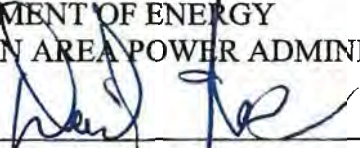
By: 
Mark R. Smith
Title: President

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 28th day of October, 2010.

DEPARTMENT OF THE INTERIOR
BUREAU OF INDIAN AFFAIRS
COLORADO RIVER AGENCY

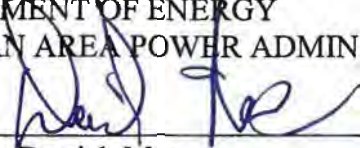
By: 
Janice Staudte
Title: Superintendent

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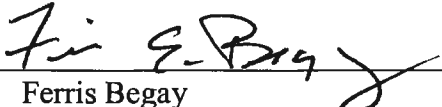
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 29th day of November, 2010.

SAN CARLOS IRRIGATION PROJECT

By: 
Ferris Begay
Title: Acting Power Manager

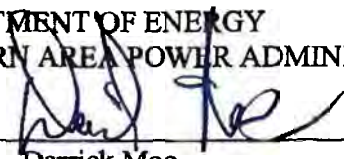
Western Agreement No. 10-DSR-12175
Prepayment Process MOU

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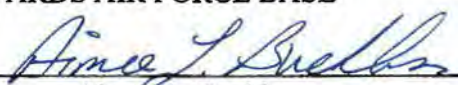
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 1st day of OCTOBER, 2010.

U.S. DEPARTMENT OF DEFENSE
EDWARDS AIR FORCE BASE

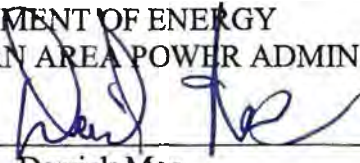
By: 
Aimee L. Buckless
Title: Contracting Officer

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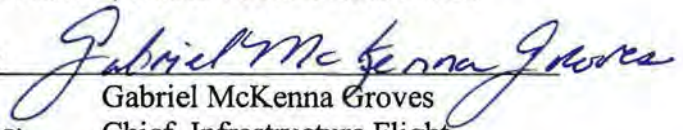
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 2ND day of December, 2010.

UNITED STATES DEPARTMENT OF
DEFENSE, LUKE AIR FORCE BASE

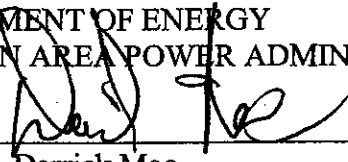
By: 
Gabriel McKenna Groves
Title: Chief, Infrastructure Flight

signatures thereon, and may be attached to another counterpart of this MOU identical in form hereto, by having attached to it one or more signature pages.

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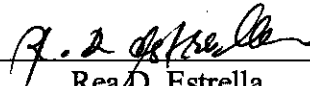
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 13th day of April, 2011.

NAVAL FACILITIES ENGINEERING
COMMAND SOUTHWEST

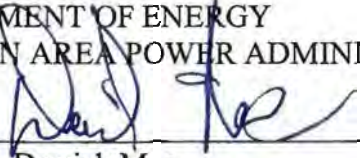
By: 
Rea D. Estrella
Title: Contracting Officer

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DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 

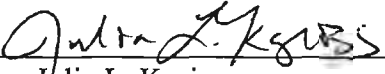
Darrick Moe

Title: Regional Manager

Desert Southwest Region

Accepted and agreed to this 7th day of December, 2010.

COLORADO RIVER STORAGE PROJECT
MANAGEMENT CENTER
WESTERN AREA POWER ADMINISTRATION

By: 

Julia L. Kyriss

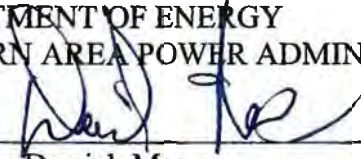
Title: CRSP Manager

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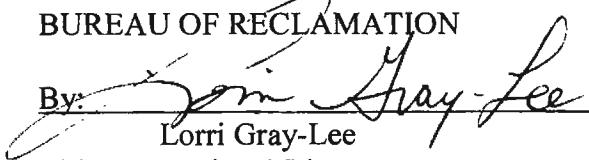
This MOU for the Prepayment Funding Process is executed this 29th day of September, 2010.

DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION

By: 
Darrick Moe
Title: Regional Manager
Desert Southwest Region

Accepted and agreed to this 15 day of NOVEMBER, 2010.

U.S. DEPARTMENT OF THE INTERIOR
BUREAU OF RECLAMATION

By: 
Lorri Gray-Lee
Title: Regional Director