

**BYLAWS
OF
HEBER LIGHT & POWER COMPANY**

DEFINITIONS

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

**ARTICLE I.
NAME AND ANCHOR LOCATION**

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

**ARTICLE II.
ORGANIZATION AND OWNERS**

The Company is an energy services interlocal entity created by Heber City, Midway City and Charleston Town, 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 III.
APPLICABILITY OF BYLAWS**

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 Interlocal Act and 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, the Board may follow Robert's Rules of Order (current edition) or a temporary procedure approved by the Board for that Meeting, without amending these Bylaws.

**ARTICLE IV.
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 its customers 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 and reliable electrical service and to promote employee and public safety.

ARTICLE V. SELECTION OF BOARD OF DIRECTORS

1. Selection. As provided in Paragraph H. of the Organization Agreement, the Board of Directors shall have six members selected as follows:

- a) The Heber Mayor shall be the chair ("Chair") and a Director of the Board.
- b) The Chair shall select two Heber councilpersons to serve as Directors.
- c) The Midway Mayor shall be a Director or shall select a Midway councilperson ("Designee") to serve as a Director.
- d) The Charleston Mayor shall be a Director or shall select a Charleston councilperson ("Designee") to serve as a Director.
- e) The chairperson ("Chairperson") of the Wasatch County Council shall be a Director or shall select a County councilperson ("Designee") to serve as a Director.

Directors will serve at the pleasure of the Chair, Mayor, or Chairperson that selected them and may be removed by them without cause.

2. Notice of Director Selection. The Chair, the Mayor or the Chairperson shall notify the Board Secretary, in a signed writing, of the name of the person selected to serve as a Director as provided in Article V § 1. The selection shall become effective upon receipt of the written notice by the Secretary and shall supersede any prior notices. The Secretary, at the Board's next Meeting, shall notify the Board and include the notice 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. This information shall be protected under the Utah Government Records Access and Management Act (GRAMA), *Utah Code Ann.* § 63G-2-101, *et seq.* 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.

4. Designation of Alternates. A Director may 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 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.* § 53-2a-801, *et seq.*

ARTICLE VI.
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 in 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, either 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 strategies and plans and by reviewing, approving and monitoring major Company actions, 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, as requested by the Board, the Company's Senior Staff shall report to the Board at Regular Board Meetings on their department's work.

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 and, on a quarterly basis, provide statements containing the information required by Utah Code Ann. §11-13-527.

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.

a) General. By motion, the Board may establish one or more Board committees to assist and advise the Board or Management. The motion creating a committee shall state the committee's duties and responsibilities and shall require the committee to make recommendations to the Board for action or to Management where no Board action is required. The Board shall select the Directors to serve on the committee provided that at least one member of each Committee shall be a Director representing an Owner. A committee shall have no authority to act on behalf of the Board on any issue, unless the Board has expressly granted that authority.

b) Executive Committee. The Heber Mayor, the Midway Director, and the Charleston Director shall constitute the Executive Committee of the Board. The Executive Committee shall meet, as needed, to address matters (i) that are referred to the Executive Committee by the Board or Management, (ii) that are of a preliminary nature and not ready for presentation to the full Board, or (iii) that require Director involvement prior to a Board Meeting. The Executive Committee shall report its proceedings to the Board and, as appropriate, make recommendations for Board action.

c) Audit Committee. Each year, at a Board Meeting in October, the Board shall establish an Audit Committee as provided in this Article VI § 5 c). The Heber Mayor, Midway Director, the Charleston Director, and a representative selected by the County Director shall constitute the Audit Committee. The Heber Mayor may select one of the other Heber Directors to serve on the Committee in the Mayor's place. The Audit Committee's authority and responsibilities shall include: (i) retaining an audit firm to conduct the Company's annual audit, (ii) assisting and advising the Board on the oversight of the Company's financial reporting process, internal controls, and audit, (iii) making recommendations to the Board concerning these processes and controls, and (iv) exercising such other authority or performing such other responsibilities as directed by the Board. The Board may also allow the Audit Committee to retain such other experts or professionals with special knowledge to advise and assist the Committee, provided that they agree in writing to be bound by the same laws that apply to the Directors including the duty to maintain confidentiality of Company records and information.

d) Advisory Committees. The Board's Human Resource Committee shall consult with Management concerning matters related to human resources including policies, recruitment, and benefits. The Board's Facilities/Capital Improvements Committee shall consult with Management regarding the Company's facilities and capital improvement planning including selection and funding of projects. At the first Board Meeting of each calendar year, the Board shall select not more than three Directors to serve on each of these Committees. In addition, the Board may select other Committee

members from the community provided that these other members have their principal residence within the Company's service area and agree in writing to be bound by the same laws that apply to the Directors including the duty to maintain confidentiality of Company records and information. The Board may assign these committees additional duties and responsibilities. These committees shall report to the Board and, as appropriate, make recommendations for action by the Board.

ARTICLE VII. 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 VIII. ADOPTION OF ANNUAL BUDGET

1. Tentative Annual Budget. The Company's budget officer, with the assistance of the General Manager and Senior Staff, shall prepare a tentative Annual Budget and present it to the Board at the regularly scheduled Board Meeting in November. (*Utah Code Ann.* §11-13-524(3)(a)).

The tentative Annual Budget is the proposed plan for the financial operation of the Company for the budget year and shall contain: (a) estimates of the operating and capital revenues and expenses, (b) the amount, if any, of any dividends to be paid to Members, and (c) the annual compensation, if any, for each Director. (*Utah Code Ann.* §§ 11-13-402(1)(a); 11-13-524 (1), (3)).

2. Public Hearing. At the Meeting at which the tentative Annual Budget is adopted, the Board shall set the time and place for a public hearing to take public comment on the tentative Annual Budget and shall direct the Secretary to provide notice of the public hearing in a newspaper, on the Utah Public Notice Website and by mail to customers, to the extent required by the Interlocal Act. (*Utah Code Ann.* §§11-13-509(1); 11-13-510; 11-13-524(3)).

At least ten days prior to the public hearing, the Secretary shall: (a) make the tentative Annual Budget and approved Operating Policies available for public inspection at the Company's business office and (b) shall post the tentative Annual Budget and approved Operating Policies on the Utah Public Notice Website.

3. Adoption. Following the public hearing, the Board may make adjustments to the tentative Annual Budget and shall adopt the final Annual Budget by motion, prior to the beginning of the fiscal year. (*Utah Code Ann.* §11-13-511, 11-13-524(3)(e)).

4. Filing of Annual Budget. Within thirty days of its adoption, the budget officer

shall file the final Annual Budget at the office of the State Auditor, of each Member, and of the County and post it on the Company's website and at the Company's office where it will be available to the public during regular business hours. (*Utah Code Ann.* §11-13-524(3)(e)).

5. Appropriations and Amendment. Except as amended by the Board, the approved Annual Budget authorizes Management to expend funds during the budget period for the specific purposes for which the Board allocated the funds in Budget. At any time during the budget period, the Board may, by motion, amend the Annual Budget to account for unanticipated expenditures or revenues. (*Utah Code Ann.* §11-13-525).

ARTICLE IX. APPROVAL OF RATE SCHEDULE AND CONDITIONS OF SERVICE

1. Before imposing a new fee or increasing an existing fee for Company services, the Board shall comply with the requirements of the Interlocal Act. (*Utah Code Ann.* § 11-13-531)

2. 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 X. ETHICAL DUTIES OF DIRECTOR AND MANAGEMENT

The Directors and Management shall comply with the applicable requirements of the Municipal Officers' and Employees' Ethics Act, *Utah Code Ann.* § 10-3-1301, *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.* § 67-16-1, *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 XI. BOARD OF DIRECTOR COMPENSATION AND EXPENSES

1. Compensation. As provided in the Interlocal Act and this Article XI, the Board shall annually set reasonable compensation for Directors' work performed on behalf of the Company as a Director. 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. Beginning with the 2016 fiscal year, the Board shall approve Director compensation as part of its adoption of the Annual Budget as provided in *Utah Code Ann.* § 11-13-403(1)(b). The Company's proposed Annual Budget shall include a separate line item for each Director's compensation for the coming year. The Director and/or his/her council shall be responsible for compliance with *Utah Code Ann.* § 11-13-403(1)(e), before the Company pays compensation to the Director.

3. Expense Reimbursement. As permitted in *Utah Code Ann.* § 11-13-403(2), the Company shall reimburse Directors for travel and other expenses necessarily incurred in the

conduct of the Company's business.

ARTICLE XII.
PUBLIC MEETINGS AND RULES OF ORDER

As provided in Utah Code Ann. § 11-13-404(3)(a), the meetings of the Board shall comply with the requirements of the Open Meetings Act. The Board hereby adopts Article XII through Article XIX of these Bylaws as rules of order and procedure required under Utah Code Ann. § 11-13-404(3)(b).

ARTICLE XIII.
AGENDA

1. Preparation of Agenda. Except as provided in 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 Directors and the public of the topics to be considered at the Board Meeting. (*Utah Code Ann. §52-4-202(6)(a)*)

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.

3. Topics Considered.

a) Except as provided in Section 3. 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, and (ii) that has been provided to the Directors not less than twenty-four (24) hours prior to the Board Meeting. (*Utah Code Ann. §52-4-202(6)*)

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. (*Utah Code Ann. §52-4-202(6)(c)*)

ARTICLE XIV.
PUBLIC NOTICE OF BOARD MEETINGS

1. Annual Schedule of Regular Board Meetings.

a) At a 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 and same location and time as in the previous year, until the schedule is modified by the Board. (*Utah Code Ann. §52-4-202(2)*)

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. (*Utah Code Ann.* §52-4-202(3)(a)(i) and (ii)(A)).

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 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 a newspaper of general circulation within the Company's service area. (*Utah Code Ann.* § 52-4-202(1))

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. (*Utah Code Ann.* § 52-4-202(1))

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. (*Utah Code Ann.* § 52-4-202(5))

ARTICLE XV.
CONVENING OF 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 directing the Secretary to provide the notice required in Article XIV.

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, not less than twenty-four (24) hours prior to a Special Board Meeting, provide each Director with written notice of the date, time and place of and agenda for the Special Board Meeting and any written 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.

3. Emergency Board Meetings.

a) As provided in the Open Meetings Act, 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. (*Utah Code Ann. § 52-4-202(5)*)

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.

(*Utah Code Ann. § 52-4-202(5)*)

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.
PUBLIC/CLOSED BOARD MEETINGS

1. Public Meetings. Board Meetings are open to the public unless closed as provided in this Article XVI. (*Utah Code Ann. § 52-4-201(1)*)

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. (*Utah Code Ann. § 52-4-204(1)(a)*) 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. (*Utah Code Ann.* § 52-4-204(4))

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. (*Utah Code Ann.* § 52-4-206(1)-(3))

b) The Secretary shall not make a recording of a Meeting closed, exclusively, for the reasons set forth in Article XVI § 5 a) or f), if the person presiding has signed a sworn statement affirming that the sole purpose for closing the meeting was to discuss the purposes described under Article XVI § 5 a) or f). (*Utah Code Ann.* § 52-4-206(6))

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. (*Utah Code Ann.* § 52-4-204(2)-(3))

5. Reasons for Closed Meetings. As provided in the Open Meetings Act, the Board may hold a closed meeting for:

a) discussion of the character, professional competence, or physical or mental health of an individual;

b) strategy sessions to discuss collective bargaining;

c) strategy sessions to discuss pending or reasonably imminent litigation;

d) strategy sessions to discuss the purchase, exchange, or lease of real property, including any form of a water right or water shares, if public discussion of the transaction would: (i) disclose the appraisal or estimated value of the property under consideration; or (ii) prevent the public body from completing the transaction on the best possible terms;

e) strategy sessions to discuss the sale of real property, including any form of a water right or water shares, if:

i) public discussion of the transaction would:

(A) disclose the appraisal or estimated value of the property under consideration; or

(B) prevent the public body from completing the transaction on

- the best possible terms;
 - ii) the public body previously gave public notice that the property would be offered for sale; and
 - iii) the terms of the sale are publicly disclosed before the public body approves the sale;
- f) discussion regarding deployment of security personnel, devices, or systems;
- g) investigative proceedings regarding allegations of criminal misconduct and
- h) such other reasons described in Utah Code Ann. § 52-4-205.

ARTICLE XVII. ORDER OF BUSINESS

1. Presiding Officer. The Chair shall be the presiding officer at a Board Meeting or a public hearing. 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, the remaining Directors 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. In Board Meeting and public hearings, the Chair has 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. 5. In the event of an Owner Only Vote, Alternates shall not vote nor be counted in determining the presence of a Quorum under 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 Directors or Designees shall each have a 25% weight, (b) the vote of the Midway Director or Designees shall have a 12.5% weight, and (c) the vote of the Charleston Director or Designee shall have a 12.5% weight. In the event of an Owner Only Vote, the Board shall act based upon a greater than 50% vote, except as otherwise provided in the Organization Agreement.

d) In the event of an Owner Only Vote, Alternates shall not vote nor be counted in determining the presence of a Quorum under this Article XVII.

ARTICLE XVIII. MEETING MINUTES AND RECODINGS

1. The Secretary shall keep written minutes and a recording of all open portions of a Board Meeting as required by the Open Meetings Act and shall, if requested by the Board, prepare minutes of the closed portions of meetings. (*Utah Code Ann.* §§ 52-4-203(1), (2), (4)(g); 52-4-206(1))

2. 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. (*Utah Code Ann.* § 52-4-203(4))

3. The written minutes and the recording of the Board Meeting are public records under Title 63G, Chapter 2, Government Records Access and Management Act (GRAMA). Draft minutes shall be available to the public within a reasonable time after the end of the Meeting and recordings shall be available within three business days. Written minutes awaiting approval by the Board shall be clearly identified as "Draft" and are subject to change until formally approved. (*Utah Code Ann.* § 52-4-203(4))

4. A recording of a Board Meeting is not required if the Meeting is a site visit or a traveling tour, if no vote or action is taken by the Board. (*Utah Code Ann.* § 52-4-203)

ARTICLE XIX. ELECTRONIC MEETINGS, NOTICE, AND RECORDS

1. Electronic Meetings. Pursuant to Utah Code Ann. § 52-4-207, the Board adopts this Article XIX § 1 as its rule governing the use of 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 provide 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, indexed, duplicated on a separate server and preserved in a manner consistent with long-term records storage requirements.

ARTICLE XX AGENT FOR SERVICE OF PROCESS

The Secretary 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 28th day of Oct., 2015.


Board Chair

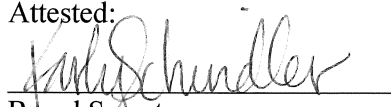
Attested:

Board Secretary

Exhibit A

DEFINITIONS

1. “Alternate” means a councilperson designated as an alternate to serve temporarily as a Director as provided in Article V § 4. The term “Alternate” does not include a Designee.
2. “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.
3. “Annual Budget” is defined in Article VI § 4.d.
4. “Annual Goals” is defined in Article VI § 4.c.
5. “Bylaws” mean these Bylaws of the Heber Light & Power Company.
6. “Board” or “Board of Directors” means the governing body of the Company as provided in Paragraph H of the Organization Agreement.
7. “Board Meeting” or “Meeting” means a Regular Board Meeting, a Special Board Meeting, and/or an Emergency Board Meeting.
8. “Chair” is defined in Article V § 1. a.
9. “Chairperson” is defined in Article V § 1. e.
10. “Charleston” means Charleston Town, Utah.
11. “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.
12. “Designee” is defined in Article V § 1. An Alternate is not a Designee.
13. “Director” or “Directors” mean the members of the Board appointed pursuant to Paragraph H of the Organization Agreement.
14. “Emergency Board Meeting” means a Board Meeting held to consider matters of an emergency or urgent nature.
15. “General Manager” means the person employed by the Company as the chief executive officer as described in Article VII.
16. “Heber” means Heber City, Utah.
17. “Interlocal Act” means the Interlocal Cooperation Act, Title 11, Chapter 13, Utah Code Annotated 1953, as it may be amended from time to time.
18. “Management” means the Company’s General Manager and Senior Staff, acting

under the General Manager's direction.

19. "Midway" means Midway City, Utah.
20. "Open Meetings Act" means the Utah Open and Public Meetings Act, Title 52, Chapter 4 of the Utah Code, as it may be amended from time to time.
21. "Operating Policies" means the Resolution of the Board of Directors of Heber Light & Power - Annual Fiscal Year Operating Policies as described in Article VI § 4. b).
22. "Organization Agreement" shall mean the Heber Light & Power Company Organization Agreement, dated October 9, 2014, as it may be amended from time to time.
23. "Owner Only Vote" means a Party Only Vote of the Board as provided in Paragraph H. 6. of the Organization Agreement.
24. "Owner" or "Owners" means Heber, Midway, or Charleston.
25. "Quorum" is defined in Article XVII § 4.
26. "Regular Board Meeting" means the monthly Meeting of the Board scheduled, in advance over the course of a year, on a fixed time, date and place.
27. "Secretary" means the person that the Board appoints as Secretary of the Board.
28. "Senior Staff" means the Company's Chief Financial Officer, Distribution Operations Manager, General Counsel, Generation Manager, and IT/Substations Manager.
29. "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.
30. "Strategic Plan" is defined in Article VI § 4.a.