

**BYLAWS
OF
HEBER LIGHT & POWER COMPANY**

**ARTICLE I.
DEFINITIONS**

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

**ARTICLE II.
NAME AND ANCHOR LOCATION**

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

**ARTICLE III.
ORGANIZATION AND OWNERS**

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

**ARTICLE IV.
ORGANIZATION AGREEMENT**

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

**ARTICLE V.
BOARD OF DIRECTORS AUTHORITY**

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

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

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

ARTICLE VI.
DESIGNATION OF BOARD OF DIRECTORS

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

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

b) The Midway Mayor shall be a Director.

c) The Charleston Town President shall be a Director.

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

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

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

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

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

ARTICLE VII.
DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

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

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

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

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

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

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

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

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

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

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

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

ARTICLE VIII. GENERAL MANAGER

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

ARTICLE IX. ADOPTION OF ANNUAL BUDGET

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

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

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

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

ARTICLE X.
APPROVAL OF RATE SCHEDULE
AND CONDITIONS OF SERVICE

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

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

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

ARTICLE XI.
ETHICAL DUTIES OF DIRECTOR AND MANAGEMENT

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

ARTICLE XII.
BOARD OF DIRECTOR COMPENSATION AND EXPENSES

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

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

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

ARTICLE XIII.
BOARD OF DIRECTORS MEETINGS
AGENDA

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

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

3. Topics Considered.

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

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

ARTICLE XIV.
BOARD OF DIRECTOR MEETINGS
PUBLIC NOTICE

1. Annual Schedule of Regular Board Meetings.

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

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

area.

2. Notice of Regular and Special Board Meetings.

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

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

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

ARTICLE XV.
BOARD OF DIRECTOR MEETINGS
CONVENING OF REGULAR, SPECIAL AND EMERGENCY BOARD MEETINGS

1. Regular Board Meetings.

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

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

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

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

2. Special Board Meetings.

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

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

3. Emergency Board Meetings.

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

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

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

4. Rules Applicable to All Board Meetings.

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

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

ARTICLE XVI.
BOARD OF DIRECTORS MEETINGS
PUBLIC/CLOSED MEETINGS

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

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

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

3. Recording of Closed Meeting.

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

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

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

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

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

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

c) strategy sessions to discuss contract or settlement negotiations,

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

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

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

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

ARTICLE XVII.
BOARD OF DIRECTOR MEETINGS
ORDER OF BUSINESS

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

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

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

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

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

5. Owner Only Vote.

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

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

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

ARTICLE XVIII.
BOARD OF DIRECTORS MEETINGS
MINUTES

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

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

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

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

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

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

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

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

ARTICLE XIX. ELECTRONIC MEETINGS, NOTICE, AND RECORDS

1. Electronic Meetings.

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

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

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

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

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

ARTICLE XX

AGENT FOR SERVICE OF PROCESS

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

Approved by:

The Board of Directors of the Heber Light & Power Company on this ___ day of _____, 2012,

David Phillips
Board Chair

Attested

Anthony Furness
Board Secretary

Exhibit A

DEFINITIONS

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

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