



201 South Main, Suite 2300  
Salt Lake City, Utah 84111

February 4, 2013

Ros Rocco Vrba, MBA  
Energy of Utah LLC  
1612 E Bainbridge Road  
Sandy, UT 84092

*Delivered via email to rosvrba@energyofutah.onmicrosoft.com*

**Re: Energy of Utah letter dated January 28, 2013**

Dear Ros:

We are in receipt of your letter to PacifiCorp dated January 28, 2013. You mention the draft power purchase agreement (PPA) we provided on January 25, 2013 contained "no information relevant to your project". This is standard procedure for negotiation of a qualifying facility PPA under Utah Schedule No. 38. PacifiCorp provides a draft form PPA, and the developer inserts the project-specific information in the PPA main document and exhibits. In addition to filling in any project-specific information, the developer is required to provide written comments and proposals on the PPA pursuant to Utah Schedule No. 38 section I.B.6. We are in receipt of your comments and redline PPAs delivered via email on February 2, 2013. We are reviewing these documents and will contact you within the response time provided in Schedule 38 to discuss next steps.

You further state in your January 28, 2013 letter that you were surprised by the mention of a requirement for an LGIA execution prior to a PPA execution and mention that you understood our conversation of January 10, 2013 at the Utah Energy Conference differently. To clarify what was discussed at that meeting, we do not require an executed LGIA prior to *requesting* a PPA, but we do require an executed LGIA prior to *executing* a PPA. This is consistent with Utah Schedule No. 38 section I.B.7 which states:

*"The Company reserves the right to condition execution of the power purchase agreement upon simultaneous execution of an interconnection agreement between the owner and the Company's power delivery function, as discussed in Part II."*

As a final matter, PacifiCorp does not believe it has caused any delay in the development of your project. PacifiCorp has been working in good faith to provide the indicative pricing and other contract information requested by Energy of Utah LLC. We look forward to working with you further on your project. Please contact me with any questions or concerns.

Regards,

A handwritten signature in black ink that reads "Paul Clements". The signature is fluid and cursive.

Paul Clements  
Power Marketer, PacifiCorp