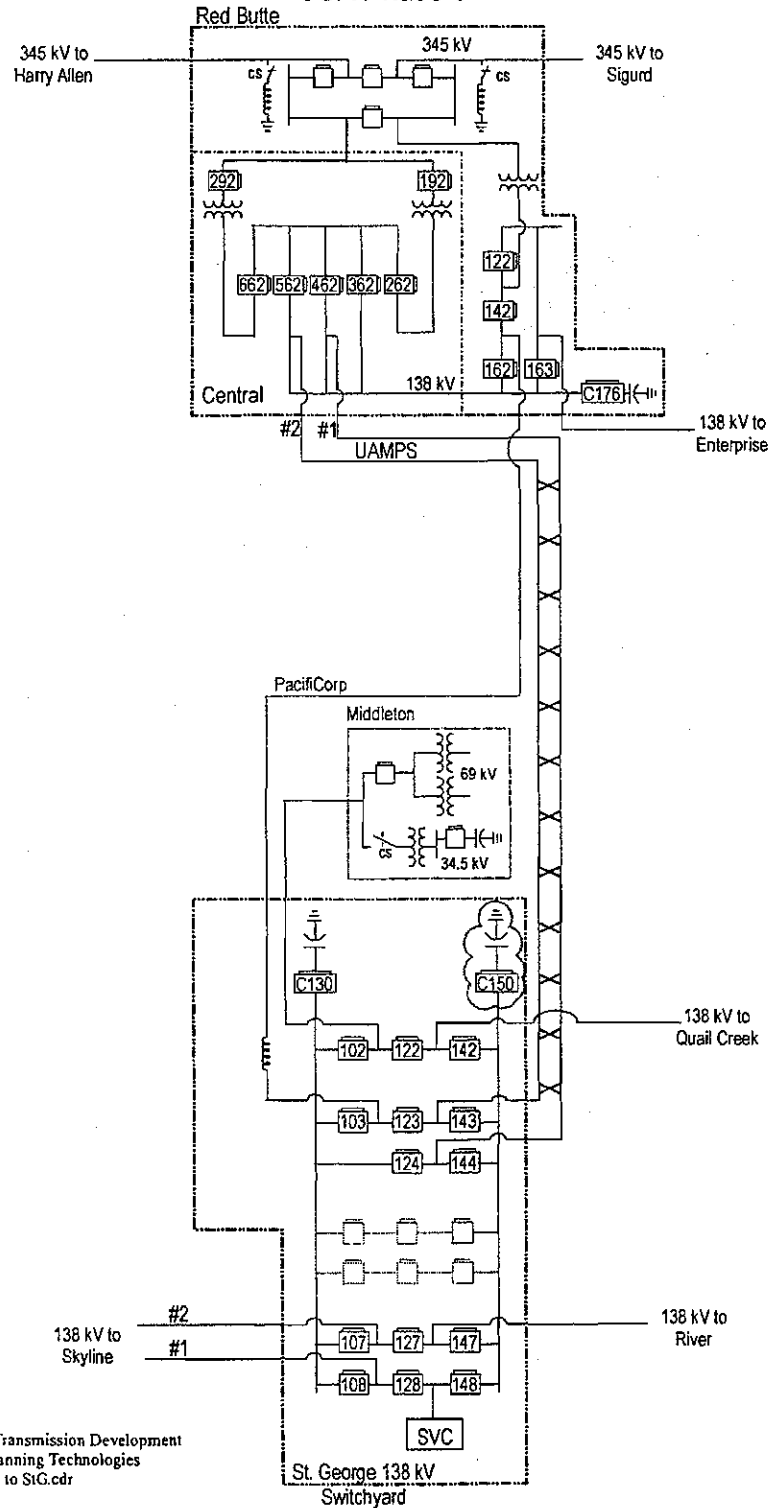


EXECUTABLE VERSION

7. Relocate UAMPS line # 1 retermination to Red Butte Substation. (between CBs 162 and 142) Relocate UAMPS line # 2 to CB # 462 at Central Substation. This will eliminate the existing UAMPS and PacifiCorp line crossing three miles southeast of Red Butte / Central Substations. Line relocations at Red Butte will be done to facilitate future line reterminations. (To be completed by 5/1/10)
8. Terminate the new 345 kV line operating as a single circuit 138 kV line at CB # 562 in Central Substation. (To be completed 5/1/10)
9. Perform relay modifications as required. (To be completed by 5/1/10)
10. Remove three 138 kV series reactors on existing St. George – Red Butte 138 kV line. (To be completed by 5/1/10)

Project one-lines (follow on next page):

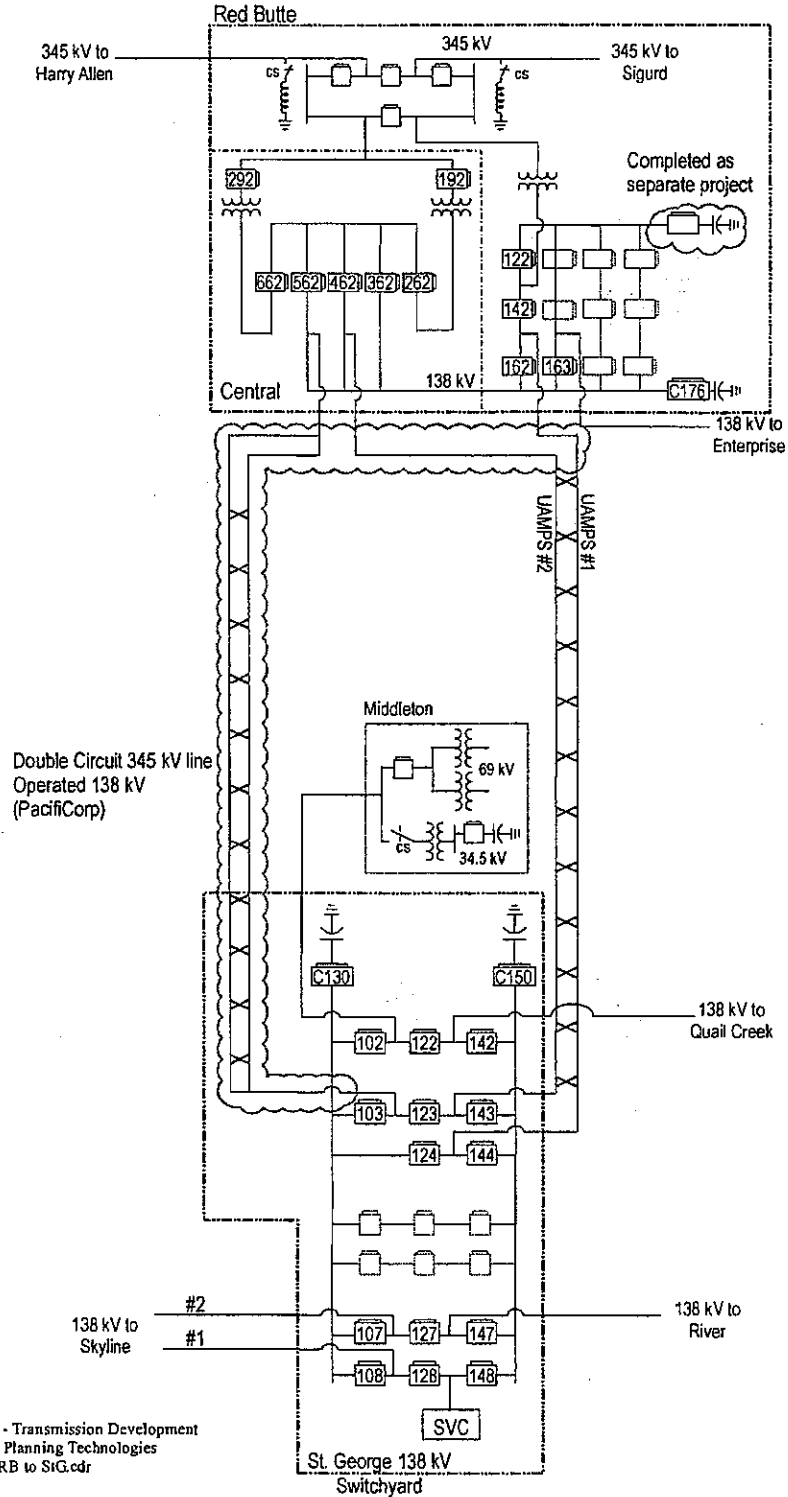
Southwest Utah 345-138 kV Simplified System
2007 Configuration
JOA Phase 3



Terry Ray - Transmission Development
S. Smith - Planning Technologies
SW Utah RB to StG.cdr
11/3/2006

AE3 - 4

Southwest Utah 345-138 kV Simplified System 2010 Configuration JOA Phase 3



Terry Ray - Transmission Development
S. Smith - Planning Technologies
SW Utah RB to StG.cdr
11/3/2006

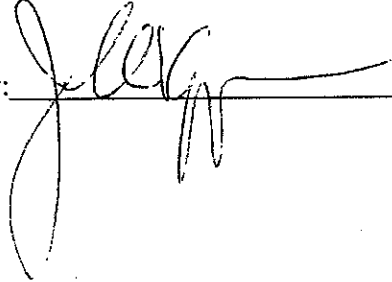
AE3 - 5

EXECUTABLE VERSION

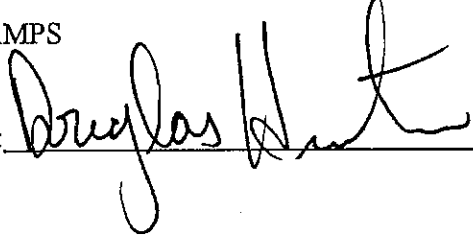
By signing below, each Party agrees to the amendment of the Agreement as provided above and that the scope of work included herein shall be constructed pursuant to all of the terms and conditions of the Agreement.

Agreed, this 3rd day of April 2009.

PACIFICORP

By:  _____

UAMPS

By:  _____

AE3 - 6

APPENDIX B
UAMPS Existing Facilities

Central 345 kV – 138 kV Substation

Two (2) 345/138 kV 250 MVA transformers
Five (5) 138 kV CB
Metering and associated equipment
Associated land rights and Right of Way

Central – St. George Switchyard 138 kV Transmission line

Twenty-One (21) mile double circuit 138 kV line on steel poles
Associated land rights and Right of Way

St. George 138 kV Switchyard

Switchyard for four (4) existing and one (1) future 138 kV transmission lines.
Four (4) 138 kV CB
One (1) 138 kV air break switch interconnection with PacifiCorp Red Butte – Middleton 138 kV transmission line
Metering and associated equipment
Associated land rights, expansion rights and Right of Way

APPENDIX C

PacifiCorp Existing Facilities

Red Butte 345 kV – 138 kV Substation:

- One (1) 345/138 kV 448 MVA transformer
- Four (4) 345 kV CB
- Three (3) 138 kV CB
- Three (3) 345 kV 55 MVAR shunt reactors (includes one spare)
- Metering and associated equipment
- Associated land rights and Right of Way

Red Butte – Middleton 138 kV Transmission line

- Twenty (20) mile 138 kV line on wood poles
- Associated land rights and Right of Way

Middleton-St. George 138 kV Transmission line

- Short (less than 1000') 138 kV line on wood poles
- Associated land rights and Right of Way

Middleton 138/69/34.5 kV Substation

- One (1) 138 kV CB
- One (1) 138/69 kV transformer rated 74 MVA
- One (1) 138/69 kV transformer rated 40 MVA
- One (1) 138/34.5 kV transformer rated 20 MVA
- Associated 69 and 34.5 kV substation and line termination facilities

Metering and associated equipment

- Associated land rights, expansion rights and Right of Way

APPENDIX D
PACIFICORP CARRYING CHARGE RATE

For Application to Cost Shared Facilities

The PacifiCorp Carrying Charge Rate (PCCR) is expressed as a percentage of the original cost of the Joint Plan facilities. It is the sum of capital- and expense-related costs:

- a) The Capital-Related Costs are the sum of depreciation, return on investment and income taxes; where:
- Depreciation is the original cost of the facilities, excluding land, depreciated straight-line over the average depreciable life of PacifiCorp's transmission plant.
 - Return on Investment is PacifiCorp's Rate of Return multiplied by average Rate Base; where:
 - a. Rate Base is the Original Cost of the facilities less accumulated depreciation, accumulated deferred taxes and any other adjustments permitted by FERC.
 - b. Average rate base is the simple average of the beginning and ending balances.
 - c. PacifiCorp's Rate of Return from the most recent FERC order in which there was a finding on rate of return for transmission plant.
 - Income Taxes are equal to:
 - a. Return on preferred and common equity;
 - b. Divided by one (1) minus PacifiCorp's statutory income tax rate;
 - c. Multiplied by PacifiCorp's statutory income tax rate.
 - d. Where PacifiCorp's statutory income tax rate in Utah is equal to $[(1 - \text{Utah Tax Rate}) \times \text{Federal Tax Rate}] + \text{Utah Tax Rate}$. Presently, the Federal Tax Rate is 35% and Utah Tax Rate is 5% for a statutory tax rate of 38.25%.
 - Total capital-related costs are calculated for each year of the facilities' useful life.
- b) The PCCR recovers the capital-related costs over the life of the facilities through an equal annual charge; where:
- The PCCR is an equal annual payment that has the same present value as the annual capital-related costs associated with the facilities as calculated in Section a.
 - The discount rate for calculating the PCCR is PacifiCorp's Rate of Return but with the interest calculated on an after tax basis.
 - The PCCR remains fixed for the life of the facilities.
 - PacifiCorp will update the PCCR for each year that new investments are planned.
- c) The Expense-Related Costs are the sum of A&G and property taxes; where:
- A&G is the product of the Transmission A&G Expense Factor and the original cost of the facilities. Transmission A&G Expense Factor will be calculated in accordance with Appendix G.
 - Property Taxes are the amount actually paid by PacifiCorp for the facilities.
 - Expense-related costs will be updated annually.

Example A&G Calculation:

17-Nov-04

FERC Directed Methodology
Transmission A&G Expense Factor Calculation
For 2003 Invoices

Item	2003 FERC Form 1 Amount	Source
A. Total A&G Expense	\$ 251,356,524	FERC Form 1 Page 323 Line 168 (b)
B. Transmission O&M Wages	\$ 12,135,701	FERC Form 1 Page 354 Line 19 (b)
C. Total O&M Wages without A&G	\$ 233,120,620	FERC Form 1 Page 354 Line 25 (b) minus Line 24 (b)
Total Transmission Plant In Service		
D. Beginning of Year	\$ 2,299,172,971	FERC Form 1 Page 206 Line 58 (b)
E. End of Year	\$ 2,396,664,935	FERC Form 1 Page 207 Line 58 (b)
F. Average for Year	<u>\$ 2,347,918,953</u>	

Calculation of Transmission A&G Factor

$$\frac{(B / C) * A}{F} = \underline{\underline{0.56\%}}$$

**Appendix E
Points of Delivery**

Existing ARTSOA 345kV Delivery Points to be Amended:

Points of Delivery at or Near	UAMPS Members	Delivery Voltage
Central #1	Hildale, Hurricane, Santa Clara, St. George City, Washington City	345kV
Central #2	Hildale, Hurricane, Santa Clara, St. George City, Washington City	345kV

Amended ARTSOA Delivery Points:

Points of Delivery at or Near	UAMPS Members	Delivery Voltage
Central #1	Hildale, Hurricane, Santa Clara, St. George City, Washington City	345kV
Central #2	Hildale, Hurricane, Santa Clara, St. George City, Washington City	345kV
St. George Switchyard	Hildale, Hurricane, Santa Clara, St. George City, Washington City	138kV

**Appendix F
Metering Points***

PacifiCorp Load

			PAC Meter #	
+	T 4099			
		} Pac Transformer	Scada	New meter being requested to be Installed at T-4099
			Data	
-	100 to DG&T	} Escalante	M78048	
+	100 to UPL			
-	ABS 130A to UAMPS	} Red Butte Central	M77174	
+	ABS 130A to UPL			
-	CB 491 to Dixie	} Dixie Electric	M78267	
+	CB 491 to UPL			
-	ABS 365 to UAMPS	} St George Switch Rack	M78397	
+	ABS 365 to UPL			
-	ABS 62A to UAMPS	} Ivins	M77534	
+	ABS 62A to UPL			
-	ABS 56A to Dixie	} Quail Creek Hydro	No Meter	New meter being requested to be Installed at ABS 56A
+	ABS 56A to UPL			
-	ABS 63A to UAMPS	} Clifton Wilson Hurricane City	M77388	
+	ABS 63A to UPL			

ABS 143 A is normally Open and Escalante is served from Red Butte Sub.

UAMPS Load

+	CB 192 to UAMPS	Central #1	M77166	
+	CB 292 to UAMPS	Central #2	M77170	
+		} Enterprise (Uamps)	M54921	
-				
+	ABS 130A to UAMPS	} Red Butte Central	M77174	
-	ABS 130A to UPL			
+	ABS 62A to UAMPS	} Ivins	M77534	
-	ABS 62A to UPL			
+	ABS 365 to UAMPS	} St George Switch Rack	M78397	
-	ABS 365 to UPL			
+	ABS 63A to UAMPS	} Clifton Wilson Hurricane City	M77388	
-	ABS 63A to UPL			

DIXIE Load

+	CB 491 to Dixie	} Dixie Electric	M78267	
-	CB 491 to UPL			
+	ABS 56A to Dixie	} Quail Creek Hydro	No Meter	New meter being requested to be Installed at ABS 56A
-	ABS 56A to UPL			
+	100 to DG&T	} Escalante	M78048	
-	100 to UPL			
+		} Enterprise (Uamps)	M54921	
-				

* LIST OF METERING POINTS TO ALLOW CALCULATION OF EACH PARTY'S LOAD.

APPENDIX E

**Accident Prevention Manual (APM), SWITCH ORDER
PROCESSING POLICY, GENERAL SWITCHING AND OPERATIONS
MANUAL and the APPA Safety Manual**

APPENDIX F

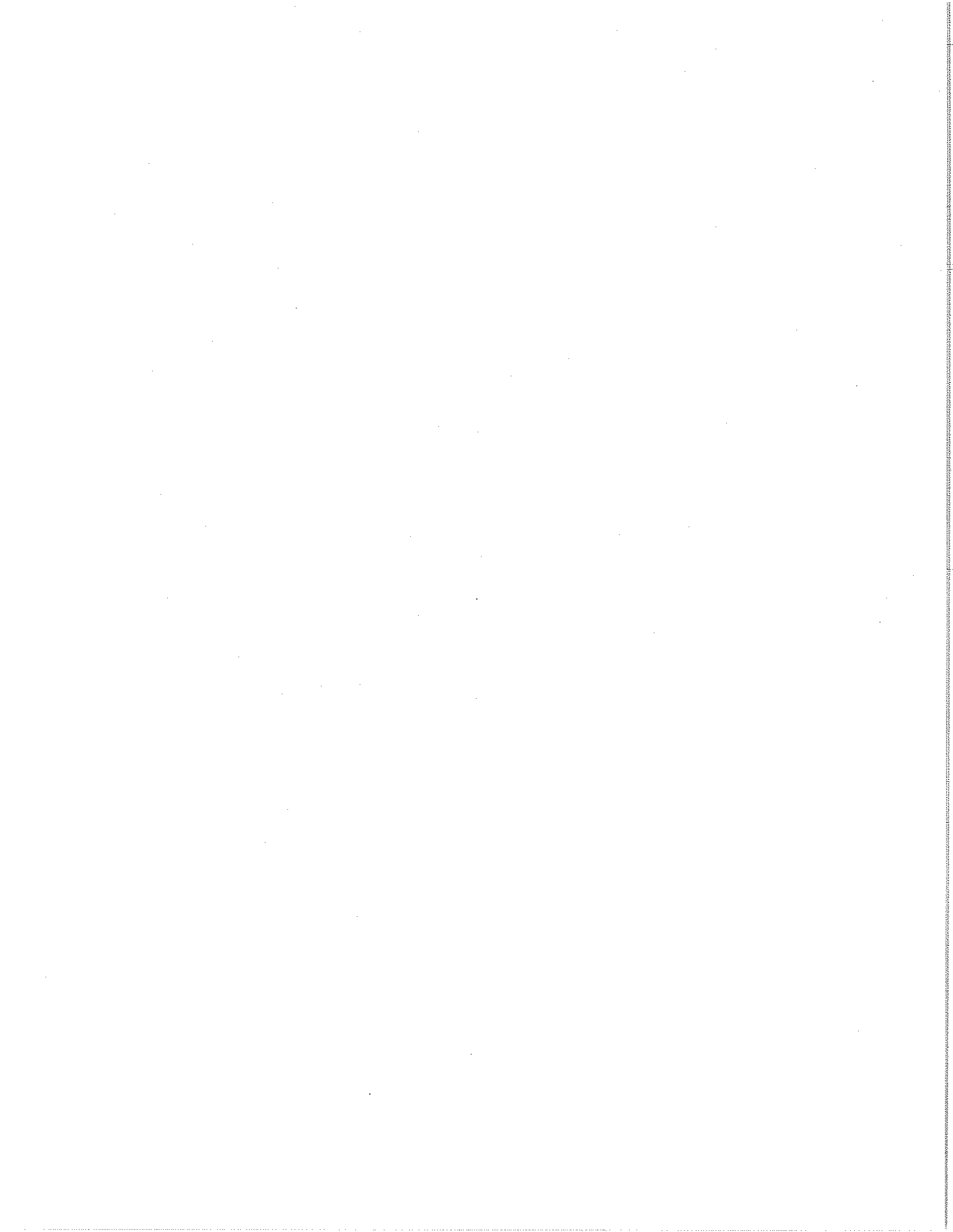
PREVENTATIVE MAINTENANCE PROCEDURES

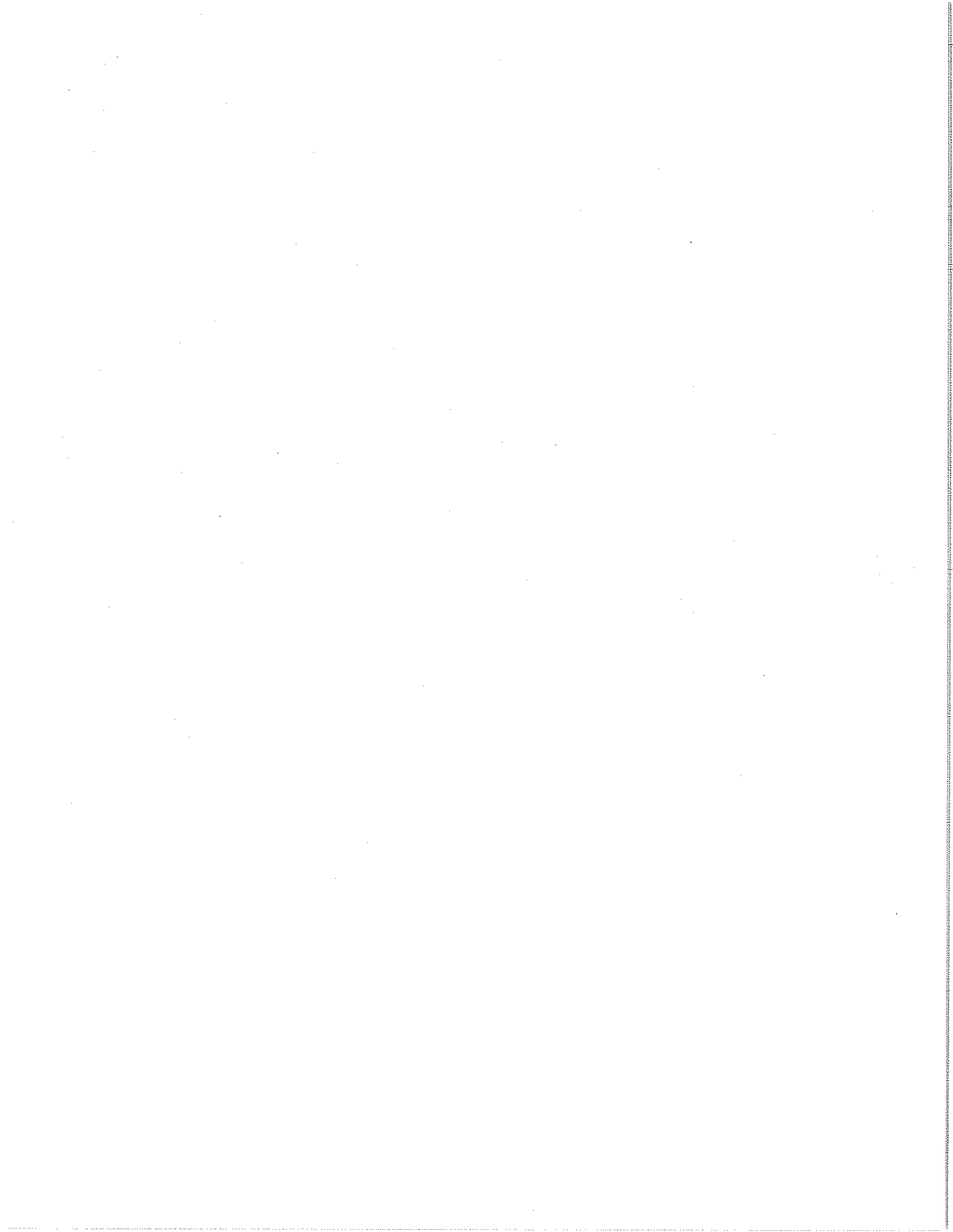
APPENDIX B ALLOCATION OF ACTUAL MAINTENANCE COST Phase #2

JAMPS OWNERSHIP INTEREST IN ITS	PACIFICORP OWNERSHIP INTEREST IN ITS
<p>CENTRAL 345 kV - 138 kV Substation Two (2) 345/138 kV 250 MVA transformers Four (4) 138 kV CB Metering and associated equipment Associated land rights and ROW</p> <p>CENTRAL - ST. GEORGE SUBSTATION 138 kV Transmission line Twenty-One (21) mile double circuit 138 kV lines on steel poles Associated land and ROW</p> <p>St. George 138 kV Substation Four (4) 138 kV CB One (1) 138 kV airbreak switch Six (6) 138 kV lines terminating at the St. George Substation 2 Skyline circuits 2 Central circuits 1 River circuit 1 Middleton circuit Metering and associated equipment Associated land rights and ROW</p>	<p>RED BUTTE 345 - 138 kV Substation One (1) 345/138kV 448 MVA transformer Four (4) 345 kV CB Three (3) 138 kV CB Three (3) 345 kV 55 MVAR shunt reactors Metering and associated equipment Associated land rights and ROW</p> <p>RED BUTTE - ST. GEORGE SUBSTATION 138 kV Transmission Line Twenty (20) mile single circuit 138 kV line on wood poles Associated land and ROW</p> <p>St. George 138 kV Substation One (1) 138 kV lines terminating at the St. George Substation. One (1) 138 kV lines terminating at the St. George Substation. 1 Red Butte circuit One (1) 138 kV lines terminating at the St. George Substation. One (1) 30 MVAR Capacitor Bank</p> <p>St. George 138 kV Substation Expansion 10(10) 138 kV CB Bus struture, control building, communication, relaying and metering equipment.</p>
<p>Total Ownership Interest</p>	<p>Total ownership Interest</p>
<p>\$13,000,000</p>	<p>\$8,000,000 EST \$9,300,000 EST</p>
<p>58.30%</p>	<p>41.70%</p>

APPENDIX C ALLOCATION OF ACTUAL MAINTENANCE COST Phase #3

	PACIFICORP OWNERSHIP INTEREST IN ITS	
UAMPS OWNERSHIP INTEREST IN ITS		
CENTRAL 345 kV - 138 kV Substation Two (2) 345 /138 kV 250 MVA transformers Five (5) 138 kV CB Metering and associated equipment Associated land rights and ROW		
CENTRAL - ST. GEORGE SUBSTATION 138 kV Transmission line Twenty-One (21) mile double circuit 138 kV lines on steel poles Associated land and ROW		
St. George 138 kV Substation Four (4) 138 kV CB One (1) 138 kV airbreak switch Six (6) 138 kV lines terminating at the St. George Substation 2 Skyline circuits 2 Central circuits 1 River circuit 1 Middleton circuit Metering and associated equipment Associated land rights and ROW		
Red Butte - St. George substation double circuit 138 kV line convertible to 345 kV *UAMPS portion 65% of \$19,900,000 = \$12,935,000 est		
Total Ownership Interest		\$25,935,000 53.92%
*Percentage portions will be adjusted pursuant to the JOA		
PACIFICORP OWNERSHIP INTEREST IN ITS		
RED BUTTE 345 - 138 kV Substation One (1) 345/138kV 448 MVA transformer Four (4) 345 kV CB Three (3) 138 kV CB Three (3) 345 kV 55 MVAR shunt reactors Metering and associated equipment Associated land rights and ROW		\$0
RED BUTTE - ST. GEORGE SUBSTATION 138 kV Transmission Line Twenty (20) mile single circuit 138 kV line on wood poles Associated land and ROW		\$0
St. George 138 kV Substation One (1) 138 kV lines terminating at the St. George Substation One (1) 138 kV lines terminating at the St. George Substation 1 Red Butte circuit One (1) 138 kV lines terminating at the St. George Substation One (1) 30 MVAR Capacitor Bank		\$1,300,000EST
St. George 138 kV Substation Expansion 10(10) 138 kV CB Bus structure, control building, communication, relaying and metering equipment		\$8,000,000 EST
Red Butte - St. George substation double circuit 138 kV line convertible to 345 kV *PacifiCorp portion \$5,900,000 plus 35% of \$19,900,000		\$12,865,000 est
Total ownership interest		\$22,165,000est
		46.08%
*Percentage portions will be adjusted pursuant to the JOA		





APPENDIX D ALLOCATION OF ACTUAL MAINTENANCE COST Phase #4

PACIFICORP OWNERSHIP INTEREST IN ITS	
RED BUTTE 345 - 138 kV Substation One (1) 345/138kV 448 MVA transformer Four (4) 345 kV CB Three (3) 138 kV CB Three (3) 345 kV 55 MVAR shunt reactors Metering and associated equipment Associated land rights and ROW	\$0
RED BUTTE - ST. GEORGE SUBSTATION 138 kV Transmission Line Twenty (20) mile single circuit 138 kV line on wood poles Associated land and ROW	\$0
St. George 138 kV Substation One (1) 138 kV lines terminating at the St. George Substation One (1) 138 kV lines terminating at the St. George Substation 1 Red Butte circuit One (1) 138 kV lines terminating at the St. George Substation One (1) 30 MVAR Capacitor Bank	\$1,300,000 EST.
St. George 138 kV Substation Expansion 10(10) 138 kV CB Bus structure, control building, communication, relaying and metering equipment.	\$8,000,000 EST.
Red Butte - St. George substation double circuit 138 kV line convertible to 345 kV *PacifiCorp portion \$5,900,000 plus 35% of \$19,900,000	\$12,865,000 est
St. George 138 kV Substation 2nd Red Butte-Middletton termination *PacifiCorp portion 35% of \$3,400,000 = \$2,210,000	\$23,355,000 est
Total ownership interest	45.35%
*Percentage portions will be adjusted pursuant to the JOA	

UAMPS OWNERSHIP INTEREST IN ITS	
CENTRAL 345 kV - 138 kV Substation Two (2) 345 /138 kV 250 MVA transformers Five (5) 138 kV CB Metering and associated equipment Associated land rights and ROW	
CENTRAL - ST. GEORGE SUBSTATION 138 kV Transmission line Twenty-One (21) mile double circuit 138 kV lines on steel poles Associated land and ROW	
St. George 138 kV Substation Four (4) 138 kV CB One (1) 138 kV airbreak switch Six (6) 138 kV lines terminating at the St. George Substation 2 Skyline circuits 2 Central circuits 1 River circuit 1 Middletton circuit Metering and associated equipment Associated land rights and ROW	
Red Butte - St. George substation double circuit 138 kV line convertible to 345 kV *UAMPS portion 65% of \$19,900,000 = \$12,935,000 est	
St. George 138 kV Substation 2nd Red Butte-Middletton termination *UAMPS portion 65% of \$3,400,000 = \$2,210,000	
Total Ownership interest	\$28,145,000 est
	54.65%
*Percentage portions will be adjusted pursuant to the JOA	

Exhibit 2

Terminates PacifiCorp Original Rate Schedule FERC No. 615

Interim Integrated Transmission System Operation &
Maintenance Agreement

Between PacifiCorp and Utah Associated Municipal Power
Systems