

DRAFT

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING AND APPROVING THE PARTICIPANT'S DEVELOPMENT COST SHARE UNDER THE CARBON FREE POWER PROJECT POWER SALES CONTRACT THROUGH THE CLASS 3 COST ESTIMATE FOR THE REMAINING 1ST PHASE OF THE LICENSING PERIOD FOR THE CARBON FREE POWER PROJECT; AND RELATED MATTERS.

WHEREAS, the City of Washington (the "*Participant*") is a member of Utah Associated Municipal Power Systems ("*UAMPS*") pursuant to the provisions of the Utah Associated Municipal Power Systems Amended and Restated Agreement for Joint and Cooperative Action, as amended (the "*Joint Action Agreement*");

WHEREAS, the Participant has previously approved, executed and delivered the Carbon Free Power Sales Contract dated as of April 1, 2018 (the "*Power Sales Contract*") with UAMPS, including an Entitlement Share of 15,381 kW of the capacity of the Project (initially capitalized terms used and not defined herein have the meanings assigned to them in the Power Sales Contract);

WHEREAS, the Project Management Committee believe that the Participants is best served if they adopt a range for Entitlement Share adjustment in light of possible adjustments by other Participants for the Remaining 1st Phase of the Licensing and corresponding adjustments to Development Costs Shares;

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the City of Washington, as follows:

Section 1. Adjustment of Participant Entitlement Share for the Remaining 1st Phase of the Licensing Period through the Class 3 estimate. (a) The Participant hereby authorizes: (1) approving its Entitlement Share in the CFPP at 15,381 kW (no change); or (2) increasing its Entitlement Share to be consistent with a maximum Development Cost Share as set forth in Section 1(b).

(b) The Participant hereby authorizes and approves a Development Cost Share of its *Remaining 1st Phase of the Licensing Period* Development Cost Share through the Class 3

estimate in the CFPP of 11.3% (in an estimated amount of \$1,500,000 of the total UAMPS costs of \$13,240,00 which is subject to the cost sharing received from the U.S. Department of Energy). Furthermore, if required by other Participants' withdrawals from the CFPP or reducing their Entitlement Shares in the CFPP, the Participant authorizes increasing its Entitlement Share and correspondingly increasing to its Development Cost Share to a maximum amount of \$1,725,000 for the budget period *1st Phase of the Licensing Period* Development Cost Share through the delivery of the Class 3 estimate and running of the Economic Competitiveness Test.

(c) Upon its receipt of the written notice from UAMPS of other Participants' adjustment in Entitlement Shares, the Participant, through its Member Representative, shall, in its sole discretion, have the right to adjust its Entitlement Share or Development Cost Share pursuant to (a) and (b) above.

Section 2. Miscellaneous; Effective Date. (a) Notwithstanding the rights provided to the Participant Section 1(a) and (b) of this resolution, this resolution shall be and remain irrevocable until the Participant provides subsequent adjustment to its Entitlement Share pursuant to the Power Sales Contract in accordance with its terms.

(b) All previous acts and resolutions in conflict with this resolution or any part hereof are hereby repealed to the extent of such conflict.

(c) In case any provision in this resolution shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

(d) This resolution shall take effect immediately upon its adoption and approval.

ADOPTED AND APPROVED this ____ day of _____, 2020.

CITY OF WASHINGTON

By
Kenneth Neilson - Mayor

ATTEST:

Danice Bulloch - Secretary

[SEAL]