

## EXHIBIT C

### FORM OF CONTINUATION RESOLUTION

#### RESOLUTION 23-02

A RESOLUTION APPROVING THE CONTINUATION OF THE PARTICIPANT'S ENTITLEMENT SHARE UNDER THE CARBON FREE POWER PROJECT POWER SALES CONTRACT FOR PHASE 1B OF THE LICENSING PERIOD FOR THE CARBON FREE POWER PROJECT; AND RELATED MATTERS.

\*\*\*\*\*

WHEREAS, the entity named below (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, with a current Entitlement Share and a current Development Cost Share shown on Schedule I attached hereto (initially capitalized terms used and not defined herein have the meanings assigned to them in the Power Sales Contract);

WHEREAS, at the direction of the Project Management Committee, UAMPS has delivered a notice dated January 4, 2023 (the "*UAMPS Notice*") to the Participant of (a) the delivery of the Class 3 Project Cost Estimate for the Project and the results of the related run of the economic competitiveness test, (b) the proposed adoption of an amendment to the Budget and Plan of Finance for the Project (the "*Amended BPF*"), and (c) the Participant's right to deliver a Notice of Withdrawal or a Notice of Reduction or to continue with its current Entitlement Share in the Project during the term of the Amended BPF, with any such withdrawal, reduction or continuation to be effective immediately before the Amended BPF takes effect;

WHEREAS, the Amended BPF is expected to be in effect from approximately March 1, 2023 until approximately January 31, 2024 (such period is referred to herein as "*Phase 1B of the Licensing Period*") and pursuant to the Power Sales Contract, the Participant will have the additional right to deliver a Notice of Withdrawal or a Notice of Reduction or to continue with its current Entitlement Share in the Project at the end of Phase 1B of the Licensing Period; and

WHEREAS, the Governing Body has determined that the Participant should continue with its current Entitlement Share during Phase 1B of the Licensing Period;

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

*Section 1. Continuation of Entitlement Share for Phase 1B of the Licensing Period.* (a) The Participant hereby authorizes and approves maintaining and continuing its current Entitlement Share in the Project as shown on Schedule I attached hereto. The Participant acknowledges and agrees that Schedule I shows its correct Entitlement Share and its correct Development Cost Share as of the date hereof.

(b) The Participant acknowledges that its Development Cost Share for Phase 1B of the Licensing Period (as shown on the attached Schedule I) would, by operation of the provisions of the Power Sales Contract, increase if other Participants determine to withdraw from the Project or reduce their Entitlement Shares as provided in the UAMPS Notice. Upon receipt of notice from UAMPS of any such withdrawals or reductions, the Participant's Representative is hereby authorized by and on behalf of the Participant, and is hereby delegated full authority, to give notice to UAMPS of the Participant's election to (i) reduce its current Entitlement Share in such amount as shall be necessary to maintain its current Development Cost Share or (ii) maintain its current Entitlement Share, which will result in an increase in its current Development Cost Share, *provided that* the Participant's current Development Cost Share may not be increased by more than ten percent without the approval of the Governing Body.

*Section 2. Miscellaneous; Effective Date.* (a) All prior resolutions that conflict with the provisions of this resolution respecting the Participant's Entitlement Share or Development Cost Share are, to the extent of such conflict, hereby repealed.

(b) 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.

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

ADOPTED AND APPROVED this 2<sup>nd</sup> day of February 2023.

HYRUM CITY

By \_\_\_\_\_  
Stephanie Miller  
Mayor

ATTEST:

\_\_\_\_\_  
Stephanie Fricke  
City Recorder

[SEAL]

Dated November 1, 2021

**SCHEDULE I**  
**SCHEDULE OF PARTICIPANTS, ENTITLEMENT SHARES**  
**AND DEVELOPMENT COST SHARES**

PARTICIPANT	ENTITLEMENT SHARE (KW)	DEVELOPMENT COST SHARE (%)
Beaver	2,155	1.8600
Blanding	2,500	2.1578
Brigham City	15,250	13.1626
Enterprise	392	0.3383
Ephraim	8,000	6.9049
Fairview	900	0.7768
Fallon	2,000	1.7262
Fillmore	3,019	2.6058
Holden	500	0.4316
Hurricane	20,000	17.2624
Hyrum	10,000	8.6312
Idaho Falls	5,000	4.3156
Kanosh	300	0.2589
Los Alamos	2,155	1.8600
Monroe	1,200	1.0357
Morgan	1,398	1.2066
Mt. Pleasant	3,000	2.5894
Oak City	500	0.4316
Paragonah	200	0.1726
Parowan	3,000	2.5894
Payson	5,000	4.3156
Santa Clara	5,000	4.3156
SESD	3,000	2.5894
Spring City	400	0.3452
Washington	17,990	15.5275
Weber Basin	2,000	1.7262
Wells REC	<u>1,000</u>	<u>0.8631</u>
	<u>115,859</u>	<u>100.0000</u>