

CERTIFICATE OF PARTICIPANT

STATE OF NEW MEXICO)
)
COUNTY OF LOS ALAMOS)

The undersigned hereby certify that they are the County Manager and County Clerk of the Incorporated County of Los Alamos, New Mexico (the “Participant”), a member of Utah Associated Municipal Power Systems (“UAMPS”), and that as such they are authorized to execute this Certificate on behalf of the Participant and hereby certify as follows:

1. This Certificate has been executed pursuant to Section 902(e) of the Carbon Free Power Project Power Sales Contract, dated as of April 1, 2018 (the “Power Sales Contract”), between the Participant and UAMPS, in connection with the execution and delivery of the Power Sales Contract. Capitalized terms used and not otherwise defined herein have the meanings assigned to them in the Power Sales Contract.

2. The Participant is a political subdivision duly created and validly existing under the laws of the State of New Mexico, and is governed by a County Council (the “Governing Body”) composed of seven (7) members.

3. Attached hereto as *Exhibit A* is a true, complete and correct copy of a resolution authorizing the execution and delivery of the Power Sales Contract and related matters (the “Contract Resolution”). The Contract Resolution was duly adopted by a majority of the Governing Body present and voting at a [regular/special] public meeting of the Governing Body held on _____, 2018, at which a quorum was present and acted throughout, all in accordance with law and applicable procedural rules of the Governing Body. The Contract Resolution is in full force and effect and has not been amended, modified, repealed or supplemented.

4. The names of the County Manager and the County Clerk authorized to execute and deliver the Power Sales Contract on behalf of the Participant are as follows:

NAME	OFFICE
Harry Burgess	County Manager
Naomi D. Maestes	County Clerk

5. The _____, 2018, meeting of the Governing Body in connection with the authorization of the Power Sales Contract was open to the public at all times and was duly called, noticed and held in conformity with applicable laws of the State and procedural rules of the Governing Body.

6. (a) No petition was filed with the Participant or any of its officers seeking to refer the Contract Resolution to the electors of the Participant in accordance with the provisions of state law; and (b) no litigation has been instituted, is pending or has been threatened to require a referendum election on the Contract Resolution.

7. The Participant owns and operates an electric utility system (the “System”) that distributes and furnishes electric energy to consumers located within the established service area of the System.

8. The Participant has previously executed the Utah Associated Municipal Power Systems Amended and Restated Agreement for Joint and Cooperative Action dated as of March 20, 2009 and all amendments thereof and supplements thereto (the “Joint Action Agreement”) and that certain Power Pooling Agreement (the “Pooling Agreement”) between the Participant and UAMPS relating to the power pool administered by UAMPS. The Joint Action Agreement and the Pooling Agreement are each in full force and effect and constitute the legal, valid and binding agreements of the Participant.

9. Timothy Glasco has been duly appointed by the Governing Body as the Participant’s representative to UAMPS.

10. The representations and warranties of the Participant in Section 901(a) of the Power Sales Contract are true and correct on and as of the date of this certificate.

11. The Participant will use all of the electric energy from its Entitlement Share in a Qualified Use (as defined in the Power Sales Contract).

12. The information provided by the Participant to UAMPS pursuant to Section 902(b) and (c) of the Power Sales Contract and attached as EXHIBIT II thereto with respect to the Participant and the System is true, correct and complete. The Participant has duly authorized UAMPS to use such information in connection with the preparation of an official statement of UAMPS with respect to the bonds to be issued to provide financing for the costs of acquisition and construction of the Project and to provide such information to interested parties.

Dated: _____, 2018.

INCORPORATED COUNTY OF LOS ALAMOS, NEW
MEXICO

By _____
County Manager

By _____
County Clerk

[Seal]

EXHIBIT A

[Attach Executed Contract Resolution]