



GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

August 23, 2017

Gerald Hascall, Plant Manager
Sunnyside Cogeneration Associates
One Power Plant Road
P.O. Box 159
Sunnyside, Utah 84539

Subject: Conditional Approval of Ownership Update, Sunnyside Cogeneration Associates, Star Point Refuse, C/007/0042, Task #5497

Dear Mr. Hascall:

The above-referenced amendment is approved conditioned upon:

1. Receipt of 2 clean copies prepared for incorporation.
2. Signed documents to update the Reclamation Agreement.

Please submit these copies and documents by September 29, 2017. Once we receive these copies, final approval will be granted.

A stamped incorporated copy of the approved plans will also be returned to you at that time, for insertion into your copy of the Mining and Reclamation Plan.

If you have any questions, please call me at (801) 538-5325.

Sincerely,

Daron R. Haddock
Coal Program Manager

DRH/sqs
cc: bburnett@kmclaw.com
Attachment
O:\007042.SWF\WG5497 OWNERSHIP\CONDITIONALAPPROVAL.DOC



EXHIBIT “D”

**Stipulation to Revise
Reclamation Agreement
(Federal)**

Permit Number: C/007/0042
Effective Date: _____
Bond Number: 15152700

COAL
STIPULATION TO REVISE RECLAMATION AGREEMENT

--ooOOoo--

This **STIPULATION TO REVISE RECLAMATION AGREEMENT** entered into by and between the **PERMITTEE** and **DIVISION** incorporates the following revisions or changes to the **RECLAMATION AGREEMENT**: (Identify and Describe Revisions below)

Attached, as Exhibit "E", are the revised Officers and Agents of Star Point Waste Fuel Refuse. Exhibit "E" shall be incorporated as part of the original Reclamation Agreement subject to clearance through the Applicant Violator System (AVS).

Also, to be attached to and form part of Bond No. 15152700 is a Pledge and Escrow Agreement Rider changing Sunnyside Cogeneration Associates, a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation, and Sunnyside II, L.P., A Delaware Limited Partnership, to a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation and Colmac Utah, Inc., A Delaware Corporation. The Rider includes an addendum to include the Office of Surface Mining as a first lien security interest.

In accordance with this **STIPULATION TO REVISE RECLAMATION AGREEMENT**, the following Exhibits have been replaced by the **PERMITTEE** and are approved by the **DIVISION**.

- _____ Replace the Reclamation agreement in its entirety.
- _____ Replace Exhibit "A"- bonded area.
- X Replace Exhibit "B"- bonding agreement
(Add Rider changing Principals to Sunnyside Holdings I, Inc. and Colmac Utah, Inc. and include OSM as a first lien security interest.)
- _____ Replace Exhibit "C"- liability insurance
- X Add Exhibit "E" Revised Officers and Agents

The bonding amount is revised from \$ _____ to \$ _____.

The bonding type is changed from _____ to _____.

The surface disturbance is revised from _____ acre to _____ acres.

The expiration date is revised from _____ to _____.

The liability insurance carrier is changed from _____ to _____.

The amount of insurance coverage for bodily injury and property damage is changed
from
\$ _____ to \$ _____.

IN WITNESS WHEREOF, _____ the **PERMITTEE** has hereunto set
its signature and seal this _____ day of _____, 20__.

PERMITTEE

SUNNYSIDE COGENERATION
ASSOCIATES, a Utah joint venture, composed of:

SUNNYSIDE HOLDINGS I, INC., a Delaware
corporation, a joint venture partner

By: _____
Name: _____
Title: _____
Date: _____

COLMAC UTAH INC., a Delaware corporation, a
joint venture partner

By: _____
Name: _____
Title: _____
Date: _____

ACCEPTED BY THE STATE OF UTAH this ___ day of _____, 20__.

Director, Division of Oil, Gas and Mining

NOTE: An **Affidavit of Qualification** must be completed and attached to this form for each authorized agent or officer. Where one signs by virtue of Power or Attorney of a company, such Power of Attorney must be filed with this Agreement. If the **PERMITTEE** is a corporation, the Agreement shall be executed by its duly authorized officer.

EXHIBIT “E”

**Revised Officers and Agents
(Federal)**

Exhibit "E"
Revised Officers & Agents
Reclamation Agreement
Federal

Permit Number: C/007/0042

Effective Date: _____

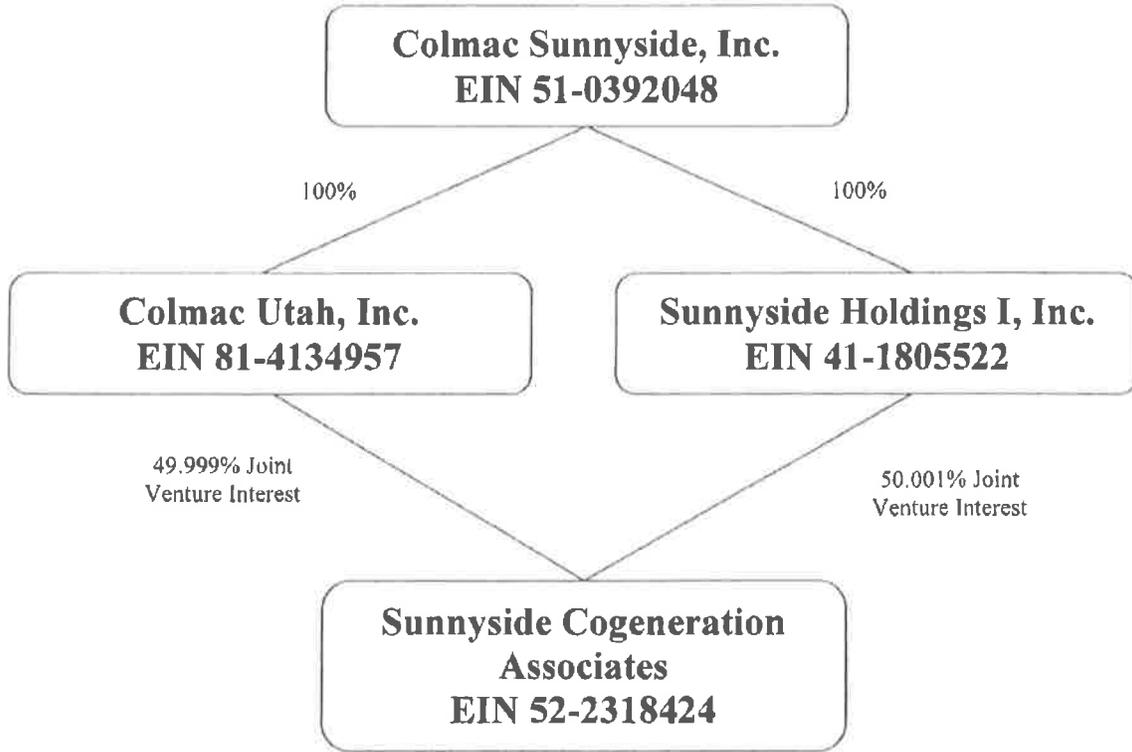
Bond Number: 15152700

Exhibit "E"
REVISED OFFICERS AND AGENTS
--ooOOoo--

Exhibit 112.300

**SCA Corporate Organization Chart
and
Corporate Officers and Directors**

Sunnyside Cogeneration Associates
Figure 1-7
Information Regarding "Owners" and "Controllers"
Permit No. C/007/035



Colmac Sunnyside, Inc.:

The following Directors and Officers were appointed to the positions set forth below.

<u>Directors:</u>	Robert S. McLeese	Director	August 23, 2010
	Chris L. Thompson	Director	August 23, 2010
	William K. Langan	Director	June 29, 2007
<u>Officers:</u>	Robert S. McLeese	Chairman	January 18, 2011
		Chief Executive Officer	January 18, 2011
		Chief Financial Officer	August 23, 2010
	Chris L. Thompson	President	July 15, 2009
	Joseph C. Lane	Secretary	July 13, 2011
	William K. Langan	Assistant Secretary	June 28, 2007
	Robert S. McLeese	Treasurer	August 25, 2014

The address for the officers and directors is 1105 North Market Street, Suite 650, Wilmington, DE 19801.

Sunnyside Holdings I, Inc.:

The following Directors and Officers were appointed to the positions set forth below.

<u>Directors:</u>	Robert S. McLeese	Director	January 18, 2011
	Chris L. Thompson	Director	July 15, 2009
<u>Officers:</u>	Robert S. McLeese	Chairman Chief Executive Officer Chief Financial Officer	January 18, 2011
	Chris L. Thompson	President	July 15, 2009
	Joseph C. Lane	Vice President Secretary	August 25, 2014 July 14, 2011
	Robert S. McLeese	Treasurer	August 25, 2014

The address for the officers and directors is 1105 North Market Street, Suite 650, Wilmington, DE 19801.

Colmac Utah, Inc.:

The following Directors and Officers were appointed to the positions set forth below.

<u>Directors:</u>	Robert S. McLeese	Director	October 3, 2016
	Chris L. Thompson	Director	October 3, 2016
<u>Officers:</u>	Chris L. Thompson	President Secretary	October 3, 2016 October 3, 2016
	Robert S. McLeese	Chairman Treasurer	October 3, 2016 October 3, 2016

The address for the officers and directors is 1105 North Market Street, Suite 650, Wilmington, DE 19801.

Sunnyside Cogeneration Associates:

Sunnyside Cogeneration Associates ("SCA") is a joint venture comprised of Sunnyside Holdings I, Inc. and Colmac Utah, Inc. and has no corporate information of its own.

SCA's address is One Power Plant Road, P.O. Box 139, Sunnyside, UT 84539
Telephone Number: 435-888-4476.

SCA's Registered Agent is Brian W. Burnett, Esq., Kirton McConkie,
50 East South Temple, Suite 400, Salt Lake City, UT 84111, Telephone Number: 801-239-3185.

RIDER

PLEDGE AND ESCROW AGREEMENT

This rider is intended to modify the Pledge and Escrow Agreement (“Agreement”), dated October 9, 2003 made and entered into by and among Wells Fargo Bank Northwest, National Association, as escrow agent (the “Escrow Agent”), Sunnyside Cogeneration Associates, a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation, and Sunnyside II, L.P., A Delaware Limited Partnership, (“SCA”), and the State of Utah, Division of Oil, Gas & Mining (“DOGM”) regarding permit no. C/007/0042.

It is mutually understood and agreed by the Escrow Agent, SCA and DOGM that Sunnyside Cogeneration Associates, a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation, and Sunnyside II, L.P., A Delaware Limited Partnership be modified to Sunnyside Cogeneration Associates, a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation, and Colmac Utah, Inc., A Delaware Corporation.

AND

1. Grant of Security Interest. As security for SCA’s obligation to reclaim the waste coal pile associated with its project in Sunnyside, Utah, pursuant to its Permit No. C/007/0042, SCA hereby pledges, grants, assigns transfers and sets over to DOGM, and the Office of Surface Mining (OSM), and there is hereby created in favor of DOGM and OSM, a first lien security interest in and to all of SCA’s right, title and interest in and to the Escrowed Funds and the proceeds thereof as provided herein. DOGM’s and OSM’s first lien security interest shall apply to the Escrowed Funds and any investment earnings thereon to the extent provided in and subject to this Agreement.

All other items and conditions of said bond except as herein expressly modified shall remain unchanged.

This rider shall be effective as of the _____ of _____, 20____

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, now known
As Wells Fargo Bank, N.A. as Escrow
Agent

By: _____
Name: _____
Title: _____
Date: _____

UTAH DIVISION OF OIL, GAS &
MINING, a Division of the Department of
Natural Resources

By: _____
Name: _____
Title: _____
Date: _____

SUNNYSIDE COGENERATION ASSOCIATES, a
Utah joint venture, composed of:

By: SUNNYSIDE HOLDINGS I, INC., a
Delaware corporation, a joint venture
partner

By: _____
Name: _____
Title: _____
Date: _____

By: COLMAC UTAH INC., a Delaware
corporation, a joint venture partner

By: _____
Name: _____
Title: _____
Date: _____