

EXHIBIT D

Form of Easement from Hydro Holdings to Rocky Mountain Power

When recorded return to:

Rocky Mountain Power
Attn: L. Louder / B. Bridge
1407 W North Temple, Room 110
Salt Lake City, UT 84116

Project Name: Cottonwood Hydro

RIGHT OF WAY EASEMENT

For value received, Hydro Holdings, LLC, a Nevada limited liability company ("Grantor"), hereby grants to Rocky Mountain Power, an unincorporated division of PacifiCorp, an Oregon corporation, its successors and assigns ("Grantee"), an easement for a right of way for the construction, reconstruction, operation, maintenance, repair, replacement, enlargement, and removal of electric power transmission, distribution and communication lines and all necessary or desirable accessories and appurtenances thereto, including without limitation: supporting towers, poles, props, guys and anchors, including guys and anchors outside of the right of way; wires, fibers, cables and other conductors and conduits therefor; and pads, transformers, switches, vaults and cabinets, on, over, or under the surface of the real property of Grantor in Salt Lake County, State of Utah more particularly described as follows and as shown on Exhibit 1 attached hereto and by this reference made a part hereof:

Legal Description:

Beginning at an existing primary metering pole (FP11403002.0077303) near the Main Power Plant, said pole being North 88°44' East 246.0 feet; thence South 89° East 202.2 feet; thence South 80°47' East 295.7 feet; thence North 72°01' East 610.5 feet; thence South 88°50' East 708.6 feet; thence South 88°34' East 375.7 feet; thence South 87°08' East 640.0 feet; thence North 71°19' East 75.0 feet more or less, to the south line of State Highway 210.

Together with the right of access to the right of way from adjacent lands of Grantor for all activities in connection with the purposes for which this easement has been granted; and together with the present and (without payment therefor) the future right to keep the right of way and adjacent lands clear of all brush, trees, timber, structures, buildings and other hazards which might endanger Grantee's facilities or impede Grantee's activities.

At no time shall Grantor place, use or permit any equipment or material of any kind that exceeds twelve (12) feet in height, light any fires, place or store any flammable materials (other than agricultural crops), on or within the boundaries of the right of way. Subject to the foregoing limitations, the surface of the right of way may be used for agricultural crops and other purposes

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RASHELLE HOBBES
RECORDER, SALT LAKE COUNTY, UTAH

ROCKY MOUNTAIN POWER
1407 W NORTH TEMPLE
ROOM 110
SALT LAKE CITY UTAH 84116
BY: JLA, DEPUTY - 01 4 P.

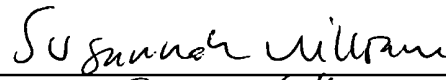
not inconsistent, as determined by Grantee, with the purposes for which this easement has been granted.


The rights and obligations of the parties hereto shall be binding upon and shall benefit their respective heirs, successors and assigns.

To the fullest extent permitted by law, each of the parties hereto waives any right it may have to a trial by jury in respect of litigation directly or indirectly arising out of, under or in connection with this agreement. **Each party further waives any right to consolidate any action in which a jury trial has been waived with any other action in which a jury trial cannot be or has not been waived.**

DATED this 9 day of September, 2020.

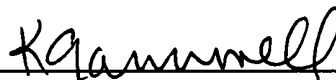
HYDRO HOLDINGS, LLC, a Nevada limited liability company

By: 
Print Name: Suzanne Williams
Title: Manager

By: 
Print Name: JAMES WILLIAMS
Title: Manager

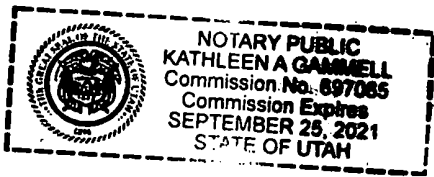
STATE OF UTAH)
 : ss.
COUNTY OF Salt Lake)

On the 9 day of Sept., 2020, personally appeared before me Kathleen A Gammell, who being by me duly sworn did say that s/he is the Manager of Hydro Holdings, LLC, a Nevada limited liability company, and that the within and foregoing instrument was signed in behalf of said entity by authority duly granted, and he/she duly acknowledged to me that said entity executed the same.


Notary Public

STATE OF UTAH)
 : ss.
COUNTY OF Salt Lake)

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K Gammell

Notary Public

EXHIBIT 1 TO RIGHT OF WAY EASEMENT

Map/Depiction of Easement Area

