RESOLUTION 2025-004

RESOLUTION OF THE NEW MEXICO RENEWABLE ENERGY TRANSMISSION AUTHORITY RATIFYING THE SIGNING OF STATE OF NEW MEXICO COMMISSION OF PUBLIC LANDS GRANT OF RIGHT-OF-WAY BY THE EXECUTIVE DIRECTOR; RATIFYING PRIOR ACTIONS CONSISTENT WITH THIS RESOLUTION AND REPEALING PRIOR INCONSISTENT ACTION; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION AND RELATED MATTERS.

Capitalized terms used in the following recitals have the meaning defined in the following recitals and have such meaning when used in this Resolution unless the context requires otherwise.

WHEREAS, New Mexico Renewable Energy Transmission Authority, a public body of the State of New Mexico, politic and corporate, separate and apart from the state, constituting a governmental instrumentality for the performance of essential public functions ("RETA"), and El Rio Sol Transmission, a Delaware limited liability company ("El Rio Sol"), are developing an alternating current transmission line known as the RioSol Transmission Project intended to traverse the State of New Mexico, through Torrance, Socorro, Valencia, Sierra, Grant, Luna, and Hidalgo counties (the "Project");

WHEREAS, in connection with the Project RETA will acquire various easements, rights-of-way and other interests in real estate, including, but not limited to, State of New Mexico Commissioner of Public Lands Grant of Right of Way Easement No. R-41715 applicable to real estate located in Torrance, Socorro, Sierra, Grant Luna and Hidalgo Counties, New Mexico ("SLO ROW No. R-41715");

WHEREAS, the Executive Director of RETA signed SLO ROW No. R-41715 on behalf of RETA and it was subsequently determined that SLO ROW No. R-41715 falls outside of the signature authority of the Executive Director of RETA;

WHEREAS, the Board of Directors of RETA (the "Governing Board") by this Resolution will authorize the Executive Director of RETA to sign SLO ROW No. R-41715.

NOW, THEREFORE, BE IT RESOLVED, by the Governing Board, as follows:

Section 1. Ratification. All actions heretofore taken, not inconsistent with the provisions of this Resolution, by RETA, its Governing Board, officers, employees and agents, related to the Project are hereby ratified, approved and confirmed.

Section 2. Approval of SLO ROW No. R-41715; Authorization and Execution of Documents. The execution and delivery of SLO ROW No. R-41715 by Lynn E. Mostoller, the Executive Director of RETA, and the consummation of the transactions and the performance of RETA's obligations contemplated thereunder are hereby authorized and approved.

Section 3. Severability Clause. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or

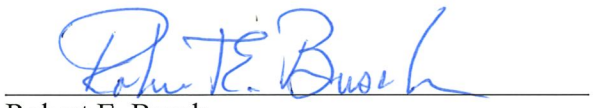
unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 4. No Recourse and Liability. All covenants, stipulations, obligations and agreements of RETA contained in this Resolution, and in the documents hereby authorized, shall be deemed to be the covenants, stipulations, obligations and agreements of RETA, and all such covenants, stipulations, obligations and agreements shall be binding upon RETA, and, except as otherwise provided in this Resolution and such documents, all rights, powers and privileges conferred, and duties and liabilities imposed, upon RETA by the provisions of this Resolution, and in the documents hereby approved, shall be exercised or performed by RETA; provided that no covenant, stipulation, obligation or agreement herein contained or contained in any document hereby approved and authorized for execution shall be deemed to be a covenant, stipulation, obligation or agreement of any officer, director, member, agent or employee of RETA in his or her individual capacity, and neither the members of RETA nor any officials executing the Documents shall be liable personally under the Documents.

Section 5. Inconsistent Prior Resolution; Effective Date. All orders, resolutions, or proceedings in conflict with provisions of this Resolution shall be, and the same hereby are, repealed, rescinded, and set aside, but only to the extent of such conflict. This Resolution shall become effective immediately upon the adoption hereof.

Section 6. Section Headings. The headings or titles to the several sections hereof shall be solely for the convenience of reference and shall not affect the meaning or construction, interpretation or effect of this Resolution.

The foregoing Resolution of the Governing Board of RETA was adopted and approved by RETA on June 4, 2025.



Robert E. Busch
Chairman