

**RESOLUTION NO. 10-15-2025-**

**A RESOLUTION AUTHORIZING THE FREMONT SOLAR PPA PROJECT TRANSACTION SCHEDULE UNDER THE MASTER FIRM POWER SUPPLY AGREEMENT WITH UTAH ASSOCIATED MUNICIPAL POWER SYSTEMS; AND RELATED MATTERS.**

WHEREAS, Payson City (the “*Member*”) owns and operates a utility system for the provision of electric energy to its residents and others (the “*System*”) and 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 dated as of March 20, 2009, as amended (the “*Joint Action Agreement*”);

WHEREAS, the Member desires to purchase all or a portion of its requirements for electric power and energy from or through UAMPS and has entered into a Power Pooling Agreement with UAMPS to provide for the efficient and economic utilization of its power supply resources;

WHEREAS, the Member has previously entered into the Master Firm Power Supply Agreement with UAMPS in order to allow for UAMPS entering into various firm transactions for the purchase and sale of firm supplies of electric power and energy;

WHEREAS, UAMPS has investigated the Fremont Solar PPA Project, a 99 megawatt (MW) solar photovoltaic generation facility and a 49.5 MW battery storage system located in Iron County, Utah, on behalf of its members and is now prepared to enter into a 25 year power purchase agreement with Fremont Solar, LLC to secure the delivery of all the energy from the Project and associated environmental attributes; and

WHEREAS, the Member now desires to authorize and approve the Fremont Solar Transaction Schedule (“*Transaction Schedule*”) attached hereto as Exhibit A for the Project subject to the parameters set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the City Council of Payson City as follows:

*Section 1. Authorization of Fremont Solar Transaction Schedule.* The Transaction Schedule, in substantially the form presented at the meeting at which this resolution is adopted, is hereby authorized and approved, and the Member Representative is hereby authorized, empowered, and directed to execute and deliver the Transaction Schedule on behalf of the Member. If additional subscription becomes available, Member Representative may approve an adjustment to the Member's kW subscription up to 3,500 kW total subscription, in which case a revised Transaction Schedule reflecting the increase will be prepared for signature. Promptly upon its execution, the Transaction Schedule shall be filed in the official records of the Member.

*Section 2. Other Actions.* The Chairman, Secretary, Member Representative and other officers and employees of the Member shall take all actions necessary or reasonably required to carry out, give effect to, and consummate the transactions contemplated hereby and shall take all actions necessary to carry out the execution and delivery of the Transaction Schedule and the performance thereof.

*Section 3. Miscellaneous; Effective Date.*

(a) All previous acts and resolutions in conflict with this resolution or any part hereof are hereby repealed to the extent of such conflict.

(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 15th day of October, 2025

PAYSON CITY

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William R. Wright, Mayor

ATTEST AND COUNTERSIGN:

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Kim E. Holindrake, City Recorder

[SEAL]

**EXHIBIT A**  
**FREMONT SOLAR PROJECT TRANSACTION SCHEDULE**