

RESOLUTION NO. _____

A RESOLUTION AUTHORIZING AND APPROVING THE AMENDED AND
RESTATED POWER POOLING AGREEMENT WITH THE UTAH
ASSOCIATED MUNICIPAL POWER SYSTEMS FOR THE POOL PROJECT;
AUTHORIZING EXECUTION AND DELIVERY THEREOF; AND RELATED
MATTERS.

***** ***** *****

WHEREAS, Payson City (the “*Member*”) 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, as amended (the “*Joint Action Agreement*”);

WHEREAS, one of the purposes of UAMPS under the Joint Action Agreement is assisting its members in providing reliable, competitive, supplies of electric power and energy and related services through joint and cooperative action;

WHEREAS, UAMPS has developed and administers a power pooling project, known as the “Pool Project,” pursuant to which UAMPS procures, schedules, dispatches, and sells electric power and electric energy, including participation in organized wholesale electric markets for the collective benefit of participating members;

WHEREAS, the Member is currently a party to a prior power pooling agreement with UAMPS governing its participation in the Pool Project;

WHEREAS, UAMPS has presented to the Member an Amended and Restated Power Pooling Agreement (the “*Amended Pooling Agreement*”), which amends and restates the Prior Pooling Agreement in its entirety and updates the terms and conditions governing participation in the Pool Project, including provisions relating to market participation, allocation of costs and revenues, governance through a project management committee, payment obligations, and related matters;

WHEREAS, the governing board of the Member (“*Governing Body*”) has reviewed, or caused to be reviewed on its behalf, the Amended Pooling Agreement and related materials provided by UAMPS, has had the opportunity to ask questions and receive additional information, and has determined that entering into the Amended Pooling Agreement is in the best interests of the Member and the efficient, reliable, and economical operation of its electric system; and

WHEREAS, the Member now desires to authorize and approve the Amended Pooling Agreement and its execution and delivery by the Member;

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

Section 1. Approval of the Amended Pooling Agreement. The Amended and Restated Power Pooling Agreement, in substantially the form presented to the Governing Body and attached hereto as EXHIBIT A, is hereby authorized and approved. The Mayor is hereby authorized, empowered, and directed to execute and deliver the Amended Pooling Agreement on behalf of the Member, and the City Recorder is hereby authorized to attest and countersign such execution and affix the corporate seal of the Member, with such changes therein as shall be approved by the Mayor, such approval to be conclusively evidenced by execution thereof.

Section 2. Participant's Representative. (a) The appointment of Shawn Black as the Participant's Representative to UAMPS is hereby confirmed.

(b) Such Representative (or, in his or her absence, such alternate(s)) is hereby delegated full authority to (i) approve any appendix to the Amended Pooling Agreement between UAMPS and the Participant that may be necessary or desirable in connection with the Amended Pooling Agreement, and (ii) act on all matters that may come before the Project Management Committee established by the Amended Pooling Agreement, and shall be responsible for reporting regularly to the Governing Body regarding the activities of the Project Management Committee

Section 3. Further Authority. The Mayor, City Recorder and other appropriate officers and employees of the Member are hereby authorized and directed to execute and deliver such certificates and additional undertakings of the Member as shall be necessary in connection with financing related to the Amended Pooling Agreement. Legal counsel for the Member is hereby authorized to provide an approving opinion with respect to the authorization, execution and enforceability of the Amended Pooling Agreement.

Section 4. Miscellaneous; Effective Date. (a) This resolution shall be and remain irrevocable until the expiration or termination of the Amended Pooling Agreement in accordance with its terms.

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

(c) 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.

(d) This resolution shall take effect immediately upon its adoption and approval.

ADOPTED AND APPROVED this ____ day of _____, 2026.

PAYSON CITY

By _____
Mayor

ATTEST:

City Recorder

[SEAL]

EXHIBIT A

[AMENDED POOLING AGREEMENT]