*Section 2. Miscellaneous; Effective Date,* (a) Notwithstanding the rights provided to the City in Section 1 (a) and (b) of this resolution, this resolution shall be and remain irrepealable until the City provides subsequent adjustment to its Entitlement Share pursuant to the Power Sales Contract in accordance with its terms.

1. All previous acts and resolutions in conflict with this resolution or any part hereof are hereby repealed to the extent of such conflict.
2. 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.

This Resolution shall take effect immediately upon its passage by the Payson City Council adopted in a public meeting.

Passed by the Payson City Council this 21st day of October, 2020.

William R. Wright, Mayor

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Attest:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Kim E. Holindrake, City Recorder

**RESOLUTION NO. 10-21-2020**

**A RESOLUTION AUTHORIZING AND APPROVING AN INCREASE OR DECREASE IN THE CITY’S DEVELOPMENT COST SHARE UNDER THE CARBON FREE POWER PROJECT POWER SALES CONTRACT FOR THE REMAINING 1st PHASE OF THE LICENSING PERIOD FOR THE CARBON FREE POWER PROJECT; AND RELATED MATTERS.**

**WHEREAS**, Payson City (the “City”) 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**, the City has previously approved, executed and delivered the Carbon Free Power Sales Contract dated as of April 1, 2018 (the *“Power Sales Contract”)* with UAMPS, including what is now an Entitlement Share of 6,991 kW of the capacity of the Project (initially capitalized terms used and not defined herein have the meanings assigned to them in the Power Sales Contract);

**WHEREAS**, the Project Management Committee believes that Participants are best served if they adopt a range for Entitlement Share adjustment in light of possible adjustments by other Participants for the Remaining 1st Phase of the Licensing and corresponding adjustments to Development Costs Shares;

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

*Section 1. Adjustment of the Participant Entitlement Share for the Remaining 1st Phase of the Licensing Period,* (a) The City hereby authorizes and approves decreasing its Entitlement Share in the CFPP by [0 (if Participant wishes to stay the same)] and

to kW of capacity.

1. The City hereby authorizes and approves increasing its Development Cost

Share in the CFPP by and up to %.

1. Upon its receipt of the written notice from UAMPS of other Participants adjustment in Entitlement Share, the City shall, in its sole discretion, have the right to adjust its Entitlement Share or Development Cost Share as stated in (a) and/or (b) above.