

A RESOLUTION AMENDING RESOLUTION NO. 46-2016 AUTHORIZING THE MAYOR TO DESIGNATE THE AUTHORIZED REPRESENTATIVE AND AN AUTHORIZED ALTERNATE REPRESENTATIVE TO SERVE AS THE VILLAGE OF BREWSTER, OHIO'S REPRESENTATIVE ON VARIOUS COMMITTEES OF THE BOARD OF TRUSTEES OF AMERICAN MUNICIPAL POWER AND TO DECLARE EXPRESS AUTHORITIES, AND DECLARING AN EMERGENCY

WHEREAS, the Village of Brewster, Ohio (hereinafter "Municipality") passed a resolution designated Resolution No. 46-2016 on November 7, 2016 authorizing The Mayor to designate an authorized representative and alternate representative to serve as the Village of Brewster Ohio's Representative on various committees of the Board of Trustees of American Municipal Power.

WHEREAS, the Village of Brewster desires to amend the Resolution to provide the representative and alternate representative express authority to execute documents including tax certificates in connection with the Village of Brewster Ohio's participation in various projects and agreements undertaken by AMP and its participants.

WHEREAS, the Village of Brewster, Ohio (hereinafter "Municipality") is a member of American Municipal Power, Inc. ("AMP," formerly known as American Municipal Power-Ohio, Inc.), a non-profit corporation engaged in generating, transmitting, purchasing, and selling wholesale electricity for its member municipal electric systems, including the Municipality, and providing various related services; and WHEREAS, the Municipality and AMP entered into a Master Services Agreement AMP Contract No. C-11-2005-4418 approved by Ordinance 28-2005 dated June 20, 2005 and, under that authority entered into one or more schedules thereunder; and

WHEREAS, Municipality participates in one or more AMP projects and/or joint ventures (each a "JV") of AMP's members managed by AMP, including AFEC, AMPGS, AMP CT, AMP Hydro Phase I, JV1, JV2, JV5, MESA, and Robert H. Gorsuch Projects under each of which a Municipality representative must be designated; and

WHEREAS, Municipality may attend and take part in committees of the AMP Board of Trustees; and WHEREAS, the JVs and AMP projects are governed by participants in those respective JVs and projects; and

WHEREAS, the Municipality now desires to designate its authorized representatives to AMP for all such purposes and to provide for such appointments in the future and to declare express authorities.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE VILLAGE OF BREWSTER:

SECTION 1: That the Mayor is hereby authorized to designate in writing from time to time the representative or representatives of the Municipality to act on behalf of the Municipality in the discharge of its duties for all purposes to AMP, and that the Mayor is authorized to designate an alternate to such representative(s) to serve in his or her stead during such period as such representative may be unable to represent the Municipality.

SECTION 2: That the representatives of the Municipality so designated be, and hereby are, authorized and empowered, acting for, in the name of and on behalf of the Municipality, and as the Municipality's agent, to exercise all the functions, powers, rights and privileges, including the execution of documents including tax certificates on behalf of the Municipality, and to fulfill the obligations, as the Municipality's representative for all purposes before AMP or any JV, in either case including, without limitation, to attend and take part in committees of the AMP Board of Trustees, project committees or project, AMP or JV membership meetings, to vote on and otherwise act with respect to all matters that may properly come before any committee of the Board or any project committee or project, AMP or membership meeting, and to do or cause to be done all acts, and to take all steps as may in each case be, in the opinion of such representative, necessary or desirable in order to represent the Municipality and exercise its functions, powers, rights and privileges, and to fulfill its obligations, as a Municipality representative.

SECTION 3: That any inconsistent appointments or provisions for such appointments for Municipality representatives to AMP in prior ordinances or resolutions are hereby superseded by the provisions of this Resolution.

SECTION 4: That it is found and determined that all formal actions of the Council of the Village of Brewster, Ohio, relating to the adoption of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees or commissions that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements.

SECTION 5: That this Resolution shall be declared an emergency necessary to provide for the health and welfare of the Village of Brewster, and in order to meet necessary deadlines in carrying out the obligations of the Village of Brewster, Ohio relating to its participation in AMP, and shall take effect and be in force from and after the earliest period allowed by law.

Mayor Michael E. Schwab

ATTEST:

Village Clerk-Treasurer K. Kris King

CERTIFICATE

I, K. Kris King, hereby certify that the above is a true copy of an ordinance passed at a regular meeting of the Brewster Village Council held on February 4, 2019

Clerk K. Kris King

I, K. Kris King, Clerk of the Council of the Village of Brewster, State of Ohio, do hereby certify that there is no newspaper printed in said municipality and that publication of the foregoing ordinance was duly made by posting true copies thereof at five of the most public places in said corporation as determined by Council as follows: Office of Brewster Utilities, Belloni's IGA, Brewster Federal Credit Union, Post Office and Brewster Laundromat.

Clerk