

**AN ORDINANCE TO APPROVE THE FORM AND AUTHORIZE THE EXECUTION
OF A POWER SALES CONTRACT WITH AMERICAN MUNICIPAL POWER, INC.
AND TAKING OTHER ACTIONS IN CONNECTION THEREWITH REGARDING
PARTICIPATION IN THE AMP SOLAR PROJECT II;
AND DECLARING AN EMERGENCY.**

WHEREAS, the Village of Brewster, Ohio (the "Municipality") is a political subdivision organized and existing pursuant to the laws of the State of Ohio which owns and operates an electric utility system for the sale of electric capacity and associated energy for the benefit of its citizens and customers;

WHEREAS, in order to satisfy the electric capacity and associated energy requirements of its electric utility system, the Municipality has heretofore purchased, or desires to do so in the future, economical and reliable electric capacity and associated energy from, or arranged by, American Municipal Power, Inc. (hereinafter, "AMP"), an Ohio non-profit corporation, of which the Municipality is a AMP Member;

WHEREAS, the Municipality, acting individually and, along with other municipalities which own and operate electric utility systems, jointly through AMP, endeavors to arrange for the availability of reliable, environmentally responsible, reasonably priced supplies of electric capacity and associated energy for ultimate delivery to or on behalf of its customers;

WHEREAS, it is efficient and economical to act jointly in such regard;

WHEREAS, AMP is an Ohio nonprofit corporation, organized to own and operate facilities, or to provide otherwise for the generation, transmission or distribution of electric power and energy, or any combination thereof, and to furnish technical services on a cooperative, nonprofit basis, for the mutual benefit of its Members, such Members, including the Municipality, being, and to be, political subdivisions of their respective states that operate electric systems in, as of the date of adoption hereof, Delaware, Indiana, Kentucky, Maryland, Michigan, Ohio, Pennsylvania, Virginia, and West Virginia;

WHEREAS, Municipality has determined it requires additional long-term sources of reliable, environmentally sound and reasonably priced electric capacity and energy and has requested that AMP arrange for the same;

WHEREAS, in furtherance of such purpose, Municipality, along with other Members (collectively "Participants") request and AMP agrees to continue Development and provide certain solar interconnection facilities ("Interconnection"), to negotiate, and if favorable to the Members, execute a Solar Power Purchase Agreement, between AMP and a NextEra Energy Resources Project Company ("NextEra"), for the purchase of 80 MWs (AC) or more of solar generated renewable electric energy and other Products as therein defined (the "NextEra PPA") from solar photovoltaic systems to be located at multiple sites and interconnected with a Member electric utility system ("Host Member") of certain AMP Members or DEMEC Member (collectively AMP Solar Project II), including the electric utility system of Municipality;

WHEREAS, the NextEra PPA provides, among other things, significant opportunities for the Participants to receive from AMP reliable, economic, solar generated renewable capacity and energy through a Power Sales Contract with AMP regarding AMP Solar Project II substantially in the form on file with the Clerk (the "Solar PSC");

WHEREAS, AMP has resolved, in accordance with the NextEra PPA, to prepay a portion of AMP's energy purchase obligations under the NextEra PPA and the Municipality requests AMP, on behalf of itself and the other Participants, to finance the prepayment, the Development and Interconnection costs of AMP Solar Project II through the issuance of bonds by AMP (the "Bonds"), in order to offer shares of the capacity and related energy derived from the solar systems at a more economical price to Participants, and to take such other actions which AMP and, in certain cases, the Participants, deem necessary to enable AMP to fulfill its obligations under the Solar PSC to sell and transmit, or otherwise make available, electric capacity and energy to the Participants;

WHEREAS, in order to obtain such sources of electric capacity and energy from AMP Solar Project II, the Municipality is willing to pay AMP under the Solar PSC for its respective rights to such electric capacity

and energy and transmission service at rates that are sufficient, but only sufficient, to enable AMP to (i) recover all costs and expenses incurred with respect to, and arrangements for the development, financing and payment for, the prepayment, including, without limitation, the debt service on the Prepayment Bonds, and other costs and expenses related to AMP Solar Project II, the NextEra PPA and the related service arrangements undertaken by AMP to enable it to fulfill its obligations under the Solar PSC, and (ii) recover any other expenditures or revenues authorized under the Solar PSC;

WHEREAS, Municipality is exploring whether Municipality shall be a Host Member whereby one or more of the Project's solar electric generation systems will be located within the Municipality and interconnected to the Municipality's electric distribution system;

WHEREAS, AMP has provided appropriate information regarding the AMP Solar Project II, as such officers and representatives of the Municipality deem necessary or appropriate, to enable the Municipality to evaluate the benefits and risks of the AMP Solar Project II, to take actions contemplated by the Ordinance hereinafter set forth and to determine that the same are in the public interest;

WHEREAS, the proposed form of the PSC has been reviewed by this body and this body has been advised on the same;

WHEREAS, in order to obtain such sources of electric capacity and energy, the Participants are willing to pay AMP for their respective rights to such electric capacity and energy and transmission service at rates that are sufficient, but only sufficient, to enable AMP to (i) recover all costs and expenses incurred with respect to, and arrangements for the acquisition, financing, and payment for the Project as set forth herein, and related service arrangements undertaken by AMP to enable it to fulfill its obligations hereunder, and (ii) recover any other expenditures or revenues authorized hereunder as more fully set forth in the PSC;

WHEREAS, AMP and certain Members have determined that the AMP Solar Project II is an appropriate and reasonable option for AMP Members and it is necessary and desirable for this body to approve AMP Solar Project II and the form of the PSC; and,

WHEREAS, in order to effectively take the necessary steps to arrange for and have AMP timely deliver the solar generated renewable electric energy and other Products, this Resolution is declared to be an emergency measure.

NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF BREWSTER, OHIO.

SECTION 1. That the PSC, substantially in the form on file with the Clerk, including Appendices thereto is approved, and the Village Administrator or the Village Administrator's designee is hereby authorized to execute and deliver such PSC, with such changes or modifications as the Village Administrator or the Village Administrator's designee may approve as neither inconsistent with this Resolution nor materially detrimental to the Municipality, his execution of the PSC to be conclusive evidence of such approval.

SECTION 2. That the Village Administrator is hereby authorized to acquire on behalf of the Municipality, as a Participant, as defined in the PSC, a Project Share as defined in the PSC, without bid, from AMP of up to 4000 kW and to execute and deliver any and all documents necessary to become a Participant in the AMP Solar Project II pursuant to the conditions set forth herein and in the PSC and to carry out its obligations thereunder as the Village Administrator deems in the best interests of the Municipality.

SECTION 3. That the Village Administrator of this Municipality, as a part of such officer's official duties, is hereby appointed as Municipality's representative for any meetings or determinations of the Participants or the Participants Committee pursuant to the PSC and is authorized and directed, acting for, in the name of and on behalf of this Municipality, to vote Municipality's Project Share with regard to any determinations regarding the AMP Solar Project II as set forth in the PSC.

SECTION 4. That the Village Administrator may appoint, in writing from time to time as necessary, another representative of the Municipality as his or her alternate to carry out the duties set forth in Section 3 hereof.

SECTION 5. That the Village Administrator is hereby authorized and directed to negotiate a site lease for land owned by the Municipality and an interconnection agreement with AMP or NextEra (either of whom has the authority to assign such lease and interconnection agreement) for the Project's solar electric generation systems that will be located within the Municipality and interconnected to the Municipality's electric distribution system or to inform AMP that Municipality shall participate in the AMP Solar Project II as a participant only and not as a Host as soon as such decision has been made but not later than November 1, 2016.

SECTION 6. That it is found and determined that all formal actions of this body concerning and relating to the adoption of this Ordinance were adopted in an open meeting of a quorum of this body, and that all deliberations of this body and of any its committees that resulted in such formal action, were held in meetings open to the public, in compliance with all legal requirements.

SECTION 7. If any section, subsection, paragraph, clause or provision or any part thereof of this Ordinance shall be finally adjudicated by a court of competent jurisdiction to be invalid, the remainder of this Ordinance shall be unaffected by such adjudication and all the remaining provisions of this Ordinance shall remain in full force and effect as though such section, subsection, paragraph, clause or provision or any part thereof so adjudicated to be invalid had not, to the extent of such invalidity, been included herein.

SECTION 8. That this legislation is hereby declared to be an emergency measure necessary for the preservation of the public peace, health, safety and welfare of the citizens of Municipality, the emergency being the deadline for AMP to meet the subscription minimums to proceed with the AMP Solar Project II that is the subject of this Ordinance; it shall go into full force and effect at the earliest period allowed by law.

PASSED UNDER EMERGENCY ON October 17, 2016

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 October 17, 2016

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 K. Kris King