

AN ORDINANCE AUTHORIZING THE APPROVAL OF THE DISCONTINUATION AND DISPOSITION OF CERTAIN DIESEL FACILITIES OF OHIO MUNICIPAL ELECTRIC GENERATION AGENCY NO. 1 (OMEGA JV1), THE SALE OF THE OMEGA JV1 ASSETS BY AMERICAN PUBLIC POWER (AMP), AND DECLARING AN EMERGENCY

WHEREAS, the Village of Brewster is a participant in the Ohio Municipal Electric Generation Agency Joint Venture No. 1 (“OMEGA JV1”) administered by American Public Power (AMP), and;

WHEREAS, Ohio Municipal Electric Generation Agency Joint Venture No. 1 (“OMEGA JV1”) owns, operates, and maintains certain electric generating units and facilities, and;

WHEREAS, AMP Staff has advised the OMEGA JV1 Participants that beneficial operation of those units and facilities is no longer feasible due to licensing, operating conditions, and other causes beyond OMEGA JV1’s control, and;

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

Section 1. OMEGA JV1 is unable to beneficially operate, due to licensing, operating conditions, or other causes beyond its control, the generating units and related facilities described in the attached Exhibit (collectively, the “Assets”).

Section 2. Pursuant to Section 16 of the OMEGA JV1 Agreement, the operation of the Assets shall be discontinued and offered for sale by American Municipal Power, Inc. (“AMP”), as agent for OMEGA JV1.

Section 3. The Assets may be sold to a Participant at an amount not less than \$180,000; provided, however, that if the Assets are sold to a Participant that purchases the Assets on an AS-IS, WHERE-IS basis and assumes all asset retirement obligations for the Assets, the sale price may be reduced by the reasonably estimated amount of asset retirement obligations avoided by the non-purchasing Participants.

Section 4. If no Participant purchase the Assets, they shall be offered for sale to the public. Any sale to a third party must be approved by the Officers of OMEGA JV1.

Section 5. AMP is authorized, as agent for OMEGA JV1, to execute such agreements as may be necessary to effectuate the sale of the Assets, including bills of sale, termination or assignment of the real property lease associated with the Assets, and termination or assignment of any services agreements related to the Assets.

Section 6. The Brewster Village Administrator is hereby authorized on behalf of the Village of Brewster to execute agreements as may be necessary to effectuate the sale of the OMEGA JV1 Assets

SECTION 7: This ordinance is an emergency to facilitate the disposition of the assets in a timely manner, and shall be in full force and effect at the earliest date provided 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 August 7, 2017

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

Brewster, Ohio