

A RESOLUTION AUTHORIZING THE APPROVAL OF THE DISCONTINUATION AND DISPOSITION OF CERTAIN DIESEL FACILITIES OF OHIO MUNICIPAL ELECTRIC GENERATION OMEGA JV5 ASSETS AND THE SALE OF THE OMEGA JV5 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. 5 ("OMEGA JV5") Project, and

WHEREAS, Ohio Municipal Electric Generation Agency Joint Venture No. 5 ("OMEGA JVs") owns, operates and maintains certain electric generating units and facilities, and

WHEREAS, AMP Staff has advised the OMEGA JV5 Participants that beneficial operation of the fifteen (15) diesel reciprocating internal combustion engine (RICE) generating units and related facilities are no longer feasible due to licensing, operating conditions, and other causes beyond OMEGA JV5's control.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF BREWSTER AS AN OMEGA JV5 PARTICIPANT THAT:

SECTION 1: OMEGA JV5 is unable to beneficially operate, due to licensing, operating conditions, or other causes beyond its control, the fifteen (15) diesel RICE generating units and related facilities described in the attached Exhibit (collectively, the "Assets", and each such unit, a "Unit").

SECTION 2: Pursuant to the OMEGA JV5 Agreement, the operation of the Assets shall be discontinued and offered for sale by American Municipal Power, Inc. ("AMP"), as agent for OMEGA JV5.

SECTION 3: The Assets may be sold to a Participant at an amount not less than \$40,000 per Unit on an AS-IS, WHERE-IS basis; provided, however, that if all of the Units at a particular site are sold to a Participant that assumes all asset retirement obligations for such Units, 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 purchases the Assets, they shall be offered for sale to the public on an AS-IS, WHERE-IS basis. Any sale to a third party must be approved by the Officers of OMEGA JV5.

SECTION 5: AMP is authorized, as agent for OMEGA JV5, 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: This Ordinance shall be an emergency measure necessary to provide the sale of the OMEGA JV5 assets in a timely fashion and shall be in full force and effect upon its passage.

PASSED UNDER EMERGENCY on November 6, 2017

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 November 6, 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