

**AN ORDINANCE TO AUTHORIZE THE EXECUTION OF AN EFFICIENCY
SMART SCHEDULE WITH AMERICAN MUNICIPAL POWER, INC.**

WHEREAS, the Village of Brewster, Ohio owns and operates an electric utility system for the sale of electric power and associated energy for the benefit of its citizens and taxpayers; and

WHEREAS, American Municipal Power, Inc. (“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 AMP members (“Members”), such Members, including the Village of Brewster, being, as of the date hereof, political subdivisions that operate, or whose members operate, municipal electric utility systems in Delaware, Indiana, Kentucky, Maryland, Michigan, Ohio, Pennsylvania, Virginia and West Virginia; and

WHEREAS, AMP and the Village of Brewster have entered into a Master Services Agreement, AMP Contract No. C-11-2005-4419, pursuant to which AMP provides certain services to the Village of Brewster as set forth in various schedules to the Master Services Agreement (the “Schedules”); and

WHEREAS, AMP and the Vermont Energy Investment Corporation (“VEIC”) will enter or have entered into an agreement (the “ES Agreement”) for the implementation of an energy efficiency program known as Efficiency Smart (“ES”), and to provide a program of energy efficiency services (“ES Services”) designed to lower the total need for higher cost electric generation facilities or purchased power and thereby reduce the Village of Brewster customers’ bills, to be offered to AMP Members; and

WHEREAS, AMP and the Village of Brewster desire to enter into a Schedule (“ES Schedule”), under the MSA, which provides that AMP will obtain and sell to the Village of Brewster, and the Village of Brewster will agree to take and pay for, a share of the ES Services which AMP will acquire through the ES Agreement.

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

SECTION 1: That the ES Schedule between Municipality and AMP, substantially in the form attached hereto or on file with the Clerk, including Appendices thereto, are approved, and the Village Administrator of the Village is hereby authorized to execute and deliver the ES Schedule, with such changes as the Village Administrator may approve as neither inconsistent with this Ordinance nor materially detrimental to the Municipality, his or her execution of the ES Schedule to be conclusive evidence of such approval.

SECTION 2. That the Village Administrator is hereby authorized to take any action necessary for Municipality to fulfill its obligations under the ES Schedule.

SECTION 3. That it is found and determined that all formal actions of Brewster Village Council concerning and relating to the passage of this Ordinance were taken in conformance with applicable open meetings laws and that all deliberations of Brewster Village Council and of any committees that resulted in those formal actions were in compliance with all legal requirements including any applicable open meetings requirements.

SECTION 4. 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 5. That this Ordinance shall take effect at the earliest date 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 November 18, 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 K. Kris King

To discuss any changes to this draft, please contact AMP Assistant General Counsel, Michael Kyser at 614-540-0984 or mkyser@amppartners.org.