

Passed June 17, 2007

**VILLAGE OF PEMBERVILLE, OHIO
ORDINANCE 1394**

**TO AUTHORIZE THE EXECUTION OF A POWER SCHEDULE WITH AMERICAN
MUNICIPAL POWER-OHIO, INC. (DECLARING AN EMERGENCY)**

AUTHORIZING the Electric Superintendent ("Authorized Representative") of the Village of Pemberville, Ohio ("Municipality") to execute a Power Schedule (the "New Power Schedule"), amending and restating the Power Schedule, dated as of January 1, 2006 (the "Original Power Schedule"), each between American Municipal Power-Ohio, Inc. ("AMO-Ohio") and Municipality, and relating to the purchase by Municipality from AMP-Ohio of power and associated energy available to AMO-Ohio pursuant to a long term purchase by AMP-Ohio from J. Aron & Company ("J. Aron").

WHEREAS, Municipality 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, in order to satisfy the electric power and energy requirements of its electric utility system, Municipality has heretofore purchased economical and reliable power and energy from AMP-Ohio, of which Municipality is a Member, or has heretofore purchased power arranged by AMP-Ohio; and

WHEREAS, Municipality, acting individually and, along with other municipalities which own and operate electric utility systems, jointly through AMP-Ohio, endeavors to arrange for reliable, reasonably priced supplies of electric power and energy for ultimate delivery to its customers; and

WHEREAS, Municipality has executed a Master Services Agreement with AMP-Ohio which sets forth the general terms and conditions for the provision of power supply and other services by AMP-Ohio to Municipality; and

WHEREAS, AMP-Ohio has acquired by contract with J. Aron (the "Original J. Aron Contract") economical long-term power and energy which has been made available for resale to certain AMP-Ohio Members, including Municipality ("Municipalities"), on a long-term basis; and

***Continued at attached pages 2 – 4.