

RESOLUTION 690

PASSED: October 2, 2007

**RESOLUTION APPROVING FORM AND AUTHORIZING
THE EXECUTION OF A POWER SALES CONTRACT WITH
AMERICAN MUNICIPAL POWER-OHIO, INC. AND TAKING
OTHER ACTIONS IN CONNECTION THEREWITH.**

Subtitle: For long-term sources of power, the Village will proceed and authorize AMO-Ohio to finance, construct and operate 100% ownership in the American Municipal Power Generation Station. This facility is for coal-fired, steam and electric generation.

WHEREAS, the Village of Pemberville, Ohio (hereinafter referred to as "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 the Municipality has heretofore purchased, or desires to do so in the future, economical and reliable power and energy from, or arranged by, American Municipal Power-Ohio, Inc., (hereinafter referred to as "AMP-Ohio"), of which Municipality is a Member; and

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

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

WHEREAS, AMP-Ohio is an Ohio non-profit 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, non-profit basis, for the mutual benefit of its Members, such Members, including Municipality, being political subdivisions that operate municipal electric utility systems in Ohio, Michigan, Pennsylvania, Virginia and West Virginia; and

WHEREAS, certain of the Members, including the Municipality ("Participants"), have determined they require additional, very long-term sources of reliable, environmentally sound and reasonably priced base load electric power and energy and have requested that AMP-Ohio arrange for the same, and have supported through the Developmental Agreement with AMP-Ohio approved by Ordinance #1376 and participation in the Hydro Developmental Cost Sharing Agreement, the developmental effort to plan and permit a coal-fired, steam and electric generating facility having a maximum net rated electric generating capacity of approximately one thousand megawatts (1,000 MW), to be known as the American Municipal Power Generating Station (hereinafter referred to as "AMPGS") and now have the right, but not the obligation to execute an Agreement to authorize AMP-Ohio to finance and construct the AMPGS; and

WHEREAS, prior to the adoption of this Resolution, AMP-Ohio has (i) kept the Municipality informed regarding the developmental process and efforts undertaken by AMP-Ohio; (ii) provided the Municipality with a study prepared by R. W. Beck, Inc. that demonstrates that the Participant can beneficially utilize the share of power and energy available from the AMPGS authorized below, as well as a Project Feasibility Report also prepared by R. W. Beck, Inc.; and, (iii) afforded representatives of the Municipality the opportunity to ask such questions, review such data and reports, conduct such inspections and otherwise perform such

investigations with respect to planning and proposed engineering, acquisition, construction and operation of the AMPGS and the terms and conditions of the

Power Sales Contract (hereinafter referred to as "PCS") authorized below as the Municipality deems necessary or appropriate in connection herewith; and

WHEREAS, after consideration of the potential risks and benefits of the AMPGS and the PCS authorized below, the Municipality has determined it is reasonable and in its best interests to proceed as authorized herein and hereby requests and authorizes AMP-Ohio to finance, construct and operate, and own up to a one hundred percent (100%) ownership interest in the AMPGS on behalf of the Municipality and the other Participants in accordance with the PCS authorized below.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF PEMBERVILLE, COUNTY OF WOOD AND STATE OF OHIO:

SECTION 1: That the Power Sales Contract (hereinafter referred to a "PSC") between Municipality and AMP-Ohio, substantially in the form attached hereto as Exhibit 1 [or on file with the Clerk] including Appendices thereto is approved, and the Electric Superintendent of the Municipality is hereby authorized to execute and deliver such Power Sales Contract, with such changes as the Electric Superintendent may approve as neither inconsistent with this Resolution nor materially detrimental to the Municipality, his or her execution of the PSC to be conclusive evidence of such approval.

SECTION 2: That the Electric Superintendent is hereby authorized to acquire, as a Participant, as defined in the PSC, Power Sales Contract Resources (hereinafter referred to as "PSCR Share"), as defined in the PSC, without bid, from AMP-Ohio and to execute and deliver any and all documents necessary to become a Participant in the AMPGS project pursuant to the conditions set forth herein and in the PSC and to carry out its obligation thereunder.

SECTION 3: That it is further acknowledged and understood that because the Participants will finalize the precise PSCR Share to be acquired by each Participant electing to enter into the PSC after all such Participants execute and deliver the PSC, the Electric Superintendent in connection with the execution and delivery of the PSC, is authorized and directed to determine and acquire Municipality's PSCR Share, of up to a nominal amount of 1058 Kilowatts, after consultation with AMP-Ohio and the other Participants regarding the PSCR Share available pursuant to said PSC, such PSCR Share to be set forth in Appendix A of the PSC, such determination as to such PSCR Share being conclusively evidenced by the adoption of Appendix A to the PSC, as authorized therein.

SECTION 4: That the Electric Superintendent 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 PSCR Share with regard to any determinations regarding the AMPGS project as set forth in the PSC.

SECTION 5: That the Electric Superintendent 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 4 hereof.

SECTION 6: That it is found and determined that all formal actions of this Council concerning and relating to the passage of this Resolution were taken in an open meeting of this Council and that all deliberations of this Council and of any committees that resulted in those formal actions were 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 Resolution shall be finally adjudicated by a Court of competent jurisdiction to be invalid, the remainder of this Resolution shall be unaffected by such adjudication and all the remaining provisions of this Resolution shall remain in full force and effect as though such section, subsection, paragraph, clause or provision or any part hereof so adjudicated to be invalid had not, to the extent of such invalidity, been included herein.

SECTION 8: To the extent this Resolution or the PSC are inconsistent with any previously adopted Resolutions, those Resolutions shall be deemed amended to the extent required to be not inconsistent with this Resolution, the PSC or any actions or covenants thereunder.

SECTION 9: This Resolution shall take effect at the earliest date allowed by law.

Passed: October 2, 2007

Mayor James R. Opelt
Mayor

Attest:

Debra L. Cartledge
Village Clerk

MICHAEL J. MARSH
VILLAGE LEGAL COUNSEL