

## **CITY OF OBERLIN, OHIO**

### **ORDINANCE No. 14-44 AC CMS**

**AN ORDINANCE APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF A FIRST AMENDMENT TO THE WMRE LANDFILL ENERGY SCHEDULE WITH AMERICAN MUNICIPAL POWER, INC.**

WHEREAS, the City of Oberlin, Ohio, (“Municipality”) owns and operates an electric utility system for the sale of electric capacity and associated energy for the benefit of its citizens and taxpayers; and

WHEREAS, AMP is an Ohio nonprofit corporation, organized to own and operate facilities, or to provide otherwise, for the generation, transmission or distribution of electric capacity 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 Municipality, being political subdivisions that operate municipal electric utility systems in Ohio, Kentucky, Michigan, Pennsylvania, Virginia and West Virginia; and

WHEREAS, Municipality has previously entered into a Master Services Agreement with AMP, AMP Contract No. C-11-2005-4444, which contemplates that Municipality shall enter into various Schedules for the provision of capacity and associated energy and related services from AMP to Municipality; and

WHEREAS, AMP and WM Renewable Energy, LLC (“WMRE”), entered into agreements under the terms of which AMP purchased and WMRE supplied and sold up to 8.1 MW of capacity and associated energy from Landfill Energy Systems (“Landfill”) from Landfill facilities in Geneva and New Springfield, Ohio for a period of fifteen (15) years; and

WHEREAS, Municipality and AMP entered into the WMRE Landfill Energy Schedule to Municipality’s Master Services Agreement to provide capacity and energy; and

WHEREAS, WMRE Landfill facilities are in-service providing capacity and associated energy that vary from the up to contracted capacity amounts; and

WHEREAS, it is necessary and desirable for Municipal and AMP to amend the WMRE Landfill Energy Schedule to acquire up to 7.5 MW of capacity and associated energy from Landfill; and

WHEREAS, after due consideration, the Municipality has determined it is reasonable and in its best interests to proceed as authorized herein below.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF OBERLIN, COUNTY OF LORAIN, STATE OF OHIO, A MAJORITY OF ALL MEMBERS ELECTED THERETO CONCURRING:

SECTION 1. That the First Amendment to the WMRE Landfill Energy Schedule between Municipality and AMP, substantially in the form attached hereto or on file with the Clerk, including Exhibits thereto, are approved, and the City Manager of Municipality is hereby authorized to execute and deliver the First Amendment to the WMRE Landfill Energy Schedule with such changes as the City Manager may approve as neither inconsistent with this Ordinance nor materially detrimental to the Municipality, his or her execution of the WMRE Landfill Energy Schedule to be conclusive evidence of such approval.

SECTION 2. That the City Manager is hereby authorized to (i) acquire under the WMRE Landfill Energy Schedule, authorized above, a Contract Amount of up to 7,500 kW, (ii) make any determinations and approvals required thereunder, if any, as the City Manager shall deem necessary and advisable.

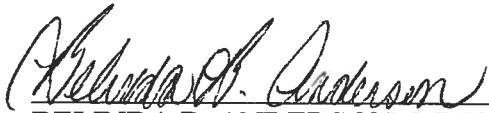
SECTION 3. If any section, subsection, paragraph, clause or provision or any part thereof of this Ordinance shall be finally adjudicated by a court of competent jurisdiction to be invalid, the remainder of this Ordinance shall be unaffected by such adjudication and all the remaining provisions of this 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 4. It is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of the Council and that all deliberations of this Council and of any committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

SECTION 5. That this Ordinance shall take effect at the earliest date allowed by law.

PASSED: 1st Reading: August 18, 2014  
2nd Reading: September 2, 2014  
3rd Reading: \_\_\_\_\_

ATTEST:

  
\_\_\_\_\_  
BELINDA B. ANDERSON, MMC  
CLERK OF COUNCIL

  
\_\_\_\_\_  
H. SCOTT BROADWELL  
PRESIDENT OF COUNCIL

POSTED: 09/03/2014

EFFECTIVE DATE: 10/02/2014

**First Amendment to  
WMRE Landfill Energy Schedule**

This First Amendment ("Amendment"), effective as of July 28, the scope of which is described more fully below, is made by and between the City of Oberlin, Ohio ("Municipality") and American Municipal Power, Inc. ("AMP"). This Amendment amends the WMRE Landfill Energy Schedule by and between Municipality and AMP effective as of March 17, 2011 ("Agreement"), AMP Contract No. C-12-2010-8146-R. Capitalized terms not otherwise defined herein shall have the meanings given them in the Agreement.

RECITALS

WHEREAS, the Parties entered into the Agreement effective as of March 17, 2011;

WHEREAS, the WMRE Mahoning and Geneva Facilities providing the energy and capacity for the Agreement are now in-service and there are variations from the contracted capacity amounts; and

WHEREAS, the Parties wish to amend the Agreement pursuant to the terms of this Amendment.

NOW, THEREFORE, the Parties, intending to be legally bound, hereby agree as follows:

1. In the second "WHEREAS" paragraph, the third line is amended by replacing "4.4 MW" with "3.8 MW".
2. In Section 2 - SERVICES, the first paragraph, second line is amended by replacing "8,100 kilowatts" with "7,500 kilowatts".
3. In Section 8 - RENEWABLE ENERGY CREDITS, the second line is amended by replacing "8.1 MW" with "7.5 MW".

IN WITNESS WHEREOF, the Parties have executed this Amendment as of the day, month and year first above written.

**CITY OF OBERLIN, OHIO**

**AMERICAN MUNICIPAL POWER, INC.**

Name: [Signature]

Name: MARC S. GERKEN

Title: City Manager

Title: PRESIDENT/CEO

Signature: Eric Norenberg

Signature: [Signature]

Approved as to form: [Signature]

Approved as to form: [Signature]

Title: WU DIRECTOR

Title: SR V.P. of Genl Counsel