

Pertaining to AMP Contract No. _____ 2024-007734-SCHED

VILLAGE OF YELLOW SPRINGS, OHIO

ORDINANCE NO. 2022-19

**TO APPROVE THE FORM AND
AUTHORIZE THE EXECUTION OF THE 2022 SOLAR ENERGY SCHEDULE WITH
AMERICAN MUNICIPAL POWER, INC. AND TAKING OF OTHER ACTIONS IN
CONNECTION THEREWITH REGARDING SOLAR GENERATED ENERGY PURCHASES**

WHEREAS, the Village of Yellow Springs, 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, in order to satisfy the electric capacity and energy requirements of its electric utility system, Municipality has heretofore purchased, or desires to purchase in the future, economical, reliable and environmentally sound capacity and energy and related services from, or arranged by, American Municipal Power, Inc. (“AMP”), of which Municipality is a member; 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; and

WHEREAS, Municipality, acting individually and through AMP with other political subdivisions of this and other states that own and operate electric utility systems, jointly, endeavors to arrange for reliable, environmentally sound and reasonably priced supplies of electric capacity and energy and related services for ultimate delivery to its customers; and

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

WHEREAS, Municipality has previously entered into a Master Services Agreement with AMP, AMP Contract No. C-10-2005-4379, 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, certain Members, including the Municipality have determined that they can utilize additional sources of reliable and economical solar generated electric capacity and energy on a long-term basis at reasonable costs, and have requested that AMP arrange for the same by developing, purchasing or otherwise acquiring interests in certain solar energy facilities; and

WHEREAS, in furtherance of this purpose, AMP will enter into one or more agreements with a reputable solar power developer (“Developer”) (the “2022 Solar Purchased Power Agreement” or “2022 Solar PPA”) under the terms of which AMP is to purchase and Developer is to supply and sell up to approximately 150 MWac of capacity and associated energy from solar generation project(s) located within the PJM Footprint for a period of fifteen (15) years; and

WHEREAS, it is necessary and desirable for Municipality to enter into the 2022 Solar Energy Schedule to Municipality's Master Services Agreement with AMP to provide for an additional source of capacity and energy; and

WHEREAS, Members now have the right, but not the obligation by the enactment of this [Ordinance/Resolution] to authorize and request AMP to acquire capacity and energy from one or more solar project(s) by approval and execution of the 2022 Solar Energy Schedule authorized below; and

WHEREAS, prior to the execution of the 2022 Solar Energy Schedule authorized through the adoption of this [Ordinance/Resolution] AMP will have (i) informed the Municipality of the terms of the 2022 Solar Energy Schedule; (ii) provided the Municipality the opportunity to review the 2022 Solar PPA terms and conditions (subject to price); and (iii) offered representatives of the Municipality the opportunity to ask such questions, review data and reports, conduct inspections and otherwise perform such investigations with respect to, as applicable, the acquisition of capacity and energy and the terms and conditions of the 2022 Solar Energy Schedule authorized below as Municipality deems necessary or appropriate in connection herewith; and

WHEREAS, after due consideration, the Municipality has determined it is reasonable and in its best interests to proceed as authorized herein below and requests and authorizes AMP to acquire capacity and energy from the Project(s) upon those terms and conditions set forth in the 2022 Solar Energy Schedule.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE VILLAGE OF YELLOW SPRINGS, OHIO:

SECTION 1. That the 2022 Solar 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 of Municipality is hereby authorized to execute and deliver the 2022 Solar Energy Schedule with such changes as the Village Manager may approve as neither inconsistent with this [Ordinance/Resolution] nor materially detrimental to the Municipality, his or her execution of the 2022 Solar Energy Schedule to be conclusive evidence of such approval.

SECTION 2. That the Village Manager is hereby authorized to (i) acquire under the 2022 Solar Energy Schedule, authorized above, a Contract Amount as defined in that Schedule of up to 1800 kW with a price of up to \$45.00/MWh(ac) for energy, capacity and environmental attributes made available thereunder without bid, and (ii) make any determinations and approvals required thereunder, if any, as the Village Manager shall deem necessary and advisable.

SECTION 3. If any section, subsection, paragraph, clause or provision or any part thereof of this [Ordinance/Resolution] 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. That it is found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were taken in conformance with applicable open meetings laws and that all deliberations of this 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 5. That pursuant to Section 206.01(f)(5) and (f)(6) of the Yellow Springs Codified Ordinances, competitive bidding is not required for the purchase of power and energy, through the Schedule, as the Village is obtaining procurement through AMP as a qualified nonprofit agency in accordance with Ohio laws and the purchase is for the goods/services of a public utility.

Brian Housh, President of Council

Passed: 5-16-2022

Attest: _____
Judy Kintner, Clerk of Council

Roll Call: Housh__Y___ MacQueen__Y_
 Brown__Y__ DeVore-Leonard__Y__