Resolution 9-26

A Resolution to approve the form and authorize the execution of Bright Mountain Solar schedule with American Municipal Power, Inc. and taking of other actions in connection therewith, and declaring an Emergency

WHEREAS, the City of Orrville, Ohio ("Municipality") owns and operates an electric utility system for the sale of electric capacity and associated energy for the benefit of its customers; 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 a 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, or whose members 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-1-2006-4739 (the "MSA"), which contemplates that Municipality may enter into various schedules for the provision of capacity and associated energy and related services from AMP to Municipality; and

WHEREAS, certain Members, including Municipality, have determined that they can utilize additional sources of reliable and economical generated electric capacity and energy on a long-term basis, and have requested that AMP arrange for the same by acquiring interests through a purchased power agreement (PPA) in certain energy facilities; and

WHEREAS, in furtherance of this purpose, AMP has entered into a purchase power agreement ("Bright Mountain PPA") with Bright Mountain, LLC (the "Developer") under the terms of which AMP will purchase and Developer will supply and sell up to 80 MWac of capacity and associated energy and environmental attributes from the Bright Mountain generation project located in Perry County, Kentucky for a period of up to twenty-five (25) years; and

WHEREAS, it is necessary and desirable for Municipality to enter into a schedule to the MSA to provide for an additional source of capacity, energy and environmental attributes; and

WHEREAS, through approval and execution of the Bright Mountain Solar Schedule authorized below, Members now have the right, but not the obligation, to authorize and request AMP to acquire capacity and energy through the Bright Mountain PPA; and

WHEREAS, Orrville Utility Board considered and approved this Resolution at its meeting on March 23, 2026 and recommends approval by Orrville City Council; and

WHEREAS, prior to the adoption of this Resolution AMP has (i) informed Municipality of the terms of the Bright Mountain Solar Schedule; (ii) provided Municipality the opportunity to review the anticipated form of the Bright Mountain PPA; and (iii) offered representatives of 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 Bright Mountain Solar Schedule authorized below as Municipality deems necessary or appropriate in connection herewith; and

WHEREAS, Municipality requests and authorizes AMP to explore an arrangement whereby AMP may prepay all or a portion of AMP's obligations to purchase energy, capacity and environmental attributes at some point during the term of the Bright Mountain PPA and finance the prepayment on behalf of Municipality through the issuance of bonds by AMP in order to achieve additional savings on the capacity, energy and environmental attributes derived from the Bright

Mountain PPA that AMP can pass through to Municipality ("Prepay Agreement") subject to the additional requirements set forth in the Bright Mountain Solar Schedule.

WHEREAS, after due consideration, 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 Developer upon the terms and conditions set forth in the Bright Mountain PPA.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF ORRVILLE, OHIO:

SECTION 1. That the Bright Mountain Solar Schedule between Municipality and AMP, substantially in the form attached hereto or on file with the Clerk, including Exhibits thereto, is approved, and the Authorized Representative of Municipality, identified below, is hereby authorized to execute and deliver the Bright Mountain Solar Schedule with such changes as the Authorized Representative may approve as neither inconsistent with this Resolution nor materially detrimental to the Municipality, his or her execution of the Bright Mountain Solar Schedule to be conclusive evidence of such approval. For purposes of this Resolution, Municipality's Authorized Representative is Jeffrey Brediger, Director of Utilities.

SECTION 2. That the Authorized Representative is hereby authorized to (i) acquire under the Bright Mountain Solar Schedule, authorized above, a Contract Amount as defined in that Schedule of up to 4 MW, without bid, and (ii) make any determinations and approvals required thereunder, if any, as the Authorized Representative shall deem necessary and advisable.

SECTION 3. 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 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 Resolution 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 this Resolution is hereby declared an emergency measure necessary for the immediate preservation of the public peace, health and safety of the residents of the City of Orrville, and for the further reason that procurement of economical, reliable and environmentally sound capacity and energy and related services from trusted sources is vital to the operations of Orrville Utilities, therefore, this Resolution shall be in effect immediately after its passage and approval by the Mayor.

Passed this 6 day of April, 2026.

President of Council

Attest:

Clerk of Council

Approved:

Mayor, City of Orrville

04-06-2026

Date

I, Jeanne Gault, Clerk of Council of the City of Orrville do hereby certify this legislation _____ adopted on _____ was duly posted on _____ within 10 days as required by the Charter of said City.