

**RESOLUTION NO. 044-13**

**A RESOLUTION AUTHORIZING THE CITY MANAGER TO ENTER INTO A RATE LEVELIZATION ARRANGEMENT FOR THE BENEFIT OF THE CITY OF NAPOLEON, OHIO AND ITS ELECTRIC SYSTEM; AND DECLARING AN EMERGENCY**

WHEREAS, accordingly the City, and American Municipal Power, Inc. ("AMP") entered into a Master Services Agreement (the "Agreement") AMP Contract No. C-11-2005-4440 under which certain services may be provided under schedules thereto;

WHEREAS, in order to levelize power costs for the power delivery period from January 1, 2014 through December 31, 2016, AMP has agreed to provide a rate levelization fund to the City;

WHEREAS, the City Council desires to authorize the City Manager to undertake the necessary actions to obtain such rate levelization fund and execute any documents necessary in connection therewith; Now Therefore,

**BE IT RESOLVED BY THE COUNCIL OF THE CITY OF NAPOLEON, OHIO**

Section 1. The City Manager is hereby authorized to deposit with AMP a total principal amount not to exceed \$1,700,000, to be used by the City to levelize power costs of the System for the power delivery period January 1, 2014 through December 31, 2016. Such deposit shall be repaid by AMP in full no later than January 31, 2017. Interest and carrying charges shall accrue on any remaining balance during the period based upon AMP's line of credit. A fund schedule using an estimated 0% interest rate has been represented to the City, and AMP has agreed to notify the City of any changes in the rate of such interest as soon as practicable after the change in such charges in known by AMP.

Section 2. The form of the power sales schedule (the "Schedule") presented to this meeting, which evidences such fund and the terms of the City's repayment obligation, is hereby approved. The City Manager is authorized to execute the Schedule in substantially such form, with such completions, omissions, insertions and changes not inconsistent with this Ordinance as the City Manager, in consultation with the City Attorney, may approve. The approval by the City Manager of the final form of the Schedule shall be evidenced conclusively by his execution and delivery thereof to AMP, and no further action is required by the City Council.

Section 3. The City's obligation under the Schedule shall be a limited obligation of the City, payable solely from revenues of the System, and nothing in the Schedule or in this Ordinance shall be deemed to create or constitute a general indebtedness or general obligation of the City.

Section 4. All other actions of officers of the City in conformity with the purposes and intent of this Ordinance and in furtherance of the loan from AMP are

approved and confirmed. The officers of the City are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the execution and delivery of the Schedule and the incurrence of the loan from AMP.

Section 5. That any competitive bidding requirement that may be associated with this purchase is hereby waived.

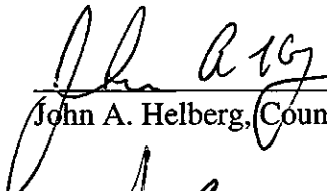
Section 6. That, it is found and determined that all formal actions of this City Council concerning and relating to the adoption of this Resolution were adopted in open meetings of this City Council, and that all deliberations of this City Council and any of its committees that resulted in such formal actions were in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code and the Codified Ordinances of Napoleon Ohio.

Section 7. 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 8. That, if any other prior Ordinance or Resolution is found to be in conflict with this Resolution, then the provisions of this Resolution shall prevail. Further, if any portion of this Resolution is found to be invalid for any reason, such decision shall not affect the validity of the remaining portions of this Resolution or any part thereof.

Section 9. That, this Resolution is declared to be an emergency measure necessary for the immediate preservation of the public peace, health or safety of the City and its inhabitants, and for the further reason that this legislation must be in effect at the earliest possible to enter into the contracts to start the levelization process which would effect the public peace, health or safety accessible to our citizens; therefore, provided it receives the required number of votes for passage as emergency legislation, it shall be in full force and effect immediately upon its passage; otherwise, it shall be in full force and effect at the earliest time permitted by law.

Passed: August 19, 2013

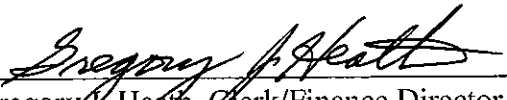
  
\_\_\_\_\_  
John A. Helberg, Council President

Approved: August 19, 2013

  
\_\_\_\_\_  
Ronald A. Behm, Mayor

VOTE ON PASSAGE 4 Yea 1 Nay 0 Abstain

Attest:

  
\_\_\_\_\_  
Gregory J. Heath, Clerk/Finance Director

*I, Gregory J. Heath, Clerk/Finance Director of the City of Napoleon, do hereby certify that the foregoing Resolution No. 044-13 was duly published in the Northwest Signal, a newspaper of general circulation in said City, on the \_\_\_\_\_ day of \_\_\_\_\_; & I further certify the compliance with rules established in Chapter 103 of the Codified Ordinances Of Napoleon Ohio and the laws of the State of Ohio pertaining to Public Meetings.*

\_\_\_\_\_  
Gregory J. Heath, Clerk/Finance Director