

ORDINANCE NO. 2015-37

**AN ORDINANCE CONSENTING TO THE ASSIGNMENT OF A SOLAR POWER PURCHASE AGREEMENT AND RELATED SOLAR LICENSE AGREEMENT AND AUTHORIZING THE CITY MANAGER TO EXECUTE AMENDMENTS TO SUCH AGREEMENTS; AND DECLARING AN EMERGENCY.**

**WHEREAS**, the City of Clyde, 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

**WHEREAS**, the Municipality has determined that it can utilize additional sources of reliable and environmentally sound “green” electric capacity and energy on a long term basis at reasonable costs; and

**WHEREAS**, in furtherance of this purpose, the Municipality entered into a Solar Power Purchase Agreement and a related Solar License Agreement with SolarVision, LLC (“SolarVision”) dated May 17, 2011 to purchase power supplied from solar facilities to be owned and constructed by SolarVision and connected to Municipality’s electric utility system for a period of up to twenty (20) years; and

**WHEREAS**, by Ordinance No. 2014-35 the Municipality consented to the assignment of such Solar Power Purchase Agreement and Solar License Agreement from SolarVision to Integrated Solar, LTD and the amendment thereof as set forth in that Ordinance No. 2014-35, and such assignment and amendments were made; and

**WHEREAS**, Integrated Solar, LTD now proposes to further assign such Solar Power Purchase Agreement and Solar License Agreement to AEP Energy, Inc., an Illinois corporation, and AEP Energy, Inc. has proposed that immediately after such assignment such agreements be amended and restated;

**NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF CLYDE, OHIO:**

**SECTION 1.** That the assignment of the Solar Power Purchase Agreement dated May 17, 2011, and related Solar License Agreement from SolarVision to Integrated Solar, LTD is hereby ratified.

**SECTION 2.** That the further assignment of the Solar Power Purchase Agreement dated May 17, 2011, and related Solar License Agreement, as heretofore amended, from Integrated Solar, LTD to AEP Energy, Inc., an Illinois corporation, is hereby approved, and the City Manager is hereby authorized to consent to such assignment and in connection there with to execute an estoppel certificate and such other instruments as he may deem appropriate and as are neither inconsistent with this Ordinance nor materially detrimental to the Municipality.

**SECTION 3.** That the amendment and restatement of the Solar Power Purchase Agreement dated May 17, 2011, and related Solar License Agreement, as heretofore amended, substantially in the forms attached hereto and on file with the City Manager, including exhibits thereto, is hereby approved, and the City Manager is hereby authorized to execute and deliver such amendments and restatements 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 thereof to be conclusive evidence of such approval.

**SECTION 4.** 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 5.** 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 Section 121.22 of the Ohio Revised Code.

**SECTION 6.** That in order to meet the time schedule set forth in the SPPA, and to therefore protect the public welfare, this Ordinance is hereby declared to be an emergency measure, which shall take effect immediately upon its passage.

Passed: 8-4-15

  
G. Scott Black, Mayor

Attest: Janet R. Dickman  
Clerk of Council

APPROVED AS TO FORM:

  
Zachary J. Selvey, Solicitor