

**VILLAGE OF YELLOW SPRINGS, OHIO  
RESOLUTION #2007-07**

**AUTHORIZING THE VILLAGE MANAGER TO EXECUTE A NEW MASTER SERVICES AGREEMENT WITH AMERICAN MUNICIPAL POWER - OHIO, INC. (AMP-OHIO) IN ORDER TO PURCHASE ELECTRIC POWER AND ASSOCIATED ENERGY AND OTHER SERVICES AVAILABLE FROM AMP-OHIO AND ITS AFFILIATED ENTITIES.**

WHEREAS, the Village of Yellow Springs, Ohio (herein "Municipality") is a municipal entity formed and organized pursuant to the Constitution and laws of the State of Ohio that owns and operates a municipal electric system; and

WHEREAS, AMP-Ohio is a non-profit corporation engaged in the business of generating, transmitting, purchasing or otherwise providing low-cost electric power and energy and other technical services for the benefit of its municipal members which operate municipal electric systems; and

WHEREAS, the Municipality is a member of AMP-Ohio and desires from time to time to take advantage of the services and benefits available to the members of said organization such as power supply and other technical services; and

WHEREAS, pursuant to Resolution No. 85-31, Municipality has previously authorized and executed a Generic Agreement with AMP-Ohio which is currently in effect and sets forth the terms and conditions upon which AMP-Ohio provides services and benefits to Municipality; and

WHEREAS, the parties have negotiated a Master Services Agreement to replace the Generic Agreement, which sets forth the terms and conditions upon which AMP-Ohio will provide services and benefits to Municipality into the future and to reflect, among other things, changes in the electric industry since the execution of the Generic Agreement; and

**NOW, THEREFORE, THE COUNCIL OF THE VILLAGE OF YELLOW SPRINGS, OHIO HEREBY RESOLVES THAT:**

Section 1. That the Master Service Agreement between AMP-Ohio and Municipality for the provision of services, substantially in the form attached hereto as Exhibit "A", is hereby approved.

Section 2. That the Village Manager is hereby authorized to execute the Master Services Agreement substantially in the form attached hereto.

Section 3. That, except for Schedules denoted herein which such Schedules shall remain in full force and effect pursuant to each surviving Schedule's respective terms, the Generic Agreement is hereby terminated. The surviving Schedules shall be governed by the terms and conditions of the Master Services Agreement except where such terms of the Master Services Agreement are in conflict with the surviving Schedules, in which case the terms of the surviving Schedules shall control.

List of Surviving Schedules (Including but not limited too the following)

<u>AMP-Ohio Contract Number</u>	<u>Schedule</u>
C-2-97-2223	Modification to Pool Agreement
C-3-1999-2691	Landfill Gas/Electric Generation Agreement
C-8-2001-3254	Lima Energy Agreement

C-10-2002-3648  
C-3-2003-3648  
Sharing Schedule C-01-90-736

Modification to Pool Agreement  
Base Load Developmental Subscription and Cost  
Power Scheduling Service

Section 4. That it is found and determined that all formal actions of the Council relating to the adoption of this resolution was adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements.

Section 5. That this resolution will go into effect and in full force at the earliest date allowed by law.

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Karen Wintrow, Vice President of Council

Passed: April 2, 2007

Attest: \_\_\_\_\_  
Deborah Benning, Clerk of Council

ROLL CALL:

Karen Wintrow \_\_Y\_\_ Judith Hempfling \_\_Y\_\_ Kathryn Chase \_\_Y\_\_

Bruce Rickenbach \_\_Y\_\_ Kathryn Van der Heiden \_\_Y\_\_

**#2007-07 NEW MASTER SERVICES AGREEMENT**

**I the undersign, Deborah Benning, Clerk of Council for the Village of Yellow Springs, Ohio, hereby certify that the foregoing is a true and correct copy of Resolution #2007-07 adopted by said Council on the 2<sup>nd</sup> day of April, 2007.**

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**Deborah Benning, Clerk of Council**