

**TOWN ORDINANCE NO. 18**

An Ordinance of the Town of Winamac, authorizing the execution and delivery of the Third Amendatory Agreement to the Power Sales Contract between Indiana Municipal Power Agency and the Town of Winamac, and other matters connected therewith.

WHEREAS, the Town of Winamac (the "Member") is a municipality owning and operating on January 1, 1980, an electric utility which furnished electric service to the public and purchased electric power from public utilities; and

WHEREAS, the Member is required by law to provide its customers with an adequate, reliable and economic supply of electric power and energy, but has determined that individually it is not financially capable of providing the planning, financing, locating and building of needed new facilities for generation and transmission to satisfy future requirements of its customers; and

WHEREAS, based upon its obligations to serve its customers, and the above considerations, the Member determined that it was in its best interest to join with other municipalities in the State of Indiana as a member of the Indiana Municipal Power Agency (the "Agency") for the purpose of undertaking the planning, financing, ownership and operation of a project or projects to supply electric power and energy for its needs; and

WHEREAS, the Agency and the Member entered into, and have carried out their respective obligations under, the Supplemental Contract to the Contract Creating the Agency and Power Sales Contract, as heretofore amended and supplemented (collectively, the "Original Contracts"), each between the Member and the Agency, attached hereto and made a part hereof; and

WHEREAS, under the Power Sales Contract the Agency agreed to sell and deliver to the Member, and the Member agreed to purchase and receive from the Agency, all electric power and energy which the Member required for the operation of its municipal electric system for a term expiring April 1, 2042; and

WHEREAS, the Agency plans for its power supply on a thirty-year timeline and the power supply resources considered can take five to ten years or more for development and construction, with useful lives of decades longer; and

WHEREAS, changing public opinions and government regulations relating to climate change and carbon dioxide emissions require that the Agency be able to adjust its power supply portfolio as the need arises; and

WHEREAS, major new power supply resources would require the issuance of debt with a long-term (at least thirty years) amortization of debt service and associated costs to provide the most economic and reliable power supply to Member and other members of the Agency; and

WHEREAS, it is in the best interests of the Agency and the Member to amend the Contract, as well as the Power Sales Contracts the Agency has entered into with other members of the Agency, to extend the existing term through April 1, 2050 with a thirty-year notice of termination that would allow the Agency the discretion to issue new debt with a long-term amortization if necessary; and

WHEREAS, the Original Contracts and the Amendment, marked as Exhibit A, are attached hereto, incorporated herein by reference and two (2) copies of each are on file in the office of the Clerk-Treasurer for public inspection pursuant to IC 36-1-5-4; and

WHEREAS, Member desires to amend the Power Sales Contract to extend the term in the manner described above; and

WHEREAS, representatives of the Member have reviewed the Original Contracts and the Amendment and have obtained independent advice and counsel with respect thereto where appropriate and the Member has had the opportunity to review the Original Contracts and the Amendment with the Agency; and

WHEREAS, based upon the foregoing facts, the Member by this Ordinance hereby finds and determines to ratify the Original Contracts and approve the Amendment.

NOW THEREFORE BE IT ORDAINED BY THE TOWN COUNCIL OF THE MEMBER:

Section 1. The findings and determinations set forth in the preambles to this Ordinance are hereby made findings and determinations of the Member.

Section 2. By this Ordinance, the entry of the Member into the Original Contracts and its performance of the terms and conditions thereof are hereby ratified and confirmed. The Member is authorized pursuant to this Ordinance (a) to enter into the Amendment in substantially the form attached hereto as Exhibit A, and (b) to be bound by the terms and conditions of the Original Contracts as supplemented and amended by the Amendment, as further supplemented from time to time, the By-Laws of the Agency and such other lawful actions as may be heretofore have been taken by the Board of Commissioners of the Agency.

Section 3. By this Ordinance, the Council President of the Town of Winamac is hereby authorized and directed to execute and deliver, and the Clerk-Treasurer is hereby authorized to attest and seal, the Amendment.

Section 4. All ordinances and parts of ordinances in conflict herewith are hereby repealed.

Section 5. This Ordinance shall be in full force and effect from and after its passage.

PASSED AND ADOPTED by the Town Council of the Town of Winamac, Indiana, this 14 day of October, 2019.

TOWN OF WINAMAC, INDIANA

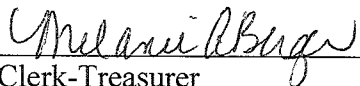
By: Tom Munnay  
Council President

ATTEST:

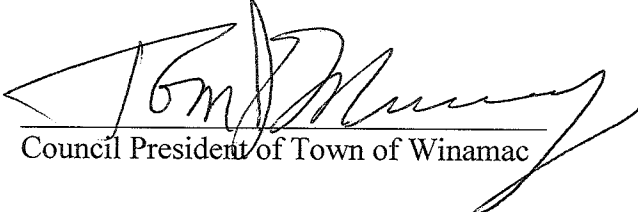
Melanie Berger  
Clerk-Treasurer

(SEAL)

Presented by me, the undersigned Clerk-Treasurer of the Town of Winamac, to the Council President of the Town of Winamac for his approval on this 14 day of October, 2019, at 6:30 P. M.

  
Clerk-Treasurer

Approved by the undersigned Council President of the Town of Winamac, this 14 day of October, 2019.

  
Council President of Town of Winamac