

RESOLUTION NO. 2018-08

**(ALL-REQUIREMENTS POWER SUPPLY PROJECT
PARTICIPANT)**

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF STARKE, FLORIDA (THE “ARP PROJECT PARTICIPANT”) (I) PROVIDING FOR THE INCORPORATION OF CERTAIN FINDINGS, DEFINED TERMS, AND GENERAL PROVISIONS; (II) APPROVING AMENDMENT NO. 2 TO THE ALL-REQUIREMENTS POWER SUPPLY PROJECT CONTRACT, BETWEEN FLORIDA MUNICIPAL POWER AGENCY AND THE ARP PROJECT PARTICIPANT, WITH RESPECT TO THE ALL-REQUIREMENTS POWER SUPPLY PROJECT; (III) CONSENTING TO THE TRANSFER AND ASSIGNMENT BETWEEN THE CITY OF VERO BEACH AND FLORIDA MUNICIPAL POWER AGENCY, WITH RESPECT TO THE ALL-REQUIREMENTS POWER SUPPLY PROJECT, OF (A) A 32.521% POWER ENTITLEMENT SHARE IN THE STANTON PROJECT, (B) A 16.4887% POWER ENTITLEMENT SHARE IN THE STANTON II PROJECT AND (C) A 15.202% POWER ENTITLEMENT SHARE IN THE ST. LUCIE PROJECT; (IV) CONSENTING TO THE WAIVER OF CERTAIN REQUIREMENTS OF THE ALL-REQUIREMENTS POWER SUPPLY PROJECT CONTRACT, BETWEEN FLORIDA MUNICIPAL POWER AGENCY AND THE CITY OF VERO BEACH, WITH RESPECT TO THE ALL-REQUIREMENTS POWER SUPPLY PROJECT, AND, FURTHER, WAIVING CERTAIN RIGHTS OF THE ARP PROJECT PARTICIPANT TO HAVE SUCH WAIVERS FOR THE CITY OF VERO BEACH MADE APPLICABLE TO THE ARP PROJECT PARTICIPANT’S ALL-REQUIREMENTS POWER SUPPLY PROJECT CONTRACT; (V) PROVIDING FOR THE MUTUAL RELEASE BY THE ARP PROJECT PARTICIPANT AND THE CITY OF VERO BEACH, FLORIDA, FOR OBLIGATIONS AND CLAIMS RELATED TO FLORIDA MUNICIPAL POWER AGENCY; (VI) PROVIDING FOR THE MUTUAL WAIVER AND RELEASE OF THE CITY OF VERO BEACH, FLORIDA, FROM OBLIGATIONS AND CLAIMS RELATED TO THE ALL-REQUIREMENTS POWER SUPPLY PROJECT; (VII) PROVIDING FOR THE ASSIGNMENT OF CERTAIN RIGHTS AND OBLIGATIONS UNDER THE VERO CONTRACTS (AS DEFINED HEREIN) TO BE ASSIGNED TO THE BOND TRUSTEE FOR THE ALL-REQUIREMENTS POWER SUPPLY PROJECT FOR THE ENFORCEMENT OF SUCH CONTRACTS; (VIII) DECLARING THAT THIS RESOLUTION IS VALID AND LEGALLY BINDING UPON THE ARP PROJECT PARTICIPANT AND CONSTITUTES A CONTRACT; (IX) DESIGNATING AUTHORIZED OFFICERS OF THE ARP PROJECT PARTICIPANT; (X) TAKING CERTAIN OTHER ACTIONS; AND (XI) PROVIDING AN EFFECTIVE DATE.