

RESOLUTION NO. 13-_____

WHEREAS, the City of Huntsville, Alabama (hereinafter referred to as Distributor), and Tennessee Valley Authority (hereinafter referred to as TVA), did heretofore enter into a contract dated May 26, 1980 (which contract, as amended and supplemented, is hereinafter called the Power Contract); and

WHEREAS, the Distributor and TVA have entered into the Green Power Providers Agreement dated October 22, 2012, as amended, (GPP Agreement), under which TVA acquires electric energy from qualifying renewable generation systems installed and/or owned by Distributor or customers served by Distributor; and

WHEREAS, the GPP Agreement provides for payments made to Customers both for the premium portion of the generation credits and for any rebate incentive for which the Customers may be eligible; and

WHEREAS, the parties desire to modify the rebate provision of the GPP Agreement;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Huntsville, Alabama, that it does approve the aforesaid Amendatory Agreement and Tommy Battle, as Mayor of the City of Huntsville, Alabama, be, and he is authorized to execute said extension for and on behalf of the City of Huntsville, Alabama, and the Clerk-Treasurer be and he is hereby authorized to attest the same and to affix thereto the seal of the City of Huntsville, Alabama, all in as many counterparts as may be necessary.

BE IT FURTHER RESOLVED by the City Council of the City of Huntsville, Alabama, that the Mayor be, and he is hereby authorized to enter into an agreement by and between the City of Huntsville and the Tennessee Valley Authority on behalf of the City of Huntsville, a municipal corporation in the State of Alabama, which said agreement is substantially in words and figures similar to that certain document attached hereto and identified as "Amendatory Agreement between City of Huntsville, Alabama, and Tennessee Valley Authority," consisting of 2 pages and the date of _____, 2013, appearing on the margin of the first page, together with the signature of the President or President Pro Tem of the City Council, an executed copy of said document being permanently kept on file in the Office of the City Clerk-Treasurer of the City of Huntsville, Alabama.

ADOPTED this the _____ day of _____, 2013.

President of the City Council of
The City of Huntsville, Alabama

APPROVED this the _____ day of _____, 2013.

Mayor of the City of Huntsville,
Alabama



Tennessee Valley Authority, 4960 Corporate Drive, Suite 125, Huntsville, Alabama 35805

November 5, 2013

Mr. William C. Pippin
President and CEO
Huntsville Utilities
Post Office Box 2048
Huntsville, Alabama 35804-2048

Dear Bill:

Enclosed for your review and execution are triplicate originals of a proposed Green Power Providers amendatory agreement. This agreement amends sections 3.2 and 3.3 to move the details of the rebate incentive to the Guidelines.

Please execute all three originals of the agreement and return them to me for further handling by TVA. In order to meet the January 1 effective date, please return the executed agreements to me by December 16. Two fully executed originals of the agreement will be returned to you for your files.

Please contact me if you have any questions concerning the enclosed agreement.

Sincerely,

Kevin
Kevin C. Chandler *by KCS*
General Manager

Enclosures

AMENDATORY AGREEMENT
Between
CITY OF HUNTSVILLE, ALABAMA
And
TENNESSEE VALLEY AUTHORITY

Date: _____

TV-54501A, Supp. No. 121

THIS AGREEMENT, made and entered into by and between the CITY OF HUNTSVILLE, ALABAMA (Distributor), a municipal corporation created and existing under and by virtue of the laws of the State of Alabama; and TENNESSEE VALLEY AUTHORITY (TVA), a corporation created and existing under and by virtue of the Tennessee Valley Authority Act of 1933, as amended (TVA Act);

W I T N E S S E T H:

WHEREAS, TVA and Distributor have entered into a power contract dated May 26, 1980, as amended (Power Contract), under which Distributor purchases its entire requirements for electric power and energy from TVA for resale; and

WHEREAS, TVA and Distributor have entered into a Green Power Providers Agreement dated October 22, 2012, as amended (GPP Agreement), under which TVA acquires electric energy from qualifying renewable generation systems installed and/or owned by customers served by Distributor (Customers) through Green Power Providers Participation Agreements (Participation Agreements) among TVA, Distributor, and Customers; and

WHEREAS, the GPP Agreement provides for payments made to Customers both for the premium portion of the generation credits and for any rebate incentive (Rebate) for which the Customers may be eligible; and

WHEREAS, TVA and Distributor wish to modify the Rebate provisions of the GPP Agreement;

NOW, THEREFORE, for and in consideration of the premises and of the agreements set forth below, and subject to the TVA Act, the parties agree as follows:

SECTION 1 - TERM OF AGREEMENT

This agreement shall become effective as of January 1, 2014 (Effective Date), and shall continue in effect until the termination or expiration of the GPP Agreement.

(The remainder of this page is intentionally blank.)

SECTION 2 - REBATE MODIFICATION

From and after the Effective Date, subsections 3.2.11, 3.2.12, and 3.3.8 of the GPP Agreement are replaced with the following corresponding subsections:

- 3.2.11 If Distributor elects the Distributor Billing Option, provide a rebate incentive to Participants in accordance with both the Participation Agreement and the currently effective Guidelines.
- 3.2.12 If Distributor elects the TVA-Vendor Billing Option, Vendor will provide a rebate incentive to Participants in accordance with both the Participation Agreement and the currently effective Guidelines.
- 3.3.8 If Distributor elects the Distributor Billing Option, reimburse Distributor the rebate incentive referred to under subsection 3.2.11 above.

SECTION 3 - RATIFICATION OF THE POWER CONTRACT

The Power Contract, as supplemented and amended by this agreement, is ratified and confirmed as the continuing obligations of Distributor and TVA.

IN WITNESS WHEREOF, the parties have caused this agreement to be executed by their duly authorized representatives, as of the day and year first above written.

CITY OF HUNTSVILLE, ALABAMA

By _____
Title:

TENNESSEE VALLEY AUTHORITY

By _____
Senior Manager
Power Contracts