

RESOLUTION NO. 15-_____

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 Voltage Regulation Agreement dated September 28, 2010, (which Agreement, as amended and supplemented, is hereinafter called the VR Agreement); and

WHEREAS, Additionally, TVA entered into a Federal Facilities Compliance Agreement (FFCA), Docket No. CAA-04-2010-1760, with the Environmental Protection Agency (EPA) to address certain disputes under the Clean Air Act (CAA). TVA also entered into a Consent Decree (CD), Civil Action No. 3:11-cv-00170 (Lead Case), with four States (Alabama, Kentucky, North Carolina, and Tennessee) and three environmental groups (National Parks Conservation Association, Sierra Club, and Our Children's Earth Foundation) to address the same CAA disputes. Both the FFCA and the CD require TVA to expend funds on the implementation of environmental mitigation projects identified in those agreements, including the Program; and

WHEREAS, Under the FFCA and CD, TVA is required to meet certain obligations in implementing the environmental mitigation projects, including maintaining records for EPA inspection and retaining documents for six years following termination or expiration of the project agreement; and

WHEREAS, TVA and Distributor wish to amend the VR Agreement as necessary to extend the retention period of Program records from 5 to 6 years beyond the termination or expiration of the VR 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 amendment 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 "Amendment" (TV-54501A, Supp. No. 130), consisting of 2 pages and having an effective date of _____, 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 _____, 2015.

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

APPROVED this the _____ day of _____, 2015.

Mayor of the City of Huntsville,
Alabama



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

January 29, 2015

Mr. Jay Stowe, P.E.
President and Chief Executive Officer
Huntsville Utilities
Post Office Box 2048
Huntsville, Alabama 35804-2048

Dear Jay:

Enclosed for your review and execution is a copy of a proposed agreement to amend TVA and Huntsville's Voltage Regulation Program to provide for the retention period of program records from 5 to 6 years.

Upon execution of the amendatory agreement by Huntsville Utilities, the agreement should be returned to me for further handling. Upon execution by TVA, a fully executed copy of the agreement will be returned to you. Please note that the agreement will be dated by TVA upon its execution.

If you have any questions concerning this agreement, please contact me at (256) 386-2614.

Sincerely,

A handwritten signature in cursive script that reads "Kevin C. Chandler".

Kevin C. Chandler
General Manager

Enclosure

AMENDMENT

TV-54501A, Supp. No. 130

THIS AGREEMENT (Agreement), made as of _____, 2015, 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), bears the following recitals:

TVA and Distributor have entered into a Voltage Regulation Agreement dated September 28, 2010, as amended (VR Agreement), under which Distributor aggregates and makes available to TVA peak load reduction through voltage control (Program).

Additionally, TVA entered into a Federal Facilities Compliance Agreement (FFCA), Docket No. CAA-04-2010-1760, with the Environmental Protection Agency (EPA) to address certain disputes under the Clean Air Act (CAA). TVA also entered into a Consent Decree (CD), Civil Action No. 3:11-cv-00170 (Lead Case), with four States (Alabama, Kentucky, North Carolina, and Tennessee) and three environmental groups (National Parks Conservation Association, Sierra Club, and Our Children's Earth Foundation) to address the same CAA disputes. Both the FFCA and the CD require TVA to expend funds on the implementation of environmental mitigation projects identified in those agreements, including the Program.

Under the FFCA and CD, TVA is required to meet certain obligations in implementing the environmental mitigation projects, including maintaining records for EPA inspection and retaining documents for six years following termination or expiration of the project agreement.

TVA and Distributor desire to amend the VR Agreement as necessary to extend the retention period of Program records from 5 to 6 years beyond the termination or expiration of the VR Agreement.

TVA and Distributor agree as follows:

1. Subsection 10.1.3 of the VR Agreement is replaced in its entirety with the following:

10.1.3 Audits. Distributor must keep accurate records and books of accounts showing the items and costs billed under this Agreement for a period of 6 years beyond the termination or expiration of the Agreement. At any time until the termination of said 6-year period, TVA, its agents, the United States General Accounting Office, and the EPA all have the right to audit, without restriction and at no additional cost during normal working hours, Distributor's information relating to this Agreement, and may examine Distributor's books, records, invoices, and any other information or document relating to this Agreement, including but not limited to documents related to costs incurred by Distributor and billed to TVA.

2. The VR Agreement, as amended by this Agreement, is ratified and confirmed as the continuing obligation of Distributor and TVA.

The parties are signing this Agreement to be effective on the date stated in the introductory clause.

CITY OF HUNTSVILLE, ALABAMA

By _____
Title:

TENNESSEE VALLEY AUTHORITY

By _____
Senior Manager
Power Customer Contracts