

RESOLUTION NO. 10770

A RESOLUTION OF THE COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, ARIZONA, ("CITY") APPROVING AND AUTHORIZING THE PROCUREMENT OF FIRM ELECTRIC POWER SUPPLIES.

WHEREAS, the City of Mesa owns and operates a municipal electric distribution utility and is authorized by the provisions of the Laws of the State of Arizona and the City of Mesa City Charter to acquire, purchase and manage supplies of electric power and energy necessary to meet the requirements of the residential, commercial and industrial customers served by such utility; and

WHEREAS, the City of Mesa Energy Resources Department issued an Electric Power Request for Proposals, EPRFP-2016-03 ("RFP") for electric power supplies; and

WHEREAS, Shell Energy North America (US), L.P. ("SENA"); Sempra Generation, LLC ("Sempra"); Exelon Generation Company, LLC ("Constellation"); and Morgan Stanley Capital Group, Inc. (Morgan Stanley) (collectively the "Suppliers") in response to the City's RFP have offered to sell to the City a supply of electric power and energy; and

WHEREAS, the City desires to acquire firm electric power and energy for resale by its municipal electric distribution utility and further desires to enter into agreements with one or more of said Suppliers for such supplies to be delivered over the RFP stipulated period from three (3) years up to ten (10) years ("Supply Period");

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MESA, MARICOPA COUNTY, AS FOLLOWS:

Section 1: The City hereby approves the procurement of an annual 7x16, peak (15 MW) firm electric power supply beginning after April 30, 2016, for May through September (inclusive) for the Supply Period and final average pricing over the Supply Period of no greater than \$50/MWh.

Section 2: The City hereby approves the procurement of an annual 7x16 peak (10 MW) firm electric power supply beginning after June 30, 2016, for July through August (inclusive) for the Supply Period, and a final average pricing over the Supply Period of no greater than \$55/MWh.

Section 3: The City hereby approves entering Edison Electric Institute ("EEI") Master Power Purchase & Sales Agreement or similar agreement(s) ("Enabling Agreement") with Suppliers, with such additions, deletions and substitutions as shall be approved by the City Attorney or designee and the City Manager or designee. The City hereby further approves the modification to any existing Enabling Agreements with Suppliers as shall be approved by the City Attorney or designee and the City Manager or designee.

Section 4: The City hereby approves entering an associated transaction Confirmation (collectively with Enabling Agreements, the "Transaction Documents") for each supply listed in Sections 1 through 2, with such additions, deletions and substitutions as shall be approved by the City Attorney or designee and the City Manager or designee, pursuant to which the City will agree to purchase electric power and energy from one of said Suppliers, such deliveries to be made on the dates, at the volumes and within the contract prices set forth above and to be incorporated in such Transaction Documents.

Section 5: Approval by the City Attorney or designee and signature by the City Manager or designee of Transaction Documents shall constitute conclusive evidence of this City Council's approval thereof.

Section 6: The various City officers and employees are hereby authorized and directed to execute such other documents or certificates and to perform all other acts necessary to carry out the intent and purpose of this Resolution.

PASSED AND ADOPTED by the City Council of the City of Mesa, Arizona, this 18th day of April, 2016.

APPROVED:



Vice Mayor *[Handwritten Signature]*

ATTEST:

[Handwritten Signature]
City Clerk