

**AN ORDINANCE AUTHORIZING AND APPROVING ASSIGNMENT AND ASSUMPTION OF INTERCONNECTION
AND OPERATING AGREEMENT RELATED TO SOLAR FARM;
FIXING AN EFFECTIVE DATE**

WHEREAS, the City of Waynesville (the "City") supports and encourages the development of solar power as an energy source within the City; and

WHEREAS, the City, Waynesville Municipal Utilities, MCP-Waynesville, LLC and Gardner Capital Solar Development, LLC are parties to a certain Amended and Restated Interconnection and Operating Agreement dated October 15, 2015 (the "Interconnection Agreement") for the purpose of interconnecting the electricity generating facility with the City's distribution system currently located at 24702 Royal Oak Lane within the City (the "Solar Farm"); and

WHEREAS, Gardner Capital Solar Development, LLC and MCP-Waynesville, LLC wish to assign their rights in the Interconnection Agreement to Solar Projects, LLC and Gardner Capital Solar Development, LLC; and

WHEREAS, the Missouri Joint Municipal Electric Utility Commission ("MJMEUC") wishes to purchase the Solar Farm; and

WHEREAS, upon MJMEUC's purchase of the Solar Farm, MJMEUC will assume all of the rights and responsibilities as "Interconnection Customer" under the Interconnection Agreement, as contemplated by Section 4.3 of the Interconnection Agreement; and

WHEREAS, to facilitate the continued connection of the Solar Farm with the City's distribution system, the City desires to ratify MJMEUC's assumption of the Interconnection Agreement; and

WHEREAS, the City, as landlord, and MCP-Waynesville, LLC, as tenant, are parties to that certain Solar Energy Site Lease dated February 22, 2016 (the "Site Lease"); and

WHEREAS, upon MJMEUC's purchase of the Solar Farm, MJMEUC will assume all of the rights and responsibilities as "Tenant" under the Site Lease; and

WHEREAS, certain amendments to the Site Lease are necessary to comply with Missouri law upon MJMEUC's assumption of the tenant's obligations under the Site Lease; and

WHEREAS, to facilitate the continued connection of the Solar Farm with the City's distribution system, the City desires to ratify MJMEUC's assumption of the Interconnection Agreement and approve amendments to the Site Lease, upon MJMEUC's assumption thereof.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF WAYNESVILLE, MISSOURI AS FOLLOWS:

Section 1. *Consent to Assignment.* The City hereby acknowledges and consents to the assignment of the Interconnection Agreement by Gardner Capital Solar Development, LLC and MCP-Waynesville, LLC to Solar Projects, LLC and Gardner Capital Solar Development, LLC, and the further assignment of the Interconnection Agreement to MJMEUC.

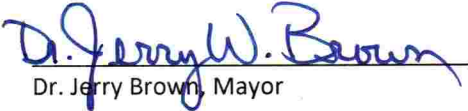
Section 2. *Ratification of Assumption.* The City hereby acknowledges and ratifies the assignment and assumption by MJMEUC of the Interconnection Customer's rights in the Interconnection Agreement, upon MJMEUC's purchase of the Solar Farm.

Section 3. *Consent to Amendment of Site Lease.* It is in the best interest of the City in order to further the objectives of solar energy development in the City to enter into the First Amendment to Solar Energy Site Lease, attached hereto as Exhibit A and incorporated herein, with MJMEUC.

Section 4. *Authority Granted.* The Mayor is hereby authorized and directed to take such further action related to the Interconnection Agreement as is otherwise necessary or desirable to carry out and comply with the intent of this agreement on behalf of the City.

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

PASSED AND APPROVED BY THE MAYOR AND CITY COUNCIL ON THIS 18th DAY OF NOVEMBER, 2021.


Dr. Jerry Brown, Mayor

ATTEST:


Tracey York, Deputy City Clerk

