

RESOLUTION NUMBER 15-011

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF THE CITY OF SAFFORD, GRAHAM COUNTY, ARIZONA, APPROVING AN ASSIGNMENT CONSENT, A PPA AMENDMENT AND A LENDER CONSENT IN CONNECTION WITH THE SPPR/SEMPRA POWER PURCHASE AGREEMENT.

WHEREAS, there has been prepared and presented to the City Council of the City of Safford ("Council") on this date a form of each of the following agreements:

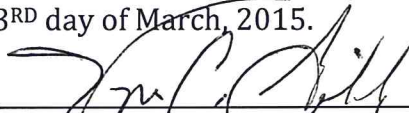
1. Request for Consent to Assignment of Power Purchase Agreement (the "Assignment Consent");
2. Third Amendment to the June 30, 2011 Power Purchase Agreement by and between Mesquite Power, LLC and Certain Members of the Southwest Public Power Resources Group (the "PPA Amendment"); and,
3. Consent Agreement (among Mesquite Power, LLC, its lender, and certain members of the Southwest Public Power Resources Group) (the "Lender Consent"); and

WHEREAS, the Council has been duly advised as to the relevant circumstances giving rise to the need for and the respective terms and provisions of the Assignment Consent, the PPA Amendment, and the Lender Consent, and finds that approval and execution of said agreements will, under the relevant circumstances, be in the best interest of the City;

NOW, THEREFORE, BE IT RESOLVED by the Council as follows:

1. The Assignment Consent, the PPA Amendment, and the Lender Consent are each hereby approved and adopted in substantially the forms presented to the Council on this date, with only such changes as are approved by the persons authorized below to execute the Assignment Consent, the PPA Amendment, and the Lender Consent, such approval to be evidenced by such execution.
2. The Mayor is hereby authorized to execute the Assignment Consent, the PPA Amendment, and the Lender Consent and to thereafter execute and deliver all such other documents and instruments as may be necessary or required in order to implement the Assignment Consent, the PPA Amendment, and the Lender Consent.

PASSED, ADOPTED, AND APPROVED by the Mayor and City Council of the City of Safford, Graham County, Arizona, on the 23RD day of March, 2015.




Wyn "Chris" Gibbs, Mayor

ATTEST:



Georgia Luster, MMC
City Clerk

APPROVED AS TO FORM:



William J. Sims, III
Interim City Attorney

STATE OF ARIZONA)
) ss
County of Graham)

CERTIFICATION

I HEREBY CERTIFY, that the foregoing Resolution Number 15-011 was duly passed and adopted by the Mayor and City Council of the City of Safford, Graham County, Arizona, at a Council Meeting held March 23, 2015. A quorum of the Council was present at the meeting.

Georgia Luster
Georgia Luster, MMC, City Clerk

March 23, 2015
Date: