

Council Bill: B 126-20

MOTION TO AMEND: _____

MADE BY: _____

SECONDED BY: _____

MOTION: I move that Council Bill B 126-20 be amended as set forth on this amendment sheet.

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Exhibit A attached to this amendment sheet is substituted for the original Exhibit A attached to the ordinance.

THIRD AMENDMENT TO AGREEMENT

SOLAR POWER PURCHASE AGREEMENT

Between

CITY OF COLUMBIA, MISSOURI

And

TRUMAN SOLAR, LLC

THIS AMENDMENT (hereinafter “Amendment”) is made by and between the City of Columbia, Missouri (hereinafter “Buyer”), a municipal corporation whose address is 701 E. Broadway, Columbia, Missouri 65201 and Truman Solar, LLC (hereinafter “Seller”), a limited liability company authorized to transact business within the State of Missouri and whose address is 8000 Maryland Ave, Suite 1300, St. Louis, MO 63105, both parties to the Solar Power Purchase Agreement dated February 9, 2018, First Amended on December 18, 2018 and Second Amended on December 17, 2019 (collectively “Original Agreement”), and is entered into on the date of the last signatory below (hereinafter “Effective Date”). Buyer and Seller are each individually referred to herein as a “Party” and collectively as the “Parties.”

WHEREAS, Buyer and Seller entered into the Original Agreement for the purpose of Seller constructing a renewable electric generating facility, connecting such facility to Buyer’s electric system, and Buyer purchasing output from the facility; and

WHEREAS, the Original Agreement had a fixed Scheduled Commercial Operation Date where Seller’s and Buyer’s facilities would interconnect and commence the transfer of energy into Buyer’s electric system; and

WHEREAS, both Parties wish to amend the Original Agreement pursuant to Section 13.10 for purposes of changing the Scheduled Commercial Operation Date pursuant to the terms and conditions provided for in this Amendment;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the Parties hereto agree as follows:

1. **General.** All terms and provisions of Original Agreement, a copy of which is attached hereto as **Attachment 2** and made a part of this Amendment, will remain in full force and effect on both Parties, except as amended in this Amendment. If there is conflict between this Amendment and the Original Agreement, or any earlier amendment, then the terms of this Amendment will prevail.
2. **Amendment.** The Original Agreement is amended by modification and replacement of the respective sections with the following language:

(a) Amending “Definitions and Rules of Interpretation”, Exhibit A of Original Agreement. The definition of “Condition Deadline” in this Exhibit A shall be replaced with the following language:

“Condition Deadline” means December 1st, 2020.

(b) Replacing “Facility Milestones”, Exhibit C of Original Agreement. This Exhibit C shall be replaced in its entirety with “Amended Facility Milestones”, attached hereto as **Attachment 1** and made a part of this Amendment.

3. **Confirmation of Original Agreement as Amended.** The Parties hereby adopt, ratify and confirm the Original Agreement as it is amended by this Amendment. This Amendment shall be binding on, and inure to the benefit of, the parties hereto.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment by their duly authorized representatives as of the date of the last signatory hereto.

BUYER: City of Columbia, MO


By: _____
John Glascock, City Manager

Date: _____

ATTEST:

By: _____
Sheela Amin, City Clerk

APPROVED AS TO FORM:

By: _____
Nancy Thompson, City Counselor / AK 

SELLER: Truman Solar, LLC

BY: _____

NAME: _____

TITLE: _____

DATE: _____

EXHIBIT C
AMENDED FACILITY MILESTONES

<u>Milestone</u>	<u>Completion Date</u>
Seller obtains all Permits reasonably necessary to commence construction of the Facility	Condition Deadline
Scheduled Commercial Operation Date	01/31/2021