

**CALL TO ORDER**

IN REGULAR SESSION, Tuesday, December 20, 2022 at 7:00 P.M., in the Council Chambers of City Hall, 323 West Michigan Avenue, Marshall, MI 49068. City Council was called to order by Mayor Caron.

**ROLL CALL**

Roll was called:

Present: Council Members: Mayor Caron, Gates, Schwartz, Underhill and Wolfersberger.

Also Present: City Manager Perry and Clerk Eubank

Absent: Rice and Traver

**Moved** Gates, supported Underhill, to excuse members Rice and Traver. On a voice vote-  
**MOTION CARRIED.**

**PLEDGE OF ALLEGIANCE**

Mayor Caron led the Pledge of Allegiance.

**APPROVAL OF THE AGENDA**

**Moved** Wolfersberger, supported Underhill, to approve the agenda as presented. On a voice vote – **MOTION CARRIED.**

**PUBLIC COMMENT ON AGENDA ITEMS**

None.

**CONSENT AGENDA**

Mayor Caron noted that the date on the work session needed to be amended to December 5, 2022

**Moved** Wolfersberger, supported Gates, to approve the Consent Agenda as amended:

- A. Minutes of the City Council Work Session held on Monday, December 5, 2022;
- B. Minutes of the City Council Regular Session held on Monday, December 5, 2022;
- C. Approve city bills in the amount of \$2,086,927.82

On a voice vote. **MOTION CARRIED.**

**PRESENTATIONS AND RECOGNITION**

None.

**INFORMATIONAL ITEMS**

None.

**PUBLIC HEARINGS & SUBSEQUENT COUNCIL ACTION**

None.

**OLD BUSINESS**

None.

**REPORTS AND RECOMMENDATIONS**

**A. AMP Fremont Energy Center Additional Allocation**

**Moved** Gates, supported Underhill, to authorize the Mayor and City Clerk to execute the Assignment and Assumption Agreement for a 1 MW additional allocation of the American Municipal Power Fremont Energy Center. On a roll call vote- ayes: Schwartz, Underhill, Wolfersberger, Mayor Caron, and Gates; nays: none. **MOTION CARRIED**

RESOLUTION 22-034

APPROVING THE ASSUMPTION OF AN INTEREST OF THE CITY OF HAMILTON, OHIO IN THE AMP  
FREMONT ENERGY CENTER POWER SALES CONTRACT AND OTHER MATTERS

WHEREAS, the City of Marshall (the “City”) owns and operates an electric utility system for the sale of electric power and associated energy for the benefit of its citizens and taxpayers; and

WHEREAS, the City is also a member of American Municipal Power, Inc., (“AMP”); and

WHEREAS, the City, along with other AMP Members (collectively “Participants”), entered into a Power Sales Contract regarding the American Municipal Power Fremont Energy Center dated June 15, 2011 (“PSC”); and

WHEREAS, in order to obtain such sources of electric capacity and energy, each Participant purchases its PSCR Share (as defined in the PSC) of the output of the Power Sales Contract Resources (as defined in the PCS) from AMP; and

WHEREAS, the City has determined that it requires additional electric capacity and energy; and

WHEREAS, the City of Hamilton, Ohio is a Participant under the PSC (“Assignor”); and

WHEREAS, the City desires to accept the assignment of and assume up to 0.215% (1,000 kW) from Assignor’s PSCR Share (the “Assigned Share”) along with the other rights and obligations of Assignor under the PSC, including, without limitation, any obligation of Assignor to purchase Step Up Power and pay Step Up Costs, related to the PSCR Share (as such terms are defined in the PSC) (the “Assignment”); and

WHEREAS, AMP, on behalf of the remaining Participants, has waived or will waive, upon the effectiveness of this Resolution and certain other prerequisites, the right of first refusal to assume Assignor’s rights under the PSC; and

WHEREAS, the City, Assignor and AMP desire to enter into an Assignment and Assumption Agreement (“Assignment Agreement”) which sets forth the parties’ respective rights and obligations with regard to the Assignment.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Assignment is hereby authorized and the Assignment Agreement, in substantially the form of which is on file with the City Clerk, is hereby approved, and the Mayor and the City Clerk are authorized and directed, upon request of the City Council, to execute on behalf of the City a final form of the Assignment Agreement, substantially in the form approved by this resolution with such completions and changes therein as may be necessary and approved by the City Attorney.

2. The City is hereby authorized, through the execution and delivery of the Assignment Agreement, to acquire the Assigned Share, and the Mayor and the City Clerk, and each of them, are authorized to execute and deliver any and all documents necessary for the City to acquire the Assigned Share and to carry out Assignor’s related obligations under the PSC.

3. If any section, subsection, paragraph, clause or provision or any part thereof of this resolution shall be finally adjudicated by a court of competent jurisdiction to be invalid, the remainder of this resolution shall be unaffected by such adjudication and all the remaining provisions of this resolution shall remain in full force and effect as though such section, subsection, paragraph, clause or provision or any part thereof so adjudicated to be invalid had not, to the extent of such invalidity, been included herein.

4. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are hereby rescinded.

5. This resolution shall take effect immediately as an emergency measure because a continuous, uninterrupted, and cost-effective power supply is necessary to preserve the health, welfare, and safety of the community.

Passed on this, the \_\_\_\_\_ day of \_\_\_\_\_, 2022, by the following vote:

AYES:

NAYS:

ABSENT:

MOTION APPROVED.

I HEREBY CERTIFY, that the foregoing is a Resolution duly made and passed by City Council of the City of Marshall at their regular meeting held on December 20, 2022, at 7:00 p.m. in Marshall, Michigan, with a quorum present.

\_\_\_\_\_  
Michelle Eubank, City Clerk

\_\_\_\_\_  
Date

**B. DART Grant Request**

**Moved** Gates, supported Underhill, to approve the submission of a Senior Millage Mini-Grant to Calhoun County in an amount up to \$5,000. On a voice vote – **MOTION CARRIED.**

**C. Marshall Community Foundation Grant Request**

**Moved** Schwartz, supported Underhill to approve the Marshall Area Farmer's Market grant application to the Marshall Community Foundation. On a voice vote – **MOTION CARRIED.**

**APPOINTMENTS/ELECTIONS**

None.

**PUBLIC COMMENT ON NON-AGENDA ITEMS**

None

**COUNCIL AND MANAGER COMMUNICATIONS**

Council members thanked Mayor Caron for his service and guidance over the past several years.

Mayor Caron stated that he appreciated the opportunity that the citizens have given him to serve over the last several years and is hopeful for the direction the City is headed in.

**CLOSED SESSION**

**Moved** Wolfersberger, supported Underhill to enter in closed session under section 8(h) of the Open Meetings Act, to consider material exempt from disclosure by state statute, section 13(1)(g) of the Freedom of Information Act, being confidential attorney-client privileged written communication from its attorney dated November 21, 2022 and December 20, 2022 regarding Marshall House, for the reason that the written communications are exempt from disclosure under State law due to the attorney-client privilege. On a roll call vote- ayes: Schwartz, Underhill, Wolfersberger, Mayor Caron, and Gates; nays: none. **MOTION CARRIED**

Enter into Closed Session at 7:30 p.m.

Return to Open Session at 7:55 p.m.

**Moved** Wolfersberger, supported Gates to allow the City Clerk to execute the Fourth Amendment to the Purchase and Sale Agreement for Marshall House. On a roll call vote- ayes: Underhill, Wolfersberger, Mayor Caron, Gates and Schwartz; nays: none. **MOTION CARRIED**

**ADJOURNMENT**

The meeting was adjourned at 7:57 p.m.

---

Joe Caron, Mayor

---

Michelle Eubank, City Clerk