

RESOLUTION GAINESVILLE REGIONAL UTILITIES AUTHORITY, A UNIT OF CITY GOVERNMENT OF THE CITY OF GAINESVILLE, FLORIDA, APPROVING THE EXECUTION, DELIVERY AND PERFORMANCE OF ONE OR MORE NATURAL GAS SUPPLY AGREEMENTS WITH MUNICIPAL GAS AUTHORITY OF GEORGIA, AND OTHER DOCUMENTS RESPECTING NATURAL GAS PREPAYMENT TRANSACTIONS WITH MAIN STREET NATURAL GAS; AND FOR OTHER PURPOSES.

WHEREAS, the Charter of the City of Gainesville, Florida (the "City") being Chapter 12760, Laws of Florida, as amended by Chapter 90-394, Laws of Florida was amended pursuant to House Bill 1645 and codified by Chapter No. 2023-348, Laws of Florida (the "Charter Amendment"), which such Charter Amendment, among other things, added Article VII to the Charter and thereby created the Gainesville Regional Utilities Authority (the "Authority"); and

WHEREAS, the City Commission of the City (the "City Commission") adopted Resolution No. 2023-1186 on December 22, 2023 (the "Transitional Resolution") to effectuate the orderly transition of the governance, operation, management, and control of all utility systems, properties and assets related to the electric utility, water utility system, wastewater utility system, natural gas utility system, communications utility system (collectively, the "System"), doing business as the Gainesville Regional Utilities, to the Authority; and

WHEREAS, the Authority is expressly authorized pursuant to the Charter Amendment to, among other things, enter into agreements for the future delivery of fuel or other commodities; and

WHEREAS, the System was formed, among other reasons, to acquire secure, reliable and adequate long-term supplies of natural gas for resale to governmentally owned customers for ultimate delivery to the residential, commercial, institutional, and industrial consumers in their areas of service and to achieve cost savings, economies of scale and reliability of supply; and

WHEREAS, the System has a need for long-term gas supplies; and

WHEREAS, Municipal Gas Authority of Georgia (the "Gas Authority") is participating in, and developing new, natural gas prepayment transactions from time to time with Main Street Natural Gas, Inc. ("Issuer") from the proceeds of certain tax-exempt bonds (each a "Prepayment Project"); and

WHEREAS, neither the Authority nor the City shall have any financial liability with respect to the tax-exempt bonds to be issued by the Issuer and the only obligation of the Authority, as a unit of the City government, shall be to make payments for natural gas deliveries made pursuant to the Agreement (as defined herein); and

WHEREAS, the Gas Authority and the Authority have caused to be prepared forms of Base Contract for Sale and Purchase of Natural Gas, Special Provisions to the NAESB Base Contract between the Gas Authority and the Authority, which modifies and supplements the NAESB Standard 6.3.1 Base Contract for the Sale and Purchase of Natural Gas (the "Base Contract") with the special provisions contained therein ("Special Provisions") and transaction confirmations to be entered into from time to time; and

WHEREAS, the Base Contract, including the General Terms and Conditions thereto, as modified by the Special Provisions, shall apply to all confirmed transactions between the Gas Authority and the Authority for the purchase and sale of gas unless otherwise specifically stated in a written confirmation executed by both parties; and

WHEREAS, the Authority will pay for gas supplies delivered pursuant to an Agreement only if and as such supplies are delivered; and

WHEREAS, the City Commission adopted on September 21, 2017, its Resolution No. 170395 incorporating by reference the Second Amended and Restated Utilities System Revenue Bond Resolution adopted by the City on September 21, 2017 (the "Bond Resolution"); and

WHEREAS, pursuant to the Transitional Resolution, the City Commission authorized the Authority to, among other things, take all actions on behalf of the City under the Bond Resolution; and

WHEREAS, the Authority adopted Resolution 2024-920A on December 11, 2024 authorizing the Authority to execute, deliver and perform one or more natural gas supply agreements with the Gas Authority, and other documents in connection with natural gas prepayment transactions with the Issuer, and for other purposes; and

WHEREAS, on December 18, 2024, the Authority entered into an agreement with the Gas Authority defined as Citi2024E Gas Purchase Agreement for 10,000 MMBTu/day with an initial effective date of April 1, 2025; and

WHEREAS, the Authority proposes to enter into a new transaction confirmation under the same Base Contract and Special Provisions with the Gas Authority (collectively, the "Agreement") defined as the Main Street TD2025A Gas Purchase Agreement for an annual average of 5,500 MMBTu/day with an initial effective date of not later than August 1, 2025, with not less than a \$0.50/MMBtu discount off spot index, for the initial term of the transaction (until May 31, 2032) and, provided the Authority exercises certain contract rights, a minimum \$.23/MMBtu discount thereafter, in each case net of administrative fees (collectively, the "Purchase Terms"); and

WHEREAS, the purchase of gas delivered and paid by the Authority and all other fees, costs and expenses related thereto shall be an Operation and Maintenance Expense under the Bond Resolution;

NOW, THEREFORE, BE IT RESOLVED by the Authority, a unit of city government of the City, that the Agreement, and the Purchase Terms, transactions, purchases and obligations represented thereby, are hereby approved in substantially the form of the Agreement, forms of which are attached hereto, and the Chief Executive Officer/General Manager of the Authority, the Chief Financial Officer of the Authority, or any other officer, employee or agent of the City or the Authority pursuant to the Charter authorized to perform specific acts or duties by resolution duly adopted by the Authority (the "Authorized Officers"), or any of them, are hereby authorized to finalize one or more Agreements from time to time within the parameters of the Purchase Terms with such changes, additions, and deletions as are required, in their sole discretion, to complete the Agreement, and the execution of the Agreement by any Authorized Officer shall be conclusive evidence of any such approval; and

FURTHER RESOLVED that, when each such Agreement is so finalized, the Authorized Officers, or any of them, are hereby authorized to execute and deliver such Agreement in as many counterparts as may be required; and

FURTHER RESOLVED that the Authorized Officers, or any of them, are hereby authorized to execute and deliver all such additional certificates, documents and other instruments reasonably required or desirable to complete the transactions contemplated by each Agreement, including but not limited to any necessary tax certificates or documents necessary to evidence the Authority's compliance with any tax or continuing disclosure requirements arising as a result of the Authority's execution of the Agreement or as reasonably required.

PASSED AND ADOPTED IN PUBLIC SESSION OF THE GAINESVILLE REGIONAL UTILITIES AUTHORITY, THIS 12th DAY OF FEBRUARY 2025.

GAINESVILLE REGIONAL UTILITIES
AUTHORITY

By: _____


C. Eric Lawson, Chairman

APPROVED AS TO FORM AND
LEGALITY:

By: 
Utilities Attorney, S. Scott Walker, Esq.

Exhibit
Gas Supply Agreement