

## CLERK'S CERTIFICATE

I, Allen Coleman, Clerk of the Town of Apex, North Carolina, (the "Municipality"), DO HEREBY CERTIFY as follows:

1. To the date of this Certificate, the Town Council of the Municipality ("the Governing Body") has adopted no ordinance, resolution or rule regulating the procedure to be followed or observed by the Governing Body in the adoption of ordinances or resolutions which is not included in the Municipality's Charter, as amended to date.

2. As of the date of this Certificate and the date of introduction and adoption of the Ordinance hereinafter described, the Governing Body of the Municipality consisted of 5 members and the Mayor, all of whom have been duly elected and qualified.

3. Jacques Gilbert was the duly elected and qualified Mayor of the Municipality at the time of the introduction and adoption of the Ordinance hereinafter described and at the time of the execution of the documents hereinafter described by the Municipality.

4. The undersigned Clerk has been duly appointed by the Town Council as Clerk of the Municipality to hold office at the pleasure of the Governing Body, and the appointment as Clerk predated the introduction and adoption of the Ordinance hereinafter described and remains in full force and effect.

5. The seal, an impression of which appears below, is the corporate seal adopted by the Municipality.

6. The undersigned, as Clerk, is charged with the duty of keeping custody of the minutes and official records of the proceedings of the Governing Body.

7. At a regular meeting of the Governing Body conducted on the \_\_\_\_ day of \_\_\_\_\_, 2023, the ordinance entitled "AN ORDINANCE OF THE TOWN COUNCIL OF THE TOWN OF APEX, NORTH CAROLINA, DETERMINING THAT IT IS

IN THE BEST INTERESTS OF THE TOWN OF APEX TO APPROVE AND AUTHORIZE THE EXECUTION AND DELIVERY OF THE AMENDED AND RESTATED FULL REQUIREMENTS POWER SALES AGREEMENT BETWEEN THE TOWN OF APEX AND NORTH CAROLINA EASTERN MUNICIPAL POWER AGENCY,” a full, true and complete copy of which is attached hereto and made a part of this Certificate (the “Ordinance”), was introduced and, after consideration by the Governing Body, was duly adopted by the Governing Body by a vote of \_\_\_\_\_ yeas and \_\_\_\_\_ nays. The Ordinance was thereafter duly recorded in the ordinance book of the Municipality and the municipal journal, if any. A copy of the minutes of said meeting is attached hereto.

8. The meeting referred to in this Certificate was a duly called and held regular meeting of the Governing Body, open to the public, and a quorum of the Governing Body was present and acting throughout; the copy of the minutes attached hereto has been compared by the undersigned with the original thereof that is on file and of record in the office of the undersigned and it is a full, true and complete copy of said original; the copy of the Ordinance attached hereto has been compared by the undersigned with the original thereof that is on file in the ordinance book (and municipal journal, if any) and it is a full, true and complete copy of said original. The Ordinance has not been amended, modified, superseded or repealed and is in full force and effect as of the date hereof.

9. The Amended and Restated Full Requirements Power Sales Agreement Amendment (the “Amended and Restated FRPSA”) referred to in the Ordinance has been filed in the Clerk’s office with the minutes of the proceedings at which the Ordinance was adopted.

10. Each execution copy of the Amended and Restated FRPSA furnished to North Carolina Eastern Municipal Power Agency by the undersigned has been duly executed by the

Mayor of the Municipality and attested by the undersigned as Clerk of the Municipality, all pursuant to authority granted by the Ordinance.

11. Since June 22, 2015, the Governing Body of the Municipality has not amended, revised or altered the Charter of the Municipality pursuant to legislative action, Section §160A-101 et seq. of the North Carolina General Statutes, or in any other manner whatsoever, except as such may have been amended, revised or altered by the document(s), if any, attached hereto; a copy of such document(s) was compared by me with the original(s) thereof on file and of record in the offices of the undersigned and it is a full, true and complete copy of said original(s); and such document(s) has not been amended, modified, superseded or repealed (except as reflected in the documents attached hereto) and is/are in full force and effect as of the date of this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Town of Ayden, this the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

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Clerk

(Impress Seal Here)

Attachments:

Ordinance

Minutes

Charter Amendments, if any