



**TO: Solar Participants**

**FROM: MEAG Power**

**DATE: June 30, 2023**

**SUBJECT: Third Amendment to the Power Purchase Contract (“PPC”) between  
Municipal Electric Authority of Georgia and the Undersigned  
Participant**

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Attached for your consideration and approval is a third amendment to your Solar Power Purchase Contract (PPC). This third amendment will increase your entitlement share to the output received under the Solar Purchase Power Agreement (SPPA) in accordance with your expressed interest in acquiring all or a portion of the now unsubscribed 0.6589520 MWs.

MEAG Power is requesting an expedited approval of this third amendment, with a deadline of July 14<sup>th</sup>, in order to maintain the project schedule and November 2024 Commercial Operation date.

Please contact your Regional Manager with any questions.

THIRD AMENDMENT TO THE POWER PURCHASE CONTRACT  
BETWEEN MUNICIPAL ELECTRIC AUTHORITY OF  
GEORGIA AND THE UNDERSIGNED PARTICIPANT

This Third Amendment to the Power Purchase Contract (this “**Amendment**”), made and entered into as of \_\_\_\_\_, 2023, by and between the Municipal Electric Authority of Georgia (the “**Authority**” or “**MEAG Power**”), a public body corporate and politic and a public corporation and an instrumentality of the State of Georgia, created by the provisions of the Municipal Electric Authority Act, Ga. L. 1976, p. 107, as amended (the “**Act**”), and the City of Cartersville (a “**Solar Participant**”), a political subdivision of the State of Georgia.

WITNESSETH:

WHEREAS, the Authority has previously entered into the Power Purchase Contract (“PPC”) made and entered as of August 11, 2021, with the City of Cartersville;

WHEREAS, Section 1.2 of the PPC established the calculation for determining the Solar Participant’s Entitlement Share. The City was notified of its awarded MW amount and Entitlement Share in a letter dated September 21, 2021 from Peter M. Degnan;

WHEREAS, the Authority and the Solar Participant amended the PPC pursuant to that certain First Amendment to the PPC, dated October 20, 2022, whereby Section 1.1 of the PPC was amended by adding Exhibit B to the PPC (incorporating into the PPC Amendment No.1 to the Solar Power Purchase Agreement (SPPA));

WHEREAS, the Authority and certain Solar Participants further amended the PPC by executing Amendment No. 2 to the SPPA;

WHEREAS, one Solar Participant with an awarded MW amount of 0.6589520 MWs has elected not to continue in the Solar Project;

WHEREAS, other Solar Participants have expressed an interest in acquiring all or a portion of the now unsubscribed 0.6589520 MWs;

NOW, THEREFORE, for and in consideration of the premises and mutual covenants and agreements hereinafter set forth, it is agreed by and between the parties hereto as follows:

1.

The City agrees to increase its Entitlement Share of the Solar Project in accordance with the following formula:

- (a) The calculation reflecting each City's existing entitlement share as a percentage of the total entitlement shares of the Solar Participants entering into this Third Amendment. That percentage share will be multiplied by the unsubscribed 0.6589520 MWs to determine the increase of the Solar Participants MW amount.
- (b) That MW amount increase will then be added to the City's awarded MW amount from the September 21, 2021 letter (Adjusted MWs), and the City's new Entitlement Share will be the Adjusted MWs divided by the number of MWs comprising the Solar Project (80 MWs) .

2.

All other provisions of the Power Purchase Contract between Municipal Electric Authority of Georgia and the Solar Participant shall remain in full force and effect and binding upon the parties hereto.

3.

In witness whereof, the Authority has caused this Amendment to be executed in its corporate name by its duly authorized officers and the Authority has caused its corporate seal to be hereunto impressed and attested; the Solar Participant has caused this Amendment to be executed in its corporate name by its duly authorized officers and its corporate seal to be hereunto

impressed and attested, and delivery hereof by the Authority to the Solar Participant is hereby acknowledged, all as of the day and year first above written.

MUNICIPAL ELECTRIC AUTHORITY OF  
GEORGIA

By: \_\_\_\_\_  
Name: James E. Fuller  
Title: President and CEO

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(SEAL)

*[Solar Participant Signature is on the next page]*

CITY OF CARTERSVILLE

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_