

RESOLUTION NO. 2021-37

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF THE MGD EXPANSION COMMITMENT AGREEMENT BETWEEN THE CITY OF MADISON AND THE LEWIS AND CLARK RURAL WATER SYSTEM, INC.

WHEREAS, the Lewis and Clark Rural Water System, Inc. (“Lewis & Clark”) is a South Dakota nonprofit corporation organized for the purpose of developing, constructing and operating a water supply system (the “System”) drawing water from the Missouri Elk Point Aquifer adjacent to the Missouri River and serving its member communities and water systems in southeastern South Dakota, northwestern Iowa and southwestern Minnesota; and

WHEREAS, the City of Madison (the “Member”), a municipality, is a member of Lewis & Clark; and

WHEREAS, it is critical to the feasibility and ultimate financing and construction of the System to have firm commitments of participation from all members desiring to participate in the System; and

WHEREAS, Lewis & Clark and the Members have each previously entered into a separate Amended and Restated Commitment Agreement (“ARCA”) pursuant to which Lewis & Clark and each of the Members agreed to the same, or very similar, terms and conditions regarding the obligations and rights of both Lewis & Clark and the Members related to the construction and operation of the System; and

WHEREAS, Lewis & Clark and the Member wish to enter into this Agreement for purposes of outlining the commitment of Lewis & Clark to plan for and construct the additional 15.81 million gallons per day of reserved capacity and for purposes of outlining the commitment of the Member to fund their share of all Project Costs associated with the 15.81 MGD Expansion.

NOW, THEREFORE, BE IT RESOLVED that the Member hereby determines it is in the best interests of the Member and its water customers for the Member to enter into the MGD Expansion Commitment Agreement (the “Agreement”) to be entered into on or about December 31, 2021, between the Member and Lewis & Clark, in substantially the form presented at this meeting.

BE IT FURTHER RESOLVED that the officers of the Member, or any one of them, are hereby authorized to execute and deliver the Agreement in the name and on behalf of the Member and do all such acts and execute the Agreement and such other certificates, contracts, documents and instruments as may be necessary or appropriate to carry out the above-described transaction; their execution of the above-named document pursuant to this authorization shall be deemed conclusive evidence of the approval and sufficiency thereof.

Passed and adopted this 6th day of December, 2021.

CITY OF MADISON

/s/Marshall Dennert
Mayor

ATTEST: /s/Sonya Wilt
Finance Officer

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