

BY-LAWS
OF
THE FLORIDA MUNICIPAL POWER AGENCY
EXECUTIVE COMMITTEE

ARTICLE I
AUTHORITY

These By-Laws of the Florida Municipal Power Agency Executive Committee (By-Laws) are hereby adopted by the Executive Committee pursuant to and in accordance with the Interlocal Agreement and the Agency By-Laws. To the extent these By-Laws are silent and the Agency By-Laws speak to any matter, the Agency By-Laws shall be deemed to control; provided, however, in the event of any conflict between these By-Laws and the Agency By-Laws, the Agency By-Laws shall control. In the event of any conflict between these By-Laws and the ARP Contract, the ARP Contract shall control.

ARTICLE II
DEFINITIONS

Section 1. “Agency” or “FMPA” shall mean and refer to the Florida Municipal Power Agency, a governmental legal entity established and existing pursuant to Section 163.01 and/or Part II, Chapter 361, Florida Statutes.

Section 2. “Agency By-Laws” shall mean and refer to the Second Revised and Restated By-Laws of the Florida Municipal Power Agency as adopted by the FMPA Board of Directors on May 24, 2007, as the same may be amended from time to time.

Section 3. “ARP” shall mean and refer to the All-Requirements Power Supply Project of FMPA.

Section 4. “ARP Contract” shall mean and refer to the All-Requirements Power Supply Project Contract entered into between the Agency and each Participant, as the same may be amended from time to time.

Section 5. “By-Laws” shall mean and refer to these Executive Committee By-Laws. The words “herein,” “hereof,” or “hereunder” or similar terms refer to these By-Laws as a whole and not to any specific article or section.

Section 6. “Committee” or “EC” shall mean and refer to the Florida Municipal Power Agency Executive Committee as described in the Interlocal Agreement and the Agency By-Laws.

Section 7. “Committee Member” shall mean and refer to a Participant’s appointed representative, as provided for in the ARP Contract and these By-Laws, or duly appointed alternate acting in the place of the representative for whom he or she is the alternate.

Section 8. “Interlocal Agreement” shall mean and refer to the Interlocal Agreement Creating the Florida Municipal Power Agency executed by each of FMPA’s municipal electric utility member systems, as the same may be amended from time to time.

Section 9. “Office” or “Officer” shall mean and refer to any or all of the elective and non-elective Offices of the Executive Committee enumerated in these By-Laws, including any non-elective Offices created and/or appointed pursuant to Article VI, section 4 of these By-Laws.

Section 10. “Participants” or “Participant” shall mean and refer collectively and individually to each of the FMPA municipal electric utility member systems that

have executed an ARP Contract and receive “All-Requirements Services” (as that term is defined in the ARP Contract) pursuant thereto.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. Number. To the greatest extent permitted by applicable law, rule, regulation, order or resolution, the business and affairs of the All-Requirements Power Supply Project (the ARP) shall be governed and managed by the Florida Municipal Agency Executive Committee (the Committee or the EC). The Committee shall be composed of one (1) representative designated in writing by each Participant in the ARP pursuant to the All-Requirements Power Supply Project Contract (ARP Contract), who shall serve as provided in the ARP Contract; provided, however, any Participant that has elected to exercise its contract rate of delivery rights pursuant to Section 3 of the ARP Contract and whose contract rate of delivery is not equal to or greater than fifteen percent (15%) of its peak demand as established pursuant to Section 3(a) of the ARP Contract shall not be entitled to appoint a representative or any alternate as a Committee Member.

Section 2. Alternates. Participants may appoint in writing one or more alternate Committee Members as they deem necessary. Any such alternate shall be entitled to vote in the absence of the representative for whom he or she is an alternate at any meeting of the Committee, but shall not be entitled to assume or perform the duties of any Office of the EC held by the representative for whom he or she is an alternate. Each alternate serves at the pleasure of the Participant designating him or her.

Section 3. Compensation. No representative or alternate shall receive compensation from Florida Municipal Power Agency for any service he or she may

render to the Committee. However, the Committee may advance or reimburse the expenses of any Committee Member who, under the direction of the Executive Committee or its Officers performs any special service.

Section 4. Resignation. Any Committee Member may at any time resign from the Committee by the delivery of his or her resignation in writing to Florida Municipal Power Agency (Attention: Secretary), or as otherwise provided for in these By-Laws. Any such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective unless the resignation so states. If a Committee Member or alternate Committee Member is an employee or an elected/appointed official of the Participant whom he or she represents, such Committee Member or alternate Committee Member shall be deemed to have resigned from the Committee effective as of the date his or her employment by the Participant ends or he or she ceases to be such an elected/appointed official.

Section 5. Vacancies on the Committee. Any vacancy on the Committee shall be filled by the Participant who designated and is represented by the vacant Committee Member's seat, in accordance with the ARP Contract. The filling of any vacancy on the Committee shall be effective upon receipt by FMPA of a written notice from the Participant appointing an individual to fill such vacancy.

ARTICLE IV

MEETINGS OF THE COMMITTEE

Section 1. Regular Meetings. The Committee shall meet for regular meetings as scheduled by the Committee.

Section 2. Special Meetings. Special Meetings of the Committee may be called by the Chairperson, by the FMPA General Manager in consultation with the Chairperson, or by any two or more Committee Members.

Section 3. Notice and Other Requirements of Law. Public notice must be given for all meetings and workshops of the Executive Committee and its subcommittees. All meetings and workshops of the Committee and its subcommittees shall be held in accordance with the requirements of Florida law, including Section 286.011, Florida Statutes, as amended (the Sunshine Law). The Secretary or an Assistant Secretary or, in case of his or her death, absence, incapacity or refusal, any Officer shall give notice of any regular or special meeting of the Committee to each Committee Member (1) in person, by telephone, by electronic messaging (including email), or by facsimile at least twenty-four (24) hours prior to such meeting (unless an emergency requires a shorter notice); or (2) by written notice by mail at least seventy-two (72) hours before such meeting. Without effecting the requirements of the previous sentence, it is hereby declared to be the preference of the Executive Committees that efforts be made to allow that all regular and special meetings be noticed to each Committee Member not less than three (3) business days prior to the meeting date. Notice of a Committee meeting need not be given to any Committee Member if the Committee Member executes a written waiver of notice before the meeting, or if the Committee Member attends the meeting without protesting. Notices for all subcommittee meetings shall be provided to each subcommittee member no less than twenty-four (24) hours prior to any meeting.

Section 4. Minutes. All meetings and workshops of the EC and its subcommittees shall be memorialized by written minutes and all such written minutes shall be submitted to the Committee or the appropriate subcommittee for approval. If any subcommittee ceases to exist at anytime, and there are still meeting minutes of such

subcommittee yet to be approved, those minutes shall be reduced to writing by Agency staff as draft minutes and kept in the permanent records of the Agency and distributed to the former subcommittee members, to the extent possible, for comment; any comments submitted by former subcommittee members shall be kept with the draft minutes in the permanent records of the Agency.

Section 5. Quorum and Voting. A majority of the Committee Members present (in person or by the use of communications technology consistent with Florida law governing public meetings) shall constitute a quorum for the transaction of business by the Committee. Committee Members may participate in any meeting of the EC by means of conference telephone, video conference or other communications equipment by means of which all persons attending such meeting can hear each other. During any such meeting, one or more Committee Members, may, but need not, be together in one location. Participation in such a meeting of the EC shall constitute presence in person at the meeting. A quorum need not be physically present in a single location. All action of the Committee shall be taken by vote of the quorum present (in person or by the use of communications technology consistent with Florida law governing public meetings). Each Committee Member shall hold and exercise one (1) vote. Action can only be taken if a majority of those Committee Members present vote in favor of such action; provided, however, for any action which expressly requires ARP Participant approval pursuant to the ARP Contract, as set forth in Article IV, section 6, two or more Committee Members may request a second affirming vote. Then, for action to be taken by the Committee, such second affirming vote must pass by a supermajority of no less than 75% of the votes present as a quorum (in person or by the use of communications technology consistent with Florida law governing public meetings).

If a second affirming vote is requested by two or more Committee Members, the first vote by the Committee shall be deemed to be a vote by the Participants as such and the second affirming vote shall be deemed to be a vote of the Executive Committee to satisfy the requirements of the ARP Contract. If a second affirming vote is not requested by two or more Committee Members, the vote taken shall be deemed to be both a vote by the Participants, as such, and a vote by the Executive Committee to satisfy the requirements of the ARP Contract.

Section 6. ARP Contract Requirements. Pursuant to sections 4(b) and 6(d) of the ARP Contract, the following actions expressly require Participant approval:

- (i) the participation of FMPA in any project for the construction, acquisition, purchase, lease or other use of any generation, dispatching, load management or transmission resources, output of services that is to be included in the System requiring
 - (a) the issuance of bonds by FMPA or assumption or guaranty by FMPA of other obligations, or
 - (b) requiring the execution by FMPA of any power supply contract or agreement (other than interchange agreements with other utilities) with a basic term of more than seven years; or
- (ii) adoption of a new or revised rate schedule which
 - (a) represents a change in the manner of determination of rates other than a change that does not have a significant economic impact on any Participant,

- (b) eliminates the separate rate schedules for FPC Participants or FPL Participants, or
- (c) establishes or eliminates any other separate Rate Schedule or Schedules for any Participant or Participants.

If the ARP Contract is amended in a manner that effects this Article IV, section 5, this section 5 shall be deemed to be amended to comply with the ARP Contract as amended.

Section 7. Recess and Adjournment. The Chairperson may recess any meeting to a time and place specified by the Chairperson during a duly called meeting. A quorum need not be present for the Chairperson to recess a meeting. The Chairperson may adjourn any meeting of the Committee and such adjournment shall conclude such meeting. A quorum need not be present for the Chairperson to adjourn any meeting.

Section 8. Set Agenda. At any meeting of the Committee or any subcommittee, the Committee or such subcommittee shall by vote set the agenda for the meeting prior to taking up any up any action item.

ARTICLE V

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 1. Powers. The Committee shall have all powers delegated to it by the Florida Municipal Power Agency Board of Directors, by resolution or otherwise, and all other powers granted to it by the Interlocal Agreement, Florida law, and the Agency By-Laws.

Section 2. Duties. It shall be the duty of the Committee to govern and manage the business and affairs of the ARP to the greatest extent permitted by applicable law, rule, regulation, order, resolution, the Interlocal Agreement, the Agency By-Laws,

the ARP Contract, and other binding instruments of the Florida Municipal Power Agency, and all such laws, obligations and instruments shall be construed liberally to effectuate the intent of this Article V.

Section 3. Contracts. Except as otherwise limited herein, the Committee may authorize any Officer, representative, or agent of the Agency to enter into any contract, or execute and deliver any instrument in the name of and on behalf of ARP, and such authority may be general or confined to a specific instance; and unless so authorized by the Committee, no Officer, representative, or agent shall have any power or authority to bind the Agency by contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or any amount.

Section 4. Subcommittees. Either the Committee or the Chairperson may appoint from among the ARP Participants, or from among such other persons as the Committee or the Chairperson may see fit, one or more subcommittees, and at any time may appoint additional members thereto. The members of any such subcommittee shall serve at the pleasure of the appointing authority. Such subcommittees shall perform such tasks and duties as directed by the Committee or Chairperson. Any such subcommittee shall serve in an advisory capacity only, and shall not have the authority to exercise any power of the EC. Each such subcommittee may, subject to the approval of the Chairperson, prescribe rules and regulations for the call and conduct of the meetings of such subcommittee and other matters relating to its procedure. If more than one individual representing the same Participant serves on any subcommittee, the Participant shall designate which of the individuals is the voting member of the subcommittee and only such voting member shall be entitled to cast a vote on any subcommittee action.

There shall be no alternates permitted for subcommittee members. The members of any subcommittee shall not receive compensation for any service they may render. However, any member of a subcommittee may receive a just and reasonable sum for his or her actual expenses. The Chairman may participate as an *ex officio* member of any subcommittee; provided, however, the Chairman as an *ex officio* member of the subcommittee shall not be entitled to vote on any subcommittee action.

Section 5. Agents and Representatives. The EC may appoint such agents and representatives of the Committee with such powers and to perform such acts or duties on behalf of the ARP as the Committee may see fit, consistent with the Interlocal Agreement, the ARP Contract, the Agency By-Laws, these By-Laws, and to the extent authorized or permitted by law.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Initial Officers. The initial Officers of the Committee shall be elected by the Committee in accordance with the requirements of these By-Laws at the same meeting at which these By-Laws are adopted. Such initial Officers shall serve until the next annual meeting of the Committee held in conjunction with the FMPA Board of Directors annual meeting.

Section 2. Nominations. Nominations for each elected Office of the Committee shall be made from the floor by any Committee Member at any meeting at which there is an election, and any person so nominated shall be considered a nominee if his or her nomination is seconded. All elected and appointed Officers of the EC must be Committee Members. If there is more than one Committee Member nominated for any

Office, the election shall be by roll-call ballot. Each elected Officer shall be elected for a term of one (1) year except as set forth in Article VI, section 3 below.

Section 3. Officer Incapacity or Resignation; Replacement. Any elected officer of the Committee who dies, or for forty-five (45) days is unable to perform his or her duties due to ill health, as determined by the Committee, may be deemed to have submitted his or her resignation as an Officer. Any Officer of the Committee may be removed by the EC upon its determination that the best interests of the EC so require. Any Officer may at any time resign by the delivery of his or her resignation in writing to Florida Municipal Power Agency (Attention: Secretary), or as otherwise provided for in these By-Laws. Any such resignation shall be effective upon receipt, and acceptance thereof shall not be necessary to make it effective unless the resignation so states. Upon the death, resignation, or removal of any Officer of the Committee the EC may elect a new Officer, or appoint a new Officer in the case of an appointed Officer, to serve until the next annual meeting of the Board of Directors.

Section 4. Enumeration of Offices. The elected Officers of the EC shall be a Chairperson, and a Vice Chairperson, and they shall be elected for a term of one (1) year and shall serve without compensation. However, Officers of the Committee may be entitled to reimbursement for just and reasonable travel or other expenses in carrying out their duties as approved by the Committee. There shall be no limit on how many terms, consecutive or non-consecutive, a Committee Member may serve as an Officer of the Executive Committee; provided, however, the Chairperson shall be limited to serving no more than six (6) consecutive one year terms. The non-elected Officers of the Committee shall be any Vice Chairpersons and such other Officers as the Committee may from time

to time by resolution create and/or appoint and who shall have such authority, and perform such duties as the Committee may, from time to time, determine. The EC may name the immediate past chairperson of the Committee as an *ex officio* office, as the Committee desires from time to time for the benefit of the EC.

Section 5. Multiple Offices. The Offices of Chairperson and Vice Chairperson may not be held by the same person. An individual who is an elective Officer of the Committee may also be an elective officer of the Agency.

Section 6. Duties. The duties of the Officers are as follows:

(a) Chairperson. The Chairperson shall preside at all meetings of the Committee at which he or she is present; shall appoint all subcommittees not otherwise established by these By-Laws or by contract; shall ensure that the policies and By-Laws of the Committee are established and followed; and shall have such other powers and duties as the Executive Committee may from time to time delegate or as otherwise provided in these By-Laws. The Chairperson may appoint a Second Vice Chairperson to act in the absence of the Vice Chairperson.

(b) Vice Chairperson. The Vice Chairperson shall have such powers and perform such duties as may be delegated by the Committee or the Chairperson. In the absence of the Chairperson, or in the event of the Chairperson's inability to act, the Vice Chairperson shall have and exercise all powers and duties of the Chairperson. Any Second Vice Chairperson appointed by the Chairperson shall perform such duties of the

Vice Chairperson as set forth herein in the absence of the Vice Chairperson.

ARTICLE VII

RULES OF ORDER

Roberts Rules of Order Newly Revised (RRONR) shall govern the procedure of all meetings of the Committee and of its subcommittees, except as otherwise provided for (i) in these By-Laws or (ii) as modified by any rules of procedure adopted by the Committee or any subcommittee. The Committee and every subcommittee, at its discretion, may adopt rules of procedure to govern the conduct of meetings, and to the extent there is a conflict between such adopted rules of procedure and RRONR, such adopted rules of procedure shall control.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended from time to time at any meeting of the Committee, by a vote of a seventy-five percent (75%) majority of a quorum of the Committee Members present (in person or by the use of communications technology consistent with Florida law governing public meetings). A copy of all proposed amendments to be considered at any meeting of the Committee shall be provided to each Committee Member not less than ten (10) days prior to the meeting at which any proposed amendment shall be submitted to a vote.

IN WITNESS WHEREOF, the Executive Committee adopted these By-Laws this
____ day of _____, 20____.

<Insert Name>
Chairperson, Executive Committee
Florida Municipal Power Agency

CERTIFICATION

THE UNDERSIGNED does hereby certify that:

I am the duly elected and acting Secretary or duly appointed and acting Assistant Secretary of Florida Municipal Power Agency, and, that the foregoing By-Laws constitute the By-Laws of the Florida Municipal Power Agency Executive Committee, as duly approved and adopted at a meeting of the Executive Committee, held on the ____ day of _____, 20____.

IN WITNESS THEREOF, I have hereunto subscribed my name this ____ day of _____, 20____.

Secretary or Assistant Secretary

Print Name

FIRST AMENDMENT TO
THE BY-LAWS
OF
THE FLORIDA MUNICIPAL POWER AGENCY
EXECUTIVE COMMITTEE

Article V, section 4 of the By-Laws of the Florida Municipal Power Agency Executive Committee are hereby amended as follows:

Section 4. Subcommittees. Either the Committee or the Chairperson may appoint from among the ARP Participants, or from among such other persons as the Committee or the Chairperson may see fit, one or more subcommittees, and at any time may appoint additional members thereto. The members of any such subcommittee shall serve at the pleasure of the appointing authority. Such subcommittees shall perform such tasks and duties as directed by the Committee or Chairperson. Any such subcommittee shall serve in an advisory capacity only, and shall not have the authority to exercise any power of the EC. Each subcommittee may, subject to the approval of the Chairperson, prescribe rules and regulations for the call and conduct of the meetings of such subcommittee and other matters relating to its procedure. If more than one individual representing the same Participant serves on any subcommittee, the Participant shall designate which of the individuals is the voting member of the subcommittee and only such voting member shall be entitled to cast a vote on any subcommittee action. ~~There shall be no alternates permitted for subcommittee members.~~ Participants represented on a subcommittee may appoint in writing one or more alternate subcommittee members as

they deem necessary. Any such individual alternate subcommittee member shall be entitled to vote in the absence of the representative for whom he or she is an alternate at any meeting of the subcommittee. Each subcommittee alternate serves at the pleasure of the Participant designating him or her. The members of any subcommittee shall not receive compensation for any service they may render. However, any member of a subcommittee may receive a just and reasonable sum for his or her actual expenses. The Chairman may participate as an *ex officio* member of any subcommittee; provided, however, the Chairman as an *ex officio* member of the subcommittee shall not be entitled to vote on any subcommittee action.

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IN WITNESS WHEREOF, the Executive Committee duly adopted this First Amendment to the By-Laws of the Florida Municipal Power Agency Executive Committee this 26th day of August, 2010.

Thomas W. Richards
Chairperson, Executive Committee
Florida Municipal Power Agency

CERTIFICATION

THE UNDERSIGNED does hereby certify that:

I am the duly elected and acting Secretary or duly appointed and acting Assistant Secretary of Florida Municipal Power Agency, and, that the foregoing constitutes the First Amendment to the By-Laws of the Florida Municipal Power Agency Executive Committee, as duly approved and adopted by greater than a supermajority of 75% of the quorum present and acting throughout the meeting of the Executive Committee, held on the 26th day of August, 2010.

IN WITNESS THEREOF, I have hereunto subscribed my name this ____ day of _____, 20____.

Secretary or Assistant Secretary

Print Name