UTILITY COMMITTEE

The Utility Committee Meeting was held on May 12, 2014 at 4:00 p.m. with Chairwoman Williams presiding. Members present were Mr. Perza (arrived 4:07), Mr. Slavin, Mr. Blakeman, and Mr. Snaman. Councilmen Dixon, Anderson, and Hutchison were also present.

AGENDA ADDITIONS/DELETIONS

Mr. Blakeman moved for approval of the agenda as presented, seconded by Mr. Snaman and unanimously carried.

Capital School District Request to Transfer Equivalent Dwelling Unit (EDU) Credits (Dover High School)

Mr. Scott Koenig, City Manager, reviewed a request from the Capital School District to transfer water and sewer Equivalent Dwelling Units (EDU) from the current Dover High School property located at 1 Pat Lynn Drive to the new school at 1 Dover High Drive. Mr. Koenig explained that, based on calculations made by Mrs. Sharon Duca, Director of Public Works, if the request were approved, the impact fee for the new school would be $18,207, which would include transferred EDUs from the old property in addition to new EDUs created on the new property. If the request were not approved, the impact fee would be $412,692. Mr. Koenig pointed out that although this request is allowable under the City Code, it is only allowed if approved by Council. Members were advised that, per the City of Dover Code of Ordinances, two (2) references are applicable to this request. The first code reference is located in Chapter 110, Article III – Water Service, Division 3 – Water Impact Fees, Section 110-208 (d), and the second code reference is located in Chapter 110, Article IV – Wastewater Service, Division 3 – Wastewater Impact Fees, Section 110-283 (c). Both sections state that "No EDUs shall be transferred from one property to another property, whether or not such properties are owned by the same person, without the approval of city council."

In response to Mrs. Williams' concern regarding the demolition of the gym, cafeteria, etc. at the current facility, Mr. Koenig advised that members of the Capital School District were present to address those questions.

Mr. Sean Sokolowski, Business Manager for Capital School District, advised members that as of May 12, 2014, it was the District's intent to demolish all of the existing facilities at the current location. Responding to Mrs. Williams, Mr. Sokolowski stated that the fields would remain intact and that keeping the gym, cafeteria, etc. were considered; however, the cost to maintain the structures would be prohibitive. He explained that demolishing the entire facility would allow the contractor to perform a complete demolition. If the contractor were asked to preserve certain sections of the facility, this would change the way the demolition was performed, requiring a great deal more work and increased costs to preserve the heating, air conditioning and ventilation (HVAC), electric, etc.

In response to Mr. Slavin, Mr. Sokolowski confirmed that there is a governance from the Department of Education that the building has to be demolished if funds are accepted for the new facility.

Responding to Mrs. Williams, Mr. Sokolowski said that it was not common practice for the Department of Education to require demolition of the existing structure when building a new facility; however, he stated that the Cape Henlopen School District demolished their facility when they built their new high school and the Laurel School District was looking at doing the same. Mr. Sokolowski stated that if the Capital School District wished to maintain the current high school, the Department

of Education would not have provided funds to build the new school and would have had to invest in renovating the current building, which would not have been cost effective. In response to Mrs. Williams concerning other school districts being permitted to keep their existing buildings, Mr. Sokolowski said that this is sometimes allowed but would only be possible if there was enough enrollment to fill the old building and the new building, and the Capital School District did not have this capacity.

In response to Mr. Blakeman, Mr. Sokolowski stated that Capital School District will maintain ownership of the land where the old school is located; however, there were no immediate plans other than to hold on to it for future use, hopefully for another middle school or an elementary school. Mr. Sokolowski noted that when land was being sought for the new high school, there were not many areas within City limits with enough acreage to accommodate the school, grounds for fields, parking lots, etc.; therefore, it did not make sense to let go of the property.

Responding to Mrs. Williams, Mr. Sokolowski stated that the old school property would be accessible to the public, noting that the District continues to keep them in good working order and has rented them out on occasion.

In response to Mr. Slavin regarding the City Manager's recommendation on transferring the EDUs, Mr. Koenig advised members that staff's position was that the request met the technical merits and the decision was up to City Council.

Responding to Mr. Dixon regarding the possibility of retaining the gym and other parts of the facility for youth, Mr. Sokolowski indicated that the gyms at William Henry Middle School and Central Middle School are available; however, funding is not available to do a partial demolition at Dover High School.

Responding to Mr. Perza regarding the City having a basis or a precedent to deny a request for transfer of EDUs, Mr. Koenig stated that such a transfer was approved for Capital School District for their administrative offices; therefore, there was a precedent for approving this type of request, but not for denying it, to his knowledge. In response to Mr. Koenig as to whether he recommended the transfer, Mr. Koenig stated that the Public Works Department indicated that the request met the technical merits and the City Manager's Office recommended approval of the transfer based on those merits.

In response to Mrs. Williams as to whether the gym at the current high school could be left for use as a stand-alone building, Mr. Koenig stated that this was possible; however, the costs associated with doing so would be drastically greater and he did not have authorization to make that recommendation. Additionally, aside from the responsibility and cost associated with maintaining the facility, any agreement that would be established if the gym were to remain would likely include a clause that if the Department of Education wanted to use the property for a school, the City would have to abandon the facility. As a result, it could cost the City millions of dollars to invest in the partial demolition and subsequent maintenance, only to have to abandon the property later. In addition, the certificate that was granted to the Capital School District from the Department of Education specifically stated that the current facility would be demolished.

Responding to Mrs. Williams regarding other issues related to construction of the new high school, Mr. Koenig stated that, at this time, he did not have any additional concerns. He indicated that the Capital School District had committed to building a second entrance, the apartment developer had reinitiated their projects so that the road would be extended and tied into the subdivision, and the additional sidewalks on the north side of Route 8 were progressing. He noted that there was one (1) property that may have to go to condemnation; however, all other property owners had agreed to the easements.

Responding to Mr. Perza as to whether the City should postpone the transfer until after the school is opened to ensure that all outstanding items are completed, Mr. Koenig indicated that impact fees are traditionally paid at the time of occupancy; however, City Council had the option to suspend action on the transfer until all items are complete.

In response to Mr. Blakeman, Mr. Perza advised that if the Capital School District wanted to use the old high school property at a later date, they would have to pay the full impact fees.

Mr. Slavin moved to recommend approval of the transfer of Equivalent Dwelling Unit (EDU) credits for the Capital School District from 1 Pat Lynn Drive to 1 Dover High Drive. The motion was seconded by Mr. Dixon and carried by a vote of four (4) yes (Williams, Slavin, Blakeman, and Slavin) and one (1) no (Perza).

Annual Review and Approval of Governing Policy For Energy Commodity Risk Management

Mr. Scott Koenig, City Manager, reviewed the Governing Policy for Energy Commodity Risk Management **(*Attachment #1*)** and explained that this policy governs how the City trades energy. He stated that the hedge program outlines the rules for good transactions that can be reviewed by the internal committee and lets the public know that the City is following the rules. Mr. Koenig advised members that the changes referenced in the document were basically "housekeeping" changes.

Mr. Blakeman moved to recommend approval of the Governing Policy for Energy Commodity Risk Management, seconded by Mr. Slavin and unanimously carried.

Quarterly Review of Utility Related Capital Investment Plan (CIP) (Electric and Water/Wastewater)

Mr. Scott Koenig, City Manager, reviewed the Capital Investment Plan Project Tracking Report, as of March 31, 2014 which included the financial status of each project, noting some of the projects were complete and some had not been billed yet.

Mr. Koenig provided updates on the Garrison Farm project, stating that the water, sewer, and electric projects had been authorized by Council and were underway, as well as the earth moving component of the storm water aspect. Mr. Koenig advised members that George & Lynch, Inc., the contractor for the sewer project, had mobilized and it was expected that the tower contractor would mobilize shortly.

Mr. Koenig advised members that Community Transportation Fund projects had been reallocated to South Street adjacent to the hospital, however, it continued to appear open on the report because the contractor had not presented the bill to the City yet.

Mr. Koenig indicated that members were starting to catch up on some of the backlog of capital projects, noting that the Horsepond project had made substantial progress and that Council would be considering the extension for services for the Van Sant proposal during their meeting scheduled for later in the evening.

Responding to Mr. Anderson, Mr. Koenig advised members that the cost of the Garrison Oak Technical Park improvements was approximately $14.2M, including the water tower, the sanitary pumping station and force main, improvements including the road, storm sewers, the water main, gravity sewer main, and design drawings for the entire subdivision. Of that amount, approximately $550,000 was for electric improvements. In response to Mr. Anderson regarding the amount of funds that were provided by City taxpayers and how much was bond money, State contributions, and Calpine contributions, Mr. Koenig stated that he did not have the breakdown with him but offered to provide this information. The State of Delaware did not contribute to the portion of the project that he had described; however, State funds went to the gas line extension. He indicated that there was no cash contribution from Calpine; the $14.2M was City funds from General Fund Bonding, the Water/Sewer Fund, and the Electric Fund.

In response to Mr. Slavin, Mr. Koenig advised that the City did not contribute to the gas line and that the total cost was roughly $7M, $2M of which was paid by the state.

Responding to Mr. Anderson, Mr. Koenig advised that the in-ground pipe and elevated storage inside the Garrison Oak Technical Park were designed for the full build-out of the Park; however, if additional wattage is required, it will be necessary to develop additional water resources. Mrs. Williams stated that the Purchase Power Agreement (PPA) and water revenues would be primary resources to recapture costs.

Responding to Mr. Perza, Mr. Koenig stated that it was his plan to resume the Tar Ditch Interceptor project within the next 60 days and he hoped to meet with the property owners to attempt to acquire some of the easements.

TEA/NAES Report *(March)*

The TEA/NAES Monthly Report for March 2014 was provided to members to enable them to monitor electric sales and revenues received, which will provide a better understanding of any fluctuations that occur and allow the opportunity to make improvements if deemed necessary.

Mr. Blakeman moved to recommend acceptance of the report, seconded by Mr. Perza and unanimously carried.

Updates

Green Energy Funding and Programming

Members reviewed details regarding Green Energy Funding and Programming.

National Pollution Discharge Elimination System (NPDES)

Mr. Scott Koenig, City Manager, advised members that the City received three (3) notices of violation of the Municipal Separate Storm Sewer System (MS4) permit. One violation was for non-compliance and two (2) violations were related to properties owned by the City: the former Public Works site and the City of Dover warehouse site. Staff was currently working through these notices

of violations and would be making the associated corrections to become compliant. Mr. Koenig advised members that the presentation provided at the Budget Hearings scheduled for the next week would include a request for an Environmental Scientist position to address these issues and remain compliant.

Responding to Mr. Hutchison, Mr. Koenig advised that the violations had not cost the City money to date; however, if the City does not become and remain in compliance, financial penalties could be assessed.

Garrison Oak Technical Park Project Updates

Mr. Scott Koenig, City Manager, provided the following updates:

City Infrastructure

Mr. Koenig advised members that A-Del Construction Company, the City's earth work and road contractor, had begun digging the ponds associated with storm water management. George & Lynch, Inc. was putting in a 16-inch force main on White Oak Road that will extend back from the Garrison Farm under Route 1 to the White Oak Farm pump station. He indicated that as soon as there is a passable drive back to the elevated storage tower site, the earth work associated with the sanitary pump station should begin. Mr. Koenig indicated that the work could begin during the current week. He noted that engineers had been reviewing all of the field drawings to proceed with that portion of the project.

Calpine Energy Center

Mr. Scott Koenig, City Manager, stated that the Calpine Energy Center was heavily under construction. He advised that weekly teleconferences were continuing regarding the right-of-way clearing back to the 230kV tie and work was progressing with Delmarva Power on building the radio line from the 230kV tie back to the Garrison Energy Center. Mr. Koenig also stated that the gas main work was underway and, as of May 12, 2014, was approximately 52% complete. It was hoped that the area around Dover Downs would be cleaned up in advance of the Firefly Festival so that gas line construction would not be taking place in that area during the festival. He noted that the Uzin Utz project was nearing final approval, noting that a ground breaking was scheduled on Tuesday, May 13, 2014 and construction would begin shortly at Calpine. In addition, Mr. Koenig advised that Chesapeake Gas was scheduled to install the gas distribution line through the Garrison Farm infrastructure once the roads are generally laid out. Mr. Koenig stated that the construction was scheduled for substantial completion by the end of 2014 and that projects seemed to be progressing as scheduled in order to receive flows for Calpine and Uzin Utz.

Dover Sun Park

Members reviewed details regarding the Dover Sun Park.

Mr. Snaman moved for adjournment, seconded by Mr. Slavin and unanimously carried. Meeting adjourned at 4:36 p.m.

Beverly C. Williams
Chair

BCW/MK/js/dd/tm
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Attachments
Attachment #1 - Governing Policy for Energy Commodity Risk Management

City of Dover, Delaware

Governing Policy

For

Energy Commodity
Risk Management

Effective: September 10, 2012

Approved by: City of Dover Council

Date: September 10, 2012

TABLE OF CONTENTS

PURPOSE OF THE RISK MANAGEMENT POLICY ..... 3~~4~~
A. Introduction ..... 3~~4~~
B. Scope of Policy ..... 3~~4~~
C. Objectives and Risk Philosophy ..... 4~~5~~
D. Policy Administration ..... 4~~5~~
MANAGEMENT AND CONTROLS ..... 5~~6~~
A. Utility Committee of The City Council ..... 5~~6~~
B. Executive Risk Management Committee ..... 5~~6~~
1. City Manager 7
2. Director of the Utility ..... 7~~8~~
3. Controller ..... 7~~8~~
4. TEA Member Services Manager ..... 8~~9~~
DISCUSSION OF RISKS ..... 8~~9~~
MARKETING AND TRADING PRACTICES ..... 9~~10~~
A. Standards of Conduct ..... 9~~10~~
B. Products, Activities and Limitations ..... 9~~10~~
C. Contract Documentation and Confirmations ..... 10~~11~~
D. Training 11
E. New Product Protocol ..... 11~~12~~
RISK LIMITS AND RISK MEASUREMENTS ..... 11~~12~~
A. Limits ..... 11~~12~~
1. Volume/Maturity/Value Limits ..... 11~~12~~
2. Volume Limits ..... 12~~13~~
3. Locational Limits ..... 12~~13~~
B. Stress Testing and Back Testing ..... 12~~13~~
C. Instances of Exceeding Risk Limits ..... 12~~13~~
CREDIT POLICY ..... 12~~13~~
A. Measuring Credit Risk ..... 13~~14~~
B. Analysis and Extension of Credit Limits ..... 13~~14~~
C. Instances of Exceeding Credit Limits 14
REPORTING ..... 14~~15~~
A. Risk Reporting ..... 14~~15~~
B. Credit Reporting ..... 15~~16~~
C. Hedge Effectiveness Reporting ..... 16~~17~~
INFORMATION TECHNOLOGY SYSTEMS ..... 16~~17~~
POLICY DISTRIBUTION AND COUNSEL ..... 16~~17~~
A. Distribution Outside The City ..... 16~~17~~
B. Designated Counsel ..... 16~~17~~
APPENDIX A – Approved Products ..... 17~~18~~
APPENDIX B – Approved Counterparties and Threshold Tables ..... 18~~19~~
APPENDIX C – Business Risks ..... 22~~23~~
APPENDIX D – Glossary ..... 23~~24~~
APPENDIX D – Swap Transaction Representative ..... 25~~26~~

PURPOSE OF THE RISK MANAGEMENT POLICY

A. Introduction

The City of Dover ("**City**") and its customers are routinely exposed to energy price risk, volume variability risk, basis risk and credit risk – herein referred to collectively as energy commodity risk - in the normal conduct of serving its electric load requirements. Volatility of energy commodity prices and volumetric uncertainty (either supply/generation or load obligations) impose a substantial and direct risk to the City's financial and operating performance.

By authority of its charter, the City has responsibility for overseeing the City's electricity operations, including the management of its cost of serving Dover's customers. By agreement dated May 6, 2011 and approved by the City (the "**EMA**"), the City has engaged The Energy Authority, Inc. ("**TEA**") to assist the City with Asset Management and Strategic Planning Services, Risk Management Services, and Energy Management Services.

This Policy for Energy Commodity Risk Management ("**Policy**") is established the explicit understanding that the City has retained and delegated responsibilities to TEA to provide Risk Management Services.

Additionally, the City has issued this Policy for dealing with the philosophy, framework and delegation of responsibilities necessary to govern activities related to Dover's energy commodity risk management. As set forth herein, the City has established an organizational structure, delegated responsibility and established internal controls and procedures to ensure that all transactional and oversight activities are conducted in compliance with this Policy and in accordance with the City's normal reporting, legal, financing and regulatory requirements relating to energy assets and transactions.

B. Scope of Policy

This Policy covers all transactions entered into the by the City of Dover designed to meet the City's electric load requirement and the management of risk related to these transactions.

In the event of conflict between this Policy and the EMA, the Policy shall control. This Policy is separate and distinct from enterprise risk management policies and procedures addressing the City's safe operation of its generating stations and energy

infrastructure, insurance requirements, permit compliance, employee matters regulatory compliance with laws and regulations of the State of Delaware and Federal Agencies such as EPA, FERC, NERC and CFTC or other potential risks to the City beyond the purchase and sale of fuel and electric power and its ancillary products.

C. Objectives and Risk Philosophy

The objectives of the Policy are to identify energy commodity price and credit risk exposures and give the City a framework for the quantification and management of these exposures. The Policy will identify the reports needed to convey how the identified risk exposures can potentially impact the City's overall cost of providing electricity service to its customers and report on the risk management of the transactions associated with City's electric load requirements.

Under the Policy, risk management activities will be conducted consistent with the City's overall objective of appropriate risk mitigation. There are several objectives of the Policy which, when taken and executed together, serve to manage the City's energy commodity price exposures. Specifically, the Policy:

- Establishes framework for developing credit limits for counterparties and quantifies and manages the credit exposures related to potential counterparty abrogation
- Quantifies the impact of the above exposures on City's financial results
- Manages the impact of the above exposures in line with the City's identified level of risk tolerance
- Provides clear delineation of responsibilities and authority, outline a separation of duties, and ensure reporting of risk is timely and accurate.
- Ensures that the impact of any action affecting the City's position is consistently quantified, monitored and authorized.

The City's risk management activities will be conducted consistent with its overall objective of appropriate risk mitigation and never for purposes of speculation.

D. Policy Administration

This Policy has been approved by the Executive Risk Management Committee and The Utility Committee of the Dover City Council. The Utility Committee must approve modifications to the Policy with the exception of the appendix information which can be modified with the approval of the Executive Risk Management Committee.

MANAGEMENT AND CONTROLS

This Policy articulates the management and organization of the City and TEA to serve as a control framework outlining delegation of duties and responsibilities.

A. Utility Committee of The City Council

The Utility Committee of The City Council (The Committee) has a responsibility to provide approval of this Policy. With this approval, The Committee also assumes additional duties. They will understand the risks the City is and could be exposed to due to their energy commodity risk management activities. In this role, the Committee will have a responsibility to also understand the City's policies and procedures, internal controls and systems which are used to help manage the City's energy commodity risks.

The Committee will approve any amendments to the Policy or limits within. The Executive Risk Management Committee will update the Committee periodically regarding the Policy and its functions. It will be the Committee's responsibility to:

- Discuss guidelines and strategic policies that govern the process by which the Energy Risk Management Committee assesses and manages risks
- Review and approve the risk policy at least annually
- Approve new members of the Executive Risk Management Committee
- Acknowledge the risk inherent in transactions covered under this Policy

B. Executive Risk Management Committee

An Executive Risk Management Committee ("**ERMC**") has been formed to provide executive management oversight for the City's energy commodity risk management activities. The ERMC is charged with the creation, amendment and administration of this Policy, including acquiring any approvals required by the Utility Committee, and will ensure that all energy commodity risk management activities of the City are performed consistent with this Policy. The ERMC will meet at least monthly to review compliance and conduct its business as described in this Policy.

The ERMC shall be comprised of the following voting members: The City Manager, The Director of Utility, The City's Controller and TEA's ~~Member~~ Client Service Manager.

The City's ERMC will make decisions following the process outlined in this Policy. TEA's ~~Member~~ Client Services Manager may include representatives from other areas within TEA in the monthly ERMC meetings who will attend in person or by conference call as non-voting advisors. Other City employees and TEA staff may also be asked to

attend meetings from time-to-time, as the ERMC deems necessary. The responsibilities of the ERMC shall include:

- Establish scope and frequency for management reporting to the Utility Committee.
- No less than annually, review the City's Energy Commodity Policies and Procedures for correctness and completeness.
- Review and approve any new risk report or change to an existing risk report provided by TEA to monitor risks outlined in this Policy.
- Understand and approve any models, methodologies, and assumptions used for measuring risks such as volume risk, process risk, counterparty risk and commodity risk.
- Monitor the City's risks and ensure they are within the limits and are being managed according to what is indicated within the City's Policy and associated procedures
- Understand the City's risk management objectives and risk tolerances.
- Review and approve the risk management and trading strategy programs and associated risk. Each program should be reviewed to ensure alignment with Policy objectives and compliance with risk limits within this Policy.
- Periodically review any risk management program approved in light of recent market changes, and ensure continued compliance with its established guidelines
- Review and approve new products, markets, trading counterparties and credit limits
- Review all violations and exceptions to this Policy and report such to the Committee.
- Approve the individuals or companies that engage in the City's commodity transactions and are subject to the limits within this Policy.
- Ensure that the individuals or companies authorized to transact on behalf of the City as well as manage its risks, are appropriately trained and qualified.
- Ensure independence and segregation of duties between front, middle and back office at TEA.

Recommend changes to this Policy to the City's Utility Committee for approval and ensure the Utility Committee understands the City's overall compliance with this Policy and associated procedures

The ERMC will meet at least monthly to review risks identified and reported on by the Policy, this meeting shall be chaired by The City Manager. Minutes of each meeting of the ERMC shall be recorded and reflect any decisions and follow-up action items to be performed. These minutes will be reviewed and approved by the members of the ERMC in a timely manner.

Each member of the ERMC has a unique role as defined below:

1. City Manager

The City Manager is independent of all commercial functions and carries the responsibility of establishment and maintenance of risk management for the City. The City Manager will be a voting member of the ERMC and act as a chair of the ERMC. Other responsibilities include:

- Ensure this Policy is maintained.
- Oversee reviews of the City's energy commodity risks, limits, risk measurement methodologies and models, and programs and recommend changes to the ERMC.
- Ensure potential transactions and their impacts on the City's risks and limits defined within this Policy.
- Develop and monitor the implementation of the Policy, and oversee other risk management processes and procedures established by this Policy or otherwise by the ERMC.

2. Director of the Utility

The Director of the Utility is responsible for all trading, hedging, pricing, structuring, and market and operational risk management activities associated with the City. The Director of the Utility will be a voting member of the ERMC. Other responsibilities include:

- Review the effectiveness of transaction processing systems and procedures relating to risk measurement.
- Recommend operational risk and business risk assessment guidelines.

3. Controller

The Controller is independent of all commercial functions and carries the responsibility of the City's accounting practices. The Controller will be a voting member on the ERMC. Other responsibilities include:

- Perform financial accounting including accounting for hedging and derivatives activities.
- Comply with tax rules and make appropriate tax elections.
- Record realized and unrealized gains and losses.
- Reconcile general ledger, cash transactions and margin accounts.
- Implement tax-hedge accounting policies and other regulatory tax requirements.
- Develop and maintain documentation outlining standard procedures for conducting business.
- Invoice counterparties and resolve billing disputes.
- Perform daily/weekly/monthly transaction checkout with counterparties.

- Develop and maintain documentation outlining standard procedures for conducting business.

4. TEA ~~Member~~ Client Services Manager

The TEA ~~Member~~ Client Service Manager roles and responsibilities are defined exhibit B of the EMA between the City and TEA. The TEA Client ~~Member~~ Service Manager will be a voting member on the ERMC. Other responsibilities include:

- Monitor risk reports between ERMC meetings.
- Report to the Committee and the ERMC on the City's adherence to all limits and functions within this policy.
- Engage the ERMC in discussions regarding events or developments that could expose the company to potential losses.
- Recommend to the ERMC specific risk limits consistent with the City's risk management objectives, risk tolerance, and risk management policy.
- Coordinate and distribute independent market fundamental analysis.
- Provide advisory support and recommendations as specified in Article 5 of the EMA.

DISCUSSION OF RISKS

This Policy covers the management of all material energy market risks faced by the City. A comprehensive list of risks that are or could be relevant to City is shown in Appendix C of the Policy. Among the most critical of these risks are commodity risk, counterparty risk, process risk, volume risk, and budget risk. These risks are measured by the limit structure and controls outlined in the Policy.

Commodity risk represents the potential adverse impacts to the value of the City's portfolio due to changes in the market. Commodity risk encompasses volatility risk, forward price risk, basis risk, correlation risk and liquidity risk.

Counterparty risk represents the potential losses the City could incur due to delivery risk and receivable risk. Delivery risk stems from a supplier or trading counterparty that is unable or unwilling to perform on its commitments including but not limited to delivery or receipt of commodities. Receivable Risk includes the City's risk associated with a counterparty's timeliness of payment for services rendered.

Process risks represents the risks associated with process problems including, but not limited to, inaccurate data capture, untimely trade execution or settlement problems. Controls over process risks are embedded in the organizational structure of TEA through the design processes and operating procedures.

Volume Risk represents the potential for unforeseen changes from projections of excess or shortfall of capacity or energy from the actual needs. When variances are large coupled with large costs to transact and adverse moves in market prices this risk could be realized. In management of this risk, the City must be aware of the fact that unexpected variations in volume are often highly correlated with price movements.

Budget Risk represents the potential to deviate outside of tolerable bounds of the City's budget. Deviations from budget can be caused by forecast error or unforeseeable adverse changes in market prices.

MARKETING AND TRADING PRACTICES

A. Standards of Conduct

Individuals authorized to transact for the City shall not misrepresent, conceal or withhold information regarding energy commodity trading and risk management transactions to any person responsible for the accurate recording and/or reporting of such transactions; participate in any such transaction or similar activity for the benefit of any party other than the City; or hold or be a beneficiary of any financial interest in any entity with which the employee is engaged in trading or other business activity (other than ownership of an interest in a mutual fund managed by another party). Further, no employee authorized to place or execute such transactions may engage in trading power or energy commodities derivative instruments for his or her personal account.

B. Products, Activities and Limitations

Pursuant to achieving the City's core objectives for the purpose of energy commodity risk management, the following limitations shall apply.

- Permissible instruments will be restricted to the products and instruments specified in Appendix A – Approved Products of the Policy;
    - All physical forward transactions shall be governed by the Edison Electrical Institutive (EEI), North American Energy Standards Board (NAESB), or similar agreements with counterparties approved by the City.
    - The City reserves the right to enter into financial hedge transactions to effectuate Policy objectives, but does not authorize TEA to enter into financial hedge transactions on its behalf. Any such financial transactions that the City may enter into shall be governed by ISDA agreements with counterparties as approved by the City.
- The maturity for each permissible instrument will be restricted to the maturity limits specified in the risk limits section of the Policy.

- Transaction volumes for each risk management transaction will be restricted to the amounts specified in the Risk Limits section of the Policy.
- Risk management transactions will be outlined in the ***City of Dover Hedge Program*** which will be approved by the ERMC. Risk management transactions may include the following:
    - Hedging the forward price of purchased power for delivery to the City as needed to meet its electric load requirements.
    - Hedging the forward price of natural gas and fuels as needed to generate power to meet the City's electric load requirements.
    - Unwinding of hedges to accommodate changes in expected load requirements, or for economic reasons subject to explicit constraints set by the ERMC.

C. Contract Documentation and Confirmations

No over-the-counter transaction may be executed until an EEI, NAESB, or similar agreement has been authorized by the City, approved by the ERMC and fully executed by the parties.

Written confirmations will be required from counterparties, as defined in the Master Service Agreement between the City and counterparty, within one business day or such longer time as required by the contract in question for all risk management transactions. Contemporaneous with any commitments and prior to receipt of written confirmations, verbal commitments shall be memorialized internally as to instrument structure, quantity, relevant time horizon, price and any other relevant terms; such internal documentation shall be time stamped and correlated to the ultimate written confirmation to or from the counterparty. Both the internal documentation as well as the written confirmation from the counterparty shall be provided to TEA's Risk Control Group immediately upon receipt for verification.

In the event that there is a material failure to provide timely documentation or confirmations, then at the City Manager's sole discretion, the offending individual's authorization may be suspended. Similarly, if the failure to provide timely documentation or confirmations is due to the failure of counterparty, then at the discretion of the City Manager, a moratorium may be imposed on transactions with that counterparty. In such cases, the City Manager shall notify the ERMC of the issues leading to the suspension or moratorium shall.

Nothing herein shall inhibit the City Manager from bringing control issues to the TEA's ~~Member~~ Client Services Manager prior to a decision on materiality or the imposition of a suspension of trading privileges or counterparty moratorium.

D. Training

The ERMC will ensure that all City employees and/or TEA Staff that will execute transactions on behalf of the City will have appropriate training in the markets in which the transactions occur.

E. New Product Protocol

As required to manage the City's energy commodity risk the ERMC shall approve new products provided the requirements of the ***New Product Approval Procedure*** are met.

RISK LIMITS AND RISK MEASUREMENTS

A. Limits

The limit structure is designed to quantify the types of risk in City's energy commodity portfolio. The City will manage and report on its energy commodity market risk using Volume/Maturity/Value Limits, a Cost of Service Limit and a Hedge Loss Limit.

1. Volume/Maturity/Value Limits

Transaction limits for the Individuals Authorized to execute transactions and the maturity limits for each permissible instrument are listed below. Transactions for amounts in excess of those listed may be executed only upon approval of the ERMC. This limit, maturity and value structure is not intended for use when transacting day-ahead and real time in the PJM market.

Volume/Maturity/Value Limits		**Maximum Daily Notional Limits**	
		Volume	**Value ($000)**
Power (MW) Hourly Limit	Balance of the Month through 12 Months	50	20,000
	Between 13 Months and 24 Months	50	20,000
	Between 25 Months and 36 Months	25	10,000
	Between 37 Months and 48 Months	25	10,000
	Between 49 Months and 60 Months	25	10,000
Natural Gas (MMBtu) Monthly Limit	Balance of the Month through 12 Months	30,000	400
	Between 13 Months and 24 Months	30,000	400
	Between 25 Months and 36 Months	10,000	200
	Between 37 Months and 48 Months	10,000	200
	Between 49 Months and 60 Months	10,000	200
#2/#6 Fuel Oil (Bbl) Monthly Limit	Balance of the Month through 12 Months	6,000	400
	Between 13 Months and 24 Months	6,000	400
	Between 25 Months and 36 Months	3,000	200
	Between 37 Months and 48 Months	3,000	200
	Between 49 Months and 60 Months	3,000	200

The amounts in the table above refer to the maximum volume of orders that can be placed in any one day the individuals authorized to conduct trades for the specified time period. On any one day the maximum transaction volume placed can be for up to 50 MegaWatts per hour for every hour during a single calendar month (including both on-peak and off-peak hours), OR 25,000 MMBtu per month for all months pertinent to the natural gas transaction, OR 6,000 Bbl per month for all months pertinent to the oil transaction.

2. Volume Limits

For no reason should a transaction be executed that exceeds the City's electric load requirements. If there is an adjustment to the City's electric load requirements and the existing transactions greater than 100% of the adjusted electric load requirements the ERMC will review and approve the offsetting strategy deployed in sufficient proportion to mitigate the encroachment.

3. Locational Limits

Non-Commodity Transactions must support the requirement of one of the City's generation units, native load or transaction locations.

B. Stress Testing and Back Testing

The City's positions shall be periodically stress tested and models shall be back tested. The processes around these tests are outlined in the ***Stress Testing and Back Testing Procedure***.

C. Instances of Exceeding Risk Limits

Should the City or TEA enter into a transaction that causes the portfolio to exceed any above mentioned limits the Director of the Utility shall, in addition to notifying the ERMC, also notify the Chair of The Committee as soon as practicable and shall provide periodic reports to the Chair on the status the transactions for as long as the City is exceeding its limits. The ERMC will review and determine whether any liquidation or offsetting of transactions is warranted. The incident will be documented as a Policy Exception by the Director of the Utility.

CREDIT POLICY

Credit Risk is the risk due to the uncertainty in a counterparty's ability to meet its contractual obligations. The primary objective of this credit policy is to mitigate, to the extent commercially reasonable, the credit risks associated with transactions covered in this Policy while still allowing the City to achieve its objectives.

A. Measuring Credit Risk

The status of credit risk will be measured and reported through reports provided by TEA.

The current credit exposure will be reported at the agreement level via a Counterparty Credit Report provided by TEA. This information will be made available in real time to TEA trading personnel so that it can be checked prior to executing transactions for the City. Those responsible for risk oversight at the City and TEA will have access to this information no less frequently than once per day. The ERMC will monitor overall credit utilization and any credit exceptions at least monthly. When measuring the current credit risk, netting will be applied to the exposure if the City's contract with a counterparty includes provisions for netting.

B. Analysis and Extension of Credit Limits

Physical and financial commodity transactions will be executed with counterparties approved by the ERMC with credit available to support the transactions. The creditworthiness of a counterparty will be determined by both qualitative and quantitative factors. Factors shall include, but not limited to:

- A company's debt credit ratings provided by the rating agencies.
- Financial data such as an analysis of the income statement, balance sheet, and cash flow, as well as liquidity and capital structure.
- Subjective factors such as company's fuel diversity, overall size, risk management policy and internal controls, geographic diversity, and market intelligence.

A credit limit is the amount of unsecured credit granted to a counterparty. Unsecured credit exposure includes amounts owed by the counterparty, whether billed or not, and the mark-to-market differences in value of any collateral which the counterparty has provided the City. Any net exposure above the collateral threshold will require the posting of collateral by a counterparty. Further information on the City's procedure for establishing credit is contained in the ***Counterparty & Credit Review Process***.

Collateral thresholds, term limitations and credit exposure limits will be subject to the maximums indicated in Appendix B, based upon the lower of the S&P and Moody's credit ratings.

At no time will the City incur a credit exposure with any counterparty greater than $60,000,000.

C. Instances of Exceeding Credit Limits

The City and TEA are restricted by the credit limits approved by the ERMC. The ERMC can suspend trading with a counterparty, if that counterparty's credit limit has been reached or exceeded. **The City or TEA traders shall not exceed the Counterparty Credit Limit by executing transactions with any counterparty without approval of the ERMC.**

The ERMC will determine when it's appropriate to require additional collateral if a counterparty's credit exposure exceeds its credit limit. Collateral includes standing letter of credit, cash, and prepayments.

All credit exceptions will be documented and reported to the ERMC and the Committee as Policy Exceptions.

REPORTING

A. Risk Reporting

Preparation of timely reports is critical to monitoring risk. TEA will furnish the required reports on a regular frequency for the City in a format acceptable to the ERMC. In addition, the ERMC and its designees will be provided access to the City's risk reports as updated daily via TEA's secure Web Portal.

Reports required on a monthly basis and for periodic meetings of the ERMC include the following:

- **Profit and Loss Report**

The Profit and Loss (P&L) Report shows the daily realization of transactions at either the transaction price or the market price as transaction roll from unrealized to realized. This report should show volumes, transaction prices and market prices of realized physical and financial power and fuel transactions.

- **Mark to Market Report**

The Mark to Market ("MTM") Report conveys the potential transaction exposure if the energy commodity portfolio was liquidated at the most recent market settlement prices. This report should show volumes, transaction prices and market prices of unrealized physical and financial power and fuel transactions.

- **Activity Report**

The Activity Report presents a summary of all energy commodity risk management activities undertaken, including new transactions taken, existing transactions settled/liquidated, and any transactions unwound.

- **Cost of Service Report**

The City's exposure to energy price risk shall be monitored and reported on a Cost-of-Service basis. All calculations are at the wholesale level. The Cost-of-Service recognizes all prior (expired) months within the Power Year on the basis of actual (incurred) costs, and recognizes all forward (pending) months within the Power Year on the basis of expected forward power and fuel prices and expected forward load-following risks. As defined below, the Cost-of-Service is an aggregation of Forward Energy Commodity Portfolio Cost, the Load Following Cost Expectation and the City's Budget Target for Purchase Power Expense.

- The Net Purchased Power Cost shows the net cost of all physical and financial transactions related to the City's anticipated commodity requirements for power and fuel and is based on the price of all hedge transactions plus the forward market price of all unhedged transactions valued at current forward prices for energy commodities, customer-level cost per MWH of all physical and financial transactions related to Dover's actual plus anticipated energy.
- The expected fixed costs defined as load-serving entity (LSE) capacity costs, transmission costs and TEA management fees.
- The Expected Load-Following Cost for a specified power year is defined as the expected cost (or revenue) associated with intra-month load variations due to weather or other events affecting demand. As an interim measure due to lack of necessary market information and the rapid evolution of the PJM RTO market, the ERMC has specified $2.50 per MWH as an estimate of the Load Following Cost to be used for estimating the City's Forward Cost-of-Service Report. The ERMC will update the Expected Load Following estimate while lack of necessary market information persists no less than annually.
- The Budget Target for Purchase Power Expense represents the City's view of expected purchase power expense.

B. Credit Reporting

- **Counterparty Credit Report**

The Counterparty Credit Report conveys the exposure to all counterparties with which the City has credit exposure resulting from its energy commodity risk management activities.

- **CFTC Reporting**

The City understands that transacting over the counter (OTC) swaps carries an additional Commodity Futures Trading Commission (CFTC) reporting function. Once

required by the CFTC, the City will report on how the City generally meets its financial obligations associated with entering into non-cleared swaps in a manner acceptable to the CFTC.

C. Hedge Effectiveness Reporting

If the City's transactions require a hedge effectiveness test, those testing results will be reported to the ERMC no later than one month after the end of the financial reporting period. The report will include a summary of testing methodology, assumptions of the testing and the outcome of results with a pass or fail by transaction.

INFORMATION TECHNOLOGY SYSTEMS

Since information systems play a vital role in The City's trading abilities, the City shall ensure that the information systems and technology used to store all transaction information is maintained and secure. The City's transactions will be stored in TEA's enterprise trading and risk management system. TEA uses the TriplePoint Commodity XL (CXL) system, integrated with Commodity XL for Credit Risk (Credit Risk). TEA has assigned a Database Administrator (DBA) that is charged with the database security and maintenance for the transaction database, CXL.

The following safeguards for data security and backup will be installed:

- Transaction data stored in the system of record will be replicated daily to ensure data redundancy;
- The CXL database will be backed up at least daily after the close of business.

POLICY DISTRIBUTION AND COUNSEL

A. Distribution Outside The City

The City's Policy is restricted to the use of the City and TEA organizations. It shall not be distributed outside these organizations without the consent the ERMC.

B. Designated Counsel

Questions about the interpretation of any matters of this Policy should be referred to ERMC. The ERMC will provide clarification and explanation on any updates to this Policy.

All legal matters stemming from this Policy will be referred to the City's Legal Counsel.

APPENDIX A – Approved Products

The following shall constitute a list of approved forward hedge products to be utilized by TEA to manage the City's energy commodity portfolio:

- ~~Forward~~ Physical Power ~~Peak~~
- ~~Forward Physical Power Off-Peak~~
- ~~Forward Physical Power All Hours~~
- ~~Forward~~ Physical Natural Gas Delivered Dover via Eastern Shore Pipeline
- ~~Forward~~ Physical Residual Fuel Oil (#6) Delivered Dover
- ~~Forward~~ Physical Residual Fuel Oil (#2) Delivered Dover
- Capacity
- ~~Forward~~ Financial Power ~~Peak~~
- ~~Forward Financial Power Off-Peak~~
- ~~Forward Financial Power All Hours~~
- Financial Call Option
- Financial Put Option
- PJM Demand Bids and Generation Offers
- PJM InSchedules
- PJM Transmission Products
  - Financial Transmission Rights
  - Annual Auction Revenue Rights
- PJM Tier 2 Synchronized Reserves

The above instruments can be executed by TEA on behalf of the City of Dover for the current and next two successive Power Years (July to June).

APPENDIX B – Approved Counterparties and Threshold Tables

This Appendix establishes approved counterparties and their Collateral thresholds. Collateral thresholds, term limitations and credit exposure limits that are subject to the following maximums based upon the lower of the S&P and Moody's credit ratings:

Credit Thresholds from Dover Extended to the Counterparty

Constellation Energy

Threshold	S&P	Moody's
$ 60,000,000	AAA	Aaa
$ 50,000,000	AA- to AA+	Aa3 to Aa1
$ 50,000,000	A- to A+	A3 to A1
$ 40,000,000	BBB+	Baa1
$ 30,000,000	BBB	Baa2
$ 20,000,000	BBB-	Baa3
$ -	Below BBB-	Below Baa3

Integrys

Threshold	S&P	Moody's
$ 20,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	Aa3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ 1,000,000	BBB-	Baa3
$ -	Below BBB-	Below Baa3

Sempra Energy

Threshold	S&P	Moody's
$ 20,000,000	A or above	A2 or above
$ 20,000,000	A- to A+	A3
$ 15,000,000	BBB+	Baa1
$ 10,000,000	BBB	Baa2
$ -	BBB- or lower	Baa3 or lower

Conectiv

Threshold	S&P	Moody's
Unspecified *	Above BBB+	Above Baa3
$ -	Below BBB-	Below Baa3

*** Conectiv does not have a defined credit threshold, so for planning purposes, a**

$10,000,000 threshold is imposed as a conservative limit

Macquarie Cook Power

Threshold	S&P	Moody's
$ 25,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	Aa3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

FPL Energy

Threshold	S&P	Moody's
$ 30,000,000	AAA	Aaa
$ 25,000,000	AA- to AA+	Aa3 to Aa1
$ 20,000,000	A- to A+	A3 to A1
$ 15,000,000	BBB+	Baa1
$ 10,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

Deutsche Bank

Threshold	S&P	Moody's
$ 25,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	Aa3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

Barclays Bank

Threshold	S&P	Moody's
$ 25,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	Aa3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

Credit Thresholds from the Counterparty Extended to Dover

Constellation Energy

Threshold		Fitch	Moody's
$	40,000,000	AA- or Above	Aa3 or above
$	30,000,000	A+	A1
$	20,000,000	A	A2
$	10,000,000	A-	A3
$	-	BBB or below	Baa1 or below

Integrys

Threshold		Fitch	Moody's
$	20,000,000	AAA	Aaa
$	20,000,000	AA- to AA+	Aa3 to Aa1
$	15,000,000	A- to A+	A3 to A1
$	10,000,000	BBB+	Baa1
$	5,000,000	BBB	Baa2
$	1,000,000	BBB-	Baa3
$	-	Below BBB-	Below Baa3

Sempra Energy

Threshold		Fitch	Moody's
$	27,000,000	A- or above	A3 or above
$	5,000,000	BBB+	Baa1
$	1,000,000	BBB	Baa2
$	-	BBB- or lower	Baa3 or lower

Conectiv

Threshold		Fitch	Moody's
Unspecified *		Above BBB+	Above Baa3
$	-	Below BBB-	Below Baa3

***Conectiv does not have a defined credit threshold, so for planning purposes, a $10,000,000 threshold is imposed as a conservative limit**

Macquarie Cook Power

Threshold	Fitch	Moody's
$ 25,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	AA3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

FPL Energy

Threshold	Fitch	Moody's
$ 23,000,000	AAA	Aaa
$ 18,000,000	AA- to AA+	AA3 to Aa1
$ 13,000,000	A- to A+	A3 to A1
$ 8,000,000	BBB+	Baa1
$ 3,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

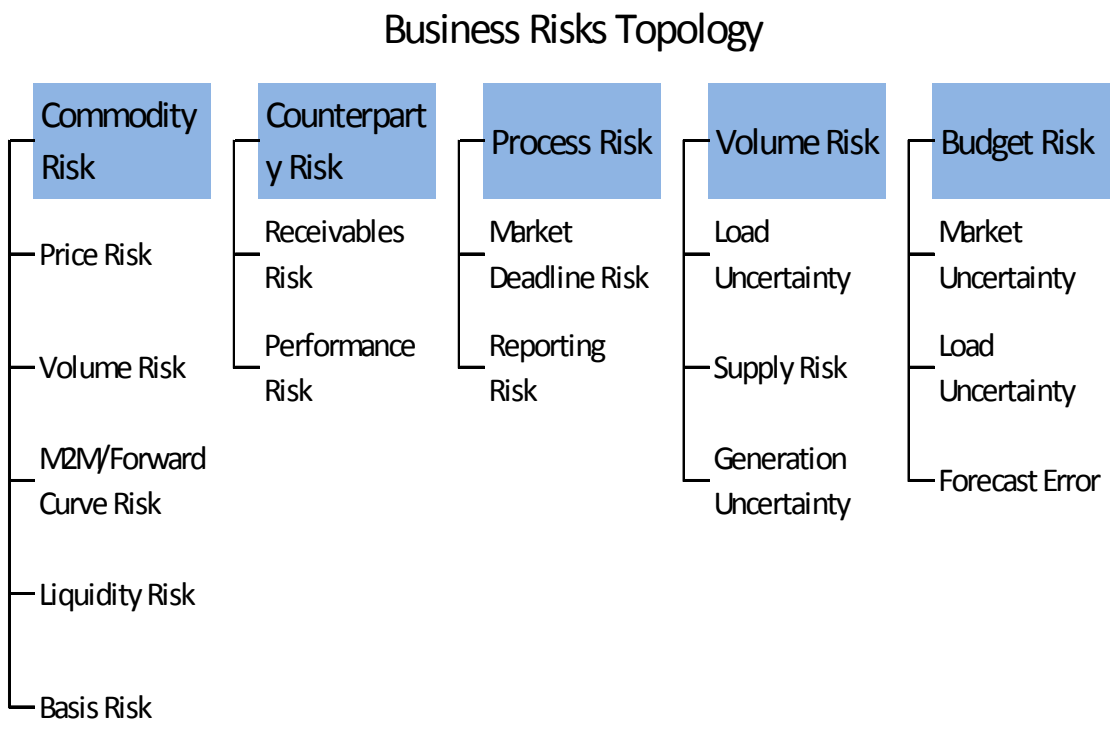
Deutsche Bank

Threshold	Fitch	Moody's
$ 25,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	AA3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

Barclays Bank

Threshold	Fitch	Moody's
$ 25,000,000	AAA	Aaa
$ 20,000,000	AA- to AA+	AA3 to Aa1
$ 15,000,000	A- to A+	A3 to A1
$ 10,000,000	BBB+	Baa1
$ 5,000,000	BBB	Baa2
$ -	BBB- or below	Baa3 or below

APPENDIX C – Business Risks



APPENDIX D – Glossary

Back Office – That part of a trading organization which handles transaction accounting, confirmations, management reporting, and working capital management.

Bilateral Transaction - Any physical or financial transaction between two counterparties, neither of whom is an Exchange or market entity (e.g. MISO).

Capacity – The real power output rating of a generator or system, typically in megawatts, measured on an instantaneous basis.

Commodity - A basic good used in commerce that is interchangeable with other commodities of the same type. Commodities are most often used as inputs in the production of other goods or services. The quality of a given commodity may differ slightly, but it is essentially uniform across producers. When they are traded on an exchange, commodities must also meet specified minimum standards, also known as a basis grade.

Financial Bilateral Transaction – A Bilateral Transaction that is non-physical and is defined by a Source Point, Sink Point, and Delivery Point that may be any CP Nodes as specified by the Midwest ISO.

Financial Forward – An agreement regarding a position in a specified commodity, a specified price, and a specified future settlement date, that does not result in physical delivery of the commodity. Rather one party in the agreement makes a payment to the other party on the basis of the commodity price at the future date.

Front Office – That part of a trading organization which solicits customer business, services existing customers, executes trades and ensures the physical delivery of commodities.

Hedging Transaction - A transaction designed to reduce the exposure of a specific outstanding position or portfolio; "fully hedged" equates to complete elimination of the targeted risk and "partially hedged" implies a risk reduction of less than 100%.

Mark-to-Market Value – A measure of the current value of unrealized positions; includes both Open Positions and Closed Positions.

Middle Office – That part of a trading organization that measures and reports on market risks, develops risk management policies and monitors compliance with those

policies, manages contract administration and credit, and keeps management and the Board informed on risk management issues.

Policy – Dover's Governing Policy for Energy Commodity Risk, as amended and approved by The Utility Committee.

Portfolio – A collection of transactions.

Realized Gains/(Losses) – The amount earned (or lost) from a transaction , considered to be **realized** once the time for performance has lapsed (e.g. delivery of power in the case of physical transactions or expiration of an option in the case of financial transactions).

Term – The total duration of a contract, defined as the number of days between the beginning flow date and ending flow date, inclusive.

Unrealized Gains/ (Losses) – The amount expected to earn (lose) on a specific transaction(s); however, the time for performance has not lapsed. The total value of Unrealized Gains/ (Losses) is the Mark-to-Market value.

APPENDIX D – Swap Transaction Representative

Purpose:
To ensure that the City of Dover~~XXXX~~, a Special Entity under the Dodd-Frank Financial Reform Act, selects a qualified representative ("Representative") to provide advice and guidance when entering into swap transactions with Swap Dealers or Major Swap Participants.

Definitions:
Special Entity: As defined in 7 U.S.C. 6s(h)(2)(C) and further interpreted in 17 C.F.R. 23.401(c). ~~XXXX~~The City of Dover is a Special Entity as defined by 17 C.F.R. 23.401(c)(2).

Swap Dealer: As defined in 7 U.S.C. 1a(49) and further interpreted in 17 C.F.R. 1.3(ggg)

Major Swap Participant: As defined in 7 U.S.C. 1a(33) and further interpreted in 17 C.F.R. 1.3(hhh)

Representative: As defined in this policy and 17 C.F.R. 23.450

Policy:
Selection: ~~XXXX~~The City of Dover shall endeavor to seek and employ an individual or entity that will voluntarily act as a Representative for all energy commodity swap transactions between XXXX and any Swap Dealer or Major Swap Participant. The Representative must meet the following qualifications identified in 17 C.F.R. 23.450(b):

(i) Has sufficient knowledge to evaluate the transaction and risks;
(ii) Is not subject to a statutory disqualification;
(iii) Is independent of the swap dealer or major swap participant;
(iv) Undertakes a duty to act in the best interests of the Special Entity it represents;
(v) Makes appropriate and timely disclosures to the Special Entity;
(vi) Evaluates, consistent with any guidelines provided by the Special Entity, fair pricing and the appropriateness of the swap; and
(vii) In the case of a Special Entity as defined in § 23.401(c)(2) or (4), is subject to restrictions on certain political contributions imposed by the Commission, the Securities and Exchange Commission, or a self-regulatory organization subject to the jurisdiction of the Commission or the Securities and Exchange Commission; provided however, that this paragraph (b)(1)(vii) of this section shall not apply if the representative is an employee of the Special Entity.

The Representative and ~~XXXX~~the City of Dover shall enter into a legal agreement that binds the Representative to comply with items (i) through (vii) in this policy.

At no longer than any 12 month interval, the City of Dover ~~XXXX~~ shall review the performance of the Representative to ensure compliance with items (i) through (vii) in this policy.