

Resolution No. _____ Passed _____, 20____

RESOLUTION NO. 25-17 *Amended*

A Resolution authorizing the President of Council of Orrville, Ohio, ^{an alternate} as delegate to represent the City of Orrville, Ohio, as a member of the Board of Directors of the Ohio Municipal Electric Association.

WHEREAS, the City of Orrville of Orrville, Ohio ("Municipality") is a member of Ohio Municipal Electric Association ("OMEA"), a non-profit corporation in the State of Ohio whose members are Ohio municipal corporations that own and operate electric utility systems; and

WHEREAS, OMEA exists for a public purpose, namely as a legislative liaison to assist municipally owned electric systems of the State of Ohio in monitoring State and Federal legislative and regulatory activities relevant to the electric industry; and to keep appropriate State and Federal elected officials informed of the positive or negative impact of those activities on member systems; and

WHEREAS, the affairs of OMEA are managed by a Board of Directors ("Board"), with sixteen voting members (twelve designated for elected officials, four designated for either elected or non-elected officials and three of the sixteen elected by the Board as named individuals on an Executive Committee); and

WHEREAS, the voting members of the Board are elected by, and from among, the membership, and the Municipality has been elected as a Director of the Board ("Director"); and

WHEREAS, the Municipality is required to designate formally a person to represent it on the Board and to exercise the duties of OMEA; and

WHEREAS, the Municipality desires to provide for the appointment of an alternate representative to serve in the designated Director's stead during such period as the Director may be unable to represent the Municipality.

NOW, THEREFORE, BE IT RESOLVED, by the Council of the City of Orrville of Orrville, Ohio, a majority of its members elected thereto concurring:

SECTION 1. That effective immediately, the President of Council, as an incident of his or her official capacity, be and is hereby designated for the period of his or her service, the representative of the Municipality on the Board to act on behalf of Municipality in the discharge duties as ^{an alternate delegate} ~~a Director~~ and that the President of Council may designate in writing another official of the Municipality as the alternate representative ("Alternate") to the Director to serve during such period as the Director may be unable to represent the Municipality.

SECTION 2: That the Director or Alternate of the Municipality so designated be, and hereby is, authorized and empowered, acting for, in the name of and on behalf of the Municipality, and as the Municipality's agent, to exercise all the functions, powers, rights and privileges, and to fulfill the obligations, that the Municipality may have as a Director of the Board, including without limitation to attend and take part in meetings of the Board and of committees of the Board, to vote on and otherwise act with respect to all matters that may properly come before the Board or any committee of the Board, and to do or cause to be done all acts, and to take all steps as may in each case be, in the opinion of such representative, necessary or desirable in order to represent the Municipality and exercise its functions, powers, rights and privileges, and to fulfill its obligations, as a Director and to carry out the full intent and purposes of this Resolution and the purposes and powers of OMEA.

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SECTION 3: That said representative shall receive no compensation from OMEA for service as a Director, but shall be entitled to have OMEA and its related entities provide meals, lodging or transportation related to service as a Director or alternatively, to receive reimbursement from OMEA for reasonable out-of-pocket expenses associated with his or her service as representative for the Municipality as Director, all in accordance with OMEA's policies and procedures.

SECTION 4: That this Resolution supersedes any previous resolutions relating to the designation of OMEA Directors.

SECTION 5: That this Resolution will take effect at the earliest time provided by law.

Passed this 15 day of May 2017.

[Signature]
President of Council

Attest:

[Signature]
Clerk of Council

Approved:

[Signature]
Mayor

5/15/17
Date

I HEREBY CERTIFY
THAT THE ABOVE Resolution 25-17
WAS PUBLISHED IN THE Daily Record
ON May 17 2017
May 22 2017 [Signature]
Date Clerk