

**CONNEAUT ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.  
BOARD OF DIRECTORS**

The Board of Directors (the "Board") of the Conneaut Energy Special Improvement District, Inc. (the "District") met on March 4, 2020 at 9:30 AM at Conneaut City Hall Council Chambers, 294 Main Street, Conneaut, Ohio 44030, with the following members present:

Hockaday	Tammy Keford
K. Zappitello	Chris Bondra
Jack Prause	Debbie Newcomb

Mr. Bondra introduced the following resolution and Page moved its passage:

RESOLUTION NO. 2020-01

RESOLUTION RATIFYING CODE OF REGULATIONS

WHEREAS, Ohio Revised Code Section 1702.10 provides for the establishment of a code of regulations providing for the government of the District, the conduct of its affairs, and the management of its property; and

WHEREAS, The Articles of Incorporation for the District (the "Articles") likewise provide for the establishment of a code of regulations; and

WHEREAS, This Board has determined to adopt the Code of Regulations of the Conneaut Energy Special Improvement District, Inc. (the "Regulations"), which Regulations are on file with the Secretary of the District.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Regulations.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Ohio Revised Code Section 121.22.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

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Amends seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: Pump, Amends, Legend, Zappella, Montecarlo

Voting Nay: \_\_\_\_\_

Passed: March 4, 2020

BOARD OF DIRECTORS, CONNEAUT  
ENERGY SPECIAL IMPROVEMENT  
DISTRICT, INC

Attest: [Signature]  
Secretary

[Signature]  
Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Conneaut Energy Special Improvement District, Inc. hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on March 4, 2020.

[Signature]  
Secretary, Board of Directors  
Conneaut Energy Special Improvement District,  
Inc.

**CODE OF REGULATIONS**  
**OF**  
**CONNEAUT ENERGY SPECIAL**  
**IMPROVEMENT DISTRICT, INC.**

**ARTICLE I**

**Members**

**Section 1.01 – Members.**

The members (“Members”) of the Conneaut Energy Special Improvement District, Inc., an Ohio nonprofit corporation (“Corporation”), at any time shall be the owners of real property within the territory of the Conneaut Energy Special Improvement District (the “District”), as described in the Corporation’s Articles of Incorporation, and shall include the owners of any real property that is added to the District, other than a church or the state, county, township, municipal corporation or federal government; provided, however, that a church, county, township or municipal corporation owning real property in the District shall be a Member to the extent that it specifically requests in writing that its property be included in the District. As provided in Section 1710.03 of the Ohio Revised Code, persons shown on the records of the County Auditor of Ashtabula County, Ohio or any other county in which the real property is located (the “County Auditor”) as having common or joint ownership interests in a parcel of real property collectively shall constitute the owner of the real property. The identity and address of Member owners of real property within the District shall be determined for any particular action of this Corporation, including notice of meetings, no more than 30 days prior to the date of the action, from the most current records available at the office of the County Auditor.

**Section 1.02 – Annual Meeting.**

Any annual meeting of Members of the District for the purpose of electing directors for the Board of Directors of the Corporation and for the transaction of such other business as properly may come before the meeting may be held in each year in such manner and at such place, date, and hour as shall be determined by the Board of Directors in accordance with Chapters 1702 and 1710 of the Ohio Revised Code. Without limiting the generality of the foregoing, the annual meeting of the Members of the District may be held in the manner provided in Section 1.08 of this Code.

**Section 1.03 – Special Meetings.**

Special meetings of the Members may be called by the Chairperson or the Board of Directors by action at a meeting, or by any two Directors without a meeting, and shall be called

by the Secretary upon written request of 25% of the Members entitled to cast a vote. No business other than that specified in the notice shall be considered at any special meeting except with the unanimous consent of all Members entitled to receive notice of such meeting.

#### **Section 1.04 – Notice of Meeting.**

Pursuant to Sections 121.22 and 1710.05 of the Ohio Revised Code, public notice of each annual or regular meeting stating the time and place and the purpose or purposes thereof shall be published in a newspaper of general circulation in the territory of the District once at least 24 hours before any such annual or regular meeting. Public notice of each special meeting stating the time and place and the purpose or purpose thereof shall be posted electronically at least 24 hours in advance of the meeting on the Ohio Public Notice website currently available at <http://publicnotice.ohio.gov> or any reasonable alternative designated by the Corporation. Members of the news media that have requested notice of meetings shall receive notice by means of electronic communication at least 24 hours in advance of any special meeting.

A Member may request that all notices to be given to the Member be given by mail, in which case notice shall be mailed to the tax mailing address used by the County Auditor for the Member's property located within the District unless the Member has requested in writing that notices be mailed to another address. Any notice shall be deemed to have been given when sent by the Secretary or another officer of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

**Section 1.05 – Quorum.** At any meeting preceded by proper notice, the Members present in person or represented by proxy or designee shall constitute a quorum for all purposes, except when a specific proportion or number is required by law. At any meeting at which a quorum is present, all questions and business which shall come before the meeting shall be determined by the majority vote of the voting Members present in person or by proxy or designee at the meeting, except when a different proportion is required by law, the Articles of Incorporation, this Code of Regulations ("Code"), or the Conneaut Energy Special Improvement District Project Plan, as duly amended or supplemented from time to time (the "Plan").

**Section 1.06 – Proxies and Designees.** A Member may file a signed written statement with the Secretary of the Corporation appointing a proxy at least three days prior to any meeting at which a vote is to be taken. A Member may also appoint a designee to carry out the Member's rights and responsibilities by filing a signed written designation form with the Secretary of the Corporation not later than the close of business on the day immediately prior to the next scheduled meeting of the Members, indicating the name and address of the Member, the name and address of the designee, and the expiration date, if any, of the designation, and may authorize the designee to vote on the Member's behalf at any meeting of the Members. Any person so appointed as a proxy or designee need not be a Member. The appointment of a proxy or a designee may be changed by filing a new form with the Secretary of the Corporation. Service of any notice upon a proxy or designee at the proxy's or designee's address as shown on that form satisfies any requirements for notification of the Member. Each Member that is not a natural person, or that consists of more than one natural person, shall name a single designee to exercise

all rights and powers of that Member, and may also designate up to one alternate designee to act in the first designee's absence.

#### **Section 1.07 – Voting.**

All owners of real property within the territory of the District shall be voting Members of the District. Each Member shall have at least one special energy improvement project designated for each parcel owned. Voting members shall vote at meetings of the Members by any means authorized in Chapters 1702 and 1710 of the Ohio Revised Code.

All Members entitled to vote at any meeting of Members shall be indicated on the schedule attached to and incorporated into this Code as Exhibit A, which Exhibit A shall be revised from time to time by the Secretary of the Corporation to reflect the current Members of the Corporation.

#### **Section 1.08 – Action by Members Without Meeting.**

- (a) Any action that may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Members who would be entitled to notice of a meeting for such purpose.
- (b) Any transmission by authorized communications equipment that contains an affirmative vote or approval of a Member is a signed writing for the purposes of this section. The date on which the transmission by authorized communications equipment is sent is the date on which the writing is deemed signed.
- (c) Any such writing shall be filed with or entered upon the records of the Corporation.
- (d) If any of the provisions of this Section 1.08 should conflict with any applicable law, including, but not limited to, Ohio Revised Code Section 121.22, the law shall prevail over the provisions of this Section.

## **ARTICLE II**

### **Board of Directors**

#### **Section 2.01 – General Powers.**

The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Corporation's Board of Directors ("Board"), except as otherwise provided by Chapters 1702 or 1710 of the Ohio Revised Code, the Articles of Incorporation, this Code, or the Plan. The Board shall exercise all of the powers granted to

the Corporation under Chapters 1702 and 1710 of the Ohio Revised Code, the Articles of Incorporation, this Code, and the Plan. Chapters 1702 and 1710 of the Ohio Revised Code may be revised from time to time, and any references to Chapters 1702 or 1710 of the Ohio Revised Code in this Code shall be deemed to refer to Chapters 1702 or 1710 of the Ohio Revised Code and any amending or successor provision of law. The Articles of Incorporation may be amended in accordance with their terms, and any references to the Articles of Incorporation in this Code shall be deemed to refer to the Articles of Incorporation as the same may be amended from time to time. This Code may be amended in accordance with its terms, and any references to this Code in this Code shall be deemed to refer to this Code as the same may be amended from time to time. The Plan may be amended and supplemented from time to time in accordance with its terms. Any references to the Plan in this Code shall be deemed to refer to the Plan as the same may be amended and supplemented from time to time.

Specifically, and without implied limitation, the Board shall exercise the following powers in addition to other powers granted to the Corporation under Chapters 1702 and 1710 of the Ohio Revised Code, the Articles of Incorporation, this Code, or the Plan:

- i. The Board shall exercise any power that the District is authorized to exercise under Chapters 1702 and 1710 of the Ohio Revised Code, the Articles of Incorporation, this Code, or the Plan; and
- ii. The Board shall contract for the provision of services in furtherance of its authority.

#### **Section 2.02 – Bylaws.**

The Board may adopt Bylaws (“Bylaws”) to govern its own proceedings so long as such Bylaws are consistent with the laws of the State of Ohio, the Articles of Incorporation, and this Code.

#### **Section 2.03 – Number.**

- (a) The Board shall at all times consist of at least five directors (individually, a “Director”).
  - i. The appropriate number of Directors shall be the municipal executive, as defined in Section 1710.01(D) of the Ohio Revised Code, of each participating political subdivision, as defined in Section 1710.01(E) of the Ohio Revised Code, of the District, provided, however, that if a township is a participating political subdivision of the District, the township administrator or an appropriate administrative official shall be the municipal executive of the participating political subdivision (the “Municipal Executive”), or an employee of the participating political subdivision who is involved with the participating political subdivision’s planning or economic development functions and who shall be appointed by and serve at the pleasure of the Municipal Executive of the participating political subdivision.

- ii. The appropriate number of Directors shall be persons appointed by and serving at the pleasure of the legislative authority, as defined in Section 1710.01(F) of the Ohio Revised Code, of each participating political subdivision of the District.
  - iii. The remaining Directors shall be Members or the executive representatives of Members duly elected, designated, or appointed by the Members as described in this Code, or any other persons duly elected, designated, or appointed by the Members as described in this Code.
- (b) Without amendment to this Code, the number of Directors may be fixed or changed by resolution of the Board, provided that the number of Directors shall not be reduced to a number lower than five.
  - (c) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

#### **Section 2.04 – Term.**

Each Director shall serve a continuous term until such Director's successor is designated, appointed, or elected.

#### **Section 2.05 – Meetings.**

- (a) An annual meeting of the Board for the consideration of reports, and for such other business as may be brought before the meeting, may be held simultaneously with the annual meeting of the Members and in any event shall be held within 30 days after the adjournment of any annual meeting of Members on such date as may be specified by the Board.
- (b) Regular meetings of the Board may be held at such periodic intervals between annual meetings and at such time as the Directors may specify.
- (c) Special meetings of the Board may be called by the Chairperson of the Board or any three Directors.

#### **Section 2.06 – Location of Meetings.**

Meetings of the Board may be held at any place within or without the State of Ohio. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Ohio. Meetings of the Board shall be public meetings made open to the public pursuant to Section 121.22 of the Ohio Revised Code.

#### **Section 2.07 – Notice of Meeting.**

- (a) Written notice of the time and place of each meeting of the Board shall be given to each Director either by personal delivery, mail, telegram, or by any authorized

communications equipment permitted under Chapters 1702 or 1710 of the Ohio Revised Code, including without limitation electronic mail. Notice should be given, if possible, at least seven days prior to the meeting.

- (b) Any Director may waive notice of the time and place of any meeting of the Board, either before or after such meeting.
- (c) Pursuant to Sections 121.22 and 1710.05 of the Ohio Revised Code, public notice of each annual or regular meeting of the Board stating the time and place and the purpose or purposes thereof shall be published in a newspaper of general circulation in the territory of the District once at least twenty-four hours before any such annual or regular meeting. Public notice of each special meeting stating the time and place and the purpose or purpose thereof shall be posted electronically at least 24 hours in advance of the meeting on the Ohio Public Notice website currently available at <http://publicnotice.ohio.gov> or any reasonable alternative designated by the Board. Members of the news media that have requested notice of meetings shall receive notice by means of electronic communication at least 24 hours in advance of any special meeting.

#### **Section 2.08 – Quorum, Manner of Action and Proxies.**

- (a) A majority of the authorized number of Directors, present in person, or if permitted by this Code, by mail, proxy or by the use of authorized communications equipment, shall constitute a quorum for the transaction of business at any meeting of the Board.
- (b) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- (c) The act of a majority of the Directors present at a meeting at which a quorum is present is an act of the Board, unless the act of a greater number of Directors is required by the Articles of Incorporation, this Code, or any Bylaws.
- (d) A Director may file a written statement with the Corporation's Secretary at least three days prior to any meeting of the Board to have a person act as proxy to carry out the Director's rights and responsibilities at such meeting. A Director may also appoint a designee to carry out the Director's rights and responsibilities by filing a written designation form with the Corporation's Secretary. This form shall include the name and address of the Director, the name and address of the designee, and the expiration date, if any, of the designation. A proxy or designee need not be a Member. The appointment of a proxy or designee may be changed by filing a new form with the Corporation's Secretary. Service of any notice upon a proxy or designee at the proxy's or designee's address as shown on that form satisfies any requirements for notification of the Director.



### **Section 2.09 – Action by Board of Directors Without Meeting.**

- (e) Any action that may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors who would be entitled to notice of a meeting for such purpose.
- (f) Any transmission by authorized communications equipment that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section. The date on which the transmission by authorized communications equipment is sent is the date on which the writing is deemed signed.
- (g) Any such writing shall be filed with or entered upon the records of the Corporation.
- (h) If any of the provisions of this Section 2.09 should conflict with any applicable law, including, but not limited to, Ohio Revised Code Sections 121.22 and 1710.05, the law shall prevail over the provisions of this Section.

### **Section 2.10 – Ex Officio Members and Emeritus Directors.**

- (a) The Board may appoint one or more persons as ex officio members of the Board. The term of such appointment shall be for such time as the Board shall designate.
- (b) Former members of the Board may, at the discretion of the Board, be appointed as Emeritus Directors. The appointment shall be for life, unless otherwise provided in the appointment by the Board.
- (c) At the discretion of the Board, ex officio members and Emeritus Directors may be given notice of meetings of the Board and may be permitted to be present in person, to present matters for consideration, and to take part in consideration of any business by the Board at meetings of the Board, but shall not be counted for purposes of a quorum, purposes of voting, or otherwise in any way for purposes of authorizing any act or transaction of business by the Board.

## **ARTICLE III**

### **Committees of the Board of Directors**

#### **Section 3.01 – Committees of Directors.**

- (a) The Board may, by resolution, create an Executive Committee or any other committee of the Directors, to consist of two or more Directors, and may authorize the delegation to any such committee of any of the authority of the Directors, however conferred.

- (b) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.
- (c) Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board, except as otherwise provided herein.
- (d) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board.
- (e) Notice
  - i. Written notice of the time and place of each meeting of a committee shall be given to each committee member either by personal delivery, mail, telegram, or by any authorized communications equipment permitted under Chapters 1702 or 1710 of the Ohio Revised Code, including without limitation electronic mail. Notice should be given, if possible, at least seven days prior to the meeting.
  - ii. Any committee member may waive notice of the time and place of any meeting of the Board, either before or after such meeting.
  - iii. Pursuant to Sections 121.22 and 1710.05 of the Ohio Revised Code, public notice of each annual or regular meeting of a committee stating the time and place and the purpose or purposes thereof shall be published in a newspaper of general circulation in the territory of the District once at least twenty-four hours before any such annual or regular meeting. Public notice of each special meeting stating the time and place and the purpose or purpose thereof shall be posted electronically at least 24 hours in advance of the meeting on the Ohio Public Notice website currently available at <http://publicnotice.ohio.gov> or any reasonable alternative designated by the Board. Members of the news media that have requested notice of meetings shall receive notice by means of electronic communication at least 24 hours in advance of any special meeting.

### **Section 3.02 – Alternate and Ex Officio Members.**

- (a) The Board may appoint one or more Directors as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.
- (b) The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be entitled to notice, to be present in person, to present matters for consideration, and to take part in consideration of any business by the committee at any meeting of the committee, but such ex officio committee members shall not

be considered for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.

- (c) The Chairperson of the Board shall be an ex officio member of all committees of the Board to which he or she has not already been appointed as a member.

### **Section 3.03 – Authority and Manner of Acting.**

- (a) Unless otherwise provided in this Code or ordered by the Directors, any such committee shall act by a majority of members (excluding ex officio members) present at a meeting at such place or through such electronic or other authorized communications equipment through which all persons participating can hear each other, or in any other manner permitted under Chapter 1702 of the Ohio Revised Code, or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.
- (b) A committee is authorized to take any action or transact any business specifically delegated by the Board. If a committee is delegated complete authority to take a specific action or to transact a specific business matter by the Board, any such action or business transaction of the committee pursuant to the delegation of authority shall be as effective for all purposes as an act or business transaction by the Board.
- (c) All committees of the Board shall prepare and file minutes of all meetings with the Secretary to be filed with or entered upon the records of the Corporation.
- (d) The Corporation may pay the necessary expenses of its committee members reasonably incurred in looking after the affairs of the Corporation after such expense accounts have been approved by the Board.

### **Section 3.04 – Term.**

Unless otherwise specified by the Board or this Code, appointment to a committee shall be for a period of one year.

### **Section 3.05 – Committee Chairpersons.**

Unless otherwise specified by the Board or this Code, the Chairperson of the Board shall appoint the chairperson of each committee.

### **Section 3.06 – Conflict with Law.**

If any of the provisions of this Article III should conflict with any applicable law, including, but not limited to, Ohio Revised Code Sections 121.22 and 1710.05, the law shall prevail over the provisions of this Article.

## **ARTICLE IV**

### **Officers**

#### **Section 4.01 – Officers.**

- (a) The officers of this Corporation shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. In addition, other officers may be elected as may be deemed necessary, each of whom may be designated by such other titles as may be provided in the Articles of Incorporation, this Code, the Bylaws, or resolutions of the Directors. For all purposes of Ohio Revised Code Chapter 1702, the Chairperson shall be the president of the Corporation and the Vice-Chairperson shall be the vice president of the Corporation.
- (b) A Director may be elected to more than one office, except that the Director elected as Treasurer shall not be elected to any other office of the Board.
- (c) The Secretary and the Treasurer of the Corporation may be an individual other than a Director or a Member, including legal counsel or such other professional as the Board may choose to elect as Secretary or Treasurer from time to time.

#### **Section 4.02 – Election and Term of Office.**

- (a) The officers of the Corporation shall be elected by the Board as it shall determine, and new offices may be created and filled at any meeting of the Directors.
- (b) Each officer shall hold office for a period of one year or until a successor is elected, unless an officer's resignation under Section 4.03 becomes effective before the Board can appoint a successor or the Directors remove an officer as described in Section 4.04.

#### **Section 4.03 – Resignation.**

- (a) Any officer or assistant officer may resign at any time by giving written notice to the Chairperson or Secretary.
- (b) A resignation shall take effect immediately or at such other time as the resignation may specify, and, unless otherwise specified therein, it shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

#### **Section 4.04 – Removal.**

- (a) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the majority of the Directors.

- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

**Section 4.05 – Duties of Officers.**

- (a) The Chairperson shall preside at all meetings of the Board, and shall be the chief executive officer and president of the Corporation.
- (b) The Vice-Chairperson shall, in the absence of the Chairperson, preside at all meetings of the Board and shall perform all duties of the Chairperson, in case of the Chairperson's absence or disability, together with such other duties as the Board may from time to time prescribe.
- (c) The Secretary shall keep minutes of all the proceedings of the Members and Board, and shall make and attest proper record of the same; give notice of meetings of Members and Directors; keep such books as may be required by the Board; and perform such other and further duties as from time to time may be required of the Secretary by the Board.
- (d) The Treasurer shall serve as the fiscal officer of the Board, the Corporation, and the District and shall (i) have general supervision of all finances, receive and have in charge all money, bills, notes, deeds, leases, mortgages, insurance policies and similar property belonging to the Corporation or the District, and shall do with the same as may from time to time be required by the Board; (ii) cause to be kept adequate and correct accounts of the business transactions of the Corporation and the District, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and stated capital, together with such other accounts as may be required; (iii) on the expiration of the Treasurer's term of office, turn over to the successor Treasurer or to the Board all property, books, papers and money of the Corporation and the District in the outgoing Treasurer's hands; and (iv) perform such other duties as may be assigned to the Treasurer by the Board. By the date of the annual meeting of the Board each year, the Treasurer shall submit to each Member and to all other interested parties pursuant to Section 1710.04(D) of the Ohio Revised Code a report of the Corporation's and the District's activities and financial condition for the previous fiscal year of the Corporation and the District, including a description of the Corporation's and the District's budget, services delivered, revenues received, expenditures made, and other information about the Corporation's and the District's activities during the previous fiscal year of the Corporation and the District.
- (e) Each of the Chairperson, Vice-Chairperson, Secretary, and Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Corporation and the District any deed, mortgage, bond, instrument, agreement, or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Corporation's or the District's behalf.

- (f) In the absence of any officer or assistant officer or for any other reason that the Board may deem sufficient, the Board may delegate the authorities and duties of any officer or any assistant officer to any other officer, assistant officer, or Director.
- (g) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by this Code or by the Board or any committee of Directors as provided herein.

## **ARTICLE V**

### **Indemnification and Insurance**

#### **Section 5.01 – Persons Indemnified.**

Except as otherwise provided in this Article V or as otherwise prohibited by the laws of the State of Ohio, the Corporation shall indemnify each person who, by reason of being or at any time having been a Director or officer of the Corporation, is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation, or proceeding (or claim or other matter therein), and the Corporation by the Board may indemnify any other person or entity as deemed proper. However, if the only liability asserted against a Director in an action, suit, investigation, or proceeding (or claim or other matter therein) is pursuant to Section 1702.55 of the Ohio Revised Code, or if it is proved by clear and convincing evidence in a court with jurisdiction that the act or omission of the Director, officer, or volunteer for which liability is being asserted in an action, suit, investigation, or proceeding (or claim or other matter therein) was one undertaken with a deliberate intent to cause injury to the Corporation or was undertaken with a reckless disregard for the best interests of the Corporation, any Director, officer, or other person or entity granted indemnification by the Board who is the subject of such an action, suit, investigation, or proceeding (or claim or other matter therein) shall not be entitled to the indemnification mandated by Article V of this Code.

#### **Section 5.02 – Scope of Indemnity.**

Indemnification shall be against any and all costs and expenses (including attorneys' fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon a person or entity indemnified under Section 5.01 in connection with any action, suit, investigation, or proceeding (or claim or other matter therein), whether civil, criminal, administrative, or otherwise in nature, with respect to which such person or entity is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Director, officer, or other person or entity granted indemnification by the Board, including without limitation, a volunteer, employee, or other agent of or in similar capacity with the Corporation, or by reason of being or at any time having been, at the direction or request of the Corporation (which must have been specifically noted in a resolution of the Board), a Director, officer, volunteer, administrator, manager, employee, member, advisor, or

other agent or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan.

#### **Section 5.03 – Advancement of Expenses.**

Upon the request of a Director, officer, or other person or entity granted indemnification by the Board who is the subject of an action, suit, or proceeding referred to in Section 5.01 of this Code, the Corporation shall pay the expenses, including attorneys' fees, as they are incurred by such Director, officer, or other person or entity granted indemnification by the Board in defending the action, suit or proceeding. Such payment of expenses in advance of the final disposition of the action, suit, or proceeding shall only be made after receipt of an undertaking by or on behalf of the Director, officer, or other person or entity granted indemnification by the Board to repay the Corporation for the amount spent by the Corporation if it is ultimately determined that he, she or it is not entitled to be indemnified by the Corporation.

#### **Section 5.04 – Officer and Volunteer Defined.**

For purposes of this Article V, the term "officer" shall mean the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, and any other executive officers of the Corporation, and the term "volunteer" shall have the same meaning as provided in Ohio Revised Code Section 1702.01(M), or any successor provision thereto.

#### **Section 5.05 – Discretionary Indemnification.**

Each request or case of or on behalf of any person other than a Director or officer who is or may be entitled to indemnification, shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case.

#### **Section 5.06 – Indemnification Only in Accordance with Law.**

Notwithstanding anything to the contrary in this Article V, no person shall be indemnified to the extent, if any, it is ultimately determined by a court of competent jurisdiction that indemnification is contrary to applicable law, and, notwithstanding anything to the contrary in this Code, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable Ohio law, this Code, the Articles of Incorporation, or the Plan.

#### **Section 5.07 – Insurance.**

To the fullest extent permitted under section 1702.12(E)(7) of the Ohio Revised Code and as the Board may direct, the Corporation may purchase and maintain insurance, or furnish similar protection, on behalf of any person who is or at any time has been a Director, officer, or other person or entity granted indemnification by the Board, including without limitation, a volunteer, or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a Director, officer, volunteer,

administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan. Any officer of the Corporation shall be authorized to procure insurance for the Corporation, the District, the Board, the Directors, and the officers of the Corporation.

## **ARTICLE VI**

### **Amendment**

#### **Section 6.01 – Amendment.**

This Code may be amended from time to time only by the affirmative vote of the majority of the Directors at any meeting or by the procedure in Section 2.09 of this Code.



**Exhibit A**

**Schedule of Members of  
Conneaut Energy Special Improvement District, Inc.**

Updated: March 4, 2020

<b>Members</b>				
<i>Name</i>	<i>Number of Votes</i>	<i>Mailing Address</i>	<i>Email</i>	<i>Phone</i>