

**REGULATIONS OF
AMERICAN MUNICIPAL POWER, INC.
A NONPROFIT CORPORATION
AS AMENDED SEPTEMBER 26, 2016
RESOLUTION NO. 16-09-3891**

**REGULATIONS OF AMERICAN MUNICIPAL POWER, INC.
AS AMENDED SEPTEMBER 26, 2016**

ARTICLE I - NAME, PURPOSE AND OFFICES

- Section One The name of the corporation is American Municipal Power, Inc., an Ohio nonprofit corporation, which may be referred to hereinafter as corporation.
- Section Two American Municipal Power, Inc. or "AMP" is organized for publicly-owned electric, gas and communication systems in Ohio and other states for the cooperative purchasing, selling, generating and transmission of electric energy and other services for its patrons (hereinafter referred to as members) as well as the provision of technical and other services to and for the benefit of its members as authorized by its Articles of Incorporation.
- Section Three The principal office of the corporation shall be located in the County of Franklin, State of Ohio. The corporation may, however, have such other offices, within or without the County of Franklin, State of Ohio, as the Board of Trustees may determine.

ARTICLE II - MEMBERSHIP

- Section One Membership shall be available to (i) any political subdivision (within the meaning of Treas. Reg. Section 1.103-1) of the State of Ohio or another state that either owns, has initiated, or operates an electric, natural gas or communication utility system or (ii) a joint action agency or similar organization whose membership consists at all times solely of such political subdivisions. The corporation's officers shall assure that admission of any such potential member does not jeopardize the corporation's tax-exempt status for federal income tax purposes or the corporation's ability to issue tax-exempt or tax advantaged bonds or other debt on behalf of its members.
- Section Two There shall be two classes of membership. Class I (Full Service) members shall be such political subdivisions of Ohio or another state that are municipalities, such as villages, towns, boroughs, cities, including municipal utility boards, commissions or the like, or their equivalents. Class II (Power Supply Only) members shall be either (i) political subdivisions (within the meaning of Treas. Reg. Section 1.103-1) of Ohio or another state, such as public universities, that are large consumers of electric power, not less than five (5) MW peak load prior to application for membership, and that require power primarily for their own use but may also distribute electric power to others; (ii) entities that qualify for Class I membership but which are so geographically remote from AMP's core area of operations that, in AMP's sole opinion, it cannot economically provide member services other than power supply to such member; or (iii) joint action agencies or similar organizations of public power systems which are, or consist solely of, political subdivisions (within the meaning of Treas. Reg. Section 1.103-1) of a state. Entities which are customers of a Class I member are not eligible for Class II membership.
- Section Three Membership shall be granted upon the filing of an application with the Secretary of the corporation accompanied by the payment of any applicable past assessments, an application fee and compliance with other conditions, such fee and such conditions to be determined from time to time by the Board of Trustees by resolution, and upon the acceptance of the applicant by an affirmative vote of not less than the majority of the Board of Trustees.

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- Section Four Application for membership shall constitute an agreement upon the part of the member to be bound by the Articles of Incorporation and the regulations of the corporation and to pay all dues, assessments or other charges accrued by the member.
- Section Five Any member of the corporation may withdraw from membership upon payment in full of all of its debts and obligations to the corporation, its affiliates and subsidiaries and the performance of any act or acts required in connection with any such obligation, including, but not limited to, the fulfillment of any and all obligations under power supply and other agreements between the member and AMP, or any of its affiliates or subsidiaries, or between the member and other AMP members.
- Section Six Membership in the corporation shall not be transferable or assignable and shall terminate upon the dissolution or other termination of the existence of the member or, if applicable, its utility system. Termination shall not affect in any way the member's liability for any obligations to the corporation, its affiliates and subsidiaries.
- Section Seven Except as expressly provided in agreements between one or more members and the corporation, or any of its affiliates or subsidiaries, no member shall be individually responsible for any debts or liabilities of the corporation and the property of all members shall be exempt from execution of any debts or claims against the corporation.
- Section Eight Membership in the corporation shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions, as the Board of Trustees shall determine. Each certificate shall be signed by the Chair of the Board of Trustees and by the Secretary of the corporation.

ARTICLE III - MEETINGS

- Section One An annual general membership meeting shall be held each year at such time as determined by the Board of Trustees, and shall be known as the Annual Conference. The time and place thereof shall be determined by the Board of Trustees.
- Section Two Special Meetings of the general membership other than the Annual Conference may be called by the Chair of the Board of Trustees, or by resolution of the Board of Trustees, or by resolution adopted at an Annual Conference or Special Meeting.

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- Section Three Written notice of the Annual Conference, stating the time and place thereof, shall be sent to each member not less than fifteen (15) days before the date of such meeting. Such notice shall be deemed to have been perfected by (a) deposit in the United States mail by first class mail addressed to the member at its address or (b) delivery by email when addressed to the member's primary contact, each as it appears on the records of the corporation at the time of the issuance of said notice. Written notice of Special Meetings shall be given not less than ten (10) days prior to the time of said meeting, and said notice shall set forth the time and place of said meeting and the purpose or purposes for which such meeting is held. No business other than that related to the proposals set forth in such notice shall be conducted at any such Special Meeting. Members may waive notice of any meeting of the members.
- Section Four Twenty-five (25%) percent of the members shall constitute a quorum for the transaction of business at any meeting of the members. A quorum existing, a majority of the members present and voting may carry any matter at a members' meeting. Whether or not a quorum is present a majority of the voting members present at a meeting may adjourn such meeting.
- Section Five The Board of Trustees shall determine the agenda for membership meetings, which shall be included in the notice thereof. The agenda for the Annual Conference may be modified by the members, upon motion, at such meeting, as they deem appropriate.
- Section Six Each member in good standing shall designate in writing one (1) representative and may also designate one (1) or more alternates. Each member, through its representative, shall be entitled one (1) vote on any matter coming before the members at a general membership, special meeting or service group caucus. Proxy voting is permitted, however, a representative may only vote for one (1) member community.
- Section Seven A member in good standing is defined to mean a member that has fulfilled all the requirements for membership, has not been expelled or suspended, or has withdrawn from the membership and is current in the payment of all dues, assessments or other charges to the corporation, including, but not limited to, the fulfillment of any and all obligations under power supply and other agreements between the member and AMP, or any of its affiliates or subsidiaries, or between the member and other AMP members.

ARTICLE IV - BOARD OF TRUSTEES

- Section One The affairs of the corporation shall be managed by a Board of Trustees consisting of not less than sixteen (16) members elected in the manner set forth herein. No member shall be entitled to more than one (1) seat on the Board of Trustees and each Trustee shall be entitled to one (1) vote on all matters coming before the Board. Each member so elected shall officially designate an individual, and any alternates desired, to serve as the member's representative on the Board of Trustees.

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- Section Two The terms of the Trustees shall be for a period of three (3) years and election of Trustees shall be conducted as set forth herein at the Annual Conference or at the first membership meeting after a vacancy on the Board of Trustees occurs in order to fill such vacancy. Said terms shall be staggered so that the Service Group representatives' terms shall expire one (1) year, four (4) At-Large terms the next, and four (4) At-Large terms the next.
- Section Three For purposes of electing not less than eight (8) members of the Board of Trustees, the membership shall be divided into Service Groups. Each Service Group shall be composed of either (i) members domiciled in a state other than Ohio as set forth in Section Four of this Article IV, or (ii) the members that are interconnected to or receive transmitted power through the following investor-owned utilities or their transmission-owning affiliates:
- a. Duke-Ohio (to be known as the Southwest AMP Service Group);
 - b. The Cleveland Electric Illuminating Company (to be known as the Northern AMP Service Group);
 - c. That portion of the Ohio Power Company known as the Columbus Southern Power Company prior to December 1, 2011 (to be known as the Central AMP Service Group);
 - d. The Dayton Power & Light Company (to be known as the Western AMP Service Group);
 - e. The Ohio Edison Company (to be known as the Northeast AMP Service Group);
 - f. The Ohio Power Company (except those who are a part of the Central AMP Service Group, to be known as the North Central AMP Service Group);
 - g. The Toledo Edison Company (to be known as the Northwest AMP Service Group).
- Members which are interconnected to more than one (1) investor-owned utility (or their transmission-owning affiliates) or only interconnected with another member system or a rural cooperative shall be in the Service Group associated with the investor-owned utility through which it received the most energy in the prior year. The assignments to each Service Group are as set forth in Attachment A to these regulations and shall be modified consistent with these regulations at any time determined appropriate by resolution of the Board of Trustees.
- Section Four In addition, the members located in each state, other than Ohio, which has (i) not less than five (5) members or (ii) a member joint action agency that has not less than five (5) political subdivisions (within the meaning of Treas. Reg. 1.103-1) that operate electric utility systems as its members, each of which is eligible to be but is not an AMP member, shall constitute a State Service Group and be entitled to a Service Group representative on the Board of Trustees. Further, there shall be an Other Service Group consisting of those members who do not fall into one of the Service Groups otherwise specified in Sections 3 and 4 hereof; provided there are not less than three such members. This Service Group shall be known as the Other AMP Service Group which shall be entitled to elect one (1) of its members to the Board of Trustees.

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- Section Five Each Service Group shall caucus, at the Annual Conference prior to any elections for At-Large Trustees, and elect by majority vote of such Service Group members present, and by secret ballot, if more than one member is nominated, a member of that Service Group as that group's representative Trustee for a three (3) year term or until a successor is elected and qualified. If after tabulating the votes there is not a candidate receiving a majority, then the two (or more should there be ties) candidates receiving the highest number of votes shall be candidates in subsequent elections until a candidate receives a majority. In the event there are less than eight (8) Service Groups, or a Service Group has no member present or is unable to elect a Trustee for reasons other than a tie vote, then that seat on the Board of Trustees shall be elected as an At-Large Trustee. Should a Service Group be unable, after six (6) votes, to elect a Trustee as a result of tie votes, then that group's Trustee shall be elected by the membership in the same manner as an At-Large Trustee from among those members which were tied after the sixth vote in the Service Group caucus. Members who are At-Large Trustees may be candidates for a Service Group representative Trustee and, if elected as a Service Group representative Trustee, such At-Large seat shall be deemed vacant and shall be filled by election as an At-Large Trustee to serve the remainder of any term of the seat so vacated. Should any Service Group not have elected or appointed a Service Group chair, the Chair of the Board of Trustees shall designate a chair of each such Service Group for purposes of presiding over the caucus elections. Each Service Group shall then report the Trustee selected from that Service Group at the Annual Conference prior to any election of At-Large Trustees.
- Section Six There shall be eight (8) seats on the Board of Trustees elected At-Large from the membership, and they shall serve a term of three (3) years or until their successors are elected and qualified. Only Class I members may be elected or appointed to not less than three (3) of the At-Large Trustee seats in each election cycle. One (1) such Trustee in each election cycle may be a Class II member. Members who are Service Group representative Trustees; and otherwise qualify, may be candidates for an At-Large Trustee and, if elected as an At-Large Trustee, such Service Group seat shall be deemed vacant and shall be filled in accordance with Section Seven of this Article IV. Each ballot may name up to the number of Trustees to be elected and a vote will be counted for each member so named in each such election. The number of members as there may be vacancies, receiving the highest number of votes shall be elected to serve on the Board of Trustees. In the event of a tie or if an inadequate number of Trustees are elected, runoff or subsequent elections will be held in like manner until all vacancies are filled.
- Section Seven Vacancies of At-Large Trustees on the Board of Trustees may be filled by the Board of Trustees from among the members either Class I or, potentially, Class II, according to the open seat, until the next members meeting. At the next members meeting after such vacancy, the same shall be filled for the balance of whatever term remains by an At-Large election. For vacancies of Service Group Trustees, the Chair shall call a special caucus of the Service Group for the purpose of electing its representative. Such election shall be held in the same manner as a regular caucus election.

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Section Eight Unless otherwise determined by the Board of Trustees, the corporation's General Counsel, whether one or more, shall be responsible for ballot preparation, counting, and generally assuring the integrity of the election process.

ARTICLE V - TRUSTEES MEETINGS

Section One The Board of Trustees shall meet on the Thursday following the third Wednesday of each month unless otherwise determined by the Board. The place of the meeting shall be the principal offices of the corporation or at such other place as may be determined by the Board of Trustees. Special meetings of the Board of Trustees may be called by the Chair of the Board of Trustees, any two (2) members of the Board or the President. The President shall forthwith notify all members of the Board of Trustees thereof. Notice of such special meetings may be given in person, or by telephone, electronic means, facsimile or mail. Special meetings of the Board of Trustees may be held via video or telephone conference call or like electronic means.

Section Two A notice of a special meeting shall set forth the time, place and purpose or purposes for which the meeting is called. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business and, unless otherwise set forth herein, action by the majority of the members of the Board of Trustees in attendance at a meeting at which a quorum is present shall be the act of the Board of Trustees and the act of the corporation. The Board of Trustees shall keep minutes of its actions, and shall transmit a copy of these minutes to each member of the Board of Trustees prior to the next regular meeting.

Section Three The President and the General Counsel of the corporation shall be ex-officio members of the Board of Trustees and shall be entitled to notice of all meetings and to participate therein, but shall not be entitled to vote nor be counted in determining a quorum. If any time the corporation has more than one General Counsel, the Board of Trustees shall appoint one such General Counsel as the ex-officio member, and another as an alternate ex-officio member.

Section Four Notice of the time, place, and purpose of any meeting of the Board of Trustees may be waived by majority of members of the Board of Trustees.

Section Five The Board of Trustees and members of committees of the Board of Trustees, excluding ex-officio members, shall not receive any salary for their services as Trustees or committee members, but may, by resolution of the Board of Trustees, be reimbursed for any necessary and proper expenses incurred in the performance of duties as members of the Board of Trustees or committees of the Board of Trustees.

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- Section Six As Trustee input is critical to assuring AMP members are best served by the corporation, the following Trustee attendance requirements shall be followed:
- a. Any member elected to the Board shall assure their designated representative or such representative's alternate, regularly attends Board of Trustees meetings. A member Trustee's representative or alternate shall notify the President prior to any absence from a Board of Trustee's meeting, and request that such absence be excused by the Board of Trustees, except when extenuating circumstances prevent such prior notice.
 - b. Should any member Trustee whose representative or alternate collectively fail to attend three (3) consecutive regular meetings without such absences being excused by the Board of Trustees, the member shall be notified in writing or by electronic means and requested to take steps to assure attendance. Copies of such communication shall be also sent to all members of any applicable Service Group.
 - c. Should that member's representative or alternate then collectively fail to attend two (2) additional consecutive meetings without such absences being excused by the Board of Trustees, the Board may declare such seat vacant and fill the same in accordance with Section Seven of Article IV.

ARTICLE VI - OFFICERS

- Section One The officers of the corporation, elected or appointed as individuals, shall be the Chair of the Board of Trustees, Vice-Chair of the Board of Trustees, Treasurer, Secretary, President, General Counsel, whether one or more, and such other officers as the Board of Trustees may from time to time deem necessary. Such officers, in addition to the duties and authorities contained herein, may have such authority and perform such duties as the Board of Trustees shall direct.
- Section Two The Chair, Vice-Chair, Secretary and Treasurer shall be elected from among the representatives of the regular members of the Board of Trustees and shall serve for a period of one (1) year or until their respective successors are elected. The Chair may serve no more than five (5) consecutive full terms. Other officers need not be elected from the representatives of the regular members of the Board of Trustees and shall serve at the pleasure of the Board of Trustees, or pursuant to such terms and conditions as the Board of Trustees shall determine. Officers other than the Chair, Vice-Chair, Secretary and Treasurer may hold more than one (1) office. Should the Chair, Vice-Chair, Secretary or Treasurer be absent from three (3) consecutive meetings of the Board of Trustees, that officer shall forfeit such office unless such absences are excused by action of the Board of Trustees.

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- Section Three The Chair and Vice-Chair of the Board of Trustees shall be elected in that order at the first meeting of the Board of Trustees subsequent to the Annual Conference. All members of the Board of Trustees present at said meeting shall be candidates except those who disqualify themselves. Absent Trustees may be nominated. Voting shall be by secret ballot. In order to qualify as elected, a candidate must receive a majority of the votes cast for the office. If after tabulating the votes there is not a candidate receiving a majority, then the two (2) (or more should there be a tie) candidates receiving the highest number of votes shall be candidates in subsequent elections until a candidate receives a majority.
- Section Four The Chair of the Board of Trustees shall preside at all general membership and Trustees' meetings. In addition, the Chair shall appoint, subject to the provisions of Section 7 of this Article VI and any agreements between the corporation and its members, the Chair and all the members to the permanent committees and such other committees that may be established from time to time consistent with these regulations and any contracts of the corporation. Such appointments need not be solely from among the members of the Board of Trustees. The Chair of each such committee shall be appointed as an individual. The Chair shall also perform such other duties as may be directed and authorized by the Board of Trustees.
- Section Five The Vice-Chair of the Board of Trustees shall perform the duties of the Chair in the event of the latter's absence, resignation, inability or refusal to perform the duties of the office. The Vice-Chair shall perform such other duties as authorized and as directed by the Board of Trustees. In the event of the Vice-Chair's absence, resignation, inability or refusal to perform as Chair, the Treasurer shall assume the duties of Chair. In the event of the Treasurer's absence, resignation, or inability to perform as Chair, the Secretary shall assume the duties of Chair.
- Section Six The Secretary or the Secretary's designee shall keep the minutes of the meetings of the members and of the Board of Trustees and shall perform all other duties imposed upon that office by law and these regulations and such other duties as authorized and as directed by the Board of Trustees. The books and records of the corporation shall be kept at the principal office of the corporation.
- Section Seven The Treasurer, who shall also be the chair of the Finance and Audit Committee of the Board of Trustees, shall monitor and oversee the funds and securities of the corporation in such a manner and as directed and authorized by the Board of Trustees. The Treasurer shall perform such other duties as authorized and as directed by the Board of Trustees.

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Section Eight The President shall be the chief executive officer of the corporation. The President shall be hired and his or her compensation determined by the Board of Trustees. The President shall be responsible directly to the Board of Trustees for the management and operation of the corporation in conformance with its budget and in conformity with policies, directives, duties and regulations that may, from time to time, be determined by the Board of Trustees. The President, or the President's designee, shall execute all deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees has authorized or are consistent with the corporation's approved budget, except in cases in which the execution may be designated by the Board of Trustees to some other officer or agent of the corporation.

Section Nine The General Counsel, whether one or more, shall be appointed and his or her compensation determined by the Board of Trustees. The General Counsel, whether one or more, shall be responsible directly to the Board of Trustees for all legal matters concerning the corporation. The General Counsel, whether one or more, shall also be Assistant Secretary to the corporation.

ARTICLE VII - FINANCES

Section One For each forthcoming fiscal year, the budget of the corporation, which shall be itemized and subtotaled into line items in such form and detail as shall be approved by the Board of Trustees, is to be presented to and approved by the general membership at the Annual Conference. The fiscal year of the corporation is the twelve (12) month period ending December 31 of each year.

Section Two There shall be no expenditure for any item, or purchase or contract for services entered into which causes or will cause the budget line item which includes such expenditure to exceed the budgeted amount unless the budget shall be amended by the Board of Trustees. However, if the President, after consultation with the Chair, believes that an emergency has arisen which threatens persons or the property of the corporation, its members or its employees and which requires such an expenditure, purchase or contract to alleviate said emergency, the President may authorize such expenditure. Such action shall be presented to the Board of Trustees at the earliest possible time for ratification.

Section Three The Treasurer, President, Chief Financial Officer, or such other person or persons as the Board of Trustees may designate, shall be authorized to sign all checks or otherwise arrange to pay for all properly budgeted and approved expenditures of funds by the corporation. All such persons shall be bonded or otherwise insured for the protection of the corporation.

Section Four The Treasurer or such other officer designated by the Board of Trustees shall cause to be kept records which reflect each member's, or former member's, rights and interests in the assets of the corporation.

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- Section Five There shall be an annual audit of the corporation. The Board of Trustees shall select a qualified Certified Public Accountant to perform the audit which shall be mailed, when completed and accepted by the Board of Trustees, to each member.
- Section Six All funds of the corporation, not otherwise employed, shall be deposited to the credit of the corporation in banks, trust companies or other depositories as the Board of Trustees may authorize.
- Section Seven The general membership application fee, dues and service fees levied upon the sales of power, energy transmission, natural gas or other services provided by or arranged through the corporation or its members shall be fixed by the Board of Trustees and may, upon motion, be submitted to the membership for disapproval or amendment by a majority vote of the members present at a membership meeting. The application fee, dues and service fees adopted by the Board of Trustees shall be in full force and effect unless and until disapproved or amended. Annual dues shall be paid on or before June 1 of each year or as otherwise determined by the Board of Trustees. New membership dues shall be due within thirty (30) days of the date of invoice. Class I members shall be responsible for payment of all service fees and dues. Class II members shall be responsible for all or such portion of dues as determined appropriate by the Board of Trustees from time to time, but shall only be responsible for service fees and other charges that are, in the Board of Trustees' sole opinion, reasonably related to the corporation's power supply activities. The Board may establish different application fees for Class I and Class II members.

ARTICLE VIII - COMMITTEES

- Section One In addition to such other committees as determined appropriate from time to time by the Board of Trustees, the following permanent committees of the Board of Trustees of the corporation are established:
- a. The Finance and Audit Committee is charged with the responsibility for recommending annual operating budgets, service fees, and dues for the approval of the Board of Trustees and the membership as appropriate, and assisting the Treasurer in the performance of the Treasurer's duties, including oversight over the audit and budget throughout the year to assure the financial integrity of the corporation.
 - b. The Personnel Committee shall review the human resource needs of the corporation and shall recommend appropriate staffing levels, organization structure, compensation ranges and employee benefit programs for the corporation.
 - c. The Member Services Committee is charged with the primary responsibility of assuring that appropriate services are provided by AMP to and for the benefit of the members.
 - d. The Mutual Aid Committee shall have responsibility to oversee and continually improve the mutual aid program.
 - e. The Nominating Committee is charged with the primary responsibility of nominating a slate of appropriate members for positions as At-Large Trustees to provide continuing leadership to the corporation and to select or nominate members and individuals for awards given by the corporation or other organizations.

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- f. The Policy Committee is charged with the responsibility of developing policies for the corporation to serve as a guideline for actions by the Board of Trustees, officers and staff of the corporation.
- g. The Power Supply Committee is responsible for examining and recommending power supply strategies and sources for the corporation and its members.
- h. The Transmission/RTO Committee is responsible for assuring the corporation and its members are informed and proactive regarding RTO and other transmission related issues affecting the corporation and its members.

Section Two The Chair of the Board of Trustees may, from time to time, assign additional duties and responsibilities to the permanent committees or create, either at his or her discretion or as required by agreements between the corporation and its members, other committees or subcommittees for other purposes.

Section Three As committee member input is critical to assuring AMP members are best served by the corporation, the following committee member attendance requirements shall be followed:

- a. Any member representative appointed to a permanent committee or other committee established from time to time shall regularly attend committee meetings. A committee member shall notify the Chair of the Board of Trustees prior to any absence from a committee meeting, and request that such absence be excused by the Chair of the Board of Trustees, except when extenuating circumstances prevent such prior notice.
- b. Should any committee member collectively fail to attend three (3) consecutive regular meetings without such absences being excused by the Chair of the Board of Trustees, the member shall be notified in writing or by electronic means and requested to take steps to assure attendance.
- c. Should the committee member then collectively fail to attend two (2) additional consecutive meetings without such absences being excused by the Chair of the Board of Trustees, the Chair may remove the committee member from the committee.

ARTICLE IX - NON-PROFIT OPERATION

Section One The corporation shall at all times be operated on a not-for-profit basis for the mutual benefit of its members. No interest or dividend shall be paid or payable by the corporation on any capital furnished by its members. This prohibition shall not preclude the payment by the corporation of interest of notes, bonds or other evidence of indebtedness, whether issued or held by members, patrons, or others.

Section Two The corporation's officers are authorized and directed to take such actions as are required for the corporation to (i) maintain its tax-exempt status for federal income tax purposes and (ii) maintain its ability to issue tax-exempt or tax-advantaged bonds or other debt on behalf of its members.

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ARTICLE X – INITIAL CONTRIBUTIONS TO CAPITAL

Section One Members have made contributions to the initial equity of the corporation in unequal amounts. These contributions were in addition to membership fees. All such initial contributions to the capital by members became part of the equity capital of the corporation. Upon dissolution or liquidation of the corporation, after payment of the corporation's debts, each member or former member shall receive that portion of its capital contribution which is obtained by multiplying its total initial capital contributions by a fraction in which the total amount of initial capital contributions to be distributed is the numerator and the total amount of the initial capital contributions made is the denominator. As the capital contributions of members or former members are contributions to equity capital, all rights of members or former members therein or to the return thereof shall be subordinate to the rights of creditors of the corporation.

ARTICLE XI – ADDITIONAL PROPERTY RIGHTS OF MEMBERS

Section One In the event of dissolution or liquidation of the corporation, after the payment of (a) all debts and (b) initial capital contributions of members, any remaining assets of the corporation shall be disposed of as follows:

- a. Membership fees, including dues paid by members or former members, shall be refunded in order of receipt.
- b. Remaining assets, if any, shall be distributed to members and former members on the basis of their patronage while they were members, as disclosed by the records (which records shall be kept), insofar as practicable.

ARTICLE XII – AMENDMENTS TO REGULATIONS

Section One Amendments to these regulations may be proposed by the Board of Trustees or any four (4) members may submit a proposed amendment to the Board of Trustees in writing and such proposed amendment shall be presented to the membership at the next membership meeting called for that purpose.

Section Two Copies of proposed amendments shall be mailed by first class mail or sent via email to all members at least ten (10) days prior to the meeting. A two-thirds majority of the regular members present must vote in favor of the amendment for passage. Any amendment which fails cannot be resubmitted for a period of one (1) year after the date of the vote.

ARTICLE XIII – POLICY

Section One The members of the Board of Trustees may adopt such policies and rules consistent with the Articles of Incorporation and these regulations as they from time to time determine reasonable and necessary.

ARTICLE XIV – INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

Section One The corporation shall provide the maximum indemnification permitted by law to any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, member, manager or agent of or a

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volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company or a partnership, joint venture, trust or other enterprise. In furtherance thereof, in the case of a civil, criminal, administrative or investigative action, suit or proceeding other than by or in the right of the corporation, the corporation shall indemnify such person against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. However, with respect to any criminal action or proceeding other than by or in the right of the corporation, the corporation shall provide such indemnification only if such person had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful. If such person was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a trustee, officer, employee, or agent of the corporation, or is or was a trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer employee, member, manager or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company or a partnership, joint venture, trust or other enterprise, then the corporation shall indemnify such person against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that: (i) no indemnification shall be made for any claim, issue or matter if such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent indemnification is otherwise ordered by the appropriate court; and (ii) the corporation shall not indemnify such person against any criminal action, suit or proceeding by or in the right of the corporation except to the extent such person is successful on the merits or otherwise in the defense of such action, suit or proceeding. Any indemnification the corporation provides to any person pursuant to this Article shall be made only upon a majority vote of a quorum of Trustees who were not or are not parties to the action, suit or proceedings or by written opinion of counsel as permitted by law or by order of the appropriate court. Representation in any indemnification shall be furnished only by counsel authorized by the corporation. The right or indemnification provided by this Article shall not be exclusive of any other rights to which a person may be lawfully entitled and shall inure to the benefit of such person's heirs, successors, assigns and administrators.

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Section Two The provisions of Ohio Revised Code section 1702.12(E)(5)(a)(i) do not apply to the corporation. The corporation shall not be required to, but may, pay the expenses, including attorney's fees, as they are incurred, in advance of the final disposition of the action, suit or proceeding. The decision to pay the expenses prior to the final disposition of the action suit, or proceeding shall be made only upon a majority vote of a quorum of Trustees who were not or are not parties to the action, suit or proceedings and only if the person to be indemnified agrees in writing to repay the amount if it is ultimately determined that such person is not entitled to be indemnified by the corporation.

**ATTACHMENT A
TO REGULATIONS OF AMERICAN MUNICIPAL POWER, INC.
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AMP MEMBERS BY SERVICE GROUP

<u>NORTH CENTRAL AMP SERVICE GROUP (AEP/OP)</u> Arcadia Bloomdale Bryan Carey Clyde Cygnet Deshler Dover Greenwich Marshallville New Knoxville Ohio City Orrville Plymouth Republic Shelby Shiloh St. Clairsville St. Marys Sycamore Wapakoneta Wharton Woodsfield	<u>NORTHWEST AMP SERVICE GROUP (ATSI/FE/TE)</u> Bowling Green Bradner Custar Delta Edgerton Elmore Genoa Haskins Holiday City Montpelier Napoleon Oak Harbor Pemberville Pioneer Toledo Woodville
<u>NORTHEAST AMP SERVICE GROUP (ATSI/FE/OE)</u> Amherst Beach City Brewster Columbiana Cuyahoga Falls Galion Grafton Hubbard Hudson Huron Lodi Lucas Milan Monroeville Newton Falls Niles Oberlin Prospect Seville South Vienna Wadsworth Wellington	<u>CENTRAL AMP SERVICE GROUP (AEP/CSOE)</u> Columbus Glouster Jackson Westerville <u>NORTHERN AMP SERVICE GROUP (ATSI/FE/CEI)</u> Cleveland Painesville <u>SOUTHWEST AMP SERVICE GROUP (DUKE ENERGY OHIO)</u> Blanchester Georgetown Hamilton Lebanon <u>WESTERN AMP SERVICE GROUP (DP&L)</u> Arcanum Celina Eldorado Jackson Center Lakeview Mendon Minster New Bremen Piqua Tipp City Versailles Waynesfield Yellow Springs

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**AMP MEMBERS BY SERVICE GROUP
(Cont.)**

<u>DEMEC SERVICE GROUP</u> DEMEC	<u>PENNSYLVANIA SERVICE GROUP</u> Berlin Blakely Catawissa Duncannon East Conemaugh Ellwood City Ephrata Girard Goldsboro Grove City Hatfield Hooversville Kutztown Lansdale Lehighton Lewisberry Mifflinburg New Wilmington Perkasie Quakertown Royalton Saint Clair Schuylkill Haven Smethport Summerhill Wampum Watson town Weatherly Zelienople
<u>KENTUCKY SERVICE GROUP</u> Benham Berea Paducah Paris Princeton Williamstown	
<u>MICHIGAN SERVICE GROUP</u> Clinton Coldwater Hillsdale Marshall Union City Wyandotte	
<u>OTHER SERVICE GROUP</u> Indiana ➤ Cannelton Maryland ➤ Berlin West Virginia ➤ New Martinsville ➤ Philippi	<u>VIRGINIA SERVICE GROUP</u> Bedford Danville Front Royal Martinsville Richlands