

## **RESOLUTION NO. 015-14**

### **A RESOLUTION AUTHORIZING DR. JON A. BISHER TO REPRESENT THE CITY OF NAPOLEON, OHIO AS A MEMBER OF THE BOARD OF TRUSTEES OF AMERICAN MUNICIPAL POWER, INC. AND MAKING THE CITY MANAGER AN ALTERNATE; REPEALING RESOLUTION NO. 044-04, AND DECLARING AN EMERGENCY**

**WHEREAS**, the City of Napoleon (the "Municipality") is a member of the American Municipal Power, Inc. ("AMP"), a non-profit corporation in the State of Ohio whose members are Ohio Municipal Corporations that own and operate electric utility systems; and,

**WHEREAS**, AMP exists for a public purpose, namely to assist the municipally-owned electric systems of the State of Ohio in obtaining and providing safe, reliable, and reasonably priced electric power for their citizens and customers; and,

**WHEREAS**, the affairs of AMP are managed by a Board of Trustees (the "Board"), with twenty (20) voting members elected by, and from among, the membership, who meet from time to time in Columbus, Ohio at the headquarters of AMP; and,

**WHEREAS**, the Municipality has been elected as a Trustee of the Board (a "Trustee"); and,

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

**WHEREAS**, an Alternate is also desired for times when the City's principle Board Member cannot attend; now therefore,

### **BE IT RESOLVED BY THE COUNCIL OF THE CITY OF NAPOLEON, OHIO:**

Section 1. That, upon the effective date of this Resolution, Dr. Jon A. Bisher is hereby designated the representative of the Municipality on the Board to act on behalf of Municipality in the discharge of its duties as a Trustee and that said Dr. Jon A. Bisher be the representative with the City Manager of the City of Napoleon, Ohio being duly authorized to be the alternate to such representative to serve in his stead during such period as he may be unable to represent the Municipality.

Section 2. That, the representative of the Municipality so designated be, and hereby is, authorized and empowered, acting for, in the name of and behalf of the Municipality, 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 Trustee 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

Trustee of AMP and to carry out the full intent and purposes of this Resolution and the purposes and powers of AMP.

Section 3. That, said representative(s) named in Section 1. of this Resolution will be entitled to receive reimbursement from AMP for reasonable out-of-pocket expenses associated with his/her service as representative for the Municipality as Trustee.

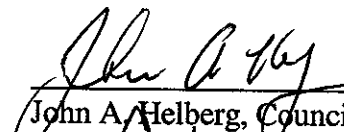
Section 4. That, any other prior Resolution or Ordinance covering the same subject matter is repealed, including Resolution No. 044-04.

Section 5. That, it is found and determined that all formal actions of this City Council concerning and relating to the adoption of this Resolution were adopted in open meetings of this City Council, and that all deliberations of this City Council and any of its committees that resulted in such formal actions were in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code and the Codified Ordinances of Napoleon Ohio.

Section 6. That, if any other prior Ordinance or Resolution is found to be in conflict with this Resolution, then the provisions of this Resolution shall prevail. Further, if any portion of this Resolution is found to be invalid for any reason, such decision shall not affect the validity of the remaining portions of this Resolution or any part thereof.

Section 7. That, this Resolution is declared to be an emergency measure necessary for the immediate preservation of the public peace, health or safety of the City and its inhabitants, and for the further reason that this legislation must be in effect at the earliest possible time before Dr. Jon A. Bisher retires so there is no confusion as to who the correct representative is; therefore, provided it receives the required number of votes for passage as emergency legislation, it shall be in full force and effect immediately upon its passage; otherwise, it shall be in full force and effect at the earliest time permitted by law.

Passed: March 17, 2014

  
John A. Helberg, Council President

Approved: March 17, 2014

  
Ronald A. Behm, Mayor

VOTE ON PASSAGE 6 Yea 0 Nay 0 Abstain

Attest:

  
Gregory J. Heath, Clerk/Finance Director

I, Gregory J. Heath, Clerk/Finance Director of the City of Napoleon, do hereby certify that the foregoing Resolution No. 015-14 was duly published in the Northwest Signal, a newspaper of general circulation in said City, on the 9<sup>th</sup> day of April, 2014; & I further certify the compliance with rules established in Chapter 103 of the Codified Ordinances Of Napoleon Ohio and the laws of the State of Ohio pertaining to Public Meetings.

  
Gregory J. Heath, Clerk/Finance Director