

**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 June 10, 2020 at 9:30 A.M. by teleconference, videoconference or similar electronic technological means, as permitted by Amended Substitute House Bill 197 of the 133rd General Assembly of the State of Ohio, effective March 27, 2020 and at Conneaut City Hall Council Chambers, 294 Main Street, Conneaut, Ohio 44030, with the following members present:

Ms. Newcomb introduced the following motion and Ms. Ledford moved its passage:

**RESOLUTION NO. 2020-08**

**RESOLUTION AUTHORIZING THE EXECUTION, DELIVERY, AND PERFORMANCE OF A SPECIAL ASSESSMENT AGREEMENT AND AN ENERGY PROJECT COOPERATIVE AGREEMENT; AND APPROVING RELATED MATTERS**

A. The Conneaut Energy Special Improvement District, Inc., an Ohio nonprofit corporation formed to govern the District, has been formed and the Board has been established pursuant to the authority contained in Ohio Revised Code Chapter 1710; and

B. The District is authorized and empowered, by virtue of the laws of the State, including without limitation, Ohio Revised Code Chapters 1702 and 1710 and Ohio Constitution Article VIII, Section 20: (a) to enter into agreements with respect to the financing, acquisition, installation, equipment, and improvement of "special energy improvement projects" as defined in Ohio Revised Code Section 1710.01, located within the boundaries of the District, and to provide for a pledge of certain revenues of the District, (b) to enact this Resolution No. 2020-08 (the "Financing Resolution"), and (c) to enter into (i) a Special Assessment Agreement by and among the District, the City of Conneaut, Ohio (the "City"), the Treasurer of Ashtabula County, Ohio (the "Treasurer"), NextEra Energy Marketing, LLC (the "Investor"), the Northeast Ohio Public Energy Council ("NOPEC"), and Conneaut Human Resources Council, Inc. (the "Owner") (the "Special Assessment Agreement"), a form of which is on file with the Secretary of the District, and (ii) an Energy Project Cooperative Agreement by and among the District, the Owner, the Investor, NOPEC, and the City (the "Energy Project Cooperative Agreement"), a form of which is on file with the Secretary of the District, each upon the terms and conditions provided in this Financing Resolution. The Special Assessment Agreement and the Energy Project Cooperative Agreement are collectively referred to in this Financing Resolution as the "Financing Documents"; and

C. The Special Assessment Agreement, in part, provides for the transfer, assignment, and pledge of any special assessments the District may receive with regard to the special energy improvement project (the "Project") approved by the District in its Resolution No. 2020-07 and the Conneaut Energy Special Improvement District Program Plan (the "Plan") to the Investor for the purpose of securing and repaying funds which are to be made available to the District by the Investor and to the Owner by the District pursuant to the Energy Project Cooperative Agreement in order to pay the costs of the Projects in accordance with the Plan; and

D. The Energy Project Cooperative Agreement provides for the District to cooperate with the Owner, the Investor, NOPEC, and the City in the funding of the Project, and obligates the Owner to pay special assessments on the real property on which the Project is to be located in order to repay the funding for the Project; and

E. This Board has determined that the Project components constitute "special energy improvement projects" within the meaning of Ohio Revised Code Section 1710.01(I), because they are energy efficiency improvements which reduce and support the reduction of energy consumption, allow for the reduction in demand for energy, and will be permanently be fixed to real property; and

F. This Board has determined that it is necessary and proper and in the best interest of the District to enter into the Financing Documents to enable the financing of the Project.

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

Section 1. The Board hereby determines that the Project components constitute "special energy improvement projects" within the meaning of Ohio Revised Code Section 1710.01(I), because they are energy efficiency improvements which reduce and support the reduction of energy consumption, allow for the reduction in demand for energy, and will be permanently fixed to real property.

Section 2. The Chairperson, Vice Chairperson, Secretary, and Treasurer are authorized and directed, together and individually, for and in the name of the District and on its behalf, to execute and deliver each of the Financing Documents, in such forms as shall be consistent with this Financing Resolution and approved as to form by the District's legal counsel and each of the parties to each such Financing Document. The form of each Financing Document on file with the Secretary of the District is approved with such changes to it as are consistent with this Financing Resolution, not substantially adverse to the District and shall be approved by the officer or officers executing it. The approval of such changes and that such changes are not substantially adverse to the District shall be evidenced conclusively by the Chairperson's, Vice Chairperson's, Secretary's, or Treasurer's execution of each Financing Document. The District is hereby authorized to perform each of the Financing Documents executed and delivered by the Chairperson, Vice Chairperson, Secretary, or Treasurer.

Section 3. The Chairperson, Vice Chairperson, Secretary, and Treasurer are authorized and directed together and individually, to execute and deliver, for and on behalf of the District, any certifications, financing statements, assignments, agreements, and instruments that are necessary or appropriate to perfect the assignments contemplated in the Financing Documents and

to consummate the transactions contemplated in the Financing Documents, and the District is hereby authorized to perform all such certifications, financing statements, assignments, agreements, and instruments.

Section 4. 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 5. This Resolution shall be in full force and effect immediately upon its passage.

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

Voting Aye: 5

Voting Nay: 0

Passed: June 10, 2020

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

Attest:

Secretary

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 June 10, 2020.

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