

AMENDED AND RESTATED AGREEMENT
ESTABLISHING THE
SOUTHEAST OHIO PUBLIC ENERGY COUNCIL
(DBA SUSTAINABLE OHIO PUBLIC ENERGY COUNCIL)

This AMENDED AND RESTATED AGREEMENT is made and entered into as of October 8, 2014, as amended and restated as of July 20, 2023 (“Agreement”), by and among the political subdivisions identified below.

RECITALS:

WHEREAS, Ohio Revised Code Chapter 167 provides that the governing bodies of two or more political subdivisions may enter into an agreement establishing a regional council of governments for purposes that include promoting cooperative agreements and contracts among members and other governmental agencies and private persons, corporations, or agencies.

NOW, THEREFORE, in consideration of the services to be made available to and by the Southeast Ohio Public Energy Council (DBA Sustainable Ohio Public Energy Council), also referred to herein as “SOPEC,” it is agreed by and between the Members of SOPEC and any additional political subdivisions that may hereafter become Members as follows:

Section 1. Definitions.

Definitions of terms used in this Agreement and Amended and Restated Bylaws (“Bylaws”) are set forth on Exhibit A hereto.

Section 2. Name.

The name of the council of regional governments that comprises all Members shall be the “Southeast Ohio Public Energy Council,” which also may do business under one or more trade names, including the Sustainable Ohio Public Energy Council.

Section 3. Members.

Members of SOPEC shall be set forth on Exhibit B hereto, and shall include any other political subdivisions which become members of SOPEC pursuant to Bylaws established pursuant to Section 6 of this Agreement. Each Member shall have one representative to the Assembly, as further set forth in the Bylaws.

Section 4. Purpose: The Aggregation Programs; Additional Programs of the Council.

The purpose of this Agreement is to allow Members to collectively pursue the benefits of the Aggregation Programs and Additional Programs of the Council that the Council may establish. The Council may negotiate and enter into all necessary programs, contracts and take any necessary and incidental actions to effect and carry out the purposes of the Aggregation Programs for the benefit of the Members and their respective electricity and natural gas consumers. The Members will act jointly through the Council to establish and implement the Aggregation Programs and the Board of Directors may establish Additional Programs of the Council, as set forth in the Bylaws.

Section 5. Fiscal Year.

The fiscal year for SOPEC shall be the twelve month period beginning January 1 and ending December 31.

Section 6. Adoption of Bylaws.

Within ninety (90) days of adoption of this Agreement, Members shall meet for the purpose of adopting Bylaws of SOPEC. The Bylaws shall address the purposes of SOPEC, its governance, addition and withdrawal of members, adding new programs, and other governance issues including SOPEC's decision-making process and the designation of its fiscal agent.

Section 7. Withdrawal and Inclusion of Members.

All issues pertaining to the withdrawal of existing Members or inclusion of new Members shall be governed by the Bylaws.

Section 8. Amendments.

This Agreement may be amended subject to the majority vote of the signatory Members to the Agreement, until the adoption of Bylaws pursuant to Section 6 of this Agreement, at which time all amendments to this Agreement will be subject to the provisions set forth in the Bylaws.

Section 9. Term and Termination.

It is the intention of the Members that this Agreement shall continue for an indefinite term, but may be terminated subject to the provisions set forth in the Bylaws.

Section 10. Effective Date.

This Agreement shall take effect initially this 8th day of October, 2014, as amended and restated effective July 20, 2023. This Agreement, as amended, may be signed in separate counterparts on behalf of one, or more than one, of the Members, and may be signed

electronically, without the necessity for any one counterpart to be signed on behalf of all Members.



The Honorable Chris Chmiel,
Athens County Commissioner
Chairman of the Board of Directors



The Honorable Steve Patterson
Mayor of Athens
Vice Chair of the Board of Directors

EXHIBIT A

As used in this Agreement and in the Bylaws the following words shall have the following meanings:

“Additional Program” means any other cooperative program the Council may establish, with approval of the Council’s Board of Directors, under an Additional Program Agreement.

“Additional Program Agreement” means any agreement among some or all Members, and such non-members as may be permitted to participate, establishing an Additional Program in accordance with Section 9 of the Bylaws.

“Additional Program Costs” means, with respect to any Additional Program of the Council, all costs incurred by the Council or the Fiscal Agent of the Council, in connection with the activities and operations of that Additional Program, as defined in the corresponding Additional Program Agreement; provided, however, that no Member shall be assessed Additional Program Costs if the Member is not participating in such Additional Program.

“Advisory Committee” means any committee established by the Board of Directors pursuant to the Bylaws to advise the Board of Directors or the Fiscal Agent with respect to the management and operation of any Program. The Board of Directors shall define the duties of each Advisory Committee.

“Aggregation Costs” means all costs incurred by the Council or by the Fiscal Agent in connection with the activities and operation of the Council for the Aggregation Programs; provided, however, that no Member shall be assessed Aggregation Costs unless such assessment is imposed on all Members and unanimously approved by all impacted Members at a meeting of the Assembly.

“Aggregation Fund” means the fund established and maintained by the Fiscal Agent of the Council as a separate fund pursuant to Section 10 of the Bylaws, into which the Fiscal Agent shall deposit any and all moneys contributed by the Members for Aggregation Costs of the Council, if any.

“Aggregation Programs” means the cooperative programs for the benefit of the Members acting as governmental aggregators to arrange for the purchase of electricity by electric customers and natural gas by natural gas customers in the political subdivisions that join the Southeast Ohio Public Energy Council (DBA Sustainable Ohio Public Energy Council), pursuant to the terms of Ohio Revised Code Sections 4928.20 and 4929.26, and this Agreement.

“Agreement” means this agreement, as the same may be amended, modified, or supplemented in accordance with Section 8 hereof.

“Assembly” means the legislative body of the Council established pursuant to, and having those powers and duties enumerated in, the Bylaws.

“Bylaws” means the regulations adopted by the Council pursuant to Ohio Revised Code Section 167.04 and this Agreement, as the same may be amended, modified, or supplemented in accordance with Section 13 thereof.

“Council” means the Southeast Ohio Public Energy Council (DBA Sustainable Ohio Public Energy Council) established by this Agreement.

“Fiscal Agent” means the person or organization designated by the Members of the Council to receive, deposit, invest, and disburse funds contributed by the Members or otherwise received by the Council, for the operation of the Council and its Programs, in accordance with this Agreement, the Bylaws and any applicable Program Agreement. The Council may serve as its own Fiscal Agent.

“Fiscal Year” means the twelve (12) month period beginning January 1 and ending December 31.

“Member” means any municipal corporation, county, township, or any other political subdivision under the laws of the State of Ohio which pursuant to duly adopted legislation, has caused this Agreement to be executed in its name, which Member shall be listed on Exhibit B hereof, including any additional municipal corporation, county, township, or any other political subdivision under the laws of the state of Ohio which has caused this Agreement to be executed in accordance therewith, and has not withdrawn from the Council pursuant to this Agreement or the Bylaws.

“Program” means an Aggregation Program or any Additional Program.

EXHIBIT B

Current List of SOPEC Communities & Political Subdivisions

Athens County

Athens County
City of Athens
Village of Albany
Village of Amesville
Village of Buchtel
Village of Chauncey
Village of Jacksonville
Village of Trimble

Cuyahoga County

City of Cleveland

Franklin County

Village of Marble Cliff

Gallia County

City of Gallipolis
Village of Rio Grande

Greene County

Village of Yellow Springs

Hocking County

City of Logan

Meigs County

Village of Racine

Montgomery County

City of Dayton
City of Riverside

Morgan County

Village of Chesterhill

Perry County

Village of Glenford
Village of Shawnee
Village of Somerset
Village of New Straitsville

Washington County

City of Belpre

Village of Lowell

Political Subdivisions

Athens-Hocking Solid Waste District

Five Rivers MetroParks

Muskingum Watershed Conservancy District

Syracuse Racine Regional Sewer District