

RESOLUTION NO. _____

A RESOLUTION
AUTHORIZING THE _____
TO REPRESENT

THE _____ OF _____,
AS A MEMBER OF COMMITTEES OF THE BOARD OF TRUSTEES OF
AMERICAN MUNICIPAL POWER, INC.

WHEREAS, the _____ of _____,
_____ (the "Member") is a member of American Municipal Power, Inc. ("AMP"),
a non-profit Ohio corporation whose members are, and must be, political subdivisions of a state,
currently the states of Delaware, Indiana, Kentucky, Maryland, Michigan, Ohio, Pennsylvania, Virginia
and West Virginia, that own and operate electric utilities or whose members own and operate electric
utilities;

WHEREAS, AMP exists for a public purpose, namely to assist its Members in obtaining and
providing safe, reliable and reasonably priced electric power, and to provide other assistance and
technical services to the Members, for the benefit of their respective citizens, customers and/or
members;

WHEREAS, AMP's affairs are managed by a Board of Trustees (the "Board") consisting, as of the
date hereof, of twenty-one (21) voting Members elected or otherwise approved by the Members, as
well as representatives of other Members who serve on Board Committees but not the Board itself, who
meet from time to time at AMP's headquarters in Columbus, Ohio or at other locations as designated by
the Board;

WHEREAS, the Member has been selected as a member of one or more Committee of the Board
(a "Committee Representative"); and

WHEREAS, the Member is requested to formally designate a person to be its Committee
Representative.

NOW THEREFORE BE IT RESOLVED, by the _____ of
_____, _____:

SECTION 1: That the _____ [Title] _____, as an incident of his or her official capacity be, and is hereby designated for the period of his or her service, the Committee Representative to act on behalf of Member in the discharge of the Committee's duties.

SECTION 2: That said Committee Representative shall receive no compensation from AMP for such service but shall be entitled to have AMP and its related organizations provide meals, lodging or transportation related to service as a Committee Representative or, alternatively, to receive reimbursement from AMP for reasonable out-of-pocket expenses associated with his or her service as a Committee Representative, all in accordance with AMP's policies and procedures.

SECTION 3: That this Resolution will take effect at the earliest time permitted by law.

[MEMBER'S SIGNATURE BLOCK]

1/31/2017

4850-6812-3407, v. 16