



COPY

PROXY

23<sup>RD</sup> ANNUAL GENERAL ASSEMBLY MEETING

November 13, 2018

The undersigned, a duly authorized representative of Russell Township, in the County of Geauga, ("Designor"), which is a member of the Northeast Ohio Public Energy Council ("NOPEC"), a regional council of governments established pursuant to Chapter 167 of the Ohio Revised Code, revoking any proxies previously delivered to the Chairman of NOPEC, hereby appoints and designates JAMES FLAIZ (the "Proxy"), the Assembly representative for the Designor also a member of NOPEC, to be the Designor's true and lawful agent and Proxy with full power of substitution to represent, vote and act for the Designor in all matters to be transacted at NOPEC's Annual Assembly meeting to be held on November 13, 2018, at 11:00 a.m. Eastern Standard Time, and at all adjournments thereof, with all of the powers that the Designor would be entitled to exercise and otherwise vote upon, including but not limited to, acting as Designor's substitute to exercise and vote any proxies that Designor possesses, if the Designor's duly authorized representative was personally present. In the event, for any reason, that the Proxy is unable to represent, vote and act for the Designor at said NOPEC Annual Assembly Meeting, and at all adjournments thereof, Designor hereby appoints the NOPEC Board of Directors member from Designor's County as the alternate Proxy with all rights granted by Designor to the Proxy ("Alternate Proxy").

The Proxy (or, if applicable, the Alternate Proxy) is hereby authorized to vote for the Designor in such manner as the Proxy (or, if applicable, the Alternate Proxy) in his/her sole and absolute discretion shall deem advisable.

Dated: SEPTEMBER 19, 2018

By: Justin Madden, Chair

Print Name: JUSTIN MADDEN