

RESOLUTION 29-2020

A RESOLUTION CONSENTING TO THE WAIVER OF CONFLICT OF INTEREST BETWEEN DINSMORE & SHOHL LLP, SOUTH CENTRAL POWER COMPANY, AND AMERICAN ELECTRIC POWER COMPANY IN THE RENEWAL OF ELECTRIC SERVICE FRANCHISE AGREEMENTS BETWEEN THE VILLAGE OF COMMERCIAL POINT, SOUTH CENTRAL, AND AEP.

WHEREAS, the Village of Commercial Point is currently party to 25-year renewable electric-service franchise agreements with South Central Power Company ("South Central") and American Electric Power Company ("AEP"); and

WHEREAS, said electric service franchise agreements are up for renewal at the end of calendar year 2020; and

WHEREAS, the Village Solicitor has performed legal work that prohibits him from representing or advising the Village as to the renewal of said electric service franchise agreements; and

WHEREAS, Dinsmore & Shohl LLP may still represent and advise the Village as to the renewal of said electric service franchise agreements by virtue of another attorney in the firm advising the Village as to this matter, with the Village Solicitor ethically screened from the assignment; and

WHEREAS, South Central and AEP have waived the conflict of interest; and

WHEREAS, under the Ohio Rules of Professional Conduct, the Village must waive the conflict of interest, confirmed in writing; and

WHEREAS, the Village Council acts in its administrative capacity as to the engagement of legal counsel pursuant to Ohio Revised Code Section 733.48.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF COMMERCIAL POINT, OHIO THAT:

Section 1. The Village hereby consents to the following:

Dinsmore & Shohl LLP presently represents South Central Power Company ("South Central") and American Electric Power Company ("AEP") in matters that are not directly related to the Village of Commercial Point. Due to Dinsmore's continuing representation of South Central and AEP in unrelated matters, there is the potential for a conflict of interest in the future. The Ohio Rules of Professional Conduct require that Dinsmore disclose certain matters to South Central, AEP, and the Village and obtain consent from both to engage in representation of both entities. Such consent must be obtained by each of South Central, AEP, and the Village and confirmed in writing. Dinsmore believes that it can provide competent and diligent representation to each of South Central, AEP, and the Village in unrelated matters. However, the Village must consent to Dinsmore's representation of the Village. Dinsmore understands that it will not (a) use any information gained in Dinsmore's current or prior representation of South Central or AEP to the detriment of the Village, or (b) represent or advise South Central or AEP with respect to (i) any dispute, claim, or litigation against the Village, or (ii) any proceeding in which South Central or AEP has an adverse interest to the Village. Dinsmore has already advised AEP and South Central of the matters contained herein. By approving this statement, the Village hereby voluntarily waives Dinsmore's potential conflict of interest and consents to Dinsmore representing South Central, AEP, and the Village, with all appropriate and necessary ethical screens imposed by Dinsmore.

Section 2. The Mayor and Fiscal Officer are hereby authorized and directed to engage another attorney at Dinsmore & Shohl LLP, within current appropriations, to represent and advise the Village as to the renewal of its electric service franchise agreements with South Central and AEP.

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Vote on Passage of the Resolution:

Motion by: Bruce Moore

2nd: Jason Thompson

Roll Call:

Yes Bruce Moore

Yes Tracy Joiner

Yes Jason Thompson

Yes Aaron Grassel

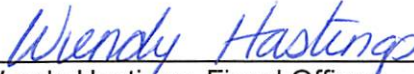
Yes Ryan Mitchem

Yes Laura Wolfe

Adopted this 14th day of September, 2020.



Allan D. Goldhardt, Mayor



Wendy Hastings, Fiscal Officer

Approved as to Form:



Josh Cartee, Law Director