

RULES OF PROCEDURE
JEFFERSON COUNTY
PUBLIC SERVICE DISTRICT

ARTICLE I
NAME AND PLACE OF BUSINESS

Section 1. The name of this Public Service District shall be JEFFERSON COUNTY PUBLIC SERVICE DISTRICT (the "District").

Section 2. The principal office of the District will be located in Jefferson County, West Virginia.

Section 3. The official seal of the District shall consist of two concentric circles between which circles shall be inscribed Jefferson County Public Service District, and in the center "seal" as follows:



Section 4. The fiscal year of the District shall begin on the 1st day of July in each year and shall end on June 30 of the following year.

ARTICLE II
PURPOSE

Section 1. The District is organized and operated exclusively for the purposes set forth in Chapter 16, Article 13A of the Code of West Virginia, 1931, as amended (the "Act").

ARTICLE III
MEMBERSHIP

Section 1. The members of the Public Service Board of the District (the "Board") shall be those persons appointed by The County Commission of Jefferson County, West Virginia (the "County Commission"), or otherwise appointed pursuant to the Act, who shall serve for such terms as may be specified in the order of the County Commission or otherwise.

Section 2. Should any member of the Board resign or otherwise become legally disqualified to serve as a member of the Board, the District shall immediately notify the County Commission or other entity provided under the Act and request the appointment of a qualified person to fill such vacancy. Prior to the end of the term of any member of the Board, the District shall notify the County Commission or other entity provided under the Act of the pending termination and request the County Commission or other entity provided under the Act to enter an order of appointment or re-appointment to maintain a fully qualified membership of the Board.

Section 3. The District shall provide to the Public Service Commission of West Virginia, within 30 days of the appointment, the following information: the new Board member's name, home address, home and office phone numbers, date of appointment, length of term, who the new member replaces and if the new appointee has previously served on the Board, and such other information required under the Act.

Section 4. Each Board member shall, within six months of taking office, successfully complete the training program established and administered by the Public Service Commission of West Virginia in conjunction with the West Virginia Department of Environmental Protection and the West Virginia Bureau for Public Health.

Section 5. Board members shall not be or become pecuniarily interested, directly or indirectly, in the proceeds of any contract or service, or in furnishing any supplies or materials to the District, nor shall a former Board member be hired by the District in any capacity within a minimum of 12 months after such Board member's term has expired or after such Board member has resigned from the Board.

Section 6. Salaries of the Board members shall be established as provided in Chapter 16, Article 13A, Section 4 of the Act. The District shall certify the number of customers served to the Public Service Commission of West Virginia on the first day of July each year. Board members may be reimbursed for all reasonable and necessary expenses actually incurred in the performance of their duties.

Section 7. The members of the Board are not personally liable or responsible for any obligations of the District or the Board but are answerable only for willful misconduct in the performance of their duties.

ARTICLE IV MEETINGS OF THE BOARD

Section 1. The members of the Board shall hold regular monthly meetings on the first Monday of each month at 7 pm at the District's offices, unless the Board or the Chairman sets a different date, time, and/or place. Special meetings of the Board may be called at any time, subject to compliance with applicable notice requirements, by the Chairman or by a quorum of the Board. Members may be present either in person or by telephone.

Section 2. Proceedings at meetings of the Board shall be governed by Robert's Rules of Order, 11th Edition, ("Robert's Rules of Order") except to the extent to which Robert's Rules of Order is in conflict with these Rules of Procedure or applicable law, in which case these Rules of Procedure or applicable law shall govern. The adoption of Robert's Rules of Order shall not invalidate, revoke, or rescind any prior action of the Board, specifically including but not limited to the positions to which Board members have been elected, other than previous actions adopting different procedural rules for the conduct of meetings. The Board may choose to exempt itself from specific provisions of Robert's Rules of Order, or to amend specific provisions of Robert's Rules of Order as applied to the conduct of the meetings of the Board, by adopting a resolution in writing to amend these Rules of Procedure. The ability of any person to challenge any action of the Board for any procedural violation expires upon approval at a regular meeting of the Board of the minutes of the meeting in which the action was taken. At any meeting of the Board, two members of the Board shall constitute a quorum. Each member of the Board shall have one vote at any meeting and if a quorum is not present, the member of the Board present may adjourn the meeting to a later date.

Section 3. The agenda of all regular board meetings shall include an item for the Board to receive public comments at the end of the meeting. Each comment shall be limited to five minutes in length. At the beginning of each comment, the person making comment shall identify himself or herself by name and place of residence, and indicate whether or not he or she is a customer of the District. Once a person has provided one comment, that person is not entitled to make further comment at the same meeting. The Chairman may limit public comments as needed so that the Board can address all items on the agenda within a reasonable period of time.

Section 4. Unless otherwise waived, notice to members of the Board of the agenda of regular and special meetings shall be by e-mail or other means, at least 48 hours prior to the hour such meeting is scheduled to be called.

Section 5. Pursuant to Chapter 6, Article 9A, Section 3 of the Code of West Virginia, 1931, as amended, notice of the date, time, place and agenda of all regularly scheduled meetings of the Board, and the date, time, place and purpose of all special meetings of the Board, shall be made available, in advance, to the public and news media as follows:

Rule No. 1. Notice of Regularly Scheduled Meetings. In January of each year, the Board shall instruct the General Manager to, and the General Manager shall arrange for the posting, and leave posted throughout the year to which it applies, at the regular meeting place of the Board and where notices of the County Commission customarily are posted, notices setting forth the date, time and place of the Board's regularly scheduled meetings for the year. In addition, a copy of the agenda for each regularly scheduled meeting shall also be posted at the same locations by the General Manager or her designee not less than three full work days before such regular meeting is to be held, and any amendments to the agenda shall be posted at least two full work days in advance of the regular meeting. A work day is defined as weekdays which are not state or federal holidays. When the Board meets on a non-holiday Monday with no holidays in the preceding week, the agenda for the meeting must be posted before the close of business on the preceding Wednesday, and any amendment to that agenda must be posted before the close of business on the preceding Thursday.

The General Manager shall provide notice of the schedule of meetings and the agenda for meetings to the news media upon request.

In the event of any amendment to the date, time, place or agenda of a regularly scheduled meeting of the Board, a copy of the notice of such amendment shall be attached to and made a part of the minutes of the meeting for which such notice was given.

Rule No. 2. Notice of Special Meetings. Not less than two full work days prior to the date set for any special meeting of the Board, the General Manager shall arrange for the posting at the regular notice posting places of the Board a notice setting forth the date, time, place and purpose or purposes of such special meeting. Business at such special meeting shall be limited to the purpose or purposes specified in said notice, unless the agenda is amended at least two full days prior to the date of the special meeting.

A copy of such notice posted and distributed pursuant to this Rule No. 2 shall be attached to and made a part of the minutes of the meeting for which such notice was given.

Rule No. 3. Emergency Meetings. The Board may hold a meeting without providing the notice to the public and news media required by Rule No. 1 and Rule No. 2 hereof only in the event of an emergency requiring immediate official action. The existence for such an emergency requiring immediate official action shall be determined by the Board and shall be attested to in a certificate by the Secretary describing such emergency and setting forth the reason or reasons immediate official action is required, which certificate shall be attached to and made a part of the minutes of such emergency meeting.

Rule No. 4. Executive Sessions. The Board may hold an executive session during a regular, special or emergency meeting in accordance with Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended. During the open portion of the meeting, prior to convening an executive session, the Chairman shall identify the authorization under Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended, for holding the executive session and present it to the Board and to the general public, but no decision may be made in the executive session. An executive session may be held only upon a majority affirmative vote of the Board members present. The Board may hold an executive session and exclude the public only when a closed session is required for any of the actions permitted under Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended.

Rule No. 5. Minutes. The Board shall provide for the preparation of written minutes of all of its meetings. Subject to the exceptions set forth in Chapter 6, Article 9A, Section 4 of the Code of West Virginia, 1931, as amended, minutes of all meetings except minutes of executive sessions, if any are taken, shall be available to the public within a reasonable time after the meeting approving the minutes and shall include, at least, the following information:

- (1) The date, time and place of the meeting;
- (2) The name of each Board member present and absent;

(3) All motions, proposals, resolutions, orders, ordinances and measures proposed, the name of the person proposing the same and their disposition; and

(4) The results of all votes and, upon the request of a Board member, the vote of each Board member, by name.

Rule No. 6. No Actions by Reference. Except as otherwise expressly provided by law, the Board may not deliberate, vote, or otherwise take official action upon any matter by reference to a letter, number or other designation or other secret device or method, which may render it difficult for persons attending a meeting to understand what is being deliberated, voted or acted upon. However, this rule does not prohibit the Board from deliberating, voting or otherwise taking action by reference to an agenda, if copies of the agenda, sufficiently worded to enable the public to understand what is being deliberated, voted or acted upon, are available for public inspection at the meeting. The Board may not vote by secret or written ballot.

Rule No. 7. Broadcasting of Meetings. Except as otherwise provided in this rule, any radio or television station is entitled to broadcast all or any part of a Board meeting required to be open. The Board may regulate the placement and use of equipment necessary for broadcasting, photographing, filming or recording a meeting, so as to prevent undue interference with the meeting. The Board shall allow the equipment to be placed within the meeting room in such a way as to permit its intended use, and the ordinary use of the equipment may not be declared to constitute undue interference; provided, that if the Board, in good faith, determines that the size of the meeting room is such that all the members of the public present and the equipment and personnel necessary for broadcasting, photographing, filming and tape-recording the meeting cannot be accommodated in the meeting room without unduly interfering with the meeting and an adequate alternative meeting room is not readily available, then the Board, acting in good faith and consistent with the purposes of this rule, may require the pooling of the equipment and the personnel operating it.

Rule No. 8. Telephonic Meetings. Board meetings may be held by telephone conference or other electronic means. All Board members participating by telephone or other electronic means must be audible to all those personally present.

Section 6. All meetings of any committee of the Board shall be subject to the Rules of Procedure set forth in Section 5 above.

ARTICLE V OFFICERS AND LIAISONS

Section 1. The officers of the Board shall be a Chairman, Secretary and Treasurer. The Chairman shall be elected from the members of the Board. The Secretary and Treasurer need not be members of the Board.

Section 2. The officers of the Board shall be elected each year by the members at the first meeting after the first day of January of each year. The officers so elected shall serve until the next annual election by the membership or until their successors are duly elected and qualified. Any vacancy occurring among the officers shall be filled by the members

of the Board at a regular or special meeting. Persons selected to fill vacancies shall serve until the next annual organizational meeting of the Board when their successors shall be elected as hereinabove provided.

Section 3. The Jefferson County Commission may designate a County Commissioner to serve as liaison to the District. The County Commission liaison may request to be recognized by the Chairman of the Board to address matters before the Board. The County Commission liaison may not vote. The County Commission liaison shall be excluded from the executive sessions of Board meetings. The District shall provide the County Commission liaison with information regarding items on the agenda of the Board's meeting which do not fall within the exceptions identified or referenced in W.Va. Code § 6-9A-4(b).

ARTICLE VI DUTIES OF OFFICERS AND THE BOARD

Section 1. When present, the Chairman shall preside as Chairman at all meetings of the Board. He/She shall, together with the Secretary, sign the minutes of all meetings at which he/she shall preside. He/She shall attend generally to the executive business of the Board and exercise such powers as may be conferred upon him/her by the Board, by these Rules of Procedure, or prescribed by law. He/She shall execute, and if necessary, acknowledge for record, any deeds, deeds of trust, contracts, notes, bonds, agreements, or other documents necessary, requisite, proper or convenient to be executed by or on behalf of the Board when and if directed by the members of the Board.

Section 2. If the Chairman is absent from any meeting, the remaining members of the Board shall select a temporary Chairman.

Section 3. The Secretary shall keep or cause to be kept a record of all proceedings of the Board which shall be available for inspection as other public records. Duplicate records shall be filed with the County Commission and shall include the minutes of all Board meetings. He/She shall, together with the Chairman, sign the minutes of the meetings at which he/she is present. The Secretary shall have charge of the minute book, be the custodian of deeds and other documents and papers of the Board. He/She shall also perform such other duties as may be required of him/her by law or as may be conferred upon him/her from time to time by the members of the Board.

Section 4. The Treasurer shall be the lawful custodian of all funds of the District and shall pay same out on orders authorized or approved by the Board. The Treasurer shall keep or cause to be kept proper and accurate books of accounts and proper receipts and vouchers for all disbursements made by or through him/her and shall prepare and submit such reports and statements of the financial condition of the Board as the members may from time to time prescribe. The Treasurer shall arrange for the keeping and preserving of all financial records of the District for 10 years and such records shall at all times be readily available for public inspection. At the end of his/her term of office, the Treasurer shall promptly arrange for the delivery of all financial records of the District to his successor in office. He/She shall also

perform such other duties as may be required of him/her by law or as may be conferred upon him/her from time to time by the members of the Board. The Treasurer shall furnish bond in an amount to be fixed by the Board for the use and benefit of the District.

Section 5. No money may be paid out by the District except upon an order signed by the Chairman and Secretary, or such other person or persons authorized by the Chairman or the Secretary, as the case may be, to sign such orders on their behalf. Each order for the payment of money shall specify the purposes for which the amount thereof is to be paid, with sufficient clearness to indicate the purpose for which the order is issued, and there shall be endorsed thereon the name of the particular fund out of which it is payable and it shall be payable from the fund constituted for such purpose, and no other. All such orders shall be reflected in the minutes of the next meeting of the Board.

Section 6. The members and officers of the Board shall make available to the County Commission, at all times, all of its books and records pertaining to the District's operation, finances and affairs, for inspection and audit.

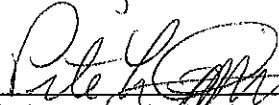
Section 7. The Board shall consider an annual budget at a meeting to be held by June 1 of each year. Upon adoption of a budget, a copy of the budget shall be forwarded to the County Commission. No expenditures for operation and maintenance expenses in excess of the budget shall be made during such fiscal year unless unanimously authorized and directed by the Board.

Section 8. The Board shall at least once a year cause its accounts to be properly audited. A copy of the audit shall be forwarded within 30 days of submission to the County Commission and to the Public Service Commission.

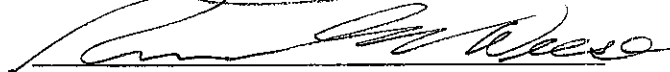
ARTICLE VII
AMENDMENTS TO RULES OF PROCEDURE

Section 1. These Rules of Procedure may be altered, changed, amended or added to at any regular or special meeting of the Board when a quorum is present and a majority of those present vote for the alteration, change, amendment or addition; but no such alteration, change, amendment or addition shall be made at any special meeting unless notice of the intention to propose such alteration, change, amendment or addition and a clear statement of the substance thereof be included in the written notice calling such special meeting.


Adopted this 4th day of January, 2016.



Chairman and Member



Member



Member