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2010 NOV 15 A 10:

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November 3, 2010

Ms. Lynn Newlon
Office of Water Quality
Indiana Department of Environmental Management
100 North Senate Avenue, Room N-301
P.O. Box 6015
Indianapolis, IN 46206-6015

Re: Dearborn County Regional Sewer District

Dear Ms. Newlon:

Per our telephone conversation of October 15, 2010, the Dearborn County Regional Sewer District currently serves the unincorporated areas of Dearborn County by Order of the Dearborn County Commissioners. Since the boundaries are expanded, the Board of Trustees of the Dearborn County Regional Sewer District adopted Second Amended Bylaws to allow the Dearborn County Commissioners and Dearborn County Council to appoint members to the Board of Trustees who own real estate anywhere in Dearborn County. The previous Bylaws limited appointment of members to the Board of Trustees who owned real estate within the old boundaries.

Enclosed is a copy of Resolution 1-2010 adopted by the Dearborn County Regional Sewer District on October 21, 2010.

If you have questions, please give me a call.

Very truly yours,

EWBANK & KRAMER

Frank G. Kramer

FGK:nsh
Enclosure
pc: Ms. Vera Benning
Steve Renihan
Brett Fehrman

RESOLUTION NO. 1 - 2010

Adopting Second Amended Bylaws of the Dearborn County Regional Sewer District

WHEREAS, a meeting of the Board of Trustees of the Dearborn County Regional Sewer District was held on October 21, 2010, at which meeting a quorum was present; and,

WHEREAS, the boundaries of the Dearborn County Regional Sewer District having been expanded to provide sewer service to Dearborn County's unincorporated areas which were un-served by a municipal provider as of November 15, 2005, or by boundaries of the South Dearborn Regional Sewer District as of November 15, 2005; and,

WHEREAS, the current Bylaws restrict appointments by the Dearborn County Commissioners as well as the Dearborn County Council to only include persons who own real estate in specified townships within Dearborn County, Indiana; and,

WHEREAS, I.C. 13-26-4-6 provides that an appointed trustee does not have be a resident of the district; and,

WHEREAS, the Bylaws should be amended to allow appointments by Commissioners and the Council of members who own real estate in Dearborn County; and,

WHEREAS, the Board of Trustees of the Dearborn County Regional Sewer District desire to adopt the Second Amended Bylaws attached hereto as "Exhibit A".

NOW, THEREFORE, BE IT HEREBY RESOLVED that the Board of Trustees of the Dearborn County Regional Sewer District passes this Resolution to the affect that the Board of Trustees of the Dearborn County Regional Sewer District adopts the Second Amended Bylaws attached hereto as "Exhibit A".

ALL OF WHICH IS ADOPTED AND DECREED by the Board on this 21st day of October, 2010.

R. Brett Fehrman Secretary

Brett Fehrman, Secretary

APPROVED:

Steve Renihan President

Steve Renihan, President

EXHIBIT "A"

SECOND AMENDED BYLAWS
OF
THE DEARBORN COUNTY REGIONAL SEWER DISTRICT

ARTICLE I
NAME AND PURPOSE

SECTION 1. The name of the organization is the Dearborn County Regional Sewer District ("District"). The District was established as a regional sewer district pursuant to Indiana law. The District was established to provide for the collection and treatment of sanitary sewage from the District as identified in the Order Adopting the Findings and Recommended Order of the Hearing Officer for the Organization of the Dearborn County Regional Sewer District (the "Order"), as amended from time to time.

SECTION 2. The District shall be governed by a Board of Trustees consisting of seven voting members. The Board of Trustees (the "Board") of the District is to provide leadership and direction in the management of the District's operations and in the implementation of their long-term vision for the District.

ARTICLE II
BOARD OF TRUSTEES

SECTION 1. Number. The number of Trustees shall be as set forth in the Order. Each Trustee shall hold office until the expiration of his or her term or until his or her earlier resignation or death. The Board shall consist of the following:

A. The Dearborn County Commissioners shall appoint two (2) citizen (non-elected officials) members, each of whom shall own real estate in Dearborn County, Indiana. These terms shall expire December 31, 2010.

B. One (1) citizen (non-elected official) member shall be appointed by the Dearborn County Council and shall own real estate in Dearborn County, Indiana. This term shall expire December 31, 2011.

C. Three (3) Board members shall consist of the following:

- One (1) Board member from the Dearborn County Health Department appointed by the Dearborn County Health Board. This term expires December 31, 2012.
- One (1) Board member from the Dearborn County Council or such Board's designee appointed by the Dearborn County Council. This term expires December 31, 2012.
- One (1) Board member from the Dearborn County Commissioners or such Board's designee appointed by the Dearborn County Commissioners. This term expires December 31, 2012.

D. One (1) Board member shall be appointed by the executive of the City of Aurora. This term expires December 31, 2010.

E. All appointment terms shall be for a period of three (3) years.

SECTION 2. Meetings. An organization meeting of the Board of Trustees shall be held each year in January or February for the purpose of electing officers and attending to such other business as may properly come before the meeting. Additional regular meetings may be held at such times as determined by the Trustees in compliance with Indiana law. A special meeting may be called by an officer or two (2) Trustees in compliance with Indiana law. A Board member shall attend all meetings of the Board of Trustees, except that each member may be absent up to and including four (4) consecutive meetings provided that no member is absent a total of eight (8) meetings each calendar year. In the event that a members is absent more than four (4) consecutive meetings and/or is absent a total of eight (8) meetings in any given calendar year, then in the that event, the Board member may be removed from the Board by a majority vote of a quorum of the Board.

SECTION 3. Place of Meeting. All meetings of the Board of Trustees shall be held at the principal office of the District or at such other place within the State of Indiana as may be designated in the notice of the meeting.

SECTION 4. Quorum. A majority number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time.

SECTION 5. Manner of Acting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

SECTION 6. Bonding. The Board of Trustees shall provide sufficient bond for all officers, Trustees or employees who have any power to dispense funds of the District. Said bond, at a minimum, shall be in an amount equal to, plus 10%, of those funds anticipated to be received by the District during the fiscal year of the District, divided by six (6), which amounts shall be determined annually by the Board of Trustees.

SECTION 7. Resignation. A Trustee may resign at any time by filing his written resignation with the Secretary of the District.

SECTION 8. Vacancies. In the event that a vacancy occurs on the Board, the appointing authority for that Trustee shall appoint a new Board member within sixty (60) days to complete the term of the vacant Board member. A Trustee appointed to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. Compensation. By resolution of the Board of Trustees, each Trustee may be paid a fixed sum for attendance at each meeting of the Board of Trustees.

ARTICLE III
OFFICERS

SECTION 1. Name and Title. The Officers of the District shall be a president, secretary and a treasurer and such officers and assistant officers as the Board of Trustees may from time to time determine.

SECTION 2. Election and Term of Office. The Officers of the District to be elected by the Board of Trustees shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Qualifications. It shall be a requisite to be elected an Officer of the District that an individual must be a duly appointed member of the Board of Trustees of the District. No Trustee shall hold more than one office.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION 5. Duties of Officers.

A. President. The President shall preside at all meetings of the Board of Trustees. He shall exercise, subject to the control of the Board of Trustees, general supervision over the affairs of the corporation, and shall perform generally all duties incident to the office and such other duties as may be assigned to him from time to time by the Board of Trustees.

B. Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Trustees and make a proper record of the same. The Secretary shall maintain the Board records and generally perform such duties as may be required by the Board of Trustees.

C. Treasurer. The Treasurer shall keep correct and complete records of accounts showing accurately at all times the financial condition of the District. He shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into possession of the District. He shall immediately deposit all funds of the District coming into his hands in some reliable bank or depository to be designated by the Board of Trustees and shall keep such bank account in the name of the District.

D. The Officers may appoint and/or hire agents to perform their duties upon approval of the Board of Trustees.

ARTICLE IV
AMENDMENTS

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board at any regular or special meeting upon the affirmative vote of a majority of Trustees