

RESOLUTION

RESOLUTION OF THE KENTUCKY MUNICIPAL ENERGY AGENCY AUTHORIZING THE EXECUTION OF CONFIDENTIALITY AND NON- DISCLOSURE AGREEMENTS.

WHEREAS, the Kentucky Municipal Energy Agency ("KyMEA") has requested proposals to supply electric capacity and energy to KyMEA from coal, natural gas combined cycle, natural gas combustion turbine (CT), and peaking/reserve capacity resources; and

WHEREAS, certain proposers (the "Proposers") have previously entered into Confidentiality and Non-Disclosure Agreements (the "Non-Disclosure Agreements") with KyMEA's consultants in anticipation of providing confidential information to KyMEA's consultants for the purpose of evaluation of the proposed transactions; and

WHEREAS, it has been determined that with formation of KyMEA, the appropriate party to the Non-Disclosure Agreements should be KyMEA;

NOW THEREFORE BE IT RESOLVED BY THE KENTUCKY MUNICIPAL ENERGY AGENCY AS FOLLOWS:

The KyMEA Board hereby authorizes and directs its Chairman to enter into Non-Disclosure Agreements with the Proposers, after KyMEA's legal counsel has reviewed and approved the forms thereof.