

RESOLUTION

RESOLUTION OF THE KENTUCKY MUNICIPAL ENERGY AGENCY AUTHORIZING THE EXECUTION OF CONFIDENTIALITY AND NON- DISCLOSURE AGREEMENT WITH CONNSULTING LLC.

WHEREAS, the Kentucky Municipal Energy Agency ("KyMEA") has received a letter from Benham Electric Plant Board requested that information relating to 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 is needed to be given to Benham's consultant, Connsulting LLC ("Benham's Consultant"); and

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

WHEREAS, pursuant to KyMEA Guidelines and Procedures Relating to Confidential Information, to share the information with Benham's Consultant a Confidential and Non-Disclosure Agreement in the form attached hereto is required to be entered into by and between KyMEA and Benham's Consultant;

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 a Confidential and Non-Disclosure Agreement with Benham's Consultant in substantially the form attached hereto.