**RESOLUTION 07131601**

WHEREAS, an All Requirements Power Sales Contract in substantially final form and attached hereto (the “AR Contract”) has been drafted and submitted to the Kentucky Municipal Energy Agency (“KyMEA”) for the purpose of setting forth the terms and conditions relating to the sale of electric power and energy requirements to its Members; and

WHEREAS, KyMEA intends to present to its Members the AR Contract and the proposed power supply arrangements negotiated by KyMEA with various power suppliers pursuant to Requests for Proposals solicited by KyMEA (the “Power Supply”), and

NOW THEREFORE BE IT RESOLVED:

**Section 1. Presentation to Members.** That KyMEA shall present to its Members the resources, the providers and the terms and conditions relating to the proposed Power Supply and the AR Contract for the purpose of offering the sale of electric power and energy to Members.

**Section 2. Approval and Authorization of Execution of AR Contract.** If requested by a Member, KyMEA shall enter into an AR Contract with the requesting Member (a “Member AR Contract”) and any and all such Member AR Contracts are hereby approved, subject to such minor changes, changes of dates, insertions or deletions as may be approved by the Chairman of KyMEA, such approval to be conclusively evidenced by the execution of said documents, in order to effectuate the purposes of this Resolution; and the Chairman is hereby authorized to execute and acknowledge same for and on behalf of KyMEA.

**Section 3. KyMEA Officiers to Take Any Other Necessary Action.** Pursuant to the Constitution and Laws of the Commonwealth of Kentucky, the Chairman, the Vice-Chairman, the Treasurer, the Secretary and all other appropriate officials of KyMEA are hereby authorized and directed to take any and all further actions and to execute and deliver all other documents as may be reasonably necessary to effect the purpose of this Resolution and the execution and delivery of Member AR Contracts for the purpose of supplying to such requesting Members electric power and energy as they may require.