**RESOLUTION**

**RESOLUTION OF THE KENTUCKY MUNICIPAL ENERGY AGENCY AUTHORIZING THE ALL REQUIREMENTS PROJECT AND THE ESTABLISHMENT OF THE ALL REQUIREMENTS PROJECT COMMITTEE**

WHEREAS, the Kentucky Municipal Energy Agency ("KyMEA") has been requested by a number of its Members to acquire power and energy for sale and delivery to said Members who have or will contract with KyMEA (the "AR Members") therefor in order to provide a source of power to supply the demand and energy requirements of said AR Members and their customers; and

WHEREAS, KyMEA has negotiated proposed power supply arrangements with various power suppliers pursuant to Requests for Proposals issued through public notice by KyMEA and shall acquire additional power and energy resources for sale and delivery to the AR Members through appropriate means to meet the electric power and energy requirements of the AR Members (the "Power Supply"); and

WHEREAS, KyMEA has presented its AR Members with an All Requirements Power Sales Contract (the "AR Contract") for the purpose of setting forth the terms and conditions relating to the proposed sale by KyMEA of electric power and energy requirements to the AR Members from the Power Supply, commencing May 1, 2019; and

WHEREAS, KyMEA's Interlocal Cooperation Agreement provides that specific projects (each a "Project") for the benefit of one or more of its Members shall be authorized and designated as a Project of KyMEA; and

WHEREAS, in order to facilitate the Project decision-making process, a Project management committee (a "Project Committee") for each Project shall be appointed by the Member participants in the Project; and

WHEREAS, the AR Members have requested KyMEA to establish an All Requirements Project Committee for the purpose of providing the AR Members the ability to plan, manage and implement services to be provided under the AR Contract;

NOW, THEREFORE, IT IS RESOLVED AS FOLLOWS:

**Section 1.** That KyMEA hereby authorizes, establishes and designates, as a Project of KyMEA, an All Requirements Project (the "AR Project") for its Members who execute an AR Contract with KyMEA for the purpose of KyMEA providing for the sale and delivery of power and energy to said AR Members to meet the electric power and energy requirements of said AR Members and their customers.

**Section 2.** That KyMEA hereby establishes and creates the All Requirements Project Committee (the "AR Project Committee") for the purpose of providing the AR Members the ability to plan, manage and implement services to be provided under the AR Contract. The AR Project Committee shall be composed of no more than one representative from each AR Member system participating in the AR Project and shall hold its regular meetings in conjunction with the regular meetings of the KyMEA Board of Directors.

**Section 3.** That the AR Project Committee may meet as it deems necessary or appropriate to discuss questions involving the administration, management and operation of the AR Project and will make recommendations to the KyMEA Board of Directors regarding the policy decisions to be made about the AR Project.

**Section 4.** That the AR Project Committee shall establish procedures for its meetings and activities, provided that such procedures shall not be in conflict with the provisions of the AR Contract or the Interlocal Cooperation Agreement and Bylaws of KyMEA.

**Section 5.** That KyMEA's Chairperson, Vice Chairperson, Treasurer and Secretary be and are hereby authorized, on behalf of KyMEA, to execute any and all documents, and to take whatever action, necessary to implement this Resolution.

**Section 6.** That AR Members, and any Members who may become AR Members in the future, are to be designated, from time to time, in the records of the KyMEA and those Members of KyMEA who are not designated as AR Members, and any members of KyMEA who may be added in the future who are not AR Members, shall be, as of the date of this Resolution, non-participating members (the "Non-Participants") in the AR Project.

**Section 7.** That the Non-Participants shall not be liable to the KyMEA, the AR Members or any other person for the operation, maintenance, construction, development, funding or financing, costs, expenses, claims, demands, causes of action, obligations, or liabilities of any kind arising out of, or related to, the AR Project.

**Section 8.** That KyMEA shall indemnify and hold harmless the Non-Participants for any costs, expenses, claims, causes of action, obligations, or liability, financial or otherwise, which in any way arise out of or relate to the AR Project, including without limitation any attorney's fees and/or defense costs.

**Section 9.** That this Resolution shall take effect from and after its passage and approval.