**RESOLUTION**

WHEREAS, the City of Berea, Kentucky ("Berea") is now a Member of the Kentucky Municipal Energy Agency ("KyMEA"); and

WHEREAS, to obtain delivery of its new power supply, Berea will need Network Integration Transmission Service and related services under the Open Access Transmission Tariff of Kentucky Utilities Company and Louisville Gas and Electric Company ("KU/LG&E"), as well as transmission and related services from other transmission service providers to reach the KU/LG&E transmission grid ("Berea Transmission Services"); and

WHEREAS, Berea desires that KyMEA be and act as Berea's agent for the procurement of Berea Transmission Services pursuant to an Agency Agreement between Berea and KyMEA for the Procurement of Berea Transmission Services, and KyMEA is willing to serve as Berea's agent for such purposes; and

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

The KyMEA Board hereby authorizes and directs its Chairman and other officers to execute on behalf of KyMEA:

(i) the Agency Agreement between the City of Berea, Kentucky and the Kentucky Municipal Energy Agency for the Procurement of Berea Transmission Services (the "Berea Transmission Agreement"); and

(ii) such applications, documentation and agreements as may be necessary from time to time for KyMEA to procure the Berea Transmission Services for Berea's new power supply.