**RESOLUTION**

 WHEREAS, Kentucky Municipal Energy Agency ("KyMEA") has entered into an Agreement for the Purchase and Sale of Facility Firm Capacity and Facility Firm Energy with the Illinois Power Marketing Company( “IPMC”) dated as of July 13, 2016 (the “IMPC PPA”); and

 WHEREAS, KyMEA has entered into an Agreement for the Purchase and Sale of Peaking Capacity and Energy with the Electric Plant Board of the City of Paducah, Kentucky d/b/a/ Paducah Power System (“PPS”) dated as of July 13, 2016 (the “PPS PPA”); and

WHEREAS, both the IMPC PPA and the PPS PPA provide for certain options that are exercisable by KyMEA within 180 days of the respective effective dates of the contracts; and

WHEREAS, the 180 day period for each contract shall toll prior to the next KyMEA Board meeting;

**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, if they so determine after consultation with KyMEA’s consultants, nFront Consulting LLC and NewGen Strategies & Solutions LLC, if the exercise of an option is beneficial to KyMEA, to notify either IPMC or PPS, or both entities, on behalf of KyMEA of the exercise of one or more such option under and pursuant to the respective terms, if any, of the IPMC PPA or the PPS PPA.