

RESOLUTION

WHEREAS, the Kentucky Municipal Energy Agency ("KyMEA") and the Midcontinent Independent System Operator, Inc. ("MISO") have entered into or may enter into one or more agreements for the provision of transmission, ancillary and related services to be provided by MISO to KyMEA, either on KyMEA's own behalf or as agent for its Members and as contemplated under terms of the agreements between KyMEA and its Members (the "Member Agreements"); and

WHEREAS, the MISO services are provided to KyMEA under the terms and conditions of the MISO Open Access Transmission, Energy and Operating Reserve Markets Tariff on file with the Federal Energy Regulatory Commission, as may be amended and supplemented from time to time, together with all schedules and attachments thereto and any replacements or substitutes (the "Tariff") and certain other agreements entered into by KyMEA under, pursuant to or in connection with the Tariff, and any and all agreements for the provision of transmission, ancillary and related services, including but not limited to the Service Agreement and the Market Participation Agreement, to which KyMEA and MISO are parties, each as it may be amended from time to time and whether it currently exists or is entered into at any time in the future (the "Service Agreements"); and

WHEREAS, as a condition of such Service Agreements, MISO requires KyMEA, as the agent of its Members to enter into a Guaranty, in the form attached hereto (the "Guaranty"); and

WHEREAS, KyMEA, as agent for its Members and by virtue of its contractual relationship with its Members, deems it to be in its Members' best interest, based on sound business judgment, in that valuable benefits will be derived by KyMEA Members by virtue of the Service Agreements, to execute and deliver the Guaranty to MISO;

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

The KyMEA Board hereby authorizes and directs its Chairman and Secretary to enter into the Guaranty with MISO for KyMEA to satisfy the requirements of the Service Agreements and to obtain the benefits resulting from MISO's performance pursuant to the Service Agreements.