**RESOLUTION**

 WHEREAS, in July 2016, the Kentucky Municipal Energy Agency (“KyMEA”), pursuant to a request for proposals (“RFP”) to interested parties soliciting the supply of peaking capacity and energy, entered into an Agreement for the Purchase and Sale of Peaking Capacity and Energy (the “Paducah Power PPA”) with the Electric Plant Board of the City of Paducah, Kentucky d/b/a Paducah Power System (“Paducah Power”) for the procurement of peaking capacity and energy to meet the needs of certain Members of KyMEA (the “AR Members”); and

 WHEREAS, service under the Paducah Power PPA is scheduled to begin on June 1, 2019; and

 WHEREAS, the AR Members need to be supplied with peaking capacity and energy for the period beginning May1, 2019 through and including May 31, 2019 (the “May 2019 Power Supply Period”); and

 WHEREAS, the RFP provided for peaking capacity and energy to be supplied for a period beginning not before May 2019; and

 WHEREAS, at the direction of KyMEA’s Board of Directors (the “Board”) KyMEA’s consultants, nFront Consulting, LLC (the “Consultants”) negotiated a Second Amendment to the Paducah Power PPA (the “Second Amendment to Paducah Power PPA”) attached hereto to have Paducah Power supply KyMEA during the May 2019 Power Supply Period for the benefit of its AR Members with peaking capacity and energy based upon Paducah Power’s proposal to the RFP; and

 WHEREAS, the Board has reviewed and evaluated the Second Amendment to the Paducah Power PPA;

 NOW THEREFORE BE IT RESOLVED:

 **Section 1. Approval and Authorization of Execution of Second Amendment to the Paducah Power PPA.** The Second Amendment to Paducah Power PPA is 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 document, in order to effectuate the purposes of this Resolution and to award a power supply arrangement for the May 2019 Power Supply Period to Paducah Power; and the Chairman is hereby authorized to execute and acknowledge same for and on behalf of KyMEA.

 **Section 2. KyMEA Officers 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 to award to Paducah Power a power supply arrangement for the May 2019 Power Supply Period through the execution and delivery of the Second Amendment to Paducah Power PPA.

**CERTIFICATE OF SECRETARY**

 I, the undersigned, hereby certify that I am the duly qualified and acting Secretary of the Kentucky Municipal Energy Agency (“KyMEA”), that the foregoing Resolution is a true copy of a Resolution introduced, read and adopted at a properly convened meeting of said KyMEA’s Board of Directors on September 28, 2017, as shown by the official records in my custody and under my control.

 I further certify that said meeting was duly held in accordance with all applicable requirements of Kentucky law, including KRS 61.810, 61.815, 61.820 and 61.823, that a quorum was present at said meeting, that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.

 IN WITNESS WHEREOF, I have hereto set my hand as Secretary of KyMEA this 28th day of September, 2017.

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 Secretary