**RESOLUTION**

WHEREAS, to obtain delivery of its new power supply, Berea needs 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, City of Berea ("Berea") requested that the Kentucky Municipal Energy Age4ncy ("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 (the "Berea Transmission Agreement"); and

WHEREAS, KyMEA agreed to act as Berea's agent for the procurement of Berea Transmission Services and entered into the Berea Transmission Agreement dated September 20, 2016; and

WHEREAS, Berea and KyMEA desire to amend the Berea Transmission Agreement for the purpose of extending the notice provisions for termination of the Berea Transmission Agreement;

**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 Amendment No. 1. to 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 power supply.