

**Kentucky Municipal Energy Agency**  
November 15, 2017 10:00 AM  
OMU Training and Development Center  
1531 E. Fourth Street  
Owensboro, KY 42303

**Attendance Taken at 10:13 AM:**

Present Board Members:

Josh Callihan  
Ronald Herd  
Chris Melton  
Terrance Naulty  
Mike Withrow  
Ed Fortner

Absent Board Members:

Eddie Gooch  
Phillip King  
Chrissy O'Hara  
Carl Shoupe

**A. MEETING OPENING**

Discussion:

In addition to the Board Members, the following individuals were present at the meeting: Brown Thornton, New Gen Strategies Pat Pace, David Denton, Frankfort Plant Board Heather Overby, KyMEA, KMPA Tom Trauger, Spiegel McDiarmid Charles Musson, Rubin and Hays John Painter, nFront Consulting Ted Lolley, Owensboro Municipal Utility Commission Brad Bickett, Henderson MP&L

**A.1. Election of KyMEA Secretary**

Rationale:

Election of KyMEA Secretary

**Motion Passed:** Motion to elect Hance Price as KyMEA Board Secretary. passed with a motion by Terrance Naulty and a second by Josh Callihan.

**6 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Terrance Naulty	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
Ed Fortner	Yes

**B. REPORTS**

**B.1. Executive Committee Report**

**B.2. Financial Report**

**Motion Passed:** Motion to approve Treasurer's Report passed with a motion by Josh Callihan and a second by Mike Withrow.

**7 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Terrance Naulty	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
Hance Price	Yes
(Proxy for Herbbie Bannister)	
Ed Fortner	Yes

#### **C. Consent Agenda**

##### **C.1. Approve Minutes**

**Motion Passed:** Motion to approve KyMEA Board Meeting minutes dated 10/18/2017 and 10/19/2017 passed with a motion by Josh Callihan and a second by Terrance Naulty.

**7 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Terrance Naulty	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
Hance Price	Yes
(Proxy for Herbbie Bannister)	
Ed Fortner	Yes

#### **D. Discussion Agenda**

##### **D.1. Interim CFO Update**

Rationale:

Update on CFO Activities

##### **D.2. Review of AR Contract by FPB**

Rationale:

This will be an update for the Board on status of FPB's plans to review the AR Contract.

##### **D.3. Transmission Arrangements**

Rationale:

This will be a brief update on the transmission arrangements with:

1. Delivery point transition plan
2. LGE/KU/PJM/EKPC - Arrangements for Falmouth
3. MISO - Nothing for now

#### **D.4. Credit Facility/Banking Relationship**

Rationale:

This will be an update regarding the status of implementing the new relationship.

We need to discuss one issue raise by the facility provider.

#### **D.5. Initial AR Budgets and Rate Schedule Planning**

Rationale:

This will be an update on status of the analysis, process, and schedule. We intend to discuss key rate setting strategy considerations.

#### **D.6. Update to Project Schedule**

Rationale:

The Implementation project schedule was last updated in Fall 2016. An updated project schedule will be presented and discussed.

#### **D.7. Berea Developments**

Rationale:

This will be an update regarding Berea relationship and the proposed winter seasonal sale of 10MW.

#### **D.8. SEPA Member Owned Resource Agreements**

Rationale:

Signed agreements are needed by the end of the year. We will discuss any assistance the Members need in finishing their consideration of the agreements.

#### **D.9. Paris Member Owned Resource Agreement (for Diesels)**

Rationale:

This will be an update on the status of the proposed agreement. A copy of the current draft has been uploaded to the portal.

### **E. ITEMS PRESENTED FOR ACTION AT THIS MEETING**

#### **E.1. Amendment No. 1 to Agency Agreement for Procurement of Berea Transmission Services**

Rationale:

Description: Berea has requested that its agency agreement with KyMEA for procurement of transmission services be amended to increase the required notice of termination period from 30 days to 180 days.

Action Requested: The Board will be asked to consider approving Amendment No. 1 to the Agency Agreement Between City of Berea and Kentucky Municipal Energy Agency for Procurement of Berea Transmission Services.

**Motion Passed:** Motion to approve attached Resolution authorizing execution of Amendment No. 1 to the Agency Agreement Between City of Berea and Kentucky Municipal Energy Agency for Procurement of Berea Transmission Services. passed with a motion by Mike Withrow and a second by Ed Fortner.

**7 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Terrance Naulty	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
Hance Price	Yes
(Proxy for Herbbie Bannister)	
Ed Fortner	Yes

#### **F. UPCOMING MEETINGS**

##### **Rationale:**

The KyMEA Board of Directors shall hold its regular meetings on the fourth Thursday of each month, except for the months of November and December when the regular meeting shall be held on the third Thursday.

The regular meetings shall convene and commence at 10:00 AM Central time on said dates.

The regular meetings shall held at the Bowling Green Municipal Utility located at 801 Center St, Bowling Green, KY 42101 in Bowling Green, Kentucky or at such location to be designated by the Board.

Wednesday, December 20, 2017, 10:00AM Central Time, Bowling Green Municipal Utility

Thursday, January 25, 2018, 10:00AM Central Time, Bowling Green Municipal Utility - Need to discuss alignment with KMUA meeting

Thursday, February 22, 2018, Time and Location TBA

Thursday, March 22, 2018, 10:00AM Central Time, Bowling Green Municipal Utility

Wednesday, April 25 2018, Time and Location TBA

Thursday, May 24, 2018, 10:00AM Central Time, Bowling Green Municipal Utility

Thursday, June 28, 2018, 10:00AM Central Time, Bowling Green Municipal Utility

#### **G. Closed Session Authorization for November 15, 2017 KyMEA Board Meeting**

Approval to enter into Closed Session pursuant to KRS 61.810 (1)(f) and (1)(k) and 61.878 (1)(a) and (1)(c) for the purpose of:

(i) reviewing discussions with a potential candidate for employment as the President of KyMEA, including discussion of and review of items of a personal nature, records and privacy;

(ii) presenting and discussing the proposals received in response to the RFP for Renewable Resources; and

(iii) presenting and discussing of interest from potential proposers to the Natural Gas/Combined Cycle Resource RFP.

KRS 61.810(1)(f) and 61.878(1)(a) allow for closed session where discussions might lead to the appointment of an individual as an employee and regarding personal records or information disclosed to the agency which if disclosed to the general public could constitute an unwarranted invasion of personal privacy.

KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be disclosed to the agency as confidential or proprietary would, if disclosed by

**the agency, provide an unfair advantage to competitors of the entity disclosing such information.**

Rationale:

Closed Session Authorization for November 15, 2017 KyMEA Board Meeting

Approval to enter into Closed Session pursuant to KRS 61.810 (1)(f) and (1)(k) and 61.878 (1)(a) and (1)(c) for the purpose of:

- (i) reviewing discussions with a potential candidate for employment as the President of KyMEA, including discussion of and review of items of a personal nature, records and privacy;
- (ii) presenting and discussing the proposals received in response to the RFP for Renewable Resources; and
- (iii) presenting and discussing of interest from potential proposers to the Natural Gas/Combined Cycle Resource RFP.

KRS 61.810(1)(f) and 61.878(1)(a) allow for closed session where discussions might lead to the appointment of an individual as an employee and regarding personal records or information disclosed to the agency which if disclosed to the general public could constitute an unwarranted invasion of personal privacy. KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be disclosed to the agency as confidential or proprietary would, if disclosed by the agency, provide an unfair advantage to competitors of the entity disclosing such information.

**Motion Passed:** Approval to enter into Closed Session pursuant to KRS 61.810 (1)(f) and (1)(k) and 61.878 (1)(a) and (1)(c) for the purpose of:(i)

reviewing discussions with a potential candidate for employment as the President of KyMEA, including discussion of and review of items of a personal nature, records and privacy;(ii) presenting and discussing the proposals received in response to the RFP for Renewable Resources; and(iii) presenting and discussing of interest from potential proposers to the Natural Gas/Combined Cycle Resource RFP.KRS 61.810(1)(f) and 61.878(1)(a) allow for closed session where discussions might lead to the appointment of an individual as an employee and regarding personal records or information disclosed to the agency which if disclosed to the general public could constitute an unwarranted invasion of personal privacy.KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be disclosed to the agency as confidential or proprietary would, if disclosed by the agency, provide an unfair advantage to competitors of the entity disclosing such information. passed with a motion by Terrance Naulty and a second by Ed Fortner.

**7 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Terrance Naulty	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
Hance Price	Yes
(Proxy for Herbbie Bannister)	
Ed Fortner	Yes

H. RETURN TO OPEN SESSION

I. OTHER BUSINESS

J. ADJOURNMENT

---

Chairperson

---

Secretary