**RESOLUTION**

 WHEREAS, the Kentucky Municipal Energy Agency (“KyMEA”) on January 26, 2017 adopted a Joint PURPA Implementation Plan (the “PURPA Plan”) for itself and its authorizing Members (the “Authorizing Members”) for the purpose of implementing the requirements imposed upon KyMEA and the Authorizing Members under Section 210 of the Public Utility Regulatory Policies Act of 1978, as amended (“PURPA”) and the rules adopted by the Federal Energy Regulatory Commission (“FERC”) thereunder; and

 WHEREAS, KyMEA on behalf of itself and its Authorizing Members desires to request a partial waiver of certain obligations imposed upon KyMEA and its Authorizing Members through FERC’s regulations implementing Section 210 of PURPA (the Request for Waiver”); and

 WHEREAS, one of the requisites of filing the Request for Waiver is the submission of resolutions from the Authorizing Members adopting the PURPA Plan and authorizing KyMEA to file the Request for Waiver on their behalf;

 NOW THEREFORE BE IT RESOLVED:

 **Section 1. Request to Authorizing Members.** KyMEA hereby invites its Authorizing Members to adopt resolutions adopting the PURPA Plan and authorizing KyMEA to file the Request for Waiver on behalf of the Authorizing Members. KyMEA’s President, KyMEA’s legal counsel and all other appropriate consultants and persons as may be necessary are hereby authorized and directed to assist the Authorizing Members in drafting and pursuing the adoption of such resolutions.