RESOLUTION ADOPTING THE

 KENTUCKY MUNICIPAL ENERGY AGENCY 457 PLAN

 WHEREAS, in order to attract qualified employees, the Kentucky Municipal Energy Agency (the "Agency") believes it to be in the best interests of the Agency to establish a 457 deferred compensation plan;

 Now therefore be it resolved by the Board of Directors of the Agency as follows:

 1. That the 457 Plan (the “Plan”) in the form attached hereto, is hereby adopted and approved by the Agency.

 2. That the officers of the Agency be, and they hereby are, authorized and directed to execute the Plan on behalf of the Agency.

 3. That Doug Buresh, President and CEO of the Agency, and Heather Overby, Interim Chief Financial Officer of the Agency, are hereby appointed as the Trustees of the Plan.

 4. That the officers of the Agency be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the purpose of this Resolution including, without limitation, causing to be prepared and filed such reports, documents or other information as may be required under applicable law.

 Adopted by the Board of Directors of the Kentucky Municipal Energy Agency on March 22, 2018.