**RESOLUTION**

WHEREAS, the Kentucky Municipal Energy Agency (“KyMEA”) has been requested to make a seasonal capacity sale of 10 MW to its Member, the City of Berea (“Berea”) in order to assist Berea in meeting its capacity requirements; and

WHEREAS, KyMEA and Berea have negotiated the terms of the seasonal capacity sale of 10 MW as described in the Term Sheet attached hereto;

**NOW THEREFORE BE IT RESOLVED BY THE KENTUCKY MUNICIPAL ENERGY AGENCY AS FOLLOWS:**

The KyMEA Board hereby authorizes and directs its President and CEO, Chairman, Secretary and other officers to enter into such contracts and agreements as may be necessary for KyMEA to sell 10 MW of seasonal capacity to Berea.