

RESOLUTION OF THE AR PROJECT COMMITTEE

WHEREAS, the procurement of renewable capacity and energy to meet the needs of its All Requirement Members (the “AR Members”) the Kentucky Municipal Energy Agency (“KyMEA”) is part of its primary mission; and

WHEREAS, KyMEA issued a request for proposals (“RFP”) in March 2017 to interested parties soliciting the supply of renewable capacity and energy beginning prior to the end of 2022 to its AR Members, and

WHEREAS, the RFP requested interested parties to present proposals under the provisions of KRS 45A.370 for multiple products and options based upon conclusion by KyMEA that competitive sealed bidding was not feasible for procuring the supply of renewable capacity and energy required by KyMEA; and

WHEREAS, KyMEA received numerous proposals from potential suppliers of renewable capacity and energy (the “Renewable Proposals”); and

WHEREAS, at the direction of KyMEA’s AR Project Committee (the “AR Project Committee”) and KyMEA’s Board of Directors (the “Board”) KyMEA’s consultants, nFront Consulting, LLC (the “Consultants”) reviewed the Renewable Proposals with the AR Project Committee and evaluated the Renewable Proposals to determine which Renewable Proposal was the most advantageous to AR Members based upon the evaluation factors in the RFP; and

WHEREAS, the AR Project Committee determined that certain of the proposals from responsible offerors were reasonably susceptible of being selected for award, and the Consultants conducted written and oral discussions with those offerors; and

WHEREAS, based upon their review and evaluation the Consultants prepared a report (the “Report”) attached hereto that sets forth their opinions and conclusions as to the Renewable Proposal that is the most advantageous to the AR Members based upon the evaluation criteria set forth in the RFP; and

WHEREAS, based upon the evaluation of the criteria set forth in the RFP, the Consultants have recommended that Open Road Renewables (“ORR”) should be considered for an award of a Power Purchase Agreement (the “PPA”) upon successful negotiation of the PPA, and

WHEREAS, at and with the direction of the AR Project Committee and the Board, the Consultants negotiated a Power Purchase Agreement with Ashwood Solar I, LLC, an affiliate of ORR (the “ORR PPA”) attached hereto based upon ORR’s Renewable Proposal to the RFP; and

WHEREAS, the AR Project Committee has reviewed and evaluated (i) the Renewable Proposals received pursuant to the RFP, (ii) the Report and the conclusions reached thereunder and (iii) the ORR PPA; and

NOW THEREFORE BE IT RESOLVED BY THE KYMEA AR PROJECT COMMITTEE:

Section 1. Acceptance of Report. That the AR Project Committee accepts the Report and agrees with the evaluations and conclusions reached by the Consultants that progression toward award of a PPA to ORR would be the most advantageous to the AR Members based upon the evaluation factors set forth in the request for proposals.

Section 2. Request of Award of ORR PPA. That AR Project Committee hereby requests KyMEA to award to ORR a renewable power supply arrangement through the execution of the ORR PPA which shall be based upon the terms and conditions presently set forth therein.

Section 3. Request of Approval and Authorization of Execution of ORR PPA. The AR Project Committee hereby requests that KyMEA approve the ORR PPA and, subject to such minor changes, changes of dates, insertions or deletions as may be approved by the President and CEO of KyMEA, that KyMEA award a power supply arrangement to Ashwood Solar I, LLC, an affiliate of ORR.

CERTIFICATE OF COMMITTEE CHAIRMAN

I, the undersigned, hereby certify that I am the duly qualified and acting Chairman of the AR Project Committee of the Kentucky Municipal Energy Agency, that the foregoing Resolution is a true copy of a Resolution introduced, read and adopted at a properly convened meeting of the AR Project Committee on August 23, 2018, as shown by the official records of the Committee.

I further certify that said meeting was duly held in accordance with all applicable requirements of Kentucky law, including KRS 61.810, 61.815, 61.820 and 61.823, that a quorum was present at said meeting that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.

IN WITNESS WHEREOF, I have hereto set my hand as Chairman of the AR Project Committee this 23rd day of August, 2018.

Chris Melton, Chairman
AR Project Committee