

RESOLUTION

WHEREAS, the procurement of a meter data system and associated services for the Kentucky Municipal Energy Agency's ("KYMEA") management of its energy portfolio and power supply ("Meter Data Services") is necessary for KYMEA to provide energy supply to its Members; and

WHEREAS, KYMEA issued a request for proposals ("RFP") in August 2018 to interested parties soliciting Meter Data Services; and

WHEREAS, the RFP requested interested parties to present proposals under the provisions of KRS 45A.370 for Meter Data Services based upon conclusion by KYMEA that competitive sealed bidding was not feasible for procuring Meter Data Services required by KYMEA to serve its Members; and

WHEREAS, KYMEA received numerous proposals from potential suppliers of Meter Data Services (the "Meter Data Services Proposals"); and

WHEREAS, based upon review and evaluation, a matrix reviewing and scoring the Meter Data Services Proposals (the "Report") is attached hereto and sets forth the opinions and conclusions of KYMEA's staff as to the Meter Data Services Proposal that is the most advantageous to KYMEA based upon the evaluation criteria set forth in the RFP; and

WHEREAS, based upon the evaluation of the criteria set forth in the RFP, KYMEA staff have recommended that Schneider Electric ("Schneider") should be considered for an award of an Agreement for Meter Data Services (the "MDS Agreement") upon successful negotiation of the MDS Agreement; and

WHEREAS, it is intended that negotiation of a MDS Agreement with Schneider based upon Schneider Meter Data Services Proposal to the RFP will be achieved; and

WHEREAS, KYMEA staff has (i) reviewed and evaluated the Meter Data Services Proposals received pursuant to the RFP and (ii) issued the Report and the conclusions reached thereunder; and

WHEREAS, KYMEA staff recommends the Board to negotiate a MDS Agreement with Schneider to provide Meter Data Services to KYMEA; and

WHEREAS, the Board has reviewed and evaluated (i) the Meter Data Services Proposals received pursuant to the RFP and (ii) the Report and the conclusions reached thereunder and (iii) the recommendation of KYMEA staff;

NOW THEREFORE BE IT RESOLVED:

Section 1. Acceptance of Report. That Board accepts the Report and agrees with the evaluations and conclusions reached by KYMEA staff that progression toward award of a MDS

Agreement to Schneider would be the most advantageous to KYMEA and its Members based upon the evaluation factors set forth in the RFP.

Section 2. Intention of Award of MDS Agreement. That KYMEA hereby intends to award to Schneider a contract for Meter Data Services to be delivered to KYMEA through the execution of the MDS Agreement which shall be based upon the terms and conditions presently set forth therein.

Section 3. Approval and Authorization of Execution of the MDS Agreement. The President and CEO of KYMEA, is hereby authorized to negotiate a MDS Agreement with Schneider in order to effectuate the purposes of this Resolution and to award a contract for Meter Data Services to Schneider; and upon final negotiation and sign off by legal counsel, the President and CEO is hereby authorized to execute and acknowledge same for and on behalf of KYMEA.

Section 4. KYMEA Officers to Take Any Other Necessary Action. Pursuant to the Constitution and Laws of the Commonwealth of Kentucky, the President and CEO, the Chairman, the Vice-Chairman, the Treasurer, the Secretary and all other appropriate officials of KYMEA are hereby authorized and directed to take any and all further actions and to execute and deliver all other documents as may be reasonably necessary to effect the purpose of this Resolution and to award to Schneider a contract for providing Meter Data Services through the execution and delivery of the MDS Agreement.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify that I am the duly qualified and acting Secretary 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 said Agency's Board of Directors on September 27, 2018, as shown by the official records in my custody and under my control.

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 Secretary of the Agency this 27th day of September, 2018.

Secretary