**RESOLUTION**

 WHEREAS, the Kentucky Municipal Energy Agency (“KYMEA”) and Big Rivers Electric Corporation (“BREC”) have entered into an Agreement for the Purchase and Sale of Firm Capacity and Energy dated as of July 13, 2016 (the “BREC PPA”); and

 WHEREAS, KYMEA and BREC agree that the term “Day-Ahead Market Price” was defined incorrectly in the BREC PPA and that the BREC PPA requires amending to redefine the term;

 NOW THEREFORE BE IT RESOLVED:

 **Section 1. Approval and Authorization of Execution of Amendment No. 1 to the BREC PPA.** The Amendment No. 1 to Agreement for the Purchase and Sale of Firm Capacity and Energy by and between KYMEA and BREC is hereby approved, subject to such minor changes, changes of dates, insertions or deletions as may be approved by the President and CEO of KYMEA, such approval to be conclusively evidenced by the execution of said document, in order to effectuate the purposes of this Resolution; and the President and CEO is hereby authorized to execute and acknowledge same for and on behalf of KYMEA.

 **Section 2. KYMEA Officers to Take Any Other Necessary Action.** The President and CEO, the Vice President for Market Analytics, 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 amend the BREC PPA.

**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 March 28, 2019, 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and 61.823, that a quorum was present at said meeting, that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.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 28th day of March, 2019.

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 Secretary