**RESOLUTION**

 WHEREAS, the Kentucky Municipal Energy Agency (“KYMEA”) desires to maximize the benefits of its power supply portfolio for its Members; and

 WHEREAS, KYMEA requested interested parties to present proposals and enabling agreements (the “Enabling Agreements”) under which KYMEA may undertake and enter into short-term power purchases and sales, hedging instruments and other strategies; and

 WHEREAS, KYMEA staff has reviewed and evaluated the Enabling Agreements listed on Exhibit A attached hereto; and

 WHEREAS, KYMEA staff recommends to the Board that KYMEA enter into the Enabling Agreements to provide KYMEA with the ability to maximize the benefits of its power supply portfolio;

 NOW THEREFORE BE IT RESOLVED:

 **Section 1. Approval and Authorization of Execution of the Enabling Agreements.** The Enabling Agreements are 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 each respective document, in order to effectuate the purposes of this Resolution and to provide KYMEA with the ability to maximize its power supply portfolio; 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.** Pursuant to the Constitution and Laws of the Commonwealth of Kentucky, the President and CEO, any Vice President, the KYMEA Board Officers 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.

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and 61.823, that a quorum was present at said meeting, that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.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