**RESOLUTION**

WHEREAS, the Kentucky Municipal Energy Agency (“KYMEA”) has offered to provide servicing for the Cities of Nicholasville and Bardstown and the Benham Power Board of their respective SEPA entitlements (the “SEPA Servicing Agreements”); and

WHEREAS, KYMEA staff recommends to the Board that KYMEA enter into the SEPA Servicing Agreements if requested by Nicholasville, Bardstown and Benham;

NOW THEREFORE BE IT RESOLVED:

**Section 1. Approval and Authorization of Execution of the SEPA Servicing Agreements.** The SEPA Servicing 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 agreement, in order to effectuate the purposes of this Resolution and the servicing of the Nicholasville, Bardstown and Benham Power SEPA Entitlements by KYMEA.

**Section 2. KYMEA Officers to Take Any Other Necessary Action.** 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 April 24, 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and 61.823, that a quorum was present at said meeting, that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.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 24th day of April, 2019.

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Secretary