



## Meeting Minutes of the KYMEA Board of Directors

Location: KYMEA 1700 Eastpoint Pkwy Ste. 220, Louisville, KY 40223

Thursday, May 23, 2019, 10 AM

### A. Meeting Opening

Attendance: Taken at 10:02 AM

#### **Present Board Members:**

Josh Callihan  
Ronald Herd  
Chris Melton  
Mike Withrow  
Phillip King  
Kevin Frizzell  
Kevin Howard  
Ramona Williams  
Gary Zheng

#### **Absent Board Members:**

Carl Shoupe  
Doug Hammers

#### **Staff Present:**

Michelle Hixon  
Heather Overby  
Doug Buresh  
Rob Leesman

#### **Others Present:**

John Painter  
Charles Musson  
Pat Pace  
Mitch Cotton  
Vent Foster  
Hance Price  
Annette Dupont-Ewing  
Tom Trauger



Anna Marie Pavlik Rosen  
Brown Thornton  
Latif Nurani  
Susan Bishop  
Walt Baldwin  
Jack Sullivan

#### A.1. Guest Introductions

Chairman Ron Herd Called the meeting to order at 10:05 am. A quorum of board members was present, and the board was ready to proceed with the business.

### B. Reports

B.1 Financial Reports: This was an update from the CFO on the previous month's financial reports.

**Motion Passed:** Motion to approve the presented financial reports from the prior month passed with a motion by Mike Withrow and a second by Kevin Frizzell.

#### 9 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip Kin	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

### C. Consent Agenda

C.1 Approve Minutes: Meeting minutes from April 24, 2019 were presented and approval from the KYMEA Board was requested.

**Motion Passed:** Approval of the meeting minutes passed with a motion by Mike Withrow and a second by Josh Callihan.



### **9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

### **D. Discussion Agenda**

D.1 Update from KYMEA's CEO Regarding Ongoing Activities: This was an update from Doug Buresh on activities during the past month and planned for the coming month.

D.2 Planning Processes: This was a review of the strategic planning, and IRP expected timelines.

### **E. Action Items**

E.1 Election of Officers: The board elected officers for the next term.

**Motion Passed:** Motion to elect the existing officers: Chairman Ron Herd, Vice Chairman Josh Callihan, Secretary Chris Melton, and Treasurer Kevin Howard for another 2 year term passed with a motion by Gary Zheng and a second by Phillip King.

### **9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes



Gary Zheng                      Yes

E.2 Committees: The board discussed the committee members and meeting schedules for the next term. The AR Project Committee requested to call a short AR Project Committee Meeting to order upon adjournment of the Board Meeting. The Budget Committee members will remain unchanged with the following members until the next budget cycle:

- Chris Melton (Chairman)
- Josh Callihan
- Mike Withrow
- KYMEA CEO (non-voting)
- KYMEA CFO (non-voting)

The Board Risk Oversight Committee (BROC) and Internal Risk Committee (IRC) members will also remain unchanged with the following members:

**BROC**

- Gary Zheng (Chairman)
- Tim Lyons
- KYMEA CEO
- KYMEA CFO
- KYMEA Legal Counsel

**IRC**

- KYMEA CEO (Chairman)
- KYMEA VP of Market Analytics
- KYMEA CFO
- KYMEA Legal Counsel

**Motion Passed:** Motion to continue with the existing Executive Committee members: Chairman Ron Herd, Vice Chairman Josh Callihan, Secretary Chris Melton, and Treasurer Kevin Howard for this next term passed with a motion by Mike Withrow and a second by Ramona Williams.

**9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes



Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

**Motion Passed:** Motion to name the members of the Executive Committee as the members of the Compensation Committee, which include; Ron Herd (Chairman), Josh Callihan, Chris Melton, and Kevin Howard. passed with a motion by Mike Withrow and a second by Phillip King.

**9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

E.3 Credit Policy: The board was presented with the Credit Policy as outlined in section 1.10 of the Enterprise Risk Management Policy. Board approval was requested.

**Motion Passed:** Motion to approve the attached Credit Policy resolution passed with a motion by Mike Withrow and a second by Chris Melton.

**9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent



Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

## F. Closed Session

Approval to enter into Closed Session pursuant to KRS 61.810(1)(c); KRS 61.810(1)(k); KRS 61.878(1)(c) and KRS 61.878(1)(j) for the purpose of:

- a) discussing proposed, potential or pending litigation relating to KYMEA and its members relating to transmission issues; and
- b) discussing the preliminary financial forecasts and recommendations for exercising a right of first refusal for additional supply pursuant to the Ashwood Solar Project.

KRS 61.810(1)(c) allows for closed session for the purpose of discussing proposed, potential and pending litigation relating to the agency.

KRS 61.810(1)(k) and 61.878(1)(j) allow for closed session where presentation, discussion and review of preliminary recommendations and preliminary memoranda in which opinions are expressed or policies formulated or recommended.

KRS 61.810(1)(k) and 61.878(1)(c) allow for closed session where discussions regarding records or information disclosed to the agency or required to be disclosed to the agency as confidential or proprietary would, if disclosed by the agency, provide an unfair advantage to competitors of the entity disclosing such information.

**Motion Passed:** Motion to enter into closed session passed with a motion by Josh Callihan and a second by Chris Melton.

### **9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes



Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

## G. Return to Open Session

**Motion Passed:** Motion to return to open session passed with a motion by Josh Callihan and a second by Ramona Williams.

### 9 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

## H. Actions Related to Matters Discussed in Closed Session

H.1 Ashwood Solar: This was discussed in closed session and any action necessary was brought into open session.

## I. Public Comments

No Comments Made

## J. Upcoming Meetings

The KYMEA Board of Directors shall hold its regular meetings on the fourth Thursday of each month, except for the months of November and December when the regular meeting shall be held on the third Wednesday. The regular meetings shall convene and commence at 10:00 AM



Eastern time on said dates. The regular meetings shall be held at the KYMEA Board Room, 1700 Eastpoint Pkwy, Suite 220, Louisville, Kentucky.

## K. Other Business

## L. Adjournment

**Motion Passed:** Motion to adjourn the KYMEA board meeting passed with a motion by Kevin Frizzell and a second by Ramona Williams.

### **9 Yeas - 0 Nays.**

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Phillip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Yes
Gary Zheng	Yes

X

Chairperson

X

Secretary