



Notice of Meeting of the KYMEA Board of Directors

Location: 2601 Richmond Rd, Lexington, KY 40509

Wednesday, October 23, 2019, 1 PM

A. Meeting Opening

A.1. Attendance: Taken at 1:05 PM

Present Board Members:

Josh Callihan
Ronald Herd
Chris Melton
Mike Withrow
Kevin Frizzell
Adrian Isaac (Proxy for Kevin Howard)
Ramona Williams
Gary Zheng

Absent Board Members:

Philip King
Carl Shoupe
Doug Hammers

Staff Present:

Michelle Hixon
Heather Overby
Doug Buresh
Rob Leesman

Others Present:

Charles Musson
Tim Lyons
Vent Foster
Jim Tony Fulkerson
Susan Bishop
Latif Nurani
John Painter



Tom Trauger

Brown Thornton joined the meeting at 1:40 PM

A.2. Guest Introductions: The Chairman thanked our guests for attending today's meeting.

A.3. Call to Order: Chairman, Ron Herd, called the meeting to order at 1:05 PM. A quorum of board members was present, and the Board was ready to proceed with business.

2. Meeting Minutes

2.1 Approval of the regular minutes of September 26, 2019

Motion Passed: Approval of the September 26 meeting minutes passed with a motion by Josh Callihan and second by Mike Withrow.

8 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Adrian Isaac	Yes
(proxy for Kevin Howard)	
Ramona Williams	Yes
Gary Zheng	Yes

C. Financial Reports

2.2 Approval of last month's Financial Reports

Motion Passed: Approval of the previous month's financial reports passed with a motion by Kevin Frizzell and second by Chris Melton.

8 Yeas - 0 Nays.

Josh Callihan	Yes
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Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Adrian Isaac	Yes
(proxy for Kevin Howard)	
Ramona Williams	Yes
Gary Zheng	Yes

D. Committee Reports

D.1 Compensation Committee: Chairman, Ron Herd reported that there was a compensation committee meeting earlier this morning that went well. The committee expects to have a recommendation for updating the President and CEO's contract by the next meeting.

E. Administration Reports

E.1 CEO: Doug Buresh presented the CEO report regarding the agency's past and upcoming activities.

E.2 Finance & Accounting: Heather Overby presented to the Board any current and upcoming finance and accounting activities.

E.3 Member Communications: Michelle Hixon communicated to the board any upcoming events and member activities.

F. Discussion Topics

F.1 Legislative Update: Doug Buresh gave an update on legislative activities.

G. Action Items

G.1 Strategic Plan: Doug Buresh presented the Strategic Plan updates per the board's request and requested board action to approve the plan.

Motion Passed: Motion to approve the present Strategic Plan passed with a motion by Kevin Frizzell and a second by Mike Withrow.

8 Yeas - 0 Nays.



Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Adrian Isaac	Yes
(proxy for Kevin Howard)	
Ramona Williams	Yes
Gary Zheng	Yes

H. Public Comments

This was an opportunity for members of the public to provide input to the KYMEA Board and was limited to 5 minutes per speaker. No comments were made.

I. Upcoming Meetings and Other Business

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.

J. Closed Session

Closed Session Authorization for October 23, 2019 KYMEA Board Meeting

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:

1. discussing proposed, potential or pending litigation relating to KYMEA and its members relating to transmission issues;
2. discussing the market report and KYMEA's future and potential hedging strategy;
3. discussing responses made in confidence relating to potential KYMEA members; and



4. discussing the Integrated Resource Plan and strategies for existing, proposed or potential power purchases or sales which have been disclosed in confidentiality to KYMEA.

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)(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.

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.

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

8 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Adrian Isaac	Yes
(proxy for Kevin Howard)	
Ramona Williams	Yes
Gary Zheng	Yes

Motion Passed: Motion to return to open session passed with a motion by Mike Withrow and a second by Ramona Williams.

8 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes



Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Adrian Isaac	Yes
(proxy for Kevin Howard)	
Ramona Williams	Yes
Gary Zheng	Yes

K. Actions Related to Closed Session

No action was needed.

L. Adjournment

Motion Passed: Motion to adjourn the KYMEA board meeting passed with a motion by Kevin Frizzell and a second by Gary Zheng.

8 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Adrian Isaac	Yes
(proxy for Kevin Howard)	
Ramona Williams	Yes
Gary Zheng	Yes

X

Chairperson

X

Secretary

