**RESOLUTION**

 WHEREAS, the Kentucky Municipal Energy Agency (“KYMEA”) desires to provide backup reliable power supply for its Members during the winter season; and

 WHEREAS, KYMEA and Owensboro Municipal Utilities (“OMU”) desire to undertake and enter into a short-term backup power purchase agreement (the “Backup Power Agreement”), to supply power if needed by KYMEA to serve its Members’ load; and

 WHEREAS, KYMEA staff recommends to the Board that KYMEA enter into a Backup Power Agreement with OMU for the winter season;

 NOW THEREFORE BE IT RESOLVED:

 **Section 1. Approval and Authorization of Execution of Backup Power Agreement.** Entering into a Backup Power Agreement with OMU is hereby approved, subject to negotiation and final approval by the President and CEO of KYMEA, such approval to be conclusively evidenced by the execution of the Backup Power Agreement, in order to effectuate the purposes of this Resolution and to provide KYMEA with the a reliable backup power supply for its Members during the winter season; 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 December 18, 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and 61.823, that a quorum was present at said meeting, that said Resolution has not been modified, amended, revoked or repealed, and that same is now in full force and effect.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 18th day of December 2019.

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 Secretary