



Notice of Meeting of the KYMEA Board of Directors

Location: 1700 Eastpoint Parkway Ste. 220, Louisville, KY 40223

Wednesday, December 18, 2019, 10 AM

A. Meeting Opening

A.1. Attendance: Taken at 10:24 AM

Present Board Members:

Josh Callihan

Ronald Herd

Philip King (Remote Participant, left the meeting at 11:48 AM)

Chris Melton

Mike Withrow

Kevin Frizzell

Kevin Howard

Gary Zheng

Absent Board Members:

Carl Shoupe

Doug Hammers

Ramona Williams

Staff Present:

Michelle Hixon

Heather Overby

Doug Buresh

Rob Leesman

Others Present:

Charles Musson

Vent Foster

Pat Pace

Hance Price

Tom Marshall

Anna Marie Pavlik Rosen



A.2. Guest Introductions: The Chairman thanked our guests for attending today's meeting. Tom Marshall and Anna Marie Pavlik Rosen introduced themselves from Frankfort.

A.3. Call to Order: Chairman, Ron Herd, called the meeting to order at 10:24 AM. 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 November 20, 2019

Motion Passed: Approval of the previous month's meeting minutes passed with a motion by Mike Withrow and second by Kevin Frizzell.

8 Yeas - 0 Nays.

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



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

D. Committee Reports

D.1 Board Risk Oversight Committee: Chairman Gary Zheng reported a great BROCC meeting this morning before the Board meeting. The BROCC report is listed in the Board packet for review.

D.2 Budget Committee: Chairman, Chris Melton reported that the Budget Committee had a great meeting on 12/17/2019. The committee will not meet in January. The committee approved the budget and recommended it for Board review during the January Board meeting.

D.3 Compensation Committee: Chairman, Ron Herd reported that the committee is still working through a few things but 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 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.

F.2 KYMEA-Year in Review: Doug gave a presentation reviewing the 2019 Agency activities and accomplishments.

G. Action Items

G.1 No action was taken

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.

Tom Marshall, a citizen of Frankfort, KY asked if the Agency had information on its avoided costs and also weather the IRP would capture decline in demand due to efficiencies.

I. Upcoming Meetings and Other Business

The next meeting is Thursday, January 23rd at 10 AM

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.

2020 Board Meetings

Thursday, January 23, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Thursday, February 27, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Thursday, March 26, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Wednesday, April 22, 2020, 1:00 PM Central Time, KMUA-Hyatt Place, Bowling Green

Friday, May 29, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Thursday, June 25, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Wednesday, July 22, 2020, 1:00 PM Eastern Time, KYMEA Board Room

Thursday, August 27, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Thursday, September 24, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Wednesday, October 21, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Wednesday, November 18, 2020, 10:00 AM Eastern Time, KYMEA Board Room

Wednesday, December 16, 2020, 10:00 AM Eastern Time, KYMEA Board Room



J. Closed Session

Closed Session Authorization for December 18, 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); KRS 61.878(1)(j); KRS 61.810(1)(f) and KRS 61.878(1)(a) for the purpose of:

- i. discussing proposed, potential or pending litigation relating to KYMEA and its members relating to transmission issues;
- ii. discussing the market report and KYMEA's future and potential hedging strategy; and
- iii. discussing the annual performance evaluation review of the President and CEO of KYMEA, including review of items of a personal nature, records and privacy.

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.

KRS 61.810(1)(f) and 61.878(1)(a) allow for closed session where discussions of an individual as an employee and personal records or information thereof disclosed to the agency which if disclosed to the general public could constitute an unwarranted invasion of personal privacy.

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

8 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Yes
Kevin Frizzell	Yes
Doug Hammers	Absent



Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

Motion Passed: Motion to return to open session passed with a motion by Josh Callihan and a second by Chris Melton.

7 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
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

K. Actions Related to Closed Session

K.1 Winter Readiness Agreement: Kevin Frizzell was present but abstained from voting on this item.

Motion Passed: Motion to approve the proposed resolution authorizing execution of a backup power agreement with OMU passed with a motion by Josh Callihan and a second by Chris Melton.

6 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Kevin Frizzell	Abstain
Doug Hammers	Absent



Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

L. Adjournment

Motion Passed: Motion to adjourn the KYMEA board meeting passed with a motion by Josh Callihan and a second by Mike Withrow.

7 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
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

X

Chairperson

X

Secretary