

Kentucky Municipal Energy Agency

August 23, 2018 10:00 AM

Bowling Green Municipal Utility 801 Center St.
Bowling Green, KY 42101

Attendance Taken at 10:10 AM:

Present Board Members:

Josh Callihan
Ronald Herd
Chris Melton
Mike Withrow
David Denton
Kevin Frizzell
Kevin Howard

Absent Board Members:

Carl Shoupe
Chrissy O'Hara
Eddie Gooch
Phillip King

Present Others:

Doug Buresh
Vent Foster
Michelle Hixon
Rob Leesman
Charlie Musson
Heather Overby
John Painter
Hance Price
Brown Thornton
Tom Trauger

A. MEETING OPENING

Discussion:

KYMEA Board meeting was called to order by Chairman Herd. The AR Project Committee meeting was also called to order by Chris Melton, the Chairman of the AR Project committee.

A.1. Guest Introductions

B. REPORTS

B.1. Executive Committee Report

Discussion:

No report was made.

B.2. Financial Report

Discussion:

CFO, Heather Overby mentioned that the independent audit had been completed and the report will be presented at the September Board Meeting.

Motion Passed: Motion to accept the Financial report passed with a motion by Mike Withrow and a second by Chris Melton.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

C. CONSENT AGENDA

C.1. Approve Minutes

Motion Passed: Motion to accept the minutes of the 07/25/2018 Board Meeting passed with a motion by Chris Melton and a second by Mike Withrow.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

D. DISCUSSION AGENDA

D.1. Update from KYMEA's CEO Regarding Ongoing Activities

Rationale:

This was an update from Doug on activities during the past month and planned for the coming month.

D.2. Delivery Point Metering Transition Plan

Rationale:

This was an update regarding delivery point metering and communications plan and schedule for facilities and arrangements needed for KYMEA to be completed by December 2018. Testing systems to begin in January 2019 for providing and billing for service in May 2019.

Key Tasks

Delivery Point equipment and installation

E. ITEMS PRESENTED FOR ACTION AT THIS MEETING

E.1. Meter Data System RFP

Rationale:

KYMEA requested permission from the board to issue an RFP to contract with a Meter Data System provider.

Motion Passed: Board approval for the attached resolution passed with a motion by Chris Melton and a second by David Denton.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

E.2. Weighted Voting Fiscal Year Update

Rationale:

This was an update on the weighted voting for the new fiscal year per Article II, Section 10 of the Bylaws of the Kentucky Municipal Energy Agency.

Motion Passed: Motion to approve recommended fiscal year weighted voting passed with a motion by Mike Withrow and a second by David Denton.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

E.3. Public Comments

Rationale:

This was an opportunity for members of the public to provide input to the KYMEA Board. Comments will be limited to 5 minutes per speaker.

Discussion:

No public comments were made.

F. Closed Session pursuant to KRS 61.810(1)(c); KRS 61.810(1)(k) and KRS 61.878(1)(c) for the purpose of:

(i) discussing proposed, potential or pending litigation relating to KYMEA and its members relating to transmission issues;
(ii) presenting and discussing the proposals received in response to the RFP for Energy Services solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings;
(iii) presenting and discussing the proposals received in response to the RFP for Renewable Resources solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings; and
(iv) presenting and discussing the proposals received in response to the Natural Gas/Combined Cycle Resource RFP solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings.
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.

Rationale:

This session will involve:

1. Presenting and discussing Energy Services Partner RFP submission.
2. Discussion of proposed, potential or pending litigation relating to the Falmouth transmission services to be provided by KYMEA;
3. Discussion of proposed, potential or pending litigation relating to the LGE/KU Merger Mitigation Depancaking Agreement;
4. Discussion of proposals received in response to the RFP for Renewable Resources and results of further discussions with certain proposers; and
5. Presenting and discussing potential provisions of contracts with a proposer that responded to the Natural Gas/Combined Cycle Resource RFP.

KRS 61.810(1)(c); KRS 61.810(1)(k) and KRS 61.878(1)(c) for the purpose of:

(i) discussing proposed, potential or pending litigation relating to KYMEA and its members relating to transmission issues;
(ii) presenting and discussing the proposals received in response to the RFP for Energy Services solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings;
(iii) presenting and discussing the proposals received in response to the RFP for Renewable Resources solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings; and
(iv) presenting and discussing the proposals received in response to the Natural Gas/Combined Cycle Resource RFP solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings.
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.

Motion Passed: Motion for the KYMEA Board to enter into closed session passed with a motion by Chris Melton and a second by David Denton.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Mr. Kevin Howard	Yes

Motion Passed: Motion for the AR Project Committee to enter into closed session passed with a motion by Chris Melton and a second by David Denton.

5 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
David Denton	Yes

G. RETURN TO OPEN SESSION

Motion Passed: Motion for the KYMEA Board to return to open session passed with a motion by Kevin Frizzell and a second by Mike Withrow.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

Motion Passed: Motion for the AR Project committee to return to open session passed with a motion by Chris Melton and a second by Josh Callihan.

5 Yeas - 0 Nays.

Josh Callihan	Yes
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Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
David Denton	Yes

H. ACTIONS RELATED TO MATTERS DISCUSSED IN CLOSED SESSION

Rationale:

Dependent on Closed Session Discussions, action may or may not be needed.

Discussion:

H.1. AR Project Committee Approval of Solar PPA

Motion Passed: AR Project Committee approval of the attached resolution passed unanimously with a motion by Mike Withrow and a second by David Denton.

5 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
David Denton	Yes

H.2. KYMEA Board authorizing the execution of the Solar PPA.

Motion Passed: Board approval of the attached resolution passed unanimously 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
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Mr. Kevin Howard	Yes

I. UPCOMING MEETINGS

Rationale:

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 Thursday.

The regular meetings shall convene and commence at 10:00 AM Central time on said dates.

The regular meetings shall be held at the Bowling Green Municipal Utility located at 801 Center St, Bowling Green, KY 42101 in Bowling Green, Kentucky or at such location to be designated by the Board.

Thursday, August 23, 2018, 10:00 AM Central Time, Bowling Green Municipal Utility
Thursday, September 27, 2018, 10:00 AM Central Time, Bowling Green Municipal Utility
Wednesday, October 24, 2018, TBD Eastern Time, KMUA-Lexington
Thursday, November 15, 2018, 10:00 AM Eastern Time, KYMEA Board Room
Wednesday, December 19, 2018, 10:00 AM Eastern Time, KYMEA Board Room

J. OTHER BUSINESS

K. ADJOURNMENT

Motion Passed: Motion to adjourn passed with a motion by David Denton and a second by Chris Melton.

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

Chairperson

Secretary