

Kentucky Municipal Energy Agency

September 27, 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:

Michelle Hixon
Heather Overby
Charles Musson
Chris Lindner
Doug Buresh
Rob Leesman
Hance Price
Brown Thornton
Fred Haddad
John Painter
Pat Pace
Vent Foster
Tim Lyons

A. MEETING OPENING

A.1. Guest Introductions

Rationale:

The Chairman recognized any guests attending the meeting and Tim Lyons was recognized as the newly appointed Alternate Director from OMU.

B. REPORTS

B.1. Executive Committee Report

Rationale:

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

B.2. Financial Report

Rationale:

This was an update from the CFO on the previous months financial reports.

Motion Passed: Motion to Approve the financial Statement passed with a motion by Mike Withrow and a second by Josh Callihan.

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

Rationale:

Meeting minutes from August 23, 2018 were presented and approval was requested.

Motion Passed: Motion to accept the minutes of the 08/23/2018 Board Meeting 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

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 plans for the coming month.

D.2. Delivery Point Metering Transition Plan

Rationale:

This was a timeline 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

METER DATA SYSTEM RFP (Closed Session)

Delivery Point equipment and installation

E. ITEMS PRESENTED FOR ACTION AT THIS MEETING

E.1. KYMEA FY 2018 Audit

Rationale:

Chris Lindner with BKD presented to the board the FY 2018 Audit report.

Motion Passed: Board approval of the attached resolution passed with a motion by David Denton and a second by Kevin Frizzell.

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. Financial Advisory Contract with PFM

Rationale:

PFM accounting department has not invoiced KYMEA for the work performed during the credit rating process with Fitch and other financial advice and review performed at the request of KYMEA because they were waiting for a contract.

Motion Passed: Motion to approve the Financial Advisory contract with PFM for the period 9/27/18-6/30/19. Notating the following change "All controversies, claims, or disputes arising out of or related to this contract or any agreement, instrument, or document contemplated by this contract, shall be brought exclusively in state or federal courts located in the State of Kentucky, as appropriate." passed with a motion by David Denton and a second by Josh Callihan.

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. Procurement Policy

Rationale:

A procurement policy was presented to the board to review for action at the next meeting.

E.4. Public Comments

Rationale:

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

F. 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: (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 Natural Gas/Combined Cycle Resource RFP 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 Energy Services 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 RFP for Meter Data Systems solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings; (v) presenting and discussing potential responses to requests for proposals from the Henderson Municipal Power and Light and the Benham Plant Board and the discussion of membership opportunities and proposed fees for same to be made in response to said requests for proposals, as well as to other municipal utilities desiring services. 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 preliminary recommendations and preliminary memorandum in which opinions are expressed or policies formulated or recommended are to be discussed.

Rationale:

This session involved:

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:

discussing proposed, potential or pending litigation relating to KYMEA and its members relating to transmission issues;

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;

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; and

presenting and discussing the proposals received in response to the RFP for Meter Data Systems solicited under the competitive negotiation provisions of KRS 45A.370 and updating the negotiation proceedings;

presenting and discussing potential responses to requests for proposals from the Henderson Municipal Power and Light and the Benham Plant Board and the discussion of membership opportunities and proposed fees for same to be made in response to said requests for proposals, as well as to other municipal utilities desiring services..

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 preliminary recommendations and preliminary memorandum in which opinions are expressed or policies formulated or recommended are to be discussed.

Motion Passed: Motion For the KYMEA Board to enter into Closed Session 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
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

G. RETURN TO OPEN SESSION

Motion Passed: Motion to return to open session 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

Motion Passed: Motion For the KYMEA Board to enter back into Closed Session for additional discussion passed with a motion by Mike Withrow and a second by Kevin Howard.

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 to return to back 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
Eddie Gooch	Absent
Carl Shoupe	Absent
Phillip King	Absent
Chrissy O'Hara	Absent
David Denton	Yes
Kevin Frizzell	Yes
Kevin Howard	Yes

H. ACTIONS RELATED TO MATTERS DISCUSSED IN CLOSED SESSION

H.1. Energy Services Partner RFP Award

Rationale:

Dependent on Closed Session Discussions

Motion Passed: Approval of the attached resolution regarding the award of a contract for Energy Services Partner 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

H.2. Meter Data RFP

Rationale:

Dependent on Closed Session Discussions

Motion Passed: Motion to approve attached resolution regarding the award of a contract for the Meter Data System passed with a motion by Mike Withrow and a second by Josh Callihan.

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

H.3. Direction to Staff Regarding Proposal to Henderson, Benham, and other Potential Members.

Rationale:

Dependent on Closed Session Discussions

Motion Passed: Resolved that KYMEA prepare a proposal for submission to Henderson Municipal Power and Light in response to the HMPL RFP dated August 24, 2018 and that the Executive Committee is authorized to review and advise staff on the KYMEA proposal. 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

Motion Passed: Resolved that the President is authorized to offer to Benham Plant Board a proposal for an All Requirements service or a short term wholesale energy sale. 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

Motion Passed: Resolved that the President and CFO develop a KYMEA membership and other services rate table for use in billing KYMEA Members for services provided by KYMEA. 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

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 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, September 27, 2018, 10:00 AM Central Time, Bowling Green Municipal Utility

Wednesday, October 24, 2018, 1:00 PM Eastern Time, KMUA-Lexington, Hampton by Hilton-University/Medical Center, Wildcat Meeting Room

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

No other business was discussed

K. ADJOURNMENT

Motion Passed: Motion to Adjourn passed with a motion by Josh Callihan 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

Chairperson

Secretary