

Kentucky Municipal Energy Agency  
April 24, 2019 1:00 PM  
Berea City Hall  
212 Chestnut Street  
Berea, KY 40403

**Attendance Taken at 1:04 PM:**

Present Board Members:

Josh Callihan  
Ronald Herd  
Chris Melton  
Mike Withrow  
Kevin Frizzell  
Kevin Howard  
Gary Zheng

Absent Board Members:

Carl Shoupe  
Doug Hammers  
Phillip King  
Ramona Williams

Others Present:

Michelle Hixon  
John Painter  
Fred Haddad  
Charles Musson  
Brown Thornton  
Todd Harrington  
Vent Foster  
David Denton  
Randy Stone  
Tom Schultz  
Jacque Bowling  
Ed LaFontaine  
Scott Burnham  
Tom Trauger  
Latif Nurani  
Pat Pace  
Adrian Isaacs  
Walt Baldwin  
Mayor Bruce Fraley  
Rob Leesman joined as a remote participant

**A. MEETING OPENING**

**A.1. Guest Introductions**

**Rationale:**

The Chairman recognized any guests attending the meeting. The Chairman introduced Mayor Fraley. Mayor Fraley welcomed the KYMEA Board and guests to the City of Berea.

**B. REPORTS**

**B.1. Financial Report**

Rationale:

This was an update from the CEO on the previous month's financial reports.

**Motion Passed:** Motion to approve the presented financial reports from the prior month 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
Carl Shoupe	Absent
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

**C. CONSENT AGENDA**

**C.1. Approve Minutes**

Rationale:

Meeting minutes from March 28, 2019 were presented and approval from the KYMEA Board was requested.

**Motion Passed:** Motion to approve the Meeting minutes from March 28, 2019 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
Carl Shoupe	Absent
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

**D. DISCUSSION AGENDA**

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

Rationale:

This was an update from Doug Buresh 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 progress. Testing systems began in January 2019 for providing and billing for service in May 2019.

#### Key Tasks

##### Status of METER DATA SYSTEM

Update regarding Delivery Point equipment and installation progress  
Presentation of Meter dashboards and Rob's Schneider training  
Member meter Installations have been completed  
Redundant system installation is in progress  
Possible installation of a meter at Paducah

#### E. ITEMS PRESENTED FOR ACTION AT THIS MEETING

##### E.1. Vistra Amendment

###### Rationale:

The board was presented with a couple of minor changes to the Vistra contract. Board action to approve the amended change was requested.

**Motion Passed:** Motion to approve the Vistra amendment 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
Carl Shoupe	Absent
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

##### E.2. SEPA Scheduling

###### Rationale:

The board was presented with the SEPA contracts for Benham, Bardstown, and Nicholasville. A request to authorize Doug Buresh to sign the contracts was made.

**Motion Passed:** Motion to authorize Doug Buresh to sign the presented contracts. 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
Carl Shoupe	Absent
Phillip King	Absent

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

### E.3. Trading Authority Procedures

#### Rationale:

The board was presented with the Trading Authority Procedures that fall in line with the Enterprise Risk Management Policy previously approved by the board. The staff requested approval from the Board.

**Motion Passed:** Motion to approve the attached updated Trading Authority Procedures and resolution passed with a motion by Gary Zheng 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
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

### E.4. May 1 - Operations

#### Rationale:

The board was presented with an update on the remaining tasks necessary for May 1 operations.

The staff requested that the board authorize Doug Buresh Et al. to take whatever steps necessary to become operational on May 1, 2019.

**Motion Passed:** Motion to authorize the KYMEA President and CEO Et al. to take whatever steps necessary to become operational on May 1, 2019. 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
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

F. Closed Session Authorization for April 24, 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:

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

(ii) discussing the preliminary financial forecasts and recommendations for exercising a right of first refusal for additional supply pursuant to the Ashwood Solar Project; and

(iii) discussing the proposed amendment of certain terms and provisions of the Power Sales Agreement with Paducah Power System.

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)(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)(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:

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 preliminary financial forecasts and recommendations for exercising a right of first refusal for additional supply pursuant to the Ashwood Solar Project; and

3. Discussing the proposed amendment of certain terms and provisions of the Power Sales Agreement with Paducah Power System.

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)(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)(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 to enter into closed session 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

Carl Shoupe	Absent
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	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 Kevin Frizzell.

7 Yeas - 0 Nays.

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

#### H. ACTIONS RELATED TO MATTERS DISCUSSED IN CLOSED SESSION

##### H.1. Paducah Contract Amendment

###### Rationale:

This was discussed in closed session and any action necessary was brought into open session.

**Motion Passed:** Motion to approve the presented amendment 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
Phillip King	Absent
Kevin Frizzell	Yes
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

##### H.2. Ashwood Solar

###### Rationale:

Matters relating to the exercise of certain rights which may be available to KYMEA under the Ashwood Solar PPA were discussed in closed session and no action was required or need for the issuance for an RFP necessary.

#### I. PUBLIC COMMENTS

Rationale:

This is an opportunity for members of the public to provide input to the KYMEA Board. Comments will be limited to 5 minutes per speaker. No comments were made.

#### J. 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 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.

Our next meeting will be our Annual meeting and we will be electing officers.

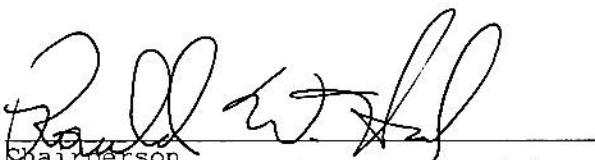
#### K. OTHER BUSINESS


#### L. ADJOURNMENT

**Motion Passed:** Motion to adjourn the KYMEA board meeting passed with a motion by Chris Melton and a second by Kevin Frizzell.

7 Yeas - 0 Nays.

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

  
Chairperson

  
Secretary