



Notice of Meeting of the KYMEA Board of Directors

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

Wednesday, November 20, 2019, 10 AM

A. Meeting Opening

A.1. Attendance: Taken at 10:07 AM

Present Board Members:

Josh Callihan

Ronald Herd

Philip King (Remote Participant entered the meeting at 10:07 AM, left the meeting at 11:07 AM)

Chris Melton

Mike Withrow

Tim Lyons (Proxy for Kevin Frizzell)

Kevin Howard

Gary Zheng

Absent Board Members:

Carl Shoupe

Doug Hammers

Kevin Frizzell

Ramona Williams

Staff Present:

Michelle Hixon

Heather Overby

Doug Buresh

Rob Leesman

Others Present:

Charles Musson

Vent Foster

Pat Pace

Andy McDonald



A.2. Guest Introductions: The Chairman thanked our guests for attending today's meeting. Andy McDonald introduced himself from Earth Tools and Envision Franklin County.

A.3. Call to Order: Chairman, Ron Herd, called the meeting to order at 10:09 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 October 23, 2019

Motion Passed: Approval of the previous month's meeting minutes passed with a motion by Tim Lyons and 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
Tim Lyons	Yes
(Proxy for Kevin Frizzell)	
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 Josh Callihan and 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
Tim Lyons	Yes
(Proxy for Kevin Frizzell)	
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

D. Committee Reports

D.1 Budget Committee: Chairman, Chris Melton reported that the Budget Committee had a great meeting on 11/19/2019. The committee and staff are working together to make a few changes before bringing a budget recommendation to the Board in January.

D.2 Compensation Committee: Chairman, Ron Herd, reported that there was a compensation committee meeting earlier this morning that went well. 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.

G. Action Items

G.1 Paducah Amendment #5: Doug informed the Board on the need for the amendment, as discussed last month, and requested authority to sign the amendment.

Motion Passed: Motion to authorize the CEO to sign the Paducah Amendment #5 passed with a motion by Josh Callihan and a second by Mike Withrow.

8 Yeas - 0 Nays.

Josh Callihan	Yes
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Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Yes
Tim Lyons	Yes
(Proxy for Kevin Frizzell)	
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

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.

Andy McDonald shared his concern about possible IRP outcomes. He urged the Agency not to enter into fossil fuel or natural gas generation projects. He requested to review the IRP draft and any completed IRP documents.

I. Upcoming Meetings and Other Business

Next Meeting is Wednesday, December 18th 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.

J. Closed Session

Closed Session Authorization for November 20, 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 proposed or potential power purchases or sales that have been disclosed in confidentiality to KYMEA; and

(iii) discussing the market report and KYMEA's future and potential hedging strategy
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.

Motion Passed: Motion to enter into closed session passed with a motion by Tim Lyons (Proxy for Kevin Frizzell) 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
Tim Lyons	Yes
(Proxy for Kevin Frizzell)	
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 Tim Lyons (Proxy for Kevin Frizzell).

7 Yeas - 0 Nays.

Josh Callihan	Yes
Ronald Herd	Yes
Chris Melton	Yes
Mike Withrow	Yes
Carl Shoupe	Absent
Philip King	Absent
Tim Lyons	Yes
(Proxy for Kevin Frizzell)	
Doug Hammers	Absent
Kevin Howard	Yes
Ramona Williams	Absent
Gary Zheng	Yes

K. Actions Related to Closed Session

No action was needed.

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
Tim Lyons	Yes
(Proxy for Kevin Frizzell)	
Doug Hammers	Absent
Kevin Howard	Yes



Ramona Williams Absent
Gary Zheng Yes

 Russell W. Hill
Chairperson

 Christy L. Miller
Secretary