

Mark A. Stallons

President & CEO

Owen Electric Cooperative  
8205 Hwy 127N; PO Box 400  
Owenton, KY 40359

☎ **Direct Line:** 502-563-3500

☎ **Mobile:** 502-514-1650

✉ **Email:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com)

<image001.jpg>

***"One of your goals for the future is for you to identify and solve your own problems.  
But since you are new, come on up and we'll talk."***

Source: The One Minute Manager, Page 30.

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[Spam](#) | [Not spam](#)

[Forget previous vote](#)

<Letter of Notice -Final.docx>

**From:** Elaine Johns  
**To:** Mark Stallons  
**Cc:** Mike Williams; Tim Sharp; Carol Wright; Joni Hazelrigg; Debbie Martin; CHRIS BREWER (cbrewer@clarkenergy.com) (cbrewer@clarkenergy.com); Jim Crawford; Missy Moore  
**Subject:** Re: EKPC A3 Notice  
**Date:** Tuesday, February 6, 2018 12:12:06 PM

---

Ok, can you please send the latest and greatest A3 Allotment spreadsheet?

Thanks!

Sent from my iPhone

On Feb 6, 2018, at 12:09 PM, Mark Stallons <mstallons@owenelectric.com> wrote:

Elaine,

I have revised my notice after confirming with David Crews that Owen's 5% maximum 36 month rolling coincident peak has moved from 18.5MW to 18.9MW as a result of the January 2018 load levels. Please review and advise. I would like to send this update later today.

Thanks,

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[Spam](#) | [Not spam](#)  
[Forget previous vote](#)

<Letter of Notice -Final.docx>

**From:** Mark Stallons  
**To:** Elaine.Johns@enervision-inc.com  
**Cc:** Mike Williams; Tim Sharp; Carol Wright; Joni Hazelrigg; Debbie Martin; CHRIS BREWER (cbrewer@clarkenergy.com) (cbrewer@clarkenergy.com); Jim Crawford; Missy Moore  
**Subject:** EKPC A3 Notice  
**Date:** Tuesday, February 6, 2018 12:09:27 PM  
**Attachments:** Letter of Notice -Final.docx

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Elaine,

I have revised my notice after confirming with David Crews that Owen's 5% maximum 36 month rolling coincident peak has moved from 18.5MW to 18.9MW as a result of the January 2018 load levels. Please review and advise. I would like to send this update later today.

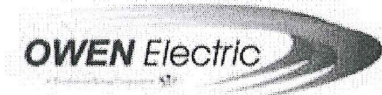
Thanks,

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February 2, 2018

Mr. Anthony S. Campbell  
President and CEO  
East Kentucky Power Cooperative  
4775 Lexington Road  
P.O. Box 707  
Winchester, KY 40392-0707

Dear Mr. Campbell,

Pursuant to the provisions of the Amendment No. 3 to the Wholesale Power Contract between East Kentucky Power Cooperative, Inc. ("EKPC"), and Owen Electric Cooperative Inc. ("Owen Electric") dated October 23, 2003 ("Amendment 3"), and the Memorandum of Understanding and Agreement regarding Alternate Power Sources, between EKPC and the 16 Owner Members of EKPC including Owen Electric, dated July 16, 2015 ("MOU"), Owen Electric does hereby provide the following notice of its election to reduce its purchases of electric power from EKPC and replace same with electric power furnished from an Alternate Source.

According to the provisions of Section 4(A) of the MOU there are five (5) primary procedures and requirements for the content of this notice; in compliance with these provisions, Owen Electric provides the required information with respect to its Alternate Source election immediately following each listed item.

- (i) *the term during which the Alternate Source will be used to reduce the Owner Member's purchases from EKPC under the Wholesale Power Contract, including the date on which such use will begin, and the length of time during which such use will continue, which length may not exceed 20 years (including any renewal options for an Alternate Source that is a contract with a third party)*

**The Alternate Source (which is further described below) will be used to supply 18.9 MW's of Owen Electric's power requirements outside of and separate from the Wholesale Power contract between Owen Electric and EKPC for a term of 5-20 years commencing at 12:00 a.m. (EST) on September 1, 2019.**

- (ii) *the maximum electrical capacity, in kW, to be available from the Alternate Source and the corresponding amount of reduction in demands to be served by EKPC as a result of the Alternate Sources, appropriately taking into account expected losses, if any*

**The maximum electrical capacity to be available from the Alternate Source, and the corresponding amount of reduction in demands to be served by EKPC as a result of the use of the Alternate Source, is 18,900 kW.**

- (iii) *a general description of the nature of the Alternate Source and the primary generating facilities from which the subject electric power and energy will be produced*

**The Alternate Source shall be in the form of Owen Electric becoming a PJM member and purchasing energy, capacity, transmission and services required by PJM policies from the PJM Market.**

- (iv) *the approximate, expected pattern of use or dispatching of the Alternate Source and the corresponding pattern of the hourly reductions in energy to be purchased by the Owner Member from EKPC*

**The Alternate Source will supply the 18,900 kW of energy all hours of each year of the 5-20 year term, by purchasing same from the PJM wholesale market.**

- (v) *a designation of whether the Alternate Sources will be:*
- (a) *interconnected to the Owner Member's distribution system (and not to any transmission system) and will not produce energy in any hour in excess of the Owner Member's load at the Related EKPC Point of Delivery. Such Alternate Sources are referred to in in the MOU&A as "Behind the Meter Sources". The "Related EKPC Point of Delivery" with respect to any Alternate Sources is the point of delivery under the Owner Member's Wholesale Power Contract through which energy purchased from EKPC would be used to serve the load served by the Alternate Source if the Alternate Source did not exist;*
  - (b) *interconnected or delivered to EKPC's or another entity's transmission system; or*
  - (c) *interconnected to the Owner Member's distribution system and will produce energy that exceeds the Owner Member's load at the Related EKPC Point of Delivery.*

**The Alternate Source will be: (b) interconnected or delivered to EKPC's or another entity's transmission system.**

Owen Electric will provide additional detail regarding the Alternate Source when it is available and looks forward to work with EKPC on implementation.

Please let me know if you have any questions regarding this Alternate Source.

Sincerely,

Mark A. Stallons  
President and CEO  
Owen Electric Cooperative

**From:** [Elaine Johns](#)  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); Tim Sharp; Carol Wright; Mike Williams; Chris Brewer; Debbie Martin; Joni Hazelrigg  
**Cc:** [Mary Ellen Cole](#); [Barry Birkett](#)  
**Subject:** Mark to Market Examples  
**Date:** Tuesday, February 6, 2018 7:52:43 AM  
**Attachments:** [Mark to Market Examples for Kentucky Group 02 2018.xlsx](#)

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All, we have put together 3 examples on how mark to market works. Please note Example #3 – we discuss a concept of credit threshold which is a component negotiated in mark to market transactions. The goal is to have a credit threshold high enough so that a mark is not triggered.

Note: the print paper is set to 11x17 so it's all on one page!

Please let me know if you'd like to discuss further. Thanks,  
Elaine

**Elaine Johns** President/CEO  
T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

**ENERVISION®** 4170 Ashford Dunwoody Road | Suite 550 | Atlanta, GA 30319

**Look for us in Booth #1518 at the NRECA Tech-Advantage Conference & Expo in Nashville, TN Feb. 26<sup>th</sup>-28<sup>th</sup>, 2018!**

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**From:** Mark Stallons  
**To:** Mike Williams; Tim Sharp; Carol Wright; Joni Hazelrigg; Debbie Martin; CHRIS BREWER  
(cbrewer@clarkenergy.com) (cbrewer@clarkenergy.com)  
**Cc:** Mark Stallons; Rusty Williams; April Brown; Judy Osborne  
**Subject:** Amendment 3 Cost Impact  
**Date:** Monday, February 5, 2018 10:59:35 AM  
**Attachments:** Cost Shift All IN 020318.xlsx

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Kentucky Group,

Attached please find an excel model to understand the cost impacts and shifts associated with giving Amendment 3 notice. To use the model please complete the following:

1. Note that on the A3 Savings tab cell E2 it has a zero (0) entered to date meaning that no coops other than SKY have exercised their Amendment 3 option. You can change the number to 7 to see the impact of the Kentucky Group or you can change the number to 15 and see the impact of all the cooperatives using the remaining allotment.
2. Note that the Allotment tab includes Sally Witt's load data up through October 31, 2017. When January 2018 numbers are available this week I will update this tab.
3. Note on the Cost Shift tab, please add your 2018 Environmental Surcharge power budget in column titled the same and also add your Base Rate 2018 Budget number in the column titled the same. This will allow you to see the cost impact on your cooperative for all three cases discussed above.

Please add your cooperative data and reply to all of us. Please review and vet the model from an accuracy stand point. I welcome your gentle corrections. I suggest we share this or a similar tool with EKPC to aide our discussions at EKPC next week.

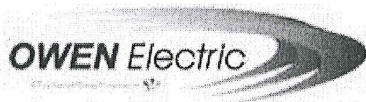
Thanks,

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### EKPC A3 Allotments, Based on Data Through October 2017 (per Sally Witt)

Owner-Member Cooperative	EKPC CP (MW) for Month of			Average	Load Ratio Share of the 5% Cap	15% Election	5% Election	Existing Projects	Noticed Projects	Remaining MW Share	All In	RFP Election	Percent
	Feb. 2015	Jan. 2016	Jan. 2017										
Blue Grass	410.92	315.86	324.44	350.40	17.52	53.37	17.80	0.00	0.00	17.80	11.33	11.30	63.48%
Owen	347.37	313.05	350.69	337.03	16.85	61.71	20.60	2.00	0.00	18.60	11.84	11.80	63.44%
Salt River	314.39	248.65	262.00	275.01	13.75	41.79	13.90	2.00	0.00	11.90	7.57	7.60	63.87%
Jackson	325.61	241.36	230.23	265.73	13.29	40.06	13.40	2.60	2.64	8.16	5.19	5.10	62.50%
Nolin	211.10	188.12	199.11	199.44	9.97	31.08	10.40	0.00	0.00	10.40	6.62	6.60	63.46%
Fleming Mason	196.87	179.19	166.89	180.98	9.05	27.41	9.10	0.00	0.00	9.10	5.79	5.80	63.74%
Inter-County	171.14	126.10	134.05	143.76	7.19	21.83	7.30	0.00	0.00	7.30	4.65	4.60	63.01%
Taylor	159.42	126.55	139.07	141.68	7.08	21.36	7.10	0.00	0.00	7.10	4.52	4.50	63.38%
Cumberland Valley	158.27	120.75	109.65	129.55	6.48	19.45	6.50	0.00	0.00	6.50	4.14	4.10	63.08%
Clark	153.99	114.84	113.62	127.48	6.37	19.14	6.40	0.00	0.00	6.40	4.07	4.00	62.50%
Shelby	120.51	102.00	99.56	107.35	5.37	16.27	5.40	0.00	0.00	5.40	3.44	3.40	62.96%
Big Sandy	89.48	64.77	56.94	70.40	3.52	10.65	3.50	0.00	0.00	3.50	2.23	2.20	62.86%
Licking Valley	88.57	62.72	58.66	69.98	3.50	10.64	3.50	0.00	0.00	3.50	2.23	2.20	62.86%
Grayson	85.17	62.79	57.65	68.53	3.43	10.30	3.40	0.00	0.00	3.40	2.16	2.10	61.76%
Farmers	136.36	120.49	115.85	124.23	6.21	18.81	6.30	4.60	0.00	1.70	1.08	1.00	58.82%
South Kentucky	458.91	352.24	353.44	388.20	19.41	58.46	19.50	0.00	58.00	0.46	0.00	0.00	
<b>Total</b>	<b>3428.06</b>	<b>2739.47</b>	<b>2771.82</b>	<b>2979.79</b>	<b>148.99</b>	<b>462.32</b>	<b>154.10</b>	<b>11.20</b>	<b>60.64</b>	<b>121.22</b>	<b>76.86</b>	<b>76.30</b>	
<b>Remaining Notice Amount</b>										<b>77.15</b>			

#### Noticed Projects

Owner-Member	Project	MW	Delivery Date	
Jackson	Irvine LFGTE	1.60	10/2013	
Jackson	Dupree Energy Sys	1.00	3/2015	
Farmers	Federal Mogul DG	3.60	2005	
Farmers	Glasgow LFGTE	1.00	11/2015	
Salt River	Lock 7	2.00	2013	
Owen	Bromley DG Unit	2.00	2016	
South Kentucky	PPA	58.00	6/2019	
Jackson	Hydro	2.64	1/2019	Not yet Noticed
<b>Total Projects</b>		<b>71.84</b>		

Savings Based on Number that gives Notice			0	Discount Rate			4.00%
Cooperative	MW Load Oct 31, 2017	Savings per MW	Savings per Year	NPV 5 Years	NPV 10 Years	NPV 15 Years	NPV 20 Years
Blue Grass	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Owen	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Salt River	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Jackson	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Nolin	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Fleming Mason	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Inter-County	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Taylor	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Cumberland Valley	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Clark	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Shelby	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Big Sandy	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Licking Valley	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Grayson	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
Farmers	0.00	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -
	-		-	-	-	-	-
South Kentucky	\$ 58.00	\$ 20.00	\$ 10,161,600	\$ 45,237,638	\$ 82,419,679	\$ 112,980,606	\$ 138,099,460

### Amendment 3 Impact on EKPC (DRAFT)

<i>Notice</i>	<i>MW</i>	<i>MWh/Year</i>	<i>ES \$ Shift</i>	<i>ES %</i>	<i>Base \$ Shift</i>	<i>Total \$ Shift</i>
South Kentucky	58.0	508,080	\$ 4,100,000.00	100.00%	\$ 13,000,000.00	\$ 17,100,000.00
Blue Grass	0.0	-	\$ -	0.00%	\$ -	\$ -
Owen	0.0	-	\$ -	0.00%	\$ -	\$ -
Salt River	0.0	-	\$ -	0.00%	\$ -	\$ -
Jackson	0.0	-	\$ -	0.00%	\$ -	\$ -
Nolin	0.0	-	\$ -	0.00%	\$ -	\$ -
Fleming Mason	0.0	-	\$ -	0.00%	\$ -	\$ -
Inter-County	0.0	-	\$ -	0.00%	\$ -	\$ -
Taylor	0.0	-	\$ -	0.00%	\$ -	\$ -
Cumberland Valley	0.0	-	\$ -	0.00%	\$ -	\$ -
Clark	0.0	-	\$ -	0.00%	\$ -	\$ -
Shelby	0.0	-	\$ -	0.00%	\$ -	\$ -
Big Sandy	0.0	-	\$ -	0.00%	\$ -	\$ -
Licking Valley	0.0	-	\$ -	0.00%	\$ -	\$ -
Grayson	0.0	-	\$ -	0.00%	\$ -	\$ -
Farmers	0.0	-	\$ -	0.00%	\$ -	\$ -
<b>Member Owner Total</b>	<b>58.0</b>	<b>508,080</b>	<b>\$ 4,100,000.00</b>		<b>\$ 13,000,000.00</b>	<b>\$ 17,100,000.00</b>
<b>EKPC 2018 Budget</b>	<b>29,194</b>	<b>13,534,101</b>	<b>EKPC Pass Thru</b>		<b>EKPC Rate Increase</b>	

### Cost Shift Percentages

<i>EKPC Base Rate Impact</i>	<i>EKPC 2018 Budget (pgA2)</i>	<i>Base Shift</i>	<i>Percent Increase</i>	<i>SKY Alone</i>
Base Rate	\$ 777,941,988.00	\$ 13,000,000.00	1.67%	1.67%
EKPC ES Revenue	\$ 109,603,865.00	\$ 4,100,000.00	3.74%	3.74%

**A3 Cost Shift**

<u>Member Owner</u>	<u>Member Owner ES Power Bill</u>	3.74%	<u>Member Owner Base Rate Power Bill</u>	1.67%	<u>Base Rate Savings</u>	<u>Net Base Rate Savings (Loss)</u>	<u>Net Member Savings (Loss)</u>
		<u>ES Cost Increase</u>		<u>Base Rate Increase</u>			
Blue Grass							
Owen	\$ 10,178,329.52	\$ 380,745.25	\$ 79,426,899.01	\$ 1,327,283.66	\$ -	\$ (1,327,283.66)	\$ (1,708,028.91)
Salt River							
Jackson							
Nolin							
Fleming Mason							
Inter-County							
Taylor							
Cumberland Valley							
Clark							
Shelby							
Big Sandy							
Licking Valley							
Grayson							
Farmers							
South Kentucky							
<b>Total</b>	<b>\$ 10,178,329.52</b>	<b>\$ 380,745.25</b>	<b>\$ 79,426,899.01</b>	<b>\$ 1,327,283.66</b>	<b>\$ -</b>	<b>\$ (1,327,283.66)</b>	

**From:** Mark Stallons  
**To:** [Tim Sharp](mailto:Tim.Sharp@clarkenergy.com); [Carol Wright](mailto:Carol.Wright@clarkenergy.com); [Mike Williams](mailto:Mike.Williams@clarkenergy.com); [Joni Hazelrigg](mailto:Joni.Hazelrigg@clarkenergy.com); [Debbie Martin](mailto:Debbie.Martin@clarkenergy.com); CHRIS BREWER ([cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com)) ([cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com))  
**Cc:** [Jim Crawford](mailto:Jim.Crawford@enervision-inc.com); [Rusty Williams](mailto:Rusty.Williams@enervision-inc.com); [April Brown](mailto:April.Brown@enervision-inc.com); [Judy Osborne](mailto:Judy.Osborne@enervision-inc.com); [Missy Moore](mailto:Missy.Moore@enervision-inc.com); [Mary Ellen Cole](mailto:MaryEllen.Cole@enervision-inc.com); [Elaine Johns](mailto:Elaine.Johns@enervision-inc.com)  
**Subject:** FW: Amendment 3 Notice  
**Date:** Friday, February 2, 2018 5:22:23 PM  
**Attachments:** [2018 A3 Notice.pdf](#)

---

All,

We finished our board meeting this afternoon at 2pm and my board passed a motion requesting that I provide notice to EKPC as soon as possible. Please see the attached notice that I emailed to Tony at 4:50pm this afternoon. Owen's notice is a blend of South Kentucky and Salt River's recent notices.

I then left a message on Tony's mobile and work phone explaining that Owen views this as a defensive strategy and desires to work with EKPC and our fellow Member Owners. Please call if you would like to discuss in more depth.

Thanks,

Mark

---

**From:** Mark Stallons  
**Sent:** Friday, February 02, 2018 4:51 PM  
**To:** [tony.campbell@ekpc.coop](mailto:tony.campbell@ekpc.coop)  
**Cc:** James M Crawford ([jcrawford@cbkylaw.com](mailto:jcrawford@cbkylaw.com)) <[jcrawford@cbkylaw.com](mailto:jcrawford@cbkylaw.com)>  
**Subject:** Amendment 3 Notice

Tony,

Attached please find Owen Electric's notice of its election to reduce its purchases of electric power from EKPC and replace same with power furnished from an alternate source. We will follow with a written letter in the mail this coming Monday, February 5, 2018. Should you have any questions, please do not hesitate to call.

Sincerely,

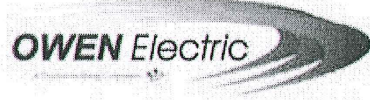
Mark A. Stallons  
President & CEO

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Source: The One Minute Manager, Page 30.

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A Touchstone Energy Cooperative 

February 2, 2018

Mr. Anthony S. Campbell  
President and CEO  
East Kentucky Power Cooperative  
4775 Lexington Road  
P.O. Box 707  
Winchester, KY 40392-0707

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**The Alternate Source (which is further described below) will be used to supply Owen Electric's power requirements outside of and separate from the Wholesale Power Contract between Owen Electric and EKPC for a term of 5-20 years commencing at 12:00 a.m. (EST) on September 1, 2019.**

- (ii) *the maximum electrical capacity, in kW, to be available from the Alternate Source and the corresponding amount of reduction in demands to be served by EKPC as a result of the Alternate Sources, appropriately taking into account expected losses, if any*

**The maximum electrical capacity to be available from the Alternate Source, and the corresponding amount of reduction in demands to be served by EKPC as a result of the use of the Alternate Source, is to be calculated at the level equal to five percent (5%) of the rolling average of Owen Electric's coincident peak demand for the single calendar month with the highest average peak demand occurring during each of the three (3) twelve-month (12-month) periods immediately preceding this notice, less previously-noticed 2MW Bromley DG Unit upon calculation of the five percent (5%)**



level as defined by the A3 Allotment spreadsheet by EKPC which includes the month of January 2018 in the calculation.

- (iii) *a general description of the nature of the Alternate Source and the primary generating facilities from which the subject electric power and energy will be produced*

**The Alternate Source shall be in the form of Owen Electric becoming a PJM member and purchasing energy, capacity, transmission and services required by PJM policies from the PJM Market.**

- (iv) *the approximate, expected pattern of use or dispatching of the Alternate Source and the corresponding pattern of the hourly reductions in energy to be purchased by the Owner Member from EKPC*

**The Alternate Source will provide for delivery of the capacity designated above in every hour of the term of the Alternate Source.**

- (v) *a designation of whether the Alternate Sources will be:*

- (a) *interconnected to the Owner Member's distribution system (and not to any transmission system) and will not produce energy in any hour in excess of the Owner Member's load at the Related EKPC Point of Delivery. Such Alternate Sources are referred to in the MOU&A as "Behind the Meter Sources". The "Related EKPC Point of Delivery" with respect to any Alternate Sources is the point of delivery under the Owner Member's Wholesale Power Contract through which energy purchased from EKPC would be used to serve the load served by the Alternate Source if the Alternate Source did not exist;*
- (b) *interconnected or delivered to EKPC's or another entity's transmission system; or*
- (c) *interconnected to the Owner Member's distribution system and will produce energy that exceeds the Owner Member's load at the Related EKPC Point of Delivery.*

**The Alternate Source will be: (b) interconnected or delivered to EKPC's or another entity's transmission system.**

Owen Electric will provide additional detail regarding the Alternate Source when it is available and looks forward to work with EKPC on implementation.

Please let me know if you have any questions regarding this Alternate Source.

Sincerely,



Mark A. Stallons  
President and CEO  
Owen Electric Cooperative

**From:** Elaine Johns  
**To:** mstallons@owenelectric.com; Tim Sharp; Carol Wright; Mike Williams; cbrewer@clarkenergy.com; debbiem@shelbyenergy.com; jhazelrigg@fme.coop  
**Cc:** Mary Ellen Cole; Barry Birkett  
**Subject:** SKRECC filing  
**Date:** Friday, February 2, 2018 10:26:15 AM

---

Posted on the PUC website: [https://psc.ky.gov/PSC\\_WebNet/ViewCaseFilings.aspx?Case=2018-00050](https://psc.ky.gov/PSC_WebNet/ViewCaseFilings.aspx?Case=2018-00050)

**Elaine Johns President/CEO**

T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

EnerVision® [4170 Ashford Dunwoody Road | Suite 550 | Atlanta, GA 30319](https://www.enervision.com)

Sent from my iPad

**From:** Elaine Johns  
**To:** [cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com); [debbiem@shelbyenergy.com](mailto:debbiem@shelbyenergy.com); [jhazelrigg@fme.coop](mailto:jhazelrigg@fme.coop)  
**Cc:** Mary Ellen Cole; Mark Stallons; Tim Sharp; Carol Wright; Mike Williams  
**Subject:** Next Steps  
**Date:** Friday, February 2, 2018 7:55:43 AM

---

(Sorry to miss you yesterday, Chris!)

The next steps:

We are communicating to the marketers today to start Round 2 pricing (sharpen the pencils), potential 70 MW and inquire/introduce a subscription process (in the event some may not execute). At that time, we will communicate your coop names and proceed with NDAs for you - this will probably entail all 7 of you to execute NDAs with each marketer to allow you to share information.

Round 2 pricing will be due Feb. 14.

Our admin staff will be working next week to even out all expenses to this project through January among the 7 of you. Please send me your executed EnerVision Professional Services Agreement if you haven't already.

Please send me your contact information (like your cell) as things can move quickly this month.

Hoping the Groundhog has a great day! Please let us know if you have any questions.  
Elaine

**Elaine Johns President/CEO**

T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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Sent from my iPad

**From:** Elaine Johns  
**To:** Mary Ellen Cole  
**Cc:** mstallons@owenelectric.com; Tim Sharp; Carol Wright; Mike Williams; Barry Birkett  
**Subject:** Re: EKPC Notice Template  
**Date:** Friday, February 2, 2018 7:20:44 AM

---

Update and to answer questions from yesterday:

While there is a provision in the **MOU (5(E)(i))** under which EKPC would purchase market power to replace energy from an Alternate Source that does not deliver as anticipated, all provisions point to the obligation of EKPC to serve Members' load under the full requirements rate as long as any notice is cancelled within six month of being submitted to EKPC.

It is clear load is anticipated to be served under the full requirements rate until the date in the notice. Under **Section 4(E) of the MOU**, the member has until six months beyond the date provided in the notice to bring the Alternate Source online. That section clearly states the load will continue to be served by EKPC under the Wholesale Power Contract for that six month period.

**Section 4(D) of the MOU** provides the ability for the member to cancel or modify the Alternate Source election by providing EKPC 18 months' notice.

Taken together, these sections give the member six months from the date the initial notice is submitted to EKPC to cancel the notice without risk of the load being taken out from under the EKPC tariff.

In looking at Amendment 3 (not the MOU), there is a section to note. Pursuant to **Section I.1.b. of Amendment 3**, if a notice is given and cancelled, such that the loads go back to the EKPC full requirements obligation, "such loads" may not thereafter be switched to another supplier. We have a simple interpretation to that language: in the event you desire to cancel your notice, the MWs associated with your Feb. 2018 go back to the EKPC pot and cannot be used again. You can still notice later - say, in May 2018, those are not the same MWs.

As you know, this week Clark, Shelby and Fleming Mason received the nods from their boards to join the RFP. We are communicating with the marketers today for sharpened pricing and a potential 70 MW block.

Please let us know if you have questions/comments. Thanks,  
Elaine

Sent from my iPad

On Feb 1, 2018, at 3:12 PM, Mary Ellen Cole <[Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)> wrote:

Good afternoon all,

After a question from Tim, we feel that your notice could say 20 years instead of 5-20 years for the term. You're reserving your right to extend your term for the full 20 years while leaving the option open to a shorter term should you so choose. If you provide notice now, and choose later to not follow through with an Alternate Source, your load will stay within the full requirements rate. This is per the MOU.

If you have any questions, please feel free to email or call. Thanks,  
Mary Ellen

**Mary Ellen Cole** Lead Consultant  
Main (866) 454-0548 | Alt. (866) 803-6037 | (888) 999-8840  
[mary\\_ellen.cole@enervision-inc.com](mailto:mary_ellen.cole@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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---

**From:** Elaine Johns  
**Sent:** Tuesday, January 30, 2018 4:23 PM  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); Tim Sharp <[tjsharp@srelectric.com](mailto:tjsharp@srelectric.com)>; Carol Wright <[carolwright@jacksonenergy.com](mailto:carolwright@jacksonenergy.com)>; [mikew@bgenenergy.com](mailto:mikew@bgenenergy.com)  
**Cc:** Barry Birkett <[Barry.Birkett@enervision-inc.com](mailto:Barry.Birkett@enervision-inc.com)>; Mary Ellen Cole <[Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)>  
**Subject:** EKPC Notice Template

Hi, all – attached is a template for the EKPC notice – the letter contains all requirements of the notice as outlined in the MOU.

Please let us know if you have any questions. See you at 8am!  
Elaine

**Elaine Johns** President/CEO  
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[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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**From:** Tim Sharp  
**To:** bsexton@bigsandyrecc.com; Mike Williams; CHRIS BREWER (cbrewer@clarkenergy.com) (cbrewer@clarkenergy.com); ted.hampton@cumberlandvalley.coop; bprather@farmersrecc.com; jhazelrigg@fme.coop; carol.fraley@graysonrecc.com; jerry@intercountyenergy.net; carolwright@jacksonenergy.com; kkhoward@lvrecc.com; mmiller@nolinrecc.com; Mark Stallons; "Dennis Holt" (dholt@skrecc.com); debbiem@shelbyenergy.com; bmyers@tcrecc.com  
**Cc:** tony.campbell@ekpc.coop  
**Subject:** EKPC Amendment Three Notification  
**Date:** Friday, February 2, 2018 8:12:46 AM

---

As a courtesy, we want to make you aware that Salt River Electric has given East Kentucky Power notification yesterday of our intention to exercise our Amendment Three rights.

Salt River Electric has given East Kentucky Power notice of our intent to acquire the remaining amount up to 5% of our rolling three year average peak from an alternate source. This alternate source is scheduled to begin on September 1, 2019.

Per Tony Campbell's memo of 1/30/18, Salt River is more than willing to work toward a strategy is more beneficial to all of EKPC's members.

Please feel free to contact me if you have any questions or concerns.

Tim Sharp  
Salt River Electric

**From:** [Tim Sharp](#)  
**To:** [carolwright@jacksonenergy.com](mailto:carolwright@jacksonenergy.com); Mark Stallons; Mike Williams  
**Cc:** [Elaine Johns](#)  
**Subject:** FW: Salt River notification  
**Date:** Thursday, February 1, 2018 4:21:22 PM  
**Attachments:** [Notification to EKPC 02-01-18.pdf](#)

---

FYI. See attached. I also spoke briefly with Tony & he understood our position.

Please call if you have questions.

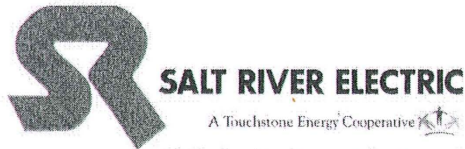
---

**From:** Tim Sharp  
**Sent:** Thursday, February 1, 2018 4:11 PM  
**To:** 'tony.campbell@ekpc.coop' <tony.campbell@ekpc.coop>  
**Subject:** Salt River notification

Tony,

Please see attached.





111 West Brashear Avenue • Bardstown, Kentucky 40004  
(502) 348-3931 • (502) 955-9732 • Fax (502) 348-1993

February 1, 2018

Mr. Tony Campbell  
President and CEO  
East Kentucky Power Cooperative  
4775 Lexington Rd  
Winchester KY 40392

RE: Alternate Source Notice Pursuant to Amendment No. 3 to the Wholesale Power Contract Between East Kentucky Power Cooperative and Salt River Electric Cooperative Corporation

Dear Tony:

Salt River Electric Cooperative Corporation (hereafter, "Member") hereby provides an Alternate Source Notice to East Kentucky Power Cooperative, Inc. (hereafter, "EKPC") pursuant to Amendment No. 3 to the Wholesale Power Contract between EKPC and Member dated November 21, 2003, as interpreted in the Memorandum of Understanding and Agreement Regarding Alternative Power Sources between EKPC and each of the Owner Members dated July 16, 2015.

Notice is given to EKPC that Member intends to use an Alternate Source to reduce its purchases from EKPC under the Wholesale Power Contract beginning September 1, 2019 and continuing for a period of 20 years.

The capacity of the Alternate Source is to be calculated at the level equal to five percent (5%) of the rolling average of Member's coincident peak demand for the single calendar month with the highest average peak demand occurring during each of the three (3) twelve-month (12-month) periods immediately preceding this notice, less previously-noticed Lock 7 Hydro Partners LLC. Our notice is in reference to the A3 Allotment spreadsheet by EKPC which includes the month of January 2018 in the calculation. The Alternate Source shall reduce Member's demand to be served by EKPC by the same amount.

The Alternate Source is anticipated to be a market purchase by Member under a power purchase agreement or similar contractual arrangement that will provide for delivery of the capacity designated above in every hour of the term of the Alternate Source.

It is anticipated that the Alternate Source will be interconnected or delivered to EKPC's or another entity's transmission system.

We will provide additional detail regarding the Alternate Source when it is available and look forward to working with EKPC on implementation.

Please let me know if you have any questions regarding this Alternate Source Notice.

Sincerely,

Tim Sharp  
President and CEO

Salt River Electric is an equal opportunity provider and employer

**From:** Mary Ellen Cole  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); Tim Sharp; Carol Wright; Mike Williams  
**Cc:** Barry Birkett; Elaine Johns  
**Subject:** RE: EKPC Notice Template  
**Date:** Thursday, February 1, 2018 3:12:38 PM

---

Good afternoon all,

After a question from Tim, we feel that your notice could say 20 years instead of 5-20 years for the term. You're reserving your right to extend your term for the full 20 years while leaving the option open to a shorter term should you so choose. If you provide notice now, and choose later to not follow through with an Alternate Source, your load will stay within the full requirements rate. This is per the MOU.

If you have any questions, please feel free to email or call. Thanks,  
Mary Ellen

**Mary Ellen Cole** Lead Consultant  
Main (865) 454-0548 | Alt. (865) 803-6037 | (888) 999-8840  
[mary\\_ellen.cole@enervision-inc.com](mailto:mary_ellen.cole@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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---

**From:** Elaine Johns  
**Sent:** Tuesday, January 30, 2018 4:23 PM  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); Tim Sharp <[tjsharp@srelectric.com](mailto:tjsharp@srelectric.com)>; Carol Wright <[carolwright@jacksonenergy.com](mailto:carolwright@jacksonenergy.com)>; [mikew@bgenergy.com](mailto:mikew@bgenergy.com)  
**Cc:** Barry Birkett <[Barry.Birkett@enervision-inc.com](mailto:Barry.Birkett@enervision-inc.com)>; Mary Ellen Cole <[Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)>  
**Subject:** EKPC Notice Template

Hi, all – attached is a template for the EKPC notice – the letter contains all requirements of the notice as outlined in the MOU.

Please let us know if you have any questions. See you at 8am!  
Elaine

**Elaine Johns** President/CEO

T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840

[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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**From:** Elaine Johns  
**To:** Tim Sharp; Carol Wright; Mike Williams  
**Subject:** Fwd: Power Supply RFP Process  
**Date:** Wednesday, January 31, 2018 4:36:43 PM

---

Sent from my iPhone

Begin forwarded message:

**From:** Debbie Martin <[debbiem@shelbyenergy.com](mailto:debbiem@shelbyenergy.com)>  
**Date:** January 31, 2018 at 4:19:28 PM EST  
**To:** Mark Stallons <[mstallons@owenelectric.com](mailto:mstallons@owenelectric.com)>, Joni Hazelrigg <[jhazelrigg@fmc.coop](mailto:jhazelrigg@fmc.coop)>  
**Cc:** Missy Moore <[mmoore@owenelectric.com](mailto:mmoore@owenelectric.com)>, Mary Ellen Cole <[Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)>, "Elaine Johns@enervision-inc.com" <[Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com)>, Jim Crawford <[JCrawford@cbkylaw.com](mailto:JCrawford@cbkylaw.com)>  
**Subject:** RE: Power Supply RFP Process

Mark:

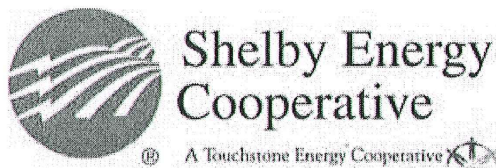
Our board executed the resolution today. I will get a copy to Elaine in just a few moments.

Thanks again for the opportunity.  
Debbie

**Debra J. Martin**  
**President & CEO**

620 Old Finchville Road  
Shelbyville, KY 40065

Office: (502)633-4163  
Fax: (502)633-2387



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---

**From:** Mark Stallons [<mailto:mstallons@owenelectric.com>]

**Sent:** Monday, January 29, 2018 11:25 AM

**To:** Debbie Martin <[debbiem@shelbyenergy.com](mailto:debbiem@shelbyenergy.com)>; Joni Hazelrigg <[jhazelrigg@fme.coop](mailto:jhazelrigg@fme.coop)>

**Cc:** Missy Moore <[mmoore@owenelectric.com](mailto:mmoore@owenelectric.com)>; Mary Ellen Cole <[Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)>; Elaine Johns <[Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com)>; Jim Crawford <[JCrawford@cbkylaw.com](mailto:JCrawford@cbkylaw.com)>

**Subject:** Power Supply RFP Process

Debbie & Joni,

For your information and consideration, Bluegrass Energy, Jackson Energy, Owen Electric and Salt River Electric have entered into Non-Disclosure Agreements (NDA's) with five (5) power suppliers, one of which is presently contacting multiple cooperatives and marketing their services. We have received power supply RFP's and intend to make a decision on or before the end of the February. If you would like to join the group, please reply to this email notice and we will be glad to include you into the RFP process if timing and availability are favorable or if timing and availability are not favorable we will assist in facilitating a second RFP.

The requirement to participate includes a Board Resolution authorizing the cooperative CEO to sign an agreement with our consulting firm, sign the necessary Confidentiality Agreements, and agree to financially contribute to the cost of the process. The timeline required to participate is as follows:

Timeline:

1. Board commitment to the RFP process on or before Monday February 5, 2018.
2. Decision to provide notice to EKPC on or before Friday February 23, 2018.

Should you need any information, please feel free to contact Elaine Johns, President/CEO, EnerVision, at 678.910.1122 or [Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com).

Sincerely,

Mike Williams, Bluegrass Energy President/CEO  
Carol Wright, Jackson Energy President & CEO  
Mark Stallons, Owen Electric President & CEO

Tim Sharp, Salt River Electric President & CEO

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[Spam](#) | [Not spam](#)  
[Forget previous vote](#)

**From:** Elaine Johns  
**To:** mstallons@owenelectric.com; Tim Sharp; Carol Wright; Mike Williams  
**Cc:** Mary Ellen Cole; Barry Birkett  
**Subject:** Scorecard  
**Date:** Wednesday, January 31, 2018 3:13:18 PM

---

From today, we are creating a scorecard based on our discussion:

<u>Wants</u>	<u>Weights</u>
Short Term Economics	10
Credit	7
Creditworthiness	
Contract terms	
Price Stability	5
Spread between Yr 1 and End	
Long Term Economics	1
Steel in the ground	
Reliability	
Fixed pricing	

Risks

1. Commission exposure
2. EKPC actions

Please let us know if you have any questions! Thanks,  
Elaine

**Elaine Johns** President/CEO  
T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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**From:** Elaine Johns  
**To:** mstallons@owenelectric.com; Tim Sharp; Carol Wright; Mike Williams  
**Subject:** FW: Weds 1:30 slides  
**Date:** Wednesday, January 31, 2018 7:35:11 AM  
**Attachments:** EVI Power Supply RFP Intro\_Shelby\_013018.pptx

---

Sharing what I'm presenting with Shelby board at 1:30 today.

---

**From:** Elaine Johns  
**Sent:** Tuesday, January 30, 2018 4:48 PM  
**To:** 'wayne@jnmcpa.com' <wayne@jnmcpa.com>; Debbie Martin <debbiem@shelbyenergy.com>  
**Subject:** Weds 1:30 slides

Debbie and Wayne, please find attached the slide deck for tomorrow's 1:30 meeting.

To dial in by phone:  
1-404-400-8750  
Conference id: 702-156-323#

Debbie, I will send you the Outlook invite with the link next.

See you at 1:30pm tomorrow! Thanks,  
Elaine

**Elaine Johns** President/CEO  
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[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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**From:** Elaine Johns  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); Tim Sharp; Carol Wright; Mike Williams; Debbie Martin; Joni Hazelrigg; Chris Brewer  
**Cc:** Mary Ellen Cole  
**Subject:** EnerVision Fees for Kentucky Group  
**Date:** Tuesday, January 30, 2018 5:00:41 PM

---

A local attorney has requested confirmation of the sharing of EnerVision fees for the Amendment 3 RFP.

The purpose of this email is to confirm the intention of the above group to share evenly in EnerVision fees and expenses. Once the group has been finalized (NDAs executed), EnerVision will begin billing each participating cooperative its even share of our fees and expenses. Any prior fees and expenses will involve a process, not yet defined, to keep the initial participants whole.

Thanks,  
Elaine

**Elaine Johns** President/CEO  
T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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**From:** Elaine Johns  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); [Tim Sharp](#); [Carol Wright](#); [Mike Williams](#)  
**Cc:** [Mary Ellen Cole](#); [Barry Birkett](#)  
**Subject:** FW: Sample resolution  
**Date:** Tuesday, January 30, 2018 4:49:34 PM  
**Attachments:** [.msg](#)

---

**From:** Chris Brewer [<mailto:cbrewer@clarkenergy.com>]  
**Sent:** Tuesday, January 30, 2018 4:11 PM  
**To:** Elaine Johns <[Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com)>  
**Subject:** RE: Sample resolution

Elaine,

Attached please find an executed board resolution authorizing Clark Energy's participation in the RFP process for power supply with the Kentucky Group. Please let me know of anything else that you may need from us. Thanks.

Chris Brewer, PE  
[cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com)  
859-901-9207  
President & CEO  
Clark Energy

---

**From:** Elaine Johns [<mailto:Elaine.Johns@enervision-inc.com>]  
**Sent:** Tuesday, January 30, 2018 10:24 AM  
**To:** Chris Brewer <[cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com)>  
**Subject:** Sample resolution

Here you go! Call me if you have questions!

---

[Spam](#) | [Not spam](#)  
[Forget previous vote](#)

Angela Hunt

---

**From:** clarkscanner <clarkscanner@clarkenergy.com>  
**Sent:** Tuesday, January 30, 2018 2:43 PM  
**To:** Chris Brewer  
**Attachments:** doc20180130154246031650.pdf

Clark Energy  
2640 Iron Works Rd  
Winchester, KY 40391  
859-744-4251

CLARK ENERGY COOPERATIVE, INC.

RESOLUTION 2018-2

A RESOLUTION OF THE BOARD OF DIRECTORS OF CLARK ENERGY COOPERATIVE, INC. AUTHORIZING THE COOPERATIVE'S PARTICIPATION WITH THE KENTUCKY GROUP IN ITS POWER SUPPLY REQUEST FOR PROPOSALS

WHEREAS, East Kentucky Power Cooperative, Inc. ("EKPC") has implemented Amendment 3 and the corresponding Memorandum of Understanding ("MOU") to allow the EKPC members flexibility in pursuing wholesale power supply options; and

WHEREAS, South Kentucky RECC ("SKRECC") has already noticed EKPC of its intent to implement its 15% flexibility allotment as defined by Amendment 3 and the MOU which results in approximately \$845,000 in cost shifting to Clark Energy Cooperative, Inc. ("Clark"); and

WHEREAS, Owen Electric Cooperative, Salt River Electric, Jackson Energy Cooperative, and Blue Grass Energy have an informal alliance ("the Kentucky Group") and issued a Request for Proposals ("RFP") for power supply following Amendment 3 and the MOU and, further, have invited Clark to participate in their existing RFP that could possibly dilute SKRECC cost shifting; and

WHEREAS, with SKRECC's notice, the remaining EKPC members are allowed only a 5% flexibility allotment as defined by Amendment

3 and the MOU until EKPC's total allotment pool is taken (at which time, no other allotments will be allowed); and

WHEREAS, Clark's President and CEO has recommended to the Board of Directors of Clark that in order for Clark to receive any flexibility allotment, Clark be allowed to participate with the Kentucky Group, contract with the Kentucky Group's consultant, EnerVision, and share in the transactional costs of the RFP and subsequent contractual negotiations, if any; and

WHEREAS, Clark's board of directors has determined that it is in the best interest of the cooperative to participate with the Kentucky Group;


NOW THEREFORE, BE IT RESOLVED by the board of directors of Clark Energy Cooperative, Inc. as follows:

RESOLVED, that the board of directors hereby authorizes and approves this recommendation by staff to participate with the Kentucky Group in its power supply RFP; and


RESOLVED, that the President and CEO of Clark Energy Cooperative, Inc. is hereby authorized, empowered, and directed for and on behalf of the cooperative to negotiate any resulting agreements as he determines is in the best interest of the cooperative and to present any such resulting agreements to Clark's board of directors for its final approval.

Introduced upon motion made by Director RUSSELL, seconded by Director HOLLON, and passed by majority vote

of the board of directors of Clark Energy Cooperative, Inc. in duly assembled session at its regular meeting this 30th day of January, 2018.

  
\_\_\_\_\_  
CHAIRMAN OF THE BOARD

ATTEST:

  
\_\_\_\_\_  
SECRETARY

**CERTIFICATE**

I, O.H. Caudill, Secretary/Treasurer of Clark Energy Cooperative, Inc., do hereby certify that the above is a true and correct copy of a certain resolution of the board of directors of Clark Energy Cooperative, Inc. duly adopted at a regular meeting of said board after due and proper notice held on the 30th day of January, 2018.

This 30<sup>th</sup> day of JANUARY, 2018.

O.H. Caudill  
Secretary/Treasurer

**From:** Elaine Johns  
**To:** [mstallons@owenelectric.com](mailto:mstallons@owenelectric.com); [Tim Sharp](#); [Carol Wright](#); [Mike Williams](#)  
**Cc:** [Barry Birkett](#); [Mary Ellen Cole](#)  
**Subject:** EKPC Notice Template  
**Date:** Tuesday, January 30, 2018 4:23:14 PM  
**Attachments:** [Template for Alternate Source Notice to EKPC 013018.docx](#)

---

Hi, all – attached is a template for the EKPC notice – the letter contains all requirements of the notice as outlined in the MOU.

Please let us know if you have any questions. See you at 8am!  
Elaine

**Elaine Johns** President/CEO  
T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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[Cooperative Letterhead]

February \_\_, 2018

Mr. Tony Campbell  
President and CEO  
East Kentucky Power Cooperative  
4775 Lexington Road  
P.O. Box 707  
Winchester, KY 40392-0707

RE: Alternate Source Notice Pursuant to Amendment No. 3 to the Wholesale Power Contract  
Between East Kentucky Power Cooperative and [Cooperative]

Dear Tony,

[Cooperative] (hereafter, "Member") hereby provides an Alternate Source Notice to East Kentucky Power Cooperative, Inc. (hereafter, "EKPC") pursuant to Amendment No. 3 to the Wholesale Power Contract between EKPC and Member dated November 21, 2003, as interpreted in the Memorandum of Understanding and Agreement Regarding Alternative Power Sources between EKPC and each of the Owner Members dated July 16, 2015.

Notice is given to EKPC that Member intends to use an Alternate Source to reduce its purchases from EKPC under the Wholesale Power Contract beginning September 1, 2019 and continuing for a period of 5-20 years.

The capacity of the Alternate Source is to be calculated at the level equal to five percent (5%) of the rolling average of Member's coincident peak demand for the single calendar month with the highest average peak demand occurring during each of the three (3) twelve-month (12-month) periods immediately preceding this notice [less previously-noticed Alternate Sources (for cooperatives to which this applies)] upon calculation of the five percent (5%) level as defined by the A3 Allotment spreadsheet by EKPC which includes the month of January 2018 in the calculation. The Alternate Source shall reduce Member's demand to be served by EKPC by the same amount.

The Alternate Source is anticipated to be a market purchase by Member under a power purchase agreement or similar contractual arrangement that will provide for delivery of the capacity designated above in every hour of the term of the Alternate Source.

It is anticipated that the Alternate Source will be interconnected or delivered to EKPC's or another entity's transmission system.

We will provide additional detail regarding the Alternate Source when it is available and look forward to working with EKPC on implementation.

Please let me know if you have any questions regarding this Alternate Source Notice.

Sincerely,

[Redacted Signature]

[Redacted Name] [Cooperative]

**From:** [Chris Brewer](#)  
**To:** [Mark Stallons](#)  
**Cc:** [Tim Sharp](#); [Carol Wright](#); [Mike Williams](#); [Joni Hazelrigg](#); [Debbie Martin](#)  
**Subject:** RE: Amendment 3 RFP Process  
**Date:** Tuesday, January 30, 2018 4:14:02 PM

---

Just to let every one know I have emailed Elaine Johns an executed board resolution authorizing Clark's participation in the RFP process. Thanks.

Chris Brewer, PE  
[cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com)  
859-901-9207  
President & CEO  
Clark Energy

---

**From:** Mark Stallons [<mailto:mstallons@owenelectric.com>]  
**Sent:** Tuesday, January 30, 2018 10:01 AM  
**To:** Chris Brewer <[cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com)>  
**Cc:** Tim Sharp <[tjsharp@srelectric.com](mailto:tjsharp@srelectric.com)>; Carol Wright <[carolwright@jacksonenergy.com](mailto:carolwright@jacksonenergy.com)>; [mikew@bgenenergy.com](mailto:mikew@bgenenergy.com); Joni Hazelrigg <[jhazelrigg@fme.coop](mailto:jhazelrigg@fme.coop)>; Debbie Martin <[debbiem@shelbyenergy.com](mailto:debbiem@shelbyenergy.com)>  
**Subject:** Amendment 3 RFP Process

Chris,

Based upon your recent discussions with Mike Williams and for your information and consideration, Bluegrass Energy, Jackson Energy, Owen Electric and Salt River Electric have entered into Non-Disclosure Agreements (NDA's) with five (5) power suppliers, one of which is presently contacting multiple cooperatives and marketing their services. We have received power supply RFP's and intend to make a decision on or before the end of the February. If you would like to join the group, please reply to this email notice, contact Elaine Johns, and we will be glad to include you into the RFP process if timing and availability are favorable or if timing and availability are not favorable we will assist in facilitating a second RFP. Shelby Energy and Fleming Mason Energy have expressed interest in joining the group and are also discussing the opportunity with their Board of Directors.

The requirement to participate includes a Board Resolution authorizing the cooperative CEO to sign an agreement with our consulting firm, sign the necessary Confidentiality Agreements, and agree to financially contribute to the cost of the process. The timeline required to participate is as follows:

Timeline:

1. Board commitment to the RFP process on or before Monday February 5, 2018.
2. Decision to provide notice to EKPC on or before Friday February 23, 2018.

Should you need any information, please feel free to contact Elaine Johns, President/CEO, EnerVision, at 678.910.1122 or [Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com).

Sincerely,

Mike Williams, Bluegrass Energy President/CEO  
Carol Wright, Jackson Energy President & CEO  
Mark Stallons, Owen Electric President & CEO  
Tim Sharp, Salt River Electric President & CEO

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**From:** [Chris Brewer](#)  
**To:** [Mark Stallons](#)  
**Cc:** [Tim Sharp](#); [Carol Wright](#); [Mike Williams](#); [Joni Hazelrigg](#); [Debbie Martin](#)  
**Subject:** RE: Amendment 3 RFP Process  
**Date:** Tuesday, January 30, 2018 10:20:30 AM

---

Mark,

Thank you for the information. I have talked to Elaine this morning and she is in the process of sending me a resolution on authorizing the RFP process. I have a board meeting to day nad will be discussing it with them. Also, my next regular board meeting is scheduled before Feb. 23<sup>rd</sup> so that time frame should not be a problem. Thanks.

Chris Brewer, PE  
[cbrewer@clarkenergy.com](mailto:cbrewer@clarkenergy.com)  
859-901-9207  
President & CEO  
Clark Energy

---

**From:** Mark Stallons [mailto:mstallons@owenelectric.com]  
**Sent:** Tuesday, January 30, 2018 10:01 AM  
**To:** Chris Brewer <cbrewer@clarkenergy.com>  
**Cc:** Tim Sharp <tjsharp@srelectric.com>; Carol Wright <carolwright@jacksonenergy.com>; mikew@bgenergy.com; Joni Hazelrigg <jhazelrigg@fme.coop>; Debbie Martin <debbiem@shelbyenergy.com>  
**Subject:** Amendment 3 RFP Process

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Sincerely,

Mike Williams, Bluegrass Energy President/CEO  
Carol Wright, Jackson Energy President & CEO  
Mark Stallons, Owen Electric President & CEO  
Tim Sharp, Salt River Electric President & CEO

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**From:** Mark Stallons  
**To:** CHRIS BREWER (cbrewer@clarkenergy.com) (cbrewer@clarkenergy.com)  
**Cc:** Tim Sharp; Carol Wright; Mike Williams; Joni Hazelrigg; Debbie Martin  
**Subject:** Amendment 3 RFP Process  
**Date:** Tuesday, January 30, 2018 10:00:56 AM

---

Chris,

Based upon your recent discussions with Mike Williams and for your information and consideration, Bluegrass Energy, Jackson Energy, Owen Electric and Salt River Electric have entered into Non-Disclosure Agreements (NDA's) with five (5) power suppliers, one of which is presently contacting multiple cooperatives and marketing their services. We have received power supply RFP's and intend to make a decision on or before the end of the February. If you would like to join the group, please reply to this email notice, contact Elaine Johns, and we will be glad to include you into the RFP process if timing and availability are favorable or if timing and availability are not favorable we will assist in facilitating a second RFP. Shelby Energy and Fleming Mason Energy have expressed interest in joining the group and are also discussing the opportunity with their Board of Directors.

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Sincerely,

Mike Williams, Bluegrass Energy President/CEO  
Carol Wright, Jackson Energy President & CEO  
Mark Stallons, Owen Electric President & CEO  
Tim Sharp, Salt River Electric President & CEO

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**From:** Carol Wright  
**To:** Mark Stallons; Elaine Johns  
**Cc:** Tim Sharp; Mike Williams; Mary Ellen Cole  
**Subject:** RE: Sample Board Resolution and EnerVision Services Agreement  
**Date:** Tuesday, January 30, 2018 9:27:45 AM

---

I will have to wait until Wednesday to provide notice after my Board approves the 8 MW purchase. Should we all provide notice at the same time or jointly?

**Carol Wright**  
President & CEO  
606-364-9213



---

**From:** Mark Stallons [mailto:mstallons@owenelectric.com]  
**Sent:** Tuesday, January 30, 2018 9:18 AM  
**To:** Elaine Johns <Elaine.Johns@enervision-inc.com>  
**Cc:** Tim Sharp <tjsharp@srelectric.com>; Carol Wright <carolwright@jacksonenergy.com>;  
mikew@bgenergy.com; Mary Ellen Cole <Mary\_Ellen.Cole@enervision-inc.com>  
**Subject:** RE: Sample Board Resolution and EnerVision Services Agreement

All,

I just talked to Sally Witt. She will have new load numbers for all coops on Monday and should be able to get the updated Amendment 3 load data to us by Tuesday of Wednesday. So far the January 2 peak is holding up. It seems that providing notice would have to wait for those updated numbers.

Your thoughts?

Mark

---

**From:** Mark Stallons  
**Sent:** Monday, January 29, 2018 6:08 PM  
**To:** Elaine Johns <Elaine.Johns@enervision-inc.com>  
**Cc:** Tim Sharp <tjsharp@srelectric.com>; Carol Wright <carolwright@jacksonenergy.com>;  
mikew@bgenergy.com; Mary Ellen Cole <Mary\_Ellen.Cole@enervision-inc.com>  
**Subject:** Re: Sample Board Resolution and EnerVision Services Agreement

Well done!

Thanks,

Mark

Mark Stallons

Sent from my iPhone

On Jan 29, 2018, at 5:41 PM, Elaine Johns <[Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com)> wrote:

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FYI – I have spoken with both Joni and Debbie today and we are getting them prepared for their board meetings (Debbie is shooting for a special board meeting 1/31 and Joni's is 2/1).

They both requested a sample resolution (see attached). We are also preparing a slide deck for their board meetings which I will copy you in the distribution. We plan to send that out tomorrow (night, probably).

Please let me know if you have any questions! Thanks,  
Elaine

---

**From:** Elaine Johns

**Sent:** Monday, January 29, 2018 5:36 PM

**To:** Joni Hazelrigg <[jhazelrigg@fme.coop](mailto:jhazelrigg@fme.coop)>; Debbie Martin <[debbiem@shelbyenergy.com](mailto:debbiem@shelbyenergy.com)>

**Cc:** [Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)

**Subject:** Sample Board Resolution and EnerVision Services Agreement

Joni and Debbie – for your board meetings this week, attached is a sample board resolution that allows you to participate in the Kentucky Group RFP and negotiate any agreements on behalf of the Cooperative.

Also attached is our Professional Services Agreement, one for Shelby and one for Fleming Mason.

Please let me know if you have any questions. We will be sending tomorrow the slide deck for your board meetings. The best way to reach me tomorrow is via cell below – I've also attached my v-card.

Look forward to working with you! Thanks,  
Elaine



**Elaine Johns** President/CEO  
T (678) 510-2910 | C (678) 910-1122 | (888) 999-8840  
elaine.johns@enervision-inc.com | www.enervision-inc.com

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<Sample resolution.docx>

**From:** Mark Stallons  
**To:** Elaine Johns  
**Cc:** Tim Sharp; Carol Wright; Mike Williams; Mary Ellen Cole  
**Subject:** RE: Sample Board Resolution and EnerVision Services Agreement  
**Date:** Tuesday, January 30, 2018 9:17:43 AM

---

All,

I just talked to Sally Witt. She will have new load numbers for all coops on Monday and should be able to get the updated Amendment 3 load data to us by Tuesday of Wednesday. So far the January 2 peak is holding up. It seems that providing notice would have to wait for those updated numbers.

Your thoughts?

Mark

---

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**Sent:** Monday, January 29, 2018 6:08 PM  
**To:** Elaine Johns <Elaine.Johns@enervision-inc.com>  
**Cc:** Tim Sharp <tjsharp@srelectric.com>; Carol Wright <carolwright@jacksonenergy.com>; mikew@bgenergy.com; Mary Ellen Cole <Mary\_Ellen.Cole@enervision-inc.com>  
**Subject:** Re: Sample Board Resolution and EnerVision Services Agreement

Well done!

Thanks,

Mark

Mark Stallons  
Sent from my iPhone

On Jan 29, 2018, at 5:41 PM, Elaine Johns <[Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com)> wrote:

**\*\*\* Exercise caution. This is an EXTERNAL email. DO NOT open attachments or click links from unknown senders or unexpected email! \*\*\***  
FYI – I have spoken with both Joni and Debbie today and we are getting them prepared for their board meetings (Debbie is shooting for a special board meeting 1/31 and Joni's is 2/1).

They both requested a sample resolution (see attached). We are also preparing a slide deck for their board meetings which I will copy you in the distribution. We plan to send that out tomorrow (night, probably).

Please let me know if you have any questions! Thanks,  
Elaine

---

**From:** Elaine Johns  
**Sent:** Monday, January 29, 2018 5:36 PM  
**To:** Joni Hazelrigg <jhazelrigg@fme.coop>; Debbie Martin <debbiem@shelbyenergy.com>  
**Cc:** [Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)  
**Subject:** Sample Board Resolution and EnerVision Services Agreement

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**Elaine Johns** President/CEO  
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[elaine.johns@enervision-inc.com](mailto:elaine.johns@enervision-inc.com) | [www.enervision-inc.com](http://www.enervision-inc.com)

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<Sample resolution.docx>

**From:** [Mark Stallons](#)  
**To:** [Elaine Johns](#)  
**Cc:** [Tim Sharp](#); [Carol Wright](#); [Mike Williams](#); [Mary Ellen Cole](#)  
**Subject:** Re: Sample Board Resolution and EnerVision Services Agreement  
**Date:** Monday, January 29, 2018 6:07:53 PM

---

Well done!

Thanks,

Mark

Mark Stallons  
Sent from my iPhone

On Jan 29, 2018, at 5:41 PM, Elaine Johns <[Elaine.Johns@enervision-inc.com](mailto:Elaine.Johns@enervision-inc.com)> wrote:

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FYI – I have spoken with both Joni and Debbie today and we are getting them prepared for their board meetings (Debbie is shooting for a special board meeting 1/31 and Joni's is 2/1).

They both requested a sample resolution (see attached). We are also preparing a slide deck for their board meetings which I will copy you in the distribution. We plan to send that out tomorrow (night, probably).

Please let me know if you have any questions! Thanks,  
Elaine

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**From:** Elaine Johns  
**Sent:** Monday, January 29, 2018 5:36 PM  
**To:** Joni Hazelrigg <[jhazelrigg@fmc.coop](mailto:jhazelrigg@fmc.coop)>; Debbie Martin <[debbiem@shelbyenergy.com](mailto:debbiem@shelbyenergy.com)>  
**Cc:** [Mary\\_Ellen.Cole@enervision-inc.com](mailto:Mary_Ellen.Cole@enervision-inc.com)  
**Subject:** Sample Board Resolution and EnerVision Services Agreement

Joni and Debbie – for your board meetings this week, attached is a sample board resolution that allows you to participate in the Kentucky Group RFP and negotiate any agreements on behalf of the Cooperative.

Also attached is our Professional Services Agreement, one for Shelby and one for Fleming Mason.

Please let me know if you have any questions. We will be sending tomorrow the slide

deck for your board meetings. The best way to reach me tomorrow is via cell below – I've also attached my v-card.

Look forward to working with you! Thanks,  
Elaine

**Elaine Johns** President/CEO  
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**Look for us in Booth #1518 at the NRECA Tech-Advantage Conference & Expo in Nashville, TN Feb. 26<sup>th</sup>-28<sup>th</sup>, 2018!**

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<Sample resolution.docx>