

AMENDMENT NO. 1

TO AGREEMENT FOR THE PURCHASE AND SALE

OF FIRM CAPACITY AND ENERGY

BETWEEN

BIG RIVERS ELECTRIC CORPORATION

AND

KENTUCKY MUNICIPAL ENERGY AGENCY

APRIL 2, 2019

**KENTUCKY
PUBLIC SERVICE COMMISSION**

Gwen R. Pinson
Executive Director



EFFECTIVE

5/4/2019

PURSUANT TO 807 KAR 5:011 SECTION 9 (1)

**AMENDMENT NO. 1 TO AGREEMENT FOR THE PURCHASE
AND SALE OF FIRM CAPACITY AND ENERGY
BETWEEN BIG RIVERS ELECTRIC CORPORATION AND
KENTUCKY MUNICIPAL ENERGY AGENCY**

This AMENDMENT NO. 1 TO AGREEMENT FOR THE PURCHASE AND SALE OF FIRM CAPACITY AND ENERGY (this "Amendment") is made and entered into as of the 2nd day of April, 2019 ("Effective Date"), between BIG RIVERS ELECTRIC CORPORATION ("Seller"), and KENTUCKY MUNICIPAL ENERGY AGENCY ("Buyer") (each individually a "Party" and collectively, the "Parties").

WHEREAS, Seller is a Kentucky electric generation and transmission cooperative, organized and existing under the laws of the Commonwealth of Kentucky;

WHEREAS, Buyer is an inter-local agency organized and existing under the laws of the Commonwealth of Kentucky; and

WHEREAS, Seller and Buyer previously entered into the Agreement for the purchase and Sale of Firm Capacity and Energy, dated as of July 13, 2016 (the "Agreement"), and now desire to amend the Agreement as provided herein;

NOW THEREFORE, in consideration of the foregoing premises, the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree to amend the Agreement as follows:

ARTICLE 1 - DEFINITIONS

Section 1.1. Capitalized terms used but not defined herein shall have the meanings provided for in the Agreement, except as otherwise set forth herein. The terms of construction and interpretation provided in the Agreement shall apply to this Amendment. References to sections or articles herein shall be references to sections or articles in the Agreement, unless the context otherwise requires.

ARTICLE 2 - AMENDMENTS

Section 2.1. The definition of "Day-Ahead Market Price" in Section 1.1 of the Agreement is amended by replacing the reference to "Day-Ahead Ex Ante LMP" in that definition with "Day-Ahead Ex Post LMP".

Section 2.2. Section 5.2(b) of the Agreement is amended by replacing the reference to "Eastern Standard Time" in that section with "Eastern Prevailing Time".

ARTICLE 3 - GENERAL PROVISIONS

Section 3.1. Effect of Amendment.

- (a) The effectiveness of this Amendment and the Parties obligations hereunder are, unless waived by Seller, subject to the approval of the KPSC and the RUS.
- (b) Except as otherwise expressly provided or contemplated by this Amendment, all of the terms, conditions and provisions of the Agreement remain unaltered and in full force and effect. The Agreement and this Amendment shall be read and construed as one agreement. The making of the amendments in this Amendment does not imply any obligation or agreement by any Party to make any other amendment, waiver, modification or consent as to any occasion.

**KENTUCKY
PUBLIC SERVICE COMMISSION**
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Executive Director

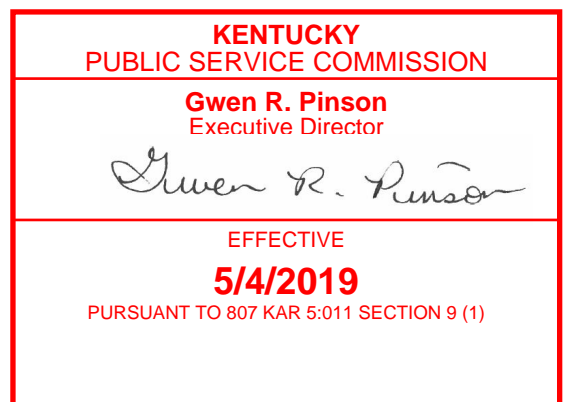
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3.2 Headings. Article and section headings used throughout this Amendment are for the convenience of the Parties only and shall not affect the meaning or interpretation of the provisions of this Amendment.

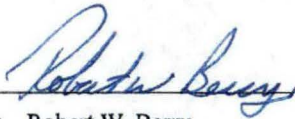
3.3 Counterparts; Electronic Copies. This Amendment may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. Any electronic copies hereof or signatures hereon shall, for all purposes, be deemed originals.

[Signatures follow on next page.]



IN WITNESS WHEREOF, the Parties have caused their duly authorized representatives to execute this Amendment on their behalf as of the date first above written.

BIG RIVERS ELECTRIC CORPORATION

By: 

Name: Robert W. Berry


Title: President and CEO

KENTUCKY MUNICIPAL ENERGY AGENCY

By: 

Name: Doug Burash

Title: President and CEO

KENTUCKY PUBLIC SERVICE COMMISSION
Gwen R. Pinson Executive Director 
EFFECTIVE 5/4/2019 PURSUANT TO 807 KAR 5:011 SECTION 9 (1)