

**HARDIN COUNTY FISCAL COURT
COMMONWEALTH OF KENTUCKY**

RESOLUTION NO. 2005-008

This Resolution made and entered into this 20th day of January, 2005, by the Hardin County Fiscal Court, Hardin County, Commonwealth of Kentucky.

WHEREAS, Hardin County owns the Pearl Hollow Landfill ("Landfill") located at 1620 Audubon Trace Road, Elizabethtown, Kentucky 42701;

WHEREAS, Landfill gas, consisting primarily of methane and carbon dioxide, is produced from the decomposing refuse within the Landfill;

WHEREAS, Hardin County intends to construct facilities to collect such Landfill gas.

WHEREAS, East Kentucky Power Cooperative, Inc. ("EKPC") desires to purchase such Landfill gas and construct a Landfill gas to electric facility for the purposes of generating electrical energy;

WHEREAS, Hardin County through its elected representatives, staff and consultant have been reviewing and discussing EKPC's proposal to implement such a Landfill gas to electric facility since January, 2004;

WHEREAS, Hardin County and EKPC have now substantially completed the negotiation of a Landfill Gas Purchase Agreement and a Site Lease Agreement (both of which are attached hereto and made a part hereof).

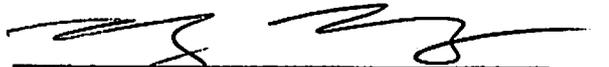
NOW, THEREFORE BE IT RESOLVED, by the Hardin County Fiscal Court as follows:

1. The Landfill Gas Purchase Agreement and Site Lease Agreement attached hereto are hereby approved as to substantial form and essential elements.

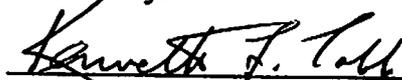
2. The Hardin County Judge/Executive, Harry L. Berry, is hereby authorized, directed and delegated the authority to negotiate and execute on behalf of the Hardin County Fiscal Court a final Landfill Gas Purchase Agreement and Site Lease Agreement that is substantially similar and consistent with the attached agreements upon consultation, advice and concurrence of Hardin County's Project Consultant, Tetra Tech, Inc. as to substantive form and upon consultation, advice and concurrence of the Hardin County Attorney, Ken M. Howard as to legal form.

3. The Hardin County Judge/Executive, Harry L. Berry, Hardin County Staff, Hardin County Project Consultant, Tetra Tech, Inc., and the Hardin County Attorney, Ken M. Howard, are hereby authorized and directed to perform any and all acts reasonably necessary to effectuate the purpose and intent of this Resolution.

Adopted by the Hardin County Fiscal Court on the date hereinabove stated.


HARRY L. BERRY
HARDIN COUNTY JUDGE/EXECUTIVE

Attested by:


KENNETH L. TABB
HARDIN COUNTY COURT CLERK
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