KENTUCKY ENERGY PLANNING AND INVENTORY COMMISSION BYLAWS

Energy Planning and Inventory Commission Guiding Documents

Created by the 2024 Kentucky General Assembly in Kentucky Revised Statute (KRS) 164.2807, the Energy Planning and Inventory Commission (EPIC) is charged with assessing Kentucky's energy supply adequacy and reliability, reviewing power plant retirement decisions, and other powers listed in KRS 164.2807. The exercise of these powers and the carrying out of EPIC's purposes and duties are essential governmental functions and are conducted for public purposes. EPIC is administratively attached to the University of Kentucky Center for Applied Energy Research but is otherwise independent from the University of Kentucky and any Kentucky executive branch agency. KRS 164.2807(3).

The affairs of the Commission are governed exclusively by KRS 164.2807. These bylaws implement statutory requirements and may not conflict with the statute. In any conflict between these bylaws and the statute, the statute controls.

The Commission reviews the adequacy of existing and future electric generation and demand, as well as the continued operation, retirement, divestiture, or other major action impacting generating units.

Mission Statement

The mission of EPIC is to ensure the adequacy and reliability of the Commonwealth's energy supply. EPIC reviews and assesses existing and future electric generation and the economic impacts of energy production and consumption. EPIC provides informed recommendations on the operation, retirement, and divestiture of generating units to support reliable and resilient energy infrastructure for Kentucky's present and future economic growth.

Vision Statement

EPIC will lead Kentucky toward a reliable energy future by fostering collaboration, innovation, and strategic planning. We envision a Commonwealth where energy resources are managed efficiently, and economic growth is supported through reliable and resilient energy systems. By leveraging stakeholder expertise, we aim to create a balanced energy strategy that benefits all Kentuckians.

TABLE OF CONTENTS

BYLAWS OF THE ENERGY PLANNING AND INVENTORY COMMISSION

ARTICLE I: NAME, PURPOSE, AND AUTHORITY

Section 1. Name and Status

The Energy Planning and Inventory Commission ("EPIC" or "Commission") is established under KRS 164.2807 and administratively attached to the University of Kentucky Center for Applied Energy Research.

Section 2. Purpose

The purpose and scope of the Commission are as defined in KRS 164.2807. Principally, this includes assessing Kentucky's energy supply adequacy and reliability and review of proposed retirement of any existing coal, oil, or natural gas-fired electric generating unit, and recommendation of policies to ensure such adequacy and reliability.

Section 3. Statutory Authority

EPIC operates under authority granted by KRS 164.2807 and is otherwise independent from the University of Kentucky and Kentucky executive branch agencies as provided in KRS 164.2807(3). The exercise of EPIC's statutory powers and the carrying out of EPIC's purposes and duties are essential governmental functions and are conducted for public purposes.

ARTICLE II: COMMISSION BOARD

Section 1. Composition of Board

The Commission shall have a Board consisting of eighteen (18) members appointed and confirmed as specified in KRS 164.2807(4)(a):

1. One representative of a Kentucky investor-owned utility;
2. One representative of a Kentucky generation and transmission cooperative, nominated by the chief operating officer of the Kentucky Association of Electric Cooperatives;
3. One representative of Kentucky coal producers, nominated by the president of the Kentucky Coal Association;
4. One representative of Kentucky oil and gas producers, nominated by the executive director of the Kentucky Oil and Gas Association;
5. One representative of an industry or business engaged in the transportation of coal;
6. One representative of a business engaged in the transportation or distribution of natural gas, nominated by the president of the Kentucky Gas Association;
7. One representative with professional experience in purchasing or selling fossil fuels, nominated by the president of the Kentucky Coal Association;
8. One member representing the nuclear electric generation industry, nominated by the executive director of the United States Nuclear Industry Council;
9. One member representing the interests of businesses or entities engaged in activities related to the mining, milling, conversion, enrichment, or fabrication of nuclear fuel or involved in the remediation of past enrichment of nuclear fuels in the Commonwealth;
10. One member representing commercial and industrial consumers of electrical power, nominated by Kentucky Industrial Utility Customers;
11. One member representing Kentucky economic interests, nominated by the chief executive officer of the Kentucky Chamber of Commerce;
12. One member representing producers of renewable electricity;
13. One member with experience in investment banking or utility finance, nominated by the president of the Kentucky Bankers Association;
14. One member representing residential electricity consumers;
15. One member of the House of Representatives (ex officio, nonvoting), nominated by the Speaker of the House of Representatives;
16. One member of the Senate (ex officio, nonvoting), nominated by the President of the Senate;
17. The Energy and Environment Cabinet Secretary or designee; and
18. The Economic Development Cabinet Secretary or designee.

Section 2. Terms

Members serve four-year terms and may be reappointed.

Section 3. Board Duties

The Board shall: (a) Conduct examinations and studies required by KRS 164.2807(6); (b) Submit the annual report to the Legislative Research Commission, Governor, and Public Service Commission by December 1; (c) Approve the annual budget and budget modifications individually or in aggregate exceeding 10% of the total budget; (d) Elect two Board members to the Executive Committee; (e) Issue position statements on Kentucky's energy adequacy and policy; (f) Arrange for financial audits; (g) Ensure compliance with statutory requirements.

Section 4. Vacancies

Vacancies are filled as provided in KRS 164.2807(4)(c). If the Chair position becomes vacant, the Vice-Chair will assume the duties as Chair until a new Chair is elected. If the Vice Chair becomes vacant, the Board will elect a new Vice Chair. Elections shall occur within 30 days of the vacancies.

ARTICLE III: EXECUTIVE COMMITTEE

Section 1. Composition

The Commission shall have an Executive Committee consisting of five members per KRS 164.2807(4)(b):

1. The UK Center for Applied Energy Research Director;
2. One Governor appointee with the same level of education, training, and professional experience as would be required to serve in the role of chief executive officer or board member of a company engaged in the production of coal;
3. One Governor appointee with the same level of education, training, and professional experience as would be required to serve in the role of chief executive officer or board member of an investor-owned, cooperative, or municipal electric utility;
4. Two members elected by the Board.

Governor appointees are subject to Senate confirmation. Those members selected by the Commission Board to serve on the Executive Committee must receive Senate confirmation or the position shall become vacant until filled by action of the Board.

No member of the Executive Committee shall have any current employment, contractual, or other direct financial relationship with any utility, other than as a customer of a retail electric utility, at the time of their appointment or during their service on the Executive Committee. KRS 164.2807(4)(g), as interpreted by OAG 25-04.

Section 2. Statutory Duties

The Executive Committee shall: (a) Adopt bylaws governing conduct of Commission business [KRS 164.2807(4)(f)]; (b) Select and hire the Executive Director, subject to Senate confirmation [KRS 164.2807(5)]; (c) Conduct retirement reviews under KRS 164.2807(7); (d) Issue findings and recommendations on retirements within 135 days [KRS 164.2807(7)(f)]; (e) Request information from utilities as necessary [KRS 164.2807(7)(c)];(f)submission of findings to the Public Service Commission under KRS 164.2807(7)(g). The Executive Committee, or the Executive Director if authorized by the Executive Committee, may intervene in any case before the Public Service Commission [KRS 164.2807(8)].

Section 3. Delegated Duties

Subject to Board delegation, the Executive Committee shall: (a) Evaluate and set Executive Director compensation; (b) Approve annual work plans and strategic priorities; (c) Approve budget modifications up to 10% of total budget; (d) Approve contracts exceeding $50,000 annually; (e) Approve policy positions on Public Service Commission matters; (f) Adopt operational policies and procedures; (g) Approve new programs not in the Board-approved work plan; (h) Direct retention of consultants for retirement reviews.

Section 4. Operations

The Executive Committee acts as a collective body. A majority of currently elected or appointed members constitutes a quorum. Majority vote of members present is required for action. KRS 164.2807(4)(j).

The Executive Director reports to the Executive Committee collectively. Work direction to the Executive Director comes from Executive Committee action as a body. The Executive Director shall attend Executive Committee meetings. The Executive Committee may excuse the Executive Director from discussions relating to the evaluation of the Executive Director. The Executive Committee, with majority approval, may request other Board members or staff to attend meetings

Before issuing retirement findings, the Executive Committee may solicit input from standing committee chairs.

Section 5. Voting Members of Commission Board

Members of the Executive Committee shall be considered as voting members of the Commission Board, except for election of Board members to serve on the Executive Committee.

ARTICLE IV: OFFICERS

Section 1. Officers

Commission officers are the Chair and Vice-Chair, elected by the Board for two-year terms. Officers may serve no more than two consecutive terms in the same office.

Section 2. Chair Duties

The Chair shall: (a) Preside at Board meetings; (b) Preside at Executive Committee meetings if a Committee member; otherwise attend in non-voting ex officio capacity; (c) Serve as primary liaison to the Executive Director; (d) Set meeting agendas with the Executive Director; (e) Appoint committee members and chairs; (f) Represent the Commission officially; (g)Coordinate Executive Director searches; (h) Coordinate the Executive Director's annual evaluation.

Section 3. Vice-Chair Duties

The Vice-Chair assists the Chair and presides at Commission meetings in the Chair's absence. If not an appointed or elected member of the Executive Committee, the Vice-Chair shall attend Executive Committee meetings in a non-voting ex officio capacity.

Section 4. Removal of Chair or Vice-Chair

The Chair or Vice-Chair may be removed from their position by a two-thirds majority vote of the full Commission Board.

ARTICLE V: EXECUTIVE DIRECTOR

Section 1. Selection and Employment

The Executive Committee selects the Executive Director, subject to Senate confirmation, pursuant to KRS 164.2807(5). For purposes of employment law, benefits, and administrative processing, the Executive Director shall be employed by the University of Kentucky at the direction of the Executive Committee. The Executive Director reports to the Executive Committee as a body regarding Commission operations and policy.

Section 2. Duties

The Executive Director is the Commission's chief operations officer and shall: (a) Develop and implement Commission programs and plans; (b) Manage daily operations; (c) Supervise Commission staff; (d) Serve as Secretary to the Board and Executive Committee; (e) Prepare meeting agendas with the Chair; (f) Represent the Commission before governmental bodies as authorized; (g) Serve as official spokesperson; (h) Request information from utilities under KRS 164.2807(7)(c); (i) Approve expenditures within budget; (j) Execute contracts within budget authority; (k) Intervene in Public Service Commission proceedings per KRS 164.2807(8) as authorized; (l) Maintain Commission records and respond to open records requests; (m) Hire, supervise, and evaluate staff within budget;

(n) Coordinate with the University of Kentucky and CAER on administrative support matters; (o) Perform other duties assigned by the Board or Executive Committee consistent with statute.

Section 3. Executive Committee Approval Required

The following require Executive Committee approval: (a) Annual work plans and strategic priorities; (b) Budget modifications up to 10% (over 10% requires Board approval); (c) Contracts exceeding $50,000 annually; (d) Retirement review findings and recommendations; (e) Public Service Commission policy positions; (f) Operational policy adoptions or amendments; (g) New programs not in the Board-approved work plan; (h) Public Service Commission interventions not previously authorized.

Section 4. Evaluation and Compensation

The Executive Committee evaluates the Executive Director annually. The Chair coordinates the evaluation process.

The Executive Committee approves Executive Director compensation. Approved compensation is communicated to the University of Kentucky for processing through university payroll and benefits systems.

Section 5. Removal

The Executive Director may be removed for cause by at least three Executive Committee members at a meeting. If there are less than four members of the executive committee, a majority of the executive committee may select a member of the Commission Board to serve for this purpose only.

"Cause" includes material breach of duties, failure to perform statutory responsibilities, conduct incompatible with the position, or other substantial grounds warranting removal. The Director of the Center for Applied Energy Research shall bring any violations of University of Kentucky employment policies or employment requirements to the Executive Committee for review.

The Executive Director must receive written notice of removal grounds and opportunity to respond before any removal vote. The Board shall be notified within five business days of any Executive Committee removal action.

Any removal action shall be coordinated with the University of Kentucky for processing through university human resources systems as appropriate for administrative purposes.

Section 6. CAER Coordination

The Executive Director shall coordinate regularly with the CAER Director on: (a) Technical support needs and resource availability; (b) Administrative support services and effectiveness; (c) Collaborative research opportunities; (d) Other operational and administrative matters requiring coordination.

This coordination supports effective Commission operations and efficient use of administrative resources. The Executive Director's coordination with CAER on administrative matters does not alter the Executive Director's reporting relationship to the Executive Committee or the Commission's operational independence in fulfilling statutory duties.

ARTICLE VI: MEETINGS

Section 1. Open Meetings Compliance

All Commission meetings comply with the Kentucky Open Meetings Act, KRS 61.800 et seq. The Executive Director shall provide proper notice and maintain minutes as required by law.

Section 2. Regular Meetings

The Board meets at least quarterly. The Executive Committee meets as needed but at least quarterly.

Section 3. Special Meetings

The Chair or a majority of members may call special meetings of the Board. At least 24 hours' notice is required per KRS 61.823.

Section 4. Quorum and Voting

Board: A majority of voting members constitutes a quorum. Majority vote of those present is required for action.

Executive Committee: A majority constitutes a quorum. Majority vote of those present is required for action. KRS 164.2807(4)(j).

Recusal: Recused members are not counted for quorum or voting on that matter.

Section 5. Video Teleconferences and Closed Sessions

Meetings may be conducted by video teleconference under KRS 61.826.

Closed sessions are permitted only as authorized by KRS 61.810, including for: (a) Proposed or pending litigation; (b) Discussions that might lead to the appointment, discipline or dismissal of the Executive Director or other staff; (c) Retirement reviews involving confidential business information, to the extent permitted under KRS 61.810. Any permitted closed sessions shall be conducted in accordance with KRS 61.815.

No final action may be taken in closed session. All votes occur in open session.

Section 6. Open Records

Commission records are maintained and available under the Kentucky Open Records Act, KRS 61.870 et seq. The Executive Director is the official records custodian and responds to open records requests per statutory requirements.

Section 7. Order of Business

Unless adjusted by the Chair, the meeting order is:

1. Call to order and quorum determination
2. Approval of previous minutes
3. Executive Director's report
4. Executive Committee report and action items
5. Committee reports and action items
6. New business
7. Public comment (if provided by rule)
8. Adjournment

Robert's Rules of Order Newly Revised governs procedures not addressed by statute, the Open Meetings Act, or these bylaws.

ARTICLE VII: CONFLICT OF INTEREST

Conflicts of Interest

No member of the Executive Committee shall have any current employment, contractual, or other direct financial relationship with any utility, other than as a customer of a retail electric utility, at the time of their appointment or during their service on the executive committee. KRS 164.2807(4)(g), as interpreted by OAG 25-04.

Any Board member with a direct financial interest in, or employment or contractual relationship with a utility filing notice under KRS 164.2807(7) (other than being a customer of retail electric service) shall: (a) Promptly disclose the conflict in writing to the Chair and Executive Committee; (b) Recuse from participating in discussions, deliberations, or votes on that retirement review; (c) Not access confidential business information for that review; and (d) Have no contact with the Executive

Director or any member of the Executive Committee concerning the proposed activities described in the notice [KRS 164.2807(7)(d)].

Recused members are not counted for quorum or voting purposes on that matter.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees

The Board may establish standing committees by majority vote for specific functions such as retirement review, assessment of the energy complex as directed, and financial oversight.

The Executive Committee is a statutory standing committee governed by Article III.

Section 2. Ad Hoc Committees

The Chair may establish ad hoc committees with Board approval. Ad hoc committees dissolve upon completing assigned tasks or by Board vote.

Section 3. Committee Appointments and Reports

The Chair appoints committee members and chairs, subject to Board approval. The Commission Chair serves as ex officio non-voting member of all committees except as otherwise provided.

Committees report activities, findings, and recommendations to the Board at regular meetings or as requested.

ARTICLE IX: CAER RELATIONSHIP

Section 1. Administrative Attachment

Pursuant to KRS 164.2807(3), the Commission is administratively attached to CAER, which provides administrative support services including payroll processing, human resources support, information technology, facilities, and financial processing.

Consistent with Kentucky practice for administratively attached entities, administrative attachment provides support services and does not include operational or governance authority over the Commission. The Commission retains operational independence in fulfilling its statutory duties. CAER and the University of Kentucky do not exercise supervisory authority over Commission operations, the Executive Committee, Executive Director, staff, or substantive decisions.

Section 2. Technical Support

The Commission may request CAER technical assistance on analytical projects. Such assistance shall be: (a) Requested by the Executive Director or authorized by the Executive Committee; (b) Provided under written agreements specifying deliverables, timeline, and cost; (c) Funded within the Commission's budget; (d) Managed by the Executive Director or designee; (e) Subject to the same standards as external consultants.

The Executive Director manages all technical support work and reviews work products for quality and completeness before presentation to the Executive Committee or Board.

ARTICLE X: AMENDMENTS

Section 1. Amendment Process

These bylaws may be amended by two-thirds vote of Executive Committee members present, provided written notice of proposed amendments was given to all Executive Committee members at least two weeks prior.

Proposed amendments shall also be provided to the Board for review and comment at least two weeks before the Executive Committee vote. The Board may provide advisory recommendations, but final adoption authority rests with the Executive Committee per KRS 164.2807(4)(f).

Amendments must comply with KRS 164.2807. In any conflict between these bylaws and statute, the statute controls.

Section 2. Annual Review

These bylaws shall be reviewed annually at the first meeting of each fiscal year and upon any amendments to KRS 164.2807. The Executive Director shall present recommended revisions to the Executive Committee.

Section 3. Additional Rules

The Commission and Executive Committee may adopt additional procedural rules not inconsistent with these bylaws, KRS 164.2807, or the Open Meetings Act. Such rules may govern public comment procedures, retirement review hearings, and administrative processes.

If the Commission adopts substantive rules affecting external parties beyond these internal bylaws, the Executive Director shall consult legal counsel regarding Administrative Procedures Act (KRS Chapter 13A) applicability.

ARTICLE XI: GENERAL PROVISIONS

Section 1. Fiscal Year

The Commission's fiscal year is July 1 through June 30.

Section 2. Ethics

Commission members, the Executive Director, and staff shall comply with the Kentucky Executive Branch Code of Ethics, KRS Chapter 11A, including provisions on conflicts of interest, use of official position, gifts, and financial disclosures. This requirement does not apply to the ex officio nonvoting Commission members from the House of Representatives and the Senate, as members of the General Assembly are subject to the Legislative Ethics Code under KRS Chapter 6.

Section 3. Indemnification

To the extent permitted by Kentucky law, the Commission shall indemnify Board members, Executive Committee members, the Executive Director, and staff from liability arising from performance of official duties, except in cases of willful misconduct or gross negligence.

Section 4. Severability

If any provision is held invalid, other provisions remain in effect. The provisions are severable.

Section 5. Effective Date

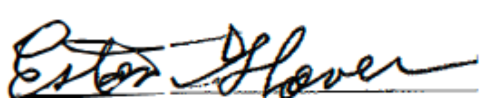
These bylaws become effective upon adoption by the Executive Committee.

Adoption:

These bylaws were adopted by the Executive Committee of the Energy Planning and Inventory Commission on October 21, 2025.

Executive Committee:

Member – Ashli Watts



Member – Eston Glover

Member – Edward Holmes

Member – Wesley Cate

Member – Rodney Andrews

Certification:

I certify that the foregoing bylaws were duly adopted by the Executive Committee on October 21, 2025.

Executive Director – Eric King

Date: October 22, 2025