

**INTERTIE MANAGEMENT COMMITTEE
AMENDED AND RESTATED BYLAWS**

Dated: July 30, 2021

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Attachment 1 - Annual System Demand By Purpose (MW)

INTERTIE MANAGEMENT COMMITTEE AMENDED AND RESTATED BYLAWS

Article 1. STATEMENT OF OBJECTIVES

The Intertie Management Committee ("IMC") shall be responsible for the management, operation, maintenance, and improvement of the Alaska Intertie Project (the "Intertie"), subject to the non-delegable duties of the Alaska Energy Authority ("AEA") and in accordance with the provisions of the Second Amended and Restated Alaska Intertie Agreement, dated March 11, 2014 ("AIA").

All members of the IMC ("IMC Members") have a substantial long-term interest in the prudent management, operation, maintenance, and improvement of the Intertie. The responsibilities of the IMC are derived from: (i) the delegation to the IMC of certain duties involving the management, operation, maintenance, and improvement of the Intertie; (ii) the obligations of the IMC Members and Intertie Users to pay the annual Intertie Costs as set forth in the AIA; and (iii) the other obligations, duties, and responsibilities of the IMC as set forth in the AIA.

These Bylaws set forth the policies and procedural rules of the IMC established pursuant to the authority granted the IMC in the AIA, as it may be amended from time to time. The capitalized terms included in these Bylaws shall have the meaning specified in Exhibit B to the AIA.

Article 2. AUTHORITY OF INTERTIE MANAGEMENT COMMITTEE

The IMC exists and operates pursuant to the terms of the AIA. In the event the authority of the IMC to act is at issue or otherwise challenged, the IMC shall first make a finding as to its authority. If the IMC determines that it has authority to consider the matter, it shall decide the issue on its merits. If the IMC determines that it does not have authority to consider the matter, the matter will be subject to immediate judicial resolution. If the court determines that the IMC in fact had authority to consider the matter, the matter shall be remanded for IMC action.

Article 3. OFFICES

The IMC shall have no physical office but shall have a mailing address at the AEA, whose representative shall be the permanent Secretary of the IMC.

Article 4. REPRESENTATIVES

The IMC membership consists of AEA and the Participants. In order to be eligible to be an "IMC Member," the entity or organization shall comply with the requirements of the AIA.

IMC Members that are not current on their financial obligations for Intertie Costs as well as any costs or assessments approved by the IMC shall not be eligible to vote on matters before the IMC or counted in the calculation of a quorum or majority.

Each IMC Member eligible to vote shall designate one representative and one alternate representative to the IMC. Each IMC Member shall, as necessary, notify all other IMC Members in writing of the names, addresses and telephone numbers of its representative and designated alternate representative. An IMC Member may change its designated representative or alternate representative at any time by providing written notice of such change to the IMC with a copy to all IMC Members. The alternate representative shall serve as the designated representative in the absence of the designated representative.

No IMC Member shall obtain an additional vote through merger with, acquisition of, or assignment from any other IMC Member. Under no circumstances shall an IMC Member have or have the right to control, more than one vote on IMC matters, or have more than one voting representative, directly or indirectly, through another organization.

Article 5. IMC MEETINGS

5.1 Annual Meeting. The annual meeting of the IMC shall be the first regular meeting of the Fiscal Year (July 1 through June 30). The annual meeting shall be used for the purpose of electing officers and transacting such other business as may come before the IMC.

5.2 Regular Meetings. Regular meetings shall be held as needed, but in all events at least twice a year, with the specific date and time to be determined by the IMC.

5.3 Special Meetings. Special meetings of the IMC may be called by the Chairman or by two IMC Members at any time by so advising the Secretary of the IMC. Business at a special meeting of the IMC shall be limited to the purpose stated in the notice of such special meeting.

5.4 Notice of Meetings. Public notice shall be given by the Secretary for all IMC meetings.

5.4.1 Notice of regular meetings of the IMC shall be given at least five (5) days before the date of the meeting by:

- (a) mailing notice to all IMC Members, alternates, and persons or organizations who have filed with the IMC a written request to receive notice, or
- (b) providing an email or other electronic notice to all IMC Members, alternates, and persons or organizations who have filed with the IMC a written request to receive notice, and
- (c) publishing a notice on AEA's website.

5.4.2 Notice for all meetings shall include the date, time and place of the meeting, and if the meeting is by teleconference, the call-in number or access information.

5.4.3 Written notice of special meetings shall be given in as far in advance as is reasonable before the time specified for such meeting. Such notice of special meetings shall state the purpose or purposes for which the meeting is called. Business at a special meeting shall be limited to the purposes stated in the notice of such special meeting.

5.4.4 The IMC shall make a good faith effort to give reasonable notice to the public of all its meetings but, to the extent permitted by law, the inadvertent failure to accomplish any one of the public notice requirements shall not invalidate any action of the IMC.

5.5 Waiver of Notice. Whenever any notice is required to be given to any IMC Member, a waiver of the notice requirement in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

5.6 Place of Meetings. The Chairman of the IMC may designate any place as the place of meeting for any annual, regular, or special meeting of the IMC.

5.7 Teleconferences. Attendance and participation by any or all representatives of the IMC Members at any meeting of the IMC may be by teleconference so long as all IMC Members can be heard and hear all of the proceedings. For purposes of these Bylaws, the term "teleconference" shall include any electronic means of communication meeting the requirements of these Bylaws. The votes at a meeting held by teleconference, or a meeting with an IMC Member participating by teleconference, shall be taken by roll call. Participation by teleconference shall constitute presence in person at the meeting. Materials that are to be considered at a meeting that is by teleconference shall be distributed electronically.

5.8 Minutes of Meetings. Written Minutes shall be kept for all regular and special meetings of the IMC. All decisions or agreements made shall be reduced to writing, including all matters voted upon and each IMC Member's vote on those matters. Minutes of the IMC meetings shall be transmitted by mail, hand delivery, or electronically to each IMC Member following each meeting. The official copy of the Minutes for each meeting shall be signed by the Chairman and the Secretary.

5.9 Manner of Acting.

5.9.1 IMC actions may be taken by any reasonable voting method, provided that any IMC Member may request a public roll call vote. All actions taken via teleconference shall be by roll call vote. All decisions of the IMC shall be reduced to writing including all matters voted upon and each IMC Member's vote on these matters.

5.9.2 An IMC Member abstaining from a vote shall not be counted towards any voting requirement. The minimum percentage required to transact business shall be determined from the total number of IMC Members not abstaining.

5.9.3 Except for those matters which expressly require a unanimous vote, the vote of a minimum percentage of all IMC Members, or other special voting parameters, the presence of at least two-thirds of the IMC Members shall constitute a quorum for the transaction of business. The mere presence of a sufficient number of IMC Members in a common location to constitute a quorum shall not constitute a meeting of the IMC.

5.9.4 An IMC Member, or their alternate representative, who is present at a meeting of the IMC at which action on an IMC matter is taken, shall be presumed to have assented to such action unless the dissent or abstention of the IMC Member or alternate representative is indicated and recorded in the meeting minutes at the time of the action.

5.9.5 The following matters shall require the affirmative vote of a minimum of 75 percent of the members of the IMC constituting greater than 66 percent of the total Annual System Demand of all members of the IMC, including the affirmative vote of AEA (except as noted). The Annual System Demand to be used for voting (and other IMC matters) shall be as set forth in Attachment 1 hereto.

- (a) Adoption of budgets, determination of annual Intertie Costs, the allocation of Intertie Costs, annual budgets, and rates for use of the Intertie.
- (b) Determination of the maximum Intertie transfer capability, Intertie transfer capacity allocation methodology, access to Intertie transfer capacity, or allocation of capacity among Users.
- (c) Establishing the estimated annual Payment Obligation of each Intertie User for each fiscal year, together with a schedule of equal monthly payments for each Intertie User and/or IMC Member that such Intertie User and/or IMC Member shall be required to make during that year; and to determine the costs to be collected from Users for Intertie Transactions.
- (d) Determining the actual annual Intertie Costs after the conclusion of each fiscal year.
- (e) Determining the appropriate amount, coverage, and limits of insurance for or related to the Intertie.
- (f) Establishing the minimum funding amounts for the Reserve Fund.

- (g) Selecting among alternative methods for funding Improvements or Required Work.
- (h) Approving Improvements, and the design and specifications for Required Work or Improvements.
- (i) Adopting or amending these Bylaws.
- (j) Adopting or amending operating policies and procedure or Reliability Standards, including any sanctions for non-compliance with them. AEA's affirmative vote is not required with respect to adopting or amending operating policies and procedures.
- (k) Determining costs attributable to the Intertie, including the determination of the allocation of costs for Improvements, and Required Work.
- (l) Determining the disposition of insurance claim proceeds.
- (m) Determining whether new Participants have met the requirements of the AIA.
- (n) Designating, subject to the requirements of the AIA, which Participant(s) will operate the Intertie.
- (o) Approving limitations to the right to terminate the AIA as part of bond or other debt financing.
- (p) Approving decisions of the Operating Committee or other special committee and any resolutions concerning the authority of a special purpose committee.
- (q) Referring an issue to arbitration pursuant to Section 12.2 of these Bylaws.

All other matters, including the election and removal of officers, shall require the affirmative vote of a simple majority of the IMC Members constituting the quorum present and voting at the meeting where the matter is considered.

5.9.6 The unanimous concurrence of all IMC Members shall be necessary for the adoption or amendment of procedures for dispute resolution.

5.10 Conduct of Meetings. Robert's Rules of Order shall govern the conduct of IMC meetings except where in conflict with these Bylaws or any specific procedural rules adopted by the IMC.

5.11 Open Meetings. The IMC has determined that Alaska public policy favors openness and public access, and the IMC shall conduct its business in public in accordance with the following policies:

5.11.1 Scheduled Meetings. All scheduled meetings of the IMC and any of its special purpose committees shall be open to the public except as otherwise provided in these Bylaws.

5.11.2 Executive Sessions. If any subjects to be discussed at a meeting are subjects that may potentially be discussed in an executive session, the meeting shall first be convened as a regular or special meeting and the question of holding an executive session to discuss matters that come within the subjects contained in Section 5.11.3 of these Bylaws shall be determined by a majority vote of the IMC. No subjects may be considered at the executive session except those mentioned in the motion calling for the executive session unless auxiliary to a subject specified in the motion. No action may be taken during the executive session. Only IMC Members, designated alternates, and attorneys for the IMC or for IMC Members may attend an executive session, unless the motion calling for the executive session specifies other persons whom the IMC wishes to attend.

5.11.3 Executive Session Subjects. The following subjects may be discussed in an executive session:

- (a) Matters the immediate knowledge of which would clearly have an adverse effect upon the finances of AEA, the Intertie, or the IMC or any of its Members;
- (b) Subjects that tend to prejudice the reputation and character of any person; provided, however, the person may request a public discussion;
- (c) Matters which by law, municipal charter or ordinance are required to be confidential; and
- (d) Matters involving consideration of records that by law are not subject to public disclosure.

5.11.4 Exclusions. Sections 5.11.1, 5.11.2, and 5.11.3 shall not apply to:

- (a) Informal discussions by and between IMC Members where official business is not conducted;
- (b) Formal or informal meetings and discussions by and between IMC Members in which all parties indicate they are acting individually as representatives of AEA or individual Participants and not as the assembled IMC and at which no IMC business is conducted, and no votes are taken, or decisions made; or
- (c) The Operating Committee and any other special purpose committees.

Article 6. COMMITTEES

6.1 Designation. The IMC shall establish an Operating Committee and may establish other special purpose committees from time to time, subject to such conditions as may be prescribed by the IMC. The designation of any such special purpose committee shall not relieve the IMC or any IMC Member of any responsibility imposed by law or the AIA.

6.2 Powers. Special purpose committees may act upon IMC matters only when given prior authorization by the IMC. The IMC shall formalize the authorization by adopting a resolution which details the scope of the special purpose committee's authority to act.

6.3 Committee Decisions. Decisions made by a special purpose committee shall be by affirmative vote of a majority of the members of the special purpose committee, unless otherwise directed by the IMC.

6.4 IMC Approval of Committee Decisions. All decisions of the Operating Committee and any other special purpose committees established under this Article 6 affecting AEA, the Participants, Intertie operations, or Users shall be subject to the approval of the IMC.

6.5 Terms. Unless otherwise specifically provided by the IMC, the members of each special purpose committee shall serve from the date of appointment until the date of the next annual meeting of the IMC.

Article 7. OFFICERS

7.1 Number. The officers of the IMC shall initially consist of a "Chairman," a "Vice Chairman," and a "Secretary/Treasurer." The offices of Chairman and Secretary shall not be held by the same person. The IMC may elect such other officers and agents as it shall deem necessary. Those officers shall hold office for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the IMC.

7.2 Election and Term of Office. Initially only the Chairman and Vice Chairman shall be elected by the IMC. The AEA representative shall be the permanent Secretary/Treasurer. Only IMC Members or their alternates shall be eligible to serve as officers. Each officer shall hold office until a successor is elected and accepts office unless the officer resigns or is removed by the IMC.

7.3 Removal. Any officer elected by the IMC may be removed upon a vote made in accordance with Section 5.9 of these Bylaws.

7.4 Vacancies. In the event any vacancy occurs in any elected office of the IMC, the remaining IMC Members shall elect a successor to the office at the next regular meeting of the IMC.

7.5 Chairman. The Chairman shall preside at all meetings of the IMC and shall perform such other duties and have such other authority as the IMC may prescribe.

7.6 Vice Chairman. The Vice Chairman shall act under the direction of the Chairman, and in the absence or disability of the Chairman or if the office of the Chairman is vacant, shall perform the duties of the Chairman, and from time to time shall perform such other duties and have such other authority as the Chairman or IMC may prescribe.

7.7 Secretary/Treasurer. All of the duties set forth in Sections 7.7.1 and 7.7.2 below shall be assigned to the Secretary/Treasurer.

7.7.1 Secretary Duties. The Secretary shall act under the direction of the Chairman in regard to secretarial duties. Subject to the direction of the Chairman or the IMC, the Secretary shall attend all meetings of the IMC and keep a record of the proceedings. In the Secretary's absence, the Chairman shall designate another IMC Member to keep a record of the proceedings. The Secretary shall perform the duties of the Chairman if the Chairman and Vice Chairman are absent or not able to perform such duties. The Secretary shall perform like duties for committees when required. The Secretary shall give or cause to be given notice of all meetings of the IMC and special meetings of the IMC and shall perform such other duties as may be prescribed by the Chairman or the IMC. The Secretary may incur reasonable expenses associated with keeping a record of the proceedings, including the compensation and travel costs incurred to retain a person to keep such records.

7.7.2 Treasurer Duties. The Treasurer shall act under the direction of the IMC in regard to duties of the Treasurer. Subject to the direction of the IMC and to the terms of the AIA, the Treasurer shall have control of the IMC funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the IMC and shall immediately deposit all monies and other valuable instruments in the name and to the credit of the IMC in such depositories as may be designated by the IMC. The Treasurer shall disburse the funds of the IMC as may be directed by the IMC or as otherwise provided in the AIA, taking proper vouchers for such disbursements, and shall render to the Chairman and the IMC at its regular meetings or when the IMC so requires, an accounting of all the Secretary/Treasurer's transactions as Treasurer and of the financial condition of the IMC. The IMC may secure a bond in an adequate amount to cover the actions of the Treasurer.

Article 8. INDEMNIFICATION

To the extent legally permitted and financially able to do so from IMC-controlled assets or with insurance, the IMC Participants shall indemnify and hold IMC Participants, their alternate representatives, and IMC officers harmless against all claims and liabilities which they or any of them incur as a party defendant to any proceeding (other than a proceeding filed by or on behalf of the IMC), based on any authorized action of any such

person as an IMC Participant or as an officer of the IMC within the scope of the office. For purposes of this provision, "IMC Participant" means a designated IMC representative of a Participant, an alternate representative of a Participant, an authorized agent of the IMC who is otherwise employed by the IMC, or any authorized employee of the IMC.

Article 9.

ANNUAL BUDGETS AND DETERMINATION OF RATES

9.1 Budget Process. The Alaska Intertie Agreement and any bond resolutions or debt covenants shall provide the basis for the IMC's formal budget process. The IMC shall adopt a detailed budget process. In addition to the budgeted amounts in the AIA, AEA and the IMC shall also provide annual budgets detailing the estimated costs relating to any other requirement, insurance, or the Intertie-specific administrative and general costs to be paid to the AEA.

9.2 Auditing Standards and Procedures.

9.2.1 An annual audit shall be performed by qualified independent auditors selected by the IMC, to be completed on or before the first day of December of each year.

9.2.2 The primary purpose of the audit is to verify expenses. The scope of the audit shall include the operating and maintenance costs relating to the Intertie, the annual Intertie-specific costs of AEA, and AEA and IMC assets, liabilities and costs, including all funds administered by AEA and the IMC, necessary to establish a true-up of the annual Intertie Costs.

9.2.3 The annual financial statements shall disclose the comparison of actual operating results to the annual budget.

9.2.4 To the extent necessary, the IMC, individual IMC Members, and AEA shall make available to the auditors such records and schedules as are required for the auditors' examination of the financial statements in a timely manner.

9.3 Standards for Capital Asset Acquisition and Accounting. To provide for a comprehensive, consistent policy of ownership and control of the Intertie, AEA and the IMC have designated AEA as the owner of all capital assets acquired for and included in the Intertie. Subject to the terms of the AIA, the IMC has been delegated all responsibilities for the management, operation, maintenance, improvement, and control of all capital assets comprising the Intertie.

9.3.1 Capital assets include an asset acquired for the benefit of the Intertie that has a value of \$2,500 or more and a useful life of at least one year.

9.3.2 The IMC shall transfer ownership of any assets held in trust for the Intertie to AEA.

9.3.3 The IMC will have primary control and management under the AIA of all capital assets whether purchased with State of Alaska or Participant funds. The IMC shall manage all proceeds derived from sales upon retirement of these capital assets as well as the purchase of additional capital assets for the benefit of the Intertie.

9.3.4 To the extent that purchase costs can be minimized through the State of Alaska's purchasing power, AEA may make purchases on behalf of the IMC as the "Purchasing Agent." To the extent other purchasing alternatives are preferable, the IMC may use those procedures.

Article 10. IMC FUNDS AND ASSETS

10.1 Required Funds. In addition to any requirements imposed by a bond resolution or other debt covenants, the IMC may establish any special purpose funds it deems appropriate.

Article 11. INSURANCE

11.1 Coverage Limits. Insurance shall be secured and maintained in types and amounts as are customary in the electric utility industry for facilities of similar types and sizes as the Intertie and in compliance with the requirements of the AIA. The determination of "customary insurance" shall be made by the IMC in concert with any insurance consultant employed by the AEA.

11.2 Self-Insurance. The amounts and types of insurance determined "customary," including the minimum amounts required that may be in any Bond Resolution, may be maintained through self-funded insurance methods.

11.3 Insurance Claim Proceeds. Disposition of insurance claim proceeds for damage or destruction of the physical facilities or application of any other insurance proceeds accruing to the Intertie shall be determined by the IMC.

11.4 Annual Review. AEA and the IMC together shall annually review the insurance types and amounts carried with respect to the Intertie.

Article 12. PROCEDURES FOR DISPUTE RESOLUTION

12.1 Procedural Rules. The IMC shall perform its decision-making responsibilities consistent with the AIA and any duly adopted procedural rules.

12.2 Arbitration. The IMC may refer any matter within the IMC's authority to arbitration. Unless otherwise unanimously agreed to by IMC Members, arbitration shall be conducted before an arbitrator selected under the guidelines of the American Arbitration Association and the arbitration shall be conducted in accordance with the commercial arbitration rules of the American Arbitration Association then in effect. In addition, the arbitrator must have education and experience in the particular matter being

arbitrated. The arbitrator shall have no authority, power, or jurisdiction to alter, amend, change, modify, add to or delete any of the provisions of the AIA and the decision of the arbitrator shall be subject to judicial review as an IMC decision, in accordance with Section 12.4, below.

12.3 Costs of Arbitration. The costs incurred in connection with the arbitration shall be apportioned by the arbitrator as she or he deems appropriate.

12.4 Judicial Review. Any action, or failure to act, of the IMC shall be subject to judicial review. The reviewing court shall (a) set aside any IMC action found to be arbitrary, capricious or otherwise not in accordance with law or with the terms of the AIA or these Bylaws, and (b) order the IMC to take action if such action has been unreasonably withheld or delayed. Failure of any party to appeal any IMC decision shall not constitute a waiver of the right to appeal any future decision. Judicial review shall be governed by the laws of the State of Alaska and shall be filed in the Superior Court for the State of Alaska, Third Judicial District at Anchorage.

Article 13. REIMBURSEMENT OF COSTS

13.1 Reimbursement of Costs. Unless otherwise agreed to in advance by the IMC, each IMC Member shall be responsible for the cost of travel and other expenses for its representatives. Application for reimbursement of IMC-approved costs and expenses must be made to the Secretary of the IMC.

Article 14. OTHER POLICIES

14.1 Numbering of Resolutions. All resolutions and actions adopted by the IMC shall be assigned a number. The first part of the number shall be the last two digits of the year in which the resolution or action is adopted (e.g., Resolution No. 11-). The second part shall be a sequential number reflecting the order in which the resolution or action was adopted, beginning with the number "1," and increasing by one with the adoption of each subsequent resolution or action. The Secretary of the IMC shall establish and maintain an official journal for recording resolutions, and actions of the IMC.

14.2 Contracts. The presiding officer of the IMC shall be authorized to execute contracts approved by the IMC. The IMC may provide other requirements for the execution of contracts. AEA may designate one of its officers or employees to execute contracts approved by the IMC. The IMC's approval of the execution of a contract shall specify the person or persons authorized to execute such contract.

14.3 Required Notice of New Intertie Capacity Allocation Methodology. The IMC shall provide at least thirty (30) days for the public to comment on any proposed Intertie capacity allocation methodology or for the review of any current Intertie capacity allocation methodology.

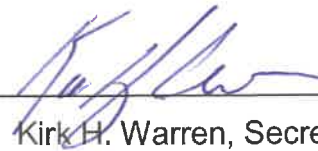
Article 15.
AMENDMENTS

15.1 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the IMC at any regular or special meeting, subject to the voting requirements set out in Section 5.9 of these Bylaws.

* * * * *

The Secretary hereby certifies that this is a true and correct copy of the Bylaws approved by the IMC on July 30, 2021.

By: _____

A handwritten signature in blue ink, appearing to read "K. Warren", is written over a horizontal line.

Kirk H. Warren, Secretary

**ATTACHMENT 1
TO
INTERTIE MANAGEMENT COMMITTEE
AMENDED AND RESTATED BYLAWS**

Annual System Demand By Purpose (MW)

<u>IMC Member</u>	<u>Purpose</u>	
	<u>IMC Voting¹</u>	<u>All Other AIA/IMC Matters</u>
Alaska Energy Authority	N/A	N/A
Municipal Power & Light	---	---
Matanuska Electric Assn.	100.0	134.0
Golden Valley Electric Assn.	100.0	199.3
Chugach Electric Assn.	<u>100.0</u>	<u>368.7</u>
Total	300.0	702.0

¹ The Annual System Demand in the IMC Voting column is to be used with voting requirements in Section 5.9 of the Intertie Management Committee Amended and Restated Bylaws.