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RESOLUTION NO. 88- 1

A RESOLUTION of the Bradley Project Management Committee, established pursuant to Section 13 of the Bradley Agreement for the Sales and Purchase of Electric Power ("the Power Sales Agreement") establishing Bylaws for the operation of the Committee.

WHEREAS, the Bradley Project Management Committee is composed of the representatives of the seven utilities that will purchase the power produced from the Bradley Lake Project and the Alaska Power Authority;

WHEREAS, the Bradley Project Management Committee is charged in the Power Sales Agreement with the operation and administration of the Bradley Lake Hydroelectric Facility; and

WHEREAS, it is necessary to provide rules and regulations for the day-to-day operation of the Bradley Project Management Committee.

NOW, THEREFORE, BE IT RESOLVED, by the Bradley Project Management Committee established pursuant to Section 13 of the Power Sales Agreement that the following Bylaws be adopted as the Bylaws of the Bradley Project Management Committee and that these Bylaws shall be binding on all members of the Bradley Project Management Committee.

ADOPTED by the Bradley Project Management Committee at a regular meeting of said Committee held this 21st day of October , 1988.

BRADLEY PROJECT MANAGEMENT COMMITTEE

BY:

(Name) (Chairman)

ATTEST:

By:

(Name)

(Secretary)

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