

BRADLEY PROJECT MANAGEMENT COMMITTEE
RESOLUTION NO. 89-5PRO 3-1.1 RESO

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") retaining the law firm of Lindsay, Hart, Neil & Weigler for the purpose of rendering the legal opinion requested by the underwriters of the 1989 Refunding Bonds.

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

WHEREAS, the Alaska Energy Authority proposes to sell its 1989 Refunding Bonds to refinance its short term borrowing for the construction of the Bradley Lake Hydroelectric Project;

WHEREAS, the underwriter for the 1989 Refunding Bonds has requested an opinion from the counsel for the Committee as to certain matters; and

WHEREAS, the Committee as a whole wishes to retain the services of Ron Saxton and his firm of Lindsay, Hart, Neil & Weigler of Portland, Oregon for the sole purpose of rendering the requested opinion, and for no other purpose.

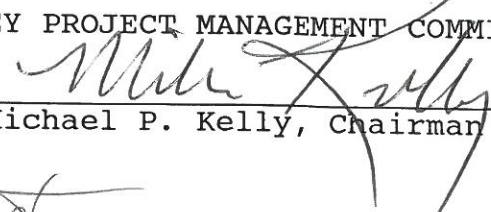
NOW THEREFORE, BE IT RESOLVED, by the Bradley Project Management Committee established pursuant to Section 13 of the Power Sales Agreement that Ron Saxton and his firm of Lindsay, Hart, Neil & Weigler of Portland, Oregon be retained as counsel to the Committee for the sole purpose of rendering the legal opinion requested by the underwriter from counsel for the Committee in connection with the issuance and sale of the 1989 Refunding Bonds, and for no other purpose.

BE IT FURTHER RESOLVED, that the retention of Ron Saxton and his firm of Lindsay, Hart, Neil & Weigler for the limited purpose described above shall be considered only a retention by the Committee as a whole and not a retention by any individual member of the Committee. Ron Saxton and his firm of Lindsay, Hart, Neil & Weigler shall not be considered to have represented any individual member of the Committee by virtue of the representation contemplated in this Resolution.

ADOPTED by the Bradley Project Management Committee at a regular meeting of said Committee held this 28th day of July, 1989.

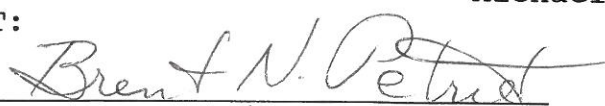
BRADLEY PROJECT MANAGEMENT COMMITTEE

BY:


Michael P. Kelly, Chairman

ATTEST:

By:


Brent N. Petrie, Secretary