

PRO 3-1,1 RESOBRADLEY PROJECT MANAGEMENT COMMITTEE
RESOLUTION NO. 89-6

A RESOLUTION of the Bradley Project Management Committee ("the Committee"), established pursuant to Section 13 of the Bradley Agreement for the Sales and Purchase of Electric Power ("the Power Sales Agreement") ratifying all prior actions and resolutions of the Bradley Project Management Committee.

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

WHEREAS, the Committee held its initial meeting on June 30, 1988, and has continued to meet regularly since then, for the purpose of carrying out its duties under Section 13 of the Power Sales Agreement;

WHEREAS, the Power Sales Agreement by its terms became effective upon receipt of all required approvals on August 8, 1989;

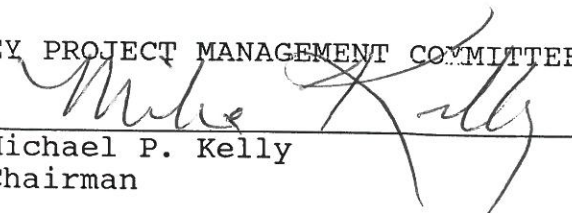
WHEREAS, it is necessary to ensure the continuity of action of the Committee.

NOW, THEREFORE, BE IT RESOLVED, by the Bradley Project Management Committee established pursuant to Section 13 of the Power Sales Agreement that all actions taken and resolutions adopted by the Bradley Project Management Committee prior to August 8, 1989 are hereby ratified and that all such actions and resolutions shall remain in full force and effect as if taken or adopted after August 8, 1989.

ADOPTED by the Bradley Project Management Committee at a regular meeting of said Committee held this 21st day of August, 1989.

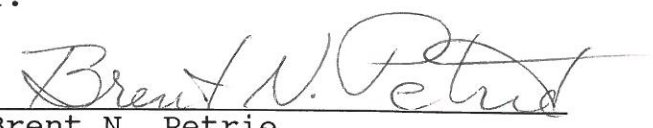
BRADLEY PROJECT MANAGEMENT COMMITTEE

BY:


Michael P. Kelly
Chairman

ATTEST:

By:


Brent N. Petrie
Secretary