

RESOLUTION NO. 2008-09

A RESOLUTION of the Commission of Public Utility District No.1 of Jefferson County authorizing the execution of a Fourth Repayment Agreement relating to a line of credit for Northwest Open Access Network.

WHEREAS, the District, along with other Washington municipal corporations (collectively, the "Members"), is a member of Northwest Open Access Network, a Washington nonprofit mutual corporation ("NoaNet"); and

WHEREAS, NoaNet intends to establish a line of credit in the principal amount not to exceed \$1,500,000 (the "Line of Credit") and to draw on such Line of Credit in order to finance improvements to and expansion of NoaNet facilities as authorized by resolution of the NoaNet Board; and

WHEREAS, as a condition to extending the Line of Credit to NoaNet, the lender has required that the Members of NoaNet be obligated for repayment of amounts due on the Line of Credit; and

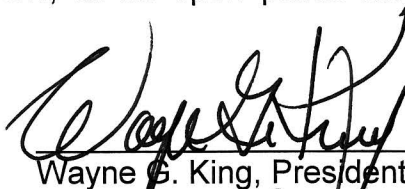
WHEREAS, it is in the best interest of the District and its customer-owners for the District to enter into an agreement with NoaNet setting forth the terms under which, in the event NoaNet's revenue is insufficient to repay the line of credit, the District will repay NoaNet for draws on the Line of Credit based on the District's percentage interest;

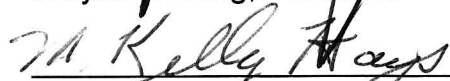
NOW, THEREFORE, BE IT RESOLVED as follows:

1. The General Manager of the District is hereby authorized to execute on behalf of the District the Fourth Repayment Agreement in substantially the form attached to this Resolution (the "Repayment Agreement") and such Repayment Agreement is hereby approved.

2. The General Manager of the District or his or her designee is hereby authorized to take any and all actions necessary or appropriate to assist NoaNet in obtaining the Line of Credit.

ADOPTED BY THE COMMISSION OF PUBLIC UTILITY DISTRICT NO.1 OF JEFFERSON COUNTY, WASHINGTON, at an open public meeting this 3rd day of September, 2008.


Wayne S. King, President


M. Kelly Hays, Vice President


Dana Roberts, Secretary

CERTIFICATE OF THE SECRETARY OF
THE COMMISSION

I am the duly elected Secretary of the Commission of Public Utility District No. 1 of Jefferson County, Washington (the "District") and I hereby certify the following:

James G. Parker is the duly appointed and acting General Manager of the District and has executed the Fourth Repayment Agreement among Northwest Open Access Network ("NoaNet"), the District and the other members of NoaNet (the "Repayment Agreement").

Attached to this certificate is a true copy of Resolution No. 2008-09 (the "Resolution") authorizing the Repayment Agreement. The Resolution is in full force and effect and has not been amended, revised or repealed.

The Resolution was adopted on 3rd day of September, 2008, which is a regularly scheduled meeting of the Commission of the District that was open to the public and at which a quorum of the Commission was present throughout. A legally sufficient number of members of the Commission voted on the adoption of the Resolution. ~~A legally sufficient number of members of the Commission voted on the adoption of the Resolution.~~ A copy of the minutes showing the adoption of the Resolution is attached to this certificate. (X)

Dated this 3rd day of September, 2008.



Dana Roberts

Secretary of the Commission of
Public Utility District No. 1 of
Jefferson County, Washington