

PUBLIC UTILITY DISTRICT NO.1
OF
JEFFERSON COUNTY, WASHINGTON

RESOLUTION NO. 2010-015

A RESOLUTION of the Board of Commissioners Authorizing
Membership to the National Rural Utilities Cooperative Finance
Corporation

WHEREAS the Public Utility District No. 1 (PUD) signed the Purchase Asset Agreement with Puget Sound Energy for the electrical facilities in Eastern Jefferson County, Washington; and

WHEREAS the PUD is in the process of applying for a USDA Rural Utility Service loan for the purchase of the assets, separation costs, and initial start-up costs; and

WHEREAS the PUD will need other sources of funding to augment and supplement RUS financing of the PUD's electrical activities; and


WHEREAS, the National Rural Utilities Cooperative Finance Corporation (CFC) was established to provide, secure, and arrange financing for its members and patrons as required by them for the planning, initiation, and execution of their programs, projects, and undertaking financial loans for electrical utilities; and

WHEREAS the PUD Board of Commissioners have reviewed the CFC Articles of Incorporation and Bylaws; and


WHEREAS the PUD qualified as a Class A Membership-cooperative or nonprofit corporations, public corporations utility districts and other public bodies.

NOW, THEREFORE, let it BE RESOLVED, that Public Utilities Utility District No. 1 of Jefferson County, Washington apply for membership in the National Rural Utilities Cooperative Finance Corporation and in connection with the proper office of this corporation are each hereby authorized to do all such acts and make all such payment as the officer or officers so acting may deem necessary to appropriate in order to carry out the purpose and intent of this resolution.

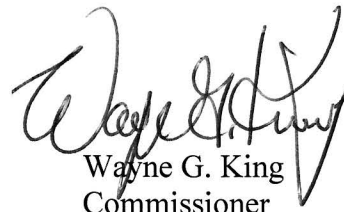
ADOPTED by the Commission of Public Utility District NO. 1 of Jefferson County, Washington at a regular open meeting held this 4th day of October 2010.



Barney Burke
Commissioner
District 1



Kenneth McMillen
Commissioner
District 2



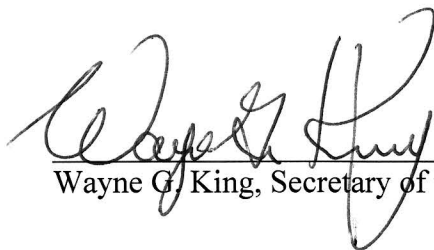
Wayne G. King
Commissioner
District 3

CERTIFICATE

I, the undersigned, Secretary of the Commission (the "Commission") of the Public Utility District No. 1, Jefferson County, Washington (the "District"), DO HEREBY CERTIFY:

1. The attached Resolution No. 2010-015 (the Resolution") is a true and correct copy of a resolution of the District as finally adopted at a special meeting of the Commission held on the 6th of October, 2010, and duly recorded in my office.
2. That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a quorum of the Commission was present throughout the meeting and a legally sufficient number of members of the Commission voted in the proper manner for the adoption of said Resolution; that all other requirements and proceedings incident to the proper adoption of said Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this certificate.

IN WITNESS THEREOF I have hereunto set my hand this 6th day of October, 2010



Wayne G. King, Secretary of the Board