

**PUBLIC UTILITY DISTRICT NO.1
OF
JEFFERSON COUNTY**

RESOLUTION NO. 2019-13

A Resolution of the Board of Commissioners of Public Utility District (PUD) No. 1 of Jefferson County, Washington, approving the entry into a Payment Agreement with Northwest Open Access Network, a Washington nonprofit mutual corporation ("NoaNet") and authorizing the Acting General Manager to execute the Payment Agreement.

WHEREAS, NoaNet was formed pursuant to an Interlocal Cooperation Agreement to provide cost-effective high-speed communications to the members of NoaNet ("NoaNet's Members") and others; and

WHEREAS, the Interlocal Cooperation Act, RCW 39.34, permits NoaNet's Members to enter into agreements for joint or cooperative actions and undertakings, including the financing thereof;

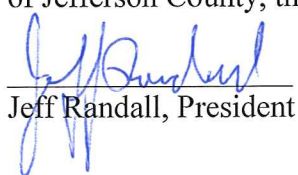
WHEREAS, the PUD is a member of NoaNet and NoaNet has requested its members to assist in providing certain bridge financing with repayment terms for a portion of certain of NoaNet's costs, pending receipt of a loan from a bank or other revenues, and the Members of NoaNet have agreed to pay for certain capital expenditures of NoaNet under the terms set forth in an Agreement attached to this Resolution; and

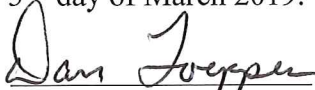
WHEREAS, the Board of Commissioners reviewed the terms and conditions of the attached Agreement at its regular meeting on February 19, 2019.


NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Public Utility District No. 1 of Jefferson County as follows:

Section 1. Based upon the facts set forth in the recital paragraphs of this Resolution, the Board of Commissions authorizes the entry of the Payment Agreement attached to this Resolution, and hereby authorizes the Acting General Manager to execute the Payment Agreement, and, if necessary, any other related agreements.

ADOPTED at a regular meeting of the Board of Commissioners of Public Utility District No. 1 of Jefferson County, this 5th day of March 2019.


Jeff Randall, President


Dan Toepper, Vice President


Kenneth Collins, Secretary