

THE REGULAR MEETING OF THE BOARD OF DIRECTORS
OF
WELLS RURAL ELECTRIC COMPANY

April 20, 1979

The regular meeting of the Board of Directors of Wells Rural Electric Company was called to order on April 20, 1979 at 9:00 a.m. in the board room. President Vernon Dalton presided over the meeting.

Directors present were: Vernon Dalton, Gene Pengelly, Jesse Larsen, Ferris Brough, John Krenka, Ray Crawford, Clarence Swett, Ester Quillici and Bill Wright. Daryl Eriksen was unable to attend.

Present from the staff were Dan Bryan and Patti Blackett. Attorney Bob Vaughan was also present.

Corrections to the minutes: The minutes will stand approved as written.

Additions to the Agenda: Donation to Elko High School Rodeo.

The first business to come before the meeting concerned the following resolution which was presented and discussed:

RESOLUTION NO. BPA-79-1

A RESOLUTION Approving Proposed Bond Resolutions of the Washington Public Power Supply System Relating to the Net Billing Agreements Entered into With Such System and the Bonneville Power Administrator

The WELLS RURAL ELECTRIC COMPANY (hereinafter called the "Participant") has heretofore entered into one or more agreements with the United States of America, Department of Energy (formerly the Department of the Interior), acting by and through the Bonneville Power Administrator (hereinafter called "Bonneville") and the Washington Public Power Supply System (hereinafter called the "Net Billing Agreements") relate to the purchase of project capability of certain nuclear electric generating projects being constructed by the System and are agreements for those projects designated opposite the name of the Participant on Exhibit A attached hereto.

Pursuant to the Net Billing Agreements the System adopted a separate bond resolution (hereinafter collectively called "Prior Lien Bond Resolutions") relating to each such generating project, a draft of which relating to each such project in which the Participant is a participant is on file in the records of the Participant. Consistent with such drafts of bond resolutions the Prior Lien Bond Resolutions authorize the System to finance, among other things, interest on the bonds issued pursuant to such resolutions accruing prior to a certain specified date for each such project. At the time the Net Billing Agreements were entered into Bonneville, the System and the Participant anticipated that each such specified date would occur on or about the project's date of commercial operation.

It is now anticipated that each such specified date will occur substantially before such date of commercial operation and Bonneville and the System propose that for each such project the System issue subordinate lien bonds to be secured by the Net Billing Agreement for such project to finance, among other things, (i) the debt service on the bonds issued pursuant to the Prior Lien Bond Resolution for such project accruing during the period beginning on the aforementioned specified date and ending no later than the date of commercial operation and (ii) the debt service accruing on such subordinate lien bonds during such period. A draft dated February 15, 1979, of a proposed bond resolution authorizing the issuance of subordinate lien bonds for such purposes and certain other purposes is on file with the Participant.

The Board of Directors has reviewed the draft of proposed subordinate lien bond resolution above referred to and now finds that the adoption of subordinate lien bond resolutions by the System substantially in the form thereof and the sale of bonds issued pursuant thereto is in the best interests of the Participant and its electric energy customers.

THEREFORE, it is resolved that the Participant hereby approves the aforesaid proposal of the System and Bonneville, approves the draft of subordinate lien bond resolution above referred to relating to the Net Billing Agreements and approves the adoption by the System and approval by Bonneville of a subordinate lien bond resolution for each such project in substantially the same form thereof.

It is understood by the Participant (i) that any bond resolution adopted by the System substantially in the form of such draft of proposed bond resolution and bonds issued pursuant thereto with respect to a project constitute a "Project Bond Resolution" or "Bond Resolution" and "Project Bonds" or "Bonds" as such terms are defined in its Net Billing Agreement relating to such project and (ii) that the adoption of any such resolution or the issuance of any such bonds shall reduce the amounts the Participant is obligated to pay under its Net Billing Agreement prior to the date of commercial operation of such project only to the extent funds obtained by the issuance of such bonds are applied to reduce such amounts.

It is directed that a certified copy of this Resolution be sent to the System and Bonneville.

Motion made by director Pengelly and seconded by director Swett that the Resolution be adopted. The motion passed by a vote of 8 in favor and 0 against. The President declared the Resolution adopted.

Request from Minnkota Power Cooperative: We were asked to make a contribution of \$500 to Paul Harvey's broadcasting program. GENE PENGELLY MOVED WE WRITE TO THEM AND TELL THEM THAT WE DO NOT WISH TO PARTICIPATE AT THIS TIME. JOHN KRENKA SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Audit Report: Copies of the Audit Report were sent out to all directors for their review. CLARENCE SWETT MOVED WE ADOPT THE AUDIT REPORT. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY. GENE PENGELLY MOVED WE GO OUT FOR BIDS FOR THE NEXT AUDIT. JESSE LARSEN SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Policy Committee Report: A new policy, Policy 7-8, Equipment and Supply Purchases, was developed. This policy was sent to the directors for their review. RAY CRAWFORD MOVED WE ADOPT POLICY 7-8, EQUIPMENT & SUPPLY PURCHASES. BILL WRIGHT SECONDED THE MOTION AND IT PASSED WITH 7 IN FAVOR AND 1 OPPOSED. Policy 7-5 will be changed to 7-5A and a new policy 7-5, Employee Training Courses and Institutes was developed. This policy was discussed. RAY CRAWFORD MOVED WE ADOPT POLICY 7-5, EMPLOYEE TRAINING COURSES & INSTITUTES. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY. Policy 2-5, Conservation of Energy, also a new policy was discussed. RAY CRAWFORD MOVED WE ADOPT POLICY 2-5, CONSERVATION OF ENERGY. ESTER QUILICI SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY. The Policy Committee recommends that we delete Policy 7-7, Compensatory Plan for Salaried Personnel, page 66A. There was discussion on this. RAY CRAWFORD MOVED WE DELETE POLICY 7-7, COMPENSATORY PLAN FOR SALARIED PERSONNEL. JESSE LARSEN SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY. This plan will be left up to the discretion of the Manager.

Discussion on changing By-Laws: GENE PENGELLY MOVED THAT SECTION 4, ARTICLE II OF THE BY-LAWS BE AMENDED BY CHANGING THE 10 TO 25 DAYS NOTICE TO 10 TO 30 DAYS NOTICE ON THE ANNUAL MEETING AND ALSO IN SECTION 4, ARTICLE II, PAGE 3, INSERT JUST PRIOR TO THE LAST SENTENCE IN THAT SECTION, THE NOTICE MAY BE PUBLISHED IN RURALITE MAGAZINE AS TO MEMBERS RECEIVING THE SAME. ESTER QUILICI SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

ESTER QUILICI MOVED THAT SECTION 1, ARTICLE II OF THE BY-LAWS BE AMENDED TO PROVIDE THAT THE ANNUAL MEETING OF THE MEMBERS SHALL BE HELD DURING THE MONTH OF MAY IN EACH YEAR. BILL WRIGHT SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Carlin: There was an amendment to the wheeling agreement. This was changed and sent to John Mohlman of CPN for his signature. He sent it to the President of CPN in Cedar City for his signature. He in turn sent it to San Francisco for the Secretary to attest. It then had to be sent to the PSC for approval. It will be put on the PSC agenda for April 30th.

Resolution to hire Dan Bryan as Manager: GENE PENGELLY MOVED WE HIRE DAN BRYAN AS GENERAL MANAGER OF W.R.E.C. EFFECTIVE APRIL 16, 1979, TO BEGIN WORK ON APRIL 18, 1979 WITH A SALARY OF \$24,000 ANNUALLY WITH A SIX MONTH REVIEW, USE OF THE COMPANY CAR AND TO BE ENROLLED IN THE GROUP INSURANCE PROGRAM. ESTER QUILICI SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Financial Advisory Committee: It was suggested to the Financial Advisory Committee that another method implementing the cost of living increase for salaried personnel be considered. The method was to take the mid-range on the plan and determine the average monthly salary for employees working under the plan. It was recommended by the Committee that \$83.00 be added to each step in the current plan to adjust the chart for 1979. GENE PENGELLY MOVED WE ADOPT THIS PLAN. CLARENCE SWETT SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY. Jesse Larsen would like the Policy Committee to review the old Policy 7-1. He would like to see us revert back to the old policy. The Policy Committee will review this policy and come up with a recommendation.

GENE PENGELLY MOVED WE APPROVE THE 1979 PROPOSED BUDGET AS PRESENTED. ESTER QUILICI SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Annual Meeting Committee: The Board Committee and also the Consumer Committee have met to plan for the Annual Meeting. There will be a consumer calling committee to call the consumers and remind them of the Annual Meeting. Ester gave the schedule of events: At 1:30 p.m., there will be an irrigation pump panel school at the Service Center; 5:30 p.m. to 7:00 p.m., a movie for the kids at the L.D.S. Church; 5:00 p.m. to 6:15 p.m., registration at the High School; and at 6:15 p.m., the business meeting will begin. There will be a display in the auditorium and also a display by G.E. in the foyer of the High School. Power bucks, certificates for \$75, \$50 and \$25 credit on the power bill and twenty five \$20 beef certificates will be given as door prizes. ESTER QUILICI MOVED WE ADOPT THESE PLANS FOR THE ANNUAL MEETING AND ALSO THE WORDING IN THE AGENDA FOR THE PLAQUES FOR BOB WRIGHT AND JIM BALLARD. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

GENE PENGELLY MOVED THAT VERNON DALTON PRESENT THESE PLAQUES AT THE ANNUAL MEETING. FERRIS BROUGH SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Member Relations Committee: Ester suggested that we run a series of articles on Rural Electricians in the paper. Ester talked to Marilyn about this. Marilyn would like us to run an ad in the paper. It was suggested we run an ad monthly. ESTER QUILICI MOVED WE ADOPT THE REPORT OF THE MEMBER RELATIONS COMMITTEE. RAY CRAWFORD SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

The judges for the Slogan Contest met on April 19, 1979 to select a slogan. A slogan was selected and will be announced at the Annual Meeting.

Area Development Committee: It will cost Chromalloy \$2,750 for the preliminary engineering fees. Chromalloy has sent this to their head office for approval.

Directors Expense Committee: They held a meeting on April 13, 1979. They recommend that Vernon Dalton attend the May Legislative Rally at the Company's expense. This will be held May 7-12 in Washington, D.C. JESSE LARSEN MOVED THAT WE ALLOW VERNON DALTON TO ATTEND THE MAY RALLY. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Appliance & Safety Report: The Appliance Department is still going good. I have contacted both Sharp Electric and Jerry Jardine in respect to selling appliances. They indicated they would not be interested in selling appliances at this time and it would be good if we continued. Also, some time back, I spoke to Randy Dedman in regards to handling our warranty work for Hotpoint. He indicated he would do this for us in his off time. So we would still be able to give this service to our consumers with Hotpoint taking care of the cost.

The safety meeting was held at the service center for our Wells crew and one in Wendover for our crew there. There were no accidents or near misses to be reported for the month. We discussed the new procedure that is being implemented for outage calls for the consumers. It was pointed out that in our Policy Manual, Rule 6, paragraph C states that we can discontinue service if any unsafe or hazardous condition is found to exist on a customers premises and for everyone to report these conditions to us. We reviewed our Policy Manual on safety. We covered most of the general rules, specifically paragraphs 102, "Employees Responsibility for Safety," 103, "Reporting Injuries & Unsafe Conditions," 105, "Intoxicating Beverages," 106, "Housekeeping," and 111, "Head Protection and Rubber Gloves," and others. We had 12 people in attendance. Gene Pengelly brought up a Willie Wiredhand coloring book on safety that might be good to give out to kids. We will look into this.

Construction Report: Construction for the month of March was routine replacing of services, secondaries, anchors and secondary poles. Construction has been completed for the stock water pump to Ned Smiley and work has resumed on line 3 Wells to Welcome 30. The wiring, heating and lighting at the Carlin office is now complete. The line extension replacement of two poles at the G & T apartments and KOA campground in Wendover is complete and ready for the pad mount transformer and underground services to be installed. Construction has started on the Carlin sub-station to be constructed by the 20th of April.

Regional Power Planning: Vernon gave a brief report on the meeting he attended in Elko.

Hydro Plant: We are waiting for better weather so we can complete our Hydro Project. As soon as the ground dries up enough, our plans are to check the old remaining pipe for leaks so we can fill the reservoir. Last fall as we started running water in the pipe, we did find some leaks. Hopefully we can patch these so we can get the unit running.

Engineering Report: The contractor is back on the job in the Carlin area. We have R/W easements for most of the land owners involved and verbal agreements on the others. The SP railroad is installing a temporary road crossing for access to part of the line. The W.R.E.C. personnel have begun construction on the substation. We have received applications for 1979 irrigation extensions from C. Gardner, F. Mader, D.K. Anderson and J. Whited. We have had several other line extension inquiries in regards to the Desert Entry & Carry Act for possible land developments. We are working on BLM R/W applications for 10 line extension to Chromalloy mill site. A portion of that line could be 30 should we go ahead with the large 30 project for Chromalloy mine in the Contact area. We are waiting information from the consulting engineer and attorney regarding the Chromalloy and Fort Ruby Ranch 30 line extension project. We initiated 17 construction & 9 retirement work orders during March and 12 construction & 10 retirement work orders for February. We are looking forward to having Buddy Welsh join the Engineering Department as soon as he has trained a replacement for his present position.

Employee & Directors Institutes & Schools: N.R.E.C.A. has a series of five courses designed to improve Employees' Consumer Relation skills. They also have workshops geared to directors & employees. For \$1500, W.R.E.C. could hold their own workshop and schedule it for two days. Half the directors and employees could attend the first day and the other half the second day. GENE PENGELLY MOVED WE SCHEDULE THE FIRST PORTION OF THIS COURSE. JESSE LARSEN SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

N.W.P.P.A.'S 39th Annual Meeting will be held May 16-18, 1979. Ester would like to attend. JESSE LARSEN MOVED THAT ESTER QUILICI ATTEND. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Power Source: Senate Bill 253 will in all probability be amended and passed with quite a few amendments. Senate bill 254 is dead.

Claim by Mr. & Mrs. Ned Smiley: The bills for the repairs to the appliances that were damaged were presented to the board. It was suggested that we talk to Bob Vaughan and get his opinion and present the information at the next meeting.

43 New Memberships: GENE PENGELLY MOVED WE APPROVE THE 18 MEMBERSHIPS FROM WELLS AND THE 25 MEMBERSHIPS FROM WENDOVER. JESSE LARSEN SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Disconnect & Reconnect fee for non-payment of bills: The cost of disconnects and reconnects for non-payment of bills is possible exceeding the minimum we are now charging in the communities of Wendover and Wells. The charges for outlying areas is substantially higher. We are not required to have a standard fee for these charges since we are no longer under the jurisdiction of the PSCN and possibly Utah. Vernon suggests that the board consider charging a higher minimum in all areas and to charge actual costs involved in rural areas. He believes the individuals responsible should pay these costs and not the large majority of consumers who pay their bills on time. If the Board so desires, records of these costs can be kept to indicate the expenses involved and make a decision on changing the present board policy. We will prepare some figures on the costs and present them at the next board meeting.

Report on power outage calls to W.R.E.C.: By initiating the services of the Elko Communication Service operator and placing our telephone at that location, our consumers can call 738-4554 collect. The mobile operator will answer the phone, she will ask pertinent questions in regard to the outage, she in turn will call our lineman in Wells who is on stand-by. If the outage is in Wendover or Carlin, it will be the responsibility of our lineman in Wells to notify our people either in Wendover or Carlin.

Report on wind energy: The Department of Energy will be requesting proposals for Wind Generation Test Sites during the month of May. In order to prepare a proper proposal, we should recruit the services of a professional engineering firm. CH2M Hill has indicated they would handle this for \$2500. Other firms to consider would be Burns & McDonald and Southern Engineering. The Nevada Department of Energy has also indicated they are very interested in our project and will provide any assistance within their capability. Oregon State University has also stated they will provide assistance.

Proposed board meetings in outlying areas: This will be postponed until a later date. Dan has had some experience with this and will provide information and ideas.

Consumer Federation Membership request: Vernon gave a brief history. JESSE LARSEN MOVED WE JOIN THIS ORGANIZATION PROVIDING WE CAN GET THE MEMBERSHIP FOR \$100. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Report on work done for the Presbyterian Church: On March 26th, the Presbyterian Church requested the bucket truck be made available to nail down some loose boards on the steeples of the church building. Vernon asked the line foreman, Mike Braun, if this could be done by the line crew and he indicated it could. On Friday, March 30th, this was accomplished in approximately 15-20 minutes by the line crew. Vernon feels this action was justified under Policy 2-4, part II, paragraph C. This report also complies with part III of that policy.

Allocation Study: REA does not want us to hold allocation of our 1978 capital credits until 1980. They have advised us to go ahead and make the allocation since our By-Laws state that this will be done as soon as possible after the end of the year. The allocation study consists of having work done to see if all our expenses relating to interest, operations, etc. have been properly expensed to the Utah side. The Auditors feel that alot of areas where the work is actually done in the Wells office really benefit Utah also. So research has to be done to analyze our current separation of expenses between states. The Auditor's don't feel that we should allocate margins until this is done. This study is not involved as a Cost of Service study and the cost would be between \$2000 and \$3000 according to Warren Jaynes.

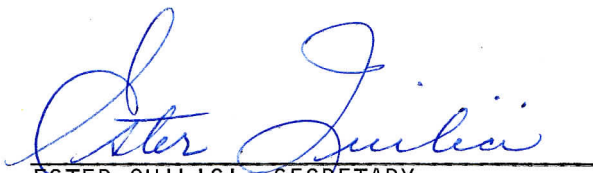
Manager's Report: At the last board meeting, vacation time that Mike Braun had left over from last year was approved for extension or for payment. Richard Loveland and Gene Supp also have remaining vacation time. They would like to either receive pay for this or have it extended to 9/1/79. JESSE LARSEN MOVED WE LEAVE IT UP TO THE MANAGER'S DISCRETION. GENE PENGELLY SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Donation to Elko High School Rodeo: John Krenka was asked to see if we would be willing to make a donation to the Elko High School Rodeo. The state finals are in Elko this year. An ad will be put in the souvenir book for every donation received. The size of the ad depends on the amount of the donation. GENE PENGELLY MOVED WE PUT AN AD IN FOR \$25. FERRIS BROUGH SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY. After further discussion, Gene Pengelly withdrew his motion and Ferris Brough withdrew his second. GENE PENGELLY MOVED WE DONATE \$50. FERRIS BROUGH SECONDED THE MOTION AND IT CARRIED UNANIMOUSLY.

Gene Pengelly suggested we contact the principals of Wells High School and Wendover High School and tell them that interviews for the Scholarship will be held on May 14th.

The meeting adjourned at 2:00 p.m.


D. VERNON DALTON, PRESIDENT


ESTER QUILICI, SECRETARY

RESOLUTION NO. BPA-79-1

A RESOLUTION Approving Proposed Bond Resolutions of the Washington Public Power Supply System Relating to the Net Billing Agreements Entered Into With Such System and the Bonneville Power Administrator

The WELLS RURAL ELECTRIC COMPANY (hereinafter called the "Participant") has heretofore entered into one or more agreements with the United States of America, Department of Energy (formerly the Department of the Interior), acting by and through the Bonneville Power Administrator (hereinafter called "Bonneville") and the Washington Public Power Supply System (hereinafter called the "System"). Such agreements (hereinafter called the "Net Billing Agreements") relate to the purchase of project capability of certain nuclear electric generating projects being constructed by the System and are agreements for those projects designated opposite the name of the Participant on Exhibit A attached hereto.

Pursuant to the Net Billing Agreements the System adopted a separate bond resolution (hereinafter collectively called "Prior Lien Bond Resolutions") relating to each such generating project, a draft of which relating to each such project in which the Participant is a participant is on file in the records of the Participant. Consistent with such drafts of bond resolutions the Prior Lien Bond Resolutions authorize the System to finance, among other things, interest on the bonds issued pursuant to such resolutions accruing prior to a certain specified date for each such project. At

the time the Net Billing Agreements were entered into Bonneville, the System and the Participant anticipated that each such specified date would occur on or about the project's date of commercial operation.

It is now anticipated that each such specified date will occur substantially before such date of commercial operation and Bonneville and the System propose that for each such project the System issue subordinate lien bonds to be secured by the Net Billing Agreement for such project to finance, among other things, (i) the debt service on the bonds issued pursuant to the Prior Lien Bond Resolution for such project accruing during the period beginning on the aforementioned specified date and ending no later than the date of commercial operation and (ii) the debt service accruing on such subordinate lien bonds during such period. A draft dated February 15, 1979, of a proposed bond resolution authorizing the issuance of subordinate lien bonds for such purposes and certain other purposes is on file with the Participant.

The Board of Directors has reviewed the draft of proposed subordinate lien bond resolution above referred to and now finds that the adoption of subordinate lien bond resolutions by the System substantially in the form thereof and the sale of bonds issued pursuant thereto is in the best interests of the Participant and its electric energy customers.

THEREFORE, it is resolved that the Participant hereby approves the aforesaid proposal of the System and Bonneville,


approves the draft of subordinate lien bond resolution above referred to relating to the Net Billing Agreements and approves the adoption by the System and approval by Bonneville of a subordinate lien bond resolution for each such project in substantially the same form thereof.

It is understood by the Participant (i) that any bond resolution adopted by the System substantially in the form of such draft of proposed bond resolution and bonds issued pursuant thereto with respect to a project constitute a "Project Bond Resolution" or "Bond Resolution" and "Project Bonds" or "Bonds" as such terms are defined in its Net Billing Agreement relating to such project and (ii) that the adoption of any such resolution or the issuance of any such bonds shall reduce the amounts the Participant is obligated to pay under its Net Billing Agreement prior to the date of commercial operation of such project only to the extent funds obtained by the issuance of such bonds are applied to reduce such amounts.

It is directed that a certified copy of this Resolution be sent to the System and Bonneville.

ADOPTED by the Board of Directors of the WELLS RURAL ELECTRIC COMPANY this 20th day of April, 1979.

ATTEST:



[Signature]
Secretary

[Signature]
President

EXHIBIT A
 LIST OF NET BILLING AGREEMENTS BETWEEN
 WASHINGTON PUBLIC POWER SUPPLY SYSTEM, BONNEVILLE
 POWER ADMINISTRATION AND PARTICIPANTS

<u>Participants</u>	NP* #2	NP* #1	NP* #3
City of Albion, Idaho	x	x	x
City of Bandon, Oregon	x	x	x
Public Utility District No. 1 of Benton County, Washington	x	x	x
Benton Rural Electric Association, Inc.	x	x	x
Big Bend Electric Cooperative, Inc.	x	x	x
Blachly-Lane County Cooperative Electric Association	x	x	x
City of Blaine, Washington	x	x	x
City of Bonners Ferry, Idaho	x	x	x
City of Burley, Idaho	x	x	x
City of Canby, Oregon	x	x	x
City of Cascade Locks, Oregon	x	x	x
Central Electric Cooperative, Inc.	x	x	x
Central Lincoln Peoples' Utility District	x	x	x
City of Centralia, Washington	x	x	x
Public Utility District No. 1 of Chelan County, Washington	x	x	x
City of Cheney, Washington	x	x	x
Public Utility District No. 1 of Clallam County, Washington	x	x	x
Public Utility District No. 1 of Clark County, Washington	x	x	x
Clatskanie Peoples' Utility District	x	x	x
Clearwater Power Company	x	x	x
Columbia Basin Electric Cooperative, Inc.	x	x	x
Columbia Power Cooperative Association, Inc.	x	x	x
Columbia Rural Electric Association, Inc.	x	x	x
Consolidated Irrigation District No. 19	x	x	x
Consumers Power, Inc.	x	x	x
Coos-Curry Electric Cooperative, Inc.	x	x	x
City of Coulee Dam, Washington	x	x	x
Public Utility District No. 1 of Cowlitz County, Washington	x	x	x
City of Declo, Idaho	x	x	x
Public Utility District No. 1 of Douglas County, Washington	x	x	x
Douglas Electric Cooperative, Inc.	x	x	x
City of Drain, Oregon	x	x	x
East End Mutual Electric Co., Ltd.	x	x	x
City of Ellensburg, Washington	x	x	x
City of Eugene, Oregon	x	x	x
Fall River Rural Electric Cooperative, Inc.	x	x	x
Farmers Electric Co., Ltd.	x	x	x
Public Utility District No. 1 of Ferry County, Washington	x	x	x
Flathead Electric Cooperative, Inc.	x	x	x
City of Forest Grove, Oregon	x	x	x

*Washington Public Power Supply System Nuclear Project

<u>Participants</u>	<u>NP*</u> <u>#2</u>	<u>NP*</u> <u>#1</u>	<u>NP*</u> <u>#3</u>
Public Utility District No. 1 of Franklin County, Washington	x	x	x
Public Utility District No. 2 of Grant County, Washington		x	x
Public Utility District No. 1 of Grays Harbor County, Washington	x	x	x
Harney Electric Cooperative, Inc.	x	x	x
City of Heyburn, Idaho	x	x	x
Hood River Electric Cooperative of Hood River County, Oregon	x	x	x
Idaho County Light & Power Cooperative Association, Inc.	x	x	x
City of Idaho Falls, Idaho	x	x	x
Inland Power & Light Company	x	x	x
Public Utility District No. 1 of Kittitas County, Washington	x	x	x
Public Utility District No. 1 of Klickitat County, Washington	x	x	x
Kootenai Electric Cooperative, Inc.	x	x	x
Lane County Electric Cooperative, Inc.	x	x	x
Public Utility District No. 1 of Lewis County, Washington	x	x	x
Lincoln Electric Cooperative, Inc. (Montana)	x	x	x
Lincoln Electric Cooperative, Inc. (Washington)		x	x
Lost River Electric Cooperative, Inc.	x	x	x
Lower Valley Power & Light, Inc.	x	x	x
Public Utility District No. 1 of Mason County, Washington	x	x	x
Public Utility District No. 3 of Mason County, Washington	x	x	x
Town of McCleary, Washington	x	x	x
City of McMinnville, Oregon	x	x	x
Midstate Electric Cooperative, Inc.	x	x	x
City of Milton-Freewater, Oregon	x	x	x
City of Minidoka, Idaho	x	x	x
Missoula Electric Cooperative, Inc.	x	x	x
City of Monmouth, Oregon	x	x	x
Nespelem Valley Electric Cooperative, Inc.	x	x	x
Northern Lights, Inc.	x	x	x
Northern Wasco County People's Utility District	x	x	x
Okanogan County Electric Cooperative, Inc.	x	x	x
Public Utility District No. 1 of Okanogan County, Washington	x	x	x
Orcas Power and Light Company	x	x	x
Public Utility District No. 2 of Pacific County, Washington	x	x	x
Public Utility District No. 1 of Pend Oreille County, Washington		x	x
City of Port Angeles, Washington	x	x	x
Prairie Power Cooperative, Inc.	x	x	x
Raft River Rural Electric Cooperative, Inc.	x	x	x
Ravalli County Electric Cooperative, Inc.	x	x	x
City of Richland, Washington	x	x	x

*Washington Public Power Supply System Nuclear Project

Participants

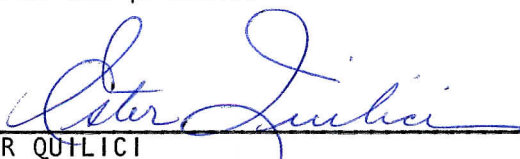
	<u>NP*</u> <u>#2</u>	<u>NP*</u> <u>#1</u>	<u>NP*</u> <u>#3</u>
Riverside Electric Company, Ltd.	x	x	x
City of Rupert, Idaho	x	x	x
Rural Electric Company	x	x	x
Salem Electric	x	x	x
Salmon River Electric Cooperative, Inc.	x	x	x
City of Seattle, Washington	x	x	x
Public Utility District No. 1 of Skamania County, Washington	x	x	x
Public Utility District No. 1 of Snohomish County, Washington	x	x	x
South Side Electric Lines, Inc.	x	x	x
City of Springfield, Oregon	x	x	x
Town of Sumas, Washington	x	x	x
Surprise Valley Electrification Corporation	x	x	x
City of Tacoma, Washington		x	x
Tanner Electric	x	x	x
Tillamook Peoples' Utility District	x	x	x
Umatilla Electric Cooperative Association	x	x	x
Unity Light and Power Company	x	x	x
Vera Irrigation District No. 15	x	x	x
Vigilante Electric Cooperative, Inc.	x	x	x
Public Utility District No. 1 of Wahkiakum County, Washington	x	x	x
Wasco Electric Cooperative, Inc.	x	x	x
Wells Rural Electric Company		x	x
West Oregon Electric Cooperative, Inc.	x	x	x
Public Utility District No. 1 of Whatcom County, Washington		x	x

RESOLUTION
OF THE BOARD OF DIRECTORS
OF
WELLS RURAL ELECTRIC COMPANY

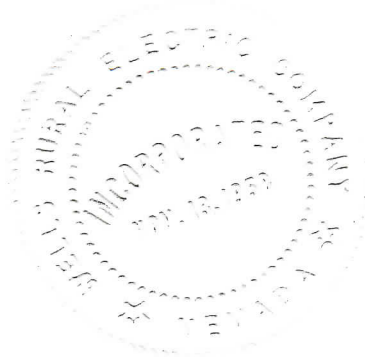
Board Resolution - Appointment of New Manager

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does appoint Danny R. Bryan as General Manager of Wells Rural Electric Company under the following provisions: (1) The starting salary will be \$24,000 per year with Health and Medical Benefits under our present N.R.E.C.A. Plan to be paid by the Company and the Retirement and Insurance Program will be furnished to begin at the time of employment, to be paid by the Company with the exception of 4%, (2) The Board of Directors will review the Manager's salary after six months of employment and also 1/1/80, (3) The Company will pay the actual moving expenses, (4) The Company will furnish a vehicle for use on Company business, and (5) Permission will be given to pick up the final third of the Manager's Internship Program in Lincoln, Nebraska at Company expense, scheduled for May 21, 1979 to June 1, 1979.

I, Ester Quilici, Secretary of Wells Rural Electric Company, do hereby certify that the above is a true and correct excerpt from the minutes of the meeting of the Board of Directors of Wells Rural Electric Company, held on the 20th day of April, 1979, at which meeting a quorum was present.



ESTER QUILICI



MEMBERSHIPS TO BE APPROVED

APRIL 20, 1979

WELLS

1. Kenneth W. Bigham
2. Dan R. Bryan
3. Vance Gallinger
4. James H. Gilbert
5. Louis Hale
6. Robert T. Hendrix
7. Jennings Group
8. Merle F. Jones
9. Randy Kohler
10. Rodolfo Lopez
11. W. E. Rouse
12. F. J. Rupe
13. Charles E. Rutherford
14. Leo V. Smith
15. Don M. Snellgrose
16. Dorothy Toombs
17. John Wiggin
18. Gordon S. Wines

WENDOVER

1. Connie Aschenbrenner
2. Ely Avila
3. Casey A. Bonn
4. Frank J. Burnum
5. Kathy Converse
6. Marilyn Cook
7. Valera Correa
8. Kenneth Eugene Dennison
9. Bernardo Duran
10. Thor Ericksen
11. Ken Hajek
12. Elizabeth A. Kennedy
13. Geraldine Moore
14. Margaret K. Nixon
15. Keith A. Odle
16. Mario Ortiz
17. M. B. Peyron
18. Mrs. Debra Quintero
19. Mark Roach
20. Emeterio Salazar
21. Jose Luis Soriano
22. Pam Stagge
23. Robin Ann Stone
24. James M. Sullivan
25. Silvestre Villa