

THOMPSON FALLS POWER COMPANY

I, S. P. HOGAN, Secretary of the Thompson Falls Power Company, DO HEREBY CERTIFY, That at a Special Meeting of the Board of Directors of said Company, duly called and held at the Office of the Company in Butte, Montana, on Monday, the 28th day of January, A.D. 1924, at which Meeting a quorum of said Board was present and voted, the following proceeding was had and taken:

"The following resolution was introduced by Mr. Dunison:

WHEREAS, an agreement in writing was entered into between this corporation and the Chicago, Milwaukee & St. Paul Railway Company, a Wisconsin corporation, of date April 7, 1921, amending and supplementing the written agreement between the said corporations of date February 11, 1913; and,

WHEREAS, the officers of this corporation have been negotiating with the said Railway Company an agreement cancelling and setting aside said supplemental and amending agreement of April 7, 1921, and further amending and supplementing said written contract of February 11, 1913; and

WHEREAS, it appears to be to the interest of this corporation that the said agreement so negotiated be entered into with said Railway Company and that the same take effect and be in force from and after January 1, 1923; and,

WHEREAS, the officers of this Company have also negotiated an arrangement with the said Railway Company, whereby the Power Company is given the right to transfer power over the Railway Company's transmission line in the manner and on the terms set forth in the letter to Mr. F. M. Kerr, Vice President of the Montana Power Company, from Mr. H. B. Earling, Vice President of said Railway Company, the original of which letter is on file with the Secretary of this Company, and a copy of the same is attached to and made a part of the minutes of this meeting;

NOW, THEREFORE, BE IT RESOLVED, that the proper officers of this Company be, and they are hereby, authorized and directed to execute a written agreement with the said Chicago, Milwaukee & St. Paul Railway Company, amending and supplementing said written contract of February 11, 1913, and cancelling and setting aside supplemental and amending agreement of April 7, 1921, a copy of said agreement, hereby authorized, being submitted to the Board and ordered spread on the minutes of this meeting. The said officers are further authorized and directed to take all steps necessary to put said agreement into force and effect as of January 1, 1923, and to make settlements with the said Railway Company covering said period from January 1, 1923, in accordance with the terms of said agreement hereby authorized to be executed.

AND IT IS FURTHER RESOLVED, that the officers of this Company are hereby authorized and directed to accept the proposition of said Railway Company covering the right of this Company to transmit power over the transmission line of said Railway Company, as set forth in the said letter of H. B. Earling, Vice President, above referred to, and to, by letter or other writing, formally enter into such arrangement, and to do any and all other acts necessary to carry out the same.

On motion duly seconded, the said resolution was unanimously adopted"

AND I FURTHER CERTIFY, that the foregoing is a full, true and correct copy of the record of said proceeding, and of the whole thereof, as the same appears in the books of said Thompson Falls Power Company in my custody as Secretary thereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Thompson Falls Power Company, at Butte, Montana, this twenty-seventh day of May, A. D. 1924.

S. P. Hogan, Secretary
of the Thompson Falls Power Company.