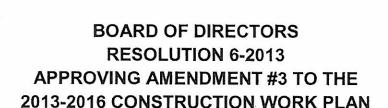
ORCAS POWER & LIGHT COOPERATIVE

A Touchstone Energy Co-op

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WHEREAS, the Board of Directors has approved the 2013-2016 Construction Work Plan (CWP) with Amendments #1 and #2; and

WHEREAS, Amendment #3 is necessary to add an Eastsound Substation feeder breaker replacement (Project 507); a Lopez Substation station battery replacement (Project 508); and a Gravel Pit Substation battery replacement (Project 509); and

WHEREAS, the proposed costs equal approximately \$120,000; and

WHEREAS, the Board considers the amendments to the CWP to be reasonable estimates for the corresponding capital projects.

NOW, THEREFORE, BE IT RESOLVED THAT THE Board of Directors of Orcas Power and Light Cooperative accepts and approves Amendment #3 to the CWP in the amount of \$120,000.00 upon the recommendation of the Engineering and Operations Manager at a regular meeting held on July 18, 2013 and directs the General Manager to process CWP Amendment #3 as required by the Rural Utility Services.

CERTIFICATE OF SECRETARY

I, Jim Lett, certify that I am the Secretary of Orcas Power and Light Cooperative and that the above and foregoing is a true excerpt from the minutes of a meeting of the Board of Directors on the 18th day of July 2013, at which a quorum was present, and that the above portion of the minutes have not been modified or rescinded.

July 18, 2013 Date