

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
NORTHWEST POWER POOL
REGARDING RESTATED BYLAWS**

WHEREAS Northwest Power Pool (NWPP) is an Oregon nonprofit mutual benefit corporation recognized as an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, and it operates a Western Resource Adequacy Program (WRAP) overseen by the Federal Energy Regulatory Commission (FERC); and

WHEREAS the Board of Directors of NWPP periodically reviews NWPP's governing documents and endeavors to be not only in compliance with state, Internal Revenue Service (IRS) and FERC regulations, but also effectuate best practices and good governance;

WHEREAS the Bylaws being updated to achieve the aforementioned goals are not intended to change any rights or obligations currently established through NWPP program documentation or agreements, including the rights and obligations established by the NWPP Agreement for signatories of that agreement (including the long-standing rights of the committees created thereunder) or the rights and obligations created by the WRAP Agreement;

WHEREAS the Board intends to establish corporate membership documentation later in 2023, including exemption rights for any organization that by virtue of its legal structure would have concerns about being a member of the NWPP;

NOW THEREFORE, BE IT RESOLVED:

That the form of Restated Bylaws reviewed and discussed at this meeting be adopted as the articles of incorporation of NWPP;

That the officers of NWPP be authorized to notify the Oregon Secretary of State, IRS, and any other appropriate governmental entities or third parties of the adoption of the Restated Bylaws; and

That the staff of NWPP be authorized to take all such further actions as they, or any of them, may deem necessary or appropriate to carry out the intention of the foregoing resolutions.

Secretary

Date Approved by Board of Directors: May 31, 2023