

RESOLUTION NO. 1-95

A RESOLUTION OF THE CITY OF CLARK FORK, IDAHO CONSENTING TO THE ASSIGNMENT OF CLARK FORK'S ELECTRICAL FRANCHISE BY PACIFIC POWER & LIGHT TO WASHINGTON WATER POWER COMPANY, AND EMPOWERING THE MAYOR TO EXECUTE THE CONSENT DOCUMENT ON BEHALF OF THE CITY.

WHEREAS, the City of Clark Fork passed Ordinance No. 178 dated 2/10/81 which grants to Pacific Power & Light and to its successors and assigns a franchise to provide electric power to the City of Clark Fork;

WHEREAS, Pacific Power & Light's Bonner County electric system has been purchased by Washington Water Power; and

WHEREAS, Pacific Power & Light Company has assigned the entirety of its right, title and interest in and to all of its obligations and liabilities under Ordinance No. 178 to Washington Water Power;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CLARK FORK, IDAHO, as follows:

1) The City of Clark Fork consents to the franchise assignment in accordance with Ordinance No. 178.

2) The Mayor is hereby given authority to execute the consent document on behalf of the City of Clark Fork.

PASSED AND APPROVED this 10th day of January 1995.

Ambrose D. Martinosky
Ambrose Martinosky, Mayor

CITY COUNCIL MEMBERS	YES	NO	ABSENT	ABSTAIN
Beverly Dawson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Terry Heyne	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul McGregor	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Helen VanStone	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ATTEST: *Elizabeth Parenti*
Elizabeth Parenti, City Clerk

**ASSIGNMENT OF FRANCHISE
BY PACIFIC POWER & LIGHT COMPANY TO THE
WASHINGTON WATER POWER COMPANY AND CONSENT
TO SUCH ASSIGNMENT BY THE CITY OF CLARK FORK**

This is to notify the City of Clark Fork, Bonner County, Idaho (the "City") that Pacific Power & Light Company ("PP&L") has assigned the entirety of its right, title and interest in and to all of its obligations and liabilities under, Ordinance No. 178 of the City entitled:

AN ORDINANCE GRANTING TO PACIFIC POWER & LIGHT COMPANY, A CORPORATION AND TO ITS SUCCESSORS AND ASSIGNS, A NONEXCLUSIVE RIGHT AND FRANCHISE FOR A PERIOD OF TWENTY (20) YEARS TO CONSTRUCT, MAINTAIN AND OPERATE, IN, ON AND UNDER THE PRESENT AND FUTURE STREETS, ALLEYS, BRIDGES, AND PUBLIC PLACES OF THE CITY OF CLARK FORK, BONNER COUNTY, IDAHO, ELECTRIC LIGHT AND POWER LINES AND APPURTENANCES FOR THE PURPOSE OF SUPPLYING ELECTRICITY AND ELECTRIC SERVICE TO THE CITY OF CLARK FORK, THE INHABITANTS THEREOF AND OTHERS, SUBJECT TO THE TERMS AND CONDITIONS AND TO THE MAKING OF THE PAYMENTS SPECIFIED IN THIS ORDINANCE; AND PROVIDING FOR THE REPEAL OF ORDINANCE NO. 141 OF THE CITY OF CLARK FORK PASSED SEPTEMBER 4, 1961 (the "Ordinance").

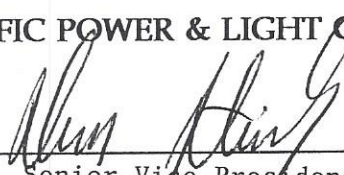
The Ordinance was submitted to and duly attested by the Clerk of the City, and was duly approved and signed by the Mayor of the City on February 10, 1981. The Ordinance was accepted by PP&L on March 25, 1981.

The Ordinance is assigned by PP&L to The Washington Water Power Company ("WWP") pursuant to an Asset Purchase Agreement dated March 17, 1994 (the "Agreement") whereby PP&L agreed to sell to WWP substantially all assets and properties (whether real or personal, tangible or intangible), owned or leased by PP&L which are located in or, in the case of intangible assets, primarily dedicated to PP&L's northern Idaho service territory (the "Service Territory").

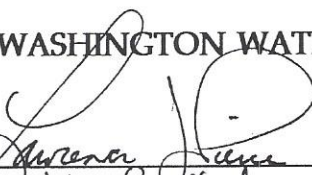
Under the Agreement, WWP agrees to assume all debts, liabilities and obligations of every kind and nature whatsoever existing as of or arising after the date of transfer of the above-described assets which primarily relate to the Service Territory or the above-described assets. By its execution of this document, WWP agrees to be bound by all of PP&L's obligations and liabilities under the Ordinance.

IN WITNESS WHEREOF, each of PP&L and WWP have caused this Assignment to be executed as of the date(s) set forth below.

PACIFIC POWER & LIGHT COMPANY

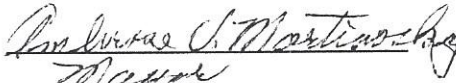
By: 
Its: Senior Vice President
Date: September 19, 1994

THE WASHINGTON WATER POWER COMPANY

By: 
Its: Vice President
Date: September 20, 1994

The City consents to the above-described assignment of the Ordinance from PP&L to WWP.

THE CITY OF CLARK FORK

By: 
Its: Mayor
Date: 1-10-95