

RESOLUTION NO. 2017-1

A RESOLUTION ELECTING AND APPOINTING OFFICERS OF THE BOARD OF DIRECTORS, APPOINTING ASSISTANT SECRETARIES, ADOPTING AND APPROVING A CORPORATE SEAL OF THE AUTHORITY, APPROVING AMENDMENTS TO THE BY-LAWS OF THE AUTHORITY, CONFIRMING THE APPOINTMENT THE INTERIM EXECUTIVE DIRECTOR AND THE GENERAL COUNSEL OF THE AUTHORITY, AND RELATED MATTERS.

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WHEREAS, the Idaho Energy Resources Authority (the "Authority") has been organized under the Idaho Energy Resources Authority Act, Title 67, Chapter 89, Idaho Code, as amended (the "Act"), as an independent public body politic and corporate and a public instrumentality of the State of Idaho; and

WHEREAS, pursuant to the Act the Authority is governed by a seven-member Board of Directors (the "Board"), and the Board is authorized and/or directed by the Act to elect a Chairman and a Vice-Chairman, appoint a Treasurer and a Secretary, or a Secretary-Treasurer, appoint one or more Assistant Secretaries, adopt bylaws and a seal, and appoint and employ an executive officer and general counsel;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE IDAHO ENERGY RESOURCES AUTHORITY, AS FOLLOWS:

*Section 1. Election and Appointment of Officers.* (a) The elections of Randolph Hill as the Chairman and Michael Elliott as the Vice-Chairman of the Board are each hereby ratified and confirmed.

(b) Mark Lliteras is hereby appointed as the Secretary-Treasurer of the Board. Ronald L. Williams and Amy Schaecher are each hereby appointed as an Assistant Secretary of the Board, and Ronald L. Williams is hereby appointed as an Assistant Treasurer of the Board.

(c) The officers named above shall perform and discharge their respective duties and responsibilities under the Act and the By Laws of the Board, together with such additional duties and responsibilities as may be set forth in resolutions, directions and other actions of the Board.

(d) The Chairman, the Vice-Chairman and the Secretary-Treasurer shall each serve-for one year from the date of this resolution or until their respective successors have been duly elected or appointed by the Board. Each Assistant Secretary and the Assistant Treasurer shall serve until his or her resignation or removal by the Board.

*Section 2. Seal and By-Laws.* (a) The seal appearing at the end of this resolution is hereby adopted and approved as the official seal of the Authority.

(b) The By-Laws of the Board are hereby amended as set forth on *Exhibit A* attached hereto.

*Section 3. Interim Executive Director and General Counsel.* (a) The employment and appointment of Ronald L. Williams as the interim Executive Director of the Authority is hereby ratified, approved and confirmed. The interim Executive Director shall serve until his or her resignation or removal by the Board.

(b) The employment and appointment of Williams Bradbury, P.C., as general counsel to the Authority is hereby ratified, approved and confirmed.

*Section 4. Severability.* If any section, paragraph, clause, or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this resolution.

*Section 5. Effective Date.* This resolution shall be effective immediately upon its approval and adoption.

ADOPTED AND APPROVED by the Board of Directors of the Idaho Energy Resources Authority, this 18th day of July, 2017.

IDAHO ENERGY RESOURCES AUTHORITY

  
Chairman

[SEAL]

ATTEST:

  
Secretary-Treasurer



**EXHIBIT A**  
**[AMENDED BY-LAWS]**