

APPENDIX 1A

**WEC Project Site Purchase
Approval Resolution**

Closed Session
Resolution No. 2002-3

**RESOLUTION APPROVING FORM OF
REAL ESTATE PURCHASE CONTRACT FOR
WALNUT ENERGY CENTER PROJECT SITE**

WHEREAS, the Board of Directors of the Turlock Irrigation District has authorized the development of a power plant to be known as the Walnut Energy Center; and

WHEREAS, under Board of Directors' Resolution No. 2002-81, the Board appointed Randy Baysinger, Assistant General Manager – Power Generation, as the Walnut Energy Center Project Manager and, among other duties, authorized the project manager to secure a site for the power plant, subject to approval of any purchase agreement by this Board; and

WHEREAS, the Project Manager and General Counsel have discussed with the Board the form of purchase contract with Foster Poultry Farms and the Estate of Thomas O. Foster to purchase a 69-acre parcel, more or less, commonly known as Stanislaus County Assessor Parcel Number 44-03-14 (hereafter referred to as the "Property"), located within the City of Turlock and near the District's Walnut Power Plant.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Turlock Irrigation District as follows:

1. The Board finds that it is in the best interest of the District to purchase the Property and enter into the proposed Real Estate Purchase Contract between the Turlock Irrigation District and Foster Poultry Farms and the Estate of Thomas O. Foster.
2. The proposed form of the Real Estate Purchase Contract between the Turlock Irrigation District and Foster Poultry Farms and the Estate of Thomas O. Foster is hereby approved.
3. The Assistant General Manager – Power Generation of the District is authorized and directed to executed and deliver, for and on behalf of the District, the Real Estate Purchase Contract in substantially the same form and with such changes as shall be approved by the Assistant General Manager – Power Generation, with the advice of the General Counsel of the District, such approval to be conclusively evidenced by the execution and delivery thereof.

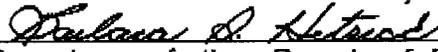
Moved by Director Crowell, seconded by Director Fernandes, that the foregoing resolution be adopted.

Upon roll call the following vote was had:

Ayes: Directors Short, Berryhill, Crowell, Fernandes, Fiorini
Noes: Directors None
Absent: Directors None

The President declared the resolution adopted.

I, Barbara A. Hetrick, Secretary of the Board of Directors of the TURLOCK IRRIGATION DISTRICT, do hereby CERTIFY that the foregoing is a full, true and correct copy of a resolution duly adopted at a closed session of said Board of Directors held the 12th day of November 2002.


Secretary of the Board of Directors
of the Turlock Irrigation District