

BEFORE THE WASHINGTON UTILITIES AND
TRANSPORTATION COMMISSION

In the matter of the Petition of

Docket No. U

Bonneville Power Administration
for Declaratory Order
Disclaiming Jurisdiction

DECLARATION OF
ROBB F. ROBERTS

ROBB F. ROBERTS declares as follows:

1. I am an attorney in the Office of General Counsel, Bonneville Power Administration (“Bonneville”).

2. Bonneville is a federal power marketing administration within the Department of Energy of the United States of America that markets wholesale electrical power and interstate transmission services and operates transmission facilities in the Pacific Northwest.

3. Bonneville is proposing to design, construct and acquire certain electric transmission facilities to be used exclusively in interstate commerce, including a new transmission line in central Washington (the “Facility”) as part of its infrastructure program.

4. A special purpose entity (Northwest Infrastructure Financing Corp., the “SPE”) has been established as a Delaware corporation and, with the inclusion of forthcoming amendments to the SPE’s articles of incorporation, will have the limited purposes of: (a) acquiring, constructing and equipping the Facility; (b) leasing the Facility to Bonneville; (c) financing the Facility through the issuance of debt; and (d) taking all actions reasonably

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necessary or convenient to consummate a construction agency agreement with Bonneville, the lease and any related bond indentures.

5. The SPE has represented to Bonneville that: (a) all of the capital stock of the SPE is owned by J H Holdings, not individually but acting solely in its capacity as trustee under a trust agreement between J. H. Management Corporation, a Massachusetts corporation (“JHM”), as grantor, and J H Holdings Corporation, a Massachusetts corporation (“JHH”), as trustee; and (b) all of the capital stock of JHM and JHH is owned by The 1960 Trust, an independent charitable support organization qualified under Section 501(c)(3) of the Internal Revenue Code that is operated for the benefit of Harvard University.

6. Bonneville and the SPE will enter into a Construction Agency Agreement under which Bonneville will construct the Facility on behalf of the SPE.

7. Bonneville and the SPE will enter into a lease agreement (the “Lease”) with the SPE as lessor and Bonneville as lessee of the Facility.

8. The SPE will enter into an indenture of trust with a commercial trust bank, as trustee, authorized to conduct business in Washington (the “Trustee”).

9. The SPE and the Trustee are unlikely to enter into the various agreements required to finance the Facility if there is any uncertainty that they will be subject to the jurisdiction of the Washington Utilities and Transportation Commission with respect to the Facility.

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10. Bonneville will be unable to proceed with the proposed lease transaction and have the Facility financed in the manner desired by Bonneville unless the SPE and the Trustee enter into the proposed agreements.

11. Bonneville has petitioned the Federal Energy Regulatory Commission for a disclaimer of jurisdiction over the SPE and the Trustee.

12. Bonneville is requesting that the Securities and Exchange Commission staff confirm that neither the SPE nor the Trustee is an “electric utility company” within the meaning of Section 2(a)(3) of the Public Utility Holding Company Act of 1935, 15 U.S.C. § 79.

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

Robb F. Roberts
Attorney
Bonneville Power Administration

Dated: January 20, 2004

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DECLARATION OF
ROBB F. ROBERTS

MARC R. GREENOUGH declares as follows:

1. I am the attorney for Bonneville Power Administration in the above-captioned matter.
2. I have examined the foregoing Declaration of Robb F. Roberts and have determined that it consists of four pages, including this page, and that it is complete and legible.

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

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Dated: January _____, 2004

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