

Common Stock Issuances and Sales to PHI

WHEREAS, the Board of Directors of PacifiCorp (the "Company"), by resolutions adopted August 22, 2002 (the "Prior Resolutions"), authorized the Company to issue shares of its Common Stock to PacifiCorp Holdings, Inc., a Delaware corporation and the Company's immediate corporate parent ("PHI"), for the purposes of improving the Company's capitalization and enhancing its ability to meet its obligations as a public utility, 14,851,485 shares of which have been issued as of the date hereof; and

WHEREAS, it is now desirable to provide for the issuance of additional shares and to restate the unused authority under the Prior Resolutions; now, therefore, be it

RESOLVED, that the Board of Directors of the Company hereby authorizes the issuance and sale by the Company, from time to time and for cash, of up to 50 million shares of Common Stock of the Company (the "Shares") to PHI; and further

RESOLVED, that the Shares may be sold to PHI, in such amounts and at such times as shall be determined by the President and Chief Executive Officer, the Chief Financial Officer or any other Senior or Executive Vice President or the Treasurer of the Company (each, an "Authorizing Officer"); *provided, however, that* the issuance and sale by the Company of the Shares shall be subject to (1) the Company's first having obtained all necessary authorizations therefor from the federal and state regulatory authorities having jurisdiction over such issuance and sale, and (2) the Company's receipt of cash consideration for the Shares in an amount per Share not less than book value, determined as set forth below, which amount shall be adequate consideration for the Shares; and further

RESOLVED, that the book value of the Shares shall be determined by an Authorizing Officer as of the last day of the month preceding the proposed issuance, by reference to the consolidated financial statements of the Company as of such day; and further

RESOLVED, that said determination by an Authorizing Officer shall be conclusive evidence of the book value of such Shares; and further

RESOLVED, that each Authorizing Officer, acting alone or with any one or more other Authorizing Officers, is hereby authorized and empowered, in the Company's name and on its behalf, to enter into one or more subscription agreements or other agreements with PHI to effect each such

issuance and sale of the Shares, with such terms and conditions as an Authorizing Officer shall approve, such approval to be conclusively evidenced by the signature of such Authorizing Officer on such stock purchase agreement; and further

RESOLVED, that the Chief Executive Officer, the Chief Financial Officer or the Treasurer of the Company shall report to the Board of Directors at each regularly scheduled board meeting with respect to any issuance and sale of the Shares pursuant to the foregoing resolutions; and further

RESOLVED, that the officers of the Company are hereby authorized and directed to take or cause to be taken, in the Company's name and on its behalf, any and all such further action as in their judgment may be desirable or appropriate to cause the issuance and delivery of the Shares as specified in the preceding resolutions.

General

RESOLVED, that the officers of the Company are hereby authorized, in the Company's name and on its behalf, to prepare and file with the California Public Utilities Commission, the Idaho Public Utilities Commission, the Public Utility Commission of Oregon, the Public Service Commission of Utah, the Washington Utilities and Transportation Commission and the Wyoming Public Service Commission, as may be appropriate or necessary, applications for orders of said regulatory authorities authorizing or exempting the issuance and sale of the Shares, together with any and all amendments to such applications and with any and all exhibits and other documents pertaining to such applications or any amendments thereto, as in the judgment of such officers may appear desirable or appropriate; and further

RESOLVED, that the acts of the officers in filing applications (and amendments and supplements to such applications) with the regulatory authorities named in the immediately preceding resolution, together with the various exhibits to such applications (and such amendments and supplements), for orders authorizing or exempting the issuance and sale of the Shares are hereby approved, ratified and confirmed; and further

RESOLVED, that the officers of the Company are hereby authorized and directed, in the Company's name and on its behalf, to make any and all such further filings with, and to take any and all such further action in the proceedings before, federal and state regulatory authorities as in the judgment of the officer or officers taking such action may appear desirable or appropriate for the purpose of obtaining any and all such further regulatory approvals, authorizations or consents as may be required to be obtained by the Company in connection with the issuance and sale by it of the Shares; and further

RESOLVED, that the officers of the Company are hereby authorized, in the Company's name and on its behalf, to execute and deliver any and all such agreements, instruments and other documents, and to do and perform any and all such other acts as in the judgment of such officers may be desirable or appropriate to carry out the purposes of the foregoing resolutions.

Effect on Prior Resolutions

RESOLVED, that the foregoing resolutions shall supersede the prior resolutions, but the foregoing resolutions shall not affect the validity of any actions taken in reliance on such previously adopted resolutions.