



825 NE Multnomah Street
Portland, Oregon 97232

April 5, 2024

Received
Records Management
Apr 5, 2024

VIA ELECTRONIC FILING

Jeff Killip
Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503-1036

RE: Planned Securities Issuance—Approximately \$3 billion under Revolving Credit Agreements, and (2) not more than \$3 billion under other borrowing arrangements in Accordance with WAC 480-100-242, No Commission Order Requested

PacifiCorp dba Pacific Power & Light Company (PacifiCorp or Company), respectfully submits the following information under RCW 80.08.040 and WAC 480-100-242, with respect to the issuance of Promissory Notes or other evidence of Unsecured Short-Term Indebtedness.

(1) A Description of the Purposes for Which the Issuance is Made.

PacifiCorp is notifying the Commission that it will be seeking to issue from time to time, unsecured short-term promissory notes (Promissory Notes) and borrow from United States (U.S.) or foreign commercial banks under the following facilities:

1. Not more than \$3 billion in aggregate principal amount outstanding at any one time under one or more revolving credit agreements (Agreements); and
2. Not more than \$3 billion in aggregate principal amount outstanding at any one time under other borrowing arrangements (Other Arrangements).

The Company also respectfully request authorization to issue and sell its commercial paper (Paper) in the U.S. or overseas, from time to time, in aggregate principal amounts not to exceed \$3.0 billion outstanding at any one time; provided that the aggregate principal amounts outstanding under the Agreements, Other Arrangements and Paper not to exceed \$3.0 billion at any one time.

The purposes for which this debt will be issued in this matter are (1) the acquisition of property, (2) the construction, completion, extension or improvement of utility facilities, (3) the improvement of service, (4) the discharge or lawful refunding of obligations which were incurred for utility purposes, (5) the reimbursement of the company's treasury for funds used for the foregoing purposes, or (6) other purposes permitted by RCW 80.08.030.

Specifically, the Company anticipates using the proceeds from the issuance of the debt to secure sources of committed funds available to the Company to finance its short-term capital requirements and to serve as backup for the issuance of its commercial paper. Additionally, the

Company would like to have the option to borrow under multiple facilities from a variety of competing sources to provide lower cost alternatives under differing market conditions.

To the extent that the funds to be reimbursed would be used for the discharge or refunding of obligations, those obligations or their precedents were originally incurred in furtherance of utility purposes (1), (2), and (3).

In accordance with WAC 480-100-242(6), PacifiCorp will file a verified statement with the Commission within 60 days after the issuance of any securities, except for dividend reinvestment and employee benefit plans. The verified statement will outline the final terms and conditions of the transaction and set forth the actual proceeds from the issuance and, to the extent known, the disposition of proceeds stating the final amount to be used for each purpose allowed by RCW 80.08.030.

(2) A Description of the Planned Issuance Including the Terms of Financing.

PacifiCorp seeks authority to issue unsecured promissory notes and other evidences of unsecured short-term indebtedness, comprised of bank notes, including borrowings under revolving credit agreements, and commercial paper notes (collectively, Notes) from time to time, in an aggregate principal amount of up to \$3.0 billion outstanding at any one time, with a final maturity date no later than one year from the date of issuance. PacifiCorp may establish and maintain backup lines of credit with banks or other institutional lenders to support its commercial paper program and to establish other credit arrangements or borrowing facilities, including multiple year, as it deems appropriate in light of its needs and market conditions.

The bank notes are to be issued to commercial banking institutions to evidence loans made by such banks either directly or under revolving credit agreements and to bear interest at prevailing rates from time to time. The bank notes may have a maturity on demand with annual renewals, or a specific maturity of less than one year depending on financial needs, but in no case will they have a maturity of more than one year. The bank notes may or may not have to be renewed at maturity, depending on PacifiCorp's cash position and financing needs.

The commercial paper notes are to be issued either through established dealers engaged in the business of buying and selling commercial paper or directly to buyers of the paper, as determined at PacifiCorp's discretion. The commercial paper notes will bear interest at rates dependent upon the terms of the notes and the money market conditions at the time of issuance and will have a maturity of not more than nine months. The commercial paper notes will not be extended or renewed, nor will they contain any provisions for automatic "roll over." The commercial paper notes will be issued in denominations of not less than \$100,000.

PacifiCorp presently maintains an unsecured revolving credit facility totaling \$2.0 billion used for general corporate purposes including letters of credit and working capital needs. PacifiCorp expects to periodically replace, renew, or amend, including increasing or decreasing the size of the current revolving credit agreement to facilitate ongoing short-term borrowings to support its

capital expenditure program. PacifiCorp's capital expenditure program has grown significantly in size recently due to adding new renewable generation resources, associated transmission, and investments in wildfire mitigation assets to meet the needs of PacifiCorp's customers and the policy objectives of PacifiCorp's state regulatory commissions. PacifiCorp expects that these new or amended facilities will have terms comparable to the existing credit agreement and reflect then-current market conditions.

Only the amounts drawn and outstanding under these credit agreements and facilities will be counted against the amount of short-term debt. If the present Application is granted, not more than \$3.0 billion principal aggregate amount of PacifiCorp's unsecured bank notes and commercial paper notes, including amounts drawn and outstanding under credit agreements and facilities, will be outstanding at any one time.

Bank notes and commercial paper will be issued and sold to provide funds for capital expenditures and general corporate purposes.

Maximum Interest Rate on Short-Term Debt

The interest to be paid on bank notes, including borrowings under revolving credit facilities, and commercial paper notes will not exceed the greater of:

- the Secured Overnight Financing Rate (SOFR), or an alternative rate that may be widely adopted during the period described in this application, most closely matching the maturity of the bank note or commercial paper note at the date of issuance(s) as published by *The Wall Street Journal* at <https://www.wsj.com/market-data/bonds>, plus a margin of up to 200 basis points; or
- a Base Rate, plus up to 150 basis points, whereunder the Base Rate shall be the rate per annum equal to the highest of (i) the rate of interest as announced by JPMorgan Chase Bank, N.A. from time to time as its "Prime Rate," (ii) the sum of 50 basis points plus the Federal Funds Rate in effect from time to time, and (iii) the rate of interest per annum equal to the SOFR, or an alternative rate that may be widely adopted during the period described in this application, as published in *The Wall Street Journal*, plus 100 basis points.

In connection with its issuance and sale of Notes, PacifiCorp may negotiate for the inclusion of certain terms or seek to engage in certain transactions designed to lower its overall cost of money or reduce its exposure to interest rate fluctuations for the benefit of ratepayers.

PacifiCorp may enter into certain risk management transactions such as fixed rate financing accompanied by a fixed for floating financial derivative instrument, floating rate financing accompanied by a floating for fixed financial derivative instrument, or some combination thereof.

OFFICER CERTIFICATION

I, Ryan Weems, declare, under penalty of perjury, that I am the duly appointed Vice President, Controller and Assistant Treasurer of PacifiCorp and am authorized to make this certification. This filing was prepared at my direction and was read by me. I know the contents of the filing and they are true, correct, and complete to my own knowledge except those matters stated on information or belief which I believe to be true. I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

Executed this 5th day of April, 2024.

/s/

Ryan Weems
Vice President, Controller and Assistant Treasurer
PacifiCorp
825 NE Multnomah Street, Suite 1900
Portland, OR 97232
(503) 813-5401
ryan.weems@pacificorp.com