

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION
COMMISSION

In the matter of the Supplemental
Application of

PACIFICORP d/b/a PACIFIC
POWER & LIGHT COMPANY

For an order establishing
compliance with RCW 80.08.040
with respect to its proposal for
Pollution Control Revenue Bond
Authority in Cause Nos. FR-83-
133 and FR-86-152 and Dockets
87-1668-AS, UE-901405, UE-
920860 and UE-950490

CAUSE NO. FR-83-133

CAUSE NO. FR-86-152

DOCKET 87-1668-AS

DOCKET UE-901405

DOCKET UE-920860

DOCKET UE-950490

ORDER ESTABLISHING
COMPLIANCE WITH RCW
80.08.040; APPLICATION WITH
RESPECT TO POLLUTION
CONTROL REVENUE BOND
AUTHORITY

MEMORANDUM

- 1* On December __, 2002, PacifiCorp (Company) filed with the Washington Utilities and Transportation Commission in the above-cited dockets a supplemental application, requesting the Commission issue an order confirming that the Company has complied with the requirements of RCW 80.08.040. In its application the Company proposes to (1) amend and restate certain trust indentures (Trust Indentures), loan agreements (Loan Agreements) and related documents entered into pursuant to Orders entered by the Commission in Cause Nos. FR-83-133 and FR-86-152 and Dockets 87-1668-AS, UE-901405, UE-920860 and UE-950490 to make them generally consistent with those entered into under the Commission's Order in Docket UE-940247, (2) enter into such other agreements or arrangements with the issuers of the related Pollution Control Revenue Bonds (Applicable Bonds) and with other entities as may be reasonably necessary to effect the borrowings and to provide credit enhancement for the Applicable Bonds, including the issuance of its First Mortgage Bonds as collateral for the Applicable Bonds, and (3) replace or modify from time to time the credit enhancement arrangements supporting the Applicable Bonds. The application is filed pursuant to Chapter 80.08 RCW and the requirements of WAC 480-146-290.
- 2* According to the application and supporting materials filed by the Company, the Company asserts a need to obtain more cost-effective financing terms for the Applicable Bonds. The Company is not seeking an increase in the aggregate principal amount of the Applicable Bonds and is proposing only to make technical changes to the Trust Indentures, Loan Agreements and related documents.

FINDINGS

- 3 (1) PacifiCorp d/b/a Pacific Power & Light Company is engaged in the business of electric service within the state of Washington. As a public service company, it is subject to the jurisdiction of the Commission under the provisions of Chapter 80.08 RCW.
- 4 (2) As to form, the application herein meets the requirements of Chapter 80.08 RCW and the rules and regulations of the Commission adopted pursuant thereto.
- 5 (3) The Company's application contains: (a) certification by an authorized officer, describing the purposes for which the proposed securities will be issued; (b) a description of the proposed issuances, including the terms of financings; and (c) a statement as to why the proposed transactions are in the public interest.
- 6 (4) The proceeds from the proposed issuances will be used for one or more of the purposes set forth in RCW 80.08.030.

ORDER

- 7 (1) PacifiCorp d/b/a Pacific Power & Light Company has complied with the requirements of RCW 80.08.040 with respect to the proposals set forth in its application and may amend and restate the Trust Indentures, Loan Agreements and related documents, and issue its First Mortgage Bonds to provide credit enhancement for the Applicable Bonds.
- 8 (2) This authorization is conditioned on the Company filing a Report of Securities Issued as required by Chapter 80.08 RCW. The Company is also required to file verified copies of any agreement entered into, in connection with any transaction pursuant to this order.
- 9 (3) This order shall in no way affect the authority of this Commission over rates, services, accounts, valuations, estimates, or determination of costs, or any matters whatsoever that may come before it, nor shall anything herein be construed as acquiescence in any estimate or determination of costs, or any valuation of property claimed or asserted.

DATED at Olympia, Washington, and effective this _____ day of _____, 2003.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

CAROLE J. WASHBURN, Executive Secretary