

May 15, 2023 UE-230362

## VIA ELECTRONIC FILING

Amanda Maxwell
Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503

Received Records Management May 15, 2023

Re:	Docket No. UE	Affiliated Interest Filing—PacifiCorp and Bank of
	America	

Dear Ms. Maxwell:

Under the provisions of RCW 80.16.020 and in accordance with WAC 480-100-245, PacifiCorp dba Pacific Power & Light Company (PacifiCorp or Company) provides notice of affiliate interest transactions with Bank of America N.A. (Bank of America).

The Company selected Bank of America as a passive underwriter. A copy of the draft Form of Underwriting Agreement (Agreement) is included as Attachment A. This document contains a "draft" designation, which will be removed upon execution of the agreement. The Company does not expect to see any material changes to the terms and conditions of the Agreement.

PacifiCorp is a wholly owned indirect subsidiary of Berkshire Hathaway Energy, (BHE). BHE is a subsidiary of Berkshire Hathaway, Inc. (Berkshire Hathaway). On September 30, 2022, Berkshire Hathaway, various subsidiaries of Berkshire Hathaway, and various employee benefit plans of Berkshire Hathaway subsidiaries together held in excess of five percent of Bank of America common stock. RCW 80.16.020 includes in its definition of "affiliated interest," "every corporation five percent or more of whose voting securities are owned by any person or corporation owning five percent or more of the voting securities of such public service company or by any person or corporation in any such chain of successive ownership of five percent or more of voting securities." Therefore, Berkshire Hathaway's ownership interest in Bank of America creates an affiliated interest.

PacifiCorp intends to issue a bond offering in the near future and has solicited underwriting proposals from a number of banks. Several banks, including Bank of America, provided information on indicative credit spreads, market conditions, their credit analysis, marketing plans, and underwriting fees. The selection of Bank of America was not influenced by Berkshire Hathaway's ownership interest. Bank of America underwriting fees will be determined at a rate equal to all underwriters and at what PacifiCorp believes to be market rates or better for the Company. PacifiCorp anticipates the underwriting fee will be approximately

In addition, Underwriters shall make a payment to the Company in an amount in respect of certain expenses incurred by the Company in connection with the offering. The underwriting fee is commercially sensitive, and if revealed, could erode

Washington Utilities and Transportation Commission May 15, 2023 Page 2

the Company's bargaining position in future transactions. Such erosion of bargaining power could lead to increased costs. This information is designated confidential under RCW 80.04.095 and submitted in accordance with the provisions of WAC 480-07-160.

As a public utility, the Company is expected to acquire, construct, improve, and maintain sufficient utility facilities to serve its customers adequately and reliably at reasonable cost. Issuance of bonds are part of a program to finance the Company's facilities taking into consideration prudent capital ratios, earning coverage tests, and market uncertainties as to the relative merits of the various types of securities the Company could sell. Accordingly, the transaction is consistent with the public interest.

Also included with this filing is a verification from Nikki Kobliha, Vice President, CFO and Treasurer, PacifiCorp, regarding the Agreement.

Informal questions concerning this filing may be directed Ariel Son, Regulatory Affairs Manager at (503) 813-5410.

Sincerely,

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Enclosures NEW-PAC-Attach-A-5-15-23.pdf NEW-PAC-Verification-Kobliha-5-15-23