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LISA D. NORDSTROM  
Lead Counsel  
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IDAHO PUBLIC  
UTILITIES COMMISSION

May 7, 2010

**VIA HAND DELIVERY**

Jean D. Jewell, Secretary  
Idaho Public Utilities Commission  
472 West Washington Street  
P.O. Box 83720  
Boise, Idaho 83720-0074

Re: Compliance Filing – Case No. IPC-E-09-32  
Sale of Goshen Series Capacitor Bank to PacifiCorp

Dear Ms. Jewell:

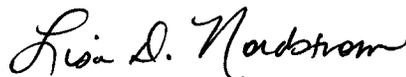
In Order No. 31007 issued in the above-referenced case, the Commission directed Idaho Power Company to file certain information regarding the above-described transaction.

Please find enclosed for filing the following:

1. The final accounting entries related to the transaction.
2. Copies of Idaho Power's Officer and Secretary Certificates required by Section 2.6 of the Asset Purchase Agreement.
3. Copies of PacifiCorp's Officer and Secretary Certificates required by Section 2.7 of the Asset Purchase Agreement.

If there are any questions regarding these documents, please contact me.

Very truly yours,



Lisa D. Nordstrom

LDN:csb  
Enclosures

cc: Doug Jones (w/encls.)  
Kelley Rechel (w/encls.)  
Shelby Leforgee (w/encls.)  
Larry Tuckness (w/encls.)  
Terri Carlock, IPUC (w/encls.)

**GOSHEN CAP BANK ACCOUNTING ENTRIES**

108000 – Accum Prov F/Depr-EPIS	7,438,377.03	
101000 – Electric Plant in Service		7,438,377.03
Record retirement of electric plant sold.		
102000 – Electric Plant Purchsd or Sold	7,438,377.03	
108000 – Accum Prov F/Depr-EPIS		7,438,377.03
Transfer cost of assets sold to 102000		
108000 – Accum Prov F/Depr-EPIS	905,069.75	
102000 - Plant Purchsd or Sold		905,069.75
Transfer accumulated depreciation on assets sold		
131201 – Cash	6,533,307.28	
102000 – Electric Plant Purchsd or Sold		6,533,307.28
Record cash received for Electric plant sold.		

**IDAHO POWER COMPANY**

**OFFICER'S CERTIFICATE**

This Officer's Certificate is delivered pursuant to Section 2.6(b) of that certain Asset Purchase Agreement dated as of July 31, 2009 (the "Purchase Agreement"), by and between Idaho Power Company, an Idaho corporation (the "Company"), and PacifiCorp, an Oregon corporation. Capitalized terms that are used but not otherwise defined in this Officer's Certificate shall have the meanings ascribed to such terms in the Purchase Agreement.

The undersigned hereby certifies that he is duly authorized to execute and deliver this Officer's Certificate on behalf of the Company, and further certifies as follows:

(a) Satisfaction of Conditions. All conditions required by the terms of Article VII of the Purchase Agreement to be satisfied, performed or complied with by the Company on or before the date hereof have been so satisfied, performed and complied with in all material respects.

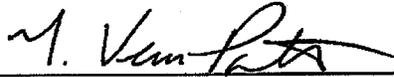
(b) No Material Adverse Effect. From the date of execution of the Purchase Agreement and until the date hereof, there has been no change in or event relating to the Company that has had or that the Company expects to have a Material Adverse Effect or a material adverse effect on the Contemplated Transaction.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the date set forth below.

IDAHO POWER COMPANY

Dated April 23, 2010.

By: \_\_\_\_\_



Name: N. Vernon Porter

Title: Vice President, Engineering and Operations

**CERTIFICATE OF THE SECRETARY  
OF  
IDAHO POWER COMPANY**

The undersigned, Patrick A. Harrington, hereby certifies as follows:

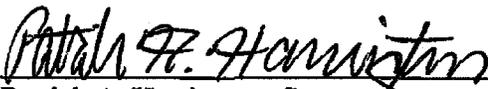
1. The undersigned is the duly elected and qualified Secretary of Idaho Power Company, an Idaho corporation (the "Company").
2. Attached hereto as Exhibit A is a true and correct copy of certain resolutions duly adopted by the board of directors of the Company on November 19, 2009:
  - a. Resolutions authorizing the execution, delivery and performance by the Company of the Asset Purchase Agreement dated as of July 31, 2009 (the "Purchase Agreement") by and between the Company and PacifiCorp, an Oregon corporation and all Seller Related Documents, as defined in the Purchase Agreement; and
  - b. Resolutions authorizing the release of the Purchased Assets (as defined in the Purchase Agreement) from that certain Mortgage and Deed of Trust, dated as of October 1, 1937, and indentures supplemental thereto, granted by the Company to Deutsche Bank Trust Company Americas, formerly known as Bankers Trust Company, and Stanley Burg, as Trustees.
3. Each person listed below is a duly elected and qualified officer of the Company holding the office indicated opposite his or her name, and having the requisite authority to execute documents and to act on behalf of the Company in respect of the transaction contemplated by the Purchase Agreement and that the signature appearing opposite his or her name is the genuine signature of each such person:

Name	Office(s)	Signature
N. Vernon Porter	Vice-President, Engineering and Operations	

4. Attached hereto as Exhibit B is a statement of the Company of the Original Cost of the Purchased Assets, and the Accumulated Provision for Depreciation and Amortization for the Purchased Assets, as of the Closing Date, as those terms are defined in the Purchase Agreement.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned Secretary of the Company has executed this certificate on April 23, 2010.

  
\_\_\_\_\_  
Patrick A. Harrington, Secretary

\* \* \* \* \*

The undersigned, N. Vernon Porter, the duly elected and qualified Executive Vice President, Operations of the Company, hereby certifies that Patrick A. Harrington is the duly elected and qualified Secretary of the Company and that his signature set forth above is his genuine signature.

IN WITNESS WHEREOF, the undersigned Vice President of the Company has executed this certificate on April 23, 2010.

  
\_\_\_\_\_  
N. Vernon Porter  
Vice-President, Engineering  
and Operations

## **EXHIBIT A**

### **RESOLUTIONS OF DIRECTORS**

RESOLVED, that the proper officers of the Company be, and they hereby are, authorized to take all necessary and appropriate actions for the sale by the Company to PacifiCorp of that certain series capacitor bank and related property (the "Property") as contemplated in and pursuant to the terms and conditions of that certain Asset Purchase Agreement dated as of July 31, 2009, by and between the Company and PacifiCorp (the "Asset Purchase Agreement"), a copy of which is attached hereto as Exhibit A, and the Asset Purchase Agreement is hereby ratified and approved, and the performance of the Company's obligations thereunder is also hereby authorized, ratified and approved; and be it

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and directed to make, execute and file, on behalf of the Company, such applications and other documents with the state and federal regulatory authorities having jurisdiction over the Company or with any other party, for such authorizations or consents as may be appropriate or necessary in connection with the sale of the Property pursuant to the Asset Purchase Agreement and to file such amendments and supplements to said applications and documents and to take all such other steps as they may deem necessary or advisable for such authorizations or consents as may be required in connection with the proposed Transaction; and be it

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and empowered to do or cause to be done any and all acts and things and to execute and deliver any and all such further documents and papers as such officer may deem necessary or desirable to carry out the purposes of the foregoing resolutions.

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RESOLVED, That Deutsche Bank Trust Company Americas, formerly known as Bankers Trust Company, as Corporate Trustee under this Company's Mortgage and Deed of Trust dated as of October 1, 1937, be and it is hereby requested to release from the lien of said Mortgage and Deed of Trust, and all indentures supplemental thereto, pursuant to the provisions of Section 59 thereof, the following property, to-wit:

"All of the following described property situated in Bingham County, State of Idaho, TO-WIT (SOLD TO PACIFICORP, on July 31, 2009):

The Goshen series Capacitor bank is a 345kV, 3-phase, 60 Hz, 2 equal segment, outdoor series capacitor bank. The bank provides up to approximately 45% (57 Ohms) line reactance compensation for the 225.88-mile, 345kV transmission line between PacifiCorp's Goshen Transmission Substation and the Jim Bridger Power Plant in Point of Rocks, Wyoming. It includes (4) control cabinets in a control building, a battery bank, three (3) platforms that house the Series Capacitors, MOV's OCT's, and reactors. There are two independent pole bypass circuit breakers, serial numbers 8666375A, 8666375B, 8666375C and 8666376A, 8666376B, 8666376C that are part of the package. It also includes two (2) combination air brake/grounding switches and one (1) bypass switch.

1. Warranty Rights.

None.

2. Transferred Contracts.

None.

3. Transferred Intellectual Property.

None.

4. Related Equipment

None.

5. Related Inventories

Spare Parts:

- One fiber optic column
- One set of insulators
- One partial set of MACH 2 circuit boards
- One close and trip coil for bypass breaker
- One set of gaskets for bypass breaker
- One drive unit for bypass breaker
- One auxiliary contacts for bypass breaker
- One main contacts for bypass breaker

Tools:

- One capacitor lifting device
- One relay test device, type Sverker 750
- One laptop

6. Records

Original set of manuals that include:

Installation Documentation 1: Main Drawings

Installation Documentation 2: Equipment & Cable Tables

Manual A1: Functional System Description, Operation, Plant Overview and Preventative Maintenance

Manual A2: Functional System Description, Operation, Plant Overview and Preventative Maintenance

Manual B1: Equipment Description – Control and Protection system Hardware

Manual B2: Equipment Description – Components and Accessories

Manual B3: Equipment Description – Main Circuit Equipment

Manual B4: Equipment Description – Main Circuit Equipment

Manual C1: Plant Documents, Mechanical Station Design and Civil Drawings

Manual D1: Technical Reports

Manual E1: Test Records

Appendix A1: Software Overview Documents

Appendix A2: Software Overview Documents

Appendix A3: Software Overview Documents

IPC maintenance records

CD containing IPC drawings

7. Third Party Claims

None.

and be it

FURTHER RESOLVED, That Lisa Grow, an engineer within the meaning of that term as used in Section 3 of said Mortgage and Deed of Trust, be and she is hereby appointed engineer to make any Engineer's Certificate required by said Mortgage and Deed of Trust in connection with said release; and be it

FURTHER RESOLVED, That Rex Blackburn be and he is hereby appointed Counsel to render any Opinion of Counsel required by said Mortgage and Deed of Trust in connection with said release; and be it

FURTHER RESOLVED, That the officers of this Company be and they are hereby authorized and directed to do any and all acts and things in their judgment necessary or desirable to procure the release of said property from the lien of said Mortgage and Deed of Trust.

**EXHIBIT B**

**Idaho Power Company**  
**Net Book Value Summary**  
**Utah Goshen Capacitor Bank**  
**4/30/2009**

<u>Account</u>		<u>Estimated</u>	<u>Net Book</u>	
<u>Number</u>	<u>Description</u>	<u>Plant Balance</u>	<u>Accumulated Depreciation</u>	<u>Value</u>
352	Structures and Improvements	169,238.11	(13,892.50)	155,345.61
353	Station Equipment	7,269,138.92	(891,177.25)	6,377,961.67
		<u>7,438,377.03</u>	<u>(905,069.75)</u>	<u>6,533,307.28</u>

**PACIFICORP**  
**OFFICER'S CERTIFICATE**

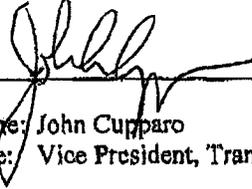
This Officer's Certificate is delivered pursuant to Section 2.7(b) of that certain Asset Purchase Agreement dated as of July 31, 2009 (the "Purchase Agreement"), by and between PacificCorp, an Oregon corporation (the "Company"), and Idaho Power Company, an Idaho corporation. Capitalized terms that are used but not otherwise defined in this Officer's Certificate shall have the meanings ascribed to such terms in the Purchase Agreement.

The undersigned hereby certifies that he is duly authorized to execute and deliver this Officer's Certificate on behalf of the Company, and further certifies that all conditions required by the terms of Article VIII of the Purchase Agreement to be satisfied, performed or complied with by the Company on or before the date hereof have been so satisfied, performed and complied with in all material respects.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the date set forth below.

PACIFICORP

Dated April 30, 2010.

By: 

Name: John Cupparo  
Title: Vice President, Transmission

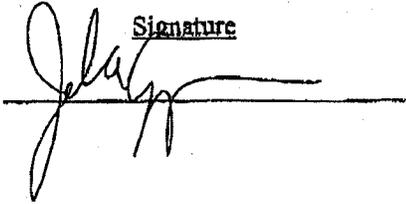
**CERTIFICATE OF THE ASSISTANT SECRETARY  
OF  
PACIFICORP**

The undersigned, Jeffery B. Erb, hereby certifies as follows:

1. I am the duly elected and qualified Assistant Secretary of Pacificorp, an Oregon corporation (the "Company").

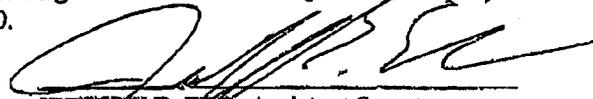
2. Attached hereto as Exhibit A is a true and correct copy of certain resolutions duly adopted by the Board of Directors of the Company on August 4, 2006, which authorize the execution, delivery and performance by the Company of contracts, including the Asset Purchase Agreement dated as of July 31, 2009 (the "Purchase Agreement") by and between the Company and Idaho Power Company, an Idaho corporation and all Buyer Related Documents, as defined in the Purchase Agreement.

3. Each person listed below was, on July 31, 2009, and has at all times since that date, to and including the date hereof, been a duly appointed and qualified officer of the Company holding the office indicated opposite his or her name, and having the requisite authority to execute documents and to act on behalf of the Company in respect of the transaction contemplated by the Purchase Agreement and that the signature appearing opposite his or her name is the genuine signature of each such person:

<u>Name</u>	<u>Office(s)</u>	<u>Signature</u>
John Cupparo	Vice President, Transmission	

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Company has executed this certificate on April 30, 2010.



JEFFERY B. ERB, Assistant Secretary

\*\*\*\*\*

The undersigned, John Cupparo, the duly appointed and qualified Vice President of the Company, hereby certifies that Jeffery B. Erb is the duly elected and qualified Assistant Secretary of the Company and that his signature set forth above is his genuine signature.

IN WITNESS WHEREOF, the undersigned Vice President of the Company has executed this certificate on April 30, 2010.



JOHN CUPEARO, Vice President

**SIGNATURE PAGE TO ASSISTANT SECRETARY'S CERTIFICATE  
PACIFICORP**

**EXHIBIT A**

**RESOLUTIONS OF BOARD OF DIRECTORS**

Omnibus Contracting Authority

RESOLVED, that the officers of the Company are hereby authorized and directed to:

(A) (i) subject to further specific authorization or direction of the Board or the Chairman, or through the Company's Corporate Governance and Approvals Process and related Expenditure Requisition procedures described therein, open and keep general and special bank accounts with banks, trust companies, or other depositories; (ii) designate from time to time the banks, trust companies, or other depositories into which the funds of the Company not otherwise employed shall be deposited and endorse, assign and deliver any checks, drafts and other orders for the payment of money which are payable to the Company for the purpose of deposit and collection, and,

(B) subject to further specific authorization or direction of the Board or the Chairman, or through the Company's Corporate Governance and Approvals Process and related Expenditure Requisition procedures described therein, (i) execute and deliver contracts and other instruments in the name of and on behalf of the Company, and (ii) execute agreements and take such further action with respect to the business and affairs of the Company as is necessary or appropriate; (iii) sign, in the name of and on behalf of the Company, all checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the Company and all notes or other evidences of indebtedness of the Company; (iv) pledge the Company's credit and mortgage, pledge, hypothecate and transfer any securities or other property of the Company on behalf of the Company; (v) enter into letters of credit and bonds on behalf of the Company and indemnify banks and bonding companies with respect to the issuance of letters of credit and bonds on behalf of the Company; and (vi) borrow monies on behalf of the Company.

FURTHER RESOLVED, that subject to the limitations above, any banking or corporate resolutions necessary or desirable in order to effectuate the foregoing are hereby adopted and approved in all respects, and the officers are hereby authorized and directed to execute such banking or corporate resolutions and file them with the Company's minute book.