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*Final  
Request for Amendment*

**Request for Amendment No. 1 to  
the Site Certificate for the  
Montague  
Wind Power Facility**

Prepared for  
**Oregon Energy Facility Siting Council**

December 2012

Prepared by  
**Iberdrola Renewables, LLC**  
On behalf of Montague Wind Power Facility, LLC  
and  
**Portland General Electric**



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## SECTION 1

# Introduction

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Montague Wind Power Facility, LLC (Montague) obtained the Site Certificate for the Montague Wind Power Facility, with an effective date of September 14, 2010<sup>1</sup> (SC), authorizing the construction of the Montague Wind Power Facility (Facility) in Gilliam County, Oregon, with up to 269 turbines and having a generating capacity of up to 404 megawatts (MW). The Facility would connect to the regional transmission system through Bonneville Power Administration's Slatt Substation and existing 500-kilovolt (kV) Slatt-Buckley transmission line via an overhead 230-kV transmission line.

## 1.1 Proposed Amendment

This amendment request (the "Amendment Request") is jointly submitted by (1) Iberdrola Renewables, LLC (IR), on behalf of Montague Wind Power Facility, LLC, and (2) Portland General Electric Company (PGE). The Amendment Request includes (1) a request to amend the Site Certificate for the Montague Wind Power Facility (the "Facility") by extending the deadlines for beginning and completing construction by two years, and by modifying Condition 27(d) to reduce the minimum blade tip clearance from 41 meters to 20 meters above ground; and (2) a request to transfer the resulting amended site certificate to PGE, effective at closing of the sale of the Montague Wind Power Facility to PGE. The request to extend the construction deadlines and to modify Condition 27(d) trigger an amendment under OAR 345-027-0050(1) and therefore the request to amend the Site Certificate is being submitted by IR on behalf of the current certificate holder. The request to transfer the amended site certificate to PGE is guided by OAR 345-027-0100 and therefore the request for transfer is being submitted by PGE. An explanation of what is being submitted by IR for the amendment request and what is being submitted by PGE for the transfer request is provided below.

### Amendments to Site Certificate

Pursuant to OAR 345-027-0050(1) and OAR 345-027-0060(1), a request to amend a site certificate is to be submitted by the certificate holder. Montague Wind Power Facility, LLC is the holder of the Site Certificate for the Facility, and, through IR, is requesting amendments to the Site Certificate to extend the construction deadlines and to modify the blade tip clearance requirement in Condition 27(d). Sections 2, 3 and 4 of this Amendment Request address the Council's standards for the amendments to the site certificate, and are supported by the following elements of the Amendment Request:

- Attachment 2, providing a redlined site certificate.
- Attachment 3, providing the updated property owner list required by OAR 345-027-0060(1)(g).
- Attachment 4, providing information on the development and pre-construction process for IR (which supports the request to extend the construction deadlines).

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<sup>1</sup>The Council issued a Final Order approving a Site Certificate on September 10, 2010. The Site Certificate was fully executed on September 14, 2010.

### Transfer Request

Pursuant to OAR 345-027-0100(4), PGE as the prospective transferee is submitting the request for the Council's approval of the transfer of the Site Certificate for the Facility. OAR 345-027-0100(4) provides:

*(4) To request a transfer of the site certificate, the transferee shall submit a written request to the Department that includes the information described in OAR 345-021-0010(1)(a), (d), (f) and (m), a certification that the transferee agrees to abide by all terms and conditions of the site certificate currently in effect and, if known, the date of the transfer of ownership. If applicable, the transferee shall include in the request the information described in OAR 345-021-0010(1)(y)(O)(iv).*

PGE has included in the Amendment Request the information required by OAR 345-027-0100(4). Section 5 of the Amendment Request addresses the requirements for transfer and is supported by the following elements of the Amendment Request:

- Attachment 3 to the Amendment Request provides the property owner list required by OAR 345-021-0010(1)(f) and OAR 345-027-0100(4).
- Attachment 5 includes the information required by OAR 345-021-0010(1)(a), (d) and (m) (corresponding to Exhibits A, D and M of an application for site certificate). This is further supported by Attachment 1, which provides PGE's Articles of Incorporation.
- Attachment 6 provides PGE's certification that it will abide by the conditions of the Site Certificate.

### Concurrent Processing

Pursuant to OAR 345-027-0100(12), IR and PGE request that the Council act concurrently on the request to transfer the Site Certificate and the request to amend the Site Certificate. As explained in Section 4 of the Amendment Request, PGE and Montague Wind Power Facility, LLC have entered into an Asset Purchase Agreement (APA) for (1) the ownership and development rights and the site certificate for the Montague Wind Power Facility and PGE and Leaning Juniper Wind Power II, LLC have entered into an APA for (2) the ownership rights and site certificate for the Leaning Juniper LJIB Facility. As such, IR and PGE also request that the Council act concurrently on the LJIB and Montague requests.

*(12) The Council may act concurrently on a request to transfer a site certificate and any other amendment request subject to the procedures described in this rule for the transfer request and:*

*(a) The procedures described in OAR 345-027-0030 for an amendment to extend construction beginning and completion deadlines.*

*(b) The procedures described in OAR 345-027-0090 for an amendment to apply subsequent laws or rules.*

*(c) The procedures described in OAR 345-027-0060 and OAR 345-027-0070 for any amendment request not described in (a) or (b).*

As discussed above and further below in this Amendment Request, IR is requesting to amend the Site Certificate to extend construction deadlines and to modify the blade tip clearance requirement in Condition 27(d). IR is not requesting to amend the Site Certificate to apply subsequent laws or rules. IR and PGE acknowledge and agree that the combined request for transfer and amendment will be processed in accordance with the procedures for a transfer under OAR 345-027-0100 and the procedures for an amendment under OAR 345-027-0030 (extension of construction deadlines), OAR 345-027-0060 and OAR 345-027-0070.

## 1.2 Summary of Modifications

As described above, this amendment request seeks the Council's approval to transfer the SC, extend construction start and completion deadlines, and to clarify Condition 27. This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet).

### 1.2.1 Transfer of Site Certificate

Pursuant to OAR 345-027-0100(4), PGE as the prospective transferee is submitting the request for the Council's approval of the transfer of the Site Certificate for the Facility. The articles of incorporation for PGE are provided in Attachment 1.

As described in its acknowledged 2009 Integrated Resource Plan (IRP), PGE is seeking to acquire approximately 101 MWa average (approximately 337 MW nameplate at a 30% capacity factor), of mid-to-long-term renewable energy supply, bundled with its associated renewable energy credits (RECs), to be available beginning in the 2013 – 2017 timeframe. PGE and Montague entered into an Asset Purchase Agreement (APA) for (1) the ownership and development rights and SC for the Facility and PGE and Leaning Juniper Wind Power II, LLC have entered into an APA for (2) the ownership rights and site certificate for the 111 MW Leaning Juniper IIB project that is currently operating in Gilliam County (LJIIB). PGE and IR, Montague's parent company, jointly prepared a "Benchmark Bid" consisting of LJIIB and the Facility, which PGE submitted to an independent evaluator pursuant to PGE's Request for Proposal (RFP) dated October 1, 2012. The RFP further specifies PGE's need for 101 MWa no earlier than January 2013, preferably by the end of 2015 and no later than 2017. PGE intends to meet the IRP and RFP schedule requirements by acquiring the operational LJIIB and constructing at least 220 MW of Montague by December 2015, and the remaining capacity by December 2016. Based on the current RFP schedule, it is expected that the final short list will be selected February 5, 2013, with winning bid(s) selected as early as March 2013. Pursuant to the APAs, if PGE and Montague's Benchmark Bid is selected, PGE will acquire the rights, title and interests in both LJIIB and the Facility upon closing of the asset purchase, which is expected to occur in the fall of 2013 and no later than December 2013. Therefore, to facilitate the assets purchase, Montague seeks Council approval of the requested SC amendments and PGE seeks Council approval of the SC transfer prior to closing.

As described in OAR 345-027-0100(12), the Council may act concurrently on the transfer and modification requests, and it is permissible to approve the transfer of the SC prior to closing because PGE will be legally entitled to ownership.

Should the Council decide to approve the requests, IR and PGE envision that the Council would approve the amendments and the transfers in the Final Order on Amendment #2 for LJII and the Final Order on Amendment #1 for Montague, and issue the following: (1) one site certificate for LJIIA to Leaning Juniper Wind Power II, LLC, (2) one site certificate for LJIIB to Leaning Juniper Wind Power II, LLC, and (3) one amended site certificate for the Montague project to Montague Wind Power Facility, LLC. IR and PGE do not want the Council to delay the proceedings until closing and do not want the Council to issue joint site certificates to IR and PGE prior to closing. Consequently, IR and PGE suggest that both the LJIIB site certificate and the Montague amended site certificate be issued to the current certificate holders but include a condition of approval in each that governs the transfer to PGE and an attachment that contains the Council-approved form of site certificate PGE would execute should closing occur. The condition language could say that the Council will consider the respective site certificate transferred when PGE executes the site certificate contained in Attachment X and the certificate holder is obligated to notify the Department of the closing and transfer by providing the Department with a copy of the executed site certificate and documentation of the asset purchase closing. PGE could execute the Council-approved form of site certificate in closing, thus leaving the IR project entities properly holding the site certificate until the transaction closes.

Should closing not occur due to unforeseen circumstances and a transfer of the SC is no longer needed, Montague nonetheless requests approval of the extension of the construction deadline and change to Condition 27(d) discussed below.

### **1.2.2 Extension of Construction Deadline**

This amendment also seeks approval to extend the construction beginning and completion deadlines. Condition 24 of the SC requires the certificate holder to begin construction of the Facility within three years after the effective date of the site certificate, or September 14, 2013. Condition 25 requires construction completion of the Facility within six years after the effective date of the site certificate, or September 14, 2016. Montague seeks to amend the SC to extend the construction start deadline to September 14, 2015 and the completion deadline to September 14, 2018.

### **1.2.3 Change to Condition 27(d)**

Montague seeks to reduce the minimum blade tip clearance in Condition 27(d) from 41 meters above ground to 20 meters above ground. The reason for the reduction is because the original condition creates a conflict with the dimensions of some turbines authorized in the SC. Many turbines within the range of turbine types authorized in the SC have a blade tip clearance of less than 41 meters. Table 1 of the Final Order<sup>2</sup> describes some turbine types, which comply with Condition 27(d), but the majority of the turbines authorized by the SC and on the market today, have a blade tip clearance of between 20 and 40 meters, including the latest version of the Vestas 3.0 MW turbine. Therefore, revising Condition 27(d) clarifies that Montague is not limited to only those turbine types described in Table 1 of the Final Order but rather may use any turbine type as long as (1) the individual turbine does not exceed 3.0 MW nameplate capacity, (2) the turbine hub-height does not exceed 100 meters (328 feet), (3) the turbine blade tip height will not exceed 150 meters (492 feet) and (4) the blade tip clearance is a minimum of 20 meters above ground.

Revising subsection (d) would not be inconsistent with prior Council precedent and is allowed under the Council standards, as described below. Some Council-approved wind energy facilities have no minimum blade clearance condition<sup>3</sup> and other facilities have minimum blade clearance requirements

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<sup>2</sup> Final Order for the Montague Wind Power Facility, p 7, Table 1 Turbine Specifications (dated September 10, 2010).

<sup>3</sup> See, e.g., Biglow Canyon Site Certificate; Klondike III Site Certificate; and Stateline Site Certificate.

that are less than what is currently required under Condition 27(d) (e.g., from 25 to 30 meter minimum blade clearance limits).<sup>4</sup>

## **1.3 Regulatory Framework for This Request**

This request is organized in accordance with Oregon Administrative Rules (OARs) 345-027-0030, -0050, -0060, -0070, and -0100, which set forth the required contents of a request to amend and transfer a site certificate as well as additional considerations for the Council in deciding whether to grant an amended site certificate. The following sections of this request provide the information required by OAR 345-027-0030, 345-027-0050(1), OAR 345-027-0060, OAR 345-027-0070(10) and 345-027-0100.

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<sup>4</sup> First Amended Site Certificate for Shepherds Flat North dated March 12, 2010, Condition 26. First Amended Site Certificate for Shepherds Flat South dated March 12, 2010, Condition 26. First Amended Site Certificate for Shepherds Flat Central dated March 12, 2010, Condition 26. Site Certificate for the Summit Ridge Wind Farm dated August 19, 2011, Conditions 2.9 and 5.5.



SECTION 2

# Information Required Pursuant to OAR 345-027-0060 and -0070(10) for Site Certificate Amendments

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## 2.1 Information Required Pursuant to OAR 345-027-0060

### OAR 345-027-0060(1)(a) Name and Mailing Address

*(1) To request an amendment of a site certificate, the certificate holder shall submit a written request to the Department of Energy that includes the information described in section (2) and the following:*

*(a) The name and mailing address of the certificate holder and the name, mailing address and phone number of the individual responsible for submitting the request.*

#### **Name and Address of Certificate Holder:**

Montague Wind Power Facility, LLC  
1125 NW Couch Street, Suite 700  
Portland, OR 97209

#### **Name, Mailing Address, and Phone Number of Individual Responsible for Submitting the Request:**

Sara McMahon Parsons  
Iberdrola Renewables, LLC  
1125 NW Couch Street, Suite 700  
Portland, OR 97209  
(503) 796-7732  
Sara.Parsons@iberdrolaren.com

#### **Name, Mailing Address, and Phone Number of Transferee Contact Person:**

Lenna Cope  
Portland General Electric Company  
121 SW Salmon Street  
3 WTC BR05  
Portland, OR 97204  
503-464-2634  
Lenna.Cope@pgn.com

### **OAR 345-027-0060(1)(b) Description of Facility**

*(b) A description of the facility including its location and other information relevant to the proposed change.*

Response: The Facility is a wind energy facility approved by the Council with a capacity to generate up to 404 MW of electricity. The Facility is located in Gilliam County, south of the town of Arlington. Section III of the SC<sup>5</sup> fully describes the Facility. This amendment request does not alter the description of the Facility as set forth in the SC.

### **OAR 345-027-0060(1)(c) Proposed Changes to the Permitted Facility**

*(c) A detailed description of the proposed change and the certificate holder's analysis of the proposed change under the criteria of OAR 345-027-0050(1).*

Response: As described above, the purpose of this proposed amendment to the SC is to obtain approval to (1) transfer the SC from Montague to PGE; (2) extend the construction start and completion deadlines by two years; and (3) reduce the blade clearance of 41 meters required by Condition 27(d) to 20 meters above ground.

This amendment request does not seek to change the site boundary or physical components of the Facility. There is no change to the range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. Turbines will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet).

### **OAR 345-027-0060(1)(d) Proposed Changes to Site Certificate**

*(d) The specific language of the site certificate, including affected conditions, that the certificate holder proposes to change, add or delete by an amendment.*

Response: The certificate holder proposes to change the language of Conditions 24 and 25 concerning construction start and completion deadlines. The proposed changes to these conditions are set forth in redline in the Proposed Amended Site Certificate, included as Attachment 2. The other requested changes to the SC are also contained in Attachment 2.

### **OAR 345-027-0060(1)(e) Relevant Council Standards**

*(e) A list of the Council standards relevant to the proposed change.*

Response: The Council standards relevant to the proposed change include Division 22 (General Standards for Siting Facilities) and Division 24 (Specific Standards for Siting Facilities). The standards are listed in Section 4 of this Request for Amendment. The Facility is an electric generating facility using wind turbine technology, therefore Division 23, which applies to nongenerating facilities, does not apply. Similarly, inapplicable provisions of Division 24 (e.g. standards applicable to gas plants, gas storage, nongenerating facilities, etc.) are not discussed.

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<sup>5</sup> Site Certificate for the Montague Wind Power Facility, pp. 2-3 (September 14, 2010).



**OAR 345-027-0060(1)(f) Applicable Laws and Council Rules**

*(f) An analysis of whether the facility, with the proposed change, would comply with the requirements of ORS Chapter 469, applicable Council rules, and applicable state and local laws, rules and ordinances if the Council amends the site certificate as requested. For the purpose of this rule, a law, rule or ordinance is “applicable” if the Council would apply or consider the law, rule or ordinance under OAR 345-027-0070(10).*

Response: Section 4 of this amendment request contains an analysis of whether the Facility, with the proposed change, would comply with the requirements of ORS Chapter 469, applicable Council rules, and applicable state and local laws, rules and ordinances if the Council amends the site certificate as requested.

**OAR 345-027-0060(1)(g) Landowners Within or Adjacent to the Facility**

*(g) An updated list of the owners of property located within or adjacent to the site of the facility, as described in OAR 345-021-0010(1)(f).*

Response: An updated list of property owners located within 500 feet of the Facility site boundary is included as Attachment 3. The list includes all property owners within 500 feet of the site boundary as required by OAR 345-021-0010(1)(f)(C) for a site located within a farm or forest zone.

The certificate holder requested up to date landowner information from the County tax assessors for notice purposes. The list of Gilliam County property owners located within 500 feet of the site boundary was obtained from Dave Messenger, the County tax assessor, who provided the up to date access database with landowner information via email on October 30, 2012. The list of Morrow County property owners located within 500 feet of the site boundary was obtained from Greg Sweek, the County tax assessor, who provided the up to date landowner information via email on November 7th, 2012.

**OAR 345-027-0060(2) Incorporation by Reference**

*(2) In a request to amend a site certificate, the certificate holder shall provide the information described in applicable subsections of OAR 345-021-0000 and OAR 345-021-0010. The certificate holder may incorporate by reference relevant information that the certificate holder has previously submitted to the Department or that is otherwise included in the Department’s administrative record on the facility.*

Response: Other than the information set forth in this amendment request, the information contained in the Application for Site Certificate for the Montage Wind Power Facility, the information forming the basis for the Final Order and SC<sup>6</sup>, and the information contained in the administrative record of the proceeding granting the SC to Montague are hereby incorporated by reference.

**OAR 345-027-0060(3) and (4) Consultation with the Department**

*(3) Before submitting a request to amend a site certificate, the certificate holder may prepare a draft request and may confer with the Department about the content of the request. Although the Council does not require the certificate holder to prepare a draft request and confer with the Department, the Council recommends that the certificate holder follow this procedure.*

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<sup>6</sup> The Council issued a Final Order approving a Site Certificate on September 10, 2010. The Site Certificate was fully executed on September 14, 2010.

Response: The certificate holder conferred with the Department prior to submitting this amendment request and submitted a draft request for review on December 3, 2012.

*(4) The certificate holder shall submit an original and two printed copies of the amendment request to the Department. Upon a request by the Department, the certificate holder must submit printed copies of the amendment request for members of the Council. In addition to the printed copies, the certificate holder shall submit the full amendment request in a non-copy-protected electronic format acceptable to the Department. The certificate holder shall provide additional copies of the amendment request to the Department upon request and copies or access to copies to any person requesting copies. If requested by the Department, the certificate holder shall send copies of the request to persons on a mailing list provided by the Department.*

Response: The Department requested three hard copies and ten electronic copies of the amendment request, which are included with this submission.

## **2.2 Information Required Pursuant to OAR 345-027-0070(10)**

### **OAR 345-027-0070 Review of a Request for Amendment**

*(10) In making a decision to grant or deny issuance of an amended site certificate, the Council shall apply the applicable substantive criteria, as described in OAR 345-022-0030, in effect on the date the certificate holder submitted the request for amendment and all other state statutes, administrative rules, and local government ordinances in effect on the date the Council makes its decision. The Council shall consider the following:*

*(a) For an amendment that would change the site boundary or the legal description of the site, the Council shall consider, for the area added to the site by the amendment, whether the facility complies with all Council standards;*

Response: This amendment request does not seek to change the site boundary or legal description of the Facility.

*(b) For an amendment that extends the deadlines for beginning or completing construction, the Council shall consider:*

*(A) Whether the Council has previously granted an extension of the deadline;*

Response: The Council has not previously granted an extension of the deadline.

*(B) Whether there has been any change of circumstances that affects a previous Council finding that was required for issuance of a site certificate or amended site certificate; and*

Response: There have been no changes of circumstances that would affect a previous Council finding. The proposed changes in this amendment request do not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). Accordingly, the proposed amendment makes no changes that would alter the basis for the Council's earlier findings. It is noted that Gilliam County amended the GCZO in October 2011, but for the reasons outlined under the Land Use Standard, the GCZO

amendment does not apply to this amendment request and does not amount to a change of circumstances under OAR 345-027-0070(10)(b)(B) .

See the response relating to the land use criteria below in Section 4 for additional discussion.

*(C) Whether the facility complies with all Council standards, except that the Council may choose not to apply a standard if the Council finds that:*

*(i) The certificate holder has spent more than 50 percent of the budgeted costs on construction of the facility;*

*(ii) The inability of the certificate holder to complete the construction of the facility by the deadline in effect before the amendment is the result of unforeseen circumstances that are outside the control of the certificate holder;*

*(iii) The standard, if applied, would result in an unreasonable financial burden on the certificate holder; and*

*(iv) The Council does not need to apply the standard to avoid a significant threat to the public health, safety or the environment;*

Response: The amended Facility complies with all Council standards as set forth herein. As discussed under the Land Use Standard below, Montague, as the wholly-owned subsidiary of IR and the current certificate holder, believes that even though Gilliam County amended the GCZO in October 2011, the GCZO amendment does not apply to this amendment request. Even so, Montague voluntarily can demonstrate that the Facility, as amended, satisfies the applicable provisions of GCZO 7.020(T) or, to the extent necessary, can obtain a variance under the GCZO. Alternatively, Montague can voluntarily demonstrate that the Facility is consistent with Statewide Planning Goals or warrants a Goal exception.

*(c) For any amendment not described above, the Council shall consider whether the amendment would affect any finding made by the Council in an earlier order.*

Response: The amendment is captured under the response to OAR 345-027-0070(10)(b) and therefore subsection (c) does not apply.

*(d) For all amendments, the Council shall consider whether the amount of the bond or letter of credit required under OAR 345-022-0050 is adequate.*

Response: The amount of the bond or letter of credit was evaluated in the SC and the financial assurance in the SC is adequate to ensure restoration of the site to a useful, non-hazardous condition. This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC.



## SECTION 3

# Information Required Pursuant to OAR 345-027-0030 for Extension of Construction Start and Completion Deadlines

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*(1) The certificate holder may request an amendment to extend the deadlines for beginning or completing construction of the facility that the Council has specified in a site certificate or an amended site certificate. The certificate holder shall submit a request that includes an explanation of the need for an extension and that conforms to the requirements of 345-027-0060 no later than six months before the date of the applicable deadline, or, if the certificate holder demonstrates good cause for the delay in submitting the request, no later than the applicable deadline.*

Response: This request to extend construction start and completion deadlines is timely under OAR 345-027-0030(1) because it is filed more than six months before the current construction start date of September 14, 2013. Further, the information required by OAR 345-027-0060 is presented in Section 2. Therefore, OAR 345-027-0030(1) is satisfied.

*(2) A request within the time allowed in subsection (1) to extend the deadlines for beginning or completing construction suspends those deadlines until the Council acts on the request.*

Response: With the submission of this amendment request, the construction start and completion deadlines in the SC are suspended until the Council acts on this request.

*(3) The Council shall review the request for amendment as described in OAR 345-027-0070.*

Response: The information required by OAR 345-027-0070(10) is set forth in Section 2 of this amendment request.

*(4) If the Council grants an amendment under this rule, the Council shall specify new deadlines for beginning or completing construction that are not more than two years from the deadlines in effect before the Council grants the amendment.*

Response: Montague requests to extend the construction start deadline from September 14, 2013 to September 14, 2015 and the completion deadline from September 14, 2016 to September 14, 2018. These proposed deadlines are not more than 2 years from the deadlines currently in effect.

The request for extension is to allow sufficient time for PGE to perfect its ownership in the Facility, start construction, and complete construction consistent with its IRP. As described in the IRP, PGE is seeking to acquire approximately 101 MW (average) of renewable energy to be available beginning in the 2013 – 2017 timeframe. At present, PGE is planning to start construction of the Facility in 2015, with the first 220 MW coming online in December 2015 and the remaining MWs in December 2016. The phasing and construction schedule could change for a variety of reasons, such as changes in Washington ground squirrel colonies that could affect the layout and phasing, and weather delays.

Montague is diligently seeking to accomplish sale of the Facility, however, should the sale not close due to unforeseen circumstances, Montague requests approval of the extension of the construction deadlines even if the SC transfer is no longer needed. Extending the construction deadlines will allow Montague sufficient time to either enter into a new purchase agreement with another customer or

secure a power sales agreement for the Facility. Under either circumstance, additional time would be needed to perfect the agreement, submit preconstruction reports, and prepare for construction, as explained in Iberdrola's description of the multi-year development and pre-construction process which is included herein as Attachment 4.

Should the Council grant the request to extend construction deadlines, the Council would only be extending the construction start and completion deadlines by two years from the deadlines in effect in the SC. Accordingly, the request is consistent with OAR 345-027-0030(4).

*(5) To grant an amendment extending the deadline for beginning or completing construction of an energy facility subject to OAR 345-024-0550, OAR 345-024-0590, or OAR 345-024-0620, the Council must find that the facility complies with the carbon dioxide standard in effect at the time of the Council's order on the amendment.*

Response: OAR 345-027-0030(5) does not apply this amendment request because the Facility is a wind energy facility.

## SECTION 4

# Information Required Pursuant to OAR 345-027-0060(1)(e) and (f) for Compliance with Applicable Council Standards, Laws and Council Rules

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### **OAR 345-027-0060(1)(e) Relevant Council Standards**

*(e) A list of the Council standards relevant to the proposed change.*

Response: The Council standards relevant to the proposed amendment include Division 22 (General Standards for Siting Facilities) and Division 24 (Specific Standards for Siting Facilities). The Facility is a wind power generating facility therefore Division 23, which applies to nongenerating facilities, does not apply. Similarly, inapplicable provisions of Division 24 (e.g. standards applicable to gas plants, gas storage, nongenerating facilities, etc.) are not discussed.

The requirements of each of the applicable Council standards are outlined below, along with Montague's responses.

## **4.1 OAR 345-022**

The following Division 22 standards are addressed:

- OAR 345-022-0000 General Standard of Review
- OAR 345-022-0010 Organizational Expertise
- OAR 345-022-0020 Structural Standard
- OAR 345-022-0022 Soil Protection
- OAR 345-022-0030 Land Use
- OAR 345-022-0040 Protected Areas
- OAR 345-022-0050 Retirement and Financial Assurance
- OAR 345-022-0060 Fish and Wildlife Habitat
- OAR 345-022-0070 Threatened and Endangered Species
- OAR 345-022-0080 Scenic Resources
- OAR 345-022-0090 Historic, Cultural and Archaeological Resources
- OAR 345-022-0100 Recreation
- OAR 345-022-0110 Public Services
- OAR 345-022-0120 Waste Minimization

### **OAR 345-022-0000 General Standard of Review**

*(1) To issue a site certificate for a proposed facility or to amend a site certificate, the Council shall determine that the preponderance of evidence on the record supports the following conclusions:*

*(a) The facility complies with the requirements of the Oregon Energy Facility Siting statutes, ORS 469.300 to ORS 469.570 and 469.590 to 469.619, and the standards adopted by the Council pursuant to ORS 469.501 or the overall public benefits of the facility outweigh the damage to the resources protected by the standards the facility does not meet as described in section (2);*

*(b) Except as provided in OAR 345-022-0030 for land use compliance and except for those statutes and rules for which the decision on compliance has been delegated by the federal government to a state agency other than the Council, the facility complies with all other Oregon statutes and administrative rules identified in the project order, as amended, as applicable to the issuance of a site certificate for the proposed facility. If the Council finds that applicable Oregon statutes and rules, other than those involving federally delegated programs, would impose conflicting requirements, the Council shall resolve the conflict consistent with the public interest. In resolving the conflict, the Council cannot waive any applicable state statute.*

Response: The Council previously found that the Facility complies with the requirements of its statutes.<sup>7</sup> The Council also previously determined compliance with all other Oregon statutes and administrative rules identified in the Project Order for the Montague Wind Energy Facility dated January 5, 2010. There is no change to the previously-approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. Further, the amendment does not seek to enlarge or change the approved site boundary or physical components of the Facility. Thus, the Council may rely on its previous findings and determine that the Facility, as amended, satisfies OAR 345-022-0000(1). It is noted that Gilliam County amended the GCZO in October 2011, but for the reasons outlined under the Land Use Standard, the GCZO amendment does not apply to this amendment request.

### **OAR 345-022-0010 Organizational Expertise**

*(1) To issue a site certificate, the Council must find that the applicant has the organizational expertise to construct, operate and retire the proposed facility in compliance with Council standards and conditions of the site certificate. To conclude that the applicant has this expertise, the Council must find that the applicant has demonstrated the ability to design, construct and operate the proposed facility in compliance with site certificate conditions and in a manner that protects public health and safety and has demonstrated the ability to restore the site to a useful, non-hazardous condition. The Council may consider the applicant's experience, the applicant's access to technical expertise and the applicant's past performance in constructing, operating and retiring other facilities, including, but not limited to, the number and severity of regulatory citations issued to the applicant.*

*(2) The Council may base its findings under section (1) on a rebuttable presumption that an applicant has organizational, managerial and technical expertise, if the applicant has an ISO 9000 or ISO 14000 certified program and proposes to design, construct and operate the facility according to that program.*

*(3) If the applicant does not itself obtain a state or local government permit or approval for which the Council would ordinarily determine compliance but instead relies on a permit or approval issued to a third party, the Council, to issue a site certificate, must find that the third party has, or has a reasonable likelihood of obtaining, the necessary permit or approval, and that the applicant has, or has a reasonable likelihood of entering into, a contractual or other arrangement with the third party for access to the resource or service secured by that permit or approval.*

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<sup>7</sup> Final Order on the Montague Wind Power Facility, p. 165, (Sep. 10, 2010).



*(4) If the applicant relies on a permit or approval issued to a third party and the third party does not have the necessary permit or approval at the time the Council issues the site certificate, the Council may issue the site certificate subject to the condition that the certificate holder shall not commence construction or operation as appropriate until the third party has obtained the necessary permit or approval and the applicant has a contract or other arrangement for access to the resource or service secured by that permit or approval.*

Response:

A. Certificate Holder's Expertise

Currently, the certificate holder is Montague Wind Power Facility, LLC (Montague). The Council previously found that Montague "has demonstrated that it has the organizational expertise to construct and operate the proposed facility."<sup>8</sup> None of the proposed changes affect the certificate holder's organizational expertise. This amendment request seeks to transfer the site certificate from Montague to PGE (see Section 5 of this amendment request for additional description). PGE is a regulated public utility and owns and operates a number of facilities for which the Council has issued site certificates, including the Biglow Canyon Wind Farm. The Council has previously determined that PGE has adequate organizational expertise to construct, operate and retire a wind energy facility.<sup>9</sup> Attachment 5 of this transfer request includes Exhibits A, D and M further describing the transferee's organizational expertise.

B. Third-Party Permits

The Council has previously found that third parties either have any necessary permits or have a reasonable likelihood of obtaining any necessary permits<sup>10</sup>. The proposed amendment does not affect this previous finding.

**OAR 345-022-0020 Structural Standard**

*(1) Except for facilities described in sections (2) and (3), to issue a site certificate, the Council must find that:*

*(a) The applicant, through appropriate site-specific study, has adequately characterized the site as to Maximum Considered Earthquake Ground Motion identified for the site in the 2009 International Building Code and maximum probable ground motion, taking into account ground failure and amplification for the site specific soil profile under the maximum credible and maximum probable seismic events; and*

*(b) The applicant can design, engineer, and construct the facility to avoid dangers to human safety presented by seismic hazards affecting the site that are expected to result from maximum probable ground motion events. As used in this rule "seismic hazard" includes ground shaking, ground failure, landslide, liquefaction, lateral spreading, tsunami inundation, fault displacement, and subsidence;*

*(c) The applicant, through appropriate site-specific study, has adequately characterized the potential geological and soils hazards of the site and its vicinity that could, in the absence of a seismic event, adversely affect, or be aggravated by, the construction and operation of the proposed facility; and*

<sup>8</sup> Final Order on the Montague Wind Power Facility, p. 17, (Sep. 10, 2010).

<sup>9</sup> Final Order on Amendment #1 for the Biglow Canyon Wind Farm, p. 3 (Nov. 3, 2006).

<sup>10</sup> Final Order on the Montague Wind Power Facility, p. 15, (Sep. 10, 2010).

*(d) The applicant can design, engineer and construct the facility to avoid dangers to human safety presented by the hazards identified in subsection (c).*

*(2) The Council may issue a site certificate for a facility that would produce power from wind, solar or geothermal energy without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

Response: OAR 345-022-0020 authorizes the Council to issue a site certificate without making findings with respect to the Structural Standard,<sup>11</sup> but the rules also authorize the Council to impose site certificate conditions based on the requirements of OAR 345-022-0020. The Council adopted site certificate conditions to address the potential for seismic and non seismic geologic hazards at the Facility site.<sup>12,13</sup> The proposed amendment makes no changes that would alter the basis for the Council's earlier findings.

This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). Therefore, no additional information is needed to determine that this amendment request does not change the Facility's compliance with OAR 345-022-0020(1) or any conditions in the SC.

*(3) The Council may issue a site certificate for a special criteria facility under OAR 345-015-0310 without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

Response: This rule is not applicable.

### **OAR 345-022-0022 Soil Protection**

*To issue a site certificate, the Council must find that the design, construction and operation of the facility, taking into account mitigation, are not likely to result in a significant adverse impact to soils including, but not limited to, erosion and chemical factors such as salt deposition from cooling towers, land application of liquid effluent, and chemical spills.*

Response: The Council previously found that the Facility would comply with the Soil Protection Standard<sup>14</sup>. The proposed amendment makes no changes that would alter the basis for the Council's earlier findings.

This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes,

<sup>11</sup> ORS § 469.501(4).

<sup>12</sup> See Final Order on the Montague Wind Power Facility, p 116, (Sep. 10, 2010).

<sup>13</sup> On May 11, 2012 the Council updated OAR 340-022-0020(1)(a) to require the use of the 2009 edition of the International Building Code (IBC). The previous rule required use of the 2003 edition of the IBC, and that is the edition used for analysis of the Maximum Considered Earthquake as described in the Final Order on the Montague Wind Power Facility. The Department of Geology and Mineral Industries has indicated that the underlying data used for the calculation of ground motion did not change between the 2003 and the 2009 editions of the IBC, therefore the analysis and Council findings are still valid.

<sup>14</sup> Final Order on the Montague Wind Power Facility, p. 60, (Sep. 10, 2010).

maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). Therefore, the Council may find that this amendment request also complies with OAR 345-022-0022.

### **OAR 345-022-0030 Land Use**

*(1) To issue a site certificate, the Council must find that the proposed facility complies with the statewide planning goals adopted by the Land Conservation and Development Commission.*

*(2) The Council shall find that a proposed facility complies with section (1) if:*

*(a) The applicant elects to obtain local land use approvals under ORS 469.504(1)(a) and the Council finds that the facility has received local land use approval under the acknowledged comprehensive plan and land use regulations of the affected local government; or*

*(b) The applicant elects to obtain a Council determination under ORS 469.504(1)(b) and the Council determines that:*

*(A) The proposed facility complies with applicable substantive criteria as described in section (3) and the facility complies with any Land Conservation and Development Commission administrative rules and goals and any land use statutes directly applicable to the facility under ORS 197.646(3);*

*(B) For a proposed facility that does not comply with one or more of the applicable substantive criteria as described in section (3), the facility otherwise complies with the statewide planning goals or an exception to any applicable statewide planning goal is justified under section (4); or*

*(C) For a proposed facility that the Council decides, under sections (3) or (6), to evaluate against the statewide planning goals, the proposed facility complies with the applicable statewide planning goals or that an exception to any applicable statewide planning goal is justified under section (4).*

*(3) As used in this rule, the “applicable substantive criteria” are criteria from the affected local government’s acknowledged comprehensive plan and land use ordinances that are required by the statewide planning goals and that are in effect on the date the applicant submits the application. If the special advisory group recommends applicable substantive criteria, as described under OAR 345-021-0050, the Council shall apply them. If the special advisory group does not recommend applicable substantive criteria, the Council shall decide either to make its own determination of the applicable substantive criteria and apply them or to evaluate the proposed facility against the statewide planning goals.*

*(4) The Council may find goal compliance for a proposed facility that does not otherwise comply with one or more statewide planning goals by taking an exception to the applicable goal. Notwithstanding the requirements of ORS 197.732, the statewide planning goal pertaining to the exception process or any rules of the Land Conservation and Development Commission pertaining to the exception process, the Council may take an exception to a goal if the Council finds:*

*(a) The land subject to the exception is physically developed to the extent that the land is no longer available for uses allowed by the applicable goal;*

*(b) The land subject to the exception is irrevocably committed as described by the rules of the Land Conservation and Development Commission to uses not allowed by the applicable goal because*

*existing adjacent uses and other relevant factors make uses allowed by the applicable goal impracticable; or*

*(c) The following standards are met:*

*(A) Reasons justify why the state policy embodied in the applicable goal should not apply;*

*(B) The significant environmental, economic, social and energy consequences anticipated as a result of the proposed facility have been identified and adverse impacts will be mitigated in accordance with rules of the Council applicable to the siting of the proposed facility; and*

*(C) The proposed facility is compatible with other adjacent uses or will be made compatible through measures designed to reduce adverse impacts.*

*(5) If the Council finds that applicable substantive local criteria and applicable statutes and state administrative rules would impose conflicting requirements, the Council shall resolve the conflict consistent with the public interest. In resolving the conflict, the Council cannot waive any applicable state statute.*

*(6) If the special advisory group recommends applicable substantive criteria for an energy facility described in ORS 469.300(10)(a)(C) to (E) or for a related or supporting facility that does not pass through more than one local government jurisdiction or more than three zones in any one jurisdiction, the Council shall apply the criteria recommended by the special advisory group. If the special advisory group recommends applicable substantive criteria for an energy facility described in ORS 469.300(10)(a)(C) to (E) or a related or supporting facility that passes through more than one jurisdiction or more than three zones in any one jurisdiction, the Council shall review the recommended criteria and decide whether to evaluate the proposed facility against the applicable substantive criteria recommended by the special advisory group, against the statewide planning goals or against a combination of the applicable substantive criteria and statewide planning goals. In making the decision, the Council shall consult with the special advisory group, and shall consider:*

*(a) The number of jurisdictions and zones in question;*

*(b) The degree to which the applicable substantive criteria reflect local government consideration of energy facilities in the planning process; and*

*(c) The level of consistence of the applicable substantive criteria from the various zones and jurisdictions.*

Response: The Council previously concluded that the Facility complied with the Land Use Standard.<sup>15</sup> This amendment request does not seek to enlarge the existing site boundary or change physical components of the Facility. There is no change to the previously-approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). Montague obtained Conditional Use Permit (CUP) Order No. 2011-05 from Gilliam County on November 17, 2011 in accordance with ORS 469.401(3).

Under OAR 345-027-0070(10)(b), for an amendment that proposes to extend construction deadlines, the Council “shall consider \* \* \* (B) [w]hether there has been any change of circumstances that affects a previous Council finding \* \* \* and (C) [w]hether the facility complies with all Council

<sup>15</sup> See Final Order on Montague (Sept. 10, 2010), p. 57.

standards \* \* \*.” Gilliam County adopted an amendment to Article 7 of the Gilliam County Zoning Ordinance (GCZO) on October 19, 2011, a little more than one year after the Council issued the SC. Montague, as the wholly-owned subsidiary of IR and the current certificate holder, believes that the new GCZO provisions do not apply to the proposed amendment. The Gilliam County Planning Director stated in a letter to Sara Parsons, IR, that “it is the County’s position that the amended GCZO criteria does not apply to wind energy facilities that were permitted either through the EFSC process or the local CUP process, more specifically, the Montague Request for Amendment #1 (Montague RFA) or Leaning Juniper II Request for Amendment #2 (LJII RFA) because these facilities were permitted prior to October 2011.” Even so, Montague voluntarily can demonstrate that the Facility, as amended, satisfies the applicable provisions of GCZO 7.020(T) or, to the extent necessary, can obtain a variance under the GCZO. Alternatively, Montague can voluntarily demonstrate that the Facility is consistent with Statewide Planning Goals or warrants a Goal exception.

Despite Montague’s willingness to voluntarily demonstrate compliance with the new GCZO criteria for wind facilities, Montague maintains that the Council should not apply the new GCZO provisions to this SC amendment request because under the circumstances, review of the amendment request under OAR 345-027-0070(10)(b) does not warrant a “full reopener” of all the Council’s standards. While the new GCZO provisions involve the siting of wind projects, these new provisions were not intended to apply to already-permitted projects, but were instead intended to only apply to future wind projects in Gilliam County.<sup>16</sup> Montague, as the wholly-owned subsidiary of Iberdrola Renewables LLC and the current certificate holder, does not believe that (1) there has been a change in circumstances, or (2) the new provisions qualify as “applicable substantive criteria” under OAR 345-022-0030(3). Therefore, the new GCZO provisions do not apply to the Facility and the Council may rely on its earlier findings to determine that the Facility, as amended, satisfies OAR 345-022-0030.

Moreover, while OAR 345-027-0070(10) requires the Council to “apply” applicable substantive criteria as described in OAR 345-022-0030 in effect on the date the amendment is requested, and to “apply” applicable state statutes, administrative rules, and local government orders in effect on the date the Council makes its decision, OAR 345-027-0070(10) does not elaborate on *how* or *when* such criteria are to be applied. Montague believes this rule should be interpreted narrowly. Otherwise, interpreting OAR 345-027-0070(10)(b) broadly—to require both an analysis of whether the proposed construction deadline extensions would change prior findings *as well as* an analysis of whether the extensions comply with all Council standards—would mean that procedural amendments end up having more scrutiny with a much broader reopener than all other types of amendments, such as amendments to increase energy production within existing site boundaries or to increase the size or generation capacity of approved turbines.<sup>17</sup>

An expansive interpretation of OAR 345-027-0070(10)(b) cannot be the intent of the legislature or the Council. The Council engages in rigorous scrutiny of a project under the Council standards when reviewing an original application for site certificate and in doing so, adopts a final order often containing hundreds of pages of findings and conditions. These conditions routinely include pre-construction conditions of approval that require, among other things, a certificate holder to update

<sup>16</sup> Sara Parsons email exchange with Susie Anderson, Gilliam County Planning Director, who indicated that the new GCZO provisions do not apply to Montague, October 31, 2012. Montague anticipates that Gilliam County in its role as the Special Advisory Group will provide additional information in accordance with ORS 469.504(5).

<sup>17</sup> As a point of comparison, under OAR 345-027-0070(10)(a), relating to SC amendments that change the site boundary, the Council is to consider “for the area added to the site by the amendment, whether the facility complies with all Council standards.” Of course, this makes sense because there are no prior findings by the Council with respect to the added area, and thus, the Council would need to analyze all Council standards with respect to this new area. Similarly, under OAR 345-027-0070(10)(c), for amendments *other than* a site boundary change or a request to extend constructions deadlines, the Council only looks to see where amendment would change prior Council findings.

surveys and studies to ensure that the findings in the final order are not “stale” at the time of construction. Requiring re-analysis of a project when a certificate holder submits a request to extend construction deadlines is unnecessary given how the conditions of approval operate in conjunction with the prior findings. Therefore, Montague maintains, notwithstanding its willingness to voluntarily demonstrate compliance with the new GCZO provisions, that OAR 345-027-0070(10) should not be interpreted so as to impose a broad re-opener burden on amendments to extend construction deadlines or to otherwise require a complete reanalysis of the Facility under all Council standards.

#### **OAR 345-022-0040 Protected Areas**

*(1) Except as provided in sections (2) and (3), the Council shall not issue a site certificate for a proposed facility located in the areas listed below. To issue a site certificate for a proposed facility located outside the areas listed below, the Council must find that, taking into account mitigation, the design, construction and operation of the facility are not likely to result in significant adverse impact to the areas listed below. References in this rule to protected areas designated under federal or state statutes or regulations are to the designations in effect as of May 11, 2007:*

*(a) National parks, including but not limited to Crater Lake National Park and Fort Clatsop National Memorial;*

*(b) National monuments, including but not limited to John Day Fossil Bed National Monument, Newberry National Volcanic Monument and Oregon Caves National Monument;*

*(c) Wilderness areas established pursuant to The Wilderness Act, 16 U.S.C. 1131 et seq. and areas recommended for designation as wilderness areas pursuant to 43 U.S.C. 1782;*

*(d) National and state wildlife refuges, including but not limited to Ankeny, Bandon Marsh, Baskett Slough, Bear Valley, Cape Meares, Cold Springs, Deer Flat, Hart Mountain, Julia Butler Hansen, Klamath Forest, Lewis and Clark, Lower Klamath, Malheur, McKay Creek, Oregon Islands, Sheldon, Three Arch Rocks, Umatilla, Upper Klamath, and William L. Finley;*

*(e) National coordination areas, including but not limited to Government Island, Ochoco and Summer Lake;*

*(f) National and state fish hatcheries, including but not limited to Eagle Creek and Warm Springs;*

*(g) National recreation and scenic areas, including but not limited to Oregon Dunes National Recreation Area, Hell's Canyon National Recreation Area, and the Oregon Cascades Recreation Area, and Columbia River Gorge National Scenic Area;*

*(h) State parks and waysides as listed by the Oregon Department of Parks and Recreation and the Willamette River Greenway;*

*(i) State natural heritage areas listed in the Oregon Register of Natural Heritage Areas pursuant to ORS 273.581;*

- (j) State estuarine sanctuaries, including but not limited to South Slough Estuarine Sanctuary, OAR chapter 142;*
  - (k) Scenic waterways designated pursuant to ORS 390.826, wild or scenic rivers designated pursuant to 16 U.S.C. 1271 et seq., and those waterways and rivers listed as potentials for designation;*
  - (l) Experimental areas established by the Rangeland Resources Program, College of Agriculture, Oregon State University: the Prineville site, the Burns (Squaw Butte) site, the Starkey site and the Union site;*
  - (m) Agricultural experimental stations established by the College of Agriculture, Oregon State University...*
  - (n) Research forests established by the College of Forestry, Oregon State University, including but not limited to McDonald Forest, Paul M. Dunn Forest, the Blodgett Tract in Columbia County, the Spaulding Tract in the Mary's Peak area and the Marchel Tract;*
  - (o) Bureau of Land Management areas of critical environmental concern, outstanding natural areas and research natural areas;*
  - (p) State wildlife areas and management areas identified in OAR chapter 635, division 8.*
- (2) Notwithstanding section (1), the Council may issue a site certificate for a transmission line or a natural gas pipeline or for a facility located outside a protected area that includes a transmission line or natural gas or water pipeline as a related or supporting facility located in a protected area identified in section (1), if other alternative routes or sites have been studied and determined by the Council to have greater impacts. Notwithstanding section (1), the Council may issue a site certificate for surface facilities related to an underground gas storage reservoir that have pipelines and injection, withdrawal or monitoring wells and individual wellhead equipment and pumps located in a protected area, if other alternative routes or sites have been studied and determined by the Council to be unsuitable.*
- (3) The provisions of section (1) do not apply to transmission lines or natural gas pipelines routed within 500 feet of an existing utility right-of-way containing at least one transmission line with a voltage rating of 115 kilovolts or higher or containing at least one natural gas pipeline of 8 inches or greater diameter that is operated at a pressure of 125 psig.*

**Response:** The Council previously found that that the Facility is not located in any protected area listed in OAR 345-022-0040 and that the design, construction and operation of the Facility, taking mitigation into account, are not likely to result in significant adverse impact to any protected area<sup>18</sup>. This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). The original studies contained in the SC record were based on worst-case scenarios for evaluating potential impacts from visual and noise on resources, including

<sup>18</sup> Final Order on the Montague Wind Power Facility, p. 62, (Sep. 10, 2010).

protected areas. Reducing the blade clearance limit does not increase the turbine size or otherwise modify the prior Council approval. Consequently, the proposed amendment makes no changes that would alter the basis for the Council's earlier findings. Therefore, the Council may find that this amendment request also complies with OAR 345-022-0040.

### **OAR 345-022-0050 Retirement and Financial Assurance**

*To issue a site certificate, the Council must find that:*

*(1) The site, taking into account mitigation, can be restored adequately to a useful, non-hazardous condition following permanent cessation of construction or operation of the facility.*

*(2) The applicant has a reasonable likelihood of obtaining a bond or letter of credit in a form and amount satisfactory to the Council to restore the site to a useful, non-hazardous condition.*

Response: The Council previously found that the Facility, taking into account mitigation, can be resorted adequately to a useful, non-hazardous condition following permanent cessation of construction or operation of the project and that the certificate holder has demonstrated a reasonable likelihood of obtaining a bond or letter of credit<sup>19</sup>. The Council has also previously determined that the transferee has demonstrated a reasonable likelihood of obtaining a bond or letter of credit, in its approvals of the Biglow Canyon Wind Farm<sup>20</sup>. See Attachment 5 for Exhibits A, D and M.

This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). The SC contains a requirement that the certificate holder must provide financial assurance based on the final design configuration of the Facility and turbine types prior to construction, thus, while there is unlikely to be a change in the cost estimates in the SC record, there is already a mechanism in place to assure that minor changes in Facility design are accounted for in the posted financial assurance prior to construction. Accordingly, the proposed amendment makes no changes that would alter the basis for the Council's earlier findings and therefore, the Council may find that OAR 345-022-0050 is met.

### **OAR 345-022-0060, Fish and Wildlife Habitat**

*To issue a site certificate, the Council must find that the design, construction and operation of the facility, taking into account mitigation, are consistent with the fish and wildlife habitat mitigation goals and standards of OAR 635-415-0025 in effect as of September 1, 2000.*

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<sup>19</sup> Final Order on the Montague Wind Power Facility, p. 17, (Sep. 10, 2010).

<sup>20</sup> Final Order for the Biglow Canyon Wind Farm, p. 29, (June 30, 2006), Final Order on Amendment #1 for the Biglow Canyon Wind Farm, p. 5 (Nov. 3, 2006), Final Order on Amendment #2 for the Biglow Canyon Wind Farm, p.22, (May 10, 2007), and Final Order on Amendment #3 for the Biglow Canyon Wind Farm, p. 11, (October 31, 2008).



**OAR 635-415-0025 Requirements (Implementation of Department Habitat Mitigation Recommendations):<sup>21</sup>**

*(1) “Habitat Category 1” is irreplaceable, essential habitat for a fish or wildlife species, population, or a unique assemblage of species and is limited on either a physiographic province or site-specific basis, depending on the individual species, population or unique assemblage.*

*(a) The mitigation goal for Category 1 habitat is no loss of either habitat quantity or quality. \*\*\**

*(2) “Habitat Category 2” is essential habitat for a fish or wildlife species, population, or unique assemblage of species and is limited either on a physiographic province or site-specific basis depending on the individual species, population or unique assemblage.*

*(a) The mitigation goal if impacts are unavoidable, is no net loss of either habitat quantity or quality and to provide a net benefit of habitat quantity or quality. \*\*\**

*(3) “Habitat Category 3” is essential habitat for fish and wildlife, or important habitat for fish and wildlife that is limited either on a physiographic province or site-specific basis, depending on the individual species or population.*

*(a) The mitigation goal is no net loss of either habitat quantity or quality. \*\*\**

*(4) “Habitat Category 4” is important habitat for fish and wildlife species.*

*(a) The mitigation goal is no net loss in either existing habitat quantity or quality. \*\*\**

*(5) “Habitat Category 5” is habitat for fish and wildlife having high potential to become either essential or important habitat.*

*(a) The mitigation goal, if impacts are unavoidable, is to provide a net benefit in habitat quantity or quality. \*\*\**

*(6) “Habitat Category 6” is habitat that has low potential to become essential or important habitat for fish and wildlife.*

*(a) The mitigation goal is to minimize impacts. \*\*\**

Response: The Council previously found that the Facility complies with the Council’s Fish and Wildlife Habitat Standard<sup>22</sup>. This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). As mentioned under the Protected Area Standard, the original studies contained in the SC record were based on worst-case scenarios for evaluating potential impacts on fish and wildlife habitat. Accordingly, the proposed amendment makes no changes that would alter the basis for the Council’s earlier findings and therefore the Council may find that OAR 345-022-0060 is satisfied.

<sup>21</sup> The provisions cited under OAR 635-415-0025 are included only in part, rather than in their entirety, for purposes of brevity.

<sup>22</sup> Final Order on the Montague Wind Power Facility, p. 113, (Sep. 10, 2010).

## **OAR 345-022-0070, Threatened and Endangered Species**

*To issue a site certificate, the Council, after consultation with appropriate state agencies, must find that:*

*(1) For plant species that the Oregon Department of Agriculture has listed as threatened or endangered under ORS 564.105(2), the design, construction and operation of the proposed facility, taking into account mitigation:*

*(a) Are consistent with the protection and conservation program, if any, that the Oregon Department of Agriculture has adopted under ORS 564.105(3); or*

*(b) If the Oregon Department of Agriculture has not adopted a protection and conservation program, are not likely to cause a significant reduction in the likelihood of survival or recovery of the species; and*

*(2) For wildlife species that the Oregon Fish and Wildlife Commission has listed as threatened or endangered under ORS 496.172(2), the design, construction and operation of the proposed facility, taking into account mitigation, are not likely to cause a significant reduction in the likelihood of survival or recovery of the species.*

**Response:** The Council previously determined that the proposed facility complies with the Threatened and Endangered Species Standard<sup>23</sup>. This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). As mentioned under the Fish and Wildlife Habitat Standard, the original studies contained in the SC record were based on worst-case scenarios for evaluating potential impacts to threatened and endangered species. The proposed amendment makes no changes that would alter the basis for the Council's earlier findings thus this amendment request complies with OAR 345-022-0070.

## **OAR 345-022-0080 Scenic Resources**

*(1) Except for facilities described in section (2), to issue a site certificate, the Council must find that the design, construction and operation of the facility, taking into account mitigation, are not likely to result in significant adverse impact to scenic resources and values identified as significant or important in local land use plans, tribal land management plans and federal land management plans for any lands located within the analysis area described in the project order.*

*(2) The Council may issue a site certificate for a special criteria facility under OAR 345-015-0310 without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

**Response:** The Council previously found that the Facility complies with the Scenic Resources Standard.<sup>24</sup> This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or

<sup>23</sup> Final Order on the Montague Wind Power Facility, p. 92, (Sep. 10, 2010).

<sup>24</sup> Final Order on the Montague Wind Power Facility, p. 74, (Sep. 10, 2010).

sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). As mentioned under the Protected Area Standard, the original studies contained in the SC record were based on worst-case scenarios for evaluating potential visual impacts on resources, including scenic resources. Reducing the blade clearance limit does not increase the turbine size or otherwise modify the prior Council approval. Consequently, the proposed amendment makes no changes that would alter the basis for the Council's earlier findings and therefore the Council may find that the amendment request satisfies OAR 345-022-0080.

### **OAR 345-022-0090 Historic, Cultural and Archaeological Resources**

*(1) Except for facilities described in sections (2) and (3), to issue a site certificate, the Council must find that the construction and operation of the facility, taking into account mitigation, are not likely to result in significant adverse impacts to:*

*(a) Historic, cultural or archaeological resources that have been listed on, or would likely be listed on the National Register of Historic Places;*

*(b) For a facility on private land, archaeological objects, as defined in ORS 358.905(1)(a), or archaeological sites, as defined in ORS 358.905(1)(c); and*

*(c) For a facility on public land, archaeological sites, as defined in ORS 358.905(1)(c).*

*(2) The Council may issue a site certificate for a facility that would produce power from wind, solar or geothermal energy without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

Response: The Council adopted conditions relevant to the Historic, Cultural and Archaeological Resources Standard<sup>25</sup>. This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). The proposed amendment makes no changes that would alter the basis for the Council's earlier findings and OAR 345-022-0090 is met. The National Historic Preservation Act Section 106 (NHP 106) review process with the U.S. Army Corps of Engineers (Corps) and the BPA is ongoing. On October 19, 2010, the Corps verified that the Montague project is authorized under the terms and limitations of the Nationwide Permit Number 14. On October 22, 2010, the Corps received correspondence from the Confederated Tribes of Umatilla Indian Reservation (CTUIR) stating that they had concerns with the project's potential impacts to traditional cultural properties, and suspended a portion of the permit on November 23, 2010 to resolve the concerns. Similarly, the BPA is working with the CTUIR on the NHP 106 process for the interconnection. The certificate holder is continuing to work with the Corps, CTUIR and BPA to resolve any potential impacts to complete the Section 106 review process.

<sup>25</sup> Final Order on the Montague Wind Power Facility, pp. 116-118, (Sep. 10, 2010).

### **OAR 345-022-0100 Recreation**

*(1) Except for facilities described in section (2), to issue a site certificate, the Council must find that the design, construction and operation of a facility, taking into account mitigation, are not likely to result in a significant adverse impact to important recreational opportunities in the analysis area as described in the project order. The Council shall consider the following factors in judging the importance of a recreational opportunity:*

- (a) Any special designation or management of the location;*
- (b) The degree of demand;*
- (c) Outstanding or unusual qualities;*
- (d) Availability or rareness;*
- (e) Irreplaceability or irretrievability of the opportunity.*

Response: The Council previously found that the Facility would comply with the Recreation Standard<sup>26</sup>.

This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). The proposed amendment makes no changes that would alter the basis for the Council's earlier findings and therefore the amendment request meets OAR 345-022-0100.

### **OAR 345-022-0110 Public Services**

*(1) Except for facilities described in sections (2) and (3), to issue a site certificate, the Council must find that the construction and operation of the facility, taking into account mitigation, are not likely to result in significant adverse impact to the ability of public and private providers within the analysis area described in the project order to provide: sewers and sewage treatment, water, storm water drainage, solid waste management, housing, traffic safety, police and fire protection, health care and schools.*

*(2) The Council may issue a site certificate for a facility that would produce power from wind, solar or geothermal energy without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

Response: The Council adopted site certificate conditions to address Public Services<sup>27</sup>. The proposed amendment makes no changes to the facility structures or configuration and there are no other circumstances that would alter the basis for the Council's earlier determination. Accordingly, the proposed amendment meets OAR 345-022-0110.

<sup>26</sup> Final Order on the Montague Wind Power Facility, p. 78, (Sep. 10, 2010).

<sup>27</sup> Final Order on the Montague Wind Power Facility, p. 118, (Sep. 10, 2010).

**OAR 345-022-0120 Waste Minimization**

*(1) Except for facilities described in sections (2) and (3), to issue a site certificate, the Council must find that, to the extent reasonably practicable:*

*(a) The applicant's solid waste and wastewater plans are likely to minimize generation of solid waste and wastewater in the construction and operation of the facility, and when solid waste or wastewater is generated, to result in recycling and reuse of such wastes;*

*(b) The applicant's plans to manage the accumulation, storage, disposal and transportation of waste generated by the construction and operation of the facility are likely to result in minimal adverse impact on surrounding and adjacent areas.*

*(2) The Council may issue a site certificate for a facility that would produce power from wind, solar or geothermal energy without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

*(3) The Council may issue a site certificate for a special criteria facility under OAR 345-015-0310 without making the findings described in section (1). However, the Council may apply the requirements of section (1) to impose conditions on a site certificate issued for such a facility.*

Response: The Council adopted site certificate conditions to address the Waste Minimization Standard<sup>28</sup>.

This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). The proposed amendment makes no changes that would alter the basis for the Council's earlier findings and OAR 345-022-0120 is met.

**4.2 OAR 345-024**

The following Division 24 standards are addressed:

- OAR 345-024-0010 Public Health and Safety Standards for Wind Energy Facilities
- OAR 345-024-0015 Siting Standards for Wind Energy Facilities
- OAR 345-024-0090 Transmission Lines

**OAR 345-024-0010, Public Health and Safety Standards for Wind Energy Facilities**

*To issue a site certificate for a proposed wind energy facility, the Council must find that the applicant:*

*(1) Can design, construct and operate the facility to exclude members of the public from close proximity to the turbine blades and electrical equipment.*

<sup>28</sup> Final Order on the Montague Wind Power Facility, pp. 123-126, (Sep. 10, 2010).

*(2) Can design, construct and operate the facility to preclude structural failure of the tower or blades that could endanger the public safety and to have adequate safety devices and testing procedures designed to warn of impending failure and to minimize the consequences of such failure.*

**Response:** The Council previously found that the Facility complies with the Public Health and Safety Standards for Wind Energy Facilities.<sup>29</sup> Exclusion of the public from proximity to turbines and electrical equipment was addressed in Section IV.3(f) of the Final Order for Facility. The SC contains conditions pertaining to limiting access, and to the design, construction, and operation of the facility to preclude structural failure and to warn of impending failure and minimize the consequences of such failure.

Montague seeks to reduce the minimum blade tip clearance in Condition 27(d) from 41 meters above ground to 20 meters above ground. It has been discovered that Condition 27(d) creates a conflict with the dimensions of some turbines authorized in the SC. Many turbine types within the range of turbine types authorized in the SC have a blade tip clearance of less than 41 meters. Table 1 of the Final Order<sup>30</sup> describes some turbine types, which comply with Condition 27(d), but the majority of the turbines authorized under the SC and on the market today, have a blade tip clearance of between 20 and 40 meters, including the latest version of the Vestas 3.0 MW turbine.

Therefore, revising Condition 27(d) clarifies that Montague is not limited to only those turbine types described in Table 1 of the Final Order but rather may use any turbine type as long as (1) the individual turbine does not exceed 3.0 MW nameplate capacity, (2) the turbine hub-height does not exceed 100 meters (328 feet), (3) the turbine blade tip height will not exceed 150 meters (492 feet) and (4) the blade tip clearance is a minimum of 20 meters above ground. In addition to these measures, the SC provides for the minimum safety setbacks from residences, roads and site boundaries (Condition 42), locked tower doors (Condition 66) and other limitations on access (Conditions 68 and 69). Finally, reducing the blade clearance in subsection (d) would not be inconsistent with prior Council precedent and is allowed under the Council standards, as described below. Some Council-approved wind energy facilities have no minimum blade clearance condition<sup>31</sup> and other facilities have minimum blade clearance requirements that are less than what is currently required under Condition 27(d) (e.g., from 25 to 30 meter minimum blade clearance limits).<sup>32</sup> For these reasons, the Council may find that the Facility still complies with OAR 345-024-0010.

### **OAR 345-024-0015 Cumulative Effects Standard for Wind Energy Facilities**

*To issue a site certificate for a proposed wind energy facility, the Council must find that the applicant can design and construct the facility to reduce cumulative adverse environmental effects in the vicinity by practicable measures including, but not limited to, the following:*

- (1) Using existing roads to provide access to the facility site, or if new roads are needed, minimizing the amount of land used for new roads and locating them to reduce adverse environmental impacts.*
- (2) Using underground transmission lines and combining transmission routes.*
- (3) Connecting the facility to existing substations, or if new substations are needed, minimizing the number of new substations.*

<sup>29</sup> Final Order on the Montague Wind Power Facility, p 80.(Sep. 10, 2010). MAKE CONSISTENT

<sup>30</sup> Final Order on the Montague Wind Power Facility, p. 7, Table 1 Turbine Specifications (Sep. 10, 2010).

<sup>31</sup> See, e.g., Biglow Canyon Site Certificate; Klondike III Site Certificate; and Stateline Site Certificate.

<sup>32</sup> First Amended Site Certificate for Shepherds Flat North dated March 12, 2010, Condition 26. First Amended Site Certificate for Shepherds Flat South dated March 12, 2010, Condition 26. First Amended Site Certificate for Shepherds Flat Central dated March 12, 2010, Condition 26. Site Certificate for the Summit Ridge Wind Farm dated August 19, 2011, Conditions 2.9 and 5.5.

*(4) Designing the facility to reduce the risk of injury to raptors or other vulnerable wildlife in areas near turbines or electrical equipment.*

*(5) Designing the components of the facility to minimize adverse visual features.*

*(6) Using the minimum lighting necessary for safety and security purposes and using techniques to prevent casting glare from the site, except as otherwise required by the Federal Aviation Administration or the Oregon Department of Aviation.*

Response: The Council previously found that the Facility complies with the Siting Standards for Wind Energy Facilities<sup>33</sup>.

This amendment request does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously approved range of turbine types or sizes, maximum number of turbines, or maximum generating capacity of the Facility from what was originally authorized in the SC. The total number of turbines at the Facility will not exceed 269 and the total MW will not exceed 404. The output of an individual turbine will not exceed 3.0 MW. The turbine hub-height will not exceed 100 meters (328 feet), and the turbine blade tip height will not exceed 150 meters (492 feet). The proposed amendment makes no changes that would alter the basis for the Council's earlier findings and therefore the proposed amendment request satisfies OAR 345-024-0015.

#### **OAR 345-024-0090 Siting Standards for Transmission Lines**

*To issue a site certificate for a facility that includes any transmission line under Council jurisdiction, the Council must find that the applicant:*

*(1) Can design, construct and operate the proposed transmission line so that alternating current electric fields do not exceed 9 kV per meter at one meter above the ground surface in areas accessible to the public;*

*(2) Can design, construct and operate the proposed transmission line so that induced currents resulting from the transmission line and related or supporting facilities will be as low as reasonably achievable.*

Response: The Council previously found that the Facility complies with this standard<sup>34</sup>. The proposed amendment does not propose changes to the previously-approved collector system or 230 kV transmission line. Therefore, the Council may rely on its earlier findings when concluding that the amendment meets OAR 345-024-0090.

#### **OAR 345-027-0060(1)(f) Other Applicable Requirements**

*(f) An analysis of whether the facility, with the proposed change, would comply with the requirements of ORS Chapter 469, applicable Council rules, and applicable state and local laws, rules and ordinances if the Council amends the site certificate as requested. For the purpose of this rule, a law, rule or ordinance is "applicable" if the Council would apply or consider the law, rule or ordinance under OAR 345-027-0070(10).*

Response: As described above, Montague has analyzed and demonstrated that the Facility, as amended, would comply with the applicable requirements outlined in OAR 345-027-0060(1)(f).

<sup>33</sup> Final Order on the Montague Wind Power Facility, p. 62, (Sep. 10, 2010).

<sup>34</sup> Final Order on the Montague Wind Power Facility, p. 88, (Sep. 10, 2010).

Montague has provided sufficient information to demonstrate that the requested SC amended is warranted and allowed.



## SECTION 5

# Transfer of Site Certificate Pursuant to 345-027-0100

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*345-027-0100 Transfer of a Site Certificate:*

*(1) For the purpose of this rule:*

*(a) A transfer of ownership requires a transfer of the site certificate when the person who will have the legal right to possession and control of the site or the facility does not have authority under the site certificate to construct, operate or retire the facility;*

Response: Pursuant to OAR 345-027-0100(4), PGE as the prospective transferee is submitting the request for the Council's approval of the transfer of the Site Certificate for the Facility. The articles of incorporation for PGE are provided in Attachment 1.

As described in its acknowledged 2009 Integrated Resource Plan (IRP), PGE is seeking to acquire approximately 101 MWa average (approximately 337 MW of nameplate at a 30% capacity factor), of mid-to-long-term renewable energy supply, bundled with their associated renewable energy credits (RECs), to be available beginning in the 2013 – 2017 timeframe.

PGE and Montague entered into an Asset Purchase Agreement (APA) for (1) the ownership and development rights and SC for the Facility and PGE and Leaning Juniper Wind Power II, LLC have entered into an APA for (2) the ownership rights and site certificate for the 111 MW Leaning Juniper IIB project that is currently operating in Gilliam County (LJIIB). PGE and Iberdrola Renewables, LLC, Montague's parent company, jointly prepared a "Benchmark Bid" consisting of LJIIB and the Facility, which PGE submitted to an independent evaluator pursuant to PGE's Request for Proposal (RFP) dated October 1, 2012. The RFP further specifies PGE's need for 101 MWa no earlier than January 2013, preferably by the end of 2015 and no later than 2017. PGE intends to meet the IRP and RFP schedule requirements by acquiring the operational LJIIB project and constructing at least 220 MW of Montague by December 2015, and the remaining capacity by December 2016. Based on the current RFP schedule, it is expected that the final short list will be selected February 5, 2013, with winning bid(s) selected as early as March 2013. Pursuant to the APAs, if PGE and Montague's Benchmark Bid is selected, PGE will acquire the rights, title and interests in both LJIIB and the Facility upon closing of the asset purchase, which is expected to occur in the fall of 2013 and no later than December 2013. Therefore, to facilitate the assets purchase, Montague seeks Council approval of the requested SC amendments and PGE seeks Council approval of the SC transfer, prior to closing.

As described in OAR 345-027-0100(12), the Council may act concurrently on the transfer and modification requests and it is permissible to approve the transfer of the SC prior to closing because PGE will be legally entitled to ownership.

Should the Council decide to approve the requests, IR and PGE envision that the Council would approve the amendments and the transfers in the Final Order on Amendment #2 for LJII and the Final Order on Amendment #1 for Montague, and issue the following: (1) one site certificate for LJIIA to Leaning Juniper Wind Power II, LLC, (2) one site certificate for LJIIB to Leaning Juniper Wind Power II, LLC, and (3) one amended site certificate for the Montague project to Montague Wind Power Facility, LLC. IR and PGE do not want the Council to delay the proceedings until closing and do not want the Council to issue joint site certificates to IR and PGE prior to closing. Consequently,

IR and PGE suggest that both the LJIIB site certificate and the Montague amended site certificate be issued to the current certificate holders but include a condition of approval in each that governs the transfer to PGE and an attachment that contains the Council-approved form of site certificate PGE would execute should closing occur. The condition language could say that the Council will consider the respective site certificate transferred when PGE executes the site certificate contained in Attachment X and the certificate holder is obligated to notify the Department of the closing and transfer by providing the Department with a copy of the executed site certificate and documentation of the asset purchase closing. PGE could execute the Council-approved form of site certificate in closing, thus leaving the IR project entities properly holding the site certificate until the transaction closes.

Should closing not occur due to unforeseen circumstances, and a transfer of the SC is no longer needed, Montague nonetheless requests approval of the extension of the construction deadline and change to Condition 27(d) discussed above.

*(b) "Transferee" means the person who will become the new applicant and site certificate holder.*

Response: See response to (2) below.

*(2) When a certificate holder has knowledge that any transfer of ownership of the facility that requires a transfer of the site certificate is or may be pending, the certificate holder shall notify the Department of Energy. In the notice, the certificate holder shall include, if known, the name, mailing address and telephone number of the transferee and the date of the transfer of ownership. If possible, the certificate holder shall notify the Department at least 60 days before the date of the transfer of ownership.*

Response: The transferee is Portland General Electric Company, an Oregon corporation (PGE), the certificate holder for the operating Biglow Canyon Wind Farm. Attachment 5 of this transfer request includes Exhibits A, D and M describing the transferee's organizational expertise.

**Applicant's name and address are:**

Portland General Electric Company  
121 SW Salmon Street  
Portland, OR 97204

**Contact Person, address and phone number:**

Lenna Cope  
Portland General Electric Company  
121 SW Salmon Street  
3 WTC BR05  
Portland, OR 97204  
503-464-2634

PGE and Montague continue to work together on the conditions precedent to the APAs, including selection of the Benchmark Bid as the winning bid. Pursuant to the APAs, PGE will acquire the rights, title and interests in both LJIIB and the Facility upon the close of the asset purchase, which is expected to occur in the fall of 2013 and no later than December 2013.

*(3) The transferee is not allowed to construct or operate the facility until an amended site certificate as described in section (10) or a temporary amended site certificate as described in section (11) becomes effective.*

Response: The Facility has not yet been constructed. PGE will not begin construction until a transfer of the SC has been approved.

*(4) To request a transfer of the site certificate, the transferee shall submit a written request to the Department that includes the information described in OAR 345-021-0010(1)(a), (d) and (m), a certification that the transferee agrees to abide by all terms and conditions of the site certificate currently in effect and, if known, the date of the transfer of ownership. If applicable, the transferee shall include in the request the information described in OAR 345-021-0010(1)(y)(O)(iv).*

Response: Attachment 5 of this amendment request includes Exhibits A, D and M describing the transferee's organizational expertise and retirement/financial assurance. PGE has certified that PGE agrees to abide by all the terms and conditions of the SC currently in effect and all terms and conditions that will result from this amendment request (see Attachment 6).

*(5) The Department may require the transferee to submit a written statement from the current certificate holder, or a certified copy of an order or judgment of a court of competent jurisdiction, verifying the transferee's right, subject to the provisions of ORS Chapter 469 and the rules of this chapter, to possession of the site or the facility.*

Response: Please accept this amendment request as a written statement from the current certificate holder verifying that the transferee will have the legal right to possess the Facility upon closing under the APAs, which, as mentioned above, is anticipated no later than December 2013.

*(6) Within 15 days after receiving a request to transfer a site certificate, the Department shall mail a notice of the request to the reviewing agencies as defined in OAR 345-001-0010, to all persons on the Council's general mailing list as defined in OAR 345-011-0020, to any special list established for the facility and to the most recently received list of property owners. In the notice, the Department shall describe the transfer request, specify a date by which comments are due and specify the date of the Council's informational hearing.*

*(7) Before acting on the transfer request, the Council shall hold an informational hearing. The informational hearing is not a contested case hearing.*

*(8) At the conclusion of the informational hearing or at a later meeting, the Council may issue an order approving the transfer request if the Council finds that:*

*(a) The transferee complies with the standards described in OAR 345-022-0010, OAR 345-022-0050 and, if applicable, OAR 345-024-0710(1); and*

*b) The transferee is lawfully entitled to possession or control of the site or the facility described in the site certificate.*

Response: Attachment 5 of this amendment request includes Exhibits A, D and M (consistent with the application requirements of OAR 345-021-0010) to demonstrate PGE's compliance with the standards in OAR 345-022-0010 (Organizational Expertise) and OAR 345-022-0050 (Retirement and Financial Assurance). OAR 345-024-0710(1) relates to the "monetary path" option for compliance with the Council's carbon dioxide emissions standard, and therefore is not applicable to the Facility. Additionally, this amendment request serves as a written statement from the current certificate holder verifying that the transferee will have the legal right to possess the Facility upon closing under the APAs.

*(9) Except as described in section (12), the Council shall not otherwise change the terms and conditions of the site certificate in an order approving the transfer request.*

*(10) Upon issuing the order described in section (8), the Council shall issue an amended site certificate that names the transferee as the new certificate holder. The amended site certificate is effective upon execution by the Council chair and the transferee. The Council shall issue the amended site certificate in duplicate counterpart originals and each counterpart, upon signing, will have the same effect.*

Response: Montague and PGE seek Council approval of the requested changes prior to the parties closing under the APAs. Upon closing, PGE as transferee would counter-sign the amended SC, which would become effective upon that date.

*(11) If the Council chair determines that special circumstances justify emergency action, the Council chair may, upon a written request from the transferee that includes a showing that the transferee can meet the requirements of section (8), issue a temporary amended site certificate that names the transferee as the new certificate holder. The temporary amended site certificate is effective upon execution by the Council chair and the transferee. The temporary amended site certificate expires when an amended site certificate as described in section (10) becomes effective or as the Council otherwise orders.*

Response: Montague and PGE are not requesting a temporary amended SC, as closing will occur after this amendment request is processed.

*(12) The Council may act concurrently on a request to transfer a site certificate and any other amendment request subject to the procedures described in this rule for the transfer request and:*

*(a) The procedures described in OAR 345-027-0030 for an amendment to extend construction beginning and completion deadlines.*

*(b) The procedures described in OAR 345-027-0090 for an amendment to apply subsequent laws or rules.*

*(c) The procedures described in OAR 345-027-0060 and OAR 345-027-0070 for any amendment request not described in (a) or (b).*

Response: This amendment request includes proposals to extend construction beginning and completion deadlines, delete a condition of approval, and approve the transfer of the SC from Montague to PGE. The Council is authorized to consider these proposed changes concurrently in a single amendment request.

**ATTACHMENT 1**

# **Articles of Incorporation for PGE**

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**ATTACHMENT 2**

# **Redline Site Certificate**

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**ATTACHMENT 3**

# **Updated Property Owners List**

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**ATTACHMENT 4**

# **Iberdrola Renewables Development and Pre-Construction Process**

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**ATTACHMENT 5**

# **Exhibits Describing PGE Organizational Expertise**

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**ATTACHMENT 6**

**PGE Certification to Abide by Terms  
and Conditions of the Existing SC**

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CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

*I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:*

*That the attached Document File for:*

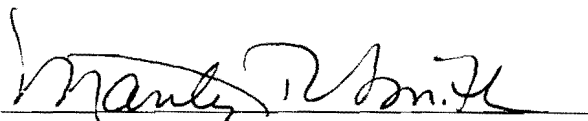
**PORTLAND GENERAL ELECTRIC COMPANY**

*is a true copy of the original documents  
that have been filed with this office.*



*In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.*

*KATE BROWN, Secretary of State*

By 

*Marilyn R. Smith*

*October 20, 2009*





## Certificate of Filing Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas CASSIUS A. PECK, EARL G. NELSON and  
CLARENCE D. PHILLIPS,

having presented Articles of Incorporation of a Corporation organized and formed for profit under and pursuant to the Laws of the State of Oregon, and paid the organization and annual license fees provided for by the Corporation Laws of the said state, providing for the licensing of Domestic Corporations and Foreign Corporations, Joint Stock Companies and Associations, etc.;

Now, Therefore, I, Mark D. McCallister, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY that said Articles of Incorporation have been filed in the office of the Corporation Commissioner; that the name assumed by said corporation is

PORTLAND GENERAL ELECTRIC COMPANY

the duration unlimited ; the enterprise, business, pursuit or occupation

in which this Corporation proposes to engage is:

A. The construction, purchase, acquisition, ownership, improvement, leasing from or to other corporations or individuals, maintenance, use and operation of plants and properties for the generation, manufacture, production and furnishing of light, heat, and power, including the generation, manufacture, production, furnishing, use and sale to the public generally, including other corporations, towns, cities and municipalities of electricity, gas, steam, compressed air, cold air, and any and all other kinds of power, forces, fluids, currents, matter and materials used, or that may be used, for the purpose of illumination, heat, cold, motive power, or for any other purposes for which such substances or any of them may now or hereafter be used or suitable for use, together with transmission lines, distribution lines, equipment, shops, towers, poles, wires, pipes, conduits, apparatus and appliances, telephone lines, telegraph lines and machinery, buildings and property for the operation of such plants and properties.

B. The construction, purchase, acquisition, ownership,

improvement, leasing from or to other corporations or individuals, maintenance, use, and operation of lines of street railway and other railway lines with rolling stock and equipment, car-barns, shops, power plants, depots, stations, poles, wires, conduits, trestles, apparatus and appliances, telephone lines, telegraph lines, and other buildings and property for the operation thereof in, on, over, under, along and through the streets, roads, villages, and other public places and private places and private property in the Cities of Portland, Oregon City and Salem, and in the Counties of Multnomah, Clackamas, and Marion, in the State of Oregon, and in and through other counties, cities, towns and villages in said State of Oregon, and in the City of Vancouver, in the County of Clark, in the State of Washington, and in and through the other counties, cities, towns, and villages in said State of Washington; and also bridges and ferries with boats, landings, docks, and other property for the operation thereof in, upon, over, across, and along the Columbia and Willamette Rivers and other streams in connection with said lines of railway.

C. The purchase, acquisition, ownership, holding and enjoyment and sale, pledge and other disposition of, and trading and dealing in, shares of capital stock and bonds, notes, mortgages, debentures and other evidences of indebtedness, of corporations, and corporate securities of every and any kind, including particularly shares of stock, bonds, notes, mortgages, debentures, evidences of indebtedness and securities of corporations owning and operating, or owning or operating, power plants, lighting or heating plants, gas manufacturing plants and/or gas distribution systems, street railways, and railroads, or any or all thereof, with the full power and authority to exercise and enjoy all rights, powers and privileges of ownership of all shares of stock, bonds, notes, mortgages, debentures, evidences of indebtedness, corporate securities and choses in action at any time owned, acquired or held by it, including the right to vote and collect, receive and dispose of dividends upon such shares of stock and to enforce, collect, receive and dispose of the interest and principal of all such bonds, notes, mortgages, debentures, evidences of indebtedness and choses in action.

D. In the prosecution of and in connection with and in addition to the aforesaid general enterprise or pursuit this Corporation proposes to engage in the following enterprises or pursuits:

1. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate water rights and privileges and water powers, riparian rights, canals, and pipe lines and to supply and sell water, and the use and flow of water, to persons, corporations, factories, towns, and cities for domestic or public purposes and for use as power and for manufacturing and other purposes.

2. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate lines of railroad in and through the cities of Portland and Oregon City, and the Counties of Multnomah and Clackamas, and other counties in the State of Oregon, and also in the City of Vancouver and the County of Clark, and other counties in the State of Washington, and for this purpose to exercise the right of eminent domain and appropriate private property.

3. To receive, carry and transport passengers, freight, baggage, and express matter and the United States Mails.

4. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate, and manufacture, repair, deal in, furnish, and sell rolling stock, motors, railway and other equipment and machinery, and all kinds of electrical apparatus, machinery supplies and appliances; to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares, and merchandise of every class and description, and especially stoves, engines, motors, lamps and other devices, apparatus, appliances, and equipment operated by or in connection with or calculated directly or indirectly to promote the consumption or use of electrical energy, gas, or their products or byproducts.

5. To operate its railway and railroad lines and other properties, or any of them by electricity, gas, steam, compressed air, or other motive power, and to change its motive power from time to time, as it may determine.

6. To relocate, change, straighten, improve or extend its lines of railway or railroad, or any part thereof, from time to time, and the location of all or any of its bridges, ferries, docks, landings, or other structures or buildings.

7. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate parks, pleasure resorts, and places of amusement and recreation and inns and hotels in connection with and located conveniently to its lines of railway and its railroad lines.

8. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate telephone and telegraph lines in connection with the operation of its other properties.

9. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use, and operate cables under and over the Willamette, Columbia, Clackamas, and other rivers and streams for carrying electricity or other motive power, or its telephone or telegraph or other wires and lines, for the operation of its properties.

10. To purchase, acquire, possess, own, hold, improve, lease from and to other corporations or individuals, maintain, and operate real property, and to build dwelling houses, stores, mills, factories, warehouses, wharfs, wharf boats, and any and all other buildings or structures and to lease, operate, sell, and dispose of the same.

11. To lay out and plot any real property belonging to the corporation into lots, blocks, squares, factory sites, and other convenient forms, and lease, sell, and dispose of the same, and to lay out, plot and dedicate to public use, or otherwise, streets, avenues, alleys, and parks.

12. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate locks, canals, ditches, flumes, basins and dams.

13. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, and maintain steamboats, launches, and other boats and use and operate them on the Willamette and Columbia Rivers, and other streams.

14. To conduct lumbering operations and enterprises and to construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use, and operate sawmills, and to manufacture sawmill products.

15. To purchase, acquire, own, improve, lease from and to other corporations, and individuals, maintain, use and operate mines and quarries and to manufacture, furnish, and sell crushed rock, Belgian Blocks, and other commodities that are manufactured from the products of its mines and quarries.

16. To acquire, own, use, deal in, furnish, and sell timber, lumber, sawmill products, logs, wood, cordwood, fuel, gravel, earth, stone, coal, and other minerals.

17. To make, grade, pave, and improve any street or highway or public or private place, or to erect or construct any building or other structure for itself or for others.

18. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use, and operate wires, poles, conduits, subways, apparatus, and appliances, plans, and other properties necessary or convenient for the generation, manufacture, or production of any commodity, fluid, force, matter, or thing which it is authorized to generate, manufacture, or produce, or for the sale, furnishing, distributing, or transmission of the same to persons, corporations, towns, cities, or other purchasers or consumers.

19. To purchase, acquire, own, lease from or to other corporations or individuals, use, sell, and transfer any franchise, right, or privilege necessary, expedient or convenient for the conduct of any enterprise, business, pursuit, or occupation in which it is authorized to engage.

20. To charge and collect rates, fares, freights, tolls, lockage, and other compensation for any service, right, privilege, benefit, use, accommodation, passage, transportation, commodity, or other matter or thing rendered or furnished by it.

21. To issue its bonds, coupon notes, promissory notes, debentures, or other obligations for the purpose of borrowing money thereon and to mortgage, pledge, or give or convey in trust any or all of its property, real, personal or mixed, and its franchises, rights, and privileges to secure the payment thereof.

22. To guarantee the stock, bonds, or other obligations and securities of other corporations or individuals.

23. To exercise the power of eminent domain to the extent and in the manner permitted by the laws of the State of Oregon.

24. Generally to do each and every act and thing which at any time it may be necessary, requisite, or convenient to do in order to accomplish the purposes herein expressed, and fully to enjoy its corporate powers.

the authorized capital stock is: {common, shares of the par value of \$..... each}  
{preferred, shares of the par value of \$..... each}  
and five hundred thousand (500,000) shares of common with no par value.

The amount of paid-in capital represented by capital with no par value with which  
the corporation shall begin business is One Thousand  
Dollars (\$ 1,000.00 ).

The preferences, rights, privileges, and restrictions of each class of stock are as  
follows:

the date of filing its Articles of Incorporation the Twenty-fifth day  
of July, A. D. 19 30; the location of its principal office in the  
City of Portland, in the County of Multnomah,  
State of Oregon; the amount of the organization fee paid Three Thousand Seven Hundred  
Fifty and no/100  
Dollars (\$ 3,750.00 ) and the amount of annual license fees paid One Hundred Eighty-  
six and 85/100 Dollars (\$ 183.85 ) for the current fiscal year  
ending June 30, 19 31.

In Testimony Whereof, I have hereunto set my hand and  
affixed hereto the seal of the Corporation Department  
of the State of Oregon.

Done at the Capitol at Salem, Oregon, this  
25th day of July, 19 30.

*Mark D. McCallister*  
Corporation Commissioner

SEAL

ARTICLES OF INCORPORATION  
OF  
PORTLAND GENERAL ELECTRIC COMPANY  
-----

KNOW ALL MEN BY THESE PRESENTS, that  
we, the undersigned, Cassius R. Peck, Earl S.  
Nelson and Clarence D. Phillips, of the City  
of Portland, County of Multnomah, State of  
Oregon, do hereby associate ourselves together  
for the purpose of forming a corporation under  
the general incorporation laws of the State of  
Oregon, and we hereby adopt the following

ARTICLES OF INCORPORATION.

ARTICLE I.

The name assumed by this Corporation  
and by which it shall be known is PORTLAND  
GENERAL ELECTRIC COMPANY.

ARTICLE II.

The duration of this Corporation is  
and shall be unlimited.

ARTICLE III.

The enterprise, business, pursuit,  
or occupation in which this Corporation pro-  
poses to engage is:

A. The construction, purchase, acquisition, ownership, improvement, leasing from or to other corporations or individuals, maintenance, use and operation of plants and properties for the generation, manufacture, production and furnishing of light, heat, and power, including the generation, manufacture, production, furnishing, use and sale to the public generally, including other corporations, towns, cities and municipalities of electricity, gas, steam, compressed air, cold air, and any and all other kinds of power, forces, fluids, currents, matter and materials used, or that may be used, for the purpose of illumination, heat, cold, motive power, or for any other purposes for which such substances or any of them may now or hereafter be used or suitable for use, together with transmission lines, distribution lines, equipment, shops, towers, poles, wires, pipes, conduits, apparatus and appliances, telephone lines, telegraph lines and machinery, buildings and property for the operation of such plants and properties.

B. The construction, purchase, acquisition, ownership, improvement, leasing from or to other corporations or individuals, maintenance, use, and operation of lines of street rail and other railway lines with rolling stock and equipment, car-barns, shops, power plants, depots, stations, poles, wires, con-

duits, subways, apparatus and appliances, telephone lines, telegraph lines, and other buildings and property for the operation thereof in, on, over, under, along and through the streets, roads, alleys, and other public places and private places and private property in the Cities of Portland, Oregon City and Salem, and in the Counties of Multnomah, Clackamas, and Marion, in the State of Oregon, and in and through other counties, cities, towns and villages of said State of Oregon, and in the City of Vancouver, in the County of Clark, in the State of Washington, and in and through the other counties, cities, towns, and villages in said State of Washington; and also bridges and ferries with boats, landings, docks, and other property for the operation thereof in, upon, over, across, and along the Columbia and Willamette Rivers and other streams in connection with said lines of railway.

C. The purchase, acquisition, ownership, holding and enjoyment and sale, pledge and other disposition of, and trading and dealing in, shares of capital stock and bonds, notes, mortgages, debentures and other evidences of indebtedness, of corporations, and corporate securities of every and any kind, including particularly shares of stock, bonds, notes, mortgages, debentures, evidences of indebtedness and securities of corporations owning and operating, or owning or operating, power plants, lighting or heating plants,



gas manufacturing plants and/or gas distribution systems, street railways, and railroads, or any or all thereof, with the full power and authority to exercise and enjoy all rights, powers and privileges of ownership of all shares of stock, bonds, notes, mortgages, debentures, evidences of indebtedness, corporate securities and choses in action at any time owned, acquired or held by it, including the right to vote and collect, receive and dispose of dividends upon such shares of stock and to enforce, collect, receive and dispose of the interest and principal of all such bonds, notes, mortgages, debentures, evidences of indebtedness and choses in action.

D. In the prosecution of and in connection with and in addition to the aforesaid general enterprise or pursuit this Corporation proposes to engage in the following enterprises or pursuits:

1. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate water rights and privileges and water powers, riparian rights, canals, and pipe lines and to supply and sell water, and the use and flow of water, to persons, corporations, factories, towns, and cities for domestic or public purposes and for use as power and for manufacturing and other purposes.

2. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate lines of

railroad in and through the cities of Portland and Oregon City, and the Counties of Multnomah and Clackamas, and other counties in the State of Oregon, and also in the City of Vancouver and the County of Clark, and other counties in the State of Washington, and for this purpose to exercise the right of eminent domain and appropriate private property.

3. To receive, carry and transport passengers, freight, baggage, and express matter and the United States Mails.

4. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate, and manufacture, repair, deal in, furnish, and sell rolling stock, motors, railway and other equipment and machinery, and all kinds of electrical apparatus, machinery supplies and appliances; to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with goods, wares, and merchandise of every class and description, and especially stoves, engines, motors, lamps and other devices, apparatus, appliances, and equipment operated by or in connection with or calculated directly or indirectly to promote the consumption or use of electrical energy, gas, or their products or byproducts.

5. To operate its railway and railroad lines and other properties, or any of them

by electricity, gas, steam, compressed air, or other motive power, and to change its motive power from time to time, as it may determine.

6. To relocate, change, straighten, improve or extend its lines of railway or railroad, or any part thereof, from time to time, and the location of all or any of its bridges, ferries, docks, landings, or other structures or buildings.

7. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate parks, pleasure resorts, and places of amusement and recreation and inns and hotels in connection with and located conveniently to its lines of railway and its railroad lines.

8. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate telephone and telegraph lines in connection with the operation of its other properties.

9. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use, and operate cables under and over the Willamette, Columbia, Clackamas, and other rivers and streams for carrying electricity or other motive power, or its telephone or telegraph or other wires and lines, for the operation of its properties.

10. To purchase, acquire, possess,

own, hold, improve, lease from and to other corporations or individuals, maintain, and operate real property, and to build dwelling houses, stores, mills, factories, warehouses, wharfs, wharf boats, and any and all other buildings or structures and to lease, operate, sell, and dispose of the same.

11. To lay out and plot any real property belonging to the corporation into lots, blocks, squares, factory sites, and other convenient forms, and lease, sell, and dispose of the same, and to lay out, plot and dedicate to public use, or otherwise, streets, avenues, alleys, and parks.

12. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use and operate locks, canals, ditches, flumes, basins and dams.

13. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, and maintain steamboats, launches, and other boats and use and operate them on the Willamette and Columbia Rivers, and other streams.

14. To conduct lumbering operations and enterprises and to construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use, and operate sawmills, and to manufacture sawmill products.

15. To purchase, acquire, own, improve, lease from and to other corporations, and individuals, maintain, use and operate mines and quarries

and to manufacture, furnish, and sell crushed rock, Belgian Blocks, and other commodities that are manufactured from the products of its mines and quarries.

16. To acquire, own, use, deal in, furnish, and sell timber, lumber, sawmill products, logs, wood, cordwood, fuel, gravel, earth, stone, coal, and other minerals.

17. To make, grade, pave, and improve any street or highway or public or private place, or to erect or construct any building or other structure for itself or for others.

18. To construct, purchase, acquire, own, improve, lease from and to other corporations and individuals, maintain, use, and operate wires, poles, conduits, subways, apparatus, and appliances, plans, and other properties necessary or convenient for the generation, manufacture, or production of any commodity, fluid, force, matter, or thing which it is authorized to generate, manufacture, or produce, or for the sale, furnishing, distributing, or transmission of the same to persons, corporations, towns, cities, or other purchasers or consumers.

19. To purchase, acquire, own, lease from or to other corporations or individuals, use, sell, and transfer any franchise, right, or privilege necessary, expedient or convenient for the conduct of any enterprise, business, pursuit, or occupation in which it is authorized to engage.

20. To charge and collect rates, fares, freights, tolls, lockage, and other compensation for any service, right, privilege, benefit, use, accommodation, passage, transportation, commodity, or other matter or thing rendered or furnished by it.

21. To issue its bonds, coupon notes, promissory notes, debentures, or other obligations for the purpose of borrowing money thereon and to mortgage, pledge, or give or convey in trust any or all of its property, real, personal or mixed, and its franchises, rights, and privileges to secure the payment thereof.

22. To guarantee the stock, bonds, or other obligations and securities of other corporations or individuals.

23. To exercise the power of eminent domain to the extent and in the manner permitted by the laws of the State of Oregon.

24. Generally to do each and every act and thing which at any time it may be necessary, requisite, or convenient to do in order to accomplish the purposes herein expressed, and fully to enjoy its corporate powers.

#### ARTICLE IV.

This Corporation proposes to acquire, make, construct, and operate lines of railway

with termini as follows:

(a) From the City of Portland, in the County of Multnomah, State of Oregon, in a general Easterly and Southeasterly direction to a point in the Northwest quarter of Section Thirty-four (34), Township Three (3) South of Range Four (4) East of the Willamette Meridian, in the County of Clackamas, in said state; and/or

(b) From said City of Portland in a general Southerly direction to and through Oregon City to the Town of Canemah on the Willamette River about one (1) mile South of Oregon City, in said County of Clackamas; and/or

(c) From said City of Portland, in a general Easterly and Southeasterly direction to and through the Village of Lents to Lents Junction on the line of railway first above mentioned, in said County of Multnomah; and/or

(d) From Linneman Junction, a point on the line of railway first above mentioned, near the Town of Cedarville, in Section seventeen (17), Township One (1) South of Range three (3) East of the Willamette Meridian, in a general Northerly direction to Ruby Junction, and thence in a general Easterly and Southeasterly direction through the Town of Gresham to a point in the Northeast quarter of Section Six (6), Township Two (2) South, Range Five (5) East of the Willamette Meridian, in the County of Clackamas, State of Oregon; and/or

(e) From said City of Portland in a general Northerly direction to the City of Vancouver, in the County of Clark, State of Washington.

#### ARTICLE V.

The principal office and place of business of this Corporation shall be in the City of Portland, in the County of Multnomah, in the State of Oregon.

#### ARTICLE VI.

The authorized Capital Stock of this corporation is:

Common Stock.	Five Hundred Thousand (500,000) shares of Common Stock of no par value.
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Preferred Stock.	Preferred Stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock; each such authorized issue of preferred stock to be of such class, with or without par value, in such number of shares and/or aggregate amount, and having such rights, privileges, priorities and be subject to redemption or retirement upon such terms and conditions as may be prescribed in the resolution of the holders of a majority of common stock at the time of the authorization of any class or issue of preferred stock.
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ARTICLE VII.

This Corporation shall not begin business until and unless a capital of One Thousand (\$1,000.00) Dollars shall be paid in, either in money, or in equivalent property values.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, in triplicate, this 24<sup>th</sup> day of July, 1930.

Witnesses:

Theresa W. Burgess

Alice W. Bushnell

James R. Dick (Seal)

Earl H. Nelson (Seal)

Clarence D. Phillips (Seal)

STATE OF OREGON,                    }  
County of Multnomah,            } ss.

On this 24<sup>th</sup> day of July, 1930, before  
me, the undersigned, a Notary Public in and for  
said County and State, personally appeared Cassius  
R. Peck, Earl S. Nelson and Clarence D. Phillips,  
to me known to be the individuals described in and  
who executed the foregoing Articles of Incorporation,  
and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed my Notarial Seal, this, the  
day and year in this instrument first written.

Theresa J. Beruges  
Notary Public for Oregon.

My commission expires: Aug 13 1932



Corporation

No. 34142



## Certificate of Filing Supplementary Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas JAMES H. POLHEMUS, ROSS B. HAMMOND, ROBERT H. STRONG, PAUL WALLACE, and FRANK M. WARREN, JR.

Directors of PORTLAND GENERAL ELECTRIC COMPANY  
a corporation organized and formed for profit pursuant to the laws of the State of Oregon,  
having presented Supplementary Articles of Incorporation, and paid the filing fee, as required  
by the laws of the said state providing for the licensing of Domestic Corporations;

Now, Therefore, I, Maurice Hudson, Corporation Commissioner of the State  
of Oregon, DO HEREBY CERTIFY, that said

### Supplementary Articles of Incorporation

have been filed in the office of the Corporation Commissioner the 16th day  
of January, 1948, amending Article VI of the original  
articles of incorporation of this company, to read as follows:

#### Article VI.

The authorized capital stock of this corporation is:

Common Stock.

One million five hundred thousand  
(1,500,000) shares of common stock of  
no par value.

Preferred Stock.

Preferred stock shall be authorized in  
such issues and classes as may from time to  
time be determined by the holders of a  
majority of the then outstanding common  
stock; each such authorized issue of pre-  
ferred stock to be of such class, with or  
without par value, in such number of shares  
and/or aggregate amount, and having such  
rights, privileges, priorities and be sub-  
ject to redemption or retirement upon such  
terms and conditions as may be prescribed  
in the resolution of the holders of a major-  
ity of common stock at the time of the au-  
thorization of any class or issue of pre-  
ferred stock.

**I Further Certify,** *that said Supplementary Articles of Incorporation were accompanied by a fee of Five Dollars (\$5.00).*

**In Testimony Whereof,** *I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 16th day of January 19*

*Marion Hudson*

Corporation Commissioner

SEAL

SUPPLEMENTARY ARTICLES OF INCORPORATION  
OF  
PORTLAND GENERAL ELECTRIC COMPANY

WHEREAS at a meeting of the subscribers to the capital stock of the above named corporation, duly and regularly called and held at 9:45 o'clock A.M., the 16th day of January, 1948, at the principal office of said corporation at 621 Southwest Alder Street in the City of Portland, County of Multnomah, State of Oregon, at which there were present and voting, either in person or by proxy, subscribers to two hundred thirty-six thousand eight hundred nineteen (236,819) shares of the capital stock of said corporation, being all of the stock subscribed, there was presented and adopted by a unanimous vote a resolution authorizing the directors of the said corporation to execute and file supplementary articles increasing the common capital stock of no par value and amending Article VI of the Articles of Incorporation,

NOW, THEREFORE, We, James H. Polhemus, Paul Wallace, Ross E. Hammond, Robert H. Strong, and Frank E. Warren, Jr. being a majority of the directors of Portland General Electric Company, a corporation, and having been heretofore duly authorized by the resolution aforesaid, do hereby execute and acknowledge supplementary articles of incorporation, amending Article VI of the original articles of incorporation of this company, to read as follows:

Article VI.

The authorized capital stock of this corporation is:  
Common Stock. One million five hundred thousand  
(1,500,000) shares of common  
stock of no par value.

Preferred Stock.

Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock; each such authorized issue of preferred stock to be of such class, with or without par value, in such number of shares and/or aggregate amount, and having such rights, privileges, priorities and be subject to redemption or retirement upon such terms and conditions as may be prescribed in the resolution of the holders of a majority of common stock at the time of the authorization of any class or issue of preferred stock.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of January, A.D. 1948.



James H. Polhemus (SEAL)

Ross B. Hammond (SEAL)

Robert H. Strong (SEAL)

Paul Wallace (SEAL)

Frank M. Warren Jr. (SEAL)

STATE OF OREGON            )  
COUNTY OF MULTNOMAH    ) SS

THIS CERTIFIES that on this 16th day of January, A.D. 1948, before me, the undersigned, a Notary Public in and for said county and state, personally appeared James H. Polhemus, Paul Wallace, Ross B. Hammond, Robert H. Strong, and Frank M. Warren Jr., known to me to be the identical persons named in and who executed the foregoing supplementary articles of incorporation and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal the day and year last above written.

James H. Polhemus  
Notary Public for Oregon  
My commission expires January 1950

File No. 34342



## Certificate of Increase in the Capital Stock

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETING:

**Know Ye,** That whereas

**PORTLAND GENERAL ELECTRIC COMPANY**

a corporation, organized and existing under and pursuant to the Laws of the State of Oregon, with its principal office in **Portland**, in the County of **Multnomah**, State of Oregon, did on the 16th day of **January**, 1948, furnish in due form and file in the office of the Corporation Commissioner of the State of Oregon a Certificate and Statement, duly verified by the secretary of said corporation, and a duly authenticated copy of the resolutions adopted by a majority vote of the stockholders of said corporation at a meeting called for the purpose of increasing its Capital Stock from

500,000 shares Common of no par value (\$ ) Dollars,  
to  
1,500,000 shares Common of no par value (\$ ) Dollars,  
and such corporation having paid the organization and annual license fees, and having complied with the requirements of the Law, preliminary to the issuance of this

## Certificate of Increase in the Capital Stock

**Now, Therefore, I, Maurice Hudson,** Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that lawful evidence of the increase of the capital stock of the **PORTLAND GENERAL ELECTRIC COMPANY**

a corporation with its principal office in **Portland**, in the County of **Multnomah** State of Oregon, from  
500,000 shares Common of no par value (\$ ) Dollars,  
to  
1,500,000 shares Common of no par value (\$ ) Dollars,  
has been furnished as required by the Laws of the State of Oregon; which said certificate and statement, and record of proceedings, aforesaid, are now on file in my office as required by law.

**And I Further Certify,** That said corporation has paid the organization and annual license fees required by law as follows: Difference in organization fee **Seven Hundred Fifty and No/100**

(\$750.00 ) Dollars; difference in annual license fee for remainder of fiscal year ending June 30, 1948 (\$ ) Dollars.

**In Testimony Whereof,** I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, on this 16th day of **January**, 1948.

SEAL

*Maurice Hudson*  
Corporation Commissioner

CERTIFICATE OF INCREASE OF CAPITAL STOCK

CERTIFICATE AND COPY OF RESOLUTION INCREASING CAPITAL STOCK OF PORTLAND GENERAL ELECTRIC COMPANY, a corporation.

I, CLARENCE D. PHILLIPS, Secretary of Portland General Electric Company, a corporation organized and formed under and by virtue of the laws of the State of Oregon, hereby certify that at a special meeting of the stockholders of said corporation, duly and legally called and held at the principal office of said corporation at 621 Southwest Alder Street in the City of Portland, County of Multnomah, State of Oregon, at 9:45 a.m. on the 16th day of January, 1948, which meeting was called for the purpose of increasing the capital stock of such corporation; that a majority of said stock was present at such meeting of the stockholders thereof and voted; that the following is a full copy of the resolution authorizing the increase of the capital stock of the corporation:

"BE IT RESOLVED that the authorized capital stock of this corporation be increased by increasing the common stock from five hundred thousand (500,000) shares of no par value to one million five hundred thousand (1,500,000) shares of no par value.

"BE IT FURTHER RESOLVED that the board of directors or a majority thereof be and it is hereby authorized to execute and file supplementary articles of incorporation amending Article VI of the Articles of Incorporation so as to provide for one million five hundred thousand (1,500,000) shares of common stock of no par value and so that the same shall read as follows:

"The authorized capital stock of this corporation is:

Common stock.	One million five hundred thousand (1,500,000) shares of common stock of no par value.
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Preferred stock.	Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock;
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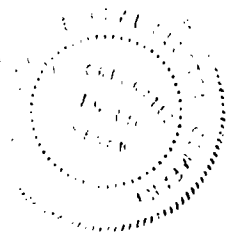


each such authorized issue of preferred stock to be of such class, with or without par value, in such number of shares and/or aggregate amount, and having such rights, privileges, priorities and be subject to redemption or retirement upon such terms and conditions as may be prescribed in the resolution of the holders of a majority of common stock at the time of the authorization of any class or issue of preferred stock."

Such resolution was adopted by a vote of the majority of the stock of such corporation.

WITNESS my hand and the seal of said corporation affixed this 16th day of January, 1948.

Clarence O. Phillips  
Secretary



STATE OF OREGON                    )  
  ) ss  
COUNTY OF MULTNOMAH            )

I, CLARENCE D. PHILLIPS, being first duly sworn,  
upon my oath depose and say that I am secretary of PORTLAND  
GENERAL ELECTRIC COMPANY, a corporation; that the foregoing  
statement is true, and that the resolution set forth therein  
is a full and complete copy of the resolution adopted at the  
meeting of the stockholders of said corporation, held at the  
time and place above set forth, for the purpose of increasing  
the capital stock of said corporation; that there was present,  
either in person or by proxy, a majority of the stock of  
said corporation; and that said resolution increasing the  
capital stock of Portland General Electric Company, a corpora-  
tion, from 500,000 shares common stock of no par value to  
1,500,000 shares common stock of no par value was duly adopted  
by a vote of the majority of the stock of such corporation.

Clarence D. Phillips

Subscribed and sworn to before me this 16th day of  
January, 1948.

Lutz W. Olson  
Notary Public for Oregon  
My Commission expires: Dec. 25, 1950



Corporation

No. 34142



## Certificate of Filing Supplementary Articles of Incorporation

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas THOS. W. DELZELL, RALPH THOM, HENRY F. CABELL, WILLIAM C. CHRISTENSEN, FRANK M. WARREN, Jr., JAMES H. POLHEMUS, WADE NEWBIGIN, LLOYD J. WEITWORTH and R. L. CLARK

Directors of PORTLAND GENERAL ELECTRIC COMPANY  
a corporation organized and formed for profit pursuant to the laws of the State of Oregon,  
having presented Supplementary Articles of Incorporation, and paid the filing fee, as required  
by the laws of the said state providing for the licensing of Domestic Corporations;

Now, Therefore, I, Maurice Hudson, Corporation Commissioner of the State  
of Oregon, DO HEREBY CERTIFY, that said

### Supplementary Articles of Incorporation

have been filed in the office of the Corporation Commissioner the 13th day  
of March, 1952, amending Article VI of the articles of  
incorporation of this company, to read as follows:

#### ARTICLE VI

The amount of the capital stock of the corporation is:

Common Stock. Thirty-seven Million Five Hundred Thousand Dollars (\$37,500,000)  
divided into Two Million Five Hundred Thousand (2,500,000) shares of common stock;  
and the par value of each share of such common stock is Fifteen Dollars (\$15.00).

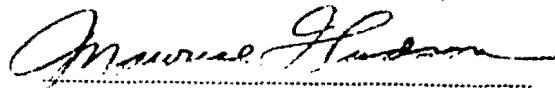
The One Million Five Hundred Thousand (1,500,000) shares of common stock of  
no par value heretofore authorized, of which One Million Two Hundred Fifty Thousand  
(1,250,000) shares are issued and outstanding, are hereby reclassified, changed  
into and shall be One Million Five Hundred Thousand (1,500,000) shares of said  
common stock of the par value of Fifteen Dollars (\$15.00) per share.

Preferred Stock. Preferred stock shall be authorized in such issues and  
classes as may from time to time be determined by the holders of a majority of  
the then outstanding common stock; each such authorized issue of preferred stock  
to be of such class with or without par value, in such number of shares and/or  
aggregate amount, and having such rights, privileges, priorities and be subject  
to redemption or retirement upon such terms and conditions as may be prescribed  
in the resolution of the holders of a majority of the common stock at the time of  
the authorization of any class or issue of preferred stock.

0000 0000 0000 0000

**I Further Certify**, that said Supplementary Articles of Incorporation were accompanied by a fee of Five Dollars (\$5.00).

**In Testimony Whereof**, I have hereunto set my hand  
and affixed hereto the seal of the Corporation  
Department of the State of Oregon, at Salem,  
this 13th day of March, 19 52.



Corporation Commissioner

SEAL

## Supplementary Articles of Incorporation

OF

PORTLAND GENERAL ELECTRIC COMPANY  
(Use the old name here)

WHEREAS at a meeting of the subscribers to the capital stock of the above named corporation, duly and regularly called and held, at two o'clock P. m., the 12th day of March, 1952, at the Benson Hotel, 309 S.W. Broadway

in the City of Portland, Multnomah County, Oregon

at which there were present and voting, either in person or by proxy, subscribers to

999,520

shares of the capital stock of said corporation, being more than three-fourths  
(All, three-fourths, or seven-eighths)

of the stock subscribed, there was presented and adopted by a unanimous vote a resolution authorizing the directors of the said corporation to execute and file supplementary articles, to

change 1,500,000 shares of authorized capital stock to a par value  
(State the purpose thereof)

of \$15.00 per share, and to increase the number of shares from 1,500,000 of a par value of \$15.00 per share to 2,500,000 shares of a par value of \$15.00 per share

NOW, THEREFORE, We, Thos. W. Dalzell, Ralph Thom, Henry F. Cabell, Wm. C. Christensen, Frank M. Warren, Jr., James H. Polhemus, Wade Newbegin, Lloyd J. Wentworth and R. L. Clark,

being a majority of the directors of Portland General Electric Company

a corporation and having been heretofore duly authorized by the resolution aforesaid, do hereby execute and acknowledge supplementary articles of incorporation, amending Article VI of the articles of incorporation of this company, to read as follows:

### ARTICLE VI

The amount of the capital stock of the corporation is:

Common Stock. Thirty-seven Million Five Hundred Thousand Dollars (\$37,500,000)

divided into Two Million Five Hundred Thousand (2,500,000) shares of common stock; and the par value of each share of such common stock is Fifteen Dollars (\$15.00).

The One Million Five Hundred Thousand (1,500,000) shares of common stock of no par value heretofore authorized, of which One Million Two Hundred Fifty Thousand (1,250,000) shares are issued and outstanding, are hereby reclassified, changed into and shall be One Million Five Hundred Thousand (1,500,000) shares of said common stock of the par value of Fifteen Dollars (\$15.00) per share.

**Preferred Stock.** Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock; each such authorized issue of preferred stock to be of such class with or without par value, in such number of shares and/or aggregate amount, and having such rights, privileges, priorities and be subject to redemption or retirement upon such terms and conditions as may be prescribed in the resolution of the holders of a majority of the common stock at the time of the authorization of any class or issue of preferred stock.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this ..... 12th ..... day  
of ..... March ..... , A. D. 19..52.

*James C. [unclear]*  
*Ralph [unclear]*  
*William F. Cabell*  
*Stanley [unclear]*  
*Ernest [unclear]*  
*Madison [unclear]*  
*[unclear]*

STATE OF OREGON,

County of Multnomah

} ss.

THIS CERTIFIES that on this 12th day  
of March, A. D. 1952, before me, the undersigned,  
a Notary Public in and for said county and state,  
personally appeared Thos. W. Delzell, Ralph Thom, Henry F. Cabell,  
Wm. C. Christensen, Frank M. Warren, Jr., James H. Polhemus,  
Wade Newbegin, Lloyd J. Wentworth and R. L. Clark

known to me to be the identical persons named in and who executed the foregoing supplementary  
articles of incorporation, and acknowledged to me that they executed the same freely and voluntarily  
for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal,  
the day and year last above written.

[Notarial Seal]

Clarence D. Phillips

Notary Public for Oregon

My commission expires Dec. 7, 1953

File No. 34142

**SUPPLEMENTARY  
Articles of Incorporation**

OF

**PORTLAND GENERAL ELECTRIC**

**COMPANY.**

State Printing Dept. 4431

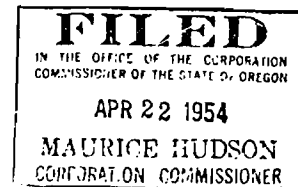
Filed in the office of the CORPORATION  
COMMISSIONER of the STATE of OREGON  
at 9 o'clock A.M. the 13<sup>th</sup>  
day of March, 19 52

*Orville Hudson*  
CORPORATION COMMISSIONER

5-00



Articles of Amendment  
to the  
Articles of Incorporation  
of



PORTLAND GENERAL ELECTRIC COMPANY

Pursuant to the provisions of ORS 57.370 (Section 56, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 14, 1954, in the manner prescribed by the Oregon Business Corporation Act:

That Article VI of said Articles of Incorporation as amended shall read as follows:

"ARTICLE VI

The amount of the capital stock of the corporation is:

COMMON STOCK. Thirty-seven Million Five Hundred Thousand Dollars (\$37,500,000) divided into Five Million (5,000,000) shares of common stock; and the par value of each share of such common stock is Seven and 50/100 Dollars (\$7.50).

The Two Million Five Hundred Thousand (2,500,000) shares of common stock of a par value of Fifteen Dollars (\$15.00) per share heretofore authorized, of which One Million Five Hundred Thousand (1,500,000) shares are issued and outstanding, are hereby reclassified, changed into and shall be Five Million (5,000,000) shares of said common stock of the par value of Seven and 50/100 Dollars (\$7.50) per share, of which Three Million (3,000,000) shares will be issued and outstanding.

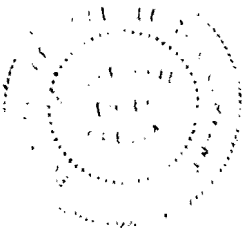
PREFERRED STOCK. Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock; each such authorized issue of preferred stock to be of such class, with or without par value, in such number of shares, and/or aggregate amount, and having such rights, privileges, priorities and be subject to redemption or retirement upon such terms and conditions as may be prescribed in the resolution of the holders of a majority of common stock at the time of the authorization of any class or issue of preferred stock.

Stockholders shall have no preemptive rights for the purchase of any stock, except as may be authorized by the Board of Directors of this corporation."

3. The number of shares of the corporation outstanding at the time of such adoption was 1,500,000, and the number of shares entitled to vote thereon was 1,500,000; the number of shares voted for such amendment was 1,216,515, and the number of shares voted against such amendment was 1,900.

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows: No changes in stated capital.

Dated April 19, 1954



PORTLAND GENERAL ELECTRIC COMPANY

By James H. Polhemus  
Its President  
and Clarence D. Phillips  
Its Secretary

STATE OF OREGON, }  
County of Multnomah } ss.

I, Alma L. Wilson, a notary public, do hereby certify that on this 19th day of April, 1954, personally appeared before me JAMES H. POLHEMUS and CLARENCE D. PHILLIPS, who each being by me first duly sworn, severally declared that they are the President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

Alma L. Wilson  
Notary Public for Oregon

My commission expires: 2-17-57

File No. 34142

**Articles of Amendment**  
to the  
**Articles of Incorporation**  
of

**PORTLAND GENERAL ELECTRIC**  
**COMPANY**

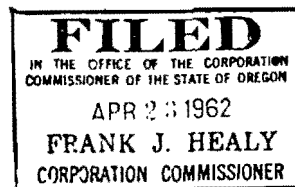
Filed in the office of the CORPORATION  
COMMISSIONER of the STATE of OREGON  
at 9:36 o'clock AM the 22nd  
day of April 19 54

*Marvin J. Hudson*  
CORPORATION COMMISSIONER

500

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
PORTLAND GENERAL ELECTRIC COMPANY

FILE NO. 34142



Pursuant to the provisions of ORS 57.370 (Section 56, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is Portland General Electric Company.
2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 18, 1962, in the manner prescribed by the Oregon Business Corporation Act.

That Article VI of said Articles of Incorporation as amended by resolution of the stockholders adopted April 14, 1954, as now amended shall read as follows:

"ARTICLE VI.

The amount of the capital stock of the corporation is:

COMMON STOCK. Forty-five Million Dollars (\$45,000,000) divided into Twelve Million (12,000,000) shares of common stock; and the par value of each share of such common stock is Three and 75/100 Dollars (\$3.75).

The Five Million (5,000,000) shares of common stock of a par value of Seven and 50/100 Dollars (\$7.50) per share heretofore authorized, of which Three Million Six Hundred Thousand (3,600,000) shares are issued, are hereby reclassified, changed into and shall be Twelve Million (12,000,000) shares of said common stock of the par value of Three and 75/100 Dollars (\$3.75) per share, of which Seven Million Two Hundred Thousand (7,200,000) shares will be issued.

PREFERRED STOCK. Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock; each such authorized issue of preferred stock to be of such class, with or without par value, in such number of shares and/or aggregate amount, and having such rights, privileges, priorities and be subject to redemption or retirement upon such terms and conditions as may be

prescribed in the resolution of the holders of a majority of the common stock at the time of the authorization of any class or issue of preferred stock.

Stockholders shall have no preemptive rights for the purchase of any stock, except as may be authorized by the Board of Directors of this corporation."

3. The number of shares of the corporation issued at the time of such adoption was 3,600,000, of which 12,651 shares are held in the treasury, and the number of shares entitled to vote thereon was 3,587,349; the number of shares voted for such amendment was 2,982,277, and the number of shares voted against such amendment was 16,037.

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows: No changes in stated capital.

Dated April 19, 1962.

PORTLAND GENERAL ELECTRIC COMPANY

By Frank M. Warren President

and Clarence D. Phillips Secretary

STATE OF OREGON, }  
County of Multnomah. } ss.

I, ALMA L. WILSON, a notary public, do hereby certify that on this 17<sup>th</sup> day of April 1962, personally appeared before me FRANK M. WARREN and CLARENCE D. PHILLIPS, who each being by me first duly sworn, severally declared that they are the President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Alma L. Wilson  
Notary Public for Oregon  
My commission expires: 2-17-65

. O. Required by ORS 57.065 (Section 11, Chapter 549, Oregon Laws 1953). Mail to Corporation Commissioner, Salem, Oregon. There is no fee. Any corporation failing to file this document is subject to involuntary dissolution.

## Designation of Initial Registered Office and Registered Agent

PORTLAND GENERAL ELECTRIC COMPANY  
(Exact name of corporation)  
a corporation organized and existing under the laws of the State of Oregon  
hereby certifies that, pursuant to a duly adopted resolution of its board of directors, the address of the registered office of the corporation in the State of Oregon shall be 621 S. W. Alder Street  
Portland 5, Oregon  
(Number, street and city);  
that the registered agent of the corporation shall be Mr. Clarence D. Phillips; and that  
the address of its registered office and the address of the business office of its registered agent are identical.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be executed in its name by its President or Secretary, this 26th day of March, 1954.

PORTLAND GENERAL ELECTRIC COMPANY  
(Name of corporation)  
By *Clarence D. Phillips*  
(President or Secretary)

STATE OF OREGON  
County of Multnomah } ss.

I, ALMA L. WILSON, a Notary Public, do hereby certify that on the 26th day of March, A. D. 1954 personally appeared me CLARENCE D. PHILLIPS, who declares he is Secretary of the corporation executing the foregoing document, and being first duly sworn acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

*Alma L. Wilson*  
Notary Public for Oregon

My commission expires: 2/17/54

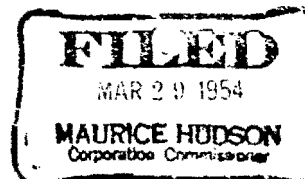
File No. 34142

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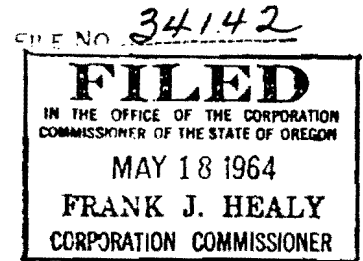
**Designation of Initial  
Registered Office and  
Registered Agent**

Of

PORTLAND GENERAL ELECTRIC COMPANY



ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION AS AMENDED  
OF  
PORTLAND GENERAL ELECTRIC COMPANY



Pursuant to the provisions of ORS 57.370 (Section 56 Chapter 370 Oregon Laws 1953 as amended by Section 19 Chapter 479 Oregon Laws 1963) of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 29, 1964 in the manner prescribed by the Oregon Business Corporation Act.

That Article VI of the said Articles of Incorporation as amended by resolution of the stockholders adopted April 18, 1962, as now further amended, shall read as follows:

"ARTICLE VI.

The amount of the capital stock of the corporation is:

COMMON STOCK. Forty-five Million Dollars (\$45,000,000) divided into twelve million (12,000,000) shares of common stock; and the par value of each share of such common stock is Three and 75/100 Dollars (\$3.75).



**PREFERRED STOCK.** The Preferred Stock of this corporation shall be divided into 300,000 shares of the par value of \$100.00 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations and relative rights of each class of the capital stock of the corporation, namely, the Preferred Stock of the par value of \$100.00 per share and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the corporation to establish series of Preferred Stock and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### **PREFERRED STOCK**

(a) The shares of the Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock and all other classes of capital stock of the corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock into series and, within the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a

resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the board of directors so to fix and determine with respect to any series of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single class irrespective of series and not by different series.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the board of directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the board of directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the board of directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the board of directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the corporation available for

distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the net assets of the corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the corporation, at its election expressed by resolution of the board of directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either

pro rata or by lot in such manner as the board of directors shall determine.

In the event the corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the corporation, and on and after the date fixed for redemption and specified in such notice (unless the corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the corporation with respect to such shares and shall have no interest in or claim against the corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N.Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the corporation with respect to such shares and shall have no interest in or claim against the corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the corporation forthwith. The corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default

shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the total number of shares of Preferred Stock then outstanding. Such meeting shall be called by the secretary of the corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the corporation, then the holders of at least 10% of the total number of shares of Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding shares of Preferred Stock, voting separately as a class irrespective of series, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors

of the corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the board of directors, anything herein or in the by-laws of the corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of shares of Preferred Stock then outstanding shall be required to constitute a quorum of such class for the election of directors, and the presence in person or by proxy of the holders of a majority of the total number of shares of Common Stock then outstanding shall be required to constitute a quorum of such class for the election of directors; provided, however, that the absence of a quorum of the holders of stock of either such class shall not prevent the election at any such meeting or adjournment thereof of directors by the other class, if the necessary quorum of the holders of such other class shall be present at such meeting or any adjournment thereof; and provided further, that in the absence of a quorum of holders of stock of either class, a majority of the holders of the stock of such class who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such class from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such class shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the



purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the total number of shares of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or

authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the total number of shares of Preferred Stock then outstanding:

(1) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the corporation available for the payment of interest for a period of twelve

consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the corporation applicable to the Common Stock and the surplus of the corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation or winding up of the corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the corporation, the corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the corporation applicable to the Common Stock and the surplus of the corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the corporation with those of the corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the board of directors of the corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the net assets of the corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the

corporation, or of any security convertible into capital stock of the corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the board of directors may cause the corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the board of directors may deem advisable.

(m) The corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this corporation."

3. The foregoing amendment of said Article VI of the Articles of Incorporation as amended was adopted by the shareholders of said corporation at a regular annual meeting held April 29, 1964 at Portland, Oregon, in the notice of which action on the

proposed change had been set forth. There were 7,900,000 shares of said corporation's Common capital stock outstanding and entitled to vote on the adoption of said amendments at said annual meeting held April 29, 1964. The proposed Amendment of Article VI of said Articles of Incorporation as amended as hereinbefore set forth was adopted by the vote of holders of 5,909,216 shares of the Common stock of said corporation and holders of 297,146 shares voted against adoption of said amendment.

DATED May 12, 1964.

PORTLAND GENERAL ELECTRIC COMPANY

By Frank M. Warren  
President

and Clarence D. Phillips  
Secretary

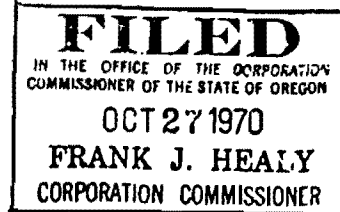
STATE OF OREGON, }  
County of Multnomah. } ss.

I, Alma L. Wilson, a notary public, do hereby certify that on this 12th day of May 1964, personally appeared before me FRANK M. WARREN and CLARENCE D. PHILLIPS, who each being by me first duly sworn, severally declared that they are the President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

Alma L. Wilson  
Notary Public for Oregon.  
My commission expires: 2-17-65

STATEMENT OF  
RESOLUTION ESTABLISHING SERIES OF SHARES  
of  
PORTLAND GENERAL ELECTRIC COMPANY

FILE NO. 34142



To the Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on October 26, 1970:

Resolved, that there be and hereby is established a series of Preferred Stock designated as the "9.76 % Series Cumulative Preferred Stock", consisting of 100,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the First Series". Shares of Preferred Stock of the First Series shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the First Series shall be 9.76% per annum. Dividends upon shares of Preferred Stock of the First Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter.
2. Shares of Preferred Stock of the First Series may be redeemed, as a whole or in part at the option of the Company at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$110 if redeemed prior to November 1, 1980, \$107 if redeemed on and after November 1, 1980, and prior to November 1, 1983; \$104 if redeemed on and after November 1, 1983, and prior to November 1, 1986; and \$101 if redeemed on and after November 1, 1986; provided, however, that prior to November 1, 1980, no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 9.76% per annum.

3. In the event of any involuntary dissolution, liquidation or winding up of the corporation, holders of Preferred Stock of the First Series shall be entitled to be paid out of the net assets of the corporation available for distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

Dated October 27, 1970.

PORTLAND GENERAL ELECTRIC COMPANY

By Frank M. Warren  
Its President

and Clarence D. Phillips  
Its Secretary

STATE OF OREGON,           )  
                                  ) ss.  
COUNTY OF MULTNOMAH.    )

I, Mabel Slaten, a Notary Public, do hereby certify that on this 27th day of October, 1970, personally appeared before me Frank M. Warren and Clarence D. Phillips, who declared he is President of the corporation and that he is Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Mabel Slaten  
Notary Public for Oregon

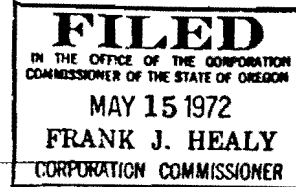
My commission expires: November 13, 1973



FILE NO. 34142

Articles of Amendment  
of

PORTLAND GENERAL ELECTRIC COMPANY  
(Present (not new) Corporate Name)



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

May 3, 19 72:

(The article or articles being amended should be set forth in full as they will be amended to read.)

ARTICLE VI

The amount of the capital stock of the corporation is:

COMMON STOCK. Forty-five Million Dollars (\$45,000,000) divided into twelve million (12,000,000) shares of common stock; and the par value of each share of such common stock is Three and 75/100 Dollars (\$3.75).

PREFERRED STOCK. The Preferred Stock of this corporation shall be divided into 1,000,000 shares of the par value of \$100 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations and relative rights of each class of the capital stock of the corporation, namely, the Preferred Stock of the par value of \$100 per share and the Common Stock

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3. Indicate total number of shares which, at time of adoption of amendment, were outstanding \_\_\_\_\_; entitled to vote thereon \_\_\_\_\_; voted for amendment \_\_\_\_\_; voted against amendment \_\_\_\_\_.

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Shares Voted	
		For	Against
Common	9,500,000	7,111,936	251,601
Preferred	100,000	84,381	1,730

5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows: Not applicable.

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$\_\_\_\_\_. Change effected as follows: Not applicable.

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

Frank R. Norman and H. H. Thompson  
\_\_\_\_\_  
President Secretary

Dated May 10, 19 72

of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the corporation to establish series of Preferred Stock and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) The shares of the Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock and all other classes of capital stock of the corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock into series and, within the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the board of directors so to fix and determine with respect to any series of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative,

and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single class irrespective of series and not by different series.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the board of directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the board of directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the board of directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the board of directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the corporation available for distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of

the corporation, whether voluntary or involuntary, the net assets of the corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the corporation, at its election expressed by resolution of the board of directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the board of directors shall determine.

In the event the corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the corporation, and on and after the date fixed for redemption and specified in such notice (unless the corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the corporation with respect to such shares and shall have no interest in or claim against the corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business

in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the corporation with respect to such shares and shall have no interest in or claim against the corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the corporation forthwith. The corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have a right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred

dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the total number of shares of Preferred Stock then outstanding. Such meeting shall be called by the secretary of the corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the corporation, then the holders of at least 10% of the total number of shares of Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding shares of Preferred Stock, voting separately as a class irrespective of series, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the board of directors, anything herein or in the bylaws of the corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of shares of Preferred Stock then outstanding shall be required to constitute a quorum of

such class for the election of directors, and the presence in person or by proxy of the holders of a majority of the total number of shares of Common Stock then outstanding shall be required to constitute a quorum of such class for the election of directors; provided, however, that the absence of a quorum of the holders of stock of either such class shall not prevent the election at any such meeting or adjournment thereof of directors by the other class, if the necessary quorum of the holders of such other class shall be present at such meeting or any adjournment thereof; and provided further, that in the absence of a quorum of holders of stock of either class, a majority of the holders of the stock of such class who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such class from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such class shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the total number of shares of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred



Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the total number of shares of Preferred Stock then outstanding:

(1) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such

shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the corporation applicable to the Common Stock and the surplus of the corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation or winding up of the corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the corporation, the corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the corporation applicable to the Common Stock and the surplus of the corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the corporation with those of the corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any

meeting, regular or special, of the stockholders of the corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the board of directors of the corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the net assets of the corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the corporation, or of any security convertible into capital stock of the corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the board of directors may cause the corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the board of directors may deem advisable.

(m) The corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (1) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this corporation."

FILE NO. 34142

STATEMENT OF  
RESOLUTION ESTABLISHING SERIES OF SHARES  
of  
PORTLAND GENERAL ELECTRIC COMPANY



To the Corporation Commissioner  
of the State of Oregon

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on June 19, 1972.

RESOLVED, that there be and hereby is established a series of Preferred Stock designated as the "7.95% Series Cumulative Preferred Stock," consisting of 300,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Second Series." Shares of Preferred Stock of the Second Series shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended, of this corporation.

1. The rate of dividend payable upon shares of Preferred Stock of the Second Series shall be 7.95% per annum. Dividends upon shares of Preferred Stock of the Second Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter, provided, however, that the first dividend on the Preferred Stock of the Second Series shall be payable on October 15, 1972.
2. Shares of Preferred Stock of the Second Series may be redeemed, as a whole or in part at the option of the Company at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$108 if redeemed prior to July 1, 1977; \$105.50 if redeemed on and after July 1, 1977, and prior to July 1, 1982; \$103 if redeemed on and after July 1, 1982, and prior to July 1, 1987; and \$101 if redeemed

on and after July 1, 1987; provided, however, that prior to July 1, 1977, no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 7.95% per annum.

3. In the event of any voluntary dissolution, liquidation or winding up of the corporation, holders of Preferred Stock of the Second Series shall be entitled to be paid out of the net assets of the corporation available for distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

Dated

PORTLAND GENERAL ELECTRIC COMPANY

By *Robert H. Short*  
Senior Vice President  
and *H. H. Phillips*  
Its Secretary

STATE OF OREGON,           )  
                                  ) ss.  
COUNTY OF MULTNOMAH )

I, Mabel Slaten, a Notary Public, do hereby certify that on this 19th day of June, 1972, personally appeared before me Robert H. Short and H. H. Phillips, who declared he is a Senior Vice President of the corporation and that he as Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

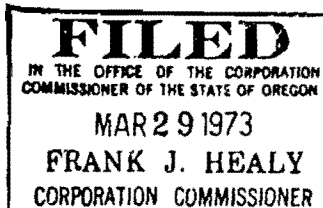
*Mabel Slaten*  
Notary Public for Oregon

My commission expires: November 13, 1973

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STATEMENT OF  
RESOLUTION ESTABLISHING SERIES OF SHARES  
of  
PORTLAND GENERAL ELECTRIC COMPANY

FILE NO. 34142



To the Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on March 27, 1973.

Resolved, that there be and hereby is established a series of Preferred Stock designated as the "7.88% Series Cumulative Preferred Stock", consisting of 200,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Third Series". Shares of Preferred Stock of the Third Series shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the Third Series shall be 7.88% per annum. Dividends upon shares of Preferred Stock of the Third Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter, provided, however, that the first dividend on the Preferred Stock of the Third Series shall be payable on July 15, 1973.
2. Shares of Preferred Stock of the Third Series may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$108.00 if redeemed prior to April 1, 1978; \$105.50 if redeemed on and after April 1, 1978, and prior to April 1, 1983; \$103.00 if redeemed on and after April 1, 1983, and prior to April 1, 1988; and \$101.00 if redeemed on and after April 1, 1988; provided, however, that prior to April 1, 1978, no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 7.88% per annum.

3. In the event of any involuntary dissolution, liquidation or winding up of the corporation, holders of Preferred Stock of the Third Series shall be entitled to be paid out of the net assets of the corporation available for distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

Dated March 27, 1973

PORTLAND GENERAL ELECTRIC COMPANY

By Robert H. Short  
Senior Vice President

and Warren Hastings  
Assistant Secretary

STATE OF OREGON,       )  
                              ) ss.  
COUNTY OF MULTNOMAH. )

I, Mabel Slaten, a Notary Public, do hereby certify that on this 27th day of March, 1973, personally appeared before me Robert H. Short and Warren Hastings, who declared he is Senior Vice President of the corporation and that he is Assistant Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Mabel Slaten  
Notary Public for Oregon

My commission expires: November 13, 1973

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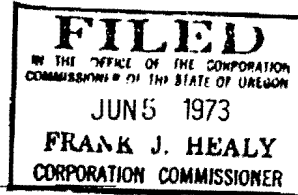


12b-B Articles of Amendment—Gain  
7-71 Submit in duplicate

NO. 34142

Articles of Amendment  
of

PORTLAND GENERAL ELECTRIC COMPANY  
(Present (not new) Corporate Name)



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote there-  
on adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

May 2, 1973:

(The article or articles being amended should be set forth in full as they will be amended to read.)

ARTICLE VI

The amount of the capital stock of the corporation is:

COMMON STOCK. Seventy Five Million Dollars (\$75,000,000) divided into twenty million shares (20,000,000) shares of Common Stock and the par value of each share of such Common Stock is three and seventy five one hundredth dollars (\$3.75).

PREFERRED STOCK. The Preferred Stock of this Corporation shall be divided into 2,000,000 shares of the par value of \$100 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations and relative rights of each class of the capital stock of the corporation, namely, the Preferred Stock of the par value of \$100 per share and the Common Stock

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3. Indicate total number of shares which, at time of adoption of amendment, were outstanding \_\_\_\_\_; entitled to vote thereon \_\_\_\_\_; voted for amendment \_\_\_\_\_; voted against amendment \_\_\_\_\_

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
To increase number of shares of common stock:			
Common	10,500,000	8,054,950	260,298
To increase number of shares of preferred stock:			
Common	10,500,000	7,635,697	323,673
Preferred	400,000	266,226	9,635
5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the			

5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows: Not applicable.

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$ 275,000,000 Change effected as follows: ~~Not applicable~~  
WL

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

Frank D. Pomeroy and H. H. Auer  
\_\_\_\_\_  
President Secretary

Dated June 1, 1973

100-0000-0010-0023

of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the corporation to establish series of Preferred Stock and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) The shares of the Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock and all other classes of capital stock of the corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock into series and, within the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the board of directors so to fix and determine with respect to any series of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative,

and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single class irrespective of series and not by different series.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the board of directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the board of directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the board of directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the board of directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the corporation available for distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of

the corporation, whether voluntary or involuntary, the net assets of the corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the corporation, at its election expressed by resolution of the board of directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the board of directors shall determine.

In the event the corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the corporation, and on and after the date fixed for redemption and specified in such notice (unless the corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the corporation with respect to such shares and shall have no interest in or claim against the corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business

in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the corporation with respect to such shares and shall have no interest in or claim against the corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the corporation forthwith. The corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred

dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the total number of shares of Preferred Stock then outstanding. Such meeting shall be called by the secretary of the corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the corporation, then the holders of at least 10% of the total number of shares of Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding shares of Preferred Stock, voting separately as a class irrespective of series, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the board of directors, anything herein or in the bylaws of the corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of shares of Preferred Stock then outstanding shall be required to constitute a quorum of

such class for the election of directors, and the presence in person or by proxy of the holders of a majority of the total number of shares of Common Stock then outstanding shall be required to constitute a quorum of such class for the election of directors, provided, however, that the absence of a quorum of the holders of stock of either such class shall not prevent the election at any such meeting or adjournment thereof of directors by the other class, if the necessary quorum of the holders of such other class shall be present at such meeting or any adjournment thereof; and provided further, that in the absence of a quorum of holders of stock of either class, a majority of the holders of the stock of such class who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such class from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such class shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to reverting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the total number of shares of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred



Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the total number of shares of Preferred Stock then outstanding:

(1) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such

shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the corporation applicable to the Common Stock and the surplus of the corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation or winding up of the corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the corporation, the corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the corporation applicable to the Common Stock and the surplus of the corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the corporation with those of the corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any

meeting, regular or special, of the stockholders of the corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the board of directors of the corporation out of any funds legally available for the payment of dividends.

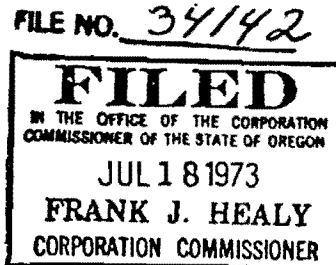
(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the net assets of the corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the corporation, or of any security convertible into capital stock of the corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the board of directors may cause the corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the board of directors may deem advisable.

(m) The corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

STATEMENT OF  
RESOLUTION ESTABLISHING SERIES OF SHARES  
of  
PORTLAND GENERAL ELECTRIC COMPANY



To the Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on July 16, 1973.

Resolved, that there be and hereby is established a series of Preferred Stock designated as the "8.20% Series Cumulative Preferred Stock", consisting of 200,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Fourth Series". Shares of Preferred Stock of the Fourth Series shall have the following relative rights and preferences in addition to those fixed the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the Fourth Series shall be 8.20% per annum. Dividends upon shares of Preferred Stock of the Fourth Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter, provided, however, that the first dividend on the Preferred Stock of the Fourth Series shall be payable on October 15, 1973.
2. Shares of Preferred Stock of the Fourth Series may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$108.20 if redeemed prior to July 1, 1978; \$105.50 if redeemed on and after July 1, 1978, and prior to July 1, 1983; \$103.00 if redeemed on and after July 1, 1983, and prior to July 1, 1988; and \$101.00 if redeemed on and after July 1, 1988; provided, however, that prior to July 1, 1978, no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 8.20% per annum.

(n) The provisions of subdivision (1) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this corporation."

3. In the event of any dissolution, liquidation or winding up of the corporation, holders of Preferred Stock of the Fourth Series shall be entitled to be paid out of the net assets of the corporation available for distribution to its shareholders \$100 per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

Dated July 17, 1973

PORTLAND GENERAL ELECTRIC COMPANY

By Hilbert S. Johnson  
Senior Vice President

and Warren Hastings  
Assistant Secretary

STATE OF OREGON,           )  
                                  ) ss.  
COUNTY OF MULTNOMAH.    )

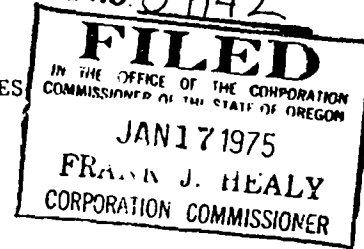
I, Mabel Slaten, a Notary Public, do hereby certify that on this 17th day of July, 1973, personally appeared before me Hilbert S. Johnson and Warren Hastings, who declared he is Senior Vice President of the corporation and that he is Assistant Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Mabel Slaten  
Notary Public for Oregon

My commission expires: November 13, 1973

STATEMENT OF,  
RESOLUTION ESTABLISHING SERIES OF SHARES  
of  
PORTLAND GENERAL ELECTRIC COMPANY



To the Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on January 15, 1975.

RESOLVED, that there be and hereby is established a series of Preferred Stock designated as the "11.50% Series Cumulative Preferred Stock", consisting of 300,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Fifth Series". Shares of Preferred Stock of the Fifth Series shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the Fifth Series shall be 11.50% per annum. Dividends upon shares of Preferred Stock of the Fifth Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter, provided, however, that the first dividend on the Preferred Stock of the Fifth Series shall be payable on April 15, 1975.
2. Shares of Preferred Stock of the Fifth Series may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$111.50 if redeemed prior to January 15, 1980; \$108.00 if redeemed on and after January 15, 1980, and prior to January 15, 1985; \$104.50 if redeemed on and after January 15, 1985, and prior to January 15, 1990; and \$101.00 if redeemed on and after January 15, 1990; provided, however, that prior to January 15, 1985, no such redemption may be made, directly or indirectly, out of the proceeds of or

in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 11.50% per annum.

3. Subject to the provisions of Paragraph (d) of Article VI of the Articles of Incorporation, as amended, prior to January 15, 1976 and prior to January 15 in each year thereafter, so long as any of the Preferred Stock of the Fifth Series shall remain outstanding, the Company shall deposit with the Transfer Agent, as a Sinking Fund for the Preferred Stock of the Fifth Series, an amount sufficient to redeem a minimum of 15,000 shares of the Preferred Stock of the Fifth Series plus an amount equal to dividends accrued thereon to each such January 15 and, in addition, the Company may, at its option, deposit an amount sufficient to retire through the operation of the Sinking Fund not more than 15,000 additional shares of Preferred Stock of the Fifth Series prior to each such January 15, but the right to make such optional deposit shall not be cumulative and shall not reduce any subsequent mandatory Sinking Fund payment for the Preferred Stock of the Fifth Series; provided, that the Company shall not declare or pay or set apart for, or make or order any other distribution in respect of, or purchase or otherwise acquire for value any shares of, the Common Stock of the Company, or any class of stock as to which the Preferred Stock of the Company has priority as to payments of dividends, unless all amounts required to be paid or set aside for any Sinking Fund payment to retire shares of the Preferred Stock of the Fifth Series shall have been paid or set aside. The Transfer Agent shall apply the moneys in the Sinking Fund to redeem on January 15, 1976 and on January 15 in each year thereafter, in accordance with the provisions set forth herein, shares of the Preferred Stock of the Fifth Series at One Hundred Dollars (\$100.00) per share, plus dividends accrued to the date of redemption. The Company may, upon notice to the Transfer Agent prior to a date 75 days prior to the redemption date in any year in which the Company shall be obligated to redeem shares of the Preferred Stock of the Fifth Series through the operation of the Sinking Fund, elect to reduce its obligation in respect of the redemption of shares so required to be redeemed by directing that any shares of the Preferred Stock of the Fifth Series previously purchased by the Company (other than



shares purchased pursuant to the operation of the Sinking Fund or previously applied as a credit against the Sinking Fund) shall be applied as a credit, in whole or in part, in an amount equal to the aggregate par value of the shares so applied, against the aggregate par value of the shares required to be redeemed in such year pursuant to the operation of the Sinking Fund.

4. In the event of any dissolution, liquidation or winding up of the Company, holders of Preferred Stock of the Fifth Series shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders One Hundred Dollars (\$100.00) per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

Dated January 15, 1975

PORTLAND GENERAL ELECTRIC COMPANY

By Robert H. Short  
Executive Vice President and Treasurer

and Warren Hastings  
Assistant Secretary

STATE OF OREGON,       )  
                              ) ss.  
COUNTY OF MULTNOMAH. )

I, Helen Reese, a Notary Public, do hereby certify that on this 15th day of January, 1975, personally appeared before me Robert H. Short and Warren Hastings, who declared he is Executive Vice President and Treasurer of the corporation and that he is Assistant Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

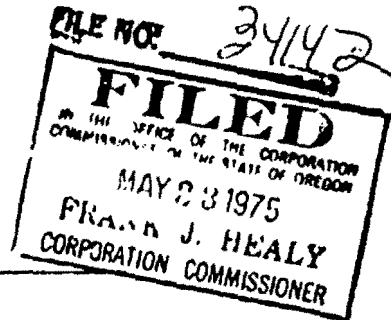
IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year before written.

Helen L. Reese  
Notary Public of Oregon  
My commission expires: May 9, 1977

12b-B: Articles of Amendment-For Gain  
7-74 Submit in duplicate

Articles of Amendment  
of

Portland General Electric Company  
(Present (not new) Corporate Name)



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

April 30, 1975:

(The article or articles being amended should be set forth in full as they will be amended to read.)

ARTICLE VI.

The amount of the capital stock of the Corporation is:

COMMON STOCK. Seventy-five million dollars (\$75,000,000) divided into twenty million (20,000,000) shares of Common Stock and the par value of each share of such Common Stock is three and seventy-five one hundredth dollars (\$3.75).

PREFERRED STOCK. Preferred Stock of this Corporation shall consist of a class having a total par value of \$160,000,000 divided into 1,600,000 shares having the par value of \$100 per share issuable in series as herein-after provided and a class having a total par value of \$40,000,000 divided into 1,600,000 shares having the par value of \$25 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed

3. Indicate total number of shares which, at time of adoption of amendment, were outstanding \_\_\_\_\_; entitled to vote thereon \_\_\_\_\_; voted for amendment \_\_\_\_\_; voted against amendment \_\_\_\_\_

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
Common	13,500,000	10,271,709.982	341,789.960
Preferred	1,100,000	748,791	25,900

5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows:

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$\_\_\_\_\_. Change effected as follows:

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

Robert N. Platt and H. H. Thompson  
Executive Vice President Secretary

May 22, 1935

by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series a class of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof

shall be cumulative, and the relative rights and preferences set for above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, each \$100 par value share having four times the weight of each \$25 par value share.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the board of directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the board of directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the board of directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the board of directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the par value of each share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless

such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the board of directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the board of directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the board of directors, anything herein or in the bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election



of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding

the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of

new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the

Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the board of directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the board of directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the board of directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this Corporation.

STATEMENT OF  
RESOLUTION ESTABLISHING SERIES OF SHARES  
OF  
PORTLAND GENERAL ELECTRIC COMPANY

34142  
FILED  
OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF OREGON  
MAR 25 1976  
FRANK J. HEALY  
CORPORATION COMMISSIONER

To the Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on March 24, 1976.

RESOLVED, that there be and hereby is established a series of Preferred Stock designated as the "\$2.60 Series Cumulative Preferred Stock", consisting of 1,000,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the First Series, \$25 Par Value". Shares of Preferred Stock of the First Series, \$25 Par Value, shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the First Series, \$25 Par Value, shall be \$2.60 per annum. Dividends upon shares of Preferred Stock of the First Series, \$25 Par Value, shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter, provided, however, that the first dividend on the Preferred Stock of the First Series, \$25 Par Value, shall be payable on July 15, 1976.
2. Shares of Preferred Stock of the First Series, \$25 Par Value, may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$30.00 if redeemed prior to April 1, 1981; \$29.20 if redeemed thereafter and prior to April 1, 1986; \$28.40 if redeemed thereafter and prior to April 1, 1991; and \$27.625 if redeemed thereafter; provided, however, that prior to April 1, 1981, no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate

(calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 9.50% per annum.

3. In the event of any dissolution, liquidation or winding up of the Company, holders of Preferred Stock of the First Series, \$25 Par Value, shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders Twenty-five Dollars (\$25.00) per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

Dated March 25, 1976

PORTLAND GENERAL ELECTRIC COMPANY

By Robert H. Short  
Executive Vice President

and Warren Hastings  
Assistant Secretary

STATE OF OREGON     )  
                          ) ss.  
COUNTY OF MULTNOMAH)

I, Edward P. Miska, a Notary Public, do hereby certify that on this 25th day of March, 1976, personally appeared before me Robert H. Short and Warren Hastings, who declared he is the Executive Vice President of the corporation and that he is an Assistant Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledge that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year before written.

Edward P. Miska  
Notary Public of Oregon  
My commission expires: July 30, 1978

STATEMENT OF RESOLUTION ESTABLISHING  
SERIES OF SHARES:

NAME: PORTLAND GENERAL  
ELECTRIC COMPANY

Cash: Michael McCoy

FEES: \$5.00

Overcounter



0000 0000 0010 0109



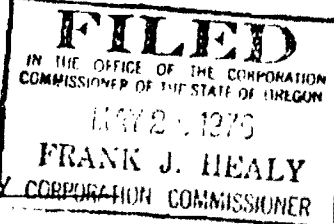
12b-B Articles of Amendment—F Gain  
7-74 Submit in duplicate

## Articles of Amendment

of

Portland General Electric Company  
(Present (not new) Corporate Name)

FILE NO. 34142



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

May 12, 1976:

(The article or articles being amended should be set forth in full as they will be amended to read.)

### ARTICLE VI.

The amount of the capital stock of the Corporation is:

**COMMON STOCK.** One Hundred Twelve Million Five Hundred Thousand Dollars (\$112,500,000) divided into thirty million shares (30,000,000) of common stock and the par value of each share of such common stock is three and seventy five one hundredths dollars (\$3.75).

**PREFERRED STOCK.** Preferred Stock of this Corporation shall consist of a class having a total par value of \$160,000,000 divided into 1,600,000 shares having the par value of \$100 per share issuable in series as herein-after provided and a class having a total par value of \$40,000,000 divided into 1,600,000 shares having the par value of \$25 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations and relative rights of each class of the capital stock of the Corporation, namely the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed

\*\*\*\*\*5.00  
1501  
MAY 28-76

3. Indicate total number of shares which, at time of adoption of amendment, were outstanding 17,500,000; entitled to vote thereon 17,500,000; voted for amendment 12,665,840.123; voted against amendment 585,682.249.

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted For</u>	<u>Against</u>
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5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows:

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$\_\_\_\_\_. Change effected as follows:

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

Frank P. Harris and H. H. Phillips  
\_\_\_\_\_  
President Secretary

Dated May 25 1976

by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series a class of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof

shall be cumulative, and the relative rights and preferences set for above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, each \$100 par value share having four times the weight of each \$25 par value share.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the board of directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the board of directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the board of directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the board of directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the par value of each share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless

such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the board of directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the board of directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the board of directors, anything herein or in the bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be Directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election

of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding



the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of

new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the

Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the board of directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

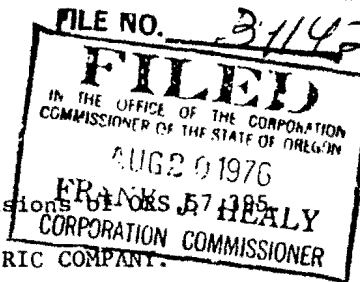
(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the board of directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the board of directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (1) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this Corporation.

STATEMENT OF CANCELLATION  
OF PREFERRED STOCK



The following statement is made pursuant to the provisions of

- I. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- II. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

15,000 shares, preferred stock (\$100 par value), 11.50% Series

- III. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
15,500,000	Common Stock (\$3.75 par value)	---
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
285,000		11.50%

- IV. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$ 58,125,000
Preferred Stock	108,500,000
	<u>\$166,625,000</u>

PORTLAND GENERAL ELECTRIC COMPANY

By

H. H. Phillips  
Vice President

By

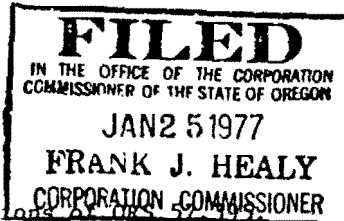
Jack Bane  
Secretary or Assistant Secretary

I, H. H. Phillips, the undersigned, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief it is true, correct and complete.

H. H. Phillips  
Vice President, Secretary  
or Assistant Secretary

FILE NO. 34142

STATEMENT OF CANCELLATION  
OF SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of the Oregon Corporation Code.

- (a) The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- (b) The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

30,000 shares, preferred stock (\$100 par value), 11.50% Series

- (c) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
19,059,909	Common Stock (\$3.75 par value)	--
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
255,000		11.50%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- (d) The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

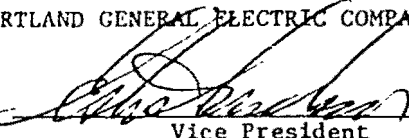
Common Stock	\$ 71,474,659
Preferred Stock	130,500,000
	<u>\$201,974,659</u>

- (e) The articles of incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

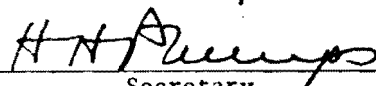
We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

PORTLAND GENERAL ELECTRIC COMPANY

By

  
Vice President

By

  
Secretary

FILE NO. 34142

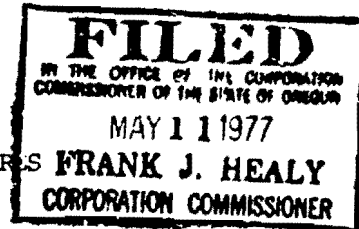
EXHIBIT A

STATEMENT OF

RESOLUTION ESTABLISHING SERIES OF SHARES

of

PORTLAND GENERAL ELECTRIC COMPANY



to the Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 (Section 15, Chapter 549, Oregon Laws 1967) of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the board of directors of the corporation on May 11, 1977.

RESOLVED, that there be and hereby is established a series of Preferred Stock designated as the "8.875% Series Cumulative Preferred Stock, \$100 Par Value", consisting of 270,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Sixth Series". Shares of Preferred Stock of the Sixth Series shall have the following relative rights and preferences in addition to those fixed, and be subject to the limitations imposed, by the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the Sixth Series shall be \$8.875 per annum. Dividends upon shares of Preferred Stock of the Sixth Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter, provided, however, that the first dividend on the Preferred Stock of the Sixth Series shall be payable on July 15, 1977.

2. Shares of Preferred Stock of the Sixth Series may be redeemed, as a whole or in part, at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption:

If Redeemed  
During 12 Months'  
Period Beginning  
May 1

Redemption  
Price

1977	\$108.875
1978	\$108.408
1979	\$107.941
1980	\$107.474
1981	\$107.007
1982	\$106.540
1983	\$106.073
1984	\$105.606
1985	\$105.139
1986	\$104.672

If Redeemed  
During 12 Months'  
Period Beginning  
May 1

Redemption  
Price

1987	\$104.205
1988	\$103.738
1989	\$103.271
1990	\$102.804
1991	\$102.337
1992	\$101.870
1993	\$101.403
1994	\$100.936
1995	\$100.469
1996 and thereafter	\$100.000

provided, however, that prior to May 1, 1987, no such redemption may be made, directly or indirectly, (a) out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company if, (i) such borrowings or debt obligations have an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) yielding at the initial public offering price less than 8.875% per annum or (ii) such borrowings or debt obligations have a weighted average life to maturity (calculated in accordance with generally accepted financial practice) less than the remaining weighted average life (so calculated) of the outstanding shares of Preferred Stock of the Sixth Series (before giving effect to the proposed redemption), or (b) out of the proceeds of or in anticipation of the issuance of additional shares of capital stock of the Company if (i) such shares have a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such issuance) yielding at the initial public offering price less than 8.875% per annum or (ii) such shares have a weighted average life (calculated in accordance with generally accepted financial practice) less than the remaining weighted average life (so calculated) of the outstanding shares of Preferred Stock of the Sixth Series (before giving effect to the proposed redemption).

3. The Company shall, as a sinking fund for the Preferred Stock of the Sixth Series, upon at least 30 days' notice, call for redemption on April 15, 1983 and April 15 in each year thereafter, at a redemption price of \$100 per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption, 18,000 shares of Preferred Stock of the Sixth Series. The Company may at its option on any such April 15 increase by 18,000 shares the number of shares of Preferred Stock of the Sixth Series required as aforesaid to be redeemed for the sinking fund on such April 15; provided, however, that the right to make such optional increase shall not be cumulative and shall not reduce the number of shares of Preferred Stock of the Sixth Series required to be redeemed for the sinking fund on any succeeding April 15; and provided further, however, that the aggregate number of shares of Preferred Stock of the Sixth Series which may be so redeemed for the sinking fund at the option of the Company shall not exceed 180,000.



No redemption of shares of Preferred Stock of the Sixth Series pursuant to Paragraph 2 above shall constitute a redemption of such shares in lieu of or as a credit against the obligation of the Company to redeem shares of Preferred Stock of the Sixth Series for the sinking fund. The obligation of the Company to redeem shares of Preferred Stock of the Sixth Series for the sinking fund shall be subject to any restrictions now existing in the Company's Indenture of Mortgage and Deed of Trust dated July 1, 1945, as heretofore supplemented (including any extension of said existing restrictions in said Indenture of Mortgage and Deed of Trust for the benefit of any series of Bonds hereafter issued thereunder) and subject to any applicable restrictions of law. In addition, no shares of Preferred Stock of the Sixth Series shall be redeemed for the sinking fund at any time when dividends payable on any shares of Preferred Stock of the Sixth Series shall be in arrears. Notwithstanding the foregoing provisions of this Paragraph 3, the obligation of the Company to redeem shares of Preferred Stock of the Sixth Series for the sinking fund annually commencing on April 15, 1983, pursuant to this Paragraph 3, shall be cumulative, and unless full cumulative redemptions of shares of Preferred Stock of the Sixth Series for the sinking fund required by this Paragraph 3 have been made, the Company shall not declare or pay or set apart for payment any dividends on, or make or order any other distribution in respect of, or purchase or otherwise acquire for value, any shares of the Common Stock of the Company, or any class of stock as to which the Preferred Stock of the Company has priority as to the payment of dividends.

4. The Company shall not redeem or purchase any shares ranking on a parity with the Preferred Stock of the Sixth Series as to assets or dividends, and shall not set apart money for any such purpose, at any time when full cumulative redemptions of shares of Preferred Stock of the Sixth Series for the sinking fund required by Paragraph 3 above have not been made; except that, at any time when full cumulative redemptions of shares of Preferred Stock of the Sixth Series for the sinking fund required by Paragraph 3 above have not been made and when arrears exist in any sinking or analogous fund retirement required for any shares ranking as aforesaid on a parity with shares of Preferred Stock of the Sixth Series, the Company may redeem or purchase for the respective funds shares of Preferred Stock of the Sixth Series and such other shares, pro rata, as nearly as practicable, according to the amounts in dollars of the arrears in redemptions or purchases required by the respective funds.

5. If less than all of the shares of Preferred Stock of the Sixth Series are to be redeemed, the redemption shall be made pro rata as nearly as practicable, according to the number of shares held by the respective holders, with adjustments to the extent practicable to equalize for any prior redemptions, provided that only full shares shall be redeemed.

6. Shares of Preferred Stock of the Sixth Series which have been redeemed shall not be reissued, resold or otherwise transferred by the Company as shares of Preferred Stock of the Sixth Series.

7. The Company shall not purchase, redeem or otherwise retire any shares of Preferred Stock of the Sixth Series except by a redemption thereof pursuant to Paragraph 2 or 3 above.

8. The number of authorized shares of Preferred Stock of the Sixth Series shall not be increased.

9. In the event of any dissolution, liquidation or winding up of the Company, holders of Preferred Stock of the Sixth Series shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders, a sum equal to the optional redemptions price specified in Paragraph 2 above in effect at that date, together with accrued and unpaid dividends to the date of payment, and no more, if such dissolution, liquidation or winding up is voluntary, and a sum equal to One Hundred Dollars (\$100.00) per share, together with accrued and unpaid dividends to the date of payment, and no more, if such dissolution, liquidation or winding up is involuntary.

Dated May 11, 1977

PORTLAND GENERAL ELECTRIC COMPANY

By Robert H. Short  
President

and Warren Hastings  
Assistant Secretary

STATE OF OREGON        ) ss  
COUNTY OF MULTNOMAH )

I, Maxine Hanson, a Notary Public, do hereby certify that on this 11th day of May 1977, personally appeared before me Robert H. Short and Warren Hastings, who declared he is the President of the corporation and that he is an Assistant Secretary of the corporation executing the foregoing document, and each for himself being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

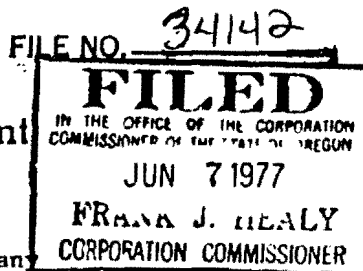
IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year before written.

Maxine A. Hanson  
Notary Public of Oregon

My commission expires July 5, 1980.

Articles of Amendment  
of

Portland General Electric Company  
(Present (not new) Corporate Name)



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote there-  
in adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

May 11, 1977:

(The article or articles being amended should be set forth in full as they will be amended to read.)

ARTICLE VI.

The amount of the capital stock of the Corporation is:

COMMON STOCK. One Hundred Twelve Million Five Hundred Thousand Dollars (\$12,500,000) divided into thirty million shares (30,000,000) of Common Stock and the par value of each share of such Common Stock is three and seventy-five one hundredths dollars (\$3.75).

PREFERRED STOCK. Preferred Stock of this Corporation shall consist of a class having a total par value of \$250,000,000 divided into 2,500,000 shares having a par value of \$100 per share issuable in series as hereinafter provided and a class having a total par value of \$150,000,000 divided into 6,000,000 shares having the par value of \$25 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and

of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine, with respect to any series, a class of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be conveyed.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to

the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set for above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote, or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, each \$100 par value share having four times the weight of each \$25 par value share.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July, and October in each year or on such other date or dates as the Board of Directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the Board of Directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the Board of Directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation, or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for

distribution to its shareholders the par value of each share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation, or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation, or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency, or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency, or instrumentality thereof, or (3) a district, cooperative, or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation, or winding up; and a consolidation, merger, or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the Board of Directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with

respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the Corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, New York, the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of non-exercise, after the date of such deposit, of any right of redemption or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.



(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g), and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10 percent of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within 30 days after personal service of such written request upon the secretary of the Corporation or within 30 days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10 percent of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the Board



of Directors, anything herein to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to reversion in the event of each and every subsequent like default in preferred dividends. Upon the termination of any

such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter, or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration, or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter, or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place, and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place, and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of 12 consecutive calendar months within the 5 calendar months immediately preceding the issuance of such shares (including, in any

such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter, or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration, or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter, or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place, and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place, and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of 12 consecutive calendar months within the 15 calendar months immediately preceding the issuance of such shares (including, in any

case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of 12 consecutive calendar months within the 15 calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned, or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter

pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation, or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation, or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place, and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the Corporation, notice of the time, place, and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g), and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the Board of Directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the Board of Directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this Corporation.

3. Indicate total number 24,190,810 shares which, at time of adoption of amendment, were outstanding (May 11); entitled to vote thereon 21,154,248 (March 25); voted for amendment 13,438,408.04; voted against amendment 794,579.82.

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Shares Voted	
		For	Against
Par Value \$25 per share	1,000,000	642,534	30,318
Par Value \$100 per share	1,055,000	554,493	37,982

5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows:

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$\_\_\_\_\_. Change effected as follows:

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete

Robert H. Hunt

and

H. H. Thompson

\_\_\_\_\_  
President

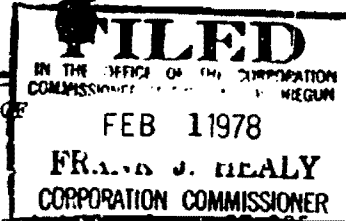
\_\_\_\_\_  
Secretary

Dated June 6, 1977

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FILE NO. 34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of ORS 37.395.

- (a) The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- (b) The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

30,000 shares, Preferred Stock (\$100 par value), 11.50% Series.

- (c) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
22,283,240	Common Stock (\$3.75 par value)	--
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
225,000		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- (d) The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$ 83,562,150
Preferred Stock	154,500,000
	<u>\$238,062,150</u>

- (e) The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

DATED THIS 31ST DAY OF JANUARY, 1978.

PORTLAND GENERAL ELECTRIC COMPANY

By E. P. [Signature]  
Vice President

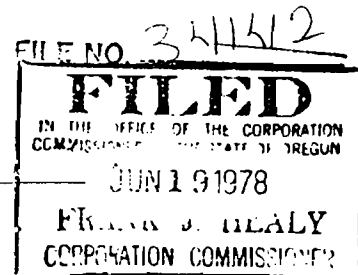
B7 Nella A. [Signature]  
Assistant Secretary

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Articles of Amendment  
of

Portland General Electric Company  
(Present (not new) Corporate Name)



Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote there-  
on adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

May 10, 1977:

(The article or articles being amended should be set forth in full as they will be amended to read.)

ARTICLE VI.

The amount of the capital stock of the Corporation is:

COMMON STOCK. One Hundred Eighty-seven Million Five Hundred Thousand Dollars (\$187,500,000) divided into fifty million shares (50,000,000) of Common Stock and the par value of each share of such Common Stock is three and seventy-five one hundredths dollars (\$3.75).

PREFERRED STOCK. Preferred Stock of this Corporation shall consist of a class having a total par value of \$250,000,000 divided into 2,500,000 shares having a par value of \$100 per share issuable in series as hereinafter provided and a class having a total par value of \$150,000,000 divided into 6,000,000 shares having the par value of \$25 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and

of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine, with respect to any series, a class of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to

the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set for above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote, or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, each \$100 par value share having four times the weight of each \$25 par value share.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July, and October in each year or on such other date or dates as the Board of Directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the Board of Directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the Board of Directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation, or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for

distribution to its shareholders the par value of each share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation, or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation, or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency, or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency, or instrumentality thereof, or (3) a district, cooperative, or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation, or winding up; and a consolidation, merger, or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the Board of Directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with

respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the Corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, New York, the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g), and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10 percent of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within 30 days after personal service of such written request upon the secretary of the Corporation or within 30 days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10 percent of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the Board

of Directors, anything herein or in the bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any

such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter, or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration, or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter, or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place, and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place, and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of 12 consecutive calendar months within the 15 calendar months immediately preceding the issuance of such shares (including, in any



case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of 12 consecutive calendar months within the 15 calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned, or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation, or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter

pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation, or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation, or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (g) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place, and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the Corporation, notice of the time, place, and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g), and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the Board of Directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the Board of Directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this Corporation.

indicate total number of shares which, at time of adoption of amendment, were outstanding  
22,287,489; entitled to vote thereon 22,287,489; voted for amendment 16,138,919.107,  
(May against 1,014,517.592 (March 24) voted

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Shares Voted	
		For	Against

5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows:

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$. Change effected as follows:

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

Robert L. Shaw

and

H. H. Smith

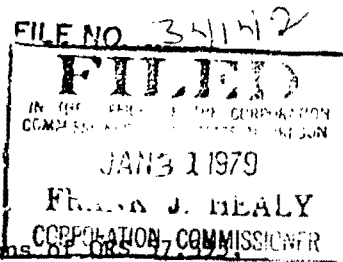
\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

Dated June 9, 1978

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STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of ORS 47.495

- (a) The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- (b) The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:
- 30,000 shares, Preferred Stock (\$100 par value), 11.50% Series.
- (c) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
26,059,032	Common Stock (\$3.75 par value)	--
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
195,000		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- (d) The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$ 97,721,370
Preferred Stock	<u>151,500,000</u>
	<u>\$249,221,370</u>

- (e) The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

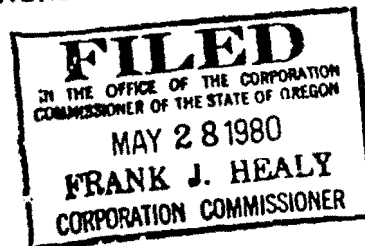
DATED THIS 31ST DAY OF JANUARY, 1979.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By Robert A. Markx  
Assistant Secretary

FILE NO. 34142



## Articles of Amendment

of

Portland General Electric Company  
(Present (not new) Corporate Name)

Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:

Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on

May 14, 1980:

(The article or articles being amended should be set forth in full as they will be amended to read.)

### ARTICLE VI.

The amount of the capital stock of the Corporation is:

**COMMON STOCK.** Three hundred seventy-five million dollars (\$375,000,000) divided into one hundred million shares (100,000,000) of Common Stock and the par value of each share of such Common Stock is three and seventy-five one hundredths dollars (\$3.75).

**PREFERRED STOCK.** Preferred Stock of this Corporation shall consist of a class having a total par value of \$250,000,000 divided into 2,500,000 shares having a par value of \$100 per share issuable in series as hereinafter provided and a class having a total par value of \$50,000,000 divided into 6,000,000 shares having the par value of \$25 per share issuable in series as hereinafter provided.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed

by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series a class of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof

shall be cumulative, and the relative rights and preferences set for above in clauses (1) through (5) of this subdivision (j), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, each \$100 par value share having four times the weight of each \$25 par value share.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the board of directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the board of directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the board of directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the board of directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the par value of each share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless



such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the board of directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the board of directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the board of directors, anything herein or in the bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election

of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to reverting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding

the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges on securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of

new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (k) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the

Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the board of directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the board of directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the board of directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (1) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this Corporation.



3. Indicate total number of shares which, at time of adoption of amendment, were outstanding 35,569,968; entitled to vote thereon 35,569,968; voted for amendment 23,979,168.968; voted against amendment 2,082,914.220

4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment: not applicable

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted For</u>	<u>Against</u>
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5. If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows: not applicable

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$\_\_\_\_\_. Change effected as follows: not applicable

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

Robert V. Shiner

and

James W. Shiner

\_\_\_\_\_  
President

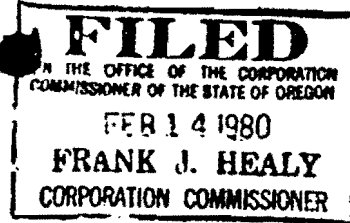
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Secretary

Dated May 23, 1980

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FILE NO.

34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of ORS 57.395.

- (A) The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- (B) The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:
- 15,000 shares, Preferred Stock (\$100 par value), 11.50% Series.
- (C) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
35,531,994	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
180,000		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- (D) The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$133,244,977.50
Preferred Stock	150,000,000.00
	<u>\$283,244,977.50</u>

- (E) The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalties of perjury, that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 31ST DAY OF JANUARY, 1980.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice-President

By Janis Rigney  
Assistant Secretary

FILE NO.

34142

**FILED**  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF OREGON

OCT 29 1980

FRANK J. HEALY

CORPORATION COMMISSIONER

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of shares cancelled, in anticipation of the January 15, 1981 Sinking Fund requirement, itemized by classes and series, is as follows:

15,000 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation is as follows:

Shares Issued	Class	Series
36,015,403	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
165,000		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$135,057,761.25
Preferred Stock	148,500,000.00
	<u>\$283,557,761.25</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 23RD DAY OF OCTOBER, 1980.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By James M. Rigney  
Assistant Secretary

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FILE NO. 34142  
**FILED**  
 OFFICE OF THE CORPORATION  
 COMMISSIONER OF THE STATE OF OREGON  
 MAY 20 1981  
 FRANK J. HEALY  
 CORPORATION COMMISSIONER

**STATEMENT OF CANCELLATION OF  
 SHARES OF PREFERRED STOCK**

The following statement is made pursuant to the provisions of ORS 57.105.

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

6,000 shares, Preferred Stock (\$100 par value),  
 11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
39,362,957	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
159,000		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$147,611,088.75
Preferred Stock	147,900,000.00
	<u>\$295,511,088.75</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 14th DAY OF MAY, 1981.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
 Vice President

By Janis M. Rigney  
 Assistant Secretary

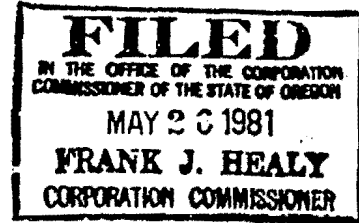
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12b-B Articles of Amendment—For Gain  
7-74 Submit in duplicate

FILE NO.

34142



## Articles of Amendment

of

Portland General Electric Company  
(Present (not new) Corporate Name)

Pursuant to ORS 57.360(1), a majority of the shareholders of the corporation entitled to vote thereon adopt the following Articles of Amendment:

1. The name of the corporation prior to this amendment is:  
Portland General Electric Company

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on  
May 20, 1981:

(The article or articles being amended should be set forth in full as they will be amended to read.)

### ARTICLE VIII

Any vacancy occurring in the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by the remaining Directors until the next election of the Stockholders.

MAY 26-81 3762 \*\*\*\$57.00

3. Indicate total number of shares which, at time of adoption of amendment, were outstanding 39,223,207; entitled to vote thereon 39,223,207; voted for amendment 27,519,518; voted against amendment 1,040,360.


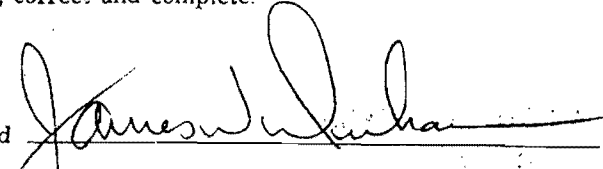
4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment: N/A

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted For</u> <u>Against</u>
--------------	--	--

5 If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein, the exchange, reclassification or cancellation shall be effected as follows: N/A

6. If amendment effects a change in amount of stated capital, the amount of stated capital as changed is \$\_\_\_\_\_ Change effected as follows:  
N/A

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

 and   
\_\_\_\_\_  
President Secretary

Dated May 21, 1981

FILE NO. 34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

JUL 15 1981  
FRANK J. DOLLY  
CORPORATION COMMISSIONER

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

1,046 shares, Preferred Stock (\$100 par value),  
11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

Shares Issued	Class	Series
39,405,323	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
157,954		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$147,769,961.25
Preferred Stock	147,795,400.00
	<u>\$295,565,361.25</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 9TH DAY OF JULY, 1981.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By James M. Rigney  
Assistant Secretary

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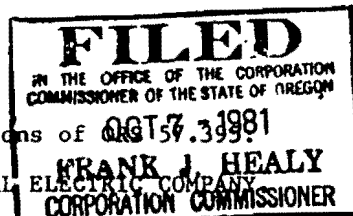
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STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of ORS 57.349:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

2,530 shares, Preferred Stock (\$100 par value),  
11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
39,570,722	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
155,424		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$148,390,207.50
Preferred Stock	147,542,400.00
	<u>\$295,932,607.50</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 6TH DAY OF AUGUST, 1981.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By Wm. [Signature]  
Assistant Secretary

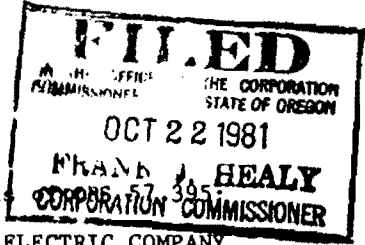
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FILE NO 3442

**STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK**



The following statement is made pursuant to the provisions

A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.

B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

2,230 shares, Preferred Stock (\$100 par value),  
11.50% Series.

C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
39,655,984	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
153,194		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$148,709,940.00
Preferred Stock	147,319,400.00
	<u>\$296,029,340.00</u>

E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 12 DAY OF October, 1981.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By Wm. H. Hings  
Assistant Secretary

FILE NO.

34142

**FILED**  
 IN THE OFFICE OF THE  
 CORPORATION COMMISSIONER  
 OREGON

JAN - 7 1982

FRANK J. HEALY  
 CORPORATION COMMISSIONER

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of ORS 57.393:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

3,260 shares, Preferred Stock (\$100 par value),  
 11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

Shares Issued	Class	Series
39,930,291	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
149,934		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$149,738,591.25
Preferred Stock	146,993,400.00
	<u>\$296,731,991.25</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 31st DAY OF DECEMBER, 1981.

PORTLAND GENERAL ELECTRIC COMPANY

By James H. Woodward  
 Vice President

By [Signature]  
 Assistant Secretary

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FILE NO. 34142

STATEMENT OF RESOLUTION ESTABLISHING  
SERIES OF SHARES OF PORTLAND GENERAL ELECTRIC COMPANY  
FILED

To: The Corporation Commissioner  
Of the State of Oregon:

MAR 17 1982

CORPORATION DIVISION

Pursuant to the provisions of ORS 57.085 of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

(a) The name of the corporation is Portland General Electric Company.

(b) The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on March 17, 1982.

RESOLVED, that there be and hereby is established a series of Preferred Stock designated as the "\$4.40 Series Cumulative Preferred Stock," consisting of 3,000,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Second Series, \$25 Par Value". Shares of Preferred Stock of the Second Series, \$25 Par Value, shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended, of this corporation:

1. The rate of dividend payable upon shares of Preferred Stock of the Second Series, \$25 Par Value, shall be \$4.40 per annum. Dividends upon shares of Preferred Stock of the Second Series, \$25 Par Value, shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter; provided, however, that the first dividend on the Preferred Stock of the Second Series, \$25 Par Value, shall be payable on July 15, 1982.
2. Shares of Preferred Stock of the Second Series, \$25 Par Value, may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$31.90 if redeemed prior to April 15, 1987; \$30.45 if redeemed thereafter and prior to

April 15, 1992; \$29.00 if redeemed thereafter and prior to April 15, 1997; and \$27.50 if redeemed thereafter; provided, however, that prior to April 15, 1987 no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company having a fixed dividend rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial public offering price less than 16.00% per annum.

3. In the event of any dissolution, liquidation or winding up of the Company, holders of Preferred Stock of the Second Series, \$25 Par Value, shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders Twenty-five Dollars (\$25.00) per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

STATE OF OREGON       )  
                                  ) ss.  
County of Multnomah)

We, the undersigned, herewith execute the foregoing and, being first duly sworn, declare the statements contained therein are true.

By *K. L. Harrison*  
K. L. Harrison, Senior Vice  
President

And *James W. Durham*  
James W. Durham, Secretary

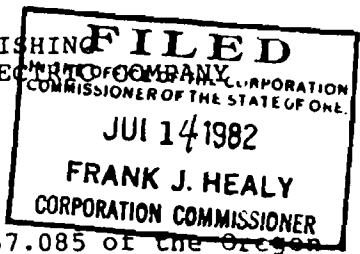
SUBSCRIBED and SWORN to before me this 17th day of  
March, 1982.

*Marlene A. Hanan*  
Notary Public for Oregon  
My commission expires *July 5, 1984*

0491/E/vc

File # 34142

STATEMENT OF RESOLUTION ESTABLISHING  
SERIES OF SHARES OF PORTLAND GENERAL ELECTRIC COMPANY



To: The Corporation Commissioner  
of the State of Oregon:

Pursuant to the provisions of ORS 57.085 of the Oregon Business Corporation Act, the undersigned corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

(a) The name of the corporation is Portland General Electric Company.

(b) The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on July 13, 1982.

RESOLVED, that there be and hereby is established a series of Preferred Stock designated as the "\$4.32 Series Cumulative Preferred Stock", consisting of 2,000,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the Third Series, \$25 Par Value". Shares of Preferred Stock of the Third Series, \$25 Par Value, shall have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended:

1. The rate of dividend payable upon shares of Preferred Stock of the Third Series, \$25 Par Value, shall be \$4.32 per annum. Dividends upon shares of Preferred Stock of the Third Series, \$25 Par Value, shall be cumulative from the date of original issue and shall be payable on the 15th day of January, April, July and October of each year thereafter; provided, however, that the first dividend on the Preferred Stock of the Third Series, \$25 Par Value, shall be payable on October 15, 1982.
2. Shares of Preferred Stock of the Third Series, \$25 Par Value, may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$31.80 if redeemed prior to July 1, 1987; \$30.35 if redeemed thereafter and prior to July 1, 1992; \$28.95 if redeemed thereafter and prior to July 1, 1997; and \$27.50 if redeemed thereafter; provided, however, that

3. In the event of any dissolution, liquidation or winding up of the Company, holders of Preferred Stock of the Third Series, \$25 Par Value, shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders Twenty-five Dollars (\$25.00) per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

By K. L. Harrison  
K. L. Harrison, Senior Vice President

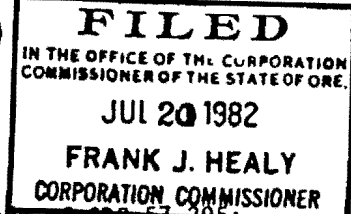
By James W. Durham  
James W. Durham, Secretary

I, K. L. Harrison, being first duly sworn, depose and say: That I am the Senior Vice President of Portland General Electric Company; that I have knowledge of the facts herein set forth; that all statements made in the foregoing are true and correct, as I verily believe.

My Commission Expires: July 5, 1984

FILE NO.

34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

2,040 shares, Preferred Stock (\$100 par value),  
11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
40,562,442	Common Stock (\$3.75 par value)	
147,894	Preferred Stock (\$100 par value)	11.50%
100,000		9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$152,109,157.50
Preferred Stock	<u>221,789,400.00</u>
	<u>\$373,898,557.50</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS FIRST DAY OF JULY, 1982.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By [Signature]  
Assistant Secretary

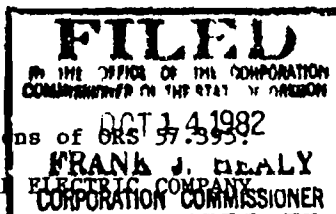
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FILE NO

34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of

- A. The name of the corporation is PORTLAND GENERAL  
B. The number of redeemable shares cancelled through redemption,  
itemized by classes and series, is as follows:

880 shares, Preferred Stock (\$100 par value),  
11.50% Series.

- C. The aggregate number of issued shares, itemized by classes  
and series, after giving effect to such cancellation, is as  
follows:

Shares Issued	Class	Series
40,953,554	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
147,014		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the cor-  
poration, after giving effect to such cancellation, is as follows:

Common Stock	\$153,575,827.50
Preferred Stock	271,701,400.00
	<u>\$425,277,227.50</u>

- E. The Articles of Incorporation of the corporation do not provide  
that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined  
the foregoing, and to the best of our knowledge and belief, it is true, correct  
and complete.

DATED THIS 30TH DAY OF SEPTEMBER, 1982.

PORTLAND GENERAL ELECTRIC COMPANY

By James M. Woodcock  
Vice President

By C. M. K.  
Carol A. Abrahamson  
Assistant Secretary

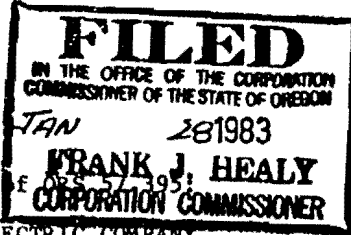
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FILE NO. 34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

12,257 shares Preferred Stock (\$100 par value),  
11.50% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

Shares Issued	Class	Series
41,347,651	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
134,757		11.50%
270,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$155,053,691.25
Preferred Stock	270,475,700.00
	<u>\$425,529,391.25</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 31st DAY OF DECEMBER, 1982.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

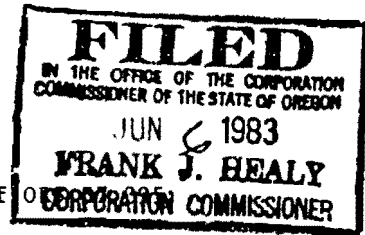
By CAROL A. ABRAHAMSON  
Assistant Secretary  
Carol A. Abrahamson

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FILE NO. 34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares cancelled through redemption, itemized by classes and series, is as follows:

18,000 shares, Preferred Stock (\$100 par value),  
8.875% Series.

- C. The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation, is as follows:

Shares Issued	Class	Series
42,168,735	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
134,757		11.50%
252,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$158,132,756.25
Preferred Stock	268,675,700.00
	<u>\$426,808,456.25</u>

- E. The Articles of Incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

DATED THIS 2ND DAY OF JUNE, 1983.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President

By Richard M. Fank  
Assistant Secretary

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FILE NO.

30142

## Articles of Amendment

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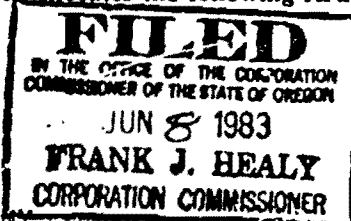
MAY 22 1983

CORPORATION DIVISION

Pursuant to the provisions of ORS 57.370, the undersigned corporation executes the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation prior to this amendment is:

PORTLAND GENERAL ELECTRIC COMPANY



2. The following amendment of the Articles of Incorporation was adopted by the shareholders on  
May 18, 1983:

(The article or articles being amended should be set forth in full as they will be amended to read.)

### ARTICLE III

The purposes and powers of this Corporation are:

(1) To construct, purchase, lease, and otherwise acquire ownership of and improve, maintain, use and operate every type and kind of real and personal property for the generation, manufacture, production and furnishing of electric energy and to use, furnish and sell to the public, including other corporations, towns, cities and municipalities, at wholesale and retail, electric energy;

(2) To engage in any lawful activity for which corporations may be organized under Oregon Revised Statutes Chapter 57, and any amendment thereto; and

(3) To engage in any lawful activity and to do anything in the operation of this Corporation or for the accomplishment of any of its purposes or for the exercise of any of its powers which shall appear necessary or beneficial to this Corporation.

3. The total number of shares which, at time of adoption of amendment, were outstanding 41,781,002, entitled to vote thereon 41,781,002; voted for amendment 33,587,487; <sup>339</sup> voted against amendment 1,527,505.608

4. (If the shares of any class were entitled to vote on such amendment as a class.) The number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment as follows: N/A

Class	Number of Shares Outstanding and Entitled to Vote	Number of Shares Voted For	Against
-------	---	-------------------------------	---------

5. (If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein.) The exchange, reclassification or cancellation shall be effected as follows: N/A

6. (If amendment effects a change in amount of stated capital.) The amount of stated capital as changed is \$ . . . . Change effected as follows: N/A

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

PORTLAND GENERAL ELECTRIC COMPANY  
Name of Corporation

by *W. L. Smith* and *James J. H.*  
\_\_\_\_\_  
President Secretary

Dated May 18, 19 83.

E NO. 34142  
**Articles of Amendment**



Pursuant to the provisions of ORS 57.370, the undersigned corporation ~~has amended the following Articles~~  
of Amendment to its Articles of Incorporation:

1. The name of the corporation prior to this amendment is:  
PORTLAND GENERAL ELECTRIC COMPANY

2. The following amendment of the Articles of Incorporation was adopted by the shareholders on  
May 18, 1983:

(The article or articles being amended should be set forth in full as they will be amended to read.)

**ARTICLE VI.**

The amount of the capital stock of the Corporation is:

**COMMON STOCK.** Three hundred seventy-five million dollars (\$375,000,000) divided into one hundred million shares (100,000,000) of Common Stock and the par value of each share of such Common Stock is three and seventy-five one hundredths dollars (\$3.75).

**PREFERRED STOCK.** Preferred Stock of this Corporation shall consist of (i) a class having a total par value of \$250,000,000 divided into 2,500,000 shares having a par value of \$100 per share issuable in series as hereinafter provided, (ii) a class having a total par value of \$150,000,000 divided into 6,000,000 shares having the par value of \$25 per share issuable in series as hereinafter provided and (iii) a class without par value consisting of 30,000,000 shares issuable in series as hereinafter provided.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share, the Preferred Stock without par value and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

#### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series of a class of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;

- (3) The amount payable upon shares in the event of voluntary liquidation, and in the case of shares without par value also the amount payable in the event of involuntary liquidation, but such involuntary liquidation amount shall not exceed the price at which the shares may be sold as fixed in the resolution or resolutions creating the series;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, or in the case of each share without par value the involuntary liquidation amount fixed in the resolution or resolutions creating the series, such that each share with par value shall have one vote per \$100 of par value and each share without par value shall have one vote per \$100 of involuntary liquidation value.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October

in each year or on such other date or dates as the Board of Directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the Board of Directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the Board of Directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the par value of each share, in the case of shares with par value, or in the case of shares without par value the respective involuntary liquidation amount for each share as fixed and determined with respect to each series in accordance with Subdivision (a) of this Article VI, plus in all cases unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders, whether holders of shares with par value or shares without par value, shall be entitled so to be paid shall be the respective voluntary liquidation amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the



amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the Board of Directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a

capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the Board of Directors, anything herein or in the Bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of

the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to reversion in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected

directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such

shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges to securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the

aggregate amount payable, on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (h) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g) and (h) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any

preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the Board of Directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said Board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the Board of Directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended Articles of Incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common or Preferred, except as may be authorized by the Board of Directors of this Corporation.

1103/E/dp



3. The total number of shares which, at time of adoption of amendment, were outstanding 48,985,759, entitled to vote thereon 48,985,759; voted for amendment 31,428,494.962; voted against amendment 5,258,717.985

4. (If the shares of any class were entitled to vote on such amendment as a class.) The number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment as follows:

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
Common Stock	41,781,002	26,850,084.962	4,574,862.985
Preferred Stock:			
\$ 25 Par Value	6,000,000	3,789,816	567,694
\$100 Par Value	1,204,757	788,594	116,161

5. (If amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which the same shall be effected is not otherwise set forth herein.) The exchange, reclassification or cancellation shall be effected as follows: N/A

6. (If amendment effects a change in amount of stated capital.) The amount of stated capital as changed is \$\_\_\_\_\_. Change effected as follows: N/A

We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

PORTLAND GENERAL ELECTRIC COMPANY

\_\_\_\_\_  
Name of Corporation

by

W. L. Lischblad and

\_\_\_\_\_  
President

James L. Liska  
\_\_\_\_\_  
Secretary

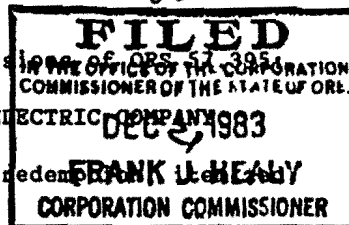
Dated May 18, 19 83

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FILE NO. 34.142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

831.115 5.00



The following statement is made pursuant to the provisions of the Corporation Code of the State of Oregon.

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption by classes and series, is as follows:

9,960 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

Shares Issued	Class	Series
43,305,346	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
124,797		11.50%
252,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$162,395,047.50
Preferred Stock	247,679,700.00
Total	\$430,074,747.50

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

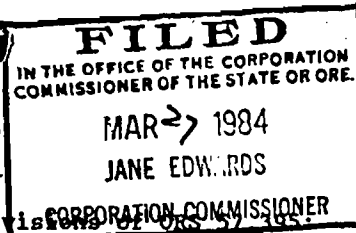
DATED THIS 16TH DAY OF DECEMBER, 1983.

PORTLAND GENERAL ELECTRIC COMPANY

By James R. Woodward  
Vice President

By Alvin Alexanderson  
Assistant Secretary  
Alvin Alexanderson

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of ORS 57.401.

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption, itemized by classes and series, is as follows:

4,870 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
43,719,119	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
119,927		11.50%
252,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$163,946,696.25
Preferred Stock	<u>267,192,700.00</u>
Total	<u>\$431,139,396.25</u>

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 6TH DAY OF MARCH, 1984.

PORTLAND GENERAL ELECTRIC COMPANY

By

*William L. Lue*

Vice President

By

*Al Alexanderson*

Assistant Secretary

Al Alexanderson

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FILE NO. 34142

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

FILED  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF OREGON

JUL 03 1984

JANE EDWARDS

CORPORATION COMMISSIONER

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption, itemized by classes and series, is as follows:

18,000 shares, Preferred Stock (\$100 par value), 8.875% Series.  
1,330 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
44,066,777	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
118,597		11.50%
234,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$165,250,413.75
Preferred Stock	<u>265,259,700.00</u>
Total	\$430,510,113.75

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 20TH DAY OF JUNE, 1984.

PORTLAND GENERAL ELECTRIC COMPANY

By William June  
Vice President  
William June

By Alvin Alexanderson  
Assistant Secretary  
Alvin Alexanderson

MJM/6sh

0221104.684

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STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption, ~~itemized~~ 34142 by classes and series, is as follows:

3,830 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
44,399,326	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
114,767		11.50%
234,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$166,497,472.50
Preferred Stock	<u>264,876,700.00</u>
Total	\$431,374,172.50

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 4TH DAY OF SEPTEMBER, 1984.

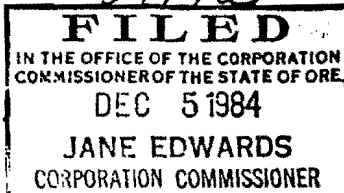
PORTLAND GENERAL ELECTRIC COMPANY

By William J. Lue  
Vice President

By Walter H. Heston  
Assistant Secretary

MJM/6sh  
0221210.984

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STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption, itemized by classes and series, is as follows:

1,480 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
44,698,108	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
113,287		11.50%
234,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$167,617,905.00
Preferred Stock	<u>264,728,700.00</u>
Total	\$432,346,605.00

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 26TH DAY OF NOVEMBER, 1984.

PORTLAND GENERAL ELECTRIC COMPANY

By

James N. Woodcock  
Vice President  
James N. Woodcock

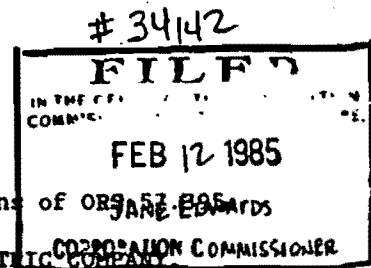
By

Alvin Alexanderson  
Assistant Secretary  
Alvin Alexanderson

MJM/6slh  
08891.1184

0000 0000 0010 0215

**STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK**



The following statement is made pursuant to the provisions of ORS 57.005

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY
- B. The number of redeemable shares canceled through redemption, itemized by classes and series, is as follows:

8,360 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
44,975,955	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
104,927		11.50%
234,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$168,659,831.25
Preferred Stock	<u>263,892,700.00</u>
<b>Total</b>	<b>\$432,552,531.25</b>

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 7TH DAY OF FEBRUARY, 1985.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice President  
James N. Woodcock

By Alvin Alexanderson  
Assistant Secretary  
Alvin Alexanderson

MJM/6ctb  
022110.285

0000 0000 0010 0215

# 34142

**FILED**IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF O.E.

MAY 10 1985

JANE EDWARDS  
CORPORATION COMMISSIONER**STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK**

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption, itemized by classes and series, is as follows:

18,000 shares, Preferred Stock (\$100 par value), 8.875% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
45,224,314	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
104,927		11.50%
216,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$169,591,177.50
Preferred Stock	<u>262,092,700.00</u>
Total	\$431,683,877.50

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 6TH DAY OF MAY, 1985.

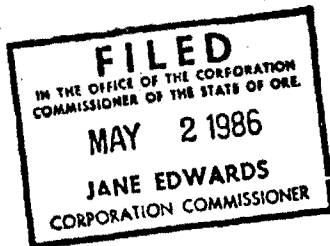
PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock  
Vice PresidentBy [Signature]  
Assistant SecretaryNJH/6dd  
0221210.585

0000 0000 0010 0217



#03414216



STATE OF OREGON  
DEPARTMENT OF COMMERCE  
CORPORATION DIVISION

Submit Original and One  
True Copy  
No Fee Required

STATEMENT OF CANCELLATION OF  
REACQUIRED SHARES  
(ORS 57.600)

1. Name of corporation Portland General Electric Company
2. Number of reacquired shares canceled by resolution duly adopted by the board of directors, itemized by classes and series,  
2,941,575 shares common
- Date Resolution adopted by board of directors April 2, 1986
3. Aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation  
42,970,987 common
4. Amount of stated capital of corporation after giving effect to such cancellation \$161,141,201.25.

We, the undersigned officers, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

By: Ken L. Harrison and James W. Durham  
President or Vice-President Secretary or Assistant Secretary  
Ken L. Harrison James W. Durham  
Dated April 21, 1986

Person to contact about this filing.

Steven F. McCarrel

NAME

220-3000

PHONE NUMBER

Submit the original and one true copy to the Corporation Division, Commerce Bldg., 158 - 12th Street NE, Salem, Oregon 97310.

BC-8 (8/85)

442-16

**FILED**  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF ORE.  
FEB 10 1986  
JANE EDWARDS  
CORPORATION COMMISSIONER

STATEMENT OF CANCELLATION OF  
SHARES OF PREFERRED STOCK

The following statement is made pursuant to the provisions of ORS 57.395:

- A. The name of the corporation is PORTLAND GENERAL ELECTRIC COMPANY.
- B. The number of redeemable shares canceled through redemption, itemized by classes and series, is as follows:

104,927 shares, Preferred Stock (\$100 par value), 11.50% Series.

- C. The aggregate number of issued shares, after giving effect to such cancellation, is itemized by classes and series as follows:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
45,910,229	Common Stock (\$3.75 par value)	-
100,000	Preferred Stock (\$100 par value)	9.76%
300,000		7.95%
200,000		7.88%
200,000		8.20%
216,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

- D. The amount expressed in dollars of the stated capital of the corporation, after giving effect to such cancellation, is as follows:

Common Stock	\$172,163,358.75
Preferred Stock	<u>251,600,000.00</u>
Total	\$423,763,358.75

- E. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned, declare under penalty of perjury, that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct, and complete.

DATED THIS 30TH DAY OF JANUARY, 1986.

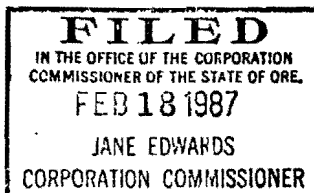
PORTLAND GENERAL ELECTRIC COMPANY

By   
Vice President

By   
Assistant Secretary

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STATE OF OREGON  
 DEPARTMENT OF COMMERCE  
 CORPORATION DIVISION

STATEMENT OF CANCELLATION  
 OF REDEEMABLE SHARES  
 (ORS 57.395)

1. Name of corporation Portland General Electric Company
2. Number of redeemable shares canceled through redemption or purchase, itemized by classes and series:

18,000 shares, Preferred Stock (\$100 par value), 8.875% Series.  
 100,000 shares, Preferred Stock (\$100 par value), 9.76% Series.  
 1,955 shares, Preferred Stock (\$100 par value), 7.95% Series.  
 425 shares, Preferred Stock (\$100 par value), 7.88% Series.  
 580 shares, Preferred Stock (\$100 par value), 8.20% Series.

3. Aggregate number of issued shares itemized by classes and series, after giving effect to such cancellation:

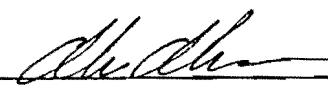
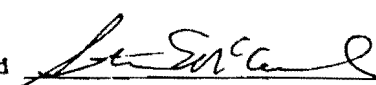
<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
40,458,877	Common Stock (\$3.75 par value)	-
298,045	Preferred Stock (\$100 par value)	7.95%
199,575		7.88%
199,420		8.20%
198,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
3,000,000		\$4.40
2,000,000		\$4.32

4. Amount of stated capital of corporation after giving effect to such cancellation:

Common Stock	\$151,720,788.75
Preferred Stock	\$239,504,000.00
<b>Total</b>	<b>\$391,224,788.75</b>

5. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

We, the undersigned officers, declare under penalty of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct, and complete.

By:  and   
 President or Vice President Secretary or Assistant Secretary

Dated February 9, 1987.

Person to contact about this filing:

Molly J. Milan

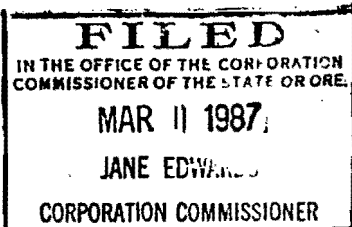
0299d

NAME

1-226-8599  
 PHONE NUMBER

of P  
 2/18

034142-16



STATE OF OREGON  
DEPARTMENT OF COMMERCE  
CORPORATION DIVISION

Submit Original and One  
True Copy  
No Fee Required

STATEMENT OF CANCELLATION OF  
REACQUIRED SHARES  
(ORS 57.600)

1. Name of corporation PORTLAND GENERAL ELECTRIC COMPANY
2. Number of reacquired shares canceled by resolution duly adopted by the board of directors, itemized by classes and series,  
4,587 common
- Date Resolution adopted by board of directors April 2, 1986
3. Aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation  
42,966,400
4. Amount of stated capital of corporation after giving effect to such cancellation \$ 161,126,393.50

We, the undersigned officers, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

By: [Signature] and [Signature]  
President or Vice-President Secretary or Assistant Secretary

Dated March 5, 1987.

Person to contact about this filing.

Steven F. McCarrel  
NAME

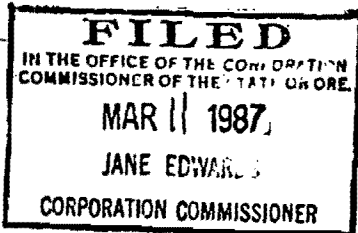
(503) 220-3000  
PHONE NUMBER

Submit the original and one true copy to the Corporation Division, Commerce Bldg., 158 - 12th Street NE, Salem, Oregon 97310.

BC-8 (8/85)

3/11/87

034142-16



STATE OF OREGON  
DEPARTMENT OF COMMERCE  
CORPORATION DIVISION

Submit Original and One  
True Copy  
No Fee Required

STATEMENT OF CANCELLATION OF  
REACQUIRED SHARES  
(ORS 57.600)

1. Name of corporation PORTLAND GENERAL ELECTRIC COMPANY
2. Number of reacquired shares canceled by resolution duly adopted by the board of directors, itemized by classes and series,  
2,507,523 common
3. Aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation  
40,458,877
4. Amount of stated capital of corporation after giving effect to such cancellation \$ 151,720,788.75

We, the undersigned officers, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.

By: [Signature] and [Signature]  
President or Vice-President Secretary or Assistant Secretary

Dated March 5, 1987.

Person to contact about this filing.

Steven F. McCarrel

NAME

(503) 220-3000

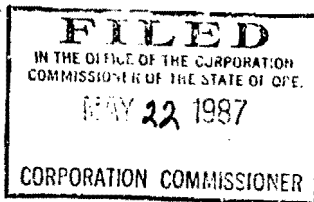
PHONE NUMBER

Submit the original and one true copy to the Corporation Division, Commerce Bldg., 158 - 12th Street NE, Salem, Oregon 97310.

BC-8 (8/85)

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034142-16



STATE OF OREGON  
DEPARTMENT OF COMMERCE  
CORPORATION DIVISION

STATEMENT OF CANCELLATION  
OF REDEEMABLE SHARES  
(ORS 57.395)

1. Name of corporation Portland General Electric Company
2. Number of redeemable shares canceled through redemption or purchase, itemized by classes and series:

36,000 shares, Preferred Stock (\$100 par value), 8.875% Series.  
3,000,000 shares, Preferred Stock (\$25 par value), \$4.40% Series.

3. Aggregate number of issued shares itemized by classes and series, after giving effect to such cancellation:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
40,458,877	Common Stock (\$3.75 par value)	-
298,045	Preferred Stock (\$100 par value)	7.95%
199,575		7.88%
199,420		8.20%
162,000		8.875%
1,000,000	Preferred Stock (\$25 par value)	\$2.60
2,000,000		\$4.32

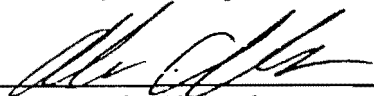
4. Amount of stated capital of corporation after giving effect to such cancellation:

Common Stock	\$151,720,788.75
Preferred Stock	\$160,904,000.00
Total	\$312,624,788.75

5. The Articles of Incorporation of the corporation do not provide that the canceled shares shall not be reissued.

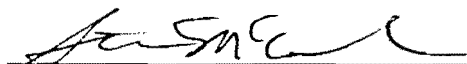
We, the undersigned officers, declare under penalty of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct, and complete.

By:



Alvin Alexanderson  
Vice President

and



Steven McCarrel  
Assistant Secretary

Dated May 12, 1987.

Person to contact about this filing:

Molly J. Milan  
NAME

1-226-8599  
PHONE NUMBER

0299d

034142-16

Submit the Original  
And One True Copy  
No Fee Required

STATE OF OREGON  
CORPORATION DIVISION  
158 12th Street NE  
Salem, OR 97310

**FILED**  
IN THE OFFICE OF THE CORPORATION  
COMMISSIONER OF THE STATE OF ORE.  
JUL 2 1987  
CORPORATION COMMISSIONER

Registry Number:

03414216

ARTICLES OF AMENDMENT  
By Directors or Shareholders

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

PORTLAND GENERAL ELECTRIC COMPANY

2. State the article number(s) and set forth the article(s) as it is amended to read.  
Indicate the date each amendment was adopted.

ARTICLE V

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director. No amendment or repeal of this provision shall adversely affect any right or protection of a director existing at the time of such amendment or repeal. No change in the law shall reduce or eliminate the rights and protections applicable at the time this provision shall become effective unless the change in law shall specifically require such

3. Check the one appropriate statement: reduction or elimination.

☐ Shareholder action was not required to adopt the amendment(s).

☒ Shareholder action was required to adopt the amendment(s). The shareholder vote was as follows:

Class of Shares	Number of Shares Outstanding	Number of Votes Entitled to be Cast	Number of Votes Cast For	Number of Votes Cast Against
common	40,458,877	40,458,877	40,458,877	None

4. Other provisions, if applicable (Attach a separate sheet if necessary).

Execution: James W. Durham Senior Vice President  
Signature Printed Name General Counsel & Secretary  
Title

Person to contact about this filing: Julie A. Keil (503) 220-3000  
Name Daytime Phone Number

Submit the original and a true copy to the Corporation Division, 158 12th Street NE, Salem, Oregon 97310. There is no fee required. If you have questions, please call (503) 278-3166.

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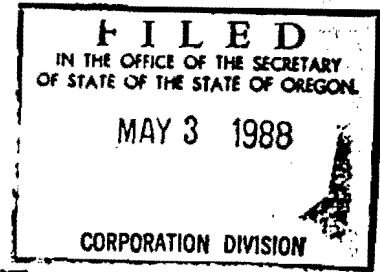
Submit the Original  
And One True Copy  
No Fee Required

STATE OF OREGON  
CORPORATION DIVISION  
158 12th Street NE  
Salem, OR 97310

Registry Number:

034142-16  
(If known)


ARTICLES OF AMENDMENT  
Designation of Class or Series  
By Board of Directors



PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation: PORTLAND GENERAL ELECTRIC COMPANY
2. This amendment was duly adopted by the board of directors on March 2, 19 88
3. The amendment determining the terms of the class or series of shares is as follows:  
(Or a copy of the amendment is attached.)

SEE ATTACHED

Execution:		Alvin Alexanderson	Treasurer
	Signature	Printed Name	Title

Person to contact about this filing:	Steven F. McCarrel	(503) 220-3000
	Name	Daytime Phone Number

Submit the original and a true copy to the Corporation Division, 158 12th Street NE, Salem, Oregon 97310. There is no fee required. If you have questions, please call (503) 378-4166.

OP  
5-3



RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
PORTLAND GENERAL ELECTRIC COMPANY AND  
STATEMENT OF CORPORATE OFFICER

The resolutions set forth below, authorizing the creation of a series of Preferred Stock of Portland General Electric Company (the "Company") and delegating, pursuant to ORS 60.354(h), authority to a senior executive officer to determine (within the specifically prescribed limits) the designation and relative rights, preferences and limitations applicable thereto, were duly adopted by the Board of Directors of the Company on March 2, 1988, and on April 28, 1988 the Treasurer of the Company designated such series and determined the relative rights, preferences and limitations thereof as set forth below following said resolutions:

RESOLVED, that this Board hereby authorizes the issuance and sale of up to 500,000 shares (\$50,000,000 aggregate face value) of this Company's \$100 par value Cumulative Preferred Stock at such time within the next three months from the date of adoption of this resolution as shall be deemed appropriate by the Chief Financial Officer, or in his absence the Treasurer, of this Company; and further

RESOLVED, that there be and hereby is established a series of \$100 par value Preferred Stock, the designation of which shall be determined by the Chief Financial Officer, or in his absence the Treasurer of the Company, and referred to hereinafter as the "New Series of Preferred Stock, \$100 par value". The New Series of Preferred Stock, \$100 par value may consist of up to 500,000 shares as determined by the Chief Financial Officer, or in his absence the Treasurer, of the Company at the time of issue. The specific terms of the shares of the New Series of Preferred Stock, \$100 par value shall be fixed by the Chief Financial Officer, or in

his absence the Treasurer, of this Company, subject to those rights, preferences and limitations imposed by the Articles of Incorporation of this Company and within the following limitations:

- (1) The dividend payable upon the New Series of Preferred Stock, \$100 par value shall not exceed 9% per annum. Dividends upon the New Series of Preferred Stock, \$100 par value shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter;
- (2) The New Series of Preferred Stock, \$100 par value may include redemption provisions, provided any redemption premium shall not exceed 10% of par value and any prohibition or restriction on redemption shall not exceed 5 years;
- (3) The New Series of Preferred Stock, \$100 par value may include sinking fund provisions, provided any sinking fund provision shall not result in redemption of the entire series in less than 3 years;
- (4) In the event of any dissolution, liquidation or winding up of the Company, holders of the New Series of Preferred Stock, \$100 par value shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders an amount not exceeding the par value per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

The series of \$100 par value Preferred Stock established by the Board of Directors of Portland General Electric Company on March 2, 1988 is hereby designated the "8.10% Series Cumulative Preferred Stock" and is hereinafter referred to as the "Preferred Stock of the Seventh Series" and shall have the rights and preferences hereinafter set forth in addition to those fixed by the Articles of Incorporation, as amended, of the Company:

- a. The rate of dividend payable upon shares of the Preferred Stock of the Seventh Series shall be 8.10% per annum. Dividends upon shares of the Preferred Stock of the Seventh Series shall be cumulative from the date of original issue and shall be payable on the 15th days of January, April, July and October of each year thereafter; provided, however, that the first dividend on the Preferred Stock of the Seventh Series shall be payable on July 15, 1988.
- b. Shares of Preferred Stock of the Seventh Series may be redeemed, as a whole or in part at the option of the Company from time to time upon at least 30 days' notice at the following redemption prices per share, together in each case with accrued and unpaid dividends thereon to the date fixed for redemption: \$108.10 if redeemed prior to April 15, 1989; \$107.08 if redeemed on April 15, 1989 or thereafter and prior to April 15, 1990; \$106.06 if redeemed on April 15, 1990 or thereafter and prior to April 15, 1991; \$105.04 if redeemed on April 15, 1991 or thereafter and prior to April 15, 1992; \$104.02 if redeemed on April 15, 1992 or thereafter and prior to April 15, 1993; \$103.00 if redeemed on April 15, 1993 or thereafter and prior to April 15, 1994; \$102.00 if redeemed on April 15, 1994 or thereafter and prior to April 15, 1995; \$101.00 if redeemed on April 15, 1995 or thereafter and prior to April 15, 1996; and \$100.00 if redeemed on April 15, 1996 or thereafter; provided, however, that prior to April 15, 1993 no such redemption may be made, directly or indirectly, out of the proceeds of or in anticipation of any borrowings or the issuance of other debt obligations by or for the account of the Company having an interest rate (calculated after adjustment, in accordance with generally accepted financial practice, for any premium received or discount granted in connection with such borrowings or issuance) or the issuance of additional shares of capital stock of the Company (if such stock shall have preference over the Company's common stock as to dividends) having a dividend rate

(calculated after adjustment, in accordance with generally accepted financial practice, for any premium received in connection with such issuance), in either case yielding at the initial offering price less than 8.10% per annum.

- c. Subject to the provisions of Paragraph (d) of Article VI of the Articles of Incorporation, as amended, prior to April 15, 1994, and prior to April 15 in each year thereafter, so long as any of the Preferred Stock of the Seventh Series shall remain outstanding, the Company shall deposit with the Transfer Agent, as a Sinking Fund for the Preferred Stock of the Seventh Series, an amount sufficient to redeem a minimum of 100,000 shares of the Preferred Stock of the Seventh Series plus an amount equal to dividends accrued thereon to each such April 15 and, in addition, the Company may, at its option, deposit an amount sufficient to retire through the operation of the Sinking Fund not more than 100,000 additional shares of Preferred Stock of the Seventh Series prior to each such April 15, but the right to make such optional deposit shall not be cumulative and shall not reduce any subsequent mandatory Sinking Fund payment for the Preferred Stock of the Seventh Series; provided, that the Company shall not declare or pay or set apart for, or make or order any other distribution in respect of, or purchase or otherwise acquire for value any shares of, the Common Stock of the Company, or any class of stock as to which the Preferred Stock of the Company has priority as to payments of dividends, unless all amounts required to be paid or set aside for any Sinking Fund payment to retire shares of the Preferred Stock of the Seventh Series shall have been paid or set aside. The Transfer Agent shall apply the moneys in the Sinking Fund to redeem pro rata, or by lot if so determined by the Board of Directors, on April 15, 1994, and on April 15 in each year thereafter, in accordance with the provisions set forth herein, shares of the Preferred Stock of the Seventh Series at One Hundred Dollars (\$100.00) per share, plus

dividends accrued to the date of redemption. The Company may, upon notice to the Transfer Agent prior to a date 75 days prior to the redemption date in any year in which the Company shall be obligated to redeem shares of the Preferred Stock of the Seventh Series through the operation of the Sinking Fund, elect to reduce its obligation in respect of the redemption of shares so required to be redeemed by directing that any shares of the Preferred Stock of the Seventh Series previously purchased by the Company (other than shares purchased pursuant to the operation of the Sinking Fund or previously applied as a credit against the Sinking Fund) shall be applied as a credit, in whole or in part, in an amount equal to the aggregate par value of the shares so applied, against the aggregate par value of the shares required to be redeemed in such year pursuant to the operation of the Sinking Fund.

- d. In the event of any dissolution, liquidation or winding up of the Company, holders of Preferred Stock of the Seventh Series shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders One Hundred Dollars (\$100.00) per share plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

034142-16  
Submit the original  
and one true copy  
\$10.00

Registry Number:

034142-16



SECRETARY OF STATE  
Corporation Division  
Business Registry  
158 12th Street NE  
Salem, OR 97310-0210  
(503) 378-4168

THIS SPACE FOR OFFICE USE ONLY

FILED  
IN THE OFFICE OF THE SECRETARY  
OF STATE OF THE STATE OF ORE.

JUN -8 1992

**ARTICLES OF AMENDMENT**  
By Incorporators, Directors or Shareholders

CORPORATION DIVISION

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Name of the corporation prior to amendment:

PORTLAND GENERAL ELECTRIC COMPANY

2. State the article number(s) and set forth the article(s) as it is amended to read or attach a separate sheet.

See attached.

3. The amendment(s) was adopted on June 2, 1992. (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4. Check the appropriate statement:

☐ Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

☒ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

Execution:

Leonard A. Girard  
Signature

Leonard A. Girard  
Printed name

Secretary  
Title

Person to contact about this filing:

Steven F. McCarrel  
Name

(503) 464-8857  
Daytime phone number

Make checks payable to the Corporation Division. Submit the completed form and fee to: Corporation Division, Business Registry, 158 12th Street NE, Salem, Oregon 97310-0210.

BC-2 (9/91)

06099200006 831.215

10.00

STATEMENT OF RESOLUTION ESTABLISHING  
SERIES OF SHARES OF PORTLAND GENERAL ELECTRIC COMPANY

Pursuant to Article VI, the following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of Portland General Electric Company on June 2, 1992.

RESOLVED, that there be and hereby is established a series of Preferred Stock, Without Par Value, of Portland General Electric Company (the "Company"), designated as the "7.75% Series Cumulative Preferred Stock, Without Par Value", consisting of 300,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the First Series, Without Par Value". Shares of Preferred Stock of the First Series, Without Par Value have the following relative rights and preferences in addition to those fixed by the Articles of Incorporation, as amended:

1. The rate of dividend payable upon shares of Preferred Stock of the First Series, Without Par Value shall be 7.75 percent per annum. Dividends upon shares of Preferred Stock of the First Series, Without Par Value shall be cumulative from the date of original issue and shall be payable on the 15th day of January, April, July and October of each year thereafter; provided, however, that the first dividend on the Preferred Stock of the First Series, Without Par Value shall be the dividend accrued from the date of issuance until June 30, 1992 and shall be payable on July 15, 1992 to shareholders of record on June 25, 1992.
2. Subject to the provisions of Paragraph (d) of Article VI of the Articles of Incorporation, as amended, prior to June 15, 2002, and prior to June 15 in each year thereafter until June 15, 2006, so long as any of the Preferred Stock of the First Series, Without Par Value shall remain outstanding, the Company shall deposit with its Transfer Agent, as a Sinking Fund for the Preferred Stock of the First Series, Without Par Value, an amount sufficient to redeem a minimum of 15,000 shares of the Preferred Stock of

the First Series, Without Par Value, plus an amount equal to dividends accrued thereon to each such June 15 and, in addition, the Company may, at its option, prior to each such June 15 deposit an amount sufficient to retire through the operation of the Sinking Fund not more than 15,000 additional shares of Preferred Stock of the First Series, Without Par Value, but the right to make such optional deposit shall not be cumulative and shall not reduce any subsequent mandatory Sinking Fund payment for the Preferred Stock of the First Series, Without Par Value, and prior to June 15, 2007 the Company shall deposit with its Transfer Agent, as the final Sinking Fund payment, an amount sufficient to redeem all shares of the Preferred Stock of the First Series, Without Par Value outstanding on June 15, 2007. The Company shall not declare or pay or set apart for, or make or order any other distribution in respect of, or purchase or otherwise acquire for value any shares of, the Common Stock of the Company, or any class of stock as to which the Preferred Stock of the Company has priority as to payments of dividends, unless all amounts required to be paid or set aside for any Sinking Fund payment to retire shares of the Preferred Stock of the First Series, Without Par Value, shall have been paid or set aside. The Company's Transfer Agent shall, in accordance with the provisions set forth herein, apply the moneys in the Sinking Fund to redeem (i) pro rata, or by lot if so determined by the Board of Directors, on June 15, 2002, and on June 15 in each year thereafter until June 15, 2006, shares of the Preferred Stock of the First Series, Without Par Value, and (ii) on June 15, 2007 all outstanding shares of Preferred Stock of the First Series, Without Par Value, in each case at One hundred Dollars (\$100.00) per share plus dividends accrued to the date of redemption. The Company may, upon notice to its Transfer Agent prior to a date 45 days prior to



June 15 in any year, commencing with the year 2002 through and including the year 2006, in which the Company shall be obligated to redeem shares of the Preferred Stock of the First Series, Without Par Value through the operation of the Sinking Fund, elect to reduce its obligation in respect of the redemption of shares required to be redeemed pursuant to the Sinking Fund by directing that any shares of the Preferred Stock of the First Series, Without Par Value previously purchased by the Company (other than shares purchased pursuant to the operation of the Sinking Fund or previously applied as a credit against the Sinking Fund) shall be applied as a credit, in whole or in part, in an amount equal to the aggregate liquidation value of the shares so applied, against the aggregate liquidation value of the shares required to be redeemed in such year pursuant to the operation of the Sinking Fund.

3. The Preferred Stock of the First Series, Without Par Value shall not be subject to redemption, except pursuant to the Sinking Fund established for such Series.
4. In the event of (i) any voluntary dissolution, liquidation or winding up of the Company, holders of the Preferred Stock of the First Series, Without Par Value shall be entitled to be paid out of the net assets of the Company available for distribution to its shareholders One hundred Dollars (\$100.00) per share, plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more, and (ii) any involuntary dissolution, liquidation or winding up of the Company, holders of the Preferred Stock of the First Series, Without Par Value shall be entitled to be paid out of the net assets of the Company One hundred Dollars (\$100.00) per share, plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.



Phone: (503) 986-2200  
Fax: (503) 378-4381

09/30/02 1:22PM 000H2588  
Articles of Amendment—Business/Professional/Nonprofit

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

Check the appropriate box below:

- ☒ BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 6, 7)  
☐ NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

FILED

SEP 30 2002

OREGON  
SECRETARY OF STATE

REGISTRY NUMBER: 034142-16

In keeping with Oregon Statute 192.410-192.595, the information on the application is public record.  
We must release this information to all parties upon request and it may be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF CORPORATION PRIOR TO AMENDMENT: Portland General Electric Company

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)

Article VI (see attached)

3) THE AMENDMENT WAS ADOPTED ON: September 30, 2002

(If more than one amendment was adopted, identify the date of adoption of each amendment.)

**BUSINESS/PROFESSIONAL CORPORATION ONLY**

4) CHECK THE APPROPRIATE STATEMENT

- ☒ Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	42,758,877	42,758,877	42,758,877	-0-

- ☐ Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.
- ☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

**NONPROFIT CORPORATION ONLY**

5) CHECK THE APPROPRIATE STATEMENT

- ☐ Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
- ☐ Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Printed Name

Signature

Title

Steven F. McCarrel

Assistant Secretary

7) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

Steven F. McCarrel  
Portland General Electric Company  
121 SW Salmon Street  
1 WTC 1301  
Portland, OR 97202

503/464-2626

**FEES**

Required Processing Fee \$20

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

**NOTE:**

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

*9/30*

## ARTICLE VI.

The amount of the capital stock of the Corporation is:

**COMMON STOCK.** Three hundred seventy-five million dollars (\$375,000,000) divided into one hundred million shares (100,000,000) of Common Stock and the par value of each share of such Common Stock is three and seventy-five one hundredths dollars (\$3.75).

**PREFERRED STOCK.** Preferred Stock of this Corporation shall consist of (i) a class having a total par value of \$250,000,000 divided into 2,500,000 shares having a par value of \$100 per share issuable in series as hereinafter provided, (ii) a class having a total par value of \$150,000,000 divided into 6,000,000 shares having the par value of \$25 per share issuable in series as hereinafter provided and (iii) a class without par value consisting of 30,000,000 shares issuable in series as hereinafter provided.

**LIMITED VOTING JUNIOR PREFERRED STOCK.** Limited Voting Junior Preferred Stock of this Corporation shall consist of a class of one share having a par value of \$1.00.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock of the par value of \$100 per share, the Preferred Stock of the par value of \$25 per share, the Preferred Stock without par value, the Limited Voting Junior Preferred Stock and the Common Stock of the par value of \$3.75 per share, of the variations and relative rights and preferences as between series of the Preferred Stock of every class insofar as the same are fixed by these Supplementary and Amended Articles of Incorporation and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock of every class and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles of Amendment to the Amended Articles of Incorporation is as follows:

### PREFERRED STOCK

(a) As used in these Articles, the term "Preferred Stock" shall include every class of Preferred Stock, but shall not include the Limited Voting Junior Preferred Stock. All shares of the Preferred Stock shall be of equal rank and identical except as to par value and except as permitted in this subdivision (a). Each class of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock of its class and all other classes of capital stock of the Corporation. To the extent that these Supplementary and Amended Articles of Incorporation shall not have established series of the Preferred Stock of a class and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock of every class into series and, with the limitations set forth in these Supplementary and Amended Articles of Incorporation and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of a class of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of a class of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series of a class of the Preferred Stock:

(1) The rate of dividend;

- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation, and in the case of shares without par value also the amount payable in the event of involuntary liquidation, but such involuntary liquidation amount shall not exceed the price at which the shares may be sold as fixed in the resolution or resolutions creating the series;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of a class of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article VI, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of class (unless these Articles or the law of the State of Oregon specifically require voting by class) or series and shall be determined by weighing the vote cast for each share so as to reflect its relative par value, or in the case of each share without par value the involuntary liquidation amount fixed in the resolution or resolutions creating the series, such that each share with par value shall have one vote per \$100 of par value and each share without par value shall have one vote per \$100 of involuntary liquidation value.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the Board of Directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the Board of Directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the Board of Directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock or the Limited Voting Junior Preferred Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for

distribution to its shareholders the par value of each share, in the case of shares with par value, or in the case of shares without par value the respective involuntary liquidation amount for each share as fixed and determined with respect to each series in accordance with Subdivision (a) of this Article VI, plus in all cases unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders, whether holders of shares with par value or shares without par value, shall be entitled so to be paid shall be the respective voluntary liquidation amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) The Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article VI. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the Board of Directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may have been provided with respect to such shares

or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article VI, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article VI. Holders of Preferred Stock shall be entitled to notice of each meeting of stockholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders.

(f) It at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of stockholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of stockholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of stockholders and to be held at the place for the holding of such annual meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of stockholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the Board of Directors,

Articles of Amendment (September 30, 2002)



anything herein or in the Bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of stockholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of stockholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the

Articles of Amendment (September 30, 2002)

holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges, to securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable, on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.



In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (h) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the stockholders of the Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

#### LIMITED VOTING JUNIOR PREFERRED STOCK

(i) The Limited Voting Junior Preferred Stock shall not be entitled to receipt of any dividends, and no dividends shall be paid thereon. .

(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), in the event of any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of the Common Stock, the holder of the Limited Voting Junior Preferred Stock shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the par value of the Limited Voting Junior Preferred Stock and no more. For the purposes of this subdivision, a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(k) Subject to the final sentence of this subdivision (k) of this Article VI, so long as the share of Limited Voting Junior Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holder of the Limited Voting Junior Preferred Stock: (i) make an assignment for the benefit of creditors; (ii) file a petition for relief under the United States Bankruptcy Code; (iii) petition or apply to any tribunal for the appointment of a custodian, receiver or any trustee for a substantial part of its property; (iv) commence any proceeding under any bankruptcy, reorganization, arrangement, readjustment of debt, dissolution or liquidation law or statute of any jurisdiction, whether now or hereafter in effect; (v) accept or acquiesce in the filing of any such petition, application, proceeding or appointment of or taking possession by the custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or any substantial part of its property; or (vi) admit the Corporation's inability to pay its debts generally as they become due, on behalf of the Corporation; provided, however, that notwithstanding the foregoing, the affirmative vote of the holder of the Limited Voting Junior Preferred Stock shall not be required to file a petition for relief under the United States Bankruptcy Code if (a) the Corporation or any person or entity in Control (as defined in subdivision l of this Article IV) of the Corporation has entered into a contract to sell (whether by direct sale, merger or otherwise) the Corporation or its assets and the buyer conditions its obligations to consummate such transaction on obtaining the entry of an order pursuant to section 363 or section 1129 of the United States Bankruptcy Code approving such transaction and (b) if, but only if, such transaction involves the sale of assets by the Corporation in a case where ownership of the Corporation is not being transferred, following consummation of such sale, all of the indebtedness for borrowed money of the Corporation shall have been paid in full (or adequate provision for the payment thereof shall have been made) or assumed by the buyer. In exercising discretion under this subdivision (k) of this Article VI, the holder of Limited Voting Junior Preferred Stock shall be entitled to, and shall, consider and have due regard for, the interests of the shareholders of the Corporation and its creditors in addition to such other considerations as such holder shall consider relevant and in the best interests of the Corporation; provided that nothing in this sentence is intended to create any contractual rights in any person other than the Corporation and such holder. Except as provided by applicable law, the holder of the Limited Voting Junior Preferred Stock shall be entitled to notice of each

Articles of Amendment (September 30, 2002)

meeting of stockholders at which such holder shall have any right to vote, but shall not be entitled to notice of any other meeting of stockholders. Notwithstanding the foregoing provisions, the holder of the Limited Voting Junior Preferred Stock shall not have any voting rights under this subdivision (k) of this Article VI at any time when the Corporation has the right to redeem the Limited Voting Junior Preferred Stock pursuant to subdivision (l) of this Article VI (and regardless of whether there may then exist any restriction not set forth in such subdivision (l) on the Corporation's ability to redeem the Limited Voting Junior Preferred Stock). Except as provide in this subdivision (k) of this Article VI or as otherwise provided by law, the holder of the Limited Voting Junior Preferred Stock shall have no right to vote in the election of directors or for any other purpose.

(l) The Limited Voting Junior Preferred Stock may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time by payment of an amount equal to the par value of such share; *provided*, that the Corporation shall not be empowered to call the Limited Voting Junior Preferred Stock for redemption at any time in which Control of the Corporation shall be held or exercised by any person or entity, or by any Affiliate of such person or entity, which person or entity shall be subject to an order for relief under the United States Bankruptcy Code or any successor statute. For purposes of this subdivision (l), "Control" shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of voting securities or general partnership or managing member interests, by contract or otherwise, and "Affiliate" shall mean with respect to any person or entity, any other person or entity directly or indirectly Controlling or Controlled by, or under direct or indirect common Control with such person or entity.

(m) The Limited Voting Junior Preferred Stock shall be issued and held, and may be transferred on the shareholder records of the Corporation, only upon approval of the Oregon Public Utility Commission, and only to persons or entities which are during the period of such ownership, and shall have been for the five-year period prior to such ownership, Independent. For purposes of this subdivision (m), "Independent" shall mean a person or entity which is not (i) an Affiliate (as defined in subdivision (l) above), employee, director, equity security holder, partner, member or officer of the Corporation or any of its Affiliates; (ii) employed by, or an Affiliate of, a supplier of goods or services to the Corporation or any of its Affiliates that derives more than ten percent of its revenues from the Corporation or any of its Affiliates; or (iii) a member of the immediate family of a person or entity that is an Affiliate of or that Controls (as defined in subdivision (l) above) the Corporation. Certificates or other evidence of ownership of the Limited Voting Junior Preferred Stock shall bear a legend or other prominent notice of the restriction contained in this subdivision (m).

(n) The Limited Voting Junior Preferred Stock shall not be convertible into Common Stock, Preferred Stock or any other class or series of securities issued by the Corporation.

(o) If the share of the Limited Voting Junior Preferred Stock is redeemed, purchased or otherwise acquired by the Corporation, it shall be cancelled and shall not be reissued.

#### COMMON STOCK

(p) Subject to the limitations set forth in subdivision (b) of this Article VI (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends.

(q) Subject to the limitations set forth in subdivision (c) and (j) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution,  
**Articles of Amendment (September 30, 2002)**

034142-16

liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(r) Subject to the limitations set forth in subdivisions (f), (g), (h) and (k) of this Article VI (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(s) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the Board of Directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said Board may determine, free of any such right, either by offering the same to the Corporation's then stockholders or by otherwise selling or disposing of such shares or other securities, as the Board of Directors may deem advisable.

(t) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in supplementary or amended Articles of Incorporation executed and filed in the manner provided by law.

(u) The provisions of subdivision (o) and of this subdivision (q) of this Article VI shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

Stockholders shall have no preemptive rights for the purchase of any stock, either Common, Limited Voting Junior Preferred Stock or Preferred, except as may be authorized by the Board of Directors of this Corporation.



Phone: (503) 966-2200  
Fax: (503) 378-4381

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

**Restated Articles of Incorporation—Business/Professional/Nonprofit**

Check the appropriate box below:

- ☒ **BUSINESS/PROFESSIONAL CORPORATION**  
(Complete only 1, 2, 3, 4, 6, 7)  
☐ **NONPROFIT CORPORATION**  
(Complete only 1, 2, 3, 5, 6, 7)

**FILED**  
**MAR 31 2006**  
**OREGON**  
**SECRETARY OF STATE**

**REGISTRY NUMBER:** 034142-16

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) **NAME OF CORPORATION PRIOR TO AMENDMENT** Portland General Electric Company

2) **NEW NAME OF THE CORPORATION** (If changed) \_\_\_\_\_

3) **A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED:** The Restated Articles become effective April 3, 2006 at 12:01 am Pacific Time.

**BUSINESS/PROFESSIONAL CORPORATION ONLY**

4) **CHECK THE APPROPRIATE STATEMENT**

☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_  
These amendments were duly adopted by the board of directors

☒ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was 03/31/06 ★  
The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	42,758,877	42,758,877	42,758,877	-0-

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors

**NONPROFIT CORPORATION ONLY**

5) **CHECK THE APPROPRIATE STATEMENT**

☐ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_  
These amendments were duly adopted by the board of directors.

☐ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_  
The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) **EXECUTION**  
Signature

Printed Name

Title

Steven F. McCarrel

Assistant Secretary

7) **CONTACT NAME** (To resolve questions with this filing.)

**DAYTIME PHONE NUMBER** (Include area code.)

Steven F. McCarrel

503-464-2626

**FEES**

Required Processing Fee \$50  
Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to  
"Corporation Division"

**NOTE:**

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

**FILED**

**MAR 31 2006**

**OREGON  
SECRETARY OF STATE**

**AMENDED AND RESTATED  
ARTICLES OF  
INCORPORATION  
OF PORTLAND GENERAL ELECTRIC  
COMPANY**

The Articles of Incorporation, as amended, of Portland General Electric Company (the "Corporation") are hereby amended and restated under 60.451 of the Oregon Business Corporation Act (the "Act"). The date of filing of the Corporation's Articles of Incorporation was July 25, 1930.

**ARTICLE I.**

**Name**

The name of the Corporation is:

**Portland General Electric Company**

**ARTICLE II.**

**Duration**

The Corporation shall exist perpetually.

**ARTICLE III.**

**Purposes**

The Corporation is organized for the following purposes:

1. To construct, purchase, lease, and otherwise acquire ownership of and improve, maintain, use and operate every type and kind of real and personal property for the generation, manufacture, production and furnishing of electric energy, and to use, furnish and sell to the public, including other corporations, towns, cities and municipalities, at wholesale and retail, electric energy.

2. To engage in any lawful activity for which corporations may be organized under the Act and any amendment thereto.

3. To engage in any lawful activity and to do anything in the operation of the Corporation or for the accomplishment of any of its purposes or for the exercise of any of its powers which shall appear necessary for or beneficial to the Corporation.

The authority conferred in this Article III shall be exercised consistently with the requirements of applicable state and federal laws and regulations governing the activities of a public utility.

**ARTICLE IV.**  
**Classes of Capital Stock**

The amount of the capital stock of the Corporation is:

**COMMON STOCK.** Common Stock of the Corporation shall consist of a class without par value consisting of 80,000,000 shares.

**PREFERRED STOCK.** Preferred Stock of the Corporation shall consist of a class without par value consisting of 30,000,000 shares issuable in series as hereinafter provided.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock without par value and the Common Stock, of the variations and relative rights and preferences as between series of the Preferred Stock insofar as the same are fixed by these Amended and Restated Articles of Incorporation (these "Articles") and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock, and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles is as follows:

**PREFERRED STOCK**

(a) As used in these Articles, the term "Preferred Stock" shall mean the Preferred Stock without par value. The Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock and all other classes of capital stock of the Corporation. To the extent that these Articles shall not have established series of the Preferred Stock and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock into series and, with the limitations set forth in these Articles and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation and the amount payable in the event of involuntary liquidation, but such involuntary liquidation amount shall not exceed the price at which the shares may be sold as fixed in the resolution or resolutions creating the series;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article IV, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of series and shall be determined by weighing the vote cast for each share so as to reflect the involuntary liquidation amount fixed in the resolution or resolutions creating the series, such that each share shall have one vote per \$100 of involuntary liquidation value.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the Board of Directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the Board of Directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the Board of Directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the respective involuntary liquidation amount for each share as fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV, plus in all cases unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective voluntary liquidation amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether

voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) Subject to the limitations set forth in subdivision (c) of Article V, the Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the Board of Directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the Corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or the City of Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may



have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Except as set forth in subdivision (c) of Article V, nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article IV, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article IV. Holders of Preferred Stock shall be entitled to notice of each meeting of shareholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of shareholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of shareholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of shareholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of shareholders and to be held at the place for the holding of such annual

meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of shareholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of shareholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the Board of Directors, anything herein or in the Bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of shareholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of shareholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to

revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the shareholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges, to securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in

which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (h) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the shareholders of the Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

## COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article IV (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article IV (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g), and (h) of this Article IV (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the Board of Directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said Board may determine, free of any such right, either by offering the same to the Corporation's then shareholders or by otherwise selling or disposing of such shares or other securities, as the Board of Directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in amended or restated articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article IV shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

## ARTICLE V.

### Designation of Series Preferred Stock

#### 7.75% SERIES CUMULATIVE PREFERRED STOCK, WITHOUT PAR VALUE.

7.75% Series Cumulative Preferred Stock, Without Par Value of the Corporation shall consist of 300,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the First Series, Without Par Value." Shares of Preferred Stock of the First Series, Without Par Value shall have the following relative rights and preferences in addition to those fixed in Article IV above:

(a) The rate of dividend payable upon shares of Preferred Stock of the

First Series, Without Par Value shall be 7.75 percent per annum. Dividends upon shares of Preferred Stock of the First Series, Without Par Value shall be cumulative from the date of original issue and shall be payable on the 15th day of January, April, July and October of each year thereafter.

(b) Subject to the provisions of subdivision (d) of Article IV of the Articles, prior to June 15, 2002, and prior to June 15 in each year thereafter until June 15, 2006, so long as any of the Preferred Stock of the First Series, Without Par Value shall remain outstanding, the Corporation shall deposit with its Transfer Agent, as a Sinking Fund for the Preferred Stock of the First Series, Without Par Value, an amount sufficient to redeem a minimum of 15,000 shares of the Preferred Stock of the First Series, Without Par Value, plus an amount equal to dividends accrued thereon to each such June 15 and, in addition, the Corporation may, at its option, prior to each such June 15, deposit an amount sufficient to retire through the operation of the Sinking Fund not more than 15,000 additional shares of Preferred Stock of the First Series, Without Par Value, but the right to make such optional deposit shall not be cumulative and shall not reduce any subsequent mandatory Sinking Fund payment for the Preferred Stock of the First Series, Without Par Value, and prior to June 15, 2007 the Corporation shall deposit with its Transfer Agent, as the final Sinking Fund payment, an amount sufficient to redeem all shares of the Preferred Stock of the First Series, Without Par Value outstanding on June 15, 2007. The Corporation shall not declare or pay or set apart for, or make or order any other distribution in respect of, or purchase or otherwise acquire for value any shares of, the Common Stock of the Corporation, or any class of stock as to which the Preferred Stock of the Corporation has priority as to payments of dividends, unless all amounts required to be paid or set aside for any Sinking Fund payment to retire shares of the Preferred Stock of the First Series, Without Par Value, shall have been paid or set aside. The Corporation's Transfer Agent shall, in accordance with the provisions set forth herein, apply the moneys in the Sinking Fund to redeem (i) pro rata, or by lot if so determined by the Board of Directors, on June 15, 2002, and on June 15 in each year thereafter until June 15, 2006, shares of the Preferred Stock of the First Series, Without Par Value, and (ii) on June 15, 2007 all outstanding shares of Preferred Stock of the First Series, Without Par Value, in each case at One hundred Dollars (\$100.00) per share plus dividends accrued to the date of redemption. The Corporation may, upon notice to its Transfer Agent prior to a date 45 days prior to June 15 in any year, commencing with the year 2002 through and including the year 2006, in which the Corporation shall be obligated to redeem shares of the Preferred Stock of the First Series, Without Par Value through the operation of the Sinking Fund, elect to reduce its obligation in respect of the redemption of shares required to be redeemed pursuant to the Sinking Fund by directing that any shares of the Preferred Stock of the First Series, Without Par Value previously purchased by the Corporation (other than shares purchased pursuant to the operation of the Sinking Fund or previously applied as a credit against the Sinking Fund) shall be applied as a credit, in whole or in part, in an amount equal to the aggregate liquidation value of the shares so applied, against the aggregate liquidation value of the shares required to be redeemed in such year pursuant to the operation of the Sinking Fund.

(c) The Preferred Stock of the First Series, Without Par Value shall not be subject to redemption, except pursuant to the Sinking Fund established for such Series.

(d) In the event of (i) any voluntary dissolution, liquidation or winding up of the Corporation, holders of the Preferred Stock of the First Series, Without Par Value shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders One Hundred Dollars (\$100.00) per share, plus unpaid

accumulated dividends thereon, if any, to the date of payment, and no more, and (ii) any involuntary dissolution, liquidation or winding up of the Corporation, holders of the Preferred Stock of the First Series, Without Par Value shall be entitled to be paid out of the net assets of the Corporation One Hundred Dollars (\$100.00) per share, plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

#### **ARTICLE VI.**

##### **Vacancy on Board of Directors**

Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of directors then in office, although less than a quorum, provided that so long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled only as provided in subdivision (f) of Article IV.

#### **ARTICLE VII.**

##### **Limitation of Liability**

To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. No amendment or repeal of this provision shall adversely affect any right or protection of a director existing at the time of such amendment or repeal. No change in the law shall reduce or eliminate the right and protections applicable at the time this provision became effective unless the change in law shall specifically require such reduction or elimination. If the law is amended, after this Article VII shall become effective, to authorize corporate action further eliminating or limiting the personal liability of directors, officers, employees or agents of the Corporation, then the liability of directors, officers, employees or agents of the Corporation shall be eliminated or limited to the fullest extent permitted by the law, as so amended.

#### **ARTICLE VIII.**

##### **Indemnification**

The Corporation may indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, as amended, with respect to any employee benefit plan of the Corporation or any of its subsidiaries, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. Any indemnification provided pursuant to this Article VIII shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of articles of incorporation, bylaws, agreement, statute, policy of insurance, vote of shareholders or Board of Directors, or otherwise.

034142-16

**ARTICLE IX.**  
**Shareholder Action Without a Meeting**

Except as otherwise provided under these Articles of Incorporation and applicable law, and subject to restrictions on the taking of shareholder action without a meeting under applicable law or rules of a national securities association or exchange, action required or permitted by the Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.





Phone: (503) 986-2200  
Fax: (503) 378-4381

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

# Restated Articles of Incorporation—Business/Professional/Nonprofit

Check the appropriate box below:

- ☒ BUSINESS/PROFESSIONAL CORPORATION  
(Complete only 1, 2, 3, 4, 6, 7)  
☐ NONPROFIT CORPORATION  
(Complete only 1, 2, 3, 5, 6, 7)

FILED

MAY 13 2009.

OREGON  
SECRETARY OF STATE

REGISTRY NUMBER: 034142-16

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION PORTLAND GENERAL ELECTRIC COMPANY

2) NEW NAME OF THE CORPORATION (If changed) \_\_\_\_\_

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED

## BUSINESS/PROFESSIONAL CORPORATION ONLY

### 4) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_. These amendments were duly adopted by the board of directors.

☒ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was 05/13/09.  
The vote of the shareholders was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Common	75,130,568	62,650,484	48,882,028	7,250,364

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

## NONPROFIT CORPORATION ONLY

### 5) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_. These amendments were duly adopted by the board of directors.

☐ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was \_\_\_\_\_.  
The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

### 6) EXECUTION

Signature

Printed Name

Title

*Marc S. Bocci*

Marc S. Bocci

Corporate Secretary

### 7) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

Marc S. Bocci

503-464-8840

## FEES

Required Processing Fee \$50

Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to  
"Corporation Division."

### NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.



3414216-11019973

**SECOND AMENDED AND  
RESTATED ARTICLES OF  
INCORPORATION  
OF PORTLAND GENERAL ELECTRIC  
COMPANY**

The Articles of Incorporation, as amended, of Portland General Electric Company (the "Corporation") are hereby amended and restated under 60.451 of the Oregon Business Corporation Act (the "Act"). The date of filing of the Corporation's Articles of Incorporation was July 25, 1930.

**ARTICLE I.  
Name**

The name of the Corporation is:

**Portland General Electric Company**

**ARTICLE II.  
Duration**

The Corporation shall exist perpetually.

**ARTICLE III.  
Purposes**

The Corporation is organized for the following purposes:

1. To construct, purchase, lease, and otherwise acquire ownership of and improve, maintain, use and operate every type and kind of real and personal property for the generation, manufacture, production and furnishing of electric energy, and to use, furnish and sell to the public, including other corporations, towns, cities and municipalities, at wholesale and retail, electric energy.
2. To engage in any lawful activity for which corporations may be organized under the Act and any amendment thereto.
3. To engage in any lawful activity and to do anything in the operation of the Corporation or for the accomplishment of any of its purposes or for the exercise of any of its powers which shall appear necessary for or beneficial to the Corporation.

The authority conferred in this Article III shall be exercised consistently with the requirements of applicable state and federal laws and regulations governing the activities of a public utility.

**ARTICLE IV.**  
**Classes of Capital Stock**

The amount of the capital stock of the Corporation is:

**COMMON STOCK.** Common Stock of the Corporation shall consist of a class without par value consisting of 160,000,000 shares.

**PREFERRED STOCK.** Preferred Stock of the Corporation shall consist of a class without par value consisting of 30,000,000 shares issuable in series as hereinafter provided.

A statement of the preferences, limitations, and relative rights of each class of the capital stock of the Corporation, namely, the Preferred Stock without par value and the Common Stock, of the variations and relative rights and preferences as between series of the Preferred Stock insofar as the same are fixed by these Amended and Restated Articles of Incorporation (these "Articles") and of the authority vested in the Board of Directors of the Corporation to establish series of Preferred Stock, and to fix and determine the variations in the relative rights and preferences as between series insofar as the same are not fixed by these Articles is as follows:

**PREFERRED STOCK**

(a) As used in these Articles, the term "Preferred Stock" shall mean the Preferred Stock without par value. The Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series of the Preferred Stock and all other classes of capital stock of the Corporation. To the extent that these Articles shall not have established series of the Preferred Stock and fixed and determined the variations in the relative rights and preferences as between series, the Board of Directors shall have authority, and is hereby expressly vested with authority, to divide the Preferred Stock into series and, with the limitations set forth in these Articles and such limitations as may be provided by law, to fix and determine the relative rights and preferences of any series of the Preferred Stock so established. Such action by the Board of Directors shall be expressed in a resolution or resolutions adopted by it prior to the issuance of shares of each series, which resolution or resolutions shall also set forth the distinguishing designation of the particular series of the Preferred Stock established thereby. Without limiting the generality of the foregoing, authority is hereby expressly vested in the Board of Directors to fix and determine with respect to any series of the Preferred Stock:

- (1) The rate of dividend;
- (2) The price at which and the terms and conditions on which shares may be sold or redeemed;
- (3) The amount payable upon shares in the event of voluntary liquidation and the amount payable in the event of involuntary liquidation, but such involuntary liquidation amount shall not exceed the price at which the shares may be sold as fixed in the resolution or resolutions creating the series;
- (4) Sinking fund provisions for the redemption or purchase of shares; and
- (5) The terms and conditions on which shares may be converted.

All shares of the Preferred Stock of the same series shall be identical except that shares of the same series issued at different times may vary as to the dates from which dividends thereon shall be cumulative; and all shares of the Preferred Stock, irrespective of series, shall constitute one and the same class of stock, shall be of equal rank, and shall be identical except as to the designation thereof, the date or dates from which dividends on shares thereof shall be cumulative, and the relative rights and preferences set forth above in clauses (1) through (5) of this subdivision (a), as to which there may be variations between different series. Except as may be otherwise provided by law, by subdivision (g) of this Article IV, or by the resolutions establishing any series of Preferred Stock in accordance with the foregoing provisions of this subdivision (a), whenever the presence, written consent, affirmative vote, or other action on the part of the holders of the Preferred Stock may be required for any purpose, such consent, vote or other action shall be taken by the holders of the Preferred Stock as a single body irrespective of series and shall be determined by weighing the vote cast for each share so as to reflect the involuntary liquidation amount fixed in the resolution or resolutions creating the series, such that each share shall have one vote per \$100 of involuntary liquidation value.

(b) The holders of shares of the Preferred Stock of each series shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, at the annual rate fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV, and no more, payable quarterly on the first days of January, April, July and October in each year or on such other date or dates as the Board of Directors shall determine. Such dividends shall be cumulative in the case of shares of each series either from the date of issuance of shares of such series or from the first day of the current dividend period within which shares of such series shall be issued, as the Board of Directors shall determine, so that if dividends on all outstanding shares of each particular series of the Preferred Stock, at the annual dividend rates fixed and determined by the Board of Directors for the respective series, shall not have been paid or declared and set apart for payment for all past dividend periods and for the then current dividend periods, the deficiency shall be fully paid or dividends equal thereto declared and set apart for payment at said rates before any dividends on the Common Stock shall be paid or declared and set apart for payment. In the event more than one series of the Preferred Stock shall be outstanding, the Corporation, in making any dividend payment on the Preferred Stock, shall make payments ratably upon all outstanding shares of the Preferred Stock in proportion to the amount of dividends accumulated thereon to the date of such dividend payment. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments which may be in arrears.

(c) In the event of any dissolution, liquidation or winding up of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock of each series then outstanding shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders the respective involuntary liquidation amount for each share as fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV, plus in all cases unpaid accumulated dividends thereon, if any, to the date of payment, and no more, unless such dissolution, liquidation or winding up shall be voluntary, in which event the amount which such holders shall be entitled so to be paid shall be the respective voluntary liquidation amounts per share fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV, and no more. If upon any dissolution, liquidation or winding up of the Corporation, whether

voluntary or involuntary, the net assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of all outstanding shares of Preferred Stock of all series the full amounts to which they shall be respectively entitled as aforesaid, the entire net assets of the Corporation available for distribution shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they shall be respectively so entitled. For the purposes of this subdivision (c), any dissolution, liquidation or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation by (1) the United States Government or any authority, agency or instrumentality thereof, (2) a State of the United States or any political subdivision, authority, agency or instrumentality thereof, or (3) a district, cooperative or other association or entity not organized for profit, shall be deemed to be an involuntary dissolution, liquidation or winding up; and a consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed to be a dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

(d) Subject to the limitations set forth in subdivision (c) of Article V, the Preferred Stock of all series, or of any series thereof, or any part of any series thereof, at any time outstanding, may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time, at the then applicable redemption price fixed and determined with respect to each series in accordance with subdivision (a) of this Article IV. If less than all of the shares of any series are to be redeemed, the redemption shall be made either pro rata or by lot in such manner as the Board of Directors shall determine.

In the event the Corporation shall so elect to redeem shares of the Preferred Stock, notice of the intention of the Corporation to do so and of the date and place fixed for redemption shall be mailed not less than thirty days before the date fixed for redemption to each holder of shares of the Preferred Stock to be redeemed at his address as it shall appear on the books of the Corporation, and on and after the date fixed for redemption and specified in such notice (unless the Corporation shall default in making payment of the redemption price), such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to receive the redemption price therefor from the Corporation on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

Contemporaneously with the mailing of notice of redemption of any shares of the Preferred Stock as aforesaid or at any time thereafter on or before the date fixed for redemption, the Corporation may, if it so elects, deposit the aggregate redemption price of the shares to be redeemed with any bank or trust company doing business in the City of New York, N. Y., the City of Chicago, Illinois, the City of San Francisco, California, or the City of Portland, Oregon, having a capital and surplus of at least \$5,000,000, named in such notice, payable on the date fixed for redemption in the proper amounts to the respective holders of the shares to be redeemed, upon endorsement, if required, and surrender of their certificates for such shares, and on and after the making of such deposit such holders shall cease to be shareholders of the Corporation with respect to such shares and shall have no interest in or claim against the Corporation with respect to such shares, excepting only the right to exercise such redemption or exchange rights, if any, on or before the date fixed for redemption as may

have been provided with respect to such shares or the right to receive the redemption price of their shares from such bank or trust company on the date fixed for redemption, without interest, upon endorsement, if required, and surrender of their certificates for such shares.

If the Corporation shall have elected to deposit the redemption moneys with a bank or trust company as permitted by this subdivision (d), any moneys so deposited which shall remain unclaimed at the end of six years after the redemption date shall be repaid to the Corporation, and upon such repayment holders of Preferred Stock who shall not have made claim against such moneys prior to such repayment shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equal to the amount they would theretofore have been entitled to receive from such bank or trust company. Any redemption moneys so deposited which shall not be required for such redemption because of the exercise, after the date of such deposit, of any right of conversion or exchange or otherwise, shall be returned to the Corporation forthwith. The Corporation shall be entitled to receive any interest allowed by any bank or trust company on any moneys deposited with such bank or trust company as herein provided, and the holders of any shares called for redemption shall have no claim against any such interest.

Except as set forth in subdivision (c) of Article V, nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock.

(e) The holders of shares of the Preferred Stock shall have no right to vote in the election of directors or for any other purpose except as may be otherwise provided by law, by subdivisions (f), (g) and (h) of this Article IV, or by resolutions establishing any series of Preferred Stock in accordance with subdivision (a) of this Article IV. Holders of Preferred Stock shall be entitled to notice of each meeting of shareholders at which they shall have any right to vote, but shall not be entitled to notice of any other meeting of shareholders.

(f) If at any time dividends payable on any share or shares of Preferred Stock shall be in arrears in an amount equal to four full quarterly dividends or more per share, a default in preferred dividends for the purpose of this subdivision (f) shall be deemed to have occurred, and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all unpaid accumulated dividends on all shares of Preferred Stock shall have been paid to the last preceding dividend period. If and whenever a default in preferred dividends shall occur, a special meeting of shareholders of the Corporation shall be held for the purpose of electing directors upon the written request of the holders of at least 10% of the Preferred Stock then outstanding. Such meeting shall be called by the secretary of the Corporation upon such written request and shall be held at the earliest practicable date upon like notice as that required for the annual meeting of shareholders of the Corporation and at the place for the holding of such annual meeting. If notice of such special meeting shall not be mailed by the secretary within thirty days after personal service of such written request upon the secretary of the Corporation or within thirty days of mailing the same in the United States of America by registered mail addressed to the secretary at the principal office of the Corporation, then the holders of at least 10% of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting and the person so designated may call such meeting upon like notice as that required for the annual meeting of shareholders and to be held at the place for the holding of such annual

meeting. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of shareholders to be called pursuant to the foregoing provisions of this paragraph.

At any such special meeting, or at the next annual meeting of shareholders of the Corporation for the election of directors and at each other meeting, annual or special, for the election of directors held thereafter (unless at the time of any such meeting such default in preferred dividends shall no longer exist), the holders of the outstanding Preferred Stock, voting separately as herein provided, shall have the right to elect the smallest number of directors which shall constitute at least one-fourth of the total number of directors of the Corporation, or two directors, whichever shall be the greater, and the holders of the outstanding shares of Common Stock, voting as a class, shall have the right to elect all other members of the Board of Directors, anything herein or in the Bylaws of the Corporation to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at any time when such special right to elect directors shall become vested in the holders of the Preferred Stock shall terminate upon the election of any new directors to succeed them as aforesaid.

At any meeting, annual or special, of the Corporation, at which the holders of Preferred Stock shall have the special right to elect directors as aforesaid, the presence in person or by proxy of the holders of a majority of the Preferred Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors, and the presence in person or by proxy of the holders of a majority of the Common Stock then outstanding shall be required to constitute a quorum of such stock for the election of directors; provided, however, that the absence of a quorum of the holders of either stock shall not prevent the election at any such meeting or adjournment thereof of directors by the other stock if the necessary quorum of the holders of such other stock shall be present at such meeting or any adjournment thereof; and, provided further, that in the absence of a quorum of holders of either stock a majority of the holders of such stock who are present in person or by proxy shall have power to adjourn the election of the directors to be elected by such stock from time to time, without notice other than announcement at the meeting, until the requisite quorum of holders of such stock shall be present in person or by proxy, but no such adjournment shall be made to a date beyond the date for the mailing of the notice of the next annual meeting of shareholders of the Corporation or special meeting in lieu thereof.

So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled at any meeting of shareholders, annual or special, for the election of directors held thereafter, and a special meeting of shareholders, or of the holders of shares of the Preferred Stock, may be called for the purpose of filling any such vacancy. So long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by majority vote of the remaining directors elected by the holders of Common Stock.

If and when the default in preferred dividends which permitted the election of directors by the holders of the Preferred Stock shall cease to exist, the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and of the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, subject to



revesting in the event of each and every subsequent like default in preferred dividends. Upon the termination of any such special right, the terms of office of all persons who may have been elected directors by vote of the holders of the Preferred Stock pursuant to such special right shall forthwith terminate, and the resulting vacancies shall be filled by the majority vote of the remaining directors.

(g) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not without the written consent or affirmative vote of the holders of at least two-thirds of the Preferred Stock then outstanding, (1) create or authorize any new stock ranking prior to the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, or (2) amend, alter or repeal any of the express terms of the Preferred Stock then outstanding in a manner substantially prejudicial to the holders thereof. Notwithstanding the foregoing provisions of this subdivision (g), if any proposed amendment, alteration or repeal of any of the express terms of any outstanding shares of the Preferred Stock would be substantially prejudicial to the holders of shares of one or more, but not all, of the series of the Preferred Stock, only the written consent or affirmative vote of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required. Any affirmative vote of the holders of the Preferred Stock, or of any one or more series thereof, which may be required in accordance with the foregoing provisions of this subdivision (g), upon a proposal to create or authorize any stock ranking prior to the Preferred Stock or to amend, alter or repeal the express terms of outstanding shares of the Preferred Stock or of any one or more series thereof in a manner substantially prejudicial to the holders thereof may be taken at a special meeting of the holders of the Preferred Stock or of the holders of one or more series thereof called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the shares of the Preferred Stock entitled to vote upon any such proposal, or at any meeting, annual or special, of the shareholders of the Corporation, notice of the time, place and purposes of which shall have been given to holders of shares of the Preferred Stock entitled to vote on such a proposal.

(h) So long as any shares of the Preferred Stock shall be outstanding, the Corporation shall not, without the written consent or affirmative vote of the holders of at least a majority of the Preferred Stock then outstanding:

(1) issue any shares of Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless (a) the net income of the Corporation available for the payment of dividends for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in which such shares are to be issued in connection with the acquisition of new property, the net income of the property so to be acquired, computed on the same basis as the net income of the Corporation) is at least equal to two times the annual dividend requirements on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued, and (b) the gross income (defined as the sum of net income and interest charges, to securities evidencing indebtedness deducted in arriving at such net income) of the Corporation available for the payment of interest for a period of twelve consecutive calendar months within the fifteen calendar months immediately preceding the issuance of such shares (including, in any case in



which such shares are to be issued in connection with the acquisition of new property, the gross income, as heretofore defined, of the property so to be acquired, computed on the same basis as the gross income, as heretofore defined, of the Corporation) is at least equal to one and one-half times the aggregate of the annual interest requirements on all securities evidencing indebtedness of the Corporation, and the annual dividend requirements on all shares of the Preferred Stock and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; or

(2) issue any shares of the Preferred Stock, or of any other class of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation (paid-in, earned or other, if any) shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation, or winding up of the Corporation on all shares of the Preferred Stock, and on all shares of all other classes of stock ranking prior to or on a parity with the Preferred Stock as to dividends or upon dissolution, liquidation or winding up, which will be outstanding immediately after the issuance of such shares, including the shares proposed to be issued; provided, however, that if, for the purposes of meeting the requirements of this subparagraph (2), it shall become necessary to take into consideration any surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation to an amount less than the aggregate amount payable on involuntary dissolution, liquidation or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to or on a parity with the Preferred Stock, as to dividends or upon dissolution, liquidation or winding up, at the time outstanding.

In any case where it would be appropriate, under generally accepted accounting principles, to combine or consolidate the financial statements of any predecessor or subsidiary of the Corporation with those of the Corporation, the foregoing computations may be made on the basis of such combined or consolidated financial statements. Any affirmative vote of the holders of the Preferred Stock which may be required in accordance with the foregoing provisions of this subdivision (h) may be taken at a special meeting of the holders of the Preferred Stock called for the purpose, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock, or at any meeting, regular or special, of the shareholders of the Corporation, notice of the time, place and purposes of which shall have been given to the holders of the outstanding shares of the Preferred Stock.

## COMMON STOCK

(i) Subject to the limitations set forth in subdivision (b) of this Article IV (and subject to the rights of any class of stock hereafter authorized) dividends may be paid upon the Common Stock when and as declared by the Board of Directors of the Corporation out of any funds legally available for the payment of dividends.

(j) Subject to the limitations set forth in subdivision (c) of this Article IV (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed ratably to the holders of the Common Stock.

(k) Subject to the limitations set forth in subdivisions (f), (g), and (h) of this Article IV (and subject to the rights of any class of stock hereafter created), and except as may be otherwise provided by law, the holders of the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes.

(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right to subscribe for, purchase, or receive any proportionate or other amount of such shares of capital stock, or such security convertible into capital stock, proposed to be issued; and the Board of Directors may cause the Corporation to dispose of all or any of such shares of capital stock, or of any such security convertible into capital stock, as and when said Board may determine, free of any such right, either by offering the same to the Corporation's then shareholders or by otherwise selling or disposing of such shares or other securities, as the Board of Directors may deem advisable.

(m) The Corporation from time to time, with the approving vote of the holders of at least a majority of its then outstanding shares of Common Stock, may authorize additional shares of its capital stock, with or without nominal or par value, including shares of such other class or classes, and having such designations, preferences, rights, and voting powers, or restrictions or qualifications thereof, as may be approved by such vote and be stated in amended or restated articles of incorporation executed and filed in the manner provided by law.

(n) The provisions of subdivision (l) and of this subdivision (n) of this Article IV shall not be changed unless the holders of at least a majority of the outstanding shares of Common Stock shall consent thereto in writing, or by vote at a meeting in the notice of which action on the proposed change shall have been set forth.

## ARTICLE V.

### Designation of Series Preferred Stock

7.75% SERIES CUMULATIVE PREFERRED STOCK, WITHOUT PAR VALUE.

7.75% Series Cumulative Preferred Stock, Without Par Value of the Corporation shall consist of 300,000 shares. Such series of Preferred Stock is hereinafter referred to as "Preferred Stock of the First Series, Without Par Value." Shares of Preferred Stock of the First Series, Without Par Value shall have the following relative rights and preferences in addition to those fixed in Article IV above:

(a) The rate of dividend payable upon shares of Preferred Stock of the

First Series, Without Par Value shall be 7.75 percent per annum. Dividends upon shares of Preferred Stock of the First Series, Without Par Value shall be cumulative from the date of original issue and shall be payable on the 15th day of January, April, July and October of each year thereafter.

(b) Subject to the provisions of subdivision (d) of Article IV of the Articles, prior to June 15, 2002, and prior to June 15 in each year thereafter until June 15, 2006, so long as any of the Preferred Stock of the First Series, Without Par Value shall remain outstanding, the Corporation shall deposit with its Transfer Agent, as a Sinking Fund for the Preferred Stock of the First Series, Without Par Value, an amount sufficient to redeem a minimum of 15,000 shares of the Preferred Stock of the First Series, Without Par Value, plus an amount equal to dividends accrued thereon to each such June 15 and, in addition, the Corporation may, at its option, prior to each such June 15, deposit an amount sufficient to retire through the operation of the Sinking Fund not more than 15,000 additional shares of Preferred Stock of the First Series, Without Par Value, but the right to make such optional deposit shall not be cumulative and shall not reduce any subsequent mandatory Sinking Fund payment for the Preferred Stock of the First Series, Without Par Value, and prior to June 15, 2007 the Corporation shall deposit with its Transfer Agent, as the final Sinking Fund payment, an amount sufficient to redeem all shares of the Preferred Stock of the First Series, Without Par Value outstanding on June 15, 2007. The Corporation shall not declare or pay or set apart for, or make or order any other distribution in respect of, or purchase or otherwise acquire for value any shares of, the Common Stock of the Corporation, or any class of stock as to which the Preferred Stock of the Corporation has priority as to payments of dividends, unless all amounts required to be paid or set aside for any Sinking Fund payment to retire shares of the Preferred Stock of the First Series, Without Par Value, shall have been paid or set aside. The Corporation's Transfer Agent shall, in accordance with the provisions set forth herein, apply the moneys in the Sinking Fund to redeem (i) pro rata, or by lot if so determined by the Board of Directors, on June 15, 2002, and on June 15 in each year thereafter until June 15, 2006, shares of the Preferred Stock of the First Series, Without Par Value, and (ii) on June 15, 2007 all outstanding shares of Preferred Stock of the First Series, Without Par Value, in each case at One Hundred Dollars (\$100.00) per share plus dividends accrued to the date of redemption. The Corporation may, upon notice to its Transfer Agent prior to a date 45 days prior to June 15 in any year, commencing with the year 2002 through and including the year 2006, in which the Corporation shall be obligated to redeem shares of the Preferred Stock of the First Series, Without Par Value through the operation of the Sinking Fund, elect to reduce its obligation in respect of the redemption of shares required to be redeemed pursuant to the Sinking Fund by directing that any shares of the Preferred Stock of the First Series, Without Par Value previously purchased by the Corporation (other than shares purchased pursuant to the operation of the Sinking Fund or previously applied as a credit against the Sinking Fund) shall be applied as a credit, in whole or in part, in an amount equal to the aggregate liquidation value of the shares so applied, against the aggregate liquidation value of the shares required to be redeemed in such year pursuant to the operation of the Sinking Fund.

(c) The Preferred Stock of the First Series, Without Par Value shall not be subject to redemption, except pursuant to the Sinking Fund established for such Series.

(d) In the event of (i) any voluntary dissolution, liquidation or winding up of the Corporation, holders of the Preferred Stock of the First Series, Without Par Value shall be entitled to be paid out of the net assets of the Corporation available for distribution to its shareholders One Hundred Dollars (\$100.00) per share, plus unpaid

accumulated dividends thereon, if any, to the date of payment, and no more, and (ii) any involuntary dissolution, liquidation or winding up of the Corporation, holders of the Preferred Stock of the First Series, Without Par Value shall be entitled to be paid out of the net assets of the Corporation One Hundred Dollars (\$100.00) per share, plus unpaid accumulated dividends thereon, if any, to the date of payment, and no more.

#### **ARTICLE VI.**

##### **Vacancy on Board of Directors**

Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of directors then in office, although less than a quorum, provided that so long as a default in preferred dividends shall exist, any vacancy in the office of a director elected by the holders of the Preferred Stock may be filled only as provided in subdivision (f) of Article IV.

#### **ARTICLE VII.**

##### **Limitation of Liability**

To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. No amendment or repeal of this provision shall adversely affect any right or protection of a director existing at the time of such amendment or repeal. No change in the law shall reduce or eliminate the right and protections applicable at the time this provision became effective unless the change in law shall specifically require such reduction or elimination. If the law is amended, after this Article VII shall become effective, to authorize corporate action further eliminating or limiting the personal liability of directors, officers, employees or agents of the Corporation, then the liability of directors, officers, employees or agents of the Corporation shall be eliminated or limited to the fullest extent permitted by the law, as so amended.

#### **ARTICLE VIII.**

##### **Indemnification**

The Corporation may indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, as amended, with respect to any employee benefit plan of the Corporation or any of its subsidiaries, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. Any indemnification provided pursuant to this Article VIII shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of articles of incorporation, bylaws, agreement, statute, policy of insurance, vote of shareholders or Board of Directors, or otherwise.

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**ARTICLE IX.**  
**Shareholder Action Without a Meeting**

Except as otherwise provided under these Articles of Incorporation and applicable law, and subject to restrictions on the taking of shareholder action without a meeting under applicable law or rules of a national securities association or exchange, action required or permitted by the Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

~~September 10, 2010~~

**The Oregon Energy Facility Siting Council**  
**FIRST AMENDED SITE CERTIFICATE**  
**FOR THE MONTAGUE WIND POWER FACILITY**

**I. INTRODUCTION**

The Oregon Energy Facility Siting Council (Council) issues this site certificate for the Montague Wind Power Facility (the facility) in the manner authorized under ORS Chapter 469. This site certificate is a binding agreement between the State of Oregon (State), acting through the Council, and Montague Wind Power Facility LLC (certificate holder) authorizing the certificate holder to construct and operate the facility in Gilliam County, Oregon. Should Portland General Electric acquire the facility, this site certificate shall automatically transfer to Portland General Electric who will then be considered the certificate holder. [Amendment #1]

The findings of fact, reasoning and conclusions of law underlying the terms and conditions of this site certificate are set forth in the following documents, incorporated herein by this reference: (a) the Council's Final Order on the Application for the Montague Wind Power Facility issued on September 10, 2010 (hereafter, Final Order on the Application), and (b) the Final Order on Amendment #1 issued on \_\_\_\_\_, 2013. In interpreting this site certificate, any ambiguity will be clarified by reference to the following, in order of priority: (1) this First Amended Site Certificate, (2) the Final Order on Amendment #1, (3) the Final Order on the Application, and (4) the record of the proceedings that led to the Final Order on the Application and the Final Order on Amendment #1~~reference to the Final Order on the Application for the Montague Wind Power Facility.~~ [Amendment #1]

The definitions in ORS 469.300 and OAR 345-001-0010 apply to terms used in this site certificate, except where otherwise stated or where the context clearly indicates otherwise.

**II. SITE CERTIFICATION**

1. To the extent authorized by state law and subject to the conditions set forth herein, the State authorizes the certificate holder to construct, operate and retire a wind energy facility, together with certain related or supporting facilities, at the site in Gilliam County, Oregon, as described in Section III of this site certificate. ORS 469.401(1).
2. This site certificate is effective until it is terminated under OAR 345-027-0110 or the rules in effect on the date that termination is sought or until the site certificate is revoked under ORS 469.440 and OAR 345-029-0100 or the statutes and rules in effect on the date that revocation is ordered. ORS 469.401(1).
3. This site certificate does not address, and is not binding with respect to, matters that were not addressed in the ~~Council's Final Order on the Application for the Montague Wind Power Facility and Amendment #1.~~ Such matters include, but are not limited to: building code compliance, wage, hour and other labor regulations, local government fees and charges and other design or operational issues that do not relate to siting the facility (ORS 469.401(4)) and permits issued under statutes and rules for which the decision on compliance has been delegated by the federal government to a state agency other than the Council. 469.503(3). [Amendment #1]

4. Both the State and the certificate holder shall abide by local ordinances, state law and the rules of the Council in effect on the date this site certificate is executed. ORS 469.401(2). In addition, upon a clear showing of a significant threat to public health, safety or the environment that requires application of later-adopted laws or rules, the Council may require compliance with such later-adopted laws or rules. ORS 469.401(2).
5. For a permit, license or other approval addressed in and governed by this site certificate, the certificate holder shall comply with applicable state and federal laws adopted in the future to the extent that such compliance is required under the respective state agency statutes and rules. ORS 469.401(2).
6. Subject to the conditions herein, this site certificate binds the State and all counties, cities and political subdivisions in Oregon as to the approval of the site and the construction, operation and retirement of the facility as to matters that are addressed in and governed by this site certificate. ORS 469.401(3).
7. Each affected state agency, county, city and political subdivision in Oregon with authority to issue a permit, license or other approval addressed in or governed by this site certificate shall, upon submission of the proper application and payment of the proper fees, but without hearings or other proceedings, issue such permit, license or other approval subject only to conditions set forth in this site certificate. ORS 469.401(3).
8. After issuance of this site certificate, each state agency or local government agency that issues a permit, license or other approval for the facility shall continue to exercise enforcement authority over such permit, license or other approval. ORS 469.401(3).
9. After issuance of this site certificate, the Council shall have continuing authority over the site and may inspect, or direct the Oregon Department of Energy (Department) to inspect, or request another state agency or local government to inspect, the site at any time in order to ensure that the facility is being operated consistently with the terms and conditions of this site certificate. ORS 469.430.

### III. DESCRIPTION

#### 1. The Facility

##### (a) The Energy Facility

The energy facility is an electric power generating plant with an average electric generating capacity of up to 134.7 megawatts and a peak generating capacity of not more than 404 megawatts that produces power from wind energy. The facility consists of not more than 269 wind turbines. The maximum peak generating capacity of each turbine is not more than 3.0 megawatts. The energy facility is described further in the *Final Order on the Application for the Montague Wind Power Facility and Amendment #1*.

##### (b) Related or Supporting Facilities

The facility includes the following related or supporting facilities described below and in greater detail in the *Final Order on the Application for the Montague Wind Power Facility and Amendment #1*:

- Power collection system
- Control system

**MONTAGUE WIND POWER FACILITY**

**FIRST AMENDED SITE CERTIFICATE — , 2013September 10, 2010**



- Substations and 230-kV transmission lines
- Meteorological towers
- Operations and maintenance facilities
- Access roads
- Public roadway modifications
- Temporary construction areas

#### **Power Collection System**

A power collection system operating at 34.5 kilovolts (kV) transports power from each turbine to a collector substation. To the extent practicable, the collection system is installed underground at a depth of at least three feet. Not more than 27 miles of the collector system is installed aboveground.

#### **Control System**

A fiber optic communications network links the wind turbines to a central computer at the O&M buildings. A Supervisory, Control and Data Acquisition (SCADA) system collects operating and performance data from each wind turbine and from the project as a whole and allows remote operation of the wind turbines.

#### **Substations and 230-kV Transmission Lines**

The facility includes two collector substations. An aboveground, single-circuit 230-kV transmission line connects the western substation to the central substation. An aboveground, single-circuit 230-kV transmission line connects the central substation to the 500-kV Slatt-Buckley transmission line owned by the Bonneville Power Administration (BPA) at the Slatt substation.

#### **Meteorological Towers**

The facility includes up to eight permanent meteorological towers.

#### **Operations and Maintenance Facilities**

The facility includes one or two operations and maintenance (O&M) facilities. An on-site well at each O&M facility supplies water for use during facility operation. Sewage is discharged to an on-site septic system.

#### **Access Roads**

The facility includes access roads to provide access to the turbine strings.

#### **Public Roadway Modifications**

The certificate holder may construct improvements to existing state and county public roads that are necessary for construction of the facility. These modifications would be confined to the existing road rights-of-way and would be undertaken with the approval of the Gilliam County Road Department or the Oregon Department of Transportation, depending on the location of the improvement.

#### **Temporary Construction Areas**

During construction, the facility includes temporary laydown areas used to stage construction and store supplies and equipment. Construction crane paths are used to move construction cranes between turbine strings.

## 2. Location of the Proposed Facility

The facility is located south of Arlington, in Gilliam County, Oregon. The facility is located on private land subject to easements or lease agreements with landowners.

## IV. CONDITIONS REQUIRED BY COUNCIL RULES

This section lists conditions required by OAR 345-027-0020 (Mandatory Conditions in Site Certificates), OAR 345-027-0023 (Site Specific Conditions), OAR 345-027-0028 (Monitoring Conditions) and OAR Chapter 345, Division 26 (Construction and Operation Rules for Facilities). These conditions should be read together with the specific facility conditions listed in Section V to ensure compliance with the siting standards of OAR Chapter 345, Divisions 22 and 24, and to protect the public health and safety. In these conditions the definitions in OAR 345-001-0010 apply.

The obligation of the certificate holder to report information to the Department or the Council under the conditions listed in this section and in Section V is subject to the provisions of ORS 192.502 *et seq.* and ORS 469.560. To the extent permitted by law, the Department and the Council will not publicly disclose information that may be exempt from public disclosure if the certificate holder has clearly labeled such information and stated the basis for the exemption at the time of submitting the information to the Department or the Council. If the Council or the Department receives a request for the disclosure of the information, the Council or the Department, as appropriate, will make a reasonable attempt to notify the certificate holder and will refer the matter to the Attorney General for a determination of whether the exemption is applicable, pursuant to ORS 192.450.

In addition to these conditions, the site certificate holder is subject to all conditions and requirements contained in the rules of the Council and in local ordinances and state law in effect on the date the certificate is executed. Under ORS 469.401(2), upon a clear showing of a significant threat to the public health, safety or the environment that requires application of later-adopted laws or rules, the Council may require compliance with such later-adopted laws or rules.

The Council recognizes that many specific tasks related to the design, construction, operation and retirement of the facility will be undertaken by the certificate holder's agents or contractors. Nevertheless, the certificate holder is responsible for ensuring compliance with all provisions of the site certificate.

OAR 345-027-0020(1): The Council shall not change the conditions of the site certificate except as provided for in OAR Chapter 345, Division 27.

OAR 345-027-0020(2): The certificate holder shall submit a legal description of the site to the Department of Energy within 90 days after beginning operation of the facility. The legal description required by this rule means a description of metes and bounds or a description of the site by reference to a map and geographic data that clearly and specifically identifies the outer boundaries that contain all parts of the facility.

OAR 345-027-0020(3): The certificate holder shall design, construct, operate and retire the facility:

(a) Substantially as described in the site certificate;

(b) In compliance with the requirements of ORS Chapter 469, applicable Council rules, and applicable state and local laws, rules and ordinances in effect at the time the site certificate is issued; and

(c) In compliance with all applicable permit requirements of other state agencies.

OAR 345-027-0020(4): The certificate holder shall begin and complete construction of the facility by the dates specified in the site certificate. *(See Conditions 24 and 25.)*

OAR 345-027-0020(5): Except as necessary for the initial survey or as otherwise allowed for wind energy facilities, transmission lines or pipelines under this section, the certificate holder shall not begin construction, as defined in OAR 345-001-0010, or create a clearing on any part of the site until the certificate holder has construction rights on all parts of the site. For the purpose of this rule, “construction rights” means the legal right to engage in construction activities. For wind energy facilities, transmission lines or pipelines, if the certificate holder does not have construction rights on all parts of the site, the certificate holder may nevertheless begin construction, as defined in OAR 345-001-0010, or create a clearing on a part of the site if the certificate holder has construction rights on that part of the site and:

(a) The certificate holder would construct and operate part of the facility on that part of the site even if a change in the planned route of the transmission line or pipeline occurs during the certificate holder's negotiations to acquire construction rights on another part of the site; or

(b) The certificate holder would construct and operate part of a wind energy facility on that part of the site even if other parts of the facility were modified by amendment of the site certificate or were not built.

OAR 345-027-0020(6): If the Council requires mitigation based on an affirmative finding under any standards of Division 22 or Division 24 of this chapter, the certificate holder shall consult with affected state agencies and local governments designated by the Council and shall develop specific mitigation plans consistent with Council findings under the relevant standards. The certificate holder must submit the mitigation plans to the Department and receive Department approval before beginning construction or, as appropriate, operation of the facility.

OAR 345-027-0020(7): The certificate holder shall prevent the development of any conditions on the site that would preclude restoration of the site to a useful, non-hazardous condition to the extent that prevention of such site conditions is within the control of the certificate holder.

OAR 345-027-0020(8): Before beginning construction of the facility, the certificate holder shall submit to the State of Oregon, through the Council, a bond or letter of credit, in a form and amount satisfactory to the Council to restore the site to a useful, non-hazardous condition. The certificate holder shall maintain a bond or letter of credit in effect at all times until the facility has been retired. The Council may specify different amounts for the bond or letter of credit during construction and during operation of the facility. (See *Condition 32*.)

OAR 345-027-0020(9): The certificate holder shall retire the facility if the certificate holder permanently ceases construction or operation of the facility. The certificate holder shall retire the facility according to a final retirement plan approved by the Council, as described

1 in OAR 345-027-0110. The certificate holder shall pay the actual cost to restore the site to a  
2 useful, non-hazardous condition at the time of retirement, notwithstanding the Council's  
3 approval in the site certificate of an estimated amount required to restore the site.

4 10 OAR 345-027-0020(10): The Council shall include as conditions in the site certificate all  
5 representations in the site certificate application and supporting record the Council deems to  
6 be binding commitments made by the applicant.

7 11 OAR 345-027-0020(11): Upon completion of construction, the certificate holder shall  
8 restore vegetation to the extent practicable and shall landscape all areas disturbed by  
9 construction in a manner compatible with the surroundings and proposed use. Upon  
10 completion of construction, the certificate holder shall remove all temporary structures not  
11 required for facility operation and dispose of all timber, brush, refuse and flammable or  
12 combustible material resulting from clearing of land and construction of the facility.

13 12 OAR 345-027-0020(12): The certificate holder shall design, engineer and construct the  
14 facility to avoid dangers to human safety presented by seismic hazards affecting the site that  
15 are expected to result from all maximum probable seismic events. As used in this rule  
16 "seismic hazard" includes ground shaking, landslide, liquefaction, lateral spreading,  
17 tsunami inundation, fault displacement and subsidence.

18 13 OAR 345-027-0020(13): The certificate holder shall notify the Department, the State  
19 Building Codes Division and the Department of Geology and Mineral Industries promptly  
20 if site investigations or trenching reveal that conditions in the foundation rocks differ  
21 significantly from those described in the application for a site certificate. After the  
22 Department receives the notice, the Council may require the certificate holder to consult  
23 with the Department of Geology and Mineral Industries and the Building Codes Division  
24 and to propose mitigation actions.

25 14 OAR 345-027-0020(14): The certificate holder shall notify the Department, the State  
26 Building Codes Division and the Department of Geology and Mineral Industries promptly  
27 if shear zones, artesian aquifers, deformations or clastic dikes are found at or in the vicinity  
28 of the site.

29 15 OAR 345-027-0020(15): Before any transfer of ownership of the facility or ownership of  
30 the site certificate holder, the certificate holder shall inform the Department of the proposed  
31 new owners. The requirements of OAR 345-027-0100 apply to any transfer of ownership  
32 that requires a transfer of the site certificate.

33 16 OAR 345-027-0020(16): If the Council finds that the certificate holder *has* permanently  
34 ceased construction or operation of the facility without retiring the facility according to a  
35 final retirement plan approved by the Council, *as* described in OAR 345-027-0110, the  
36 Council shall notify the certificate holder and request that the certificate holder submit a  
37 proposed final retirement plan to the Department within a reasonable time not to exceed  
38 90 days. If the certificate holder does not submit a proposed final retirement plan by the  
39 specified date, the Council may direct the Department to prepare a proposed final  
40 retirement plan for the Council's approval. Upon the Council's approval of the final  
41 retirement plan, the Council may draw on the bond or letter of credit described in OAR  
42 345-027-0020(8) to restore the site to a useful, non-hazardous condition according to the  
43 final retirement plan, in addition to any penalties the Council may impose under OAR

Chapter 345, Division 29. If the amount of the bond or letter of credit is insufficient to pay the actual cost of retirement, the certificate holder shall pay any additional cost necessary to restore the site to a useful, non-hazardous condition. After completion of site restoration, the Council shall issue an order to terminate the site certificate if the Council finds that the facility *has* been retired according to the approved final retirement plan.

17 OAR 345-027-0023(4): If the facility includes any transmission line under Council jurisdiction:

(a) The certificate holder shall design, construct and operate the transmission line in accordance with the requirements of the National Electrical Safety Code (American National Standards Institute, Section C2, 1997 Edition); and

(b) The certificate holder shall develop and implement a program that provides reasonable assurance that all fences, gates, cattle guards, trailers, or other objects or structures of a permanent nature that could become inadvertently charged with electricity are grounded or bonded throughout the life of the line.

18 OAR 345-027-0023(5): If the proposed energy facility is a pipeline or a transmission line or has, as a related or supporting facility, a pipeline or transmission line, the Council shall specify an approved corridor in the site certificate and shall allow the certificate holder to construct the pipeline or transmission line anywhere within the corridor, subject to the conditions of the site certificate. If the applicant has analyzed more than one corridor in its application for a site certificate, the Council may, subject to the Council's standards, approve more than one corridor.

19 OAR 345-027-0028: The following general monitoring conditions apply:

(a) The certificate holder shall consult with affected state agencies, local governments and tribes and shall develop specific monitoring programs for impacts to resources protected by the standards of divisions 22 and 24 of OAR Chapter 345 and resources addressed by applicable statutes, administrative rules and local ordinances. The certificate holder must submit the monitoring programs to the Department of Energy and receive Department approval before beginning construction or, as appropriate, operation of the facility.

(b) The certificate holder shall implement the approved monitoring programs described in OAR 345-027-0028(1) and monitoring programs required by permitting agencies and local governments.

(c) For each monitoring program described in OAR 345-027-0028(1) and (2), the certificate holder shall have quality assurance measures approved by the Department before beginning construction or, as appropriate, before beginning commercial operation.

(d) If the certificate holder becomes aware of a significant environmental change or impact attributable to the facility, the certificate holder shall, as soon as possible, submit a written report to the Department describing the impact on the facility and any affected site certificate conditions

20 OAR 345-026-0048: Following receipt of the site certificate or an amended site certificate, the certificate holder shall implement a plan that verifies compliance with all site certificate terms and conditions and applicable statutes and rules. As a part of the compliance plan, to verify compliance with the requirement to begin construction by the date specified in the site certificate, the certificate holder shall report promptly to the Department of Energy when construction begins. Construction is defined in OAR 345-001-0010. In reporting the



beginning of construction, the certificate holder shall describe all work on the site performed before beginning construction, including work performed before the Council issued the site certificate, and shall state the cost of that work. For the purpose of this exhibit, "work on the site" means any work within a site or corridor, other than surveying, exploration or other activities to define or characterize the site or corridor. The certificate holder shall document the compliance plan and maintain it for inspection by the Department or the Council.

**21 OAR 345-026-0080:** The certificate holder shall report according to the following requirements:

(a) General reporting obligation for energy facilities under construction or operating:

(i) Within six months after beginning construction, and every six months thereafter during construction of the energy facility and related or supporting facilities, the certificate holder shall submit a semiannual construction progress report to the Department of Energy. In each construction progress report, the certificate holder shall describe any significant changes to major milestones for construction. The certificate holder shall include such information related to construction as specified in the site certificate. When the reporting date coincides, the certificate holder may include the construction progress report within the annual report described in OAR 345-026-0080.

(ii) By April 30 of each year after beginning construction, the certificate holder shall submit an annual report to the Department addressing the subjects listed in OAR 345-026-0080. The Council Secretary and the certificate holder may, by mutual agreement, change the reporting date.

(iii) To the extent that information required by OAR 345-026-0080 is contained in reports the certificate holder submits to other state, federal or local agencies, the certificate holder may submit excerpts from such other reports to satisfy this rule. The Council reserves the right to request full copies of such excerpted reports

(b) In the annual report, the certificate holder shall include the following information for the calendar year preceding the date of the report:

(i) Facility Status: An overview of site conditions, the status of facilities under construction, and a summary of the operating experience of facilities that are in operation. In this section of the annual report, the certificate holder shall describe any unusual events, such as earthquakes, extraordinary windstorms, major accidents or the like that occurred during the year and that had a significant adverse impact on the facility.

(ii) Reliability and Efficiency of Power Production: For electric power plants, the plant availability and capacity factors for the reporting year. The certificate holder shall describe any equipment failures or plant breakdowns that had a significant impact on those factors and shall describe any actions taken to prevent the recurrence of such problems.

(iii) Fuel Use: For thermal power plants:

(A) The efficiency with which the power plant converts fuel into electric energy. If the fuel chargeable to power heat rate was evaluated when the facility was sited, the certificate holder shall calculate efficiency using the same formula and assumptions, but using actual data; and

(B) The facility's annual hours of operation by fuel type and, every five years after beginning operation, a summary of the annual hours of operation by fuel type as described in OAR 345-024-0590(5).

(iv) Status of Surety Information: Documentation demonstrating that bonds or letters of credit as described in the site certificate are in full force and effect and will remain in full force and effect for the term of the next reporting period.

(v) Monitoring Report: A list and description of all significant monitoring and mitigation activities performed during the previous year in accordance with site certificate terms and conditions, a summary of the results of those activities and a discussion of any significant changes to any monitoring or mitigation program, including the reason for any such changes.

(vi) Compliance Report: A description of all instances of noncompliance with a site certificate condition. For ease of review, the certificate holder shall, in this section of the report, use numbered subparagraphs corresponding to the applicable sections of the site certificate.

(vii) Facility Modification Report: A summary of changes to the facility that the certificate holder has determined do not require a site certificate amendment in accordance with OAR 345-027-0050.

(viii) Nongenerating Facility Carbon Dioxide Emissions: For nongenerating facilities that emit carbon dioxide, a report of the annual fuel use by fuel type and annual hours of operation of the carbon dioxide emitting equipment as described in OAR 345-024-0630(4).

22 OAR 345-026-0105: The certificate holder and the Department of Energy shall exchange copies of all correspondence or summaries of correspondence related to compliance with statutes, rules and local ordinances on which the Council determined compliance, except for material withheld from public disclosure under state or federal law or under Council rules. The certificate holder may submit abstracts of reports in place of full reports; however, the certificate holder shall provide full copies of abstracted reports and any summarized correspondence at the request of the Department.

23 OAR 345-026-0170: The certificate holder shall notify the Department of Energy within 72 hours of any occurrence involving the facility if:

- (a) There is an attempt by anyone to interfere with its safe operation;
- (b) A natural event such as an earthquake, flood, tsunami or tornado, or a human-caused event such as a fire or explosion affects or threatens to affect the public health and safety or the environment; or
- (c) There is any fatal injury at the facility.

## **V. SPECIFIC FACILITY CONDITIONS**

The conditions listed in this section include conditions based on representations in the site certificate application and supporting record. The Council deems these representations to be binding commitments made by the applicant. These conditions are required under OAR 345-027-0020(10). The certificate holder must comply with these conditions in addition to the conditions listed in Section IV. This section includes other specific facility conditions the Council finds necessary to ensure compliance with the siting standards of OAR Chapter 345, Divisions 22 and 24, and to protect public health and safety. For conditions that require subsequent review and approval of a future action, ORS 469.402 authorizes the Council to delegate the future review and approval to the Department if, in the Council's discretion, the delegation is warranted under the circumstances of the case.

## 1. Certificate Administration Conditions

24 The certificate holder shall begin construction of the facility by September 14, 2015~~within three years after the effective date of the site certificate~~. Under OAR 345-015-0085(9), a site certificate is effective upon execution by the Council Chair and the applicant. The Council may grant an extension of the deadline to begin construction in accordance with OAR 345-027-0030 or any successor rule in effect at the time the request for extension is submitted. [Amendment #1]

25 The certificate holder shall complete construction of the facility by September 14, 2018~~within six years after the effective date of the site certificate~~. Construction is complete when: (1) the facility is substantially complete as defined by the certificate holder's construction contract documents, (2) acceptance testing has been satisfactorily completed and (3) the energy facility is ready to begin continuous operation consistent with the site certificate. The certificate holder shall promptly notify the Department of the date of completion of construction. The Council may grant an extension of the deadline for completing construction in accordance with OAR 345-027-0030 or any successor rule in effect at the time the request for extension is submitted. [Amendment #1]

26 Before beginning construction of the facility, the certificate holder shall notify the Department whether the turbines identified as H1, H2, H3, H4, L8, L9, L10, L11 and L12 on Figure C-3a of the site certificate application will be built as part of the Montague Wind Power Facility or whether the turbines will be built as part of the Leaning Juniper II Wind Power Facility.

27 The certificate holder shall construct a facility substantially as described in the site certificate and may select turbines of any type, subject to the following restrictions and compliance with all other site certificate conditions. Before beginning construction, the certificate holder shall provide to the Department a description of the turbine types selected for the facility demonstrating compliance with this condition.

(a) The total number of turbines at the facility must not exceed 269 turbines.

(b) The combined peak generating capacity of the facility must not exceed 404 megawatts and the peak generating capacity of any individual turbine must not exceed 3.0 megawatts.

(c) The turbine hub height must not exceed 100 meters and the maximum blade tip height must not exceed 150 meters.

~~(e)(d)~~ The minimum blade tip clearance must be 20 meters above ground.

~~The minimum blade tip clearance must be 41 meters above ground.~~

~~(d)(e)~~ The certificate holder shall request an amendment of the site certificate to increase the combined peak generating capacity of the facility beyond 404 megawatts, to increase the number of wind turbines to more than 269 wind turbines or to install wind turbines with a hub height greater than 100 meters, a blade tip height greater than 150 meters or a blade tip clearance less than 41-20 meters above ground.

28 The certificate holder shall obtain all necessary federal, state and local permits or approvals required for construction, operation and retirement of the facility or ensure that its contractors obtain the necessary federal, state and local permits or approvals.

29 Before beginning construction, the certificate holder shall provide confirmation to the Department that the construction contractor or other third party has obtained all necessary



permits or approvals and shall provide to the Department proof of agreements between the certificate holder and the third party regarding access to the resources or services secured by the permits or approvals.

30 Before beginning construction, the certificate holder shall notify the Department in advance of any work on the site that does not meet the definition of “construction” in ORS 469.300, excluding surveying, exploration or other activities to define or characterize the site, and shall provide to the Department a description of the work and evidence that its value is less than \$250,000.

31 Before beginning construction and after considering all micrositings factors, the certificate holder shall provide to the Department, to the Oregon Department of Fish and Wildlife (ODFW) and to the Planning Director of Gilliam County detailed maps of the facility site, showing the final locations where the certificate holder proposes to build facility components, and a table showing the acres of temporary and permanent habitat impact by habitat category and subtype, similar to Table 6 in the *Final Order on Amendment #1the Application*. The detailed maps of the facility site shall indicate the habitat categories of all areas that would be affected during construction (similar to Figures P-8a through P-8d in the site certificate application). In classifying the affected habitat into habitat categories, the certificate holder shall consult with the ODFW. The certificate holder shall not begin ground disturbance in an affected area until the habitat assessment has been approved by the Department. The Department may employ a qualified contractor to confirm the habitat assessment by on-site inspection. [Amendment #1]

32 Before beginning construction, the certificate holder shall submit to the State of Oregon through the Council a bond or letter of credit in the amount described herein naming the State of Oregon, acting by and through the Council, as beneficiary or payee. The initial bond or letter of credit amount is either \$21.511 million (3<sup>rd</sup> Quarter 2010 dollars), to be adjusted to the date of issuance as described in (b), or the amount determined as described in (a). The certificate holder shall adjust the amount of the bond or letter of credit on an annual basis thereafter as described in (b).

(a) The certificate holder may adjust the amount of the bond or letter of credit based on the final design configuration of the facility and turbine types selected by applying the unit costs and general costs illustrated in Table ~~\_\_\_2~~ in the *Final Order on Amendment #1* ~~the Application~~ and calculating the financial assurance amount as described in that order, adjusted to the date of issuance as described in (b) and subject to approval by the Department.

(b) The certificate holder shall adjust the amount of the bond or letter of credit, using the following calculation and subject to approval by the Department:

(i) Adjust the Subtotal component of the bond or letter of credit amount (expressed in mid-2004 dollars) to present value, using the U.S. Gross Domestic Product Implicit Price Deflator, Chain-Weight, as published in the Oregon Department of Administrative Services' "Oregon Economic and Revenue Forecast" or by any successor agency (the "Index") and using the average of the 2<sup>nd</sup> Quarter and 3<sup>rd</sup> Quarter 2004 index values (to represent mid-2004 dollars) and the quarterly index value for the date of issuance of the new bond or letter of credit. If at any time the Index is no longer published, the Council shall select a comparable calculation to adjust mid-2004 dollars to present value.

1 (ii) Add 1 percent of the adjusted Subtotal (i) for the adjusted performance bond  
2 amount to determine the adjusted Gross Cost.

3 (iii) Add 10 percent of the adjusted Gross Cost (ii) for the adjusted administration  
4 and project management costs and 10 percent of the adjusted Gross Cost (ii) for the  
5 adjusted future developments contingency.

6 (iv) Add the adjusted Gross Cost (ii) to the sum of the percentages (iii) and round  
7 the resulting total to the nearest \$1,000 to determine the adjusted financial assurance  
8 amount.

9 (c) The certificate holder shall use a form of bond or letter of credit approved by the  
10 Council.

11 (d) The certificate holder shall use an issuer of the bond or letter of credit approved by  
12 the Council.

13 (e) The certificate holder shall describe the status of the bond or letter of credit in the  
14 annual report submitted to the Council under Condition 21.

15 (f) The bond or letter of credit shall not be subject to revocation or reduction before  
16 retirement of the facility site. [Amendment #1]

17 33 If the certificate holder elects to use a bond to meet the requirements of Condition 32, the  
18 certificate holder shall ensure that the surety is obligated to comply with the requirements  
19 of applicable statutes, Council rules and this site certificate when the surety exercises any  
20 legal or contractual right it may have to assume construction, operation or retirement of the  
21 energy facility. The certificate holder shall also ensure that the surety is obligated to notify  
22 the Council that it is exercising such rights and to obtain any Council approvals required by  
23 applicable statutes, Council rules and this site certificate before the surety commences any  
24 activity to complete construction, operate or retire the energy facility.

25 34 Before beginning construction, the certificate holder shall notify the Department of the  
26 identity and qualifications of the major design, engineering and construction contractor(s)  
27 for the facility. The certificate holder shall select contractors that have substantial  
28 experience in the design, engineering and construction of similar facilities. The certificate  
29 holder shall report to the Department any change of major contractors.

30 35 The certificate holder shall contractually require all construction contractors and  
31 subcontractors involved in the construction of the facility to comply with all applicable  
32 laws and regulations and with the terms and conditions of the site certificate. Such  
33 contractual provisions shall not operate to relieve the certificate holder of responsibility  
34 under the site certificate.

35 36 To ensure compliance with all site certificate conditions during construction, the certificate  
36 holder shall have a full-time, on-site assistant construction manager who is qualified in  
37 environmental compliance. The certificate holder shall notify the Department of the name,  
38 telephone number and e-mail address of this person.

39 37 Within 72 hours after discovery of conditions or circumstances that may violate the terms  
40 or conditions of the site certificate, the certificate holder shall report the conditions or  
41 circumstances to the Department.

## 2. Land Use Conditions

38 The certificate holder shall consult with area landowners and lessees during construction and operation of the facility and shall implement measures to reduce or avoid any adverse impacts to farm practices on surrounding lands and to avoid any increase in farming costs.

39 The certificate holder shall design and construct the facility using the minimum land area necessary for safe construction and operation. The certificate holder shall locate access roads and temporary construction laydown and staging areas to minimize disturbance of farming practices and, wherever feasible, shall place turbines and transmission interconnection lines along the margins of cultivated areas to reduce the potential for conflict with farm operations.

40 The certificate holder shall install gates on private access roads in accordance with Gilliam County Zoning Ordinance Section 7.020(T)(4)(d)(6) unless the County has granted a variance to this requirement.

41 Before beginning construction of the facility, the certificate holder shall record in the real property records of Gilliam County a Covenant Not to Sue with regard to generally accepted farming practices on adjacent farmland consistent with GCZO Section 7.020(T)(4)(a)(5).

42 The certificate holder shall construct all facility components in compliance with the following setback requirements:

(a) All facility components must be at least 3,520 feet from the property line of properties zoned residential use or designated in the Gilliam County Comprehensive Plan as residential.

(b) Where (a) does not apply, the certificate holder shall maintain a minimum distance of 110-percent of maximum blade tip height, measured from the centerline of the turbine tower to the nearest edge of any public road right-of-way. The certificate holder shall assume a minimum right-of-way width of 60 feet.

(c) Where (a) does not apply, the certificate holder shall maintain a minimum distance of 1,320 feet, measured from the centerline of the turbine tower to the center of the nearest residence existing at the time of tower construction.

(d) Where (a) does not apply, the certificate holder shall maintain a minimum distance of 110-percent of maximum blade tip height, measured from the centerline of the turbine tower to the nearest boundary of the certificate holder's lease area.

(e) The certificate holder shall maintain a minimum distance of 250 feet measured from the center line of each turbine tower to the nearest edge of any railroad right-of-way or electrical substation.

(f) The certificate holder shall maintain a minimum distance of 250 feet measured from the center line of each meteorological tower to the nearest edge of any public road right-of-way or railroad right-of-way, the nearest boundary of the certificate holder's lease area or the nearest electrical substation.

(g) The certificate holder shall maintain a minimum distance of 50 feet measured from any facility O&M building to the nearest edge of any public road right-of-way or railroad right-of-way or the nearest boundary of the certificate holder's lease area.

(h) The certificate holder shall maintain a minimum distance of 50 feet measured from any substation to the nearest edge of any public road right-of-way or railroad right-of-way

or the nearest boundary of the certificate holder's electrical substation easement or, if there is no easement, the nearest boundary of the certificate holder's lease area.

43 During construction and operation of the facility, the certificate holder shall implement a weed control plan approved by the Gilliam County Weed Control Officer or other appropriate County officials to control the introduction and spread of noxious weeds.

44 During operation of the facility, the certificate holder shall restore areas that are temporarily disturbed during facility maintenance or repair activities using the same methods and monitoring procedures described in the *Revegetation Plan* referenced in Condition 92.

45 Within 90 days after beginning operation, the certificate holder shall provide to the Department and to the Gilliam County Planning Department the actual latitude and longitude location or Stateplane NAD 83(91) coordinates of each turbine tower, connecting lines and transmission lines and a summary of as-built changes in the facility compared to the original plan.

46 The certificate holder shall deliver a copy of the annual report required under Condition 21 to the Gilliam County Planning Commission on an annual basis unless specifically discontinued by the County.

### **3. Cultural Resource Conditions**

47 Before beginning construction, the certificate holder shall label all identified historic, cultural or archaeological resource sites on construction maps and drawings as "no entry" areas. If construction activities will occur within 200 feet of an identified site, the certificate holder shall flag a 30-meter no-entry buffer around the site. The certificate holder may use existing private roads within the buffer areas but may not widen or improve private roads within the buffer areas. The no-entry restriction does not apply to public road rights-of-way within the buffer areas or to operational farmsteads.

48 In reference to the alignment of the Oregon Trail described in the *Final Order on the Application*, the certificate holder shall comply with the following requirements:

(a) The certificate holder shall not locate facility components on visible remnants of the Oregon Trail and shall avoid any construction disturbance to those remnants.

(b) The certificate holder shall not locate facility components on undeveloped land where the trail alignment is marked by existing Oregon-California Trail Association markers.

(c) Before beginning construction, the certificate holder shall provide to the State Historic Preservation Office (SHPO) and the Department documentation of the presumed Oregon Trail alignments within the site boundary.

(d) The certificate holder shall ensure that construction personnel proceed carefully in the vicinity of the presumed alignments of the Oregon Trail. If any physical evidence of the trail is discovered, the certificate holder shall avoid any disturbance to the intact segments by redesign, re-engineering or restricting the area of construction activity and shall flag a 30-meter no-entry buffer around the intact Trail segments. The certificate holder shall promptly notify the SHPO and the Department of the discovery. The certificate holder shall consult with the SHPO and the Department to determine appropriate mitigation measures.

49 Before beginning construction, the certificate holder shall provide to the Department a map showing the final design locations of all components of the facility, the areas that would be

temporarily disturbed during construction and the areas that were surveyed in 2009 as described in the *Final Order on the Application*. The certificate holder shall hire qualified personnel to conduct field investigations of all areas to be disturbed during construction that lie outside the previously-surveyed areas. The certificate holder shall provide a written report of the field investigations to the Department and to the Oregon State Historic Preservation Office (SHPO) for review and approval. If any potentially significant historic, cultural or archaeological resources are found during the field investigation, the certificate holder shall instruct all construction personnel to avoid the identified sites and shall implement appropriate measures to protect the sites, including the measures described in Condition 47.

50 The certificate holder shall ensure that a qualified archaeologist, as defined in OAR 736-051-0070, instructs construction personnel in the identification of cultural materials and avoidance of accidental damage to identified resource sites.

51 The certificate holder shall ensure that construction personnel cease all ground-disturbing activities in the immediate area if any archaeological or cultural resources are found during construction of the facility until a qualified archaeologist can evaluate the significance of the find. The certificate holder shall notify the Department and the Oregon State Historic Preservation Office (SHPO) of the find. If the SHPO determines that the resource is significant, the certificate holder shall make recommendations to the Council for mitigation, including avoidance, field documentation and data recovery, in consultation with the Department, SHPO, interested Tribes and other appropriate parties. The certificate holder shall not restart work in the affected area until the certificate holder has demonstrated to the Department and the SHPO that it has complied with archaeological resource protection regulations

## 4. Geotechnical Conditions

52 Before beginning construction, the certificate holder shall conduct a site-specific geotechnical investigation and shall report its findings to the Oregon Department of Geology & Mineral Industries (DOGAMI) and the Department. The certificate holder shall conduct the geotechnical investigation after consultation with DOGAMI and in general accordance with DOGAMI open file report 00-04 “Guidelines for Engineering Geologic Reports and Site-Specific Seismic Hazard Reports.”

53 The certificate holder shall design and construct the facility in accordance with requirements of the Oregon Structural Specialty Code (OSSC 2007) and the 2006 International Building Code.

54 The certificate holder shall design, engineer and construct the facility to avoid dangers to human safety presented by non-seismic hazards. As used in this condition, “non-seismic hazards” include settlement, landslides, flooding and erosion.

## 5. Hazardous Materials, Fire Protection & Public Safety Conditions

55 The certificate holder shall handle hazardous materials used on the site in a manner that protects public health, safety and the environment and shall comply with all applicable local, state and federal environmental laws and regulations. The certificate holder shall not store diesel fuel or gasoline on the facility site.



- 1 56 If a spill or release of hazardous material occurs during construction or operation of the  
2 facility, the certificate holder shall notify the Department within 72 hours and shall clean up  
3 the spill or release and dispose of any contaminated soil or other materials according to  
4 applicable regulations. The certificate holder shall make sure that spill kits containing items  
5 such as absorbent pads are located on equipment and at the O&M buildings. The certificate  
6 holder shall instruct employees about proper handling, storage and cleanup of hazardous  
7 materials
- 8 57 The certificate holder shall construct turbines and pad-mounted transformers on concrete  
9 foundations and shall cover the ground within a 10-foot radius with non-flammable  
10 material. The certificate holder shall maintain the non-flammable pad area covering during  
11 operation of the facility.
- 12 58 The certificate holder shall install and maintain self-monitoring devices on each turbine,  
13 linked to sensors at the operations and maintenance building, to alert operators to  
14 potentially dangerous conditions, and the certificate holder shall immediately remedy any  
15 dangerous conditions. The certificate holder shall maintain automatic equipment protection  
16 features in each turbine that would shut down the turbine and reduce the chance of a  
17 mechanical problem causing a fire.
- 18 59 During construction and operation of the facility, the certificate holder shall ensure that the  
19 O&M buildings and all service vehicles are equipped with shovels and portable fire  
20 extinguishers of a 4A50BC or equivalent rating.
- 21 60 During construction and operation of the facility, the certificate holder shall develop and  
22 implement fire safety plans in consultation with the North Gilliam County Rural Fire  
23 Protection District to minimize the risk of fire and to respond appropriately to any fires that  
24 occur on the facility site. In developing the fire safety plans, the certificate holder shall take  
25 into account the dry nature of the region and shall address risks on a seasonal basis. The  
26 certificate holder shall meet annually with local fire protection agency personnel to discuss  
27 emergency planning and shall invite local fire protection agency personnel to observe any  
28 emergency drill or tower rescue training conducted at the facility.
- 29 61 Upon the beginning of operation of the facility, the certificate holder shall provide a site  
30 plan to the North Gilliam County Rural Fire Protection District. The certificate holder shall  
31 indicate on the site plan the identification number assigned to each turbine and the actual  
32 location of all facility structures. The certificate holder shall provide an updated site plan if  
33 additional turbines or other structures are later added to the facility. During operation, the  
34 certificate holder shall ensure that appropriate fire protection agency personnel have an up-  
35 to-date list of the names and telephone numbers of facility personnel available to respond  
36 on a 24-hour basis in case of an emergency on the facility site.
- 37 62 During construction, the certificate holder shall ensure that construction personnel are  
38 trained in fire prevention and response, that construction vehicles and equipment are  
39 operated on graveled areas to the extent possible and that open flames, such as cutting  
40 torches, are kept away from dry grass areas.
- 41 63 During operation of the facility, the certificate holder shall ensure that all on-site employees  
42 receive annual fire prevention and response training by qualified instructors or members of  
43 the local fire districts. The certificate holder shall ensure that all employees are instructed to

1 keep vehicles on roads and off dry grassland, except when off-road operation is required for  
2 emergency purposes.

3 64 Before beginning construction, the certificate holder shall submit a Notice of Proposed  
4 Construction or Alteration to the Federal Aviation Administration (FAA) and the Oregon  
5 Department of Aviation identifying the proposed final locations of turbine towers and  
6 meteorological towers. The certificate holder shall promptly notify the Department of the  
7 responses from the FAA and the Oregon Department of Aviation.

8 65 The certificate holder shall follow manufacturers' recommended handling instructions and  
9 procedures to prevent damage to turbine or turbine tower components that could lead to  
10 failure.

11 66 The certificate holder shall construct turbine towers with no exterior ladders or access to the  
12 turbine blades and shall install locked tower access doors. The certificate holder shall keep  
13 tower access doors locked at all times, except when authorized personnel are present.

14 67 During operation of the facility, the certificate holder shall have a safety-monitoring  
15 program and shall inspect all turbine and turbine tower components on a regular basis. The  
16 certificate holder shall maintain or repair turbine and turbine tower components as  
17 necessary to protect public safety.

18 68 For turbine types having pad-mounted step-up transformers, the certificate holder shall  
19 install the transformers at the base of each tower in locked cabinets designed to protect the  
20 public from electrical hazards and to avoid creation of artificial habitat for raptor prey.

21 69 To protect the public from electrical hazards, the certificate holder shall enclose the facility  
22 substations with appropriate fencing and locked gates.

23 70 Before beginning construction of any new State Highway approaches or utility crossings,  
24 the certificate holder shall obtain all required permits from the Oregon Department of  
25 Transportation (ODOT) subject to the applicable conditions required by OAR Chapter 734,  
26 Divisions 51 and 55. The certificate holder shall submit the necessary application in a form  
27 satisfactory to ODOT and the Department for the location, construction and maintenance of  
28 a new approach to State Highway 19 for access to the site south of Tree Lane. The  
29 certificate holder shall submit the necessary application in a form satisfactory to ODOT and  
30 the Department for the location, construction and maintenance of transmission lines  
31 crossing Highway 19.

32 71 The certificate holder shall design and construct new access roads and private road  
33 improvements to standards approved by the Gilliam County Road Department or, where  
34 applicable, the Morrow County Public Works Department. Where modifications of County  
35 roads are necessary, the certificate holder shall construct the modifications entirely within  
36 the County road rights-of-way and in conformance with County road design standards  
37 subject to the approval of the Gilliam County Road Department or, where applicable, the  
38 Morrow County Public Works Department. Where modifications of State roads or  
39 highways are necessary, the certificate holder shall construct the modifications entirely  
40 within the public road rights-of-way and in conformance with Oregon Department of  
41 Transportation (ODOT) standards subject to the approval of ODOT.

- 1    72   The certificate holder shall construct access roads with a finished width of up to 20 feet,  
2       designed under the direction of a licensed engineer and compacted to meet equipment load  
3       requirements.
- 4    73   During construction of the facility, the certificate holder shall implement measures to  
5       reduce traffic impacts, including:  
6       (a) Providing notice to adjacent landowners when heavy construction traffic is  
7       anticipated.  
8       (b) Providing appropriate traffic safety signage and warnings.  
9       (c) Requiring flaggers to be at appropriate locations at appropriate times during  
10      construction to direct traffic.  
11      (d) Using traffic diversion equipment (such as advance signage and pilot cars) when  
12      slow or oversize construction loads are anticipated.  
13      (e) Maintaining at least one travel lane at all times to the extent reasonably possible so  
14      that roads will not be closed to traffic because of construction vehicles.  
15      (f) Encouraging carpooling for the construction workforce.  
16      (g) Including traffic control procedures in contract specifications for construction of the  
17      facility.  
18      (h) Keeping Highway 19 free of gravel that tracks out onto the highway at facility access  
19      points.
- 20   74   The certificate holder shall ensure that no equipment or machinery is parked or stored on  
21      any County road whether inside or outside the site boundary. The certificate holder may  
22      temporarily park equipment off the road but within County rights-of-way with the approval  
23      of the Gilliam County Road Department or, where applicable, the Morrow County Public  
24      Works Department.
- 25   75   The certificate holder shall cooperate with the Gilliam County Road Department and with  
26      the Morrow County Public Works Department to ensure that any unusual damage or wear  
27      to county roads that is caused by construction of the facility is repaired by the certificate  
28      holder. Upon completion of construction, the certificate holder shall restore public roads to  
29      pre-construction condition or better to the satisfaction of the applicable county departments.  
30      If required by Morrow County or Gilliam County, the certificate holder shall post bonds to  
31      ensure funds are available to repair and maintain roads affected by the proposed facility.
- 32   76   During construction, the certificate holder shall require that all on-site construction  
33      contractors develop and implement a site health and safety plan that informs workers and  
34      others on-site about first aid techniques and what to do in case of an emergency and that  
35      includes important telephone numbers and the locations of on-site fire extinguishers and  
36      nearby hospitals. The certificate holder shall ensure that construction contractors have  
37      personnel on-site who are trained and equipped for tower rescue and who are first aid and  
38      CPR certified.
- 39   77   During operation of the facility, the certificate holder shall develop and implement a site  
40      health and safety plan that informs employees and others on-site about first aid techniques  
41      and what to do in case of an emergency and that includes important telephone numbers and  
42      the locations of on-site fire extinguishers and nearby hospitals. The certificate holder shall  
43      ensure that operations personnel are trained and equipped for tower rescue.



1 78 During construction and operation of the facility, the certificate holder shall provide for on-  
2 site security and shall establish good communications between on-site security personnel  
3 and the Gilliam County Sheriff's Office. During operation, the certificate holder shall  
4 ensure that appropriate law enforcement agency personnel have an up-to-date list of the  
5 names and telephone numbers of facility personnel available to respond on a 24-hour basis  
6 in case of an emergency on the facility site.

7 79 The certificate holder shall notify the Department of Energy and the Gilliam County  
8 Planning Department within 72 hours of any accidents including mechanical failures on the  
9 site associated with construction or operation of the facility that may result in public health  
10 and safety concerns

## **6. Water, Soils, Streams & Wetlands Conditions**

11 80 The certificate holder shall conduct all construction work in compliance with an Erosion  
12 and Sediment Control Plan (ESCP) satisfactory to the Oregon Department of  
13 Environmental Quality and as required under the National Pollutant Discharge Elimination  
14 System (NPDES) Storm Water Discharge General Permit #1200-C. The certificate holder  
15 shall include in the ESCP any procedures necessary to meet local erosion and sediment  
16 control requirements or storm water management requirements.

17 81 During construction, the certificate holder shall limit truck traffic to improved road surfaces  
18 to avoid soil compaction, to the extent practicable.

19 82 During construction, the certificate holder shall implement best management practices to  
20 control any dust generated by construction activities, such as applying water to roads and  
21 disturbed soil areas.

22 83 Before beginning construction, the certificate holder shall provide to the Department a map  
23 showing the final design locations of all components of the facility and the areas that would  
24 be disturbed during construction and showing the wetlands and stream channels previously  
25 surveyed by CH2M HILL as described in the *Final Order on the Application*. For areas to  
26 be disturbed during construction that lie outside of the previously-surveyed areas, the  
27 certificate holder shall hire qualified personnel to conduct a pre-construction investigation  
28 to determine whether any jurisdictional waters of the State exist in those locations. The  
29 certificate holder shall provide a written report on the pre-construction investigation to the  
30 Department and the Department of State Lands for approval before beginning construction.  
31 The certificate holder shall ensure that construction and operation of the facility will have  
32 no impact on any jurisdictional water identified in the pre-construction investigation.

33 84 The certificate holder shall avoid impacts to waters of the state in the following manner:

34 (a) The certificate holder shall avoid any disturbance to delineated wetlands.

35 (b) The certificate holder shall construct stream crossings for roads and underground  
36 collector lines substantially as described in the *Final Order on the Application*. In  
37 particular, the certificate holder shall not remove material from waters of the State or add  
38 new fill material to waters of the State such that the total volume of removal and fill  
39 exceeds 50 cubic yards for the project as a whole.

40 (c) The certificate holder shall construct support poles for aboveground lines outside of  
41 delineated stream channels and shall avoid in-channel impacts.



described in the Revegetation Plan that is incorporated in the *Final Order on Amendment #1* ~~the Application~~ as Attachment B and as amended from time to time.

93 The certificate holder shall acquire the legal right to create, enhance, maintain and protect a habitat mitigation area as long as the site certificate is in effect by means of an outright purchase, conservation easement or similar conveyance and shall provide a copy of the documentation to the Department. Within the habitat mitigation area, the certificate holder shall improve the habitat quality as described in the Habitat Mitigation Plan that is incorporated in the *Final Order on Amendment #1* ~~the Application~~ as Attachment C and as amended from time to time.

94 The certificate holder shall determine the boundaries of Category 1 Washington ground squirrel (WGS) habitat based on the locations where the squirrels were found to be active in the most recent WGS survey prior to the beginning of construction in habitat suitable for WGS foraging or burrow establishment (“suitable habitat”). The certificate holder shall hire a qualified professional biologist who has experience in detection of WGS to conduct surveys using a survey protocol approved by the Oregon Department of Fish and Wildlife (ODFW). The biologist shall survey all areas of suitable habitat where permanent facility components would be located or where construction disturbance could occur. Except as provided in (a), the biologist shall conduct the protocol surveys in the active squirrel season (March 1 to May 31) in 2010 and in the active squirrel seasons in subsequent years until the beginning of construction in suitable habitat. The certificate holder shall provide written reports of the surveys to the Department and to ODFW and shall identify the boundaries of Category 1 WGS habitat. The certificate holder shall not begin construction within suitable habitat until the identified boundaries of Category 1 WGS habitat have been approved by the Department. Category 1 WGS habitat includes the areas described in (b) and (c).

(a) The certificate holder may omit the WGS survey in any year if the certificate holder avoids all permanent and temporary disturbance within suitable habitat until a WGS survey has been completed in the following year and the boundaries of Category 1 habitat have been determined and approved based on that survey.

(b) Category 1 WGS habitat includes the area within the perimeter of multiple active WGS burrows plus a 785-foot buffer, excluding areas of habitat types not suitable for WGS foraging or burrow establishment. If the multiple-burrow area was active in a prior survey year, then Category 1 habitat includes the largest extent of the active burrow area ever recorded (in the current or any prior-year survey), plus a 785-foot buffer.

(c) Category 1 WGS habitat includes the area containing single active burrow detections plus a 785-foot buffer, excluding areas of habitat types not suitable for WGS foraging or burrow establishment. Category 1 habitat does not include single-burrow areas that were found active in a prior survey year but that are not active in the current survey year.

95 The certificate holder shall implement measures to mitigate impacts to sensitive wildlife habitat during construction including, but not limited to, the following:

(a) The certificate holder shall not construct any facility components within areas of Category 1 habitat and shall avoid temporary disturbance of Category 1 habitat.

(b) Before beginning construction, the certificate holder shall provide to the Department a map showing the final design locations of all components of the facility and the areas that would be disturbed during construction and identifying the survey areas for all plant and wildlife surveys conducted in 2010 or earlier as described in the *Final Order on the*

1 *Application.* The certificate holder shall hire a qualified professional biologist to conduct a  
2 pre-construction plant and wildlife investigation of all areas that would be disturbed during  
3 construction that lie outside of the previously surveyed areas. The certificate holder shall  
4 provide a written report of the investigation to the Department and to the Oregon  
5 Department of Fish and Wildlife (ODFW). Based on consultation with the Department and  
6 ODFW, the certificate holder shall implement appropriate measures to avoid impacts to any  
7 Category 1 habitat, to any State-listed threatened or endangered plant or wildlife species,  
8 and to any State Candidate plant species.

9 (c) Before beginning construction, the certificate holder's qualified professional  
10 biologist shall survey the Category 1 Washington ground squirrel habitat to ensure that the  
11 sensitive use area is correctly marked with exclusion flagging and avoided during  
12 construction. The certificate holder shall maintain the exclusion markings until construction  
13 has been completed.

14 (d) Before beginning construction, certificate holder's qualified professional biologist  
15 shall complete the avian use studies that began in September 2009 at six plots within or  
16 near the facility site as described in the *Final Order on the Application*. The certificate  
17 holder shall provide a written report on the avian use studies to the Department and to  
18 ODFW.

19 (e) Before beginning construction, certificate holder's qualified professional biologist  
20 shall complete raptor nest surveys within the raptor nest survey area as described in the  
21 *Final Order on the Application*. The purposes of the survey are to identify any sensitive  
22 raptor nests near construction areas and to provide baseline information on raptor nest use  
23 for analysis as described in the Wildlife Monitoring and Mitigation Plan referenced in  
24 Condition 91. The certificate holder shall provide a written report on the raptor nest surveys  
25 to the Department and to ODFW.

26 (f) In the final design layout of the facility, the certificate holder shall locate facility  
27 components, access roads and construction areas to avoid or minimize temporary and  
28 permanent impacts to high quality native habitat and to retain habitat cover in the general  
29 landscape where practicable.

30 96 During construction, the certificate holder shall avoid all construction activities within a  
31 1,300-foot buffer around potentially-active nest sites of the following species during the  
32 sensitive period, as provided in this condition:

<u>Species</u>	<u>Sensitive Period</u>	<u>Early Release Date</u>
Swainson's hawk	April 1 to August 15	May 31
Ferruginous hawk	March 15 to August 15	May 31
Burrowing owl	April 1 to August 15	July 15

38 During the year in which construction occurs, the certificate holder shall use a protocol  
39 approved by the Oregon Department of Fish and Wildlife (ODFW) to determine whether  
40 there are any active nests of these species within a half-mile of any areas that would be  
41 disturbed during construction. The certificate holder shall begin monitoring potential nest  
42 sites by March 15 and shall continue monitoring until at least May 31 to determine whether  
43 any potentially-active nest sites become active during the sensitive period.

44 If any nest site is determined to be unoccupied by the early release date (May 31), then  
45 unrestricted construction activities may occur within 1,300 feet of the nest site after that  
46 date. If a nest is occupied by any of these species after the beginning of the sensitive

period, the certificate holder will flag the boundaries of a 1,300-foot buffer area around the nest site and shall instruct construction personnel to avoid disturbance of the buffer area. During the sensitive period, the certificate holder shall not engage in high-impact construction activities (activities that involve blasting, grading or other major ground disturbance) within the buffer area. The certificate holder shall restrict construction traffic within the buffer, except on public roads, to vehicles essential to the limited construction activities allowed within the buffer.

If burrowing owl nests are occupied during the sensitive period, the certificate holder may adjust the 1,300-foot buffer around these nests after consultation with ODFW and subject to the approval of the Department.

The certificate holder shall hire a qualified independent professional biologist to observe the active nest sites during the sensitive period for signs of disturbance and to notify the Department of any non-compliance with this condition. If the biologist observes nest site abandonment or other adverse impact to nesting activity, the certificate holder shall implement appropriate mitigation, in consultation with ODFW and subject to the approval of the Department, unless the adverse impact is clearly shown to have a cause other than construction activity.

The certificate holder may begin or resume construction activities within the buffer area before the ending day of the sensitive period with the approval of ODFW, after the young are fledged. The certificate holder shall use a protocol approved by ODFW to determine when the young are fledged (the young are independent of the core nest site).

97 The certificate holder shall protect the area within 1,300 feet of the BLM Horn Butte Wildlife Area during the long-billed curlew nesting season (March 8 through June 15), as described in this condition. Before beginning construction, the certificate holder shall provide to the Department a map showing the areas of potential construction disturbance in the vicinity of the BLM lands that are part of the Horn Butte Wildlife Area and showing a 1,300-foot buffer from those areas. During the nesting season, the certificate holder shall not engage in high-impact construction activities (activities that involve blasting, grading or other major ground disturbance) or allow high levels of construction traffic within the buffer area. The certificate holder shall flag the boundaries of the 1,300-foot buffer area and shall instruct construction personnel to avoid any unnecessary activity within the buffer area. The certificate holder shall restrict construction traffic within the buffer, except on public roads, to vehicles essential to the limited construction activities allowed within the buffer. The certificate holder may engage in construction activities within the buffer area at times other than the nesting season.

98 The certificate holder shall implement measures to avoid or mitigate impacts to sensitive wildlife habitat during construction including, but not limited to, the following:

- (a) Preparing maps to show occlusion areas that are off-limits to construction personnel, such as nesting or denning areas for sensitive wildlife species.
- (b) Avoiding unnecessary road construction, temporary disturbance and vehicle use.
- (c) Limiting construction work to approved and surveyed areas shown on facility constraints maps.



(d) Ensuring that all construction personnel are instructed to avoid driving cross-country or taking short-cuts within the site boundary or otherwise disturbing areas outside of the approved and surveyed construction areas.

99 The certificate holder shall reduce the risk of injuries to avian species by:

(a) Installing turbine towers that are smooth steel structures that lack features that would allow avian perching.

(b) Locating turbine towers to avoid areas of increased risk to avian species, such as cliff edges, narrow ridge saddles and gaps between hilltops.

(c) Installing meteorological towers that are non-guyed structures to eliminate the risk of avian collision with guy-wires.

(d) Designing and installing all aboveground transmission line support structures following the most current suggested practices for avian protection on power lines published by the Avian Power Line Interaction Committee.

100 The certificate holder shall hire a qualified environmental professional to provide environmental training during construction and operation. Environmental training includes information on the sensitive species present onsite, precautions to avoid injuring or destroying wildlife or sensitive wildlife habitat, exclusion areas, permit requirements and other environmental issues. The certificate holder shall instruct construction and operations personnel to report any injured or dead wildlife detected while on the site to the appropriate onsite environmental manager.

101 The certificate holder shall impose and enforce a construction and operation speed limit of 20 miles per hour throughout the facility site and, during the active squirrel season (March 1 to May 31), a speed limit of 10 miles per hour from one hour before sunset to one hour after sunrise on private roads near known Washington ground squirrel (WGS) colonies. The certificate holder shall ensure that all construction and operations personnel are instructed to watch out for and avoid WGS and other wildlife while driving through the facility site.

## **9. Visual Effects Conditions**

102 To reduce the visual impact of the facility, the certificate holder shall:

(a) Mount nacelles on smooth, steel structures, painted uniformly in a low-reflectivity, neutral white color.

(b) Paint the substation structures in a low-reflectivity neutral color to blend with the surrounding landscape.

(c) Not allow any advertising to be used on any part of the facility.

(d) Use only those signs required for facility safety, required by law or otherwise required by this site certificate, except that the certificate holder may erect a sign near the O&M buildings to identify the facility, may paint turbine numbers on each tower and may allow unobtrusive manufacturers' logos on turbine nacelles.

(e) Maintain any signs allowed under this condition in good repair.

103 The certificate holder shall design and construct the O&M buildings to be generally consistent with the character of similar buildings used by commercial farmers or ranchers in the area and shall paint the building in a low-reflectivity, neutral color to blend with the surrounding landscape.

104 The certificate holder shall not use exterior nighttime lighting except:

(a) The minimum turbine tower lighting required or recommended by the Federal Aviation Administration.

(b) Security lighting at the O&M buildings and at the substations, provided that such lighting is shielded or downward-directed to reduce glare.

(c) Minimum lighting necessary for repairs or emergencies.

(d) Minimum lighting necessary for construction directed to illuminate the work area and shielded or downward-directed to reduce glare.

105 The certificate holder shall maintain a minimum distance of 1,000 feet measured from the centerline of each turbine tower or meteorological tower to the centerline of the line-of-sight from the vantage point of the Fourmile Canyon interpretive site looking toward the visible Oregon Trail ruts (bearing S 89-42-34 W from latitude, longitude: 45.622047, -120.044112) as described in the *Final Order on the Application*.

## 10. Noise Control Conditions

106 To reduce construction noise impacts at nearby residences, the certificate holder shall:

(a) Confine the noisiest operation of heavy construction equipment to the daylight hours.

(b) Require contractors to install and maintain exhaust mufflers on all combustion engine-powered equipment; and

(c) Establish a complaint response system at the construction manager's office to address noise complaints.

107 Before beginning construction, the certificate holder shall provide to the Department:

(a) Information that identifies the final design locations of all turbines to be built at the facility.

(b) The maximum sound power level for the substation transformers and the maximum sound power level and octave band data for the turbines selected for the facility based on manufacturers' warranties or confirmed by other means acceptable to the Department.

(c) The results of noise analysis of the facility to be built according to the final design performed in a manner consistent with the requirements of OAR 340-035-0035(1)(b)(B)(iii) (IV) and (VI) demonstrating to the satisfaction of the Department that the total noise generated by the facility (including the noise from turbines and substation transformers) would meet the ambient degradation test and maximum allowable test at the appropriate measurement point for all potentially-affected noise sensitive properties.

(d) For each noise-sensitive property where the certificate holder relies on a noise waiver to demonstrate compliance in accordance with OAR 340-035-0035(1)(b)(B)(iii)(III), a copy of the a legally effective easement or real covenant pursuant to which the owner of the property authorizes the certificate holder's operation of the facility to increase ambient statistical noise levels  $L_{10}$  and  $L_{50}$  by more than 10 dBA at the appropriate measurement point. The legally-effective easement or real covenant must: include a legal description of the burdened property (the noise sensitive property); be recorded in the real property records of the county; expressly benefit the certificate holder; expressly run with the land and bind all future owners, lessees or holders of any interest in the burdened property; and not be subject to revocation without the certificate holder's written approval.

108 During operation of the facility, the certificate holder shall maintain a complaint response system to address noise complaints. The certificate holder shall promptly notify the

Department of any complaints received regarding facility noise and of any actions taken by the certificate holder to address those complaints. In response to a complaint from the owner of a noise sensitive property regarding noise levels during operation of the facility, the Council may require the certificate holder to monitor and record the statistical noise levels to verify that the certificate holder is operating the facility in compliance with the noise control regulations

## 11. Waste Management Conditions

109 The certificate holder shall provide portable toilets for on-site sewage handling during construction and shall ensure that they are pumped and cleaned regularly by a licensed contractor who is qualified to pump and clean portable toilet facilities.

110 During operation of the facility, the certificate holder shall discharge sanitary wastewater generated at the O&M buildings to licensed on-site septic systems in compliance with State permit requirements. The certificate holder shall design the septic systems for a discharge capacity of less than 2,500 gallons per day.

111 The certificate holder shall implement a waste management plan during construction that includes but is not limited to the following measures:

- (a) Recycling steel and other metal scrap.
- (b) Recycling wood waste.
- (c) Recycling packaging wastes such as paper and cardboard.
- (d) Collecting non-recyclable waste for transport to a local landfill by a licensed waste hauler.
- (e) Segregating all hazardous wastes such as used oil, oily rags and oil-absorbent materials, mercury-containing lights and lead-acid and nickel-cadmium batteries for disposal by a licensed firm specializing in the proper recycling or disposal of hazardous wastes.
- (f) Confining concrete delivery truck rinse-out within the foundation excavation, discharging rinse water into foundation holes and burying other concrete waste as part of backfilling the turbine foundation.

112 The certificate holder shall implement a waste management plan during facility operation that includes but is not limited to the following measures:

- (a) Training employees to minimize and recycle solid waste.
- (b) Recycling paper products, metals, glass and plastics.
- (c) Recycling used oil and hydraulic fluid.
- (d) Collecting non-recyclable waste for transport to a local landfill by a licensed waste hauler.
- (e) Segregating all hazardous, non-recyclable wastes such as used oil, oily rags and oil-sorbent materials, mercury-containing lights and lead-acid and nickel-cadmium batteries for disposal by a licensed firm specializing in the proper recycling or disposal of hazardous wastes.

## VI. SUCCESSORS AND ASSIGNS

To transfer this site certificate or any portion thereof or to assign or dispose of it in any other manner, directly or indirectly, the certificate holder shall comply with OAR 345-027-0100.



## VII. SEVERABILITY AND CONSTRUCTION

If any provision of this agreement and certificate is declared by a court to be illegal or in conflict with any law, the validity of the remaining terms and conditions shall not be affected, and the rights and obligations of the parties shall be construed and enforced as if the agreement and certificate did not contain the particular provision held to be invalid.

## VIII. GOVERNING LAW AND FORUM

This site certificate shall be governed by the laws of the State of Oregon. Any litigation or arbitration arising out of this agreement shall be conducted in an appropriate forum in Oregon.

## IX. EXECUTION

This site certificate may be Executed in counterparts and will become effective upon signature by the Chair of the Energy Facility Siting Council and the authorized representative of the certificate holder.

**IN WITNESS WHEREOF**, this site certificate has been Executed by the State of Oregon, acting by and through its Energy Facility Siting Council, and by Montague Wind Power Facility LLC.

ENERGY FACILITY SITING COUNCIL

MONTAGUE WIND POWER LLC

By: \_\_\_\_\_ By: \_\_\_\_\_  
W. Bryan Wolfe, Chair  
Oregon Energy Facility Siting Council Print: \_\_\_\_\_

Date: September 10, 2010, 2013 Date: \_\_\_\_\_

and

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

Print: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTACHMENT 3**

Property Owners within 500 Feet of Site Boundary

Tax Lot ID	Mail To (first name)	Mail To (last name)	In Care Of	Mailing Address	City	State	Zip
01N22E02200	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01S22E00500	ALLEN F. & CHERYL K.	ANDERSON	RIETMANN, JOE D. & DONNA M.	PO BOX 304	IONE	OR	97843
02N22E01100		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
01N20E03208		UNION PACIFIC RAILROAD	PROPERTY TAX DEPT.	1400 DOUGLAS STOP 1640	OMAHA	NE	68179-164
01N21E00700		RUNCKEL LLC		117 FOOT HILLS RD.	LAKE OSWEGO	OR	97034
01N22E02000	MARION T.	WEATHERFORD		PO BOX 368	ARLINGTON	OR	97812
02N21E01500		ARLINGTON GREEN FARMS, INC.		101 E. EIGHTH ST. #130	VANCOUVER	WA	98660
02N22E00500		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
02N21E00101	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N22E01400	SKYE H. & PENNY M.	KREBS		73654 HWY 74	IONE	OR	97843
02N21E00900		QUARTER M RANCH LLC	GREINER, DWIGHT	61835 DART CREEK RD	SAINT HELENS	OR	97051
01N20E00200		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N22E02100		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
01N22E03000		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
02N21E01210		WASTE MANAGEMENT	WASTE MANAGEMENT SYSTEMS	PO BOX 1450	CHICAGO	IL	60690
02N22E02900	HELEN	THURSTON	CUSTARD, BEVERLY	1951 E. 68TH ST.	TACOMA	WA	98404
01N20E00100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N22E00600		MONTAGUE CEMETERY					
02N22E02300		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
02N22E02400		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
02N21E00700		QUARTER M RANCH LLC	GREINER, DWIGHT	61835 DART CREEK RD	SAINT HELENS	OR	97051
02N21E00800		QUARTER M RANCH LLC	GREINER, DWIGHT	61835 DART CREEK RD	SAINT HELENS	OR	97051
02N22E00800	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N22E00900	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N22E02700	OLIVE	MADDEN		34004 S.E. 34TH STREET	WASHOUGAL	WA	98671
02N22E03400	KEVEN	HAGUEWOOD		PO BOX 195	IONE	OR	97843
02N21E02500		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
02N22E03000		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
02N22E03500	KEVEN	HAGUEWOOD		PO BOX 195	IONE	OR	97843
02N20E02800		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N21E01200		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N20E02901		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N21E02103		WASTE MANAGEMENT	WASTE MANAGEMENT SYSTEMS	PO BOX 1450	CHICAGO	IL	60690
02N20E02701	JAMES & PHYLLIS	HOAG		9670 S.E. STARR QUARRY RD.	AMITY	OR	97101
02N20E02702	JAMES & PHYLLIS	HOAG		9670 S.E. STARR QUARRY RD.	AMITY	OR	97101
01N21E00600		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET			
01N20E00300	JAMES & PHYLLIS	HOAG		9670 S.E. STARR QUARRY RD.	AMITY	OR	97101
01N20E00500		4-D RANCH LLC		6808 SE ASH ST	PORTLAND	OR	97215
01N20E03205		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N21E01300	DONALD D.	RAMSAY		13270 MIDDLE ROCK CREEK LANE	ARLINGTON	OR	97812
01N21E01200		JIMMY I. & SARAH D. RUCKER FAMILY TRUS	RUCKER, JIMMY I & SARAH D., TRUSTEES	68618 HWY 19	ARLINGTON	OR	97812
01N21E02001	MARION T.	WEATHERFORD		PO BOX 368	ARLINGTON	OR	97812
01N22E02800		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
01N22E02500	KELWAYNE O.	HAGUEWOOD		59610 BASEY CANYON ROAD	HEPPNER	OR	97836
01N22E02900	JOE D. & DONNA M.	RIETMANN		PO BOX 304	IONE	OR	97843
01N22E02901	JOE D. & DONNA M.	RIETMANN		PO BOX 304	IONE	OR	97843
01N22E02902	JOE D. & DONNA M.	RIETMANN		PO BOX 304	IONE	OR	97843
01S22E00501	JOE D. & DONNA M.	RIETMANN		PO BOX 304	IONE	OR	97843
02N22E00600	SKYE H. & PENNY M.	KREBS		73654 HWY 74	IONE	OR	97843
02N22E00901	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
01N22E00501	KEVEN	HAGUEWOOD		PO BOX 195	IONE	OR	97843
02N22E02600		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
01N20E00100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N21E00900		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	MOUNT VERNON	WA	98273
01N21E00200		KENNETH A. WALTERS FAMILY TRUST		69759 HWY 19	ARLINGTON	OR	97812
01N22E01100	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839

**ATTACHMENT 3**

Property Owners within 500 Feet of Site Boundary

Tax Lot ID	Mail To (first name)	Mail To (last name)	In Care Of	Mailing Address	City	State	Zip
01N22E01001	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N22E00500	RC & GAYLEEN	MILLER		PO BOX 490	ARLINGTON	OR	97812
02N21E01600		ARLINGTON GREEN FARMS, INC.		101 E. EIGHTH ST. #130	VANCOUVER	WA	98660
02N21E01600		ARLINGTON GREEN FARMS, INC.		101 E. EIGHTH ST. #130	VANCOUVER	WA	98660
02N21E00100	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
01N21E01002		JIMMY I. & SARAH D. RUCKER TRUST	RUCKER, JIMMY I. & SARAH D., TRUSTEE	68618 HWY 19	ARLINGTON	OR	97812
01N22E01701	JERRY	CARR		69838 W. WILSON RD.	BOARDMAN	OR	97818
02N21E01400		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
02N22E01500		MONTY CRUM RANCHES, LLC		PO BOX 121	IONE	OR	97843
02N22E01500		MONTY CRUM RANCHES, LLC		PO BOX 121	IONE	OR	97843
02N22E01301	VIC	JANSEN		PO BOX 579	MOSES LAKE	WA	98837
01N20E03204		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N20E00100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N21E00401		RUNCKEL LLC		117 FOOT HILLS RD.	LAKE OSWEGO	OR	97034
02N22E02600		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
02N21E02100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N22E03100	ROBERT R. & PEGGY J.	REASONER		PO BOX 297	ARLINGTON	OR	97812
02N22E02100		BUREAU OF LAND MANAGEMENT	BUREAU OF LAND MANAGEMENT	3050 N.E. 3RD STREET	PRINEVILLE	OR	97754
01N20E03200		UNION PACIFIC RAILROAD	PROPERTY TAX DEPT.	1400 DOUGLAS STOP 1640	OMAHA	NE	68179-164
01N21E00400	RICHARD E.	HARPER	WEATHERFORD-HARPER, ALICE	PO BOX 8	PORTLAND	OR	97843
01N22E00800		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	MOUNT VERNON	WA	98273
02N21E01100		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N22E01001	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N21E00102	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N22E03100	ROBERT R. & PEGGY J.	REASONER		PO BOX 297	ARLINGTON	OR	97812
02N20E02800		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N20E02800		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N20E02800		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N21E00300	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
01N21E00100		PLATEAU FARMS NO. 2		1200 S.W. MAIN BLDG.	PORTLAND	OR	97205
01N22E01000	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N22E01001	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N21E00804	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
01N21E02000	MARION T.	WEATHERFORD		PO BOX 368	ARLINGTON	OR	97812
01N21E01900		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	MOUNT VERNON	WA	98273
01N21E00802	JAMES H. & JUDITH J.	WEATHERFORD		802 W. CARSON ST.	CENTRALIA	WA	98531
01N22E03200	ANDREW	DAVIDSON		PO BOX 16401	PORTLAND	OR	97292-040
01N22E03100		BERTELL MASON JR. TRUST	MASON, BERTELL JR., TRUSTEE	15108 S.E. RIVER ROAD	PORTLAND	OR	97222
01N22E03201	MABEL L.	STAMATE		980 S.E. 5TH STREET	HERMISTON	OR	97838
01S22E00100	MABEL L.	STAMATE		980 SE 5TH STREET	HERMISTON	OR	97838
01S22E00100	MABEL L.	STAMATE		980 SE 5TH STREET	HERMISTON	OR	97838
01S22E00503	RICHARD E.	HARPER	WEATHERFORD-HARPER, ALICE	PO BOX 8	PORTLAND	OR	97843
01S22E00502	ALLEN F. & CHERYL K.	ANDERSON	RIETMANN, JOE D. & DONNA M.	PO BOX 304	IONE	OR	97843
01S22E00200	JOSEPH P. & JERI D.	MCELLIGOTT		PO BOX 4	IONE	OR	97843
02N22E01001	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N22E02500	JUDITH ANN	HUGHES		PO BOX 217	ARLINGTON	OR	97812
02N22E02502	JAMES & MARTINA	WEISER		PO BOX 324	ARLINGTON	OR	97812
02N21E01400		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
01N20E00500		4-D RANCH LLC		6808 SE ASH ST	PORTLAND	OR	97215
01N21E00805	ANN	WEATHERFORD FLORES		201 LAMKIN STREET #407	PUEBLO	CO	81003
01N21E00806	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
01N22E00500	RC & GAYLEEN	MILLER		PO BOX 490	ARLINGTON	OR	97812
01N22E01000	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
02N21E01701	HERBERT R. & VIRGINIA W.	HOLZAPFEL		PO BOX 1027	WILLOWS	CA	95988
01N21E01500		HIFIVE LLC		3299 DAVIS DRIVE	MERIDIAN	ID	83642
01N20E00200		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988

**ATTACHMENT 3**

Property Owners within 500 Feet of Site Boundary

Tax Lot ID	Mail To (first name)	Mail To (last name)	In Care Of	Mailing Address	City	State	Zip
01N20E00200		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N20E00100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N22E00900	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N21E00900		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	MOUNT VERNON	WA	98273
01N20E00500		4-D RANCH LLC		6808 SE ASH ST	PORTLAND	OR	97215
01N22E01100	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N22E00900	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N22E01100	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N21E01000	ROBERT F.	ATHEARN		333 ROSE COURT	MOUNT VERNON	WA	98273
01N21E00900		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	MOUNT VERNON	WA	98273
02N21E01300	WM. C. & JOYCE A.	HICKERSON		71983 HWY 19	ARLINGTON	OR	97812
01N21E00300	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
01N20E00800	DONALD D.	RAMSAY		13270 MIDDLE ROCK CREEK LANE	ARLINGTON	OR	97812
02N22E03201	ROBERT R. & PEGGY J.	REASONER		PO BOX 297	ARLINGTON	OR	97812
02N22E03201	ROBERT R. & PEGGY J.	REASONER		PO BOX 297	ARLINGTON	OR	97812
02N21E02100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N21E01000		QUARTER M RANCH LLC	GREINER, DWIGHT	61835 DART CREEK RD	SAINT HELENS	OR	97051
02N21E01102		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E00102	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N22E01500		MONTY CRUM RANCHES, LLC		PO BOX 121	IONE	OR	97843
02N21E01800		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N20E02700	HERBERT R.	HOLZAPFEL, ETAL		PO BOX 1027	WILLOWS	CA	95988
02N22E03200	ROBERT R. & PEGGY J.	REASONER		PO BOX 297	ARLINGTON	OR	97812
02N22E03200	ROBERT R. & PEGGY J.	REASONER		PO BOX 297	ARLINGTON	OR	97812
02N21E01701	HERBERT R. & VIRGINIA W.	HOLZAPFEL		PO BOX 1027	WILLOWS	CA	95988
01N21E00500		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N22E00700		PLATEAU FARMS NO. 2		1200 S.W. MAIN BLDG.	PORTLAND	OR	97205
01N21E00500		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N21E00200		KENNETH A. WALTERS FAMILY TRUST		69759 HWY 19	ARLINGTON	OR	97812
01N20E00100		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
01N22E00100	KEVEN	HAGUEWOOD ET AL		PO BOX 195	PORTLAND	OR	97843
01N22E01701	JERRY	CARR		69838 W. WILSON RD.	BOARDMAN	OR	97818
01N22E00900	ANDRE & KATHLEEN STEIN	MEYER		PO BOX 459	LEXINGTON	OR	97839
01N22E00800		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	MOUNT VERNON	WA	98273
01N21E02002	MARION T.	WEATHERFORD		PO BOX 368	ARLINGTON	OR	97812
01N22E03100		BERTELL MASON JR. TRUST	MASON, BERTELL JR., TRUSTEE	15108 S.E. RIVER ROAD	PORTLAND	OR	97222
01N22E03200	ANDREW	DAVIDSON		PO BOX 16401	PORTLAND	OR	97292-040
01N22E03201	MABEL L.	STAMATE		980 S.E. 5TH STREET	HERMISTON	OR	97838
01N22E03202		GEORGE G. DAVIDSON TRUST	DAVIDSON, GEORGE G. TRUSTEE	3002 S.E. 66TH	PORTLAND	OR	97206
01N22E03201	MABEL L.	STAMATE		980 S.E. 5TH STREET	HERMISTON	OR	97838
01S22E00101	MABEL L.	STAMATE		980 SE 5TH STREET	HERMISTON	OR	97838
01S22E00300		MONTY CRUM RANCHES, LLC	CRUM, MONTY L.	PO BOX 121	IONE	OR	97843
01S22E00400	RICHARD E.	HARPER	WEATHERFORD-HARPER, ALICE	PO BOX 8	PORTLAND	OR	97843
01S21E00100		WEEDMAN FARMS LLC	HUNEMILLER, RUSSELL D. & KAREN E. 50%	PO BOX 386	WASCO	OR	97065
01S22E00102	CHARLES LEE	DAVIDSON		350 N 1ST STREET	IRRIGON	OR	97844
01N21E00500		HOLZAPFEL LAND & CATTLE, LP		PO BOX 1027	WILLOWS	CA	95988
02N21E00100	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
01N21E02100		WEEDMAN FARMS LLC		PO BOX 386	WASCO	OR	97065
02N22E02501		ARLINGTON GREEN FARMS, INC.		101 E. EIGHTH ST. #130	VANCOUVER	WA	98660
01N21E00800	EVELYN M. & ROBERT H.	SUTTON	TRUSTEES UNDER DECL. OF TRUST	1460 WESTBROOK DRIVE NW	SALEM	OR	97304
02N21E01704	TIMOTHY H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
02N21E02400		PLATEAU FARMS NO. 2		1200 S.W. MAIN BLDG.	PORTLAND	OR	97205
01N21E02100		WEEDMAN FARMS LLC		PO BOX 386	WASCO	OR	97065
01N22E01800	B. LAVELLE	UNDERHILL		PO BOX 266	DUFUR	OR	97021
01N22E01900		WEEDMAN FARMS LLC		PO BOX 386	WASCO	OR	97065
01S22E01100		RUCKER FARMING	RUCKER, JIM I. & SARAH D.	68618 HIGHWAY 19	ARLINGTON	OR	97812

**ATTACHMENT 3**

Property Owners within 500 Feet of Site Boundary

Tax Lot ID	Mail To (first name)	Mail To (last name)	In Care Of	Mailing Address	City	State	Zip
01S22E01200	BARBARA J.	RIPER	RIPER, BARBARA J.	1670 EDGEWOOD DR.	PALO ALTO	CA	94303
03N21E00500	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E00503	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N22E00700	SKYE H. & PENNY M.	KREBS		73654 HWY 74	IONE	OR	97843
01N23-06300	PAUL	PROUDFOOT		PO BOX 28	IONE	OR	97843
01S23-00900	PAUL	PROUDFOOT		PO BOX 28	IONE	OR	97843

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**From:** Parsons, Sara McMahon  
**Sent:** Tuesday, April 17, 2012 1:03 PM  
**To:** 'White, John'  
**Cc:** Durocher, Jeffrey  
**Subject:** RE: Helix - request for additional information  
**Importance:** High

John,  
Please see our response below.  
Sara

### Development Process

Like any development undertaking, developing a successful wind project from inception to operation is a complicated process. For more details, see the following public presentations and AWEA fact-sheet.

- Wind Energy Development and Wildlife: Industry Challenges and Perspectives (attached; from Wind Energy & Wildlife Workshop Oregon Chapter of The Wildlife Society, The Dalles, 5-6 November 2008)
- [nrm.dfg.ca.gov/FileHandler.ashx?DocumentID=9948](http://nrm.dfg.ca.gov/FileHandler.ashx?DocumentID=9948)
- [http://www.awea.org/learnabout/publications/upload/Ten\\_Steps.pdf](http://www.awea.org/learnabout/publications/upload/Ten_Steps.pdf)
- <http://www.iberdrolarenewables.us/pdf/iri-wind-development-1pager.pdf>

In an effort to distill the multi-year process down into a few paragraphs, there are six key elements to wind development: 1) strong wind resource, 2) access to interconnection and transmission, 3) landowner interest, 4) permits and government approval, 5) customer for the power and 6) financing. The sequence of evaluating each element varies by site, but the order is usually as described above. The first step is prospecting: developers scout for windy areas close to transmission lines with access to customers and market demand. As part of this large scale/macrositing process, developers review and resolve environmental or permitting issues. Issues that preclude or limit development are identified and wildlife/conservation conflicts are resolved before significant investment is made by wind project developers. Once areas of interest are identified, developers negotiate agreements with landowners to install meteorological towers to collect site specific wind resource data. If the wind resource is promising, developers typically start the lengthy interconnection process along with posting required security deposits and proof of substantial site control. At this point the developer also usually begins expending significant financial resources to conduct pre-project assessments, including the type of wildlife/permitting assessments described in the Oregon Columbia Plateau Ecoregion Wind Energy Siting and Permitting Guidelines September 29, 2008. Concurrently or immediately after preparing a significant portion of the pre-project assessment, the developer submits the application to EFSC/ODOE. While the developer is working on the project permitting, the developer is also working with the interconnection provider on studying how the project can interconnect to the grid and what transmission system upgrades might be needed (through a feasibility study, system impact study, facilities study and a draft interconnection agreement). The developer may also look at transmission rights to deliver the power from the point of interconnection "busbar" to potential customers. For projects that interconnect to BPA, the final interconnection agreement is not issued until after the site certificate is issued because BPA considers the application materials, Final Order and site certificate when conducting its NEPA analysis and prior to executing the interconnection agreement. Therefore, only once the Site Certificate is issued does the BPA engage in its decision-making process. PacifiCorp or other non-Federal utilities may execute the final interconnection agreement before the site certificate is issued, but the interconnection agreement may then be suspended or modified until the final layout is known.

### Market Forces

The legislature has elected to site energy resources with recognition of competition, leveraging the efficiency of the marketplace in ultimately deciding which projects actually proceed. Throughout the competitive process, wind developers model the expected economic returns on the project based on economic inputs, including wind resource, federal tax programs (PTC, ITC), capital costs (driven primarily by turbines but also highly influenced by terrain/construction costs), operations and maintenance costs, landowner royalties, property taxes and other ongoing expenses such as decommissioning bonds and environmental monitoring, and any other upfront or ongoing costs charged to the project. On

the revenue side, the developer continually markets the project to potential customers, understanding that having the first four elements listed above, including completion of the site certificate process, helps differentiate the project from competitors and improves the cost of energy for consumer ratepayers. Iberdrola Renewables offers unique products to our customers: [http://www.iberdrolarenewables.us/pdf/IBD\\_Origination\\_WEB.pdf](http://www.iberdrolarenewables.us/pdf/IBD_Origination_WEB.pdf). The price of renewable energy on a whole (rather than at the project level) is affected by public policy regarding green energy (federal tax programs, state renewable portfolio standards), but is also highly influenced by the price of traditional electrical power and natural gas. For more details see: [http://www.awea.org/issues/federal\\_policy/index.cfm](http://www.awea.org/issues/federal_policy/index.cfm).

#### Timing of Investment/Construction

Once a project has secured most or all of the first 5 elements, the developer then seeks internal approval (in the case of balance sheet self financing such as Iberdrola Renewables) or bank project financing to fund turbine acquisition and construction. While a turbine type may be assumed modeled during development, project-specific turbine purchase agreements are not made until after financing. The developer solicits bids for equipment and construction contractors, and hires an engineering firm or firms to engineer the facility design that complies with setbacks, no-go areas, permit limitations, landowner requests and other constraints. Any additional permits that are required based on final layout (such as U.S. Army Corps of Engineers approval of stream crossings) are obtained. The development team also works on micro-siting, pre-construction surveys, geotechnical borings, detailed engineering design, compliance with Site Certificate Conditions, etc. The developer must also procure cost effective turbines and arrange for timely delivery. The turbine manufacturer conducts a site suitability analysis to determine if the proposed turbine locations are suitable for the equipment. The site layout is finalized after this work has been completed, and the developer then commences the process of documenting and seeking EFSC approval of the pre-construction reports that are based on the final site layout. This process may also involve negotiation and changes with a variety of agency and non-agency stakeholders. While a developer may have secured site control and a permit, construction cannot begin until a developer has financing; investors will not provide the capital without market certainty and a return on their investment. As is evident, even after a project receives permits, a great deal of work remains to be done before construction can commence.

#### Change in Market Forces

As described in HW's amendment request, a variety of market factors exist that contribute to the need for an extension to the construction deadline. The federal renewable energy Production Tax Credit ("PTC") and Investment Tax Credit ("ITC") expire at the end of 2012, and as of this date Congress has not yet extended the PTC or ITC. The lack of the PTC/ITC does not mean that the HWPF won't be successful, but it does raise the price that utility customers must ultimately pass on to electricity consumers. The uncertainty associated with the PTC/ITC and other energy policies, poor nationwide economic conditions, and other factors contribute to weakened market conditions for new wind energy at this time. But, markets are cyclic and the price of fossil fuels are currently low. The cost of coal generation could rise with the implementation of effective cap and trade regulation that accounts for environmental externalities and it is unlikely any new coal generation will be added in the Pacific Northwest. Following a mild winter, natural gas prices are at 10-year lows, but they can be expected to rise in the future as gas storage is expended, and as demand increases with an improving economy. Wholesale electricity customer needs also change over time, particularly as demand for electricity increases. The profile of a particular wind project's output, combined with deliverability of the power, could fit a particular customer's needs at a particular time. Electric utilities do not have standing offers for power, rather their needs arise over some period, and a wind energy developer needs sufficient time to be responsive to those needs when they arise. To the extent that a utility is seeking renewable energy, wind energy remains the most cost effective source in Oregon. The certificate holder is actively marketing the facility, but because of the aforementioned uncertainty, is unable to predict when construction of the facility will commence. A prudent developer will be poised to respond promptly to customer needs as they arise. As indicated above, Iberdrola Renewables has the unique ability to provide products to meet customer needs and is therefore well suited to serving the marketplace. If and when market conditions improve then HWPF would therefore be more likely to commence construction, but sufficient time is required to complete the multi-year competitive process laid out above.

---

**From:** White, John [<mailto:john.white@state.or.us>]  
**Sent:** Thursday, April 05, 2012 9:43 AM  
**To:** Parsons, Sara McMahon; Durocher, Jeffrey  
**Subject:** Helix - request for additional information

Sara and Jeffrey,

In the amendment request, Helix Wind Power Facility LLC (HW) states that “current market conditions and development priorities” explain the need for the amendment to extend deadlines for the beginning and completion of construction of the Helix Wind Power Facility (HWPF). Please explain the market forces and development priorities in more detail. Under ORS 469.310, the Legislature has determined that the need for new generating facilities “is sufficiently addressed by reliance on competition in the market rather than by consideration of cost-effectiveness and shall not be a matter requiring determination by the Energy Facility Siting Council in the siting of a generating facility.” Although the Siting Council does not make a determination of need, in deciding on appropriate deadlines for construction, it would be helpful for the Council to have a better understanding of market forces and what must occur before construction can begin. In your response, please address the market forces that drive competition as well as the sequence of steps that must occur to bring a wind project such as the HWPF to the point of beginning construction. Explain when a site certificate must be in place before other steps can be completed (such as transmission, power purchase agreements, construction financing, site control, turbine purchase agreements). Explain how market forces change and how such changes could affect HW’s decisions regarding beginning construction of the HWPF.

Please respond to this request by April 13. If more time is needed, please let me know when you will be able to complete a response.

Regards,  
John

**John White**

Oregon Department of Energy  
625 Marion Street, NE  
Salem, Oregon 97301-3742  
503-378-3194  
[john.white@state.or.us](mailto:john.white@state.or.us)







## Agenda

- Elements of Wind Energy Development
- Critical Issues to Wind Industry
- Key to Project Success with Environmental Stakeholders



The slide has a white background with a green wavy graphic at the bottom. It includes the Iberdrola Renewables logo at the top right, an agenda list on the left, and a small inset image of a wind farm on the right.

## The 6 Key Elements of Wind Energy Development



- Wind – 1 mph difference is make or break
- Land – need willing landowners
- Permits – wildlife and NIMBY issues
- Transmission (capacity and proximity)
- Buyer (Power Purchase Agreement)
- Financing – need all 5 above to get it

Text Provided by Horizon Wind Energy

## The 6 Key Elements of Wind Energy Development



- Need ALL 6 elements to build a project
- The lack of any one kills a project
- Unlike natural gas, coal or nuclear power plants, we can not transport our “fuel” (wind) to a desirable location – we have to go to where the resource is
- Rate of return is set by capital markets- it is not a question of “how much can we make?” but rather, “can this project get built?”

Text Provided by Horizon Wind Energy

## Sequence of Development Process



- The sequence of evaluating each element varies by site, but often the order is:
  - Wind – evaluate the resource
  - Land – are landowners interested?
  - Permits –initial review of permitting issues
  - Transmission –capacity; cost
  - Buyer – general market; specific buyer(s)
  - Financing- based on all of the above



Text Provided by Horizon Wind Energy

## Developer Sensitivity re. Confidentiality



- At early stages of a project, confidentiality is a very real business issue for us
  - Agencies subject to FOIA/state sunshine laws
  - Fierce competition for best sites and land
  - Until you know you plan to develop a site, you don't want to waste scarce time and resources debating potential impact questions
- Confidentiality requirement causes great deal of miscommunication and mistrust between developers and wildlife agencies/advocates.
- Closer to actually applying for permits, developer should be willing to discuss details

Text Provided by Horizon Wind Energy

## The 6 Key Elements of Wind Energy Development



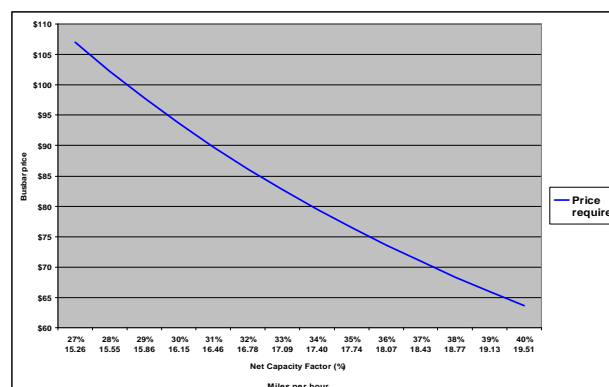
- Wind - is the most absolute requirement
  - Energy is function of cube of wind speed
  - Avg. wind speeds of 16-19 mph in most areas
  - At higher altitudes, air density drops- requires a higher wind speed for same output
  - Depends on region's market price for power
  - No mitigation for low wind speed!



Big Horn Wind Project  
Klickitat County, WA

Text Provided by Horizon Wind Energy

## Viability Very Sensitive to Wind Speed



Text Provided by Horizon Wind Energy

## The 6 Key Elements of Wind Energy Development



- **Land - Owners must be willing**

- Can't build without land.
- Need large, contiguous parcels.
- Compatible land uses - e.g. ranching, dry land (un-irrigated) agriculture, open space
- Developers do not have power of eminent domain.



Participating landowners at Klondike II Project

Text Provided by Horizon Wind Energy

## The 6 Key Elements of Wind Energy Development



- **Permits and Environmental**

- Wildlife impacts are typically the top issue
- But - many issues and stakeholders to address and potentially conflicting interests to reconcile (e.g. wildlife, NIMBY, archaeological)
- Different agencies and advocates have different agendas and concerns
- Developer has to strike a balance among all



Big Horn Wind Project, Klickitat County, WA

Text Provided by Horizon Wind Energy

## The 6 Key Elements of Wind Energy Development



- **Transmission**

- Typically connect to 115/230/345-kV lines
- Transmission must have capacity available
- Feeder lines typically < 5 to 10 miles
- Ability to finance feeder lines and upgrades depends on project size and economics. Bigger projects with better winds can afford longer feeder lines and more upgrades
- Long feeder lines may be difficult and expensive to acquire and permit



Text Provided by Horizon Wind Energy

## The 6 Key Elements of Wind Energy Development

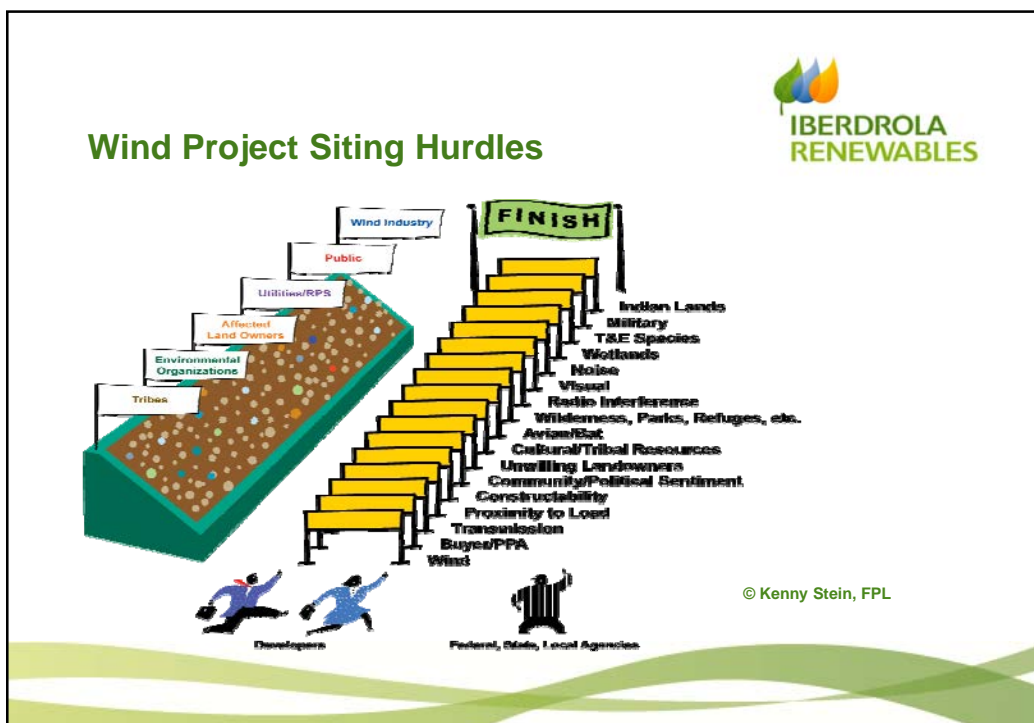
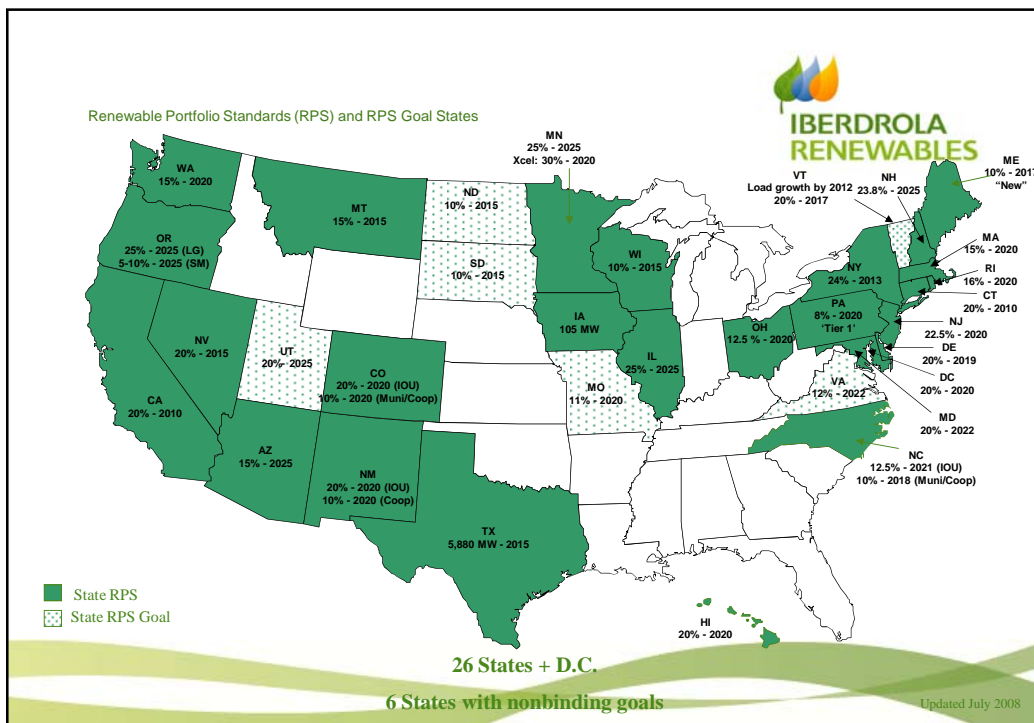


- **Market - Must have a buyer for power**

- Most, but not all, areas of the country have growing need for power
- RPS and other policies drive demand
- This typically dictates the region more than the individual site (i.e. ND vs. NY)
- Closely related to transmission – who owns the lines, where do they go, etc.

Text Provided by Horizon Wind Energy







## What Else is Required?



- Site must be accessible – must be able to deliver and erect turbines over 400' tall
- Need adequate level ground around each turbine site – crane pads, laydown areas
- Need adequate spacing between rows of turbines – 1/3 to 1 mile

Text Provided by Horizon Wind Energy

## Wind Energy Facilities and Construction Sequence



## Project Facilities

- Access Roads – Gravel roads linking wind turbine strings to existing roads.
- Electrical Collection System – Cables that electrically connect wind turbines to the project collection substation.
- Project Collection Substation –Steps up voltage to interconnection level.
- Operations & Maintenance Building – Houses central office, computer systems for facility operations, equipment storage and maintenance areas.



## Construction Sequence

- Construct Roads & Work Areas
- Excavate & Pour Foundations
- Install Wind Turbines
  - Erect Tower Sections
  - Set Nacelle
  - Assemble and Set Rotor
  - Connect Electrical Systems
- Install Electrical Collector System





## Roads: Grading and Drainage



- Prepare road for construction
- Install culverts, fords at drainage areas



## Roads: Install Base Material



- Place geo-fabric or Geo-Grid on top of compacted 16- to 20-foot wide road sub-grade.
- Place 6 to 8 inches of gravel over road surface.
- Finish road profile slightly above natural grade with a 2% crown in the center to promote drainage.
- Construct shoulders with a maximum of 2% side slope for crane travel (reclaimed after construction).

## Foundation: Tower Pier with Spreadfooter



- Footing: 50-80 ft diameter, 4ft depth with taper.
- Pier: 16-20 ft diameter, 3ft height.
- Apron: Compacted area over footing diameter with 4-6 in. rock surface.

### Construction:

- Excavation depth to ~8ft and +50ft base elevation.
- Mud Mat – 2 to 4 inches lean concrete.
- Rebar cage and anchor bolts cage.
- Concrete (5000 psi) formed and poured in two lifts.
- Backfilled with native soil





## Tower Erection

- The 80-meter turbine tower is composed of three to four cylindrical steel sections.
- The tower sections are typically unloaded adjacent to each wind turbine foundation to minimize handling of these heavy steel components.
- Each tower section typically weighs between 35 and 70 tons.



## Tower Erection



- The lower tower section is set first. A flange on the bottom of this 15' diameter section allows it to be bolted to the top of the foundation pedestal.
- After the tower sections are set, the nacelle is raised and bolted to the top of the tower.
- A 2 megawatt class turbine nacelle weighs over 90 tons.





## Tower Erection

- The rotor assembly is erected last.
- The rotor consists of three blades and a hub that mount on the front of the nacelle.
- Typically, the blades and hub are assembled on the ground and then raised as a single unit, called the rotor, and attached to the nacelle.



## Collector Cable Construction



## Collector Substation



## Collector Substation Transformer



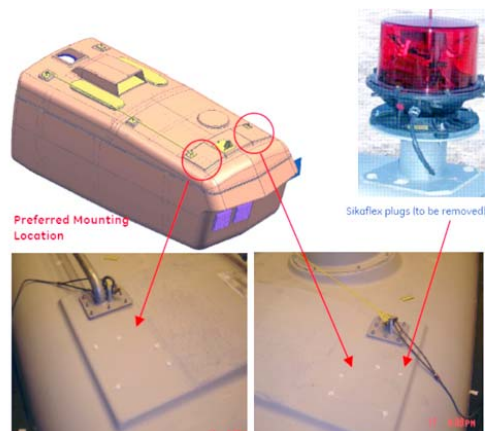
## O&M Building



## FAA Lights



- Red, synchronized flashing lights on ends of turbine strings and approximately every  $\frac{1}{2}$  mile
- Standard turbine finish serves as daylight marking—no day-time lighting needed





## Critical Issues to Wind Industry



### Flexibility in Final Project Design

- **Micrositing Corridors**
  - Allows developer flexibility to continually fine tune the layout based on turbine type, up to date meteorological data, and sensitive areas
  - Defines the range of possible wind facility impacts and demonstrates that in all potential configurations, the facility will meet applicable regulatory standards
  - Allows agencies to evaluate “worst-case” project impacts



## Critical Issues to Wind Industry



### Flexibility in Final Project Design

- **Overhead (OH) vs. underground (UG) collector lines**
  - Majority will be UG, but developer needs flexibility to place OH for following reasons:
    - Steep terrain where the use of backhoes and trenching machines infeasible or unsafe
    - Stream and wetland crossings where an aboveground line avoids or minimizes environmental impacts
    - Soil with low thermal conductivity preventing adequate heat dissipation from the conductor, and rocky conditions that significantly increase trenching costs
  - Agencies review max # miles of UG and OH

## Critical Issues to Wind Industry



### Certainty in Operational Costs

- **Mitigation for Temporary and Permanent Impacts to Habitat**
  - Agencies concerned with viability of restoration of desert environments. Developers need certainty in terms of mitigation requirements and costs.
  - ODFW habitat mitigation policy requires no net loss of valuable native habitat.
  - Oregon Guidelines encourage development on land already used for cropland and recommend avoiding Category 1 and 2 habitats, and minimizing and mitigating for impacts to Category 3, 4 and 5 native habitat.



## Applicability to OR/WA Wind Energy Task Force and Siting Guidelines



### Certainty in Operational Costs, con't.

- **Mitigation for Avian/Bat Impacts**
  - Moving, altering or curtailing turbines post-construction adds uncertainty and risk to project. Tax equity investors are wary of these uncertainties.
  - IBR and others are currently conducting experiments to test effectiveness of curtailment for reducing bat mortality in locations in the Northeastern US where bat mortality has raised concerns.
  - Anticipated costs for habitat and wildlife mitigation are included in project capital and operational expenditure budgets prior to construction and disclosed to financial partners.
  - Un-anticipated costs during operation are in excess of allocated budgets and affect financial partners.

## Key to Project Success with Environmental Stakeholders



### Follow OR Wind Siting Guidelines

- Conduct a fatal flaw or critical issues analysis and site projects in areas with fewer sensitive wildlife habitats
- Map and rate habitat, survey avian use, identify raptor nests, and conduct T/E other wildlife surveys
- Consult with agencies, environmental stakeholders and public
- Microsite layout to minimize habitat and wildlife impacts
- Educate and train construction and operational about sensitive wildlife and other environmental concerns
- Restore areas temporarily disturbed during construction with native vegetation
- Set up a conservation easement in native habitat to offset impacts to wildlife habitat
- Conduct fatality monitoring and work with Technical Advisory Committee
- Train operations staff to monitor site for avian and bat fatalities and respond to injured birds and bats

## Steps to Follow OR Guidelines



Phase	Timing	Task
1 - Macrositing	Early evaluation of potential wind project site	Information/desktop review of habitat, wildlife, plants, and cumulative impacts; review of regulatory requirements; preliminary scoping of potential issues with resource agencies and permitting authorities
2- Pre-Project Assessment	During preparation of permit application	Identification of macrositing corridors, habitat mapping; early coordination with resource agencies regarding survey protocols; undertake raptor surveys; avian use surveys; T/E species and other wildlife surveys; assessment of project impacts; presentation of habitat mitigation proposal and initial calculation of habitat mitigation acreages to resource agencies.
<b>Submit Permit Application for Agency and Public Review</b>		
	Permit application review	Review of application by resource agencies and permitting authority for completeness. Scoping/public comment period. Wind project developers are encouraged to engage stakeholders with wildlife expertise.

## Steps to Follow OR Guidelines (cont.)



Phase	Timing	Task
<b>Permit Issued</b>		
3 - Micrositing	Can occur prior to or after permit issuance, and continues through construction.	Initial micrositing to minimize habitat and wildlife impacts. Continuation of discussions with resource agencies.
4- Construction	After permit is issued, prior to and during construction.	Identification of key compliance staff; environmental training; flagging and micrositing to avoid sensitive resources; implementation of construction best management practices (BMPs).
5- Operation	After construction, during operations.	Implementation of habitat mitigation prior to wind project operation start date; site revegetation; operational monitoring; engagement with the TAC; determine potential additional mitigation with resource agencies and permitting authority as necessary.



### Thank You!

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# **Oregon Columbia Plateau Ecoregion Wind Energy**

## **Siting and Permitting Guidelines**

**September 29, 2008**

In the fall of 2007, representatives from the wind energy industry, counties, environmental organizations, consultants and state and federal resource agencies (the Taskforce) convened to collaboratively develop wind energy siting and permitting guidelines for the Columbia Plateau Ecoregion<sup>1</sup> (Guidelines). For almost a year the Taskforce compiled and synthesized current industry practices, agency recommendations, environmental concerns, and supportive science. These Guidelines apply to the five counties where the majority of Oregon's wind energy development is ongoing.

The Taskforce believes these Guidelines represent a successful balance between environmental protection and future development of renewable wind energy resources in the Oregon Columbia Plateau Ecoregion. The intention of the Taskforce is that wind project developers, resource agencies, permitting authorities and other stakeholders consistently apply these Guidelines. The success of these Guidelines requires training and understanding by relevant agencies, counties, and other stakeholders.

The Taskforce recognized that while the expansion of wind power resources has the potential to significantly impact wildlife and habitat, it also provides significant environmental and economic benefits. Maximizing the Ecoregion's wind energy generation potential will be an important factor in achieving Oregon's renewable energy and climate change targets. These guidelines seek to support future wind energy development, thereby achieving multiple environmentally beneficial goals, while providing careful guidance towards protection and conservation of important biological resources.

As wind energy development expands to other areas within Oregon outside the Columbia Plateau Ecoregion, the Taskforce hopes to amend these Guidelines to provide regionally specific guidance. Until separate regional guidelines can be developed, the Taskforce recommends using these Guidelines as a roadmap during each step of a potential wind project's development, construction, and operation.

These Guidelines do not expand or alter any of the existing laws, regulations, or other authorities under which local, state and federal agencies and permitting authorities operate. However, to fulfill the intent of these Guidelines, modifications to wind project developer and permitting authority practices and procedures may be necessary. It is expected that wind project developers and relevant permitting authorities will use all their means to implement these Guidelines, in a unified, consistent fashion.

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<sup>1</sup> As defined in the ODFW wildlife conservation strategy. See Appendix for a map of the Ecoregion.

## **Participant List**

Renewable Northwest Project

United States Fish & Wildlife Service

Oregon Department of Fish & Wildlife

Oregon Department of Energy

Washington Department of Fish & Wildlife

Sherman County

Morrow County

Klickitat County

Iberdrola Renewables

Horizon Wind Energy

Portland General Electric

Eugene Water & Electric Board

Audubon Society of Portland

Lane County Audubon

The Nature Conservancy

Stoel Rives, LLP

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## Introduction

In the fall of 2007, the Oregon Department of Fish and Wildlife (ODFW), the Oregon Department of Energy (ODOE) and the United States Fish and Wildlife Service (USFWS) initiated a stakeholder Taskforce (Taskforce) to assess current and future project facility siting and permitting in Oregon's Columbia Plateau Ecoregion<sup>2</sup>(Ecoregion). The Taskforce included conservation and environmental organizations, wind project developers, local governments, and representatives of USFWS, ODFW, ODOE, and Washington Department of Fish and Wildlife (WDFW). As wind project development continues to rapidly expand in the Ecoregion, the Taskforce is charged with developing regionally consistent, voluntary siting and permitting guidelines that allow for additional wind power development while avoiding or minimizing impacts to wildlife resources. Consistent application of these guidelines by all wind developers, permitting authorities, resource agencies, and interested stakeholders is essential to successfully balance expansion of wind power resources in the region with conservation of wildlife resources. It is the Taskforce's view that while these guidelines were developed for specific application on the Oregon side of the Ecoregion, the guidelines process and approach can be adapted to other Oregon ecoregions and across state lines, and that a coordinated, consistent approach across the region is desirable.

The Taskforce recognized that while the expansion of wind power resources has the potential to significantly impact wildlife and habitat, it also provides significant environmental benefits. The Oregon legislature has acknowledged the environmental benefits of the wind industry through the passage of related legislation. Oregon law requires utilities to provide 25% renewable energy to their customers by 2025. In addition, Oregon has established goals to reduce greenhouse gas emissions by 75% below 1990 levels by 2050. Maximizing the Ecoregion's wind energy generation potential will be an important factor in achieving Oregon's renewable energy and climate change targets. These guidelines seek to support future wind energy development, thereby achieving multiple environmentally beneficial goals, while providing careful guidance towards protection and conservation of important biological resources.

The purpose of the guidelines is to ensure that wind project siting and permitting for all project sizes within the Ecoregion in Oregon, at **all permitting jurisdictional levels** (both county-level conditional use permitting and the Oregon Energy Facility Siting Council (EFSC) site certification process<sup>3</sup>) is protective of important biological resources. While these Guidelines were designed to help wind project developers comply with state and federal wildlife regulations and policy, they do not in any way supersede or delegate current regulation at the state and federal level.

The regulatory environment for the siting of wind projects in the Ecoregion is governed by multiple agencies at the Federal, State and Local levels. Each of these agencies can apply requirements to a wind project. Wind project developers should meet with regulators and

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<sup>2</sup> A map of the Columbia Plateau Ecoregion of Oregon is included in the Appendix.

<sup>3</sup> <http://www.oregon.gov/ENERGY/SITING/index.shtml>

potentially interested stakeholders such as non-governmental organizations with wildlife expertise and tribal governments early in the wind project planning process to understand those regulatory requirements and wildlife impact concerns that may be applicable for the project.

At the Federal level, applicable laws include, but are not limited to, the Migratory Bird Treaty Act (MBTA), the Bald and Golden Eagle Protection Act (BGEPA), the Endangered Species Act (ESA), and the Clean Water Act. The MBTA prohibits the taking of migratory birds except when specifically authorized by the Department of Interior (16 USC 703). Most native songbirds, wading birds, waterfowl and birds of prey are protected under the MBTA. The USFWS encourages proactive consultation between USFWS, other resource agencies, wind project developers and the permitting authority regarding the applicability of federal wildlife laws to a wind project.

At the state level, all wind projects in Oregon over 105 megawatts (MW) are reviewed and approved through a formal process coordinated by the ODOE. Wind projects smaller than 105 MW may opt into the state siting process. The formal process leads to a site certificate issued by the Oregon Energy Facility Siting Council (EFSC). Oregon EFSC guidelines state “to issue a site certificate, the [Energy Facility Siting] Council must find that the design, construction and operation of the facility, taking into account mitigation, are consistent with the fish and wildlife habitat mitigation goals and standards of OAR 635-415-0025 in effect as of September 1, 2000.” Early consultation with ODFW can clarify those fish and wildlife mitigation goals and standards (see Appendix, Table 3).

At the local level, wind projects less than 105 MW are approved through a local land use procedure requiring a conditional use permit. Counties which review wind project proposals less than 105 MW in the Oregon portion of the Columbia Plateau include Wasco, Sherman, Gilliam, Morrow and Umatilla counties. Each county may have a different set of local energy facility siting criteria as some counties have adopted criteria of varied nature and complexity.

These Guidelines include specific recommendations for each phase of facility site selection, development, and operation. These wind project recommendations include consistent strategies to avoid key wildlife habitat, minimize other wind project-related impacts to habitat and wildlife, and mitigate strategies for unavoidable wind project impacts. A key recommendation that is continually stressed herein is the value of the wind developer seeking early consultation with local, state, and federal natural resource agencies. Consistent application of these Guidelines across the Ecoregion will be critical to their effectiveness. These Guidelines are designed to develop best wildlife and habitat conservation practices for wind development by (in part) creating incentives to direct wind farm development away from the highest value wildlife habitat (avoid habitat categories 1, 2,) and towards sites of lower biological value (target development on habitat categories 4, 5 and 6).

These Guidelines recommend five sequential phases: the first phase, macrositing, identifies conflicts that may make a wind project prohibitively difficult to permit from a wildlife perspective before significant investment is made by wind project developers. The second phase, pre-project assessment, identifies and assesses wildlife and habitat resources on the potential wind project site and identifies macrositing corridors that will be utilized to locate specific turbines and associated infrastructure. The third phase, macrositing, determines the final wind project design

(i.e., the final placement of turbines, roads, transmission lines, other wind project features). The fourth phase, construction, seeks to avoid and minimize impacts to wildlife by following protective measures. The fifth phase, operational monitoring, determines the actual direct mortality impacts of the wind project on wildlife and involves working with a Technical Advisory Committee (TAC) to review the results of monitoring data and make suggestions regarding the need to adjust mitigation and monitoring requirements. For projects regulated by EFSC, the project proponent should work with the USFWS, ODFW and ODOE and EFSC will determine appropriate actions. Next, these Guidelines describe mitigation strategies to compensate for unavoidable temporary and permanent impacts to habitat and wildlife species due to wind project development and operation. Finally, the Guidelines include programmatic recommendations, particularly three recommendations of high priority.

Included in the Appendix is a summary of information regarding the currently known cumulative wildlife and habitat impacts of wind energy development in the Columbia Plateau Ecoregion. Recommendations included in this summary are intended to inform future wind project planning and development within the Columbia Plateau Ecoregion, as well as direct resources to more fully understand indirect cumulative effects.

A table displaying the sequence of the five wind development and operation phases and relationship to project permitting is provided below.

Phase	Timing	Task
1 - Macrositing	Early evaluation of potential wind project site	Information/desktop review of habitat, wildlife, plants, and cumulative impacts; review of regulatory requirements; preliminary scoping of potential issues with resource agencies and permitting authorities
2- Pre-Project Assessment	During preparation of permit application	Identification of microsites; corridors, habitat mapping; early coordination with resource agencies regarding survey protocols; undertake raptor surveys; avian use surveys; T/E species and other wildlife surveys; assessment of project impacts; presentation of habitat mitigation proposal and initial calculation of habitat mitigation acreages to resource agencies.
Submit Permit Application for Agency and Public Review		
	Permit application review	Review of application by resource agencies and permitting authority for completeness. Scoping/public

		comment period. Wind project developers are encouraged to engage stakeholders with wildlife expertise.
Phase	Timing	Task
Permit Issued		
3 - Micrositing	Can occur prior to or after permit issuance, and continues through construction.	Initial micrositing to minimize habitat and wildlife impacts. Continuation of discussions with resource agencies.
4- Construction	After permit is issued, prior to and during construction.	Identification of key compliance staff; environmental training; flagging and micrositing to avoid sensitive resources; implementation of construction best management practices (BMPs).
5- Operation	After construction, during operations.	Implementation of habitat mitigation prior to wind project operation start date; site revegetation; operational monitoring; engagement with the TAC; determine potential additional mitigation with resource agencies and permitting authority as necessary.

## **Wind Project Development and Operations Phases**

### ***1.0 Macrositing – Preliminary Site Review***

Macrositing is a proactive process for identifying potentially significant wildlife and habitat conflicts early on in the site selection process for new wind farm projects. Macrositing should be viewed as a coarse wind project siting filter based primarily upon pre-existing information of the natural resource values located on and in close proximity to the proposed development site. This initial step in siting a project is meant to identify conflicts that may make a project prohibitively difficult to permit from a wildlife perspective before significant investment is made by project developers. Pursuing wind projects on sites where there are significant wildlife concerns should trigger elevated pre- and post-construction surveying and monitoring requirements, longer review processes, increased site development restrictions, and higher mitigation ratios compared to development of wind power projects on previously disturbed sites with lower wildlife habitat value where these requirements may be significantly reduced.

The macrositing assessment should consist of a preliminary reconnaissance field survey and a desktop review of existing information about the proposed development site. Recommended components of a macrositing review process for the proposed wind project site include broad habitat, wildlife, plant, cumulative effects, and agency/stakeholder interviews. Not all of the individual elements listed below will be prohibitive of development, but each of the elements should be considered individually and collectively to develop a preliminary understanding of wildlife impact-related project feasibility.

#### **Wind Resource Review**

1. Temporary meteorological towers (met towers) are deployed to determine if adequate wind resources occur on potential wind project sites. To the extent feasible, temporary met towers for potential wind project sites should be deployed in locations that avoid likelihood of wildlife collisions. Project developers should remove all temporary met towers and associated equipment after they are no longer needed, including removal of temporary met towers from potential wind project sites where no additional development effort is expected to be undertaken.

#### **Habitat Review**

1. Identification of habitat types and habitat categorization as per ODFW's Fish and Wildlife Habitat Mitigation Policy (Oregon Administrative Rules [OAR] 635-415-0000 through 635-415-0025, [http://www.dfw.state.or.us/lands/mitigation\\_policy.asp](http://www.dfw.state.or.us/lands/mitigation_policy.asp)) for the potential wind project development site. These habitat types and categories should be determined on a site specific basis through consultation with ODFW<sup>4</sup>. ODFW considers Category 1 habitats irreplaceable. These Guidelines recommend that wind developers, under all circumstances, should avoid Category 1 habitats. These Guidelines strongly discourage

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<sup>4</sup> See Appendix for additional detail.

wind developers from pursuing project development activities on Category 2 habitat, and strongly encourage wind developers to pursue project development activities on categories 4, 5, and 6 habitats.

2. Review of ODFW Conservation Opportunity Areas, Strategy Habitats and Strategy Species, as described within the Oregon Conservation Strategy (ODFW February 2006 – <http://www.dfw.state.or.us/conservationstrategy/>).
3. Review of other existing wildlife and habitat data systems including Oregon Natural Heritage Database, Defenders of Wildlife Conservation Registry, Partners in Flight Bird Conservation Areas, Audubon Important Bird Areas, The Nature Conservancy Conservation Areas, etc.
4. Review of potential ecological impacts to proximal protected, public and private wildlife refuges and wildlife areas.
5. Evaluation of the presence of habitat types of specific concern, including native grasslands, shrub-steppe, oak-pine woodlands, riparian woodlands, cliffs, Washington ground squirrel burrow complexes and required adjacent habitat for squirrel survival, big game winter range, and riparian corridors.
6. Evaluation of potential impacts on proximal recognized or probable migratory corridors or existence of topographic features, such as ridges or peninsulas that could funnel migratory species towards a wind power facility.
7. Review of occurrence of seasonal weather conditions, such as dense fog or low cloud cover, which may increase risk of bird and bat collisions with wind towers.

#### **Wildlife Review**

1. Presence of state or federally listed Endangered, Threatened or Sensitive Species, designated Critical Habitat, or other important wildlife habitat.
2. Presence of priority Strategy wildlife species identified in the Oregon Conservation Strategy for the Columbia Plateau Ecoregion, including but not limited to, brewer's sparrow, ferruginous hawk, grasshopper sparrow, Lewis' woodpecker, loggerhead shrike, long-billed curlew, sage sparrow, Swainson's hawk, burrowing owl, pallid bat, Townsend's big-eared bat, Washington ground squirrel, and northern sagebrush lizard.
3. Proximity to known bat colonies or important bat habitat.
4. Presence of species vulnerable to habitat loss or displacement.

#### **Plant Review**

1. Presence of state or federally listed plant species.
2. Presence of priority Strategy plant species identified in the Oregon Conservation Strategy.

#### **Cumulative Impacts Review**

1. Presence of existing proximal wind power developments.
2. Presence of other proximal causes of wildlife mortality.

## **Tabletop Review with Agencies and Stakeholders**

1. Preliminary scoping conversations with state and local natural resource agencies, permitting entities, land managers and conservation organizations.
2. Preliminary consideration of laws and regulations (MBTA, ESA, BGEPA, Clean Water Act, Oregon Fill-Removal Law, and State Endangered Species Act).

In certain instances, where wildlife and/or habitat conflicts are identified via the macrositing process, it may be possible to design a project to avoid or minimize impacts to biological resources. In other instances wildlife and habitat priorities (e.g. listed species, Category 1 habitat) may make it prohibitively difficult to develop acceptable mitigation plans. In either situation, early knowledge of potentially significant wildlife and/or habitat conflicts should serve as a strong caution to project developers considering further investment in exploration of wind farm development on these areas of concern. If a project in an area of high natural resources concern does proceed beyond macrositing to the permitting stage and eventual wind project construction, extensive additional pre-development site-specific surveying and operational monitoring may be necessary (described in the Pre-project Assessment and Operational Monitoring sections) to identify, quantify, and mitigate specific wildlife and habitat impacts.

## **2.0 Pre-Project Assessment**

When a potential wind project moves past the broad macrositing stage and wind resources prove to be adequate, onsite field study is necessary to further assess the site's suitability for wind energy development and, if appropriate, determine the general location of facilities within the specific parcels. The objective of this phase is to identify and assess microsites corridors that will be utilized to locate specific turbines and associated infrastructure. The components of this phase include field studies and coordination with the permitting authority and resource agencies (i.e. state and federal wildlife agencies).

Recommended pre-project assessment components are discussed below. The pre-project assessment should be designed in consultation with the permitting authority, resource agencies and interested stakeholders with wildlife expertise. The site-specific components and the duration of the pre-project assessment should depend on the size of the project, the availability and extent of existing and applicable information in the vicinity of the project, the habitats potentially affected, the likelihood and timing of occurrence of Threatened and Endangered and other Sensitive-Status (TES) species at the site, and other factors identified during early resource agency coordination. If applicable pre-existing information is available, the project developer, permitting authority, and resource agencies should take this information into consideration when designing (and potentially modifying) the baseline studies identified below. Conversely, in areas where pre-existing information is not available or in areas of unique biological significance and/or high quality habitat, additional study may be required. The results of the information review and baseline studies should be reported to and discussed with the permitting authority and resource agencies in a timely fashion.

### **Identify Microsites Corridors**

Micrositing corridors represent a surveyed area within which turbines, associated access roads, collector cables and other project facilities are proposed. The micrositing corridors are centered on the preliminary project layout, and range in width depending on site and habitat conditions and the need for micrositing flexibility. The project developer should identify the micrositing corridors early in the development process, map the habitat and habitat categories within and adjacent to these corridors, and conduct all biological resource surveys, as described below. This information would be used for the project impact assessment and included in permit application materials. After the project is permitted, the turbines and other project facilities are sited within the micrositing corridors identified. These facilities may be located slightly outside the micrositing corridors if they have been adequately surveyed for biological and cultural resources before construction. Final project feature locations should comply with all applicable permit conditions. Final facility micrositing, where specific locations of project features are determined, is discussed further in Section 4.0, Micrositing – Final Project Design.

### **Habitat Mapping**

Information about general vegetation and land cover types, wildlife habitat, habitat quality, extent of noxious weeds, and physical characteristics within the project site<sup>5</sup> should be collected and compiled using best available standards.

All habitat within the project site should be mapped into specific, clearly defined habitat types, such as grassland, shrub-steppe, woodland, cropland, and Conservation Reserve Program (CRP). These broad habitat types should be further defined within the micrositing corridor into subtypes based on additional field surveys, and rated according to the ODFW habitat categories (as defined by the ODFW Fish and Wildlife Habitat Mitigation Policy; see Appendix for further information).

### **Raptor Nest Surveys**

One full season of raptor nest surveys should be conducted, using best available standards. Consult with the local resource agency biologist as to the species to survey near the boundaries of the micrositing corridors and the appropriate timing of surveys for the applicable species. Survey(s) should determine the species and nest location(s) that will potentially be disturbed by construction activities. The survey(s) should also identify active, potentially active, and alternate or historic (active within the past five years) nest sites with the highest likelihood of impacts from the operation of the wind project. A larger survey area outside the boundaries of the micrositing corridors may be necessary if there is a likelihood of nesting or other use by state and/or federally protected or sensitive raptor species (e.g., ferruginous hawk, Swainson's hawk, bald eagle, golden eagle). A larger survey area will also be useful if the wind project is implementing site-specific studies on wildlife displacement impacts (see Wildlife Displacement Section,

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<sup>5</sup> Site – a project “site” is defined as the project area bounded on all sides by the furthest most external perimeter of any ground disturbing activity and includes gravel sites used for construction, overhead and underground electrical routes, and new and upgraded substations. When EFSC is the permitting authority, wind developers should refer to EFSC site boundary definitions.



below). Additional surveys may be required depending on resource agency guidance, site-specific conditions, and preliminary findings.

All potential and confirmed raptor nests should be recorded, regardless of activity status. If possible, inactive nests (without sign of use) should be assessed for nest age, species of use, and estimation of last season used.

### **General Avian Use Surveys**

In general, one full year of avian (including raptors, passerines, etc.) use surveys should be conducted in the project site, using best available standards. Surveys should be designed by species group and by season, as appropriate for the wind project area and its habitat types. Two or more years of seasonal data is recommended in the following cases: 1) use of the project site by the avian groups of concern is estimated to be high, 2) there is little existing relevant data regarding seasonal use of the wind project site or on nearby areas of similar habitat type, and/or 3) the wind project is especially large and/or complex. This additional avian use data should be collected to refine impact predictions and make decisions on project design. Survey durations may also be reduced dependent upon availability of pre-existing relevant survey data.

Survey protocol and duration should be discussed with the permitting authority and resource agencies prior to commencement of surveys. Best available standards should be used to design survey protocols. Good references for designing survey protocols are the National Wind Coordinating Collaborative Guidance Documents ([www.nationalwind.org](http://www.nationalwind.org)), listed below. Please note that these documents undergo frequent revisions.

Anderson et al. 1999 *Studying Wind Energy/Bird Interactions: A Guidance Document Metrics and Methods for Determining or Monitoring Potential Impacts On Birds At Existing And Proposed Wind Energy Sites*. National Wind Coordinating Committee  
[http://www.nationalwind.org/publications/wildlife/avian99/Avian\\_booklet.pdf](http://www.nationalwind.org/publications/wildlife/avian99/Avian_booklet.pdf)

Anderson et al. 2003. *The Proper Use Of "Studying Wind Energy/Bird Interactions: A Guidance Document."* (addendum to the 1999 document) National Wind Coordinating Committee  
[http://www.nationalwind.org/publications/proper-use\\_mm.pdf](http://www.nationalwind.org/publications/proper-use_mm.pdf)

Kunz et al. 2007. *Assessing Impacts of Wind-Energy Development on Nocturnally Active Birds and Bats: A Guidance Document*. National Wind Coordinating Committee  
[http://www.nationalwind.org/pdf/Nocturnal\\_MM\\_Final-JWM.pdf](http://www.nationalwind.org/pdf/Nocturnal_MM_Final-JWM.pdf)

### **Surveys for Threatened, Endangered and Sensitive Species**

If existing information suggests the probable occurrence of state and/or federal TES species in the micro-siting corridor (e.g., presence of suitable habitat or past sightings on-site or in the vicinity), surveys using best available standards are recommended during the appropriate season to determine the presence or likelihood of presence of the TES species. For example, if bald eagles are expected to concentrate in or near the project vicinity during winter, targeted surveys to estimate bald eagle use of the site would be appropriate. If the project is located in the known range of the state-endangered Washington ground squirrel, surveys using best available standards should be conducted in suitable Washington ground squirrel habitat. Other

multi-species surveys may also be appropriate. Survey protocol should be discussed with the permitting authority and resource agencies prior to commencement of the surveys.

### **Bat Surveys**

Conduct bat surveys using best available standards if determined to be necessary after consultation with resource agencies. Appropriate methods, survey periods and locations depend on local environmental conditions and elevation, and vary by species and/or life stage.

### **Additional Wildlife Surveys**

If additional species of concern (e.g., mammals, fish, reptiles, amphibians, invertebrates, etc.) may be in the project area, appropriate surveys using appropriate species-specific protocols may be conducted if determined to be necessary after consultation with resource agencies. Discuss appropriate methods, survey periods and locations with the permitting authority and resource agencies prior to commencement of the surveys.

### **Cumulative Impacts Report**

Wind developers should summarize existing available data on wildlife impacts associated with existing wind projects proximal to proposed wind projects. This information should include habitat, displacement and mortality data and an estimation of how the new proposed wind project may affect those impacts.

### **Coordination**

The permitting authority and resource agencies should be involved in site visits, study design, review of study results, and application of these results as they inform project design.

## **3.0 Micrositing – Final Project Design**

Final project design (i.e., the final locations of wind turbines, roads, transmission lines, other wind project features) within the micrositing corridor is determined in this phase, and is informed by the constraints identified in the habitat mapping and other studies from Pre-Project Assessment and the subsequent conditions of permit approval. As appropriate, final wind project design should occur in consultation with the permitting authority and resource agencies and seek to avoid and/or minimize biological resource concerns, based on their input and issues of constraint identified during pre-project assessment. If further engineering design requires the wind project developer to seek to locate facilities outside of the previously surveyed micrositing corridors, the wind project developer should consult with the permitting authority and resource agencies to determine additional survey requirements.

Final wind project design should be an iterative process that should involve considerations and trade-offs between engineering, constructability, and natural resource considerations. Final wind project design should consider biological resource surveys, resource agency input, and associated permit conditions such as avoidance criteria. For instance, final location of wind project facilities may be limited by topography, meteorology and geotechnical considerations.

During final wind project design, the wind project developer and their biology consultant, working with the permitting authority and resource agencies, should continually evaluate tradeoffs among: locations of turbines, crane paths, roads, collector cables (overhead vs. underground), and other facilities; potential impacts to habitat and species that may occur; and mitigation that may be required.

Below are considerations for avoiding and/or minimizing impacts to biological resources when finalizing wind project design. These considerations should also be addressed in the permitting process and permit conditions.

Within micrositing corridors, where feasible:

- Encourage siting on agricultural lands, including using existing transmission corridors and roads where feasible.
- Protect specifically identified key habitat sites, such as raptor nests, flight routes, cliffs, high bird or bat concentration areas (especially concentration areas of sensitive status species), breeding sites, contiguous habitat where area-dependant species are present, and core habitat areas for displacement-sensitive species.
- Use tubular turbine towers to reduce perching ability and to reduce the risk of avian collision. Avoid the use of lattice turbine towers, particularly those with horizontal cross-members.
- Avoid use of guy-wired permanent meteorological towers.
- Discourage overhead collector lines<sup>6</sup>, unless underground collector lines are not feasible to construct (e.g., soil conductivity), the overhead collection line option has lower environmental impact, or the cost of overhead collector lines would make the wind project commercially infeasible. Overhead collector lines should be constructed in accordance with the recommendations of the Avian Power Line Interaction Committee<sup>7</sup> for raptor protection on power lines, including minimum conductor spacing. Anti-perching devices should be installed on transmission pole tops and cross arms where the poles are located within 0.5 mile of turbines.

## **Wind Project Lighting**

These Guidelines recommend minimizing wind project lighting wherever possible, except where required by the FAA. Wind project lights may attract wildlife and increase the potential for wildlife mortality.

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<sup>6</sup> Collector lines are lower voltage underground or overhead power lines that deliver electricity from the turbine strings to the project substation. Collector lines do not include grid transmission lines.

<sup>7</sup> [www.aplic.org](http://www.aplic.org)

### *Wind Turbine Lighting Plan & Implementation*

In general not all wind turbines within a wind project require Federal Aviation Administration (FAA) lighting. Before beginning construction the project proponent should submit a Notice of Proposed Construction or Alteration to the FAA identifying the locations of the turbines and permanent meteorological towers over 200 feet in height and a proposed lighting plan. The proposed lighting plan should minimize use of lights on towers, while complying with the FAA lighting requirements. These Guidelines recommend proposing the following in the project lighting plan to FAA:

- Use of standard white turbine paint as daylight marking, rather than daytime white flashing lights.
- Where lights are necessary, use red, flashing, synchronized lights
- Propose lighting of turbines on the periphery of the wind project and every half mile;
- Set lights at the minimum beam spread and the maximum off-phase between light pulses/bursts. Currently, the FAA requires the beam spread on turbine lighting to be between 6 and 20 degrees wide and that red lights flash between 20 and 40 times per minute. Therefore, lights should be set to a 6-degree beam spread and should flash at 20 flashes a minute.

### *Other Project Lighting*

For any lighting at project facilities that is not regulated by the FAA, these Guidelines recommend the following best management practices to minimize potential for wildlife impacts:

- Ground lighting/outbuilding lighting should operate only on motion-sensing devices such that lights remain off unless triggered.
- Security lighting should be shielded or directed downward to reduce glare.

## **4.0 Construction**

During project construction, project developers should continue to avoid and/or minimize impacts to wildlife and habitat by following these Best Management Practices (BMPs):

### **Identify Key Compliance Staff**

- Each project should identify a Field Contact Representative (FCR) to be on-site to oversee compliance during construction and provide environmental training to on-site personnel. The FCR is responsible for overseeing compliance with all protective measures and coordination in accordance with the permitting authority and resource agencies and should have the authority to issue a “stop work order” if deemed necessary.

- The FCR should coordinate with a qualified biologist who should be available as needed to assist with specific issues of biological concern that are identified either prior to or arise during construction.

### **Environmental Training**

- Develop a compliance matrix describing permit conditions for use as a reference and tracking tool for the FCR.
- Provide maps of environmental constraints (sensitive areas) to contractors to ensure sensitive sites are avoided.
- Environmental training should be provided for all on-site construction personnel, including:
  - permit requirements
  - exclusion flagging
  - sensitive species present onsite
  - protocol for responding to wildlife discoveries
  - protocol for responding to dead or injured wildlife (see Operational Monitoring Section reference to a Wildlife Handling and Reporting System)
  - any other protocols related to avoiding and/or minimizing impacts to wildlife

### **Sensitive Resource Avoidance**

Sensitive areas to be avoided during construction, such as occupied Washington ground squirrel burrow complexes and required adjacent habitat for squirrel survival, riparian areas, and sensitive raptor nests, should be identified near planned construction areas, as described below:

- Mark sensitive habitat or species areas with orange exclusion fencing, brightly colored pin flags, wooden lathes or other marking. The contractor(s) will be instructed to work outside these boundaries at all times. The FCR should ensure that exclusion flagging is in place prior to construction in that area.
- Sensitive raptor nest trees should be flagged. The FCR should work with the construction contractor to minimize construction work in these areas to the extent feasible during periods when the nests are active.
- Avoid constructing during avian nesting season, wherever possible. If previously unknown active nests are discovered during construction, the project developer should consult with resource agency(s).

### **Construction Compliance**

- Avoid introduction of noxious weeds as a result of disturbance from construction and operation by implementing a weed control plan developed in accordance with local guidelines.

- Minimize the risk of fire as a result of construction and operation activity by developing a fire protection plan established in conjunction with permitting authority and in accordance with local guidelines. Train all onsite personnel in the application of the fire protection plan. A wildfire can significantly impact the natural (wildlife habitat) environment.
- Undertake the restoration of wildlife habitat temporarily disturbed during the construction, maintenance or repair of the project, using a revegetation plan developed with the recommendation of the permitting authority and resource agency(s).
- Instruct all construction personnel to observe caution when driving through the project area and to maintain reasonable driving speeds (particularly during the period from 1 hour before sunset to 1 hour after sunrise) so as not to harass or accidentally strike wildlife. Post speed limits on project roads (not public roads) throughout the project construction area.
- As required under Clean Water Act National Pollutant Discharge Elimination System (NPDES) regulations, develop an Erosion and Sediment Control Plan for the project site to be implemented and monitored during construction. The plan will require the contractor to install erosion and siltation controls near riparian areas and other appropriate locations as designated in the plan. The plan should be implemented until the wind project restoration is complete and no additional erosion or sediment loss is occurring.

### **Minor Construction Layout Changes**

Minor layout changes may occur within and outside the microsite corridors during construction, typically as a result of landowner feedback and recommendations from the construction contractor. The project developer should continue ongoing communication with the permitting authority and resource agencies to ensure they are aware of minor changes outside the microsite corridors or in areas previously restricted by the permitting authority within the microsite corridors and seek to ensure any minor project changes do not adversely affect wildlife or their habitats.

## ***5.0 Operational Monitoring***

Monitoring studies, such as avian and bat carcass surveys using best available standards are required to determine the actual direct impacts of the wind farm on wildlife mortality. Wildlife displacement surveys or other specialized surveys for species of concern may also be necessary (see the Wildlife Displacement section of the Mitigation section, below). The duration and scope of the monitoring should depend on the size of the project, and the availability of existing monitoring data at nearby projects in comparable habitat types. Wildlife species most closely monitored should be state and federal TES species, and declining species.

Operational monitoring should be designed in consultation with the permitting authority, resource agencies and interested stakeholders with wildlife expertise. A good resource for designing survey protocols is the National Wind Coordinating Collaborative Wildlife/Wind

Interaction Publications website (<http://www.nationalwind.org/publications/wildlife.htm>). A minimum of two full years of operational avian and bat fatality monitoring (not necessarily consecutive) should be conducted on the wind project site, using best available standards. Shorter study duration may be recommended if mortality information exists from immediately adjacent projects on similar habitat types. Conversely, longer study duration may be recommended in the following cases: 1) use of the project site by the avian and bat groups of concern is estimated to be high; 2) there is little existing data regarding avian and bat fatalities in the project area; 3) the project is especially large and/or complex; and/or 4) initial fatality monitoring identifies unexpectedly high incidence of mortality or locally or regionally significant impacts to avian and bat species of concern.

Wind project operators should also develop a Wildlife Handling and Reporting System. This system is a monitoring program set up for responding to and handling avian and bat casualties found by construction and maintenance personnel during construction and operation of the facility. This monitoring program should include the initial response, the handling and the reporting of bird and bat carcasses discovered incidental to construction and maintenance operations. Construction and maintenance personnel should be trained in the methods needed to carry out this program.

The wind project operator is strongly encouraged to establish and/or participate in a Technical Advisory Committee (TAC), which will be responsible for reviewing results of monitoring data and making suggestions to the permitting authority and resource agencies regarding the need to adjust mitigation and monitoring requirements based on results of initial monitoring data and available data from other projects. For projects regulated by EFSC, the project proponent should work with the USFWS, ODFW, ODOE, and the EFSC will determine appropriate actions.

Potential members to the TAC include stakeholders such as state and federal wildlife agencies, environmental organizations, landowners, permitting agencies and county representatives. The TAC needs to be comprised of an equal number of individuals with vested (monetary) and non-vested interests in the project. The project developer should make all information generated by the pre-project assessment and operational monitoring of the wind project available to the public, except where necessary to keep confidential for species protection purposes. Protocols for conducting the operational monitoring studies and procedures for reporting and handling, and rehabilitating injured wildlife should be reviewed by the TAC. Progress reports summarizing the monitoring results should be reported to the TAC on a quarterly basis.

During a wind project's post-construction monitoring, review the results and consult with the permitting authority, resource agencies and the TAC. If the results of the operational monitoring or the wildlife handling and reporting system in place for the project life indicate mortalities to bird and bat species populations or other wildlife species populations are at a level of biological concern<sup>8</sup>, the project developer should review and discuss these impacts with the proper

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<sup>8</sup> Events of biological concern could include:

- Mortalities involving endangered, threatened or sensitive and declining species and species of concern identified in the ODFW Conservation Strategy
- Large individual mortality events involving any species

regulatory agency (e.g., USFWS for ESA-listed species) and the TAC for input on a course of action. Discussions may result in the recommendation for additional conservation actions (e.g. habitat conservation, raptor nest platforms, donations to wildlife rehabilitation centers), and other options. Additional monitoring may also be required. Any impacts to state or federally-listed species require immediate consultation with the ODFW and USFWS.

## ***Mitigation***

**These Guidelines strongly recommend consistent application of the following mitigation recommendations regardless of the jurisdiction in which the wind project is permitted.**

These Guidelines are designed to help avoid and minimize impacts to wildlife habitat and wildlife populations during development and operations of wind power projects. However, in some cases, development and operation of wind projects will result in direct and indirect impacts to wildlife and habitat that cannot be avoided. Wind project developers should be responsible to mitigate for temporary and permanent impacts to wildlife habitat, significant displacement of wildlife populations, and other wildlife impacts that result from wind project development and operations.

These Guidelines strongly recommend that the counties' wind project permitting process rely on ODFW's Fish and Wildlife Habitat Mitigation Policy for guidance on mitigation strategies, as does Oregon's EFSC permitting process. Close and early coordination with ODFW, and other resource agencies, is therefore critical. The mitigation described in this section is designed to correlate directly with wind project impacts to wildlife and habitat. Wind power developers should hire a qualified professional biologist (generally an external consultant under contract to the wind project developer) to assess potential project impacts to wildlife habitat and wildlife populations. Wind power developers also should coordinate with resource agencies throughout the wind project development process to ensure that direct and indirect impacts to wildlife resources are accurately identified, avoided and minimized to the degree possible and completely mitigated where avoidance cannot be accomplished. Working with qualified, professional, external consultants and undertaking consultation with resource agencies will maximize transparency, credibility and efficacy of the wind project development process.

Wherever possible, mitigation should replace or provide comparable habitats. However, the proximity of mitigation activities to site of impact needs to be balanced with maximizing the efficacy of mitigation. In some instances the best mitigation solution may occur by aggregating mitigation responsibilities and activities from multiple dispersed wind projects into one larger, strategically placed mitigation activity.

## **Habitat Impacts**

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- Long-term high mortality levels for any species



Wind project developers should be responsible for mitigation of temporary and permanent impacts to habitat due to project development. Differing mitigation ratios should apply based on the habitat type and category that is impacted. These guidelines strongly recommend early coordination with the permitting authority and resource agencies regarding habitat typing and categorization for the proposed project site as well as for the proposed mitigation site.

Habitat types should be rated into categories based on ODFW's Fish and Wildlife Habitat Mitigation Policy. For purposes of these guidelines, habitat should be categorized based on consideration of the habitat's current condition. Permitting authorities should be aware of the potential for situations in which land has been deliberately converted to avoid or reduce mitigation responsibilities. See Tables 1, 2 and 3 in the Appendix for a description of the six habitat categories and mitigation goals and standards as defined in ODFW's Fish and Wildlife Habitat Mitigation Policy. These guidelines are designed to develop best wildlife and habitat conservation practices for wind development by (in part) creating incentives to direct wind farm development away from the highest value wildlife habitat (avoid habitat categories 1, 2, and higher quality category 3) and towards sites of lower biological value (target development on habitat categories 5 and 6). Habitat typing and categorization work for the proposed project site and the proposed mitigation site should be done by a qualified professional biologist (generally an external consultant under contract to the wind project developer).

Wind project developers, in conjunction with their consultants, and in coordination with resource agencies and the permitting authority, should develop a habitat mitigation plan that:

- (a) Describes how the mitigation plan meets the mitigation goals and standards listed in Table 3 of the Appendix in order to mitigate for the habitat impacts at the project site;
- (b) Describes and maps the location of the development action and the mitigation actions including the county, latitude and longitude, township, range, section, and quarter section;
- (c) Provides performance measures for habitat enhancements and long-term habitat conservation, including success criteria with timelines for the mitigation site, and;
- (d) Provides, at a minimum, for life of project protection and management of the mitigation site.

These guidelines recommend that all wind project mitigation funds target habitat conservation and enhancement towards higher quality habitat (i.e., Categories 1 – 4). Any mitigation habitat conserved and/or enhanced should be:

- Where possible, protected in perpetuity.
- At minimum, protected for the life of the wind project<sup>9</sup> or longer through the following avenues:

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<sup>9</sup> The life of the wind project includes the post-operation project decommissioning and habitat restoration.

1. Fee title acquisition with conservation easement held by ODFW or a third party;
  2. Conservation easement with landowner;
  3. Provision of funds by the project developer towards a third party purchase, habitat enhancement and management action (e.g. a land trust). The intent of this option is to have the land protected in perpetuity.
- At some risk of development or conversion.
  - Protected from degradation to improve habitat function and value over time (i.e. be subject to a habitat management plan and provided legal protection).
  - In the same geographical ecoregion as the impacted habitat unless an area outside the geographical area is agreeable to resource agencies and permitting authorities.
  - Formally agreed upon by the wind developer, resource agencies and permitting authorities.
  - Transparent to the public.<sup>10</sup>

The following table provides Guidelines to implement the ODFW Fish and Wildlife Habitat Mitigation Policy's habitat categories and mitigation goals and standards. These guidelines provide corresponding examples of habitat for each ODFW habitat category and recommended mitigation for permanent and temporary impacts for each habitat category. Some especially sensitive habitat subtypes such as areas with lithosol soils or biotic crusts do not fit easily into this table's habitat categorization and mitigation and should be addressed on a case-by-case basis.

<b>ODFW Habitat Categories and Mitigation Goals and Standards</b>	<b>Examples of Habitat Categories</b>	<b>Mitigation for Permanent Impacts</b>	<b>Mitigation for Temporary Impacts</b>
1 – Irreplaceable, limited, and essential habitat. Goal of no loss of habitat quantity or quality. The standard by which to achieve the mitigation goal is	Washington ground squirrel burrow complexes and required adjacent habitat for squirrel survival  Federally or	No example provided. Project developers should avoid impacts to this habitat, as it is irreplaceable.	No example provided. Project developers should avoid impacts to this habitat, as it is irreplaceable.

<sup>10</sup> Mitigation costs may be excluded for proprietary reasons.

avoidance.	<p>State listed or Sensitive-critical raptor nests (e.g. bald eagle, golden eagle, peregrine falcon, ferruginous hawk, burrowing owl)</p> <p>Mature oak woodlands</p> <p>Critical bat habitat (which includes roost, maternity colony and hibernaculum sites – these can be found in mines, caves, rock crevices, trees, buildings or bridges, depending on the bat species)</p>		
<b>ODFW Habitat Categories and Mitigation Goals and Standards</b>	<b>Examples of Habitat Categories</b>	<b>Mitigation for Permanent Impacts</b>	<b>Mitigation for Temporary Impacts</b>
2 – Essential and limited habitat. Goal of no net loss of habitat quantity or quality and to provide a net benefit of habitat quantity or quality. The standard by which to achieve the mitigation goal is provision of in-kind and in-	<p>Quality native grassland that provides habitat for sensitive wildlife and plant species (e.g. long-billed curlew, burrowing owl, grasshopper sparrow)</p> <p>Unoccupied but potential</p>	Project developers are strongly encouraged to avoid impacts to this habitat.	Project developers are strongly encouraged to avoid impacts to this habitat. If impacts are unavoidable, temporary impacts should be mitigated for by implementing an approved restoration plan for the temporarily-impacted habitat that assures an overall net benefit of habitat quantity or quality at the site. For habitat restoration anticipated to be difficult or long-term (greater than 5 years), an additional 0.5 acres of

proximity mitigation.	<p>Washington ground squirrel habitat adjacent to an existing colony</p> <p>Quality native shrub-steppe (e.g., mature sagebrush) with sensitive wildlife and plant species (e.g. sage sparrow, loggerhead shrike)Key waterfowl use areas, quality wetlands, streams and riparian areas</p>		restoration/acre of impact should be negotiated. In all cases, a good faith effort should be made to restore the temporarily impacted area.
<b>ODFW Habitat Categories and Mitigation Goals and Standards</b>	<b>Examples of Habitat Categories</b>	<b>Mitigation for Permanent Impacts</b>	<b>Mitigation for Temporary Impacts</b>
3 – Essential or important and limited habitat. Goal of no net loss of either habitat quantity or quality. The standard by which to achieve the mitigation goal is provision of in-kind and in-proximity mitigation.	<p>Medium-quality native grassland or shrub-steppe.</p> <p>Functional but small or fragmented grassland or shrub-steppe habitat.</p>	<p>The quality of Category 3 habitat can vary considerably. Avoidance, where possible, is desirable. Mitigation can vary relative to habitat quality.</p> <p>These Guidelines recommend a 2:1 compensatory ratio when avoidance is not feasible. A 1:1 ratio may be considered where a developer can</p>	If impacts are unavoidable, temporary impacts should be mitigated for by implementing an approved restoration plan that assures no net loss of habitat quantity or quality. For habitat restoration anticipated to be difficult or long-term (greater than 5 years), an additional 0.5 acres of restoration/acre of impact could be negotiated. In all cases, a good faith effort should be made to restore the temporarily impacted area.

		demonstrate a significant opportunity to enhance a mitigation site to achieve no net loss of habitat quality or quantity.	
<b>ODFW Habitat Categories and Mitigation Goals and Standards</b>	<b>Examples of Habitat Categories</b>	<b>Mitigation for Permanent Impacts</b>	<b>Mitigation for Temporary Impacts</b>
4 – Important habitat. Goal of no net loss of habitat quantity or quality. The standard by which to achieve the mitigation goal is provision of in-kind or out-of-kind, in-proximity or off-proximity mitigation.	Low-quality grassland or shrub-steppe	These Guidelines recommend a 1:1 compensatory mitigation ratio for permanent impacts.	If impacts are unavoidable, temporary impacts should be mitigated for by implementing an approved restoration plan that assures no net loss of habitat quantity or quality. For habitat restoration anticipated to be difficult or long-term (greater than 5 years), an additional 0.5 acres of restoration/acre of impact could be negotiated. In all cases, a good faith effort should be made to restore the temporarily impacted area.
5 – Habitat with high potential to become either essential or important. Goal of net benefit in habitat quantity or quality. The standard by which to achieve the mitigation goal is provision of actions that improve the mitigation site's habitat conditions.	Low-quality (weed-infested and/or highly disturbed) habitat	These Guidelines recommend that some net benefit in habitat quantity or quality be attained through action(s) that improve the habitat conditions. For example, weed control.	A good faith effort should be made to restore the impacted area.
6 – Habitat with low potential to	Cropland that is currently being	No mitigation required other	No mitigation required.

become essential or important. Goal is to minimize impacts to surrounding habitat.	cultivated  Developed land i.e., areas with pavement, structures or facilities, that eliminates natural habitat values.	than to minimize impacts to surrounding habitat.	
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## Wildlife Displacement

Indirect impacts to wildlife and habitat may occur because the wind project may cause disturbance to wildlife, causing the habitat to be less appealing and suitable to both resident and/or migratory birds and other wildlife species. The displacement effect to wildlife may be temporary or permanent. If there is a strong likelihood for displacement (e.g. an existing species or habitat assemblage is especially vulnerable to displacement by wind project development), the project developer should consult with the permitting authority and resource agencies. Projects sited in higher quality habitat with sensitive species are more likely to raise displacement concerns than projects sited in lower quality habitat.

The need for site specific assessment of potential wildlife displacement should be negotiated on a project-by-project basis. If, based on existing information, displacement of wildlife from a wind project is anticipated, the project developer, permitting authority and resource agencies should discuss and agree upon suitable mitigation to offset indirect displacement effects. Alternatively, following project start-up, a research project could be implemented by the project developer to determine if wildlife displacement effects are occurring from the wind project. Results of research should be provided to the TAC for review and recommendations, and, if necessary, appropriate measures to mitigate wildlife displacement effects should be taken by the wind project operator.

## Wildlife Fatalities

As is the case with most development, some mortality of bats and birds is expected to result from wind power projects. During pre-project assessment, wind project developers should estimate bird and bat mortality to determine expected wildlife impacts and associated risk. These data will be useful for efficacy of pre-project assessment, design of future projects, and assessing cumulative impacts to wildlife species. Impacts to state or federally-listed species require consultation with the ODFW and USFWS if there is potential for take of listed species. Wind power project-related mortality to sensitive, declining and more common species of birds and bats is expected to be minimized at wind projects if proper macrositing, pre-project assessment, and macrositing are implemented and good project management practices are established.

During a wind project's operational monitoring, the project owner should review the results and consult with the permitting authority and resource agencies. If mortalities to bird and bat species populations or other wildlife species populations are at a level of biological concern,<sup>11</sup> consult with the permitting authority, resource agencies and TAC. Discussions may result in the recommendation for additional conservation actions (e.g. habitat conservation, raptor nest platforms, donations to wildlife rehabilitation centers), and other options. Additional monitoring may also be required. Any impacts to state or federally-listed species require immediate consultation with the ODFW and USFWS.

### ***Programmatic Recommendations from the Columbia Plateau Ecoregion Wind and Wildlife Energy Taskforce***

During the course of development of these Guidelines, the Taskforce discussed the larger context of wind development and wildlife impacts and came up with the following policy and program recommendations:

#### **Priority Recommendations**

- 1) Regionally-specific guidelines should be created for other areas of Oregon, where wind development will likely occur. It is the Taskforce's view that the Columbia Plateau Ecoregion Guidelines process and approach contained in this document can be applied in a broader regional perspective. However, examples of mitigation ratios, species and habitats of concern, and other tools for different ecoregions in Oregon will need further development. When developed, these additional regional guidelines can be provided as appendices or supplements in this document.
- 2) The success of these Guidelines depends on providing adequate funding for full ODFW staffing support to wind developers, counties, and EFSC, to effectively participate in implementation of these Guidelines at proposed wind energy facilities. Funding could be via a legislative support package or via a cost-reimbursement agreement with wind developers.
- 3) Oregon EFSC's model wind energy siting ordinance for county governments should be revised to reflect these Guidelines.

#### **Other Recommendations**

- State legislators and agency directors should develop and fund programs designed to educate and work closely with county staff, wind project developers, agency staff and

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<sup>11</sup> Events of biological concern could include:

- Mortalities involving endangered, threatened, sensitive and declining species and species of concern identified in the ODFW Conservation Strategy
- Large individual mortality events involving any species
- Long-term high mortality levels for any species

other stakeholders on the Guidelines' application to current and future wind energy project proposals. Educational and training outreach should target all interested and affected stakeholders.

- State legislators should develop legislation/support packages designed to help overcome county technical obstacles that complicate efforts to develop fully transparent procedures and access to relevant documents for wind project siting and permitting, including the creation of internet based document libraries and public notification platforms.
- The Taskforce endorses the creation of statewide digital maps depicting the intersection of wind energy potential and related transmission lines, and Oregon environment and conservation priorities. At the time of this writing, this map does not currently exist, but would be a useful tool that could be periodically updated to assist in the macrositing process. Including wind mapping databases into these Guidelines will be useful. These types of maps are usually the key factor governing where potential future projects will be located. Overlapping wind resource mapping with wildlife habitat information would allow proposed biological surveys to be prioritized in areas with the highest potential for development.
- In addition to developing these Guidelines, the Taskforce reviewed and discussed potential cumulative impacts from future wind energy development in the Columbia Plateau Ecoregion. The Taskforce developed a white paper<sup>12</sup> to review our discussions, research to-date, consensus opinion and recommendations for future research and analysis. The recommendations include:
  - o Fund and designate a management entity to design, establish and manage a central data repository for wildlife mortalities and habitat impacts from wind projects.
  - o Collaboratively design, fund, and implement cumulative impact analysis(es) for the Columbia Plateau Ecoregion. This analysis should determine the generational population dynamics caused by wildlife mortality from all sources of cumulative effect, create a report of key species status, trends, and "impact thresholds of concern", and develop a comprehensive mitigation plan for impacts to key species above threshold-of-concern levels.
- Studies of potential direct wildlife impacts from temporary met towers should be initiated.
- Studies of potential wildlife displacement impacts from wind project development and operation should be initiated.
- Siting and permitting guidelines for smaller scale, community wind projects (typically 10 MW or less) should be developed.

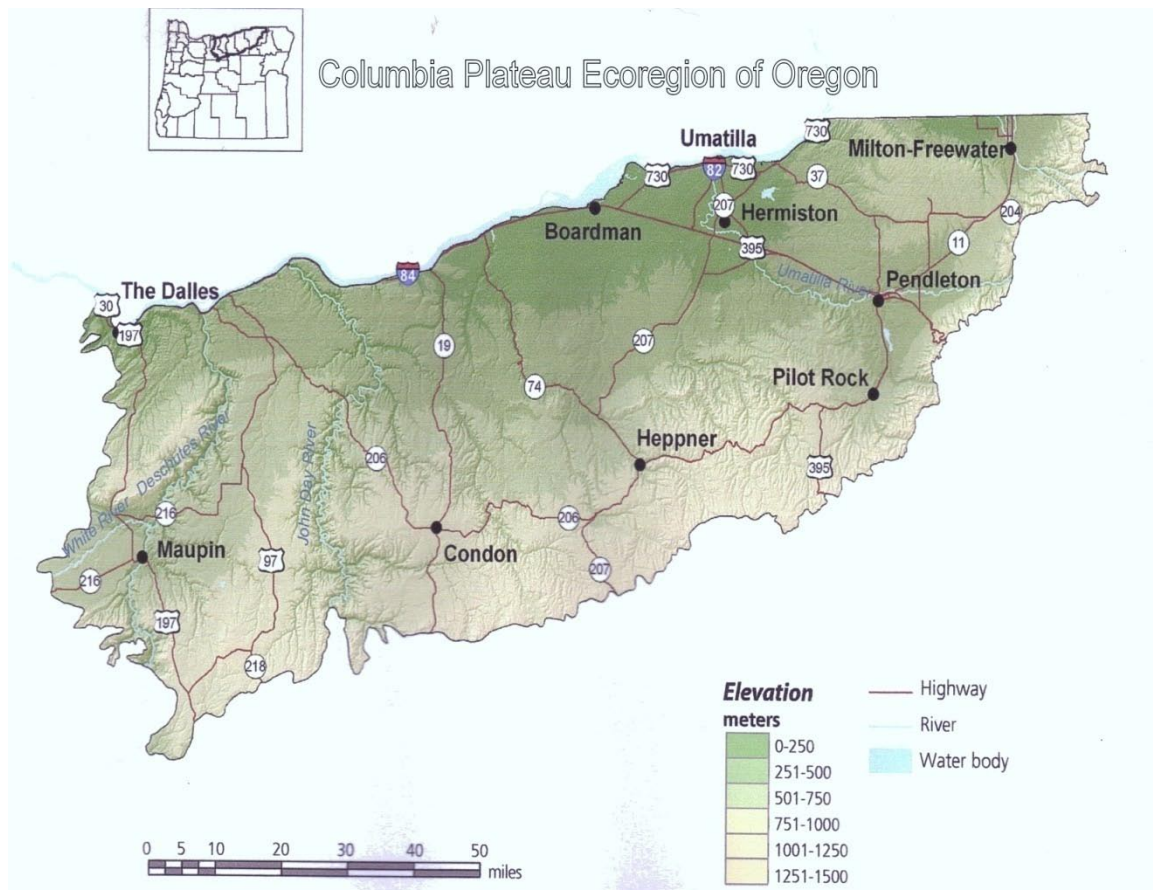
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<sup>12</sup> The cumulative wildlife and habitat impacts review and recommendations is included in the Appendix.



# Appendix

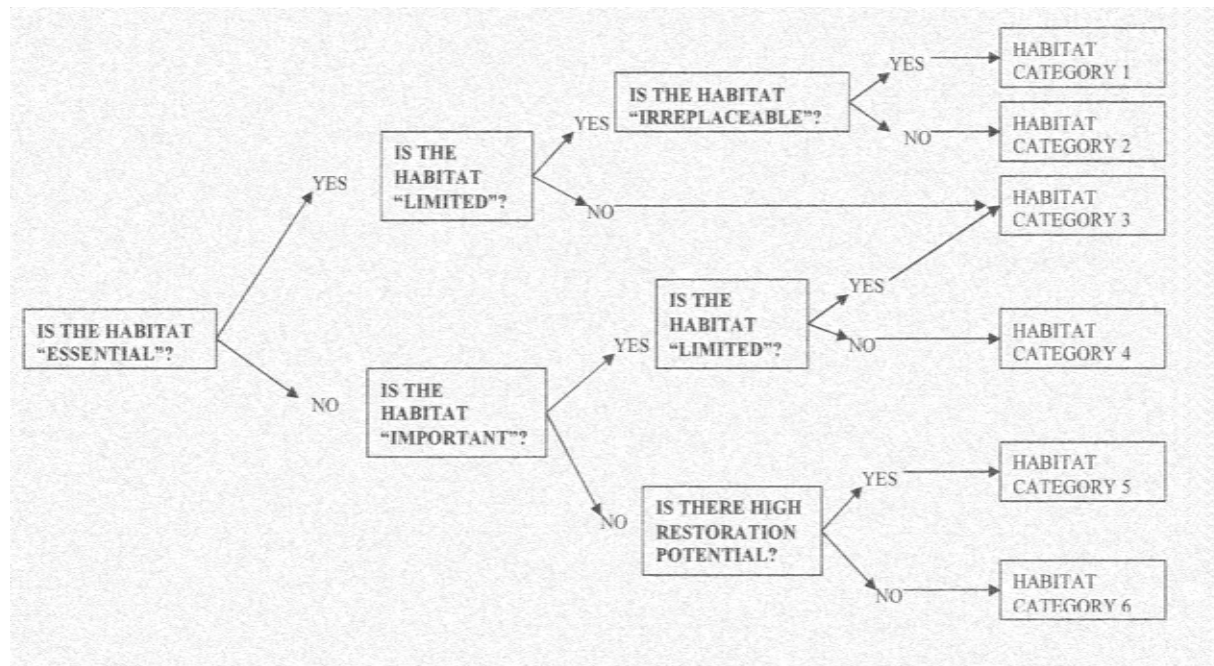
## Map of the Columbia Plateau Ecoregion



***Table 1. ODFW Fish and Wildlife Habitat Categories***

<b>Habitat Category</b>	<b>Habitat Included</b>
<b>Category 1</b>	<b>Irreplaceable, essential and limited habitat</b>
<b>Category 2</b>	<b>Essential and limited habitat</b>
<b>Category 3</b>	<b>Essential habitat, or important and limited habitat</b>
<b>Category 4</b>	<b>Important habitat</b>
<b>Category 5</b>	<b>Habitat having high potential to become either essential or important habitat</b>
<b>Category 6</b>	<b>Habitat that has low potential to become essential or important habitat</b>

**Table 2. Fish and Wildlife Habitat Mitigation Policy Habitat Categorization**



The following definitions describe various terms used to categorize habitats:

**Essential Habitat:** means any habitat condition or set of habitat conditions which, if diminished in quality or quantity, would result in depletion of a fish or wildlife species. These habitats contain the physical and biological conditions necessary to support the most critical life history function of the fish and wildlife species being considered.

**Limited Habitat:** means an amount of habitat insufficient or barely sufficient to sustain fish and wildlife populations over time. This concept requires that the relative availability of suitable habitats to support important life history functions be considered at variable scales that may go beyond the project site.

**Important Habitat:** means any habitat recognized as a contributor to sustaining fish and wildlife populations on an ecoregion basis over time. These habitats may not be necessary to support the most critical life history functions (i.e., spawning, breeding/nesting, juvenile rearing) of the species being considered.

**Irreplaceable Habitat:** means that successful in-kind habitat mitigation to replace lost habitat quantity and/or quality is not feasible within an acceptable period of time or location, or involves an unacceptable level of risk or uncertainty, depending on the habitat under consideration and the fish and wildlife species or populations that are affected. An acceptable period of time would correlate to benefiting the affected fish and/or wildlife species. Examples provided by ODFW are old-growth forests and bogs.

High Restoration Potential: means habitat that previous land uses or activities have eliminated or severely reduced its value to fish and/or wildlife. The habitat is technically feasible to restore such as a diked or drained coastal marsh.

**Table 3. Mitigation Goals and Standards of ODFW's  
Fish and Wildlife Habitat Mitigation Policy**

Category 1	No loss of habitat quantity or quality	Avoidance
Category 2	No net loss of habitat quantity or quality <u>and</u> to provide a net benefit of habitat quantity or quality	In-kind, in-proximity mitigation
Category 3	No net loss of habitat quantity or quality	In-kind, in-proximity mitigation
Category 4	No net loss of habitat quantity or quality	In-kind or out-of-kind, in-proximity or off-proximity mitigation
Category 5	Net benefit in habitat quantity or quality	Actions that improve habitat conditions
Category 6	Minimize impacts	

## **Cumulative Wildlife and Habitat Impacts Review and Recommendations**

**September 29, 2008**

In 2007, the Oregon Energy Facility Siting Council (EFSC) requested a cumulative wildlife impacts analysis from existing and proposed wind energy development in the Columbia Plateau Ecoregion (Ecoregion), which in Oregon includes parts of Morrow, Umatilla, and Wasco counties and all of Gilliam and Sherman counties. The Council's recent and future review of a large number of wind energy facility applications proposed to be sited in the Ecoregion, coupled with concerns from the U.S. Fish and Wildlife Service (USFWS), the Oregon Department of Fish and Wildlife (ODFW), and environmental groups regarding wildlife and habitat impacts from wind energy development in the ecoregion, was the primary impetus for the Council's request.

Wind energy development in the Ecoregion continues to expand. Approximately 3,848 MW of wind energy generation facilities are currently operating, being constructed, or have been approved for construction within the Ecoregion (2,107 MW in Oregon, 1,741 in Washington) to date. An additional 1,309 MW of facility applications in the Ecoregion are pending Oregon EFSC siting approval, and at least 520 MW of additional county jurisdictional facilities have been proposed or are in the permitting process in Washington and Oregon.

In the fall of 2007, the ODOE, USFWS and ODFW convened the Columbia Plateau Ecoregion Wind Energy Taskforce (Taskforce). The Taskforce includes multiple state and federal agencies (ODFW, USFWS, ODOE, WDFW), wind energy developers, county representatives, non-profit environmental organizations, and consultants. The Taskforce has developed voluntary wind project siting and permitting guidelines (Guidelines), with hopes that future wind energy development in the Ecoregion is sited in a manner that prioritizes wildlife and habitat protection.

Over the course of several months, the Taskforce reviewed and discussed the most current research and opinion from consulting biologists and statisticians, state and federal agencies and non-profit environmental organizations on wind energy development and wildlife/habitat impacts in the Ecoregion, with a specific interest in defining and understanding the cumulative wildlife and habitat impacts from wind energy development.

This document provides a summary of information regarding the currently known cumulative wildlife and habitat impacts of wind energy development in the Ecoregion. Recommendations included in this document are intended to inform future wind project planning and development within the Ecoregion, as well as direct resources to more fully understand indirect cumulative effects.

### **Benefits of Wind Power for Conservation of Species**

The Taskforce recognizes that responsible wind power development potentially offers significant environmental benefits for species conservation. One of the most significant threats facing wildlife in North America is habitat modification attributed to climate change. Wind power development represents an important strategy for reducing dependence on fossil fuels and combating the effects of climate change. The State of Oregon is a national leader in developing efforts to combat climate change. Oregon law currently requires utilities to provide 25% renewable energy to their customers by 2025. In addition, Oregon law establishes goals to

reduce greenhouse gas emissions by 75% below 1990 levels by 2050. Maximizing the region's wind energy generation potential will be an important factor in achieving renewable energy and climate change targets.

In addition, development of wind power facilities at carefully selected sites offers the potential to reduce incentives to redevelop property for less wildlife friendly practices. For many species, wind power development on disturbed sites may represent a relatively benign land-use conversion.

Finally, by developing and implementing strong guidelines, the Taskforce has created an opportunity to effectively avoid the highest quality habitats, minimize impacts, and mitigate for unavoidable direct and indirect impacts to wildlife from wind power development and to set a standard for responsible energy generation. Strategic investment of mitigation resources can allow for targeted protection of the most critical habitats and most vulnerable species.

All forms of energy generation present both direct and indirect impacts on wildlife and wildlife habitat. By carefully considering the placement of wind power facilities and mitigating for unavoidable consequences, wind power offers opportunities to minimize direct and indirect impacts on wildlife and wildlife habitat while helping to address the global threat presented by climate change.

### **Cumulative Impacts**

The challenge facing wind power in Oregon is to meet aggressive targets to combat climate change while simultaneously avoiding adding significantly to the direct and indirect hazards facing Oregon's wildlife populations, many of which are already in serious decline. Cumulative impacts to wildlife from many sources, including wind energy, represent one of the most challenging and complicated aspects of assessing potential wind power impacts on wildlife and wildlife habitat. By definition, cumulative impacts are the additive or incremental effects of past, present, and foreseeable (future) actions taken as a whole. The impacts associated with an individual action, such as a single wind energy project, may be minor, but the impacts from a number of similar actions or projects taken collectively may be significant. Most activities, including wind energy development, have both direct and indirect impacts. Direct impacts of wind projects on birds and bats are generally associated with mortality from wind turbines. Indirect impacts may occur as a result of habitat loss from the project footprint (e.g., habitat replaced by turbine towers, access roads, substations, and other O&M facilities), lowered habitat value in close proximity to wind turbines (e.g., species displacement), decreased population viability, and habitat fragmentation. Habitat fragmentation is one of the main causes of declines in wildlife populations (Yahner 1988). Direct impacts are often easier to estimate and measure than indirect impacts. As a consequence, cumulative impact analyses have typically focused on direct impacts, such as bird mortality from collisions with turbine blades.

At a broader level, cumulative impacts reach beyond just the consequences from wind power alone. On a regional scale, there is an argument for assessing not only the cumulative impacts of wind power, but also the cumulative impacts of wind power and various other activities taken together as a whole. In other words, in addition to asking whether wind power in and of itself is having population level impacts on birds and other wildlife, consideration should be given to whether wind power is contributing cumulatively along with multiple other causes to population declines. For example, documented population declines in some avian species over the past

few decades are attributed to a number of human-related factors that result in either continued loss of habitat (e.g. urban sprawl, agricultural development), or direct mortality (e.g. collisions with buildings, vehicles, power lines, or, predation from house cats). Therefore, while wind energy developers cannot be held accountable for these other human-related factors, the question is whether the added impacts from wind power could potentially continue or even hasten documented declines in some species populations.

Understanding potential cumulative impacts of wind power development is particularly critical because aggressive state renewable energy targets may lead to large-scale habitat modification across Oregon. Failure to understand the cumulative impacts of this rapid wind project development expansion could contribute to population level impacts to species that could result in future state and federal listings. Additional species listings in turn could have dramatic impacts on the future viability of the wind development industry in Oregon. Comprehensive understanding of the cumulative impacts of wind power development is necessary both to protect our natural heritage and to preserve the viability of wind power development in Oregon. The understanding is also necessary in order to achieve objectives related to combating climate change.

### **Current Sources and Summaries of Cumulative Impacts Information**

To determine the potential impacts of individual and multiple wind projects, the Taskforce focused its attention on several recent mortality assessments conducted by WEST, Inc. These studies found that when averaged across the Ecoregion, the number of bird and bat fatalities per megawatt from existing wind energy facilities is currently relatively low compared to other areas of the country. Each of the assessments concluded that wind power facilities on their own were not having direct population level impacts on birds or bats due to the proportion of birds and bats killed by wind turbines. However, not all cumulative avian mortality impact analyses evaluated whether wind power is contributing cumulatively along with multiple other causes to population declines of birds, bats or other wildlife species. Additionally, existing studies were not all designed to assess the cumulative impacts on species populations resulting from habitat loss or fragmentation, including that unrelated to wind energy facilities<sup>13</sup>. WEST, Inc estimates that 69% of bird fatalities from wind projects in the Ecoregion are passerines (e.g., golden-crowned kinglet), 18% are game birds, and 7% are raptors/vultures. From Ecoregion projects conducting post-construction monitoring, a total of 636 bird fatalities were recorded, which included 73 species, 9% of which were raptors, 40% were horned larks, and 6.5% were golden crowned kinglets. Annually, on average, they estimated 0.07 raptor fatalities/MW, 2.2 general bird fatalities/MW, and 0.68 bat fatalities/MW. The most common bat fatalities observed were the hoary bat and the silver-haired bat. These two bat species comprised more than 90 percent of all bat fatalities.

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<sup>13</sup> The Taskforce also reviewed the programmatic Environmental Impact Statement (EIS) for Klickitat County's Energy Overlay Zone, which did evaluate cumulative impacts associated with loss of habitat, including quantity and distribution/concentration of impacted areas across the county.



Upon review and discussion of current avian and bat fatality monitoring studies and expertise, from the Columbia Plateau Ecoregion as well as nationwide, it is the Taskforce's opinion that:

- The cumulative direct mortality from existing wind energy facilities in Oregon where mortality monitoring studies have been undertaken in the Ecoregion has not revealed population level impacts to bird or bat species;
- Past studies are not necessarily a good indicator of future cumulative impact, given the rapid expansion of wind power development in Oregon and increasing pressure to develop wind projects in high quality habitat;
- There are concerns regarding the potential for wind power development impacts on several wildlife species that are already rare or exhibiting widespread species population and distribution declines (e.g., ferruginous hawk, Swainson's hawk, Washington ground squirrel, burrowing owl);
- There are concerns that key habitats that support these sensitive wildlife species are rapidly being converted due to multiple factors, primarily unrelated to wind development;
- In the extreme, siting of even a single wind project may have a significant effect on future cumulative impact analysis<sup>14</sup>;

Based on these findings, the Taskforce's Guidelines make several recommendations that will assist with evaluating and reducing the potential for cumulative impacts. These include:

- Presence of existing proximal wind power developments.
- Presence of other proximal causes of wildlife mortality.
- Pre-project assessment surveys and operational monitoring studies that should be implemented;
- Disincentives (including increased mitigation for impacts to wildlife and habitat) to encourage avoidance of key habitats, and incentives to encourage future development on highly disturbed habitats.

However, the Taskforce acknowledges that more information sources on bird, bat and other wildlife species' population status and trends as well as status and impacts on regional habitat

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<sup>14</sup> The Altamont Pass Wind Resource Area in Northern California serves as a case in point. The wind projects are connected with the fatality of an approximately 2,000 protected birds of prey annually (Bird Fatality Study at Altamont Pass Wind Resource Area, Table 1: Total Recorded Bird Fatalities, October 2005-September 2007, Altamont Pass Avian Monitoring Team). Costly litigation and redevelopment of these facilities have not yet substantively addressed these mortality concerns. While the Altamont example is frequently cited regarding wind generation facilities, no wind energy project in the Columbia Plateau Ecoregion has demonstrated wildlife mortality problems on the scale associated with the Altamont Pass Wind Resource Area.

resources are needed. The Taskforce believes a broad-scale research project(s) is needed to better inform assessment of the cumulative impacts from wind project development on key species and habitats. Supporting collaborative monitoring and research within the Ecoregion to fully understand wind energy development and project siting impacts to key habitats will be important as wind energy development continues to expand.

### **Cumulative Population and Habitat Effects Research Needs Recommendations**

To address concerns of cumulative impacts to avian and other wildlife populations as well as key habitats from siting of wind energy facilities, the Taskforce is providing the following recommendations to help focus research and conservation efforts.

#### *Data Repository*

Useful bird/bat/habitat data has been and is currently being collected from the wind development sites. The challenge is to make fatality, survey and monitoring data, and general site information available and easily accessible to ODFW, USFWS and interested stakeholders for ongoing wildlife fatality and habitat cumulative impact analysis. The Taskforce recommends:

- Funding and designating a central management entity to design, establish, and manage a central data repository for previously-generated and future bird/bat/habitat monitoring data;
- Requiring future developers to submit data to the central data repository;
- Engaging in a national discussion regarding a data repository for wind turbine sites across the country; and
- Requiring county planners to provide ODOE with location data on all county-permitted wind energy facilities.

#### *Population Assessment and Scale*

Currently, more research is needed that analyzes species fatality numbers or habitat impacts from all anthropogenic sources across the entire Ecoregion in the context of overall population trends. The Taskforce acknowledges that individual wind projects cannot be held to account for all anthropogenic sources. For some focal species, research of this kind would be very helpful to identify the significance of the individual wind project data that is being collected, to better define key habitat areas of high concern and wind energy-related mortality thresholds of concern, to identify areas where future wind development should be discouraged, and to identify the types of mitigation or conservation actions that would provide the greatest benefits to these species.

- Collaboratively design, fund, and implement cumulative impact analysis(es) for the Columbia Plateau Ecoregion, including investigation of fragmentation of habitat, for species of concern (e.g. ferruginous and Swainson's hawks).
- Design, fund, and implement studies to determine the generational population dynamics caused by avian and other species mortality.
- Using the results from the above Columbia Plateau Ecoregion study(ies) to collaboratively create a report of key species status, trends, and "impact thresholds of concern" for:

- A limited number of key species that are highly sensitive to additional mortality factors (for example, ferruginous hawk, Swainson's hawk, burrowing owl, hoary bat, and silver-haired bat)
- A limited number of key species that are highly sensitive to habitat loss or displacement (for example, long-billed curlew, loggerhead shrike, grasshopper sparrow)
- Developing a comprehensive action plan for impacts to key species and associated habitats that are above threshold-of-concern levels
- Publishing wind energy ecoregional studies, analyses, and monitoring in order to raise the standard and credibility of these collaborative efforts.
- Identifying the most up-to-date habitat information and data sources that should be used to evaluate cumulative impacts from wind energy development.
- Extend the study to include anticipated cumulative impacts on wildlife species and their habitat to include other areas in Oregon targeted for clean energy development.

## Citations

Johnson, G. D. 2007. Cumulative Impacts Analysis for Birds and Bats from Existing and Permitted Wind Energy Projects in Klickitat County, Washington. Western EcoSystems Technology, Inc. 30 pp.

Yahner, R. H., 1988. Changes in wildlife communities near edges. *Conservation Biology* 2, 333-339.

## **EXHIBIT A**

### **GENERAL INFORMATION ABOUT THE APPLICANT**

OAR 345-021-0010(1)(a)

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#### **APPENDIX**

<b>A-1</b>	<b>Letter of Authorization</b>
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## **A.1 NAME AND ADDRESS OF APPLICANT AND CONTACT PERSON**

**OAR 345-021-0010(1)(a)(A)** *The name and address of the applicant including all co-owners of the proposed facility, the name, mailing address, email address and telephone number of the contact person for the application, and if there is a contact person other than applicant, the name, title, mailing address, email address and telephone number of that person.*

### Response:

Applicant's (Transferee) name and address:

Portland General Electric Company  
121 SW Salmon Street  
3WTC-BR05  
Portland, OR 97204

Contact Person, address, email address and phone number:

Lenna Cope  
Portland General Electric Company  
121 SW Salmon Street  
3WTC-BR05  
Portland, OR 97204  
503-464-2634  
Lenna.Cope@pgn.com

## **A.2 PARTICIPANT INFORMATION**

**OAR 345-021-0010(1)(a)(B)** *The contact name, address, email address and telephone number of all participating persons, other than individuals, including but not limited to any parent corporation of the applicant, persons upon whom the applicant will rely for third-party permits or approvals related to the facility, and, if known, other persons upon whom the applicant will rely in meeting any facility standard adopted by the Council.*

Response: PGE, as Transferee, and Montague Wind Power Facility LLC, as Transferor constitute the only participants at this time. PGE may rely on third-parties for permits to obtain aggregate and other construction materials, to transport materials to the site, and for other building-related permits that are typically obtained immediately prior to construction activities. PGE anticipates that these third-party permits would meet the facility standards adopted by the Council.

### A.3 CORPORATE INFORMATION

**OAR 345-021-0010(1)(a)(C)** *If the applicant is a corporation, it shall give:*

- (i) *The full name, official designation, mailing address email address and telephone number of the officer responsible for submitting the application;*

Response:

Portland General Electric Company  
121 SW Salmon Street  
Portland, OR 97204

Responsible Officer:

Stephen Quennoz  
Vice President, Nuclear & Power Supply/Generation  
Portland General Electric  
121 SW Salmon Street  
1WTC1702  
Portland, OR 97204  
503-464-8928  
Stephen.Quennoz@pgn.com

- (ii) *The date and place of its incorporation;*

Response: PGE was incorporated on July 25, 1930, in the State of Oregon.

- (iii) *A copy of the articles of incorporation and its authorization for submitting the application; and*

Response: A copy of PGE's Articles of Incorporation is provided in Attachment 1 to the Request for Amendment No.1 to the Site Certificate for the Montague Wind Power Facility prepared by Iberdrola Renewables, LLC; and a letter of authorization is provided as Appendix A-1 to this Exhibit.

- (iv) *In the case of a corporation not incorporated in Oregon, the name and address of the resident attorney-in-fact in this state and proof of registration to do business in Oregon.*

Response: Not applicable.

### A.4 MISCELLANEOUS INFORMATION

**OAR 345-021-0010(1)(a)(D)** *If Applicant is a wholly owned subsidiary of a company, corporation, or other business entity, in addition to the information required by OAR 345-021-*

*0010(1)(a)(C), it shall give the full name and business address of each of the applicant's full or partial owners.*

**OAR 345-021-0010(1)(a)(E)** *If Applicant is an association of citizens, a joint venture or a partnership, it shall give (i) the full name, official designation, mailing address, and telephone number of the person responsible for submitting the application; (ii) the name, business address and telephone number of each person participating in the association, joint venture or partnership and the percentage interest held by each; (iii) proof of registration to do business in Oregon; (iv) a copy of the articles of association, joint venture agreement or partnership agreement and a list of its members and their cities of residence; and (v) if there are no articles of association, joint venture agreement or partnership agreement, Applicant shall state that fact over the signature of each member.*

**OAR 345-021-0010(1)(a)(F)** *If Applicant is a public or governmental entity, it shall give (i) the full name, official designation, mailing address and telephone number of the person responsible for submitting the application; and (ii) written authorization from the entity's governing body to submit an application.*

**OAR 345-021-0010(1)(a)(G)** *If Applicant is an individual, the individual shall give his or her mailing address and telephone number.*

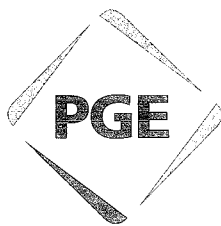
Response: None of the requirements listed under A.4 are applicable.

# **APPENDIX A-1**

## **Letter of Authorization**







**Portland General Electric Company**  
121 SW Salmon Street • Portland, Oregon 97204  
*PortlandGeneral.com*

November 19, 2012

Oregon Department of Energy  
625 Marion Street NE  
Salem, OR 97301-3737

Re: Request for Amendment to the Site Certificate for the Montague Wind Power Facility

To whom it may concern:

Pursuant to the requirements of OAR 345-021-0010(1)(a)(C)(iii), please be advised that I am the Vice President, Nuclear and Power Supply/Generation of Portland General Electric Company ("PGE") and am authorized to (i) submit on behalf of PGE this Request for Amendment of the Site Certificate for the Montague Wind Power Facility and (ii) sign on behalf of PGE any and all applications, certificates and other documents relating to such request.

A copy of an Incumbency Certificate, executed by the PGE Corporate Secretary, is attached.


Sincerely,

A handwritten signature in dark ink, appearing to read "Stephen M. Quennoz", written in a cursive style.

Stephen M. Quennoz  
Vice President, Nuclear and  
Power Supply/Generation

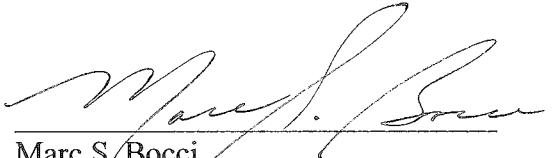
## CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Marc S. Bocci, Corporate Secretary of Portland General Electric Company, an Oregon corporation (the "Company"), hereby certify that the following person has been duly elected to, has duly qualified for, and on the date hereof holds the office set forth opposite his name below, and that the signature appearing opposite his name is his true signature:

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Stephen M. Quennoz	Vice President, Nuclear and Power Supply/Generation	

I further certify that such officer has authority to (i) submit on behalf of the Company the Request for Amendment No. 1 to the Site Certificate for the Montague Wind Power Facility and (ii) sign on behalf of the Company any and all applications, certificates and other documents relating to such request.

This certificate is executed as of November 19, 2012.

  
\_\_\_\_\_  
Marc S. Bocci  
Corporate Secretary

## **EXHIBIT D**

### **ORGANIZATIONAL EXPERTISE**

OAR 345-021-0010(1)(d)

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## D.1 INTRODUCTION

**OAR 345-021-0010(1)(d)** *Information about the organizational expertise of the applicant to construct and operate the proposed facility, providing evidence to support a finding by the Council as required by OAR 345-022-0010.*

Response: This exhibit describes the sources and extent of Portland General Electric Company's (PGE's) organizational, managerial and technical expertise.

## D.2 APPLICANT'S PREVIOUS EXPERIENCE

**OAR 345-021-0010(1)(d)(A)** *The applicant's previous experience, if any, in constructing and operating similar facilities.*

Response: PGE has significant experience in constructing and supervising the construction of generation projects. Recent examples include the following: Between 2007 and 2010 PGE completed construction of three phases of the Biglow Canyon Wind Farm located in Sherman County, and consisting of a total of 217 turbines. The Biglow Canyon Wind Farm was authorized by the Council.<sup>1</sup> In 2007, PGE completed the construction of the 406-megawatt (MW) Port Westward combined cycle gas turbine facility in Clatskanie, Oregon, also authorized by the Council.<sup>2</sup> In July 2001, PGE completed the construction of a new 24.9-MW simple cycle gas turbine project located at the Beaver Generation Facility, located in Clatskanie. In 1995, PGE placed into service Coyote Springs Unit 1, a 240-MW combined cycle combustion turbine located in Boardman, also authorized by the Council.<sup>3</sup> PGE prepared and negotiated all the primary contracts for the design and construction of each of the projects listed, supervised the construction, and performed many of the engineering functions in support of the design and construction work for each project. PGE employees have extensive engineering and project management experience associated with generation projects.

In sum, PGE currently operates 450 MW of wind generation. In addition to the wind generation, PGE operates an additional 1,800 MW of thermal generation and 630 MW of major hydroelectric generation. Table D-1 shows the major projects that PGE currently operates.

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<sup>1</sup> Final Order and Site Certificate for the Biglow Canyon Wind Farm (June 30, 2006), Final Order on Amendment #1 and First Amended Site Certificate for the Biglow Canyon Wind Farm, (Nov. 3, 2006), Final Order on Amendment #2 and Second Amended Site Certificate for the Biglow Canyon Wind Farm, (May 10, 2007), and Final Order on Amendment #3 and Third Amended Site Certificate for the Biglow Canyon Wind Farm, (October 31, 2008).

<sup>2</sup> Site Certificate for the Port Westward Generating Project (November 2002), as most recently amended on August 19, 2011 in the Eighth Amended Site Certificate.

<sup>3</sup> Fourth Amended Site Certificate, incorporating amendments 1 through 9, approved December 2, 2004.

**Table D-1 PGE Generation Facilities**

<b>Project Commercial Operation Date</b>	<b>Technology</b>
Port Westward Generating Plant (2007)	Gas Combined-Cycle Combustion Turbine
Beaver Generating Facility (1974)	Gas Combined-Cycle Combustion Turbine
Beaver 8 (2001)	Gas Simple-Cycle Combustion Turbine
Coyote Spring Units 1 (1995)	Gas Combined-Cycle Combustion Turbine
Boardman Coal Plant (1980)	Coal (jointly owned)
Faraday (1907 / 1958)	Hydro
North Fork (1958)	Hydro
Oak Grove (1924)	Hydro
River Mill (1911 / 1952)	Hydro
Sullivan	Hydro
Pelton (1957)	Hydro (jointly owned)
Round Butte (1964)	Hydro (jointly owned)
Biglow Canyon Wind Farm (2007, 2009, 2010)	Wind (Phases I, II and III)

### **D.3 QUALIFICATION OF APPLICANT'S PERSONNEL**

**OAR 345-021-0010(I)(d)(B)** *The qualifications of the applicant's personnel who will be responsible for constructing and operating the facility, to the extent that the identities of such personnel are known when the application is submitted.*

Response: PGE has many qualified and experienced employees on staff, including engineers who can supervise the design, construction, and operation of the project. PGE will provide qualified and experienced personnel to manage and supervise the design, construction, and operation of the project. These personnel have not been specifically identified at this time.

### **D.4 QUALIFICATIONS OF KNOWN CONTRACTORS**

**OAR 345-021-0010(1)(d)(C)** *The qualifications of any architect, engineer, major component vendor, or prime contractor upon whom the applicant will rely in constructing and operating the facility, to the extent that the identities of such persons are known when the application is submitted.*

Response: PGE has not identified a prime contractor to construct the facility. Selection criteria will center on qualified engineers, manufacturers, and contractors who are experienced in the wind industry.

PGE will supervise and will be extensively involved in overseeing the construction process.

## D.5 APPLICANT'S PAST PERFORMANCE

**OAR 345-021-0010(1)(d)(D)** *The past performance of the applicant, including but not limited to the number and severity of any regulatory citations in constructing or operating a facility, type of equipment, or process similar to the proposed facility.*

Response:

In recent years, the following citations have been issued to PGE:

- 2006 - \$300 fine related to hazardous waste and underground storage tank inspections at several PGE distribution centers. The 18 violations cited included 16 related to records, labeling of waste storage areas, storage of waste aerosol cans, and fluorescent bulbs. The remaining two violations, resulting in a total \$300 fine for the year, involved failure to conduct a third-party audit for storage tanks.
- October 19, 2009 - Warning letter from the Oregon Department of Environmental Quality (DEQ) for the Beaver Generating Plant for an exceedance of total suspended solids at one outfall in July 2009. The DEQ levied no fine or other penalty. PGE has taken measures to address suspended solids at this outfall location.
- November 18, 2009 - Warning letter from DEQ for the Port Westward Generating Plant for not conducting annual testing for ammonia in 2008 at one emission unit location. Other data were sufficient to indicate compliance with emission limits. The DEQ levied no fine or other penalty. PGE has taken measures to conduct necessary ammonia testing.
- February 2010 – Warning letter for failure to submit required reports for wetlands mitigation associated with construction of Beaverton Line Center in 1999; a \$2,000 fine was issued in February 2010.
- June 2010 - \$2,250 fine related to hazardous waste determinations and storage of universal waste during a RCRA inspection at Portland Service Center. PGE has taken measures to prevent re-occurrence.

The events noted above were instances of notices of violations, self-reported events, and other instances of non-compliance with regulatory requirements at these facilities and all have been settled to the satisfaction of the regulatory agency or organization involved.

PGE has not received a penalty or fines for regulatory violations at our existing Biglow Canyon Wind Farm. In addition, no regulatory agency has levied any penalty or fine against the Coyote Springs Power Plant, Beaver Facility or Port Westward Facility as a result of construction, operation, or maintenance of the facilities.

## **D.6 APPLICANT WITH NO PREVIOUS EXPERIENCE**

**OAR 345-021-0010(1)(d)(E)** *If the applicant has no previous experience in constructing or operating similar facilities and has not identified a prime contractor for construction or operation of the proposed facility, other evidence that the applicant can successfully construct and operate the proposed facility. The applicant may include, as evidence, a warranty that it will, through contracts, secure the necessary expertise.*

Response: Not applicable.

## **D.7 ISO CERTIFIED PROGRAM**

**OAR 345-021-0010(1)(d)(F)** *If the applicant has an ISO 9000 or ISO 14000 certified program and proposed to design, construct and operate the facility according to that program, a description of the program.*

Response: PGE does not propose to design, construct, and operate the facility according to an International Organization for Standardization (ISO) 9000 or ISO 14000 certified program.



## **EXHIBIT M**

### **FINANCIAL CAPABILITY**

OAR 345-021-0010(1)(m)

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<b>M.4</b>	<b>EVIDENCE OF REASONABLE LIKELIHOOD OF OBTAINING SECURITY .....</b>	<b>1</b>

#### **APPENDIX**

M-1 Legal Opinion on Authority to Construct

## **M.1 INTRODUCTION**

**OAR 345-021-0010(1)(m)** *Information about the applicant's financial capability, providing evidence to support a finding by the Council as required by OAR 345-022-0050(2). Nothing in this subsection shall require the disclosure of information or records protected from public disclosure by any provision of state or federal law.*

Response: Under OAR 345-022-0050(2), the Energy Facility Siting Council (the Council) must find that an applicant has a reasonable likelihood of obtaining a bond or letter of credit in a form and amount satisfactory to the Council to restore the site to a useful, non-hazardous condition.

## **M.2 OPINION OF LEGAL COUNSEL**

**OAR 345-021-0010(1)(m)(A)** *An opinion or opinions from legal counsel stating that, to counsel's best knowledge, the applicant has the legal authority to construct and operate the facility without violating its bond indenture provisions, articles of incorporation, common stock covenants, or similar agreements.*

Response: Appendix M-1 is an opinion from Portland General Electric Company's (PGE's) legal counsel, conforming to the requirements of the rule.

## **M.3 TYPE AND AMOUNT OF FINANCIAL INSTRUMENT**

**OAR 345-021-0010(1)(m)(B)** *The type and amount of the applicant's proposed bond or letter of credit to meet the requirements of OAR 345-022-0050.*

Response: PGE hereby commits to submit, prior to the commencement of facility construction, to the State of Oregon, through the Council, a bond or letter of credit in a form satisfactory to the Council, in an amount required by Site Certificate Condition 32, which security shall ensure that sufficient funds will be available to adequately retire the facility and restore the site to a useful, non-hazardous condition.

## **M.4 EVIDENCE OF REASONABLE LIKELIHOOD OF OBTAINING SECURITY**

**OAR 345-021-0010(1)(m)(C)** *Evidence that the applicant has a reasonable likelihood of obtaining the proposed bond or letter of credit in the amount proposed in OAR 345-021-0010(1)(B), before beginning construction of the facility.*

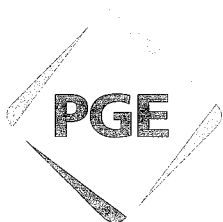
Response: PGE will obtain a letter from one of the its relationship banks demonstrating the reasonable likelihood it will be able to provide a bond or letter of credit in the amount required by Site Certificate Condition 32 if PGE and Montague Wind Power Facility LLCs Benchmark Bid is selected. PGE understands that the Council will require this evidence before transferring the site certificate.



# **APPENDIX M-1**

## **Legal Opinion on Authority to Construct**





**Portland General Electric Company**  
121 SW Salmon Street • 1WTC1715 • Portland, Oregon 97204  
(503) 464-8860 • Facsimile (503) 464-2222

**J. Jeffrey Dudley**  
Vice President  
General Counsel &  
Corporate Compliance Officer

November 19, 2012

Oregon Department of Energy  
625 Marion Street, N.E.  
Salem, OR 97310

Re: Request for Amendment No. 1 to the Site Certificate for Montague Wind Power Facility

Ladies and Gentlemen:

I am the Vice President and General Counsel of Portland General Electric Company (the "Company") and am providing this opinion of legal counsel in connection with the Request for Amendment No. 1 to the Site Certificate for the Montague Wind Power Facility (the "Site Certificate") pursuant to which the Site Certificate would be amended and transferred from Montague Wind Power Facility, LLC to the Company.

In my capacity as Vice President and General Counsel of the Company, I have reviewed or supervised the review of the Company's bond indenture provisions, articles of incorporation, common stock covenants and similar agreements.

Based on the foregoing review, and to my best knowledge, the Company has the legal authority to construct and operate the Montague Wind Power Facility (the "Facility") described in the Site Certificate, without violating the Company's bond indenture provisions, articles of incorporation, common stock covenants or similar agreements.

The foregoing opinion is rendered pursuant to OAR 345-021-0010(1)(m)(A). I express no opinion as to the applicability of any federal, state and local laws (including all rules and regulations promulgated thereunder) to the construction or operation of the Facility or as to the effects of such laws, rules and regulations on the construction or operation of the Facility.

Sincerely,

A handwritten signature in dark ink, appearing to read "J. Jeffrey Dudley", followed by a long horizontal flourish line. To the right of the signature, the initials "JJD" are written in a smaller, cursive script.



**Portland General Electric Company**  
121 SW Salmon Street • Portland, Oregon 97204  
*PortlandGeneral.com*

November 19, 2012

Oregon Department of Energy  
625 Marion Street NE  
Salem, OR 97301-3737

Re: Request for Amendment to the Site Certificate for the Montague Wind Power Facility

To whom it may concern:

Pursuant to the requirements of OAR 345-027-0100(4), Portland General Electric Company ("PGE") hereby agrees that, upon (i) amendment of the Site Certificate for the Montague Wind Power Facility as provided in this Request for Amendment and (ii) transfer of such amended site certificate to PGE, PGE will abide by all terms and conditions of such amended site certificate.

Sincerely,

Stephen M. Quennoz  
Vice President, Nuclear and  
Power Supply/Generation





**Portland General Electric Company**  
121 SW Salmon Street • Portland, Oregon 97204  
*PortlandGeneral.com*

November 19, 2012

Oregon Department of Energy  
625 Marion Street NE  
Salem, OR 97301-3737

Re: Request for Amendment to the Site Certificate for the Montague Wind Power Facility

To whom it may concern:

Pursuant to the requirements of OAR 345-021-0010(1)(a)(C)(iii), please be advised that I am the Vice President, Nuclear and Power Supply/Generation of Portland General Electric Company ("PGE") and am authorized to (i) submit on behalf of PGE this Request for Amendment of the Site Certificate for the Montague Wind Power Facility and (ii) sign on behalf of PGE any and all applications, certificates and other documents relating to such request.

A copy of an Incumbency Certificate, executed by the PGE Corporate Secretary, is attached.


Sincerely,

A handwritten signature in cursive script, appearing to read "Stephen M. Quennoz", written in dark ink.

Stephen M. Quennoz  
Vice President, Nuclear and  
Power Supply/Generation

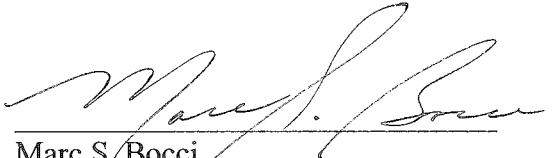
## CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Marc S. Bocci, Corporate Secretary of Portland General Electric Company, an Oregon corporation (the "Company"), hereby certify that the following person has been duly elected to, has duly qualified for, and on the date hereof holds the office set forth opposite his name below, and that the signature appearing opposite his name is his true signature:

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Stephen M. Quennoz	Vice President, Nuclear and Power Supply/Generation	

I further certify that such officer has authority to (i) submit on behalf of the Company the Request for Amendment No. 1 to the Site Certificate for the Montague Wind Power Facility and (ii) sign on behalf of the Company any and all applications, certificates and other documents relating to such request.

This certificate is executed as of November 19, 2012.

  
\_\_\_\_\_  
Marc S. Bocci  
Corporate Secretary