
Final
Request for Amendment

**Request for Amendment No. 2 to
the Site Certificate for the
Leaning Juniper II
Wind Power Facility**

Prepared for
Oregon Energy Facility Siting Council

December 2012

Prepared by
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On behalf of Leaning Juniper Wind Power II, LLC

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SECTION 1

Introduction

1.1 Overview

Leaning Juniper II Wind Power Facility (LJF) is an operating wind power facility in Gilliam County, Oregon with a peak generating capacity of approximately 201 megawatts (MW). The Facility connects to the regional transmission system through the Bonneville Power Administration's (BPA) Jones Canyon Substation and existing 230-kilovolt (kV) McNary-Santiam transmission line via an overhead 230-kV transmission line.

LJF is comprised of LJIIA (90.3 MW of Suzlon 2.1 MW turbines) and LJIIB (111 MW of GE 1.5 MW turbines). Leaning Juniper Wind Power II, LLC (LJWP) obtained a site certificate on September 21, 2007¹ authorizing construction within the site boundary around LJIIA. LJWP obtained the First Amended Site Certificate (SC) on November 20, 2009² authorizing the expanded site boundary to include LJIIB. Construction began in February 2010, starting with LJIIA and following with LJIIB. Commercial operation of LJF was declared on June 9, 2011. On July 30, 2012, LJWP received approval for a minor modification at the LJIIA collector substation to further separate the LJIIA and LJIIB equipment (Change Order).³ LJWP will be making the minor modifications to the LJIIA collector substation that is located near BPA's Jones Canyon substation to provide physical separation between the LJIIA and LJIIB equipment in anticipation of the ownership change, as contemplated by this second request for amendment.

1.2 Purpose of Proposed Amendment

This second request for amendment seeks the Energy Facility Siting Council (Council) approval to transfer a portion of the SC for LJF to Portland General Electric Company (PGE). If approved, this amendment would divide LJF into two separate facilities, each having an individual site certificate as shown on Figure 1 through 3. The facilities would be known as LJIIA and LJIIB. The Council would issue one site certificate for LJIIA in the name of LJWP and one site certificate for LJIIB in the name of PGE. These proposed changes trigger an amendment under OAR 345-027-0050(1) and therefore LJWP files this second request to amend the SC. Should closing not occur due to unforeseen circumstances, LJWP requests that the Council authorize LJWP to be the LJIIB certificate holder.

1.3 Summary of Request

As described above, this second request for amendment seeks the Council's approval to transfer a portion of the SC to PGE to facilitate the sale of LJIIB to PGE. PGE's articles of incorporation for PGE are provided in Attachment 1. This request does not seek to enlarge the existing site boundary or

¹ The Council issued a Final Order approving the original Site Certificate on September 21, 2007. The Site Certificate was fully executed on September 21, 2007.

² The Council issued a Final Order approving the First Amended Site Certificate on November 20, 2009. The First Amended Site Certificate was fully executed on November 24, 2009.

³ Change Request #2, Letter from Sara Parsons to ODOE dated July 6, 2012 and ODOE letter approving Change Request #2 to Sara Parsons, Iberdrola Renewables, dated July 30, 2012

physical components of the LJF. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. LJF is operational with LJIIA comprised of 43 Suzlon 2.1 MW turbines (90.3 MW) and LJIIB comprised of 74 GE 1.5 MW turbines (111 MW).

As described in its acknowledged 2009 Integrated Resource Plan (IRP), PGE is seeking to acquire approximately 101 MWa average (approximately 337 MW of nameplate capacity assuming a 30 percent net 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 LJWP entered into an Asset Purchase Agreement (APA) for (1) development rights and SC for the Montague Wind Energy Facility, and (2) the ownership rights and site certificate for LJIIB. PGE and Iberdrola Renewables, LLC, LJWP's parent company, jointly prepared a "Benchmark Bid" consisting of LJIIB and Montague, 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 APA, if PGE and LJWP's Benchmark Bid is selected, PGE will acquire the rights, title and interests in both LJIIB and Montague 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 LJIIB purchase, LJWP seeks Council approval of the requested transfer prior to closing.

As described in OAR 345-027-0100(12), the Council may act concurrently on the transfer request, and it is permissible to approve the transfer of the SC prior to closing because PGE will be legally entitled to ownership. Upon closing, PGE as transferee, would counter-sign the LJIIB site certificate, which would become effective upon that date. The transfer would also become effective on that date. Should closing not occur due to unforeseen circumstances, LJWP requests that the Council authorize LJWP to be the LJIIB certificate holder.

1.4 Regulatory Framework for This Request

This request is organized in accordance with Oregon Administrative Rules (OARs) 345-027-0050, -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 345-027-0050(1), OAR 345-027-0060, OAR 345-027-0070(10) and 345-027-0100.

SECTION 2

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

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:

Leaning Juniper Wind Power II, 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: LJF is an operating wind power facility in Gilliam County, Oregon with a peak generating capacity of approximately 201 megawatts (MW). LJF is comprised of LJIIA (90.3 MW of Suzlon 2.1 MW turbines) and LJIIB (111 MW of GE 1.5 MW turbines). This second request for amendment does not alter the description of the Facility as authorized and set forth in the SC and Change Order.

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 transfer a portion of the SC for LJF to PGE. If approved, this amendment would divide LJF into two separate facilities, each having an individual site certificate. The facilities would be known as LJIIA and LJIIB. The Council would issue one site certificate for LJIIA in the name of LJWP and one site certificate for LJIIB in the name of PGE.

This second request for amendment does not seek to change the site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. LJF is operational with LJIIA comprised of 43 Suzlon 2.1 MW turbines (90.3 MW) and LJIIB comprised of 74 GE 1.5 MW turbines (111 MW).

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 no changes to the SC conditions. The proposed ownership transfer changes are set forth in redline in the Proposed Amended Site Certificate, included as 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 3 of this second 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.

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 3 of this second request for amendment 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 second request for amendment, the information contained in the Application for Site Certificate for the Leaning Juniper Wind Power II Facility, the information forming the basis for the Final Order and original LJF site certificate,⁴ the information contained in the first request for amendment, the information forming the basis for the Final Order on Amendment #1 and the First Amended Site Certificate,⁵ the information contained in the Change Order and the information contained in the administrative record of the proceedings granting the original site certificate and First Amended Site Certificate to LJWP are hereby incorporated by reference.

⁴ The Council issued a Final Order approving the original Site Certificate on September 21, 2007. The Site Certificate was fully executed on September 21, 2007.

⁵ The Council issued a Final Order approving the First Amended Site Certificate on November 20, 2009. The First Amended Site Certificate was fully executed on November 24, 2009.

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.

Response: The certificate holder conferred with the Department prior to submitting this second request for amendment, but did not submit a draft request for review. Due to the need to maintain confidentiality of the Benchmark Bid until the RFP bid deadline, LJWP and PGE were unable to confer with the Department on the specifics of the second request for amendment prior to submission. However, LJWP reviewed similar amendment requests and approvals, such as the Biglow Canyon First Amended Site Certificate and Shepherd's Flat amended site certificates.

(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 second request for amendment, 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: LJF is an operating facility and both LJIIA and LJIIB are located within the approved site boundary. No additional land would be affected by this second request for amendment.

(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;

(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

(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 amendment does not seek to extend the deadlines for beginning or completing construction. LJF is an operating wind power facility.

(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: There have been no changes of circumstances that would affect a previous Council finding. The proposed changes in this second request for amendment do not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. Accordingly, this second request for 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 second request for amendment and does not amount to a change of circumstances under OAR 345-027-0070(10)(b)(B).

See the response under the Land Use Standard in Section 3 below for additional discussion.

(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 second request for amendment does not seek to enlarge the existing site boundary or physical components of LJF. There is no change to the previously-approved facilities from what was originally authorized in the amended SC and Change Order.

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. The bond amount was adjusted to 2012 First Quarter dollars and issued in February of 2012. The bond (No. K08640609) provided by Westchester Fire Insurance Company covers the total estimated cost for site restoration of LJIA and LJIB, estimated to be 10.598 million dollars.

As described in the request for Change Order, LJWP will be making minor modifications to the LJIA collector substation that is located near BPA's Jones Canyon substation to provide physical separation between the LJIA and LJIB equipment. Independent of this second request for amendment, the approved Change Order estimates the cost to restore the LJF, inclusive of these minor modifications (see Attachment 4). Per ODOE's request, the cost of dismantling and disposing of the substation yard near BPA's Jones Canyon substation (including both the LJIA collector substation and the separate LJIB control building and equipment adjacent to the LJIA collector substation) is currently

accounted for in both the LJIIA and LJIIB cost estimates for restoration. The LJIIB cost estimate also includes the LJIIB collector substation located south of Cedar Springs Road near the LJIIB turbines. As ODOE stated in the Change Order, “In the event that LJIIA and LJIIB were to become separate facilities, ODOE would likely consider the substation to be shared. That is, the costs associated with removing the substation and restoring the site within the substation fence line would be included in the restoration cost calculation for both facilities. Alternatively, the costs of equipment removal and site restoration would have to be calculated separately for the LJIIA and LJIIB equipment and occupied areas.” Once the new equipment has been installed, and the as-built specifications have been received, the actual cost for dismantling the components of this substation may be adjusted to more precisely capture the cost for restoration of the separate LJIIA and LJIIB facilities.

The revised estimate for site restoration, including the approved modifications at the substation yard near BPA’s Jones Canyon substation, is 10.284 million dollars (presented in 1st Quarter 2012 dollars), which is less than the current bond of 10.598 million dollars. The current bond will remain in place, and will not be cancelled until ODOE receives revised bonds, or letters of credit from LJWP and PGE (for LJIIA and LJIIB respectively). Accordingly, this second request for 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.

SECTION 3

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

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 this second request for 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 LJWP's responses.

3.1 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.⁶ The Council also previously determined compliance with all other Oregon statutes and administrative rules identified in the Project Order for the LJF dated November 21, 2006. 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 and Change Order. Further, the amendment does not seek to enlarge 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 second request for amendment.

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

⁶ Final Order on the LJF Application, p. 151 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 92 (Nov 20, 2009).

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.

(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 Leaning Juniper Wind Power II, LLC (LJWP). The Council previously found that LJWP "has demonstrated that it has the organizational expertise to construct and operate the proposed facility."⁷ None of the proposed changes affect the certificate holder's organizational expertise. This second request for amendment seeks to transfer the portion of the site certificate relating to LJIIB from LJWP to PGE (see Section 4 of this second request for amendment 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.⁸ Attachment 5 of this transfer request includes Exhibits A, D and M further describing the transferee's organizational expertise.

B. Third-Party Permits

LJWP does not rely on any state or local government permit issued to a third party.⁹ This second request for 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;

⁷ Final Order on the LJF Application, pp. 17-18 (Sept. 21, 2007). In the Final Order on LJF Amendment #1, pp. 11 (Nov. 20, 2009), the Council also concluded that the certificate holder meets the Council's Organizational Expertise Standard.

⁸ Final Order on Amendment #1 for the Biglow Canyon Wind Farm, p. 3 (Nov. 3, 2006).

⁹ Final Order on LJF Amendment #1, p. 11, (Nov. 20, 2009).

(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

(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,¹⁰ 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.^{11 12} This second request for amendment makes no changes that would alter the basis for the Council's earlier findings.

This second request for amendment does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. LJF is operational with LJIIA comprised of 43 Suzlon 2.1 MW turbines (90.3 MW) and LJIIB comprised of 74 GE 1.5 MW turbines (111 MW). Therefore, no additional information is needed to determine that this second request for amendment 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 does not apply to the LJF.

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.

¹⁰ ORS § 469.501(4).

¹¹ See Final Order on LJF Application (Sep. 21, 2007) and Final Order on LJF Amendment #1 (Nov. 20, 2009).

¹² 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 Leaning Juniper II Wind Power Facility, as amended. 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.

Response: The Council previously found that the Facility would comply with the Soil Protection Standard.¹³ This second request for amendment makes no changes that would alter the basis for the Council's earlier findings. This second request for amendment does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. Therefore, the Council may find that this second request for amendment 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

¹³ Final Order on the LJF Application, p. 53 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 11 (Nov 20, 2009).

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.¹⁴ This amendment request does not seek to enlarge the existing site boundary, extend

¹⁴ See Final Order on LJF, p 51 (Sep. 21, 2007) and Final Order on LJF Amendment #1, p. 45 (Nov. 20, 2009).

construction deadlines, or change physical components of the operating 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 and Change Order. LJF is operational with LJIIA comprised of 43 Suzlon 2.1 MW turbines (90.3 MW) and LJIIB comprised of 74 GE 1.5 MW turbines (111 MW). As such, the proposed amendment makes no changes that would alter the basis for the Council's earlier findings under OAR 345-022-0030 that the Land Use Standard is satisfied.

Since this amendment request does not involve a site boundary expansion or an extension of construction deadlines, under OAR 345-027-0070(10)(c), the Council must only evaluate whether the *amendment* would affect any findings made by the Council in its prior order. The Council's "look" is limited to the current amendment request only. Here, the amendment requests approval to transfer the LJIIB portion of the SC to PGE. While the Council will need to make new findings under the Organizational Expertise and Retirement and Financial Assurance Standards to approve this request, nothing about the amendment implicates the Land Use Standard and therefore the Council may rely on its prior findings.

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 LJF is not located in any protected area listed in OAR 345-022-0040 and that the design, construction and operation of LJF, taking mitigation into account, are not likely to result in significant adverse impact to any protected area.¹⁵ This second

¹⁵ Final Order on the LJF Application, p. 57 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 49 (Nov. 20, 2009).

request for amendment does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. Consequently, this second request for amendment makes no changes that would alter the basis for the Council's earlier findings. Therefore, the Council may find that this second request for amendment 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 LJF, taking into account mitigation, can be restored adequately to a useful, non-hazardous condition following permanent cessation of operation of the project and that the certificate holder has demonstrated a reasonable likelihood of obtaining a bond or letter of credit.¹⁶ 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. See Attachment 5 for Exhibits A, D and M.

As discussed in Section 2.2, 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 second request for amendment does not seek to enlarge the existing site boundary or change the physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the amended SC and Change Order.

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. The bond amount was adjusted to 2012 First Quarter dollars and issued in February of 2012. The bond (No. K08640609) provided by Westchester Fire Insurance Company covers the total estimated cost for site restoration of LJIIA and LJIIB, estimated to be 10.598 million dollars.

As described in the Change Order, LJWP will be making minor modifications to the LJIIA collector substation that is located near BPA's Jones Canyon substation to provide physical separation between the LJIIA and LJIIB equipment. Independent of this second request for amendment, the approved Change Order estimates the cost to restore the LJF, inclusive of these minor modifications (see Attachment 4). Per ODOE's request, the cost of dismantling and disposing of the substation yard near BPA's Jones Canyon substation (including both the LJIIA collector substation and the separate LJIIB control building and equipment adjacent to the LJIIA collector substation) is currently accounted for in both the LJIIA and LJIIB cost estimates for restoration. The LJIIB cost estimate also includes the LJIIB collector substation located south of Cedar Springs Road near the LJIIB turbines. As ODOE stated in the Change Order, "In the event that LJIIA and LJIIB were to become separate facilities, ODOE would likely consider the substation to be shared. That is, the costs associated with removing the substation and restoring the site within the substation fence line would be included in the restoration cost calculation for both facilities. Alternatively, the costs of equipment removal and site

¹⁶ Final Order on the LJF Application, p. 25 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 18 (Nov. 20, 2009).

restoration would have to be calculated separately for the LJIIA and LJIIB equipment and occupied areas.” Once the new equipment has been installed, and the as-builts have been received, the actual cost for dismantling the components of this substation may be adjusted to more precisely capture the cost for restoration of the separate LJIIA and LJIIB facilities.

This second request for amendment does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the amended SC and Change Order. The revised estimate for site restoration including the planned modifications at the LJIIA collector substation is 10.284 million dollars (presented in 1st Quarter 2012 dollars), which is less than the current bond of 10.598 million dollars. The current bond will remain in place, and will not be cancelled until ODOE receives revised bonds, or letters of credit from LJWP and PGE (for LJIIA and LJIIB respectively). Accordingly, this second request for 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.

OAR 635-415-0025 Requirements (Implementation of Department Habitat Mitigation Recommendations):¹⁷

(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.

¹⁷ The provisions cited under OAR 635-415-0025 are included only in part, rather than in their entirety, for purposes of brevity.

*(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 LJF complies with the Council's Fish and Wildlife Habitat Standard.¹⁸ This second request for amendment does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. LJF is operational. The original studies contained in the record estimated potential impacts on fish and wildlife habitat. Pursuant to the APA, LJWP and PGE have agreed to share environmental monitoring and reporting responsibilities, subject to compliance with site certificate conditions, as discussed further in Section 4.¹⁹

As described in the annual report provided to ODOE on April 25, 2011,²⁰ LJWP calculated the required mitigation area from habitat impacts from the final as-built facilities to be 28.07 acres for LJIIA and 18.36 acres for LJIIB for a total of 46.43 acres. LJWP secured a habitat mitigation area approved by ODOE and the Oregon Department of Fish and Wildlife with a conservation easement covering 92 acres, or 45.57 acres in excess of the required mitigation area. Also, the modifications in the LJIIA substation area approved by the Change Order are minor, and the temporary and permanent habitat impacts associated with these modifications would not cause LJF to exceed the worst-case temporary and permanent impacts already approved in the SC. Additionally, surveys were already conducted for this area, and the modifications would be located either within the permanently impacted, graveled and fenced LJIIA substation area or within Category 6, disturbed habitat. If any modifications needed to be made outside the Category 6, disturbed habitat, before beginning construction outside the disturbed habitat, LJWP would conduct survey work if required by the SC conditions for protection of (a) cultural resources, (b) water, soils, streams, and wetlands, and (c) plants, wildlife, and habitat.

Pursuant to the APA, if PGE and LJWP's Benchmark Bid is selected, PGE will acquire the rights, title and interest to a 36 acre portion of the conservation easement, pro-rated based on LJIIIB habitat impacts, as shown on Figure 4, and LJWP will manage and coordinate contractor access to the habitat mitigation area and reporting. LJWP requests Council approval of the sharing of the environmental studies and reporting requirements as discussed further in Section 4.²¹

Required by SC based on habitat impacts	Installed MW	Conservation Easement, prorated based on habitat
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¹⁸ Final Order on the LJF Application, p. 103 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 74 (Nov. 20, 2009).

¹⁹ Similar to the arrangement described in the Shepherd's Flat Wind Farm Final Order on Amendment #1, September 11, 2009, page 5.

²⁰ LJWP Annual Report to ODOE, dated April 25, 2011, See Tables: LJF Compliance Matrix to Table 3. Habitat Types and Categories in the Existing Site Boundary for Leaning Juniper IIA with Area of Impact, and Table 3. Habitat Types and Categories in the Existing Site Boundary for Leaning Juniper IIB with Area of Impact.

²¹ Similar to the arrangement described in the Shepherd's Flat Wind Farm Final Order on Amendment #1, September 11, 2009, page 5.

			impacts
LJIIA	28.07	90.3	56
LJIIB	18.36	111	36
Total	46.43	201.3	92

Accordingly, this second request for 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.

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 LJF complies with the Threatened and Endangered Species Standard.²² This second request for amendment does not seek to change the site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. LJF is operational. Pursuant to the APA, LJWP and PGE have agreed to share environmental monitoring and reporting responsibilities, subject to compliance with site certificate conditions, as discussed further in Section 4.²³ This second request for amendment makes no changes that would alter the basis for the Council's earlier findings thus this second request for amendment complies with OAR 345-022-0070.

²² Final Order on the LJF Application, p. 80 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 63 (Nov. 20, 2009).

²³ Similar to the arrangement described in the Shepherd's Flat Wind Farm Final Order on Amendment #1, September 11, 2009, page 5.

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 LJF complies with the Scenic Resources Standard.²⁴ This second request for amendment does not seek to change the site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. This second request for amendment makes no changes that would alter the basis for the Council's earlier findings and therefore the Council may find that the second request for amendment 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. This second request for amendment does not seek to change the site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. This second request for amendment makes no changes that would alter the basis for the Council's earlier findings and OAR 345-022-0090 is met.

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

²⁴ Final Order on the LJF Application, p. 64 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 53 (Nov. 20, 2009).

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.²⁵ This second request for amendment does not seek to change the site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. This second request for amendment makes no changes that would alter the basis for the Council's earlier findings and therefore the second request for amendment 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. This second request for 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, this second request for amendment meets OAR 345-022-0110.

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;*

²⁵ Final Order on the LJF Application, p. 65 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 55 (Nov. 20, 2009).

(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. This second request for amendment does not seek to enlarge the existing site boundary or physical components of the Facility. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. This second request for amendment makes no changes that would alter the basis for the Council's earlier findings and OAR 345-022-0120 is met.

3.2 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.

(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 LJF complies with the Public Health and Safety Standards for Wind Energy Facilities.²⁶ There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. This second request for amendment makes no changes that would alter the basis for the Council's earlier findings and OAR 345-024-0010 is met.

²⁶ Final Order on the LJF Application, p. 67 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 56 (Nov. 20, 2009).

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.*
- (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 LJF complies with the Siting Standards for Wind Energy Facilities.²⁷ This second request for amendment does not seek to change the site boundary or physical components of LJF. There is no change to the previously-approved facilities from what was originally authorized in the SC and Change Order. The project is operational. This second request for amendment makes no changes that would alter the basis for the Council's earlier findings and therefore the proposed second request for amendment 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. This second request for amendment does not propose changes to the previously-approved collector system or 230 kV transmission line from what was originally authorized in the SC and Change Order.²⁸ Therefore, the Council may rely on its earlier findings when concluding that the amendment meets OAR 345-024-0090.

²⁷ Final Order on the LJF Application, p. 72 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 59 (Nov. 20, 2009).

²⁸ Final Order on the LJF Application, p. 73 (Sept. 21, 2007) and Final Order on LJF Amendment #1, p. 60 (Nov. 20, 2009).

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, LJWP has analyzed and demonstrated that LJF, as amended, would comply with the applicable requirements outlined in OAR 345-027-0060(1)(f). LJWP has provided sufficient information to demonstrate that this second request for amendment is warranted and allowed.

SECTION 4

Transfer of Site Certificate Pursuant to 345-027-0100

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: This second request for amendment seeks Council approval to transfer a portion of the SC to PGE. If approved, this amendment would divide LJF into two separate facilities, each having an individual site certificate. The facilities would be known as LJIIA and LJIIB. The Council would issue one site certificate for LJIIA in the name of LJWP and one site certificate for LJIIB in the name of PGE. 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 capacity assuming a 30 percent net 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 LJWP entered into an Asset Purchase Agreement (APA) for (1) the development rights and SC for the Montague Wind Energy Facility and (2) the ownership rights and site certificate for the 111 MW LJIIB Facility. PGE and Iberdrola Renewables, LLC, LJWP's parent company, jointly prepared a "Benchmark Bid" consisting of LJIIB and Montague, 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 APA, if PGE and Montague's Benchmark Bid is selected, PGE will acquire the rights, title and interests in both LJIIB and Montague 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, LJWP seeks Council approval of the requested transfer, prior to closing.

As described in OAR 345-027-0100(12), the Council may act concurrently on the transfer request, and it is permissible to approve the transfer of the SC prior to closing because PGE will be legally entitled to ownership. Upon closing, PGE as transferee, would counter-sign the LJIIB site certificate, which would become effective upon that date. The transfer would also become effective on that date. Should closing not occur due to unforeseen circumstances, LJWP requests that the Council authorize LJWP to be the LJIIB certificate holder.

As part of this transfer request, LJWP requests Council approval of the sharing of the environmental studies and reporting requirements. Pursuant to the APA, LJWP and PGE have agreed to share related

or supporting facilities and environmental monitoring and reporting responsibilities, subject to compliance with site certificate conditions, as discussed further below.²⁹

Shared Related and Supporting Facilities

LJIIA and LJIB were constructed to be somewhat separate and independent; they have different turbine types, separate roads, collector lines and O&M buildings. LJIIA is comprised of 43 Suzlon 2.1 MW turbines (90.3 MW) and LJIB is comprised of 74 GE 1.5 MW turbines (111 MW). As shown on Figure 1, LJIIA is located west of Highway 19 and north of Cedar Springs Road and all of LJIB is located entirely south of Cedar Springs Road except for the 230-kV gen-tie transmission line and connection to BPA's Jones Canyon substation.

As part of the April 25, 2011 LJF annual report to ODOE, two maps showing the final as-built facility locations of LJIIA and LJIB within the approved site boundary were provided to ODOE (under condition 39). This section of the annual report also included four tables listing the Stateplane NAD 83(91) as-built coordinates for the LJIIA turbine towers, LJIIA collector lines and transmission line, LJIB turbine towers and LJIB collector lines and transmission line. Shape files identifying the LJIIA and LJIB project facilities, the site boundary and required setbacks were provided on a CD to ODOE submitted with the annual report on April 25, 2011 (under condition 39). For clarity and administrative purposes, LJWP is providing with this second amendment request updated maps for LJIIA and LJIB, updated to show the LJIIA and LJIB separate ownership and separate Facility site boundaries (see Figure 1 through 3). As shown on Figure 1, the LJIIA site boundary is located entirely west of Highway 19 and north of Cedar Springs Road and the LJIB site boundary is located south of Cedar Springs Road, except for the 230-kV gen-tie transmission line and connection to BPA's Jones Canyon substation. The LJIB site boundary around the 230-kV gen-tie transmission line and connection to BPA's Jones Canyon substation will overlap with the LJIIA site boundary.

As described in the approved Change Order, LJWP will be making minor modifications to the LJIIA collector substation that is located near BPA's Jones Canyon substation to provide physical separation between the LJIIA and LJIB equipment. LJWP plans to start construction of these modifications if the Benchmark Bid is selected as the winning bid and will complete construction prior to closing of the APA and SC transfer, in anticipation of the ownership change. 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 APA, LJWP and PGE will share the 230-kV transmission line to BPA's Jones Canyon substation and the new shared road shown on Figure 2. PGE will have a separate road around the LJIIA collector substation and a separate control building and LJIB circuit breaker adjacent to the LJIIA collector substation, as shown on Figure 1 through 3. This allows the LJIB equipment to be accessed, and maintained, separately and independently from the LJIIA equipment.

Shared Environmental Monitoring and Reporting

1. Fatality Monitoring – Pursuant to the APA, if the ownership transfer occurs prior to the end of the second year of monitoring, LJWP and PGE have agreed to coordinate their review of the second year study and report the results in a joint report to ODOE. As described in the LJF Wildlife Monitoring and Mitigation Plan,³⁰ for the purposes of determining whether a threshold has been exceeded, the average annual fatality rates for species groups shall be calculated after two years of monitoring. When LJIB was added to the LJF with Amendment

²⁹ Similar to the arrangement described in the Shepherd's Flat Wind Farm Final Order on Amendment #1, September 11, 2009, page 5.

³⁰ Attachment A to the Final Order on Amendment #1, pp A-9 (Nov. 20, 2009).

- #1, ODOE did not establish independent thresholds for LJIIA and LJIIB. Due to concerns over sample size and recognizing that LJWP and PGE have agreed to coordinate their review of the second year study and report results and jointly submit the second year study and report results to ODOE, LJWP requests that the average annual fatality rate for species groups continue to be calculated for LJIIA and LJIIB combined after two years of monitoring. Furthermore, the Year 2 Study should be completed in August 2013, which is prior to the expected closing date.
2. Raptor nest surveys – The first year study has been completed. After the ownership transfer, LJWP and PGE have agreed to provide separate reports to ODOE for subsequent surveys for LJIIA and LJIIB respectively.
 3. Washington ground squirrel surveys – The first year study has been completed. After the ownership transfer, LJWP and PGE have agreed to provide separate reports to ODOE for subsequent surveys for LJIIA and LJIIB respectively.
 4. Grassland bird study – The grassland bird study is being conducted on LJIIA property but applies to both LJIIA and LJIIB. LJWP and PGE have agreed to coordinate their review of the second year study and report the results in a joint report to ODOE.
 5. Wildlife Reporting and Handling System – LJWP and PGE have agreed to provide separate reports to ODOE for LJIIA and LJIIB respectively.
 6. Revegetation - If the ownership transfer occurs prior to the end of the third year of monitoring, LJWP and PGE have agreed to coordinate their review of the third year study and report the results in a joint report to ODOE. To the extent necessary, for all years after 2013, LJWP and PGE have agreed to provide separate reports to ODOE for LJIIA and LJIIB respectively.
 7. Habitat Mitigation Area – Pursuant to the APA, PGE will acquire the rights, title and interest to a 36 acre portion of the conservation easement, pro-rated based on LJIIB habitat impacts, as shown on Figure 4, and LJWP will manage and coordinate contractor access to the habitat mitigation area and reporting. LJWP and PGE have agreed to coordinate their review of monitoring and reporting results and jointly submit the report results to ODOE.
 8. Annual Report – For the annual report due on the April 30 deadline after the ownership transfer occurs, LJWP and PGE have agreed to coordinate the preparation and submission of separate annual reports.

(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 LJWP continue to work together on the conditions precedent to the APA, including selection of the Benchmark Bid as the winning bid. Pursuant to the APA, PGE will acquire the rights, title and interests in both LJIIB and Montague 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: PGE will not begin operation of LJIIB until after the Council approves the transfer request, the asset purchase closes and PGE counter-signs the LJIIB site certificate. As discussed earlier, pursuant to the APA, PGE will acquire the rights, title and interests in both LJIIB and Montague upon the close of the asset purchase, which is expected to occur in the fall of 2013 and no later than December 2013. To facilitate the assets purchase, LJWP seeks Council approval of the requested transfer prior to closing. As described in OAR 345-027-0100(12), the Council may act concurrently on the transfer request, and it is permissible to approve the transfer of the SC prior to closing because PGE will be legally entitled to ownership. Upon closing, PGE as transferee, would counter-sign the LJIIB site certificate, which would become effective upon that date. The transfer would also become effective on that date and PGE would take control of the operation of LJIIB.

(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 second request for amendment 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 second request for amendment (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 second request for amendment 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 APA, 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 second request for amendment 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 second request for amendment 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 APA.

(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: LJWP and PGE seek Council approval of the transfer request prior to the parties closing under the APA. Upon closing, PGE as transferee would counter-sign the LJIIB site certificate, 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: LJWP and PGE are not requesting a temporary amended site certificate, as closing will occur after this second request for amendment 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.

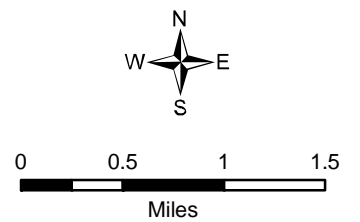
(c) The procedures described in OAR 345-027-0060 and OAR 345-027-0070 for any amendment request not described in (a) or (b).

Response: This second request for amendment is limited to the request to transfer a portion of the SC to PGE.

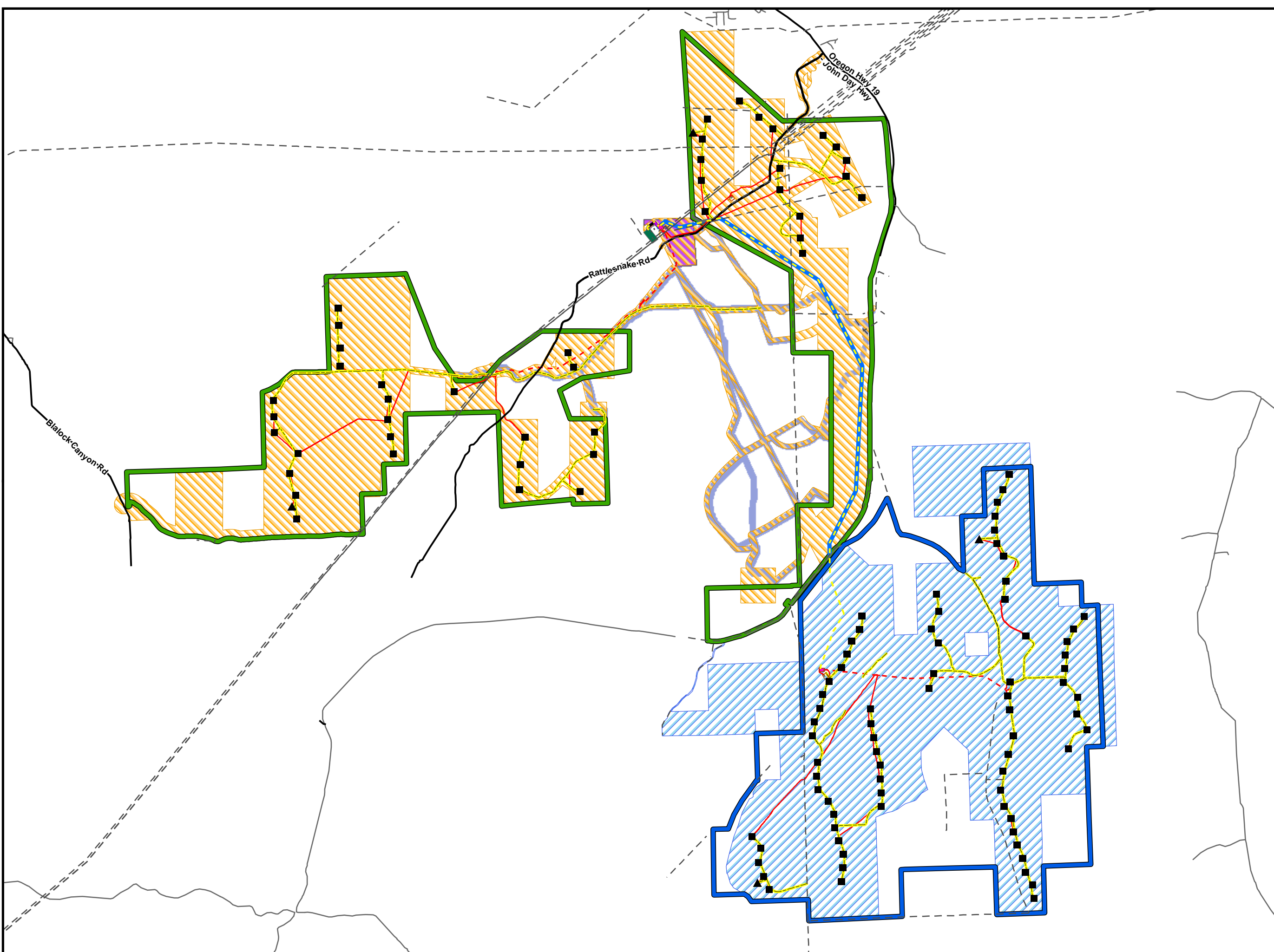
Figures

Figure 1
Leaning Juniper IIA
and Leaning Juniper IIB
Site Boundaries

- As-Built Turbine
- ▲ As-Built Met Tower
- As-Built Underground 34.5-kV Line
- - As-Built Overhead 34.5-kV Line
- - As-Built 230-kV Transmission Line
- Underground Fiber Optic
- As-Built Access
- As-Built Fence
- - Existing Transmission Line
- As-Built O&M Facility
- As-Built Substation
- Jones Canyon Substation
- Leaning Juniper IIA Site Boundary
- Leaning Juniper IIB Site Boundary
- Leaning Juniper IIB Transmission Line Easement Included in Leaning Juniper IIB Site Boundary
- Lease Boundary
 - Leaning Juniper IIA
 - Leaning Juniper IIB
 - Tatone Farm LLC



Modified Date: 10/30/2012)



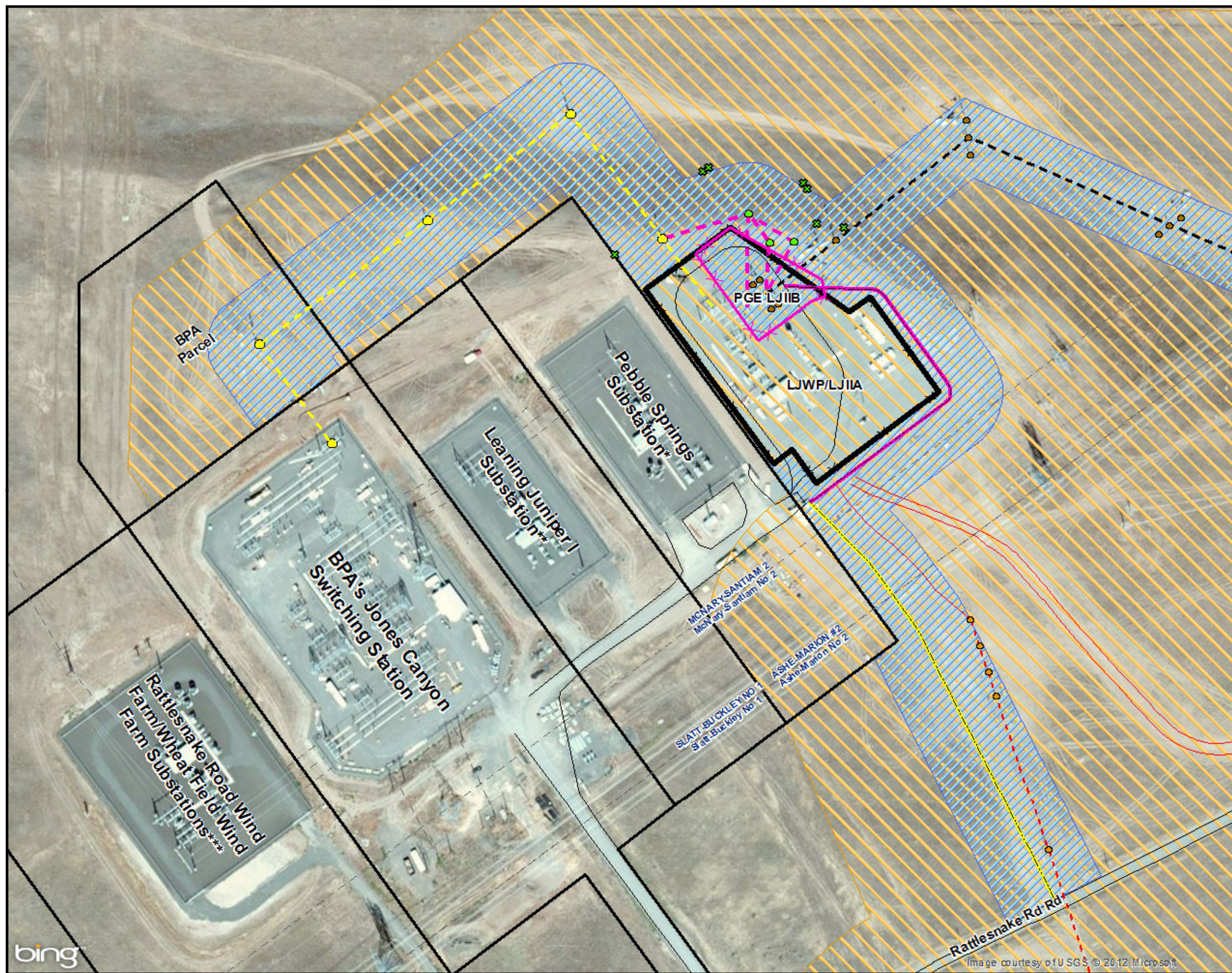


Figure 2
LJIIB and LJIIIB Collector Substation Separation and Connection to BPA Jones Canyon

PGE Leaning Juniper IIB Facilities

- Shared 230-kV Pole – Leaning Juniper Ila/b
- As-Built 230-kV Pole – PGE Leaning Juniper IIB
- PGE LJIIIB Poles
- ✕ PGE LJIIIB Anchors
- PGE LJIIb 230-kV Transmission Line
- ✕ PGE Fence Around LJIIIB
- PGE Road for Separate Access to LJIIIB Equipment
- Shared Access Road - Leaning Juniper IIA/B
- Shared 230-kV Transmission Line -PGE Leaning Juniper IIB
- ▨ Leaning Juniper IIA Site Boundary
- ▨ PGE Leaning Juniper IIB Site Boundary

Leaning Juniper IIA Facilities

- Shared 230-kV Pole – Leaning Juniper Ila/b
- As-Built 34.5-kV Pole – Leaning Juniper Ila
- As-Built Leaning Juniper Ila Underground 34.5-kV Line
- As-Built Leaning Juniper Ila Overhead 34.5-kV Line

Other Facilities

- Existing BPA Transmission Line
- Existing Road
- ▣ As-Built Substation








*** owned by EDP Renewables
 ** owned by Pacificorp
 * owned by Iberdrola Renewables



Figure 4

LJIIA and LJIB Habitat Mitigation Areas

Legend

-  440 acre Mitigation Area discussed in LJF Final Order on Amendment #1
-  PacifiCorp's Leaning Juniper I Wind Project - 80 acre Mitigation Site
-  Pebble Springs Wind Project - 80 acre Mitigation Site
-  Leaning Juniper IIa - 56 acre Mitigation Site
-  Leaning Juniper IIb - 36 acre Mitigation Site
-  Montague Wind Project - Mitigation Area discussed in Montague ASC Figure P-11 and Final Order
-  Montague Wind Project - 80 acre Executed Conservation Easement



0 1,000 2,000
Feet



ATTACHMENT 1

Articles of Incorporation for PGE

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:

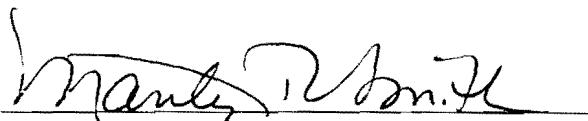
PORTLAND GENERAL ELECTRIC COMPANY

*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.
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.

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 24th 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 24th 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

0000 0000 0010 0019

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.
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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.

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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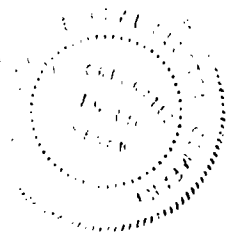
Preferred stock.	Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock;
------------------	--

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).

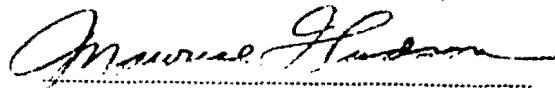
The One Million Five Hundred Thousand (1,500,000) shares of common stock of
no par value heretofore authorized, of which One Million Two Hundred Fifty Thousand
(1,250,000) shares are issued and outstanding, are hereby reclassified, changed
into and shall be One Million Five Hundred Thousand (1,500,000)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

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. Cabell
William F. Cabell
James D. Cabell
James D. Cabell
James D. Cabell
James D. Cabell

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.

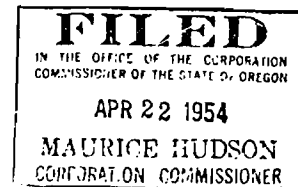
State Printing Dept. 4431

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at 9 o'clock A.M. the 13th
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.

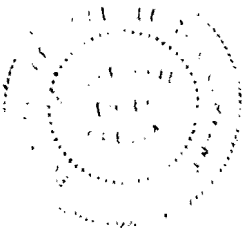
PREFERRED STOCK. Preferred stock shall be authorized in such issues and classes as may from time to time be determined by the holders of a majority of the then outstanding common stock; each such authorized issue of preferred stock to be of such class, with or without par value, in such number of shares, 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

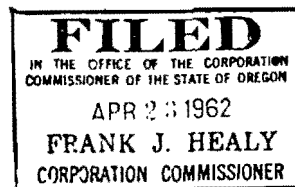
Filed in the office of the CORPORATION
COMMISSIONER of the STATE of OREGON
at 9:36 o'clock AM the 22nd
day of April 19 54

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 17th 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

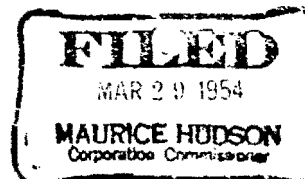
My commission expires: 2/17/54

File No. 34142

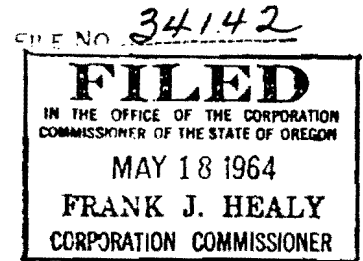
**Designation of Initial
Registered Office and
Registered Agent**

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

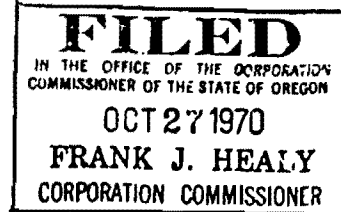
STATE OF OREGON, }
County of Multnomah. } ss.

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.

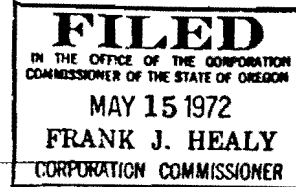
Mabel Slaten
Notary Public for Oregon

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 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 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.

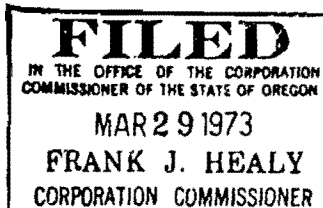
Mabel Slaten
Notary Public for Oregon

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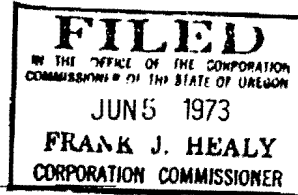
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12b-B Articles of Amendment—Gain
7-71 Submit in duplicate

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:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Shares Voted	
		For	Against
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
3. 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

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.

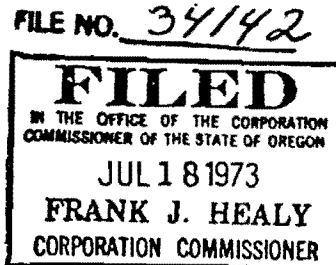
(j) Subject to the limitations set forth in subdivision (c) of this Article VI (and subject to the rights of any other class of stock hereafter authorized), upon any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the net assets of the corporation shall be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

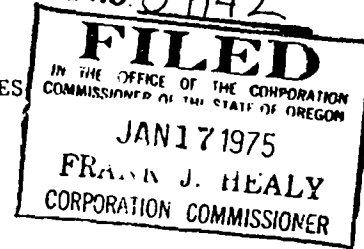
I, Mabel Slaten, a Notary Public, do hereby certify that on this 17th day of July, 1973, personally appeared before me Hilbert S. Johnson and Warren Hastings, who declared he is Senior Vice President of the corporation and that he is Assistant Secretary of the corporation executing the foregoing document, 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.

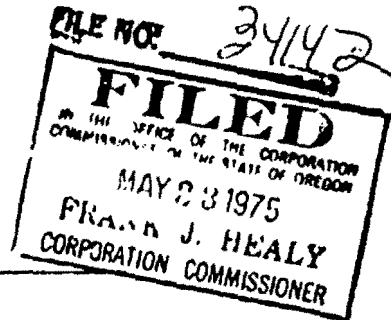
IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year before written.

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



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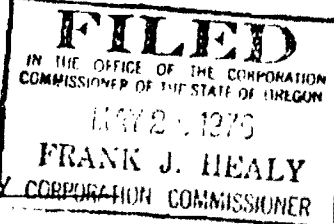
12b-B Articles of Amendment—F Gain
7-74 Submit in duplicate

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

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1501
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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.

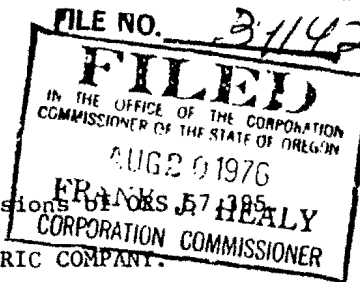
(l) Upon the issuance for money or other consideration of any shares of capital stock of the Corporation, or of any security convertible into capital stock of the Corporation, no holder of shares of the capital stock, irrespective of the class or kind thereof, shall have any preemptive or other right 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

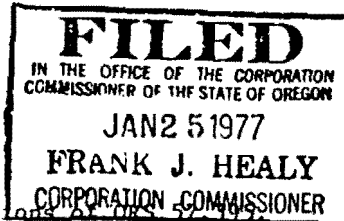
By Jack Bane
Secretary or Assistant Secretary

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:

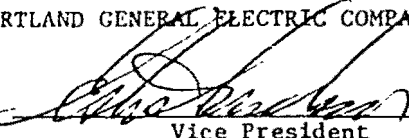
Common Stock	\$ 71,474,659
Preferred Stock	130,500,000
	<u>\$201,974,659</u>

- (e) The articles of incorporation of the corporation do not provide that the cancelled shares shall not be reissued.

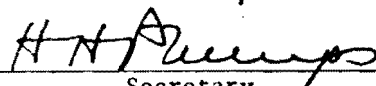
We, the undersigned, declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.

PORTLAND GENERAL ELECTRIC COMPANY

By


Vice President

By


Secretary

FILE NO. 34142

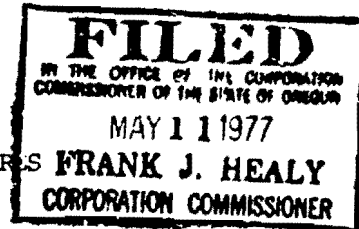
EXHIBIT A

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.

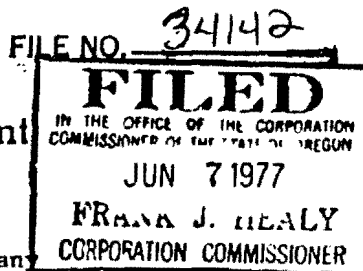
IN WITNESS THEREOF, I have hereunto set my hand and seal the day and year before written.

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 (\$125,000,000) 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 shares which, at time of adoption of amendment, were outstanding 24,190,810; entitled to vote thereon 21,154,248; voted for amendment 13,438,408.04; voted (May 11) (March 25) 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

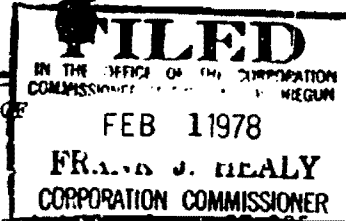
Secretary

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

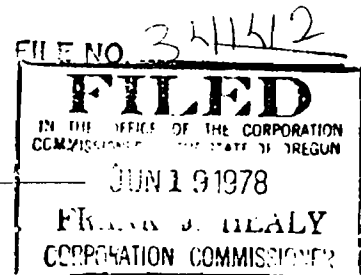
By E. P. [Signature]
Vice President

B7 Nella A. [Signature]
Assistant Secretary

0000 0000 0010 0145

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, voted
(May against 1,014,517.592 (March 24)

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. Hart

and

H. H. Smith

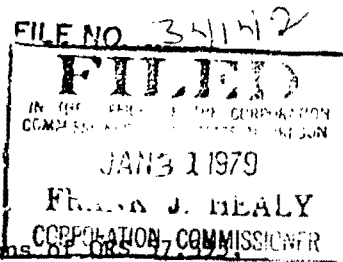
President

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

- (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.

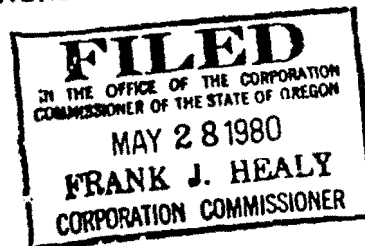
DATED THIS 31ST DAY OF JANUARY, 1979.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock
Vice President

By Arthur 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

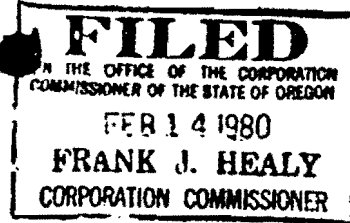
Secretary

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.

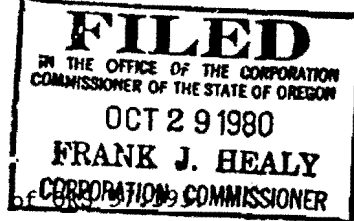
DATED THIS 31ST DAY OF JANUARY, 1980.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock
Vice-President

By Janis Rigney
Assistant Secretary

FILE NO. 34142



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

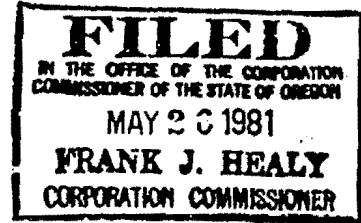
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12b-B Articles of Amendment—For Gain
7-74 Submit in duplicate

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.


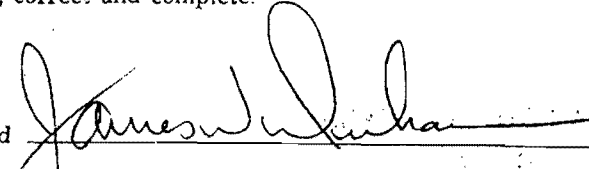
4. If the shares of any class were entitled to vote on such amendment as a class, designate the number of outstanding shares entitled to vote thereon and the number of shares of each such class voted for and against such amendment: N/A

<u>Class</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>Number of Shares Voted For</u> <u>Against</u>
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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: 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.

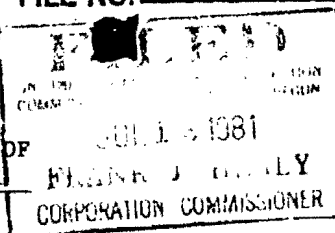
 and 

President Secretary

Dated May 21, 1981

FILE NO. 34142

STATEMENT OF CANCELLATION OF
SHARES OF PREFERRED STOCK



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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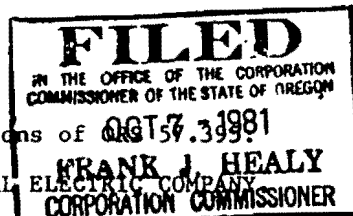
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STATEMENT OF CANCELLATION OF
SHARES OF PREFERRED STOCK



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:

Shares Issued	Class	Series
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

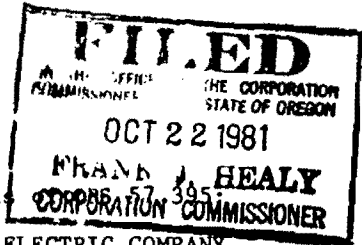
By Wm. [Signature]
Assistant Secretary

PRG/rn
6-68.6B23

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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

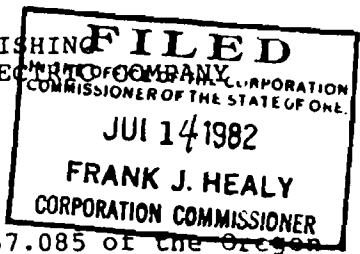
SUBSCRIBED and SWORN to before me this 17th day of
March, 1982.

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

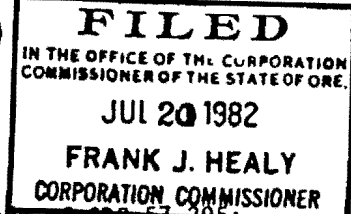
By James W. Durham
James W. Durham, Secretary

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

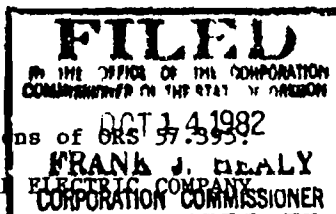
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FILE NO

34142

STATEMENT OF CANCELLATION OF
SHARES OF PREFERRED STOCK



The following statement is made pursuant to the provisions of 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:

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 corporation, 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 N. Woodcock
Vice President

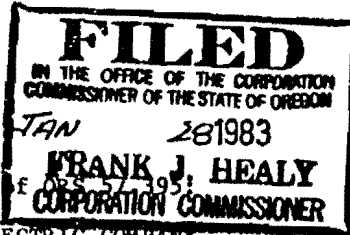
By C. M. K.
Carol A. Abrahamson
Assistant Secretary

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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

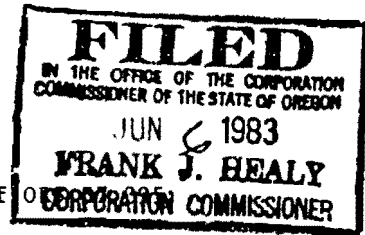
CAROL A. ABRAHAMSON
Assistant Secretary
Carol A. Abrahamson

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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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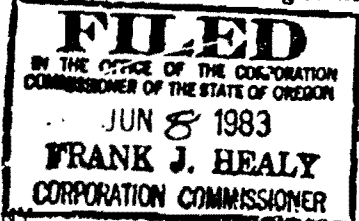
MAY 22 1983

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; ³³⁹ 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
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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: 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. Linsblad and

James L. Linsblad

President

Secretary

Dated May 18, 19 83

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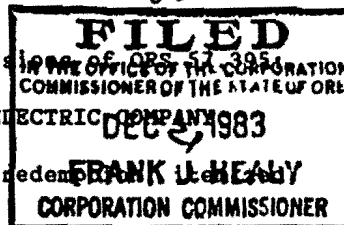
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**STATEMENT OF CANCELLATION OF
SHARES OF PREFERRED STOCK**

831.115 5.00



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 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:

<u>Shares Issued</u>	<u>Class</u>	<u>Series</u>
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	<u>247,679,700.00</u>
Total	<u>\$430,074,747.50</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.

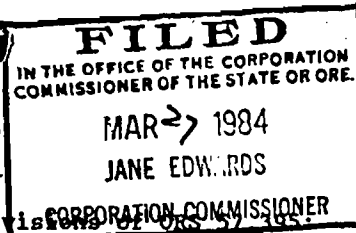
DATED THIS 16TH DAY OF DECEMBER, 1983.

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

PRG/6sh

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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

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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.

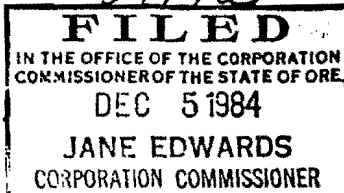
PORTLAND GENERAL ELECTRIC COMPANY

By William J. Lue
Vice President

By Walter H. Heston
Assistant Secretary

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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

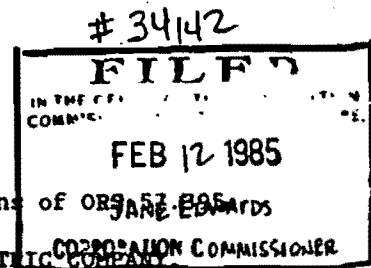
By

Alvin Alexanderson
Assistant Secretary
Alvin Alexanderson

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**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>
Total	\$432,552,531.25

- 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

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34142

FILEDIN 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.

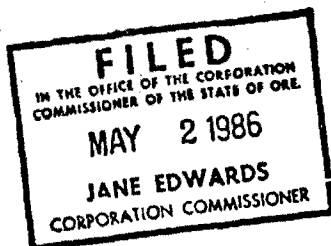
DATED THIS 6TH DAY OF MAY, 1985.

PORTLAND GENERAL ELECTRIC COMPANY

By James N. Woodcock
Vice PresidentBy [Signature]
Assistant SecretaryNJH/6dd
0221210.585

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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.

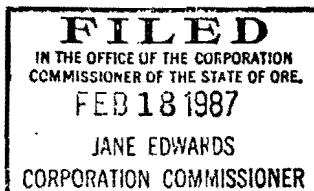
PORTLAND GENERAL ELECTRIC COMPANY

By 
Vice President

By 
Assistant Secretary

240
1086

03414216



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
Total	\$391,224,788.75

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: [Signature] and [Signature]
 President or Vice President Secretary or Assistant Secretary

Dated February 9, 1987.

Person to contact about this filing:

Molly J. Milan

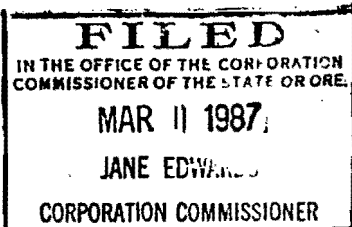
0299d

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

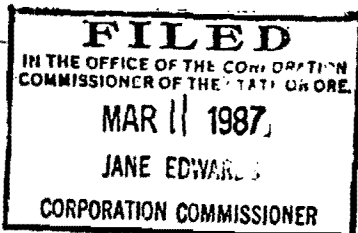
(503) 220-3000
PHONE NUMBER

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

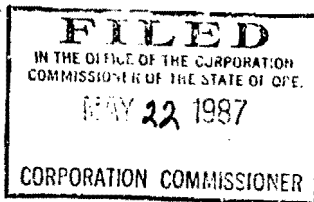
PHONE NUMBER

Submit the original and one true copy to the Corporation Division, Commerce Bldg., 158 - 12th Street NE, Salem, Oregon 97310.

BC-8 (8/85)

3/11 A
AK

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

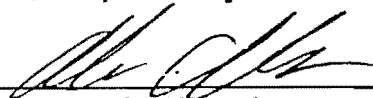
4. Amount of stated capital of corporation after giving effect to such cancellation:

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 Title
General Counsel & Secretary

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) 278-8166.

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-2
P

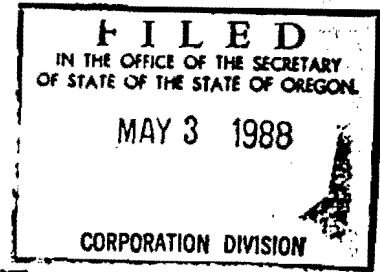
Submit the Original
And One True Copy
No Fee Required

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
6-8-92

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.

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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,

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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

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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

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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,
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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
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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

Marc S. Bocci

Title

Corporate Secretary

7) CONTACT NAME (To resolve questions with this filing.)

Marc S. Bocci

DAYTIME PHONE NUMBER (Include area code.)

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.

ATTACHMENT 2

Redline Site Certificate

~~First Amended~~ Site Certificate
for the
Leaning Juniper II A Wind Power Facility

72756717.1 0058892-00391

The Oregon Energy Facility Siting Council

~~FIRST AMENDED~~-SITE CERTIFICATE

FOR THE LEANING JUNIPER II^A WIND POWER FACILITY

I. INTRODUCTION

The Oregon Energy Facility Siting Council (Council) issues this site certificate for the Leaning Juniper II A 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 Leaning Juniper Wind Power II LLC (certificate holder) authorizing the certificate holder to construct and operate the facility in Gilliam County, Oregon.

[Amendment #2 (LJF)]

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 facility issued on September 21, 2007, ~~and~~ (b) the Council's *Final Order on Amendment #1 for LJF*, ~~and (c) the Council's Final Order on Amendment #2 for LJF~~. In interpreting this site certificate, any ambiguity will be clarified by reference to the following, in order of priority: (1) this ~~Amended~~ Site Certificate, (2) ~~the Final Order on Amendment #2 for LJF~~, (3) ~~the Final Order on Amendment #1 for LJF~~, (34) ~~the Final Order on the Application for LJF~~, and (45) the record of the proceedings that led to the Final Orders on the Application, ~~and~~ Amendment #1, ~~and Amendment #2 for LJF~~. [Amendment #2 (LJF)+]

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 Orders on the Application and Amendment #1 for LJF and Amendment #2 for LJF. 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 #2 (LJF)+]
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

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 Orders on the Application and Amendment #1 for LJE and Amendment #2 for LJE. 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 #2 (LJE)+]

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).

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).

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).

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).

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).

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 operating electric power generating plant with an average electric generating capacity of approximately 3092 megawatts and a peak generating capacity of not more than 90.3 megawatts that produces power from wind energy. The facility consists of not more than 43 wind turbines. The maximum peak generating capacity of each turbine is not more than 2.1 megawatts. The energy facility is described further in the Final Orders on the Application and Amendment #1 for the LJE. [Amendment #2 (LJE)]

(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 **Amendment #2 for LJF**~~The Application on the facility~~:

- Power collection system
- Substations and interconnection system
- Meteorological towers
- Operations and maintenance facilities

- Control system
 - Access roads
- ~~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 30 percent of the collector system is installed aboveground.

Substations and Interconnection System

The facility includes a substation located near the Bonneville Power Administration (BPA) Jones Canyon Switching Station. An aboveground transmission line less ~~than 400 feet in length~~ carries the power from the substation to a BPA switching station and an interconnection with the regional transmission grid through BPA's McNary-Santiam 230-kV transmission line. ~~The facility may include a second substation located within the area added to the facility by Amendment #1 (LJHB) and a 230 kV transmission line to carry power from the second substation to the facility substation located near the Jones Canyon Switching Station. Alternatively, the facility may include two parallel double circuit 34.5 kV lines to carry power from the LJHB area to the facility substation.~~ [Amendment #2 (LJF)]

Meteorological Towers

The facility includes ~~two~~four permanent meteorological (met) towers. The met towers are non-guyed steel towers approximately 80 meters in height. [Amendment #2 (LJF)]

Operations and Maintenance Facilities

The facility includes one ~~or two~~ operations and maintenance (O&M) buildings with approximately ~~two~~2.5 acres of fenced, graveled parking and storage area ~~adjacent to each building.~~ [Amendment #2 (LJF)]

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.

Access Roads

The facility includes access roads to provide access to the turbine strings.

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 southwest of Arlington, in Gilliam County, Oregon. The site is in Townships ~~4-2~~ and 3 North and Ranges 20 ~~and 21 East~~ and 22 East. The facility is located on land subject to lease agreements with landowners. [Amendment #~~2 (LJF)~~1]

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, "Office of Energy" means the Oregon Department of Energy, and the other 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.

1 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.

2 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.

3 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.
- 4 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 25 and 26.*)
- 5 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 a 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.
- 6 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 Office and receive Office approval before beginning construction or, as appropriate, operation of the facility.
- 7 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.
- 8 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 30.*)
- 9 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

1 retire the facility according to a final retirement plan approved by the Council, as described
2 in OAR 345-027-0110. The certificate holder shall pay the actual cost to restore the site to a
3 useful, non-hazardous condition at the time of retirement, notwithstanding the Council's
4 approval in the site certificate of an estimated amount required to restore the site.

5 10 OAR 345-027-0020(10): The Council shall include as conditions in the site certificate all
6 representations in the site certificate application and supporting record the Council deems to
7 be binding commitments made by the applicant.

8 11 OAR 345-027-0020(11): Upon completion of construction, the certificate holder shall
9 restore vegetation to the extent practicable and shall landscape all areas disturbed by
10 construction in a manner compatible with the surroundings and proposed use. Upon
11 completion of construction, the certificate holder shall remove all temporary structures not
12 required for facility operation and dispose of all timber, brush, refuse and flammable or
13 combustible material resulting from clearing of land and construction of the facility.

14 12 OAR 345-027-0020(12): The certificate holder shall design, engineer and construct the
15 facility to avoid dangers to human safety presented by seismic hazards affecting the site that
16 are expected to result from all maximum probable seismic events. As used in this rule
17 "seismic hazard" includes ground shaking, landslide, liquefaction, lateral spreading, tsunami
18 inundation, fault displacement and subsidence.

19 13 OAR 345-027-0020(13): The certificate holder shall notify the Department, the State
20 Building Codes Division and the Department of Geology and Mineral Industries promptly if
21 site investigations or trenching reveal that conditions in the foundation rocks differ
22 significantly from those described in the application for a site certificate. After the
23 Department receives the notice, the Council may require the certificate holder to consult
24 with the Department of Geology and Mineral Industries and the Building Codes Division
25 and to propose mitigation actions.

26 14 OAR 345-027-0020(14): The certificate holder shall notify the Department, the State
27 Building Codes Division and the Department of Geology and Mineral Industries promptly if
28 shear zones, artesian aquifers, deformations or clastic dikes are found at or in the vicinity of
29 the site.

30 15 OAR 345-027-0020(15): Before any transfer of ownership of the facility or ownership of the
31 site certificate holder, the certificate holder shall inform the Department of the proposed new
32 owners. The requirements of OAR 345-027-0100 apply to any transfer of ownership that
33 requires a transfer of the site certificate

34 16 OAR 345-027-0020(16): If the Council finds that the certificate holder has permanently
35 ceased construction or operation of the facility without retiring the facility according to a
36 final retirement plan approved by the Council, as described in OAR 345-027-0110, the
37 Council shall notify the certificate holder and request that the certificate holder submit a
38 proposed final retirement plan to the Office within a reasonable time not to exceed 90 days.
39 If the certificate holder does not submit a proposed final retirement plan by the specified
40 date, the Council may direct the Department to prepare a proposed a final retirement plan for
41 the Council's approval. Upon the Council's approval of the final retirement plan, the
42 Council may draw on the bond or letter of credit described in section (8) to restore the site to
43 a useful, non-hazardous condition according to the 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 this chapter 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 section (a) and monitoring programs required by permitting agencies and local governments.

(c) For each monitoring program described in sections (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 a 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

1 when construction begins. Construction is defined in OAR 345-001-0010. In reporting the
2 beginning of construction, the certificate holder shall describe all work on the site
3 performed before beginning construction, including work performed before the Council
4 issued the site certificate, and shall state the cost of that work. For the purpose of this
5 exhibit, "work on the site" means any work within a site or corridor, other than surveying,
6 exploration or other activities to define or characterize the site or corridor. The certificate
7 holder shall document the compliance plan and maintain it for inspection by the
8 Department or the Council.

9 21 OAR 345-026-0080: The certificate holder shall report according to the following
10 requirements:

11 (a) General reporting obligation for energy facilities under construction or operating:

12 (i) Within six months after beginning construction, and every six months thereafter
13 during construction of the energy facility and related or supporting facilities, the certificate
14 holder shall submit a semiannual construction progress report to the Department of Energy.
15 In each construction progress report, the certificate holder shall describe any significant
16 changes to major milestones for construction. The certificate holder shall include such
17 information related to construction as specified in the site certificate. When the reporting
18 date coincides, the certificate holder may include the construction progress report within
19 the annual report described in this rule.

20 (ii) By April 30 of each year after beginning construction, the certificate holder shall
21 submit an annual report to the Department addressing the subjects listed in this rule. The
22 Council Secretary and the certificate holder may, by mutual agreement, change the
23 reporting date.

24 (iii) To the extent that information required by this rule is contained in reports the
25 certificate holder submits to other state, federal or local agencies, the certificate holder may
26 submit excerpts from such other reports to satisfy this rule. The Council reserves the right
27 to request full copies of such excerpted reports.

28 (b) In the annual report, the certificate holder shall include the following information
29 for the calendar year preceding the date of the report:

30 (i) Facility Status: An overview of site conditions, the status of facilities under
31 construction and a summary of the operating experience of facilities that are in operation.
32 In this section of the annual report, the certificate holder shall describe any unusual events,
33 such as earthquakes, extraordinary windstorms, major accidents or the like that occurred
34 during the year and that had a significant adverse impact on the facility.

35 (ii) Reliability and Efficiency of Power Production: For electric power plants, the
36 plant availability and capacity factors for the reporting year. The certificate holder shall
37 describe any equipment failures or plant breakdowns that had a significant impact on those
38 factors and shall describe any actions taken to prevent the recurrence of such problems

39 (iii) Fuel Use: For thermal power plants:

40 (A) The efficiency with which the power plant converts fuel into electric
41 energy. If the fuel chargeable to power heat rate was evaluated when the facility was sited,
42 the certificate holder shall calculate efficiency using the same formula and assumptions, but
43 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).

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.

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

~~The certificate holder shall request an amendment of the site certificate if the LJ North components are built or operated as part of the Pebble Springs Wind Project under the authority of a Gilliam County Conditional Use Permit.~~ [Amendment #2 (LJF)]

The certificate holder shall begin construction of the facility by September 24, 2010. 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 (LJF)]

The certificate holder shall complete construction of the facility by September 24, 2013. 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 (LJF)]

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:

- (a) The total number of turbines at the facility must not exceed ~~12747~~ turbines.
- (b) The peak generating capacity of each turbine must not exceed 3.0 megawatts.
- (c) The combined peak generating capacity of the facility must not exceed ~~124 277~~ megawatts.

(d) The turbine hub height must not exceed 100 meters, and the turbine blade tip height must not exceed 150 meters.

(e) The minimum blade tip clearance must be 30 meters above ground.

(f) The certificate holder shall request an amendment of the site certificate to increase the combined peak generating capacity of the facility or to increase the number of wind turbines or the dimensions of wind turbines at the facility.

[Amendment #1 (LJF)]

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.

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 OAR 345-001-0010 or ORS 469.300 and shall provide to the Department a description of the work and evidence that its value is less than \$250,000.

Before beginning construction of the LJIIA components as described in the *Final Order on Amendment #1 for LJF*, the certificate holder shall submit to the State of Oregon through the

Comment [smp1]: To ODOE: The current SC permits up to 127 wtgs and up to 277 MW. LJIIA is operating with 43 wtgs and 90.3 MW and LJIB is operating with 74 wtgs and 111 MW. Thus the SC currently permits an excess of 10 wtgs and 75.7 MW. We are suggesting revising the condition to allot the excess permitted # of wtgs and MWs and divide them between LJIIA and LJIB in the event the certificate holder were to repower or modify a turbine. Depending on the circumstances, this modification could require an amendment, but may not require a change to this condition. On a recent KIII SC amendment, we changed out a blade with a longer blade on the MHI turbine in Sherman County. While the change out did not increase the # of turbines and MWs, it's an example of a potential change out. A generator change out or replacement, for ex, could increase the nameplate MW capacity.

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 \$8.847 million (in 2006 dollars), 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).

Comment [e2]: To ODOE: The revised estimate for site restoration, including the planned modifications at the LJF collector substation, is 10.284 million dollars (presented in 1st Quarter 2012 dollars), \$4,846,000 for LJIIA.

(a) The certificate holder may adjust the amount of the bond or letter of credit based on the final design configuration of the LJIIA components by applying the unit costs and general costs illustrated in Table 2 and Table 3 of the Final Order on the Application to the final design 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 2006 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 annual average index value for 2006 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 2006 dollars to present value.

(ii) Add 1 percent of the adjusted Subtotal (i) for the adjusted performance bond amount to determine the adjusted Gross Cost.

(iii) Add 10 percent of the adjusted Gross Cost for the adjusted administration and project management costs and 10 percent of the adjusted Gross Cost for the adjusted future developments contingency.

(iv) Add the adjusted Gross Cost (ii) to the sum of the percentages (iii) and round the resulting total to the nearest \$1,000 to determine the adjusted financial assurance amount.

(c) The certificate holder shall use a form of bond or letter of credit approved by the Council.

(d) The certificate holder shall use an issuer of the bond or letter of credit approved by the Council.

(e) The certificate holder shall describe the status of the bond or letter of credit in the annual report submitted to the Council under Condition 21.

(f) The bond or letter of credit shall not be subject to revocation or reduction before retirement of the facility site.

[Amendment #2(LJF)+]

31 If the certificate holder elects to use a bond to meet the requirements of Condition 30 or Condition 101, the certificate holder shall ensure that the surety is obligated to comply with the requirements of applicable statutes, Council rules and this site certificate when the surety exercises any legal or contractual right it may have to assume construction, operation or retirement of the energy facility. The certificate holder shall also ensure that the surety is obligated to notify the Council that it is exercising such rights and to obtain any Council approvals required by applicable statutes, Council rules and this site certificate before the

surety commences any activity to complete construction, operate or retire the energy facility.

[Amendment #1 (LJF)]

32 Before beginning construction, the certificate holder shall notify the Department of the identity and qualifications of major construction contractor(s) for specific portions of the work. The certificate holder shall select contractors that have substantial experience in the design and construction of similar facilities. The certificate holder shall report to the Department any change of major construction contractors.

33 The certificate holder shall contractually require all construction contractors and subcontractors involved in the construction of the facility to comply with all applicable laws and regulations and with the terms and conditions of the site certificate. Such contractual provisions shall not operate to relieve the certificate holder of responsibility under the site certificate.

34 During construction, the certificate holder shall have an on-site assistant construction manager who is qualified in environmental compliance to ensure compliance with all construction-related site certificate conditions. During operation, the certificate holder shall have a project manager who is qualified in environmental compliance to ensure compliance with all ongoing site certificate conditions. The certificate holder shall notify the Department of the name, telephone number, fax number and e-mail address of these managers and shall keep the Department informed of any change in this information.

35 Within 72 hours after discovery of conditions or circumstances that may violate the terms or conditions of the site certificate, the certificate holder shall report the conditions or circumstances to the Department.

2. Land Use Conditions

36 The certificate holder shall cooperate with the Gilliam County Road Department to ensure that any unusual damage or wear to county roads that is caused by construction of the facility is repaired by the certificate holder. Upon completion of construction, the certificate holder shall restore county roads to pre-construction condition or better, to the satisfaction of the County Road Department.

37 During construction, the certificate holder shall implement measures to reduce traffic impacts, including:

(a) Providing notice to adjacent landowners when heavy construction traffic is anticipated.

(b) Providing appropriate traffic safety signage and warnings.

(c) Requiring flaggers to be at appropriate locations at appropriate times during construction to direct traffic reduce accident risks.

(d) Using traffic diversion equipment (such as advanced signage and pilot cars) when slow or oversize construction loads are anticipated.

(e) Maintaining at least one travel lane at all times to the extent reasonably possible so that roads will not be closed to traffic because of construction vehicles. [Amendment #1 (LJF)]

(f) Encouraging carpooling for the construction workforce.

(g) Including traffic control procedures in contract specifications for construction of the facility.

(h) Keeping the access from Highway 19 free of gravel that tracks out onto the highway.

38 The certificate holder shall ensure that no equipment or machinery is parked or stored on any county road except while in use.

39 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, nearest boundary of the certificate holder's lease area or 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.

[Amendment #1 (LJF)]

40 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.

41 The certificate holder shall locate access roads and temporary construction laydown and staging areas to minimize disturbance with 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.

42 Before beginning construction of any phase 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 farmland adjacent to the construction area consistent with Gilliam County Zoning Ordinance 7.020(T)(4)(a)(5). [Amendment #1 (LJF)]

43 The certificate holder shall install lockable gates at the substation and on private access roads.

44 Within 90 days after beginning operation of any phase of the facility, the certificate holder shall provide to the Department and to the Gilliam County Planning Director the actual latitude and longitude location or Stateplane NA D 83(91) coordinates of each turbine tower, connecting line and transmission line built in that phase. In addition, the certificate holder shall provide to the Department and to the Gilliam County Planning Director, a summary of as-built changes in the facility compared to the original plan, if any. [Amendment #1 (LJF)]

3. Cultural Resource Conditions

45 Before beginning construction of the LJIIA components as described in the *Final Order on Amendment #1 for LJF*, the certificate holder shall provide to the Department a map showing the final design locations of all LJIIA components and areas that would be disturbed during their construction and also showing the LJIIA areas that were surveyed in 2004, 2005 and 2006 for cultural resources as described in the site certificate application. If areas to be disturbed during construction lie outside of the surveyed areas, the certificate holder shall hire qualified personnel to conduct field investigation of those areas. The certificate holder shall provide a written report of the field investigation to the Department and to the State Historic Preservation Office (SHPO). If any historic, cultural or archaeological resources are found during the field investigation, the certificate holder shall ensure that construction and operation of the facility will have no impact on the resources. The certificate holder shall instruct all construction personnel to avoid the areas where resources were identified in the 2004-2006 surveys or were found during pre-construction investigations and shall implement other appropriate measures to protect the resources. [Amendment #2 (LJF)]

46 The certificate holder shall ensure that a qualified person instructs construction personnel in the identification of cultural materials and avoidance of accidental damage to identified resource sites.

47 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 State Historic Preservation Office (SHPO) of the find. If the archaeologist determines that the resource is significant, the certificate holder shall make recommendations to the Council for mitigation, including avoidance or data recovery, in consultation with the Department, SHPO and other appropriate parties. The certificate holder shall not restart work in the affected area until the certificate holder has demonstrated to the Department that it has complied with the archaeological permit requirements administered by SHPO.

48 During construction of the LJIIA components as described in the *Final Order on Amendment #1 for LJF*, the certificate holder shall label all identified historic, cultural or archaeological resource sites on construction maps and drawings as “no entry” areas, and if construction activities will occur within 200 feet of an identified site, the certificate holder shall flag a 50-foot buffer around the site. ~~During construction of the LJIB components, the~~

certificate holder shall label the site identified as LJ 4/10/09-8 in the Request for Amendment #1 on construction maps and drawings as a "no entry" area, and if construction will occur within 200 feet of the site, the certificate holder shall flag a 50-foot buffer around the site. [Amendment #2 (LJF)]

4. Geotechnical Conditions

49 Before beginning construction of any phase of the facility, the certificate holder shall conduct site-specific geotechnical investigation of that phase and shall report its findings to the Oregon Department of Geology & Mineral Industries (DOGAMI). 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." [Amendment #1 (LJF)]

50 The certificate holder shall design and construct the facility in accordance with requirements set forth by the State of Oregon's Building Code Division and any other applicable codes and design procedures. The certificate holder shall design all components of the facility to meet or exceed the minimum standards required by the 2003 International Building Code.

51 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

52 The certificate holder shall notify the Department within 72 hours of any accidents including mechanical failures on the site associated with construction or operation of the facility that may result in public health and safety concerns.

53 Before beginning construction of any phase of the facility, the certificate holder shall submit Notices of Proposed Construction or Alteration to the Federal Aviation Administration (FAA) and the Oregon Department of Aviation identifying the proposed final locations of the turbines and related or supporting facilities in that phase of construction. The certificate holder shall promptly notify the Department of the responses from the FAA and the Oregon Department of Aviation. [Amendment #1 (LJF)]

54 To protect the public from electrical hazards, the certificate holder shall enclose the facility substations with appropriate fencing and locked gates.

55 The certificate holder shall construct turbine towers that are smooth steel structures with no exterior ladders or access to the turbine blades and shall install locked access doors accessible only to authorized personnel.

56 The certificate holder shall follow manufacturers' recommended handling instructions and procedures to prevent damage to towers or blades that could lead to failure.

57 The certificate holder shall have an operational safety monitoring program and shall inspect turbine blades on a regular basis for signs of wear. The certificate holder shall repair turbine blades as necessary to protect public safety.

58 The certificate holder shall install and maintain self-monitoring devices on each turbine, linked to sensors at the operations and maintenance building, to alert operators to potentially

dangerous conditions, and the certificate holder shall immediately remedy any dangerous conditions. The certificate holder shall maintain automatic equipment protection features in each turbine that would shut down the turbine and reduce the chance of a mechanical problem causing a fire.

59 The certificate holder shall install generator step-up transformers at the base of each tower in locked cabinets designed to protect the public from electrical hazards and shall design the cabinets to avoid creation of artificial habitat for raptor prey.

60 The certificate holder shall construct turbines on concrete pads with a minimum of 10 feet of non-flammable and non-erosive ground cover on all sides. The certificate holder shall cover turbine pad areas with non-erosive material immediately following exposure during construction and shall maintain the pad area covering during operation of the facility.

61 During construction and operation of the facility, the certificate holder shall develop and implement fire safety plans in consultation with the North Gilliam County Rural Fire Protection District and the Arlington Fire Department to minimize the risk of fire and to respond appropriately to any fires that occur on the facility site. In developing the fire safety plans, the certificate holder should take into account the dry nature of the region and should address risks on a seasonal basis. The certificate holder shall meet annually with District and Fire Department personnel to discuss emergency planning and shall invite District and Fire Department personnel to observe any emergency drill or tower rescue training conducted at the facility.

62 During construction and operation of the facility, the certificate holder shall ensure that the O&M buildings and all service vehicles are equipped with shovels and portable fire extinguishers of a 4A50BC or equivalent rating.

63 During construction, the certificate holder shall ensure that construction vehicles and equipment are operated on graveled areas to the extent possible and that open flames, such as cutting torches, are kept away from dry grass areas.

64 Upon the beginning of operation of the facility, the certificate holder shall provide to North Gilliam County Rural Fire Protection District and the Arlington Fire Department a site plan indicating the identification number assigned to each turbine and the location of all facility structures. During operation, the certificate holder will ensure that appropriate District and Fire Department personnel have an up-to-date list of the names and telephone numbers of facility personnel available to respond on a 24-hour basis in case of an emergency on the facility site.

65 During operation, the certificate holder shall ensure that all on-site employees receive annual fire prevention and response training, including tower rescue training, by qualified instructors or members of the local fire department and that all employees are instructed to keep vehicles on roads and off dry grassland, except when off-road operation is required for emergency purposes.

66 During construction, the certificate holder shall require that all on-site construction contractors develop and implement a site health and safety plan that informs workers and others on-site what to do in case of an emergency and that includes the locations of fire extinguishers and nearby hospitals, important telephone numbers and first aid techniques.

The certificate holder shall ensure that construction contractors have personnel on-site who are trained and equipped for tower rescue and who are first aid and CPR certified.

67 During operation, the certificate holder shall develop and implement a site health and safety plan that informs employees and others on-site what to do in case of an emergency and that includes the locations of fire extinguishers and nearby hospitals, important telephone numbers and first aid techniques.

68 The certificate holder shall handle any 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.

69 If a spill or release of hazardous materials occurs during construction or operation of the facility, the certificate holder shall notify the Department within 72 hours and shall clean up the spill or release and dispose of any contaminated soil or other materials according to applicable regulations. The certificate holder shall make sure that spill kits containing items such as absorbent pads are located on equipment and storage facilities to respond to accidental spills and shall instruct employees handling hazardous materials in the proper handling, storage and cleanup of these materials.

6. Water, Soils, Streams & Wetlands Conditions

70 The certificate holder shall conduct all construction work in compliance with an Erosion and Sediment Control Plan (ESCP) satisfactory to the Oregon Department of Environmental Quality and as required under the National Pollutant Discharge Elimination System (NPDES) Storm Water Discharge General Permit #1200-C. The certificate holder shall include in the ESCP any procedures necessary to meet local erosion and sediment control requirements and storm water management requirements.

71 During construction, the certificate holder shall limit truck traffic to designated existing and improved road surfaces to avoid soil compaction, to the extent possible.

72 During construction, the certificate holder shall avoid impacts to waters of the state in the following manner:

(a) The certificate holder shall avoid any disturbance, including the placement of poles for the collector line, within 25 feet of the stream channel in the area identified as "S5" on Figure J-1 of the Site Certificate Application.

(b) The certificate holder shall avoid any disturbance to the six wetland areas identified as "W1" through "W6" on Figure J-1 of the Site Certificate Application ~~and the wetland area identified as "W 8" in the Request for Amendment #1 for LJE, Attachment 11, Figure 6.~~

[Amendment #2 (LJE)].

(c) The certificate holder shall avoid any disturbance to the stream channels identified as "S24" and "S25" on Figure J-1 of the Site Certificate Application.

(d) Before beginning construction affecting the location identified as "S27" on Figure J-1 of the Site Certificate Application, the certificate holder shall apply for and obtain a Removal/Fill Permit from the Department of State Lands, which, in accordance with ORS 469.401, shall issue the permit substantially in the form of Attachment F of the Final Order on the Application and subject only to the conditions of this site certificate including substantive requirements listed in that attachment.

(e) Before beginning construction of any phase of the facility, the certificate holder shall determine whether any construction disturbance in that phase would occur in locations not previously investigated for potential jurisdictional waters as described in the Final Orders on the Application and Amendment #1 for LJF. The certificate holder shall conduct pre-construction investigations to determine whether any jurisdictional waters exist in those locations. The certificate holder shall submit a written report on the pre-construction investigation to the Department of Energy and to the Department of State Lands for approval before beginning construction of any phase of the facility and shall ensure that construction of that phase would have no impact on any jurisdictional water identified in the report. [Amendment #2 (LJF)+]

73 During construction, the certificate holder shall ensure that the wash down of concrete trucks occurs only at a contractor-owned batch plant or at tower foundation locations. If such wash down occurs at tower foundation locations, then the certificate holder shall ensure that wash down wastewater does not run off the construction site into otherwise undisturbed areas and that the wastewater is disposed of on backfill piles and buried underground with the backfill over the tower foundation.

74 The certificate holder shall restore areas outside the permanent footprint that are disturbed during construction according to the methods and monitoring procedures described in the *Revegetation Plan* that is incorporated in the *Final Order on Amendment #1 for LJF* as Attachment B and as amended from time to time. [Amendment #12 (LJF)]

75 During facility operation, the certificate holder shall routinely inspect and maintain all roads, pads and trenched areas and, as necessary, maintain or repair erosion control measures. The certificate holder shall restore areas that are temporarily disturbed during facility maintenance or repair activities to pre-disturbance condition or better.

76 During facility operation, the certificate holder shall obtain water for on-site uses from one or more on-site wells, subject to compliance with any applicable permit requirements, not exceeding 5,000 gallons per day. The certificate holder shall not change the source of water for on-site uses without prior Department approval.

77 During facility operation, if blade-washing becomes necessary, the certificate holder shall ensure that there is no runoff of wash water from the site or discharges to surface waters, storm sewers or dry wells. The certificate holder shall not use more than 50 gallons of water per blade and shall not wash more than eight turbines (24 blades) per week. The certificate holder shall not use acids, bases or metal brighteners with the wash water. The certificate may use biodegradable, phosphate-free cleaners sparingly.

7. Transmission Line & EMF Conditions

78 The certificate holder shall install the 34.5-kV collector system underground to the extent practical. The certificate holder shall install underground segments of the collector system at a minimum depth of three feet. Where geotechnical conditions or other engineering considerations require, the certificate holder may install segments of the collector system aboveground, but the total length of aboveground segments must not exceed 30 percent of the collector system, ~~excluding the optional parallel double circuit 34.5 kV lines that may be built to carry power from the LJHB area to the LJHA substation as described in the Final Order on Amendment #1.~~ The certificate holder shall construct aboveground segments of the

collector system using single or double circuit monopole design as described in the site certificate application. [Amendment #2 (LJF)]

79 At least 30 days before beginning preparation of detailed design and specifications for the electrical transmission lines, the certificate holder shall consult with the Oregon Public Utility Commission staff to ensure that transmission line designs and specifications are consistent with applicable codes and standards.

80 To protect public safety, the certificate holder shall design and maintain the transmission lines so that:

(a) Alternating current electric fields during operation do not exceed 9 kV per meter at one meter above the ground surface in areas accessible to the public.

(b) Induced voltages during operation are as low as reasonably achievable.

81 The certificate holder shall take reasonable steps to reduce or manage human exposure to electromagnetic fields, including but not limited to:

(a) Constructing all aboveground transmission lines at least 200 feet from any residence or other occupied structure.

(b) Ensuring that the area near the facility substation is inaccessible to the public by fencing the area.

(c) Constructing aboveground 34.5-kV transmission lines with a minimum clearance of 25 feet from the ground.

(d) Constructing all aboveground 230-kV transmission lines with a minimum clearance of 30 feet from the ground.

(e) Providing to landowners a map of underground and overhead transmission lines on their property and advising landowners of possible health risks.

[Amendment #1 (LJF)]

8. Plants, Wildlife & Habitat Protection Conditions

82 During construction and operation of the facility, the certificate holder shall implement a plan to control the introduction and spread of noxious weeds. The certificate shall develop the weed control plan in consultation with the Gilliam County Weed Control Board.

83 The certificate holder shall design all aboveground transmission line support structures following the practices suggested by the Avian Powerline Interaction Committee (2006) and shall install anti-perching devices on transmission pole tops and cross arms where the poles are located within ½ mile of turbines. [Amendment #1 (LJF)]

84 The certificate holder may construct turbines and other facility components within the site boundary as described in the Final Orders on the Application and Amendment #1 for the LJF, subject to the following requirements addressing potential habitat impact:

(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) The certificate holder shall design and construct facility components that are the minimum size needed for safe operation of the energy facility.

(c) In the final design of the facility within micro-siting areas, the certificate holder shall reduce impact on essential or important habitat (Category 4 and above) to the extent practical.

(d) As a protective measure during construction, the certificate holder shall install exclusion fencing around confirmed populations of ~~Laurent's milk vetch (identified in the Request for Amendment #1 for LJF, Attachment 7, p. 13)~~ and sessile mousetail (identified in Figure Q-3 of the site certificate application). The certificate holder shall not install facility components or cause temporary disturbance within these areas. Before beginning construction, the certificate holder shall verify the protected status of sessile mousetail and notify the Department. If the species has been upgraded to threatened or endangered under State or federal law, the certificate holder shall take appropriate mitigation actions, subject to Department approval.

(e) If construction would affect locations within the microsites areas that were not previously surveyed for the occurrence of State or federal threatened or endangered species as described in the Final Orders on the Application and Amendment #1 ~~for LJF~~, the certificate holder shall conduct additional pre-construction surveys of those locations, notify the Department of the findings and implement appropriate avoidance or mitigation measures for any threatened or endangered species detected, subject to Department approval.
[Amendment #2 (LJF)]

85 The certificate holder shall implement measures to mitigate impacts to sensitive wildlife habitat during construction and operation including, but not limited to, the following:

(a) Preparing maps to show sensitive areas, such as nesting or denning areas for sensitive wildlife species, that are off limits to construction personnel.

(b) Before beginning construction of any phase of the facility, the certificate holder shall have a qualified biologist place exclusion markers around sensitive wildlife habitat areas for that phase of construction, including Category 1 Washington ground squirrel (WGS) areas and an appropriate buffer around these areas. The certificate holder shall maintain the exclusion markings until that phase of construction has been completed.

(c) Ensuring that a qualified person instructs construction and operations personnel to be aware of wildlife in the area and to take precautions to avoid injuring or destroying wildlife or sensitive wildlife habitat.

(d) Avoiding unnecessary road construction, temporary disturbance and vehicle use. Posting and maintaining speed limit signs (not to exceed 20 miles per hour) on access roads throughout the site. The certificate holder shall ensure that all construction and operations personnel are instructed to observe caution when driving in the facility area to avoid injury or disturbance to wildlife enforce and for personal safety.

[Amendment #1 (LJF)]

86 During construction of any phase of the facility, the certificate holder shall protect the area within a 1300-foot buffer around active nests of the following species during the sensitive period, as provided in this condition:

Species	Sensitive Period	Early Release Date
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

During the year in which construction of any phase of the facility occurs, the certificate holder shall use a protocol approved by the Oregon Department of Fish and Wildlife (ODFW) to determine whether there are any active nests of these species within a half-mile of any areas that would be disturbed during construction of that phase. If a nest is occupied by any of these species after the beginning of the sensitive period, 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 1300 feet of the nest site. In addition, the certificate holder will flag the boundaries of the 1300-foot buffer area and shall instruct construction personnel to avoid any unnecessary activity within the buffer area. The certificate holder shall hire an independent biological monitor 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 monitor 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 high-impact construction activities before the ending day of the sensitive period if any known nest site is not occupied by the early release date. If a nest site is occupied, then the certificate holder may begin or resume high-impact construction 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).

[Amendment #1 (LJF)]

87 The certificate holder shall conduct wildlife monitoring as described in the *Wildlife Monitoring and Mitigation Plan* that is incorporated in the *Final Order on Amendment #1 for LJF* as Attachment A and as amended from time to time. [Amendment #2 (LJF)+]

88 Before beginning construction of the LJIIA components as described in the *Final Order on Amendment #1 for LJF*, the certificate holder shall obtain an Incidental Take Permit (ITP) letter from the Oregon Department of Fish and Wildlife (ODFW) that incorporates the terms and commitments of the ITP application as set forth in Attachment E of the Final Order on the Application. [Amendment #2 (LJF)+]

89 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 for LJF* as Attachment C and as amended from time to time. [Amendment #2 (LJF)+]

9. Visual Effects Conditions

90 To reduce the visual impact of the facility, the certificate holder shall:

- (a) Mount nacelles on smooth steel towers, painted uniformly in a neutral white color.
- (b) Paint substation structures in a neutral color to blend with the surrounding landscape.
- (c) Not allow any advertising on any part of the facility.
- (d) Use only those signs required for facility safety or required by law, except that the certificate holder may erect a sign to identify the facility.
- (e) Maintain any signs allowed under this condition in good repair.

91 The certificate holder shall design and construct the operation and maintenance 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 neutral color to blend with the surrounding landscape.

92 The certificate holder shall not use exterior lighting at the facility except:

(a) The minimum turbine tower lighting required or recommended by the Federal Aviation Administration.

(b) Security lighting at the operations and maintenance 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.

[Amendment #1 (LJF)]

10. Noise Control Conditions

93 To reduce noise impacts at nearby residential areas, 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.

94 Before beginning construction of any phase of the facility, the certificate holder shall provide to the Department:

(a) Information that identifies the final design locations of all turbines to be built in that phase of construction.

(b) The maximum sound power level of the turbines and substation transformers 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 noise 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.

[Amendment #1 (LJF)]

95 During operation, 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.

11. Waste Management Conditions

96 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.

97 During operation, the certificate holder shall discharge sanitary wastewater generated at the O&M building to a licensed on-site septic system in compliance with county permit requirements. The certificate holder shall design the septic system design with a capacity that is less than 2,500 gallons per day.

98 The certificate holder shall implement a waste management plan during construction that includes but is not limited to the following measures:

- (a) Training construction personnel to minimize and recycle solid waste.
- (b) Minimizing the generation of wastes from construction through detailed estimating of materials needs and through efficient construction practices.
- (c) Recycling steel and other metal scrap.
- (d) Recycling wood waste.
- (e) Recycling packaging wastes such as paper and cardboard.
- (f) Collecting non-recyclable waste for transport to a landfill by a licensed waste hauler.
- (g) 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.

99 The certificate holder may dispose of waste concrete on site with the permission of the landowner and in accordance with OAR 340-093-0080 and other applicable regulations. The certificate holder shall dispose of waste concrete on site by placing the material in an excavated hole, covering it with at least three feet of topsoil and grading the area to match existing contours. If the waste concrete is not disposed of on site, the certificate holder shall arrange for proper disposal in a landfill.

100 The certificate holder shall implement a waste management plan during 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 landfill by a licensed waste hauler.
- (e) Segregating all hazardous, non-recyclable 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.

VI. CONDITIONS ADDED BY AMENDMENT #1 ~~FOR LJF~~

101 ~~[Condition deleted by Amendment #2 (LJF)] Before beginning construction of the LJHB components as described in the Final Order on Amendment #1, 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 \$7.281 million (in 4th Quarter 2009 dollars), 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 LJHB components by applying the unit costs and general costs illustrated in Table 2 of the *Final Order on Amendment #1* to the final design 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 4th Quarter 2009 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 index value for 4th Quarter 2009 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 4th Quarter 2009 dollars to present value.

(ii) Add 1 percent of the adjusted Subtotal (i) for the adjusted performance bond amount to determine the adjusted Gross Cost.

(iii) Add 10 percent of the adjusted Gross Cost for the adjusted administration and project management costs and 10 percent of the adjusted Gross Cost for the adjusted future developments contingency.

(iv) Add the adjusted Gross Cost (ii) to the sum of the percentages (iii) and round the resulting total to the nearest \$1,000 to determine the adjusted financial assurance amount.

(c) The certificate holder shall use a form of bond or letter of credit approved by the Council.

(d) The certificate holder shall use an issuer of the bond or letter of credit approved by the Council.

(e) The certificate holder shall describe the status of the bond or letter of credit in the annual report submitted to the Council under Condition 21.

The bond or letter of credit shall not be subject to revocation or reduction before retirement of the facility site.

102 [Condition deleted by Amendment #2 (LJF)] Before beginning construction of the LJHB components as described in the *Final Order on Amendment #1*, the certificate holder shall provide to the Department a map showing the final design locations of all LJHB components, the areas that would be disturbed during construction and the areas that were surveyed in 2009 for historic, cultural or archaeological resources as described in the Request for Amendment #1. If areas to be disturbed during construction lie outside of the previously surveyed areas, the certificate holder shall hire qualified personnel to conduct field investigation of those areas. The certificate holder shall provide a written report of the field investigation to the Department and to the Oregon State Historic Preservation Office (SHPO). If any potentially significant historic, cultural or archaeological resource sites are

found during the field investigation, the certificate holder shall ensure that construction and operation of the facility will have no impact on the resources. The certificate holder shall instruct all construction personnel to avoid the areas where resources were identified in the 2009 surveys or were found during pre-construction investigations and shall implement other appropriate measures to protect the resources.

103 ~~[Condition deleted by Amendment #2 (LJF)]~~ In reference to the approximate alignment of the Oregon Trail described in the Request for Amendment #1, 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, as described in the Request for Amendment #1.~~

(c) ~~Before beginning construction of the LJIB components as described in the Final Order on Amendment #1, the certificate holder shall provide to the State Historic Preservation Office (SHPO) and the Department photographic documentation of the presumed Oregon Trail alignments within the site boundary.~~

~~The certificate holder shall ensure that construction personnel proceed carefully in the vicinity of the presumed alignments of the Oregon Trail. If any intact 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. 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.~~

104 ~~[Condition deleted by Amendment #2 (LJF)]~~ Before beginning construction of any new State Highway approaches or utility crossing authorized by the Final Order on Amendment #1, the certificate holder shall obtain all required permits from the Oregon Department of Transportation (ODOT) subject to the applicable conditions required by OAR Chapter 734, Divisions 51 and 55. The certificate holder shall submit the necessary application or applications in a form satisfactory to ODOT and the Department for the location, construction and maintenance of approaches to State Highway 19 for access to the site. The certificate holder shall submit the necessary application or applications in a form satisfactory to ODOT and the Department for the location, construction and maintenance of collector cables or transmission lines crossing Highway 19.

VII. 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.

VIII. 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.

IX. GOVERNING LAW AND FORUM

LEANING JUNIPER II^A WIND POWER FACILITY

FIRST AMENDED SITE CERTIFICATE — _____, 2013 November 20, 2009

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1 This site certificate shall be governed by the laws of the State of Oregon. Any litigation
2 or arbitration arising out of this agreement shall be conducted in an appropriate forum in Oregon.

X. EXECUTION

- 1 This site certificate may be executed in counterparts and will become effective upon
2 signature by the Chair of the Energy Facility Siting Council and the authorized representative of
3 the certificate holder.
4 **IN WITNESS WHEREOF**, this site certificate has been executed by the State of Oregon, acting
5 by and through its Energy Facility Siting Council, and by Leaning Juniper Wind Power II LLC.

ENERGY FACILITY SITING COUNCIL

LEANING JUNIPER WIND POWER II LLC

By: _____
| ~~W. Bryan Wolfe~~ Robert Shiprack,
Chair
Oregon Energy Facility Siting Council
| Date: ~~November 20, 2009~~ _____

By: _____
Print: _____
Date: _____
and

By: _____
Print: _____
Date: _____

~~First Amended~~ Site Certificate
for the
Leaning Juniper II B Wind Power Facility

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The Oregon Energy Facility Siting Council
FIRST AMENDED SITE CERTIFICATE
FOR THE LEANING JUNIPER IIB WIND POWER FACILITY

I. INTRODUCTION

The Oregon Energy Facility Siting Council (Council) issues this site certificate for the Leaning Juniper IIB 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 Leaning Juniper Wind Power II LLC (certificate holder) authorizing the certificate holder to construct and operate the facility in Gilliam County, Oregon. [Amendment #2 (LJF)]

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 facility issued on September 21, 2007, ~~and~~ (b) the Council's *Final Order on Amendment #1 for LJF*, and (c) ~~the Council's Final Order on Amendment #2 for LJF~~. In interpreting this site certificate, any ambiguity will be clarified by reference to the following, in order of priority: (1) this ~~Amended~~ Site Certificate, (2) ~~the Final Order on Amendment #2 for LJF~~, (3) ~~the Final Order on Amendment #1 for LJF~~, (34) ~~the Final Order on the Application for LJF~~, and (45) ~~the record of the proceedings that led to the Final Orders on the Application, and Amendment #1, and Amendment #2 for LJF~~. [Amendment #2 (LJF)+]

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 Orders on the Application and Amendment #1 ~~for LJF and Amendment #2 for LJF~~. 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 #2 (LJF)+]
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

LEANING JUNIPER IIB WIND POWER FACILITY

FIRST AMENDED SITE CERTIFICATE – ~~2013~~ November 20, 2009

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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 operating electric power generating plant with an average electric generating capacity of approximately 3792 megawatts and a peak generating capacity of not more than 111 277 megawatts that produces power from wind energy. The facility consists of not more than 74127 wind turbines. The maximum peak generating capacity of each turbine is not more than 1.5 3.0 megawatts. The energy facility is described further in the Final Orders on the Application and Amendment #1 for the LJF. [Amendment #~~1~~2 (LJF)]

(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 Amendment #2 for LJF~~the Application on the facility:~~

- Power collection system
- Substations and interconnection system
- Meteorological towers
- Operations and maintenance facilities
- Control system

- Access roads
- ~~Temporary construction areas~~

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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 30 percent of the collector system is installed aboveground.

Substations and Interconnection System

~~The facility includes a centrally located collector substation located near the turbines. An above ground 230-kV transmission line carries the power from the substation to the Bonneville Power Administration (BPA) Jones Canyon Switching Station and an interconnection with the regional transmission grid through BPA's McNary-Santiam 230-kV transmission line.~~

~~[Amendment #2 (LJF)]
The facility includes a substation located near the Bonneville Power Administration (BPA) Jones Canyon Switching Station. An aboveground transmission line less than 400 feet in length carries the power from the substation to a BPA switching station and an interconnection with the regional transmission grid through BPA's McNary-Santiam 230-kV transmission line. The facility may include a second substation located within the area added to the facility by Amendment #1 (LJIB) and a 230-kV transmission line to carry power from the second substation to the facility substation located near the Jones Canyon Switching Station. Alternatively, the facility may include two parallel double circuit 34.5-kV lines to carry power from the LJIB area to the facility substation. [Amendment #1]~~

Meteorological Towers

The facility includes ~~two~~ four permanent meteorological (met) towers. The met towers are non-guyed steel towers approximately 80 meters in height. [Amendment #2 (LJF)]

Operations and Maintenance Facilities

The facility includes one ~~or two or two~~ operations and maintenance (O&M) buildings ~~s~~ with approximately ~~1.35~~ 2.5 acres of fenced, graveled parking and storage area adjacent to each building. [Amendment #2 (LJF)]

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.

Access Roads

The facility includes access roads to provide access to the turbine strings.

Temporary Construction Areas

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~~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 southwest of Arlington, in Gilliam County, Oregon. The site is in Townships 1 ~~and -2 and -3~~ North and Ranges ~~20, 21 and 22~~ East. The facility is located on land subject to lease agreements with landowners. [Amendment #~~42~~ (LJF)]

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, “Office of Energy” means the Oregon Department of Energy, and the other 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.

1 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.

2 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.

1 3 OAR 345-027-0020(3): The certificate holder shall design, construct, operate and retire the
2 facility:

3 (a) Substantially as described in the site certificate;

4 (b) In compliance with the requirements of ORS Chapter 469, applicable Council rules,
5 and applicable state and local laws, rules and ordinances in effect at the time the site
6 certificate is issued; and

7 (c) In compliance with all applicable permit requirements of other state agencies.

8 4 OAR 345-027-0020(4): The certificate holder shall begin and complete construction of the
9 facility by the dates specified in the site certificate. (*See conditions 25 and 26.*)

10 5 OAR 345-027-0020(5): Except as necessary for the initial survey or as otherwise allowed
11 for wind energy facilities, transmission lines or pipelines under this section, the certificate
12 holder shall not begin construction, as defined in OAR 345-001-0010, or create a clearing on
13 any part of the site until the certificate holder has construction rights on all parts of the site.
14 For the purpose of this rule, "construction rights" means the legal right to engage in
15 construction activities. For wind energy facilities, transmission lines or pipelines, if the
16 certificate holder does not have construction rights on all parts of the site, the certificate
17 holder may nevertheless begin construction, as defined in OAR 345-001-0010, or create a
18 clearing on a part of the site if the certificate holder has construction rights on that part of
19 the site and:

20 (a) The certificate holder would construct and operate part of the facility on that part of
21 the site even if a change in the planned route of a transmission line or pipeline occurs
22 during the certificate holder's negotiations to acquire construction rights on another part of
23 the site; or

24 (b) The certificate holder would construct and operate part of a wind energy facility on
25 that part of the site even if other parts of the facility were modified by amendment of the
26 site certificate or were not built.

27 6 OAR 345-027-0020(6): If the Council requires mitigation based on an affirmative finding
28 under any standards of Division 22 or Division 24 of this chapter, the certificate holder
29 shall consult with affected state agencies and local governments designated by the Council
30 and shall develop specific mitigation plans consistent with Council findings under the
31 relevant standards. The certificate holder must submit the mitigation plans to the Office and
32 receive Office approval before beginning construction or, as appropriate, operation of the
33 facility.

34 7 OAR 345-027-0020(7): The certificate holder shall prevent the development of any
35 conditions on the site that would preclude restoration of the site to a useful, non-hazardous
36 condition to the extent that prevention of such site conditions is within the control of the
37 certificate holder.

38 8 OAR 345-027-0020(8): Before beginning construction of the facility, the certificate holder
39 shall submit to the State of Oregon, through the Council, a bond or letter of credit in a form
40 and amount satisfactory to the Council to restore the site to a useful, non-hazardous
41 condition. The certificate holder shall maintain a bond or letter of credit in effect at all times
42 until the facility has been retired. The Council may specify different amounts for the bond or
43 letter of credit during construction and during operation of the facility. (*See Condition 30.*)

9 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 in OAR 345-027-0110. The certificate holder shall pay the actual cost to restore the site to a useful, non-hazardous condition at the time of retirement, notwithstanding the Council's approval in the site certificate of an estimated amount required to restore the site.

10 OAR 345-027-0020(10): The Council shall include as conditions in the site certificate all representations in the site certificate application and supporting record the Council deems to be binding commitments made by the applicant.

11 OAR 345-027-0020(11): Upon completion of construction, the certificate holder shall restore vegetation to the extent practicable and shall landscape all areas disturbed by construction in a manner compatible with the surroundings and proposed use. Upon completion of construction, the certificate holder shall remove all temporary structures not required for facility operation and dispose of all timber, brush, refuse and flammable or combustible material resulting from clearing of land and construction of the facility.

12 OAR 345-027-0020(12): The certificate holder shall 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 all maximum probable seismic events. As used in this rule "seismic hazard" includes ground shaking, landslide, liquefaction, lateral spreading, tsunami inundation, fault displacement and subsidence.

13 OAR 345-027-0020(13): The certificate holder shall notify the Department, the State Building Codes Division and the Department of Geology and Mineral Industries promptly if site investigations or trenching reveal that conditions in the foundation rocks differ significantly from those described in the application for a site certificate. After the Department receives the notice, the Council may require the certificate holder to consult with the Department of Geology and Mineral Industries and the Building Codes Division and to propose mitigation actions.

14 OAR 345-027-0020(14): The certificate holder shall notify the Department, the State Building Codes Division and the Department of Geology and Mineral Industries promptly if shear zones, artesian aquifers, deformations or clastic dikes are found at or in the vicinity of the site.

15 OAR 345-027-0020(15): Before any transfer of ownership of the facility or ownership of the site certificate holder, the certificate holder shall inform the Department of the proposed new owners. The requirements of OAR 345-027-0100 apply to any transfer of ownership that requires a transfer of the site certificate

16 OAR 345-027-0020(16): If the Council finds that the certificate holder has permanently ceased construction or operation of the facility without retiring the facility according to a final retirement plan approved by the Council, as described in OAR 345-027-0110, the Council shall notify the certificate holder and request that the certificate holder submit a proposed final retirement plan to the Office within a reasonable time not to exceed 90 days. If the certificate holder does not submit a proposed final retirement plan by the specified date, the Council may direct the Department to prepare a proposed a final retirement plan for the Council's approval. Upon the Council's approval of the final retirement plan, the

Council may draw on the bond or letter of credit described in section (8) to restore the site to a useful, non-hazardous condition according to the 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 this chapter 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 section (a) and monitoring programs required by permitting agencies and local governments.

(c) For each monitoring program described in sections (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 a 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

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1 site certificate, the certificate holder shall report promptly to the Department of Energy
2 when construction begins. Construction is defined in OAR 345-001-0010. In reporting the
3 beginning of construction, the certificate holder shall describe all work on the site
4 performed before beginning construction, including work performed before the Council
5 issued the site certificate, and shall state the cost of that work. For the purpose of this
6 exhibit, "work on the site" means any work within a site or corridor, other than surveying,
7 exploration or other activities to define or characterize the site or corridor. The certificate
8 holder shall document the compliance plan and maintain it for inspection by the
9 Department or the Council.

10 21 OAR 345-026-0080: The certificate holder shall report according to the following
11 requirements:

12 (a) General reporting obligation for energy facilities under construction or operating:

13 (i) Within six months after beginning construction, and every six months thereafter
14 during construction of the energy facility and related or supporting facilities, the certificate
15 holder shall submit a semiannual construction progress report to the Department of Energy.
16 In each construction progress report, the certificate holder shall describe any significant
17 changes to major milestones for construction. The certificate holder shall include such
18 information related to construction as specified in the site certificate. When the reporting
19 date coincides, the certificate holder may include the construction progress report within
20 the annual report described in this rule.

21 (ii) By April 30 of each year after beginning construction, the certificate holder shall
22 submit an annual report to the Department addressing the subjects listed in this rule. The
23 Council Secretary and the certificate holder may, by mutual agreement, change the
24 reporting date.

25 (iii) To the extent that information required by this rule is contained in reports the
26 certificate holder submits to other state, federal or local agencies, the certificate holder may
27 submit excerpts from such other reports to satisfy this rule. The Council reserves the right
28 to request full copies of such excerpted reports.

29 (b) In the annual report, the certificate holder shall include the following information
30 for the calendar year preceding the date of the report:

31 (i) Facility Status: An overview of site conditions, the status of facilities under
32 construction and a summary of the operating experience of facilities that are in operation.
33 In this section of the annual report, the certificate holder shall describe any unusual events,
34 such as earthquakes, extraordinary windstorms, major accidents or the like that occurred
35 during the year and that had a significant adverse impact on the facility.

36 (ii) Reliability and Efficiency of Power Production: For electric power plants, the
37 plant availability and capacity factors for the reporting year. The certificate holder shall
38 describe any equipment failures or plant breakdowns that had a significant impact on those
39 factors and shall describe any actions taken to prevent the recurrence of such problems

40 (iii) Fuel Use: For thermal power plants:

41 (A) The efficiency with which the power plant converts fuel into electric
42 energy. If the fuel chargeable to power heat rate was evaluated when the facility was sited,
43 the certificate holder shall calculate efficiency using the same formula and assumptions, but
44 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).

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.

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

~~The certificate holder shall request an amendment of the site certificate if the LJ North components are built or operated as part of the Pebble Springs Wind Project under the authority of a Gilliam County Conditional Use Permit. [Condition deleted by Amendment #2 (LJF)]~~

25 The certificate holder shall begin construction of the facility by September 24, 2010. 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 (LJF)]

26 The certificate holder shall complete construction of the facility by September 24, 2013. 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 (LJF)]

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:

(a) The total number of turbines at the facility must not exceed ~~80~~ ~~127~~ turbines.

(b) The peak generating capacity of each turbine must not exceed 3.0 megawatts.

(c) The combined peak generating capacity of the facility must not exceed ~~153~~ ~~277~~ megawatts.

(d) The turbine hub height must not exceed 100 meters, and the turbine blade tip height must not exceed 150 meters.

(e) The minimum blade tip clearance must be 30 meters above ground.

(f) The certificate holder shall request an amendment of the site certificate to increase the combined peak generating capacity of the facility or to increase the number of wind turbines or the dimensions of wind turbines at the facility.

~~[Amendment #2 (LJF)]~~~~[Amendment #1]~~

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 notify the Department in advance of any work on the site that does not meet the definition of "construction" in OAR 345-001-0010 or ORS 469.300 and shall provide to the Department a description of the work and evidence that its value is less than \$250,000.

~~[Condition deleted by Amendment #2 (LJF)]~~ ~~Before beginning construction of the LJHA components as described in the Final Order on Amendment #1, 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~~

Comment [smp1]: To ODOE: The current SC permits up to 127 wtgs and up to 277 MW. LJHA is operating with 43 wtgs and 90.3 MW and LJIB is operating with 74 wtgs and 111 MW. Thus the SC currently permits an excess of 10 wtgs and 75.7 MW. We are suggesting revising the condition to allot the excess permitted # of wtgs and MWs and divide them between LJHA and LJIB in the event the certificate holder were to repower or modify a turbine. Depending on the circumstances, this modification could require an amendment, but may not require a change to this condition. On a recent KIII SC amendment, we changed out a blade with a longer blade on the MHI turbine in Sherman County. While the change out did not increase the # of turbines and MWs, it's an example of a potential change out. A generator change out or replacement, for ex, could increase the nameplate MW capacity.

LEANING JUNIPER IIB WIND POWER FACILITY

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beneficiary or payee. The initial bond or letter of credit amount is \$8.847 million (in 2006 dollars), 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).

The certificate holder may adjust the amount of the bond or letter of credit based on the final design configuration of the LJHA components by applying the unit costs and general costs illustrated in Table 2 and Table 3 of the Final Order on the Application to the final design 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.

(a) 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 2006 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 annual average index value for 2006 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 2006 dollars to present value.

(ii) Add 1 percent of the adjusted Subtotal (i) for the adjusted performance bond amount to determine the adjusted Gross Cost.

(iii) Add 10 percent of the adjusted Gross Cost for the adjusted administration and project management costs and 10 percent of the adjusted Gross Cost for the adjusted future developments contingency.

(iv) Add the adjusted Gross Cost (ii) to the sum of the percentages (iii) and round the resulting total to the nearest \$1,000 to determine the adjusted financial assurance amount.

(b) The certificate holder shall use a form of bond or letter of credit approved by the Council.

(c) The certificate holder shall use an issuer of the bond or letter of credit approved by the Council.

(d) The certificate holder shall describe the status of the bond or letter of credit in the annual report submitted to the Council under Condition 21.

The bond or letter of credit shall not be subject to revocation or reduction before retirement of the facility site.

[Amendment #2 (LJF)]

- 31 If the certificate holder elects to use a bond to meet the requirements of Condition 30 or Condition 101, the certificate holder shall ensure that the surety is obligated to comply with the requirements of applicable statutes, Council rules and this site certificate when the surety exercises any legal or contractual right it may have to assume construction, operation or retirement of the energy facility. The certificate holder shall also ensure that the surety is obligated to notify the Council that it is exercising such rights and to obtain any Council approvals required by applicable statutes, Council rules and this site certificate before the surety commences any activity to complete construction, operate or retire the energy facility.

[Amendment #1]

- 1 32 Before beginning construction, the certificate holder shall notify the Department of the
2 identity and qualifications of major construction contractor(s) for specific portions of the
3 work. The certificate holder shall select contractors that have substantial experience in the
4 design and construction of similar facilities. The certificate holder shall report to the
5 Department any change of major construction contractors.
- 6 33 The certificate holder shall contractually require all construction contractors and
7 subcontractors involved in the construction of the facility to comply with all applicable laws
8 and regulations and with the terms and conditions of the site certificate. Such contractual
9 provisions shall not operate to relieve the certificate holder of responsibility under the site
10 certificate.
- 11 34 During construction, the certificate holder shall have an on-site assistant construction
12 manager who is qualified in environmental compliance to ensure compliance with all
13 construction-related site certificate conditions. During operation, the certificate holder shall
14 have a project manager who is qualified in environmental compliance to ensure compliance
15 with all ongoing site certificate conditions. The certificate holder shall notify the Department
16 of the name, telephone number, fax number and e-mail address of these managers and shall
17 keep the Department informed of any change in this information.
- 18 35 Within 72 hours after discovery of conditions or circumstances that may violate the terms or
19 conditions of the site certificate, the certificate holder shall report the conditions or
20 circumstances to the Department.

2. Land Use Conditions

- 21 36 The certificate holder shall cooperate with the Gilliam County Road Department to ensure
22 that any unusual damage or wear to county roads that is caused by construction of the
23 facility is repaired by the certificate holder. Upon completion of construction, the certificate
24 holder shall restore county roads to pre-construction condition or better, to the satisfaction of
25 the County Road Department.
- 26 37 During construction, the certificate holder shall implement measures to reduce traffic
27 impacts, including:
28 (a) Providing notice to adjacent landowners when heavy construction traffic is
29 anticipated.
30 (b) Providing appropriate traffic safety signage and warnings.
31 (c) Requiring flaggers to be at appropriate locations at appropriate times during
32 construction to direct traffic reduce accident risks.
33 (d) Using traffic diversion equipment (such as advanced signage and pilot cars) when
34 slow or oversize construction loads are anticipated.
35 (e) Maintaining at least one travel lane at all times to the extent reasonably possible so
36 that roads will not be closed to traffic because of construction vehicles. [Amendment #1 (LJF)]
37 (f) Encouraging carpooling for the construction workforce.
38 (g) Including traffic control procedures in contract specifications for construction of the
39 facility.
40 (h) Keeping the access from Highway 19 free of gravel that tracks out onto the
41 highway.
- 42 38 The certificate holder shall ensure that no equipment or machinery is parked or stored on
43 any county road except while in use.

39 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, nearest boundary of the certificate holder's lease area or 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.

[Amendment #1(LJF)]

40 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.

41 The certificate holder shall locate access roads and temporary construction laydown and staging areas to minimize disturbance with 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.

42 Before beginning construction of any phase 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 farmland adjacent to the construction area consistent with Gilliam County Zoning Ordinance 7.020(T)(4)(a)(5). [Amendment #1(LJF)]

43 The certificate holder shall install lockable gates at the substation and on private access roads.

44 Within 90 days after beginning operation of any phase of the facility, the certificate holder shall provide to the Department and to the Gilliam County Planning Director the actual latitude and longitude location or Stateplane NA D 83(91) coordinates of each turbine tower, connecting line and transmission line built in that phase. In addition, the certificate holder shall provide to the Department and to the Gilliam County Planning Director, a summary of as-built changes in the facility compared to the original plan, if any. [Amendment #1 (LJF)]

3. Cultural Resource Conditions

~~45 Before beginning construction of the LJIA components as described in the Final Order on Amendment #1, the certificate holder shall provide to the Department a map showing the final design locations of all LJIA components and areas that would be disturbed during their construction and also showing the LJIA areas that were surveyed in 2004, 2005 and 2006 for cultural resources as described in the site certificate application. If areas to be disturbed during construction lie outside of the surveyed areas, the certificate holder shall hire qualified personnel to conduct field investigation of those areas. The certificate holder shall provide a written report of the field investigation to the Department and to the State Historic Preservation Office (SHPO). If any historic, cultural or archaeological resources are found during the field investigation, the certificate holder shall ensure that construction and operation of the facility will have no impact on the resources. The certificate holder shall instruct all construction personnel to avoid the areas where resources were identified in the 2004-2006 surveys or were found during pre-construction investigations and shall implement other appropriate measures to protect the resources. [Condition deleted by Amendment #2 (LJF)]~~

46 The certificate holder shall ensure that a qualified person instructs construction personnel in the identification of cultural materials and avoidance of accidental damage to identified resource sites.

47 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 State Historic Preservation Office (SHPO) of the find. If the archaeologist determines that the resource is significant, the certificate holder shall make recommendations to the Council for mitigation, including avoidance or data recovery, in consultation with the Department, SHPO and other appropriate parties. The certificate holder shall not restart work in the affected area until the certificate holder has demonstrated to the Department that it has complied with the archaeological permit requirements administered by SHPO.

~~48 During construction of the LJIA components as described in the Final Order on Amendment #1, the certificate holder shall label all identified historic, cultural or archaeological resource sites on construction maps and drawings as "no entry" areas, and if construction activities will occur within 200 feet of an identified site, the certificate holder shall flag a 50-foot buffer around the site.~~ During construction of the LJIB components, the certificate holder shall label the site identified as LJ-4/10/09-8 in the Request for Amendment #1 for LJF on construction maps and drawings as a "no entry" area, and if

1 construction will occur within 200 feet of the site, the certificate holder shall flag a 50-foot
2 buffer around the site. [Amendment #2 (LJF)+]

4. Geotechnical Conditions

3 49 Before beginning construction ~~of any phase~~ of the facility, the certificate holder shall
4 conduct site-specific geotechnical investigation of that phase and shall report its findings to
5 the Oregon Department of Geology & Mineral Industries (DOGAMI). The certificate holder
6 shall conduct the geotechnical investigation after consultation with DOGAMI and in general
7 accordance with DOGAMI open file report 00-04 "Guidelines for Engineering Geologic
8 Reports and Site-Specific Seismic Hazard Reports." [Amendment #2 (LJF)+]

9 50 The certificate holder shall design and construct the facility in accordance with requirements
10 set forth by the State of Oregon's Building Code Division and any other applicable codes
11 and design procedures. The certificate holder shall design all components of the facility to
12 meet or exceed the minimum standards required by the 2003 International Building Code.

13 51 The certificate holder shall design, engineer and construct the facility to avoid dangers to
14 human safety presented by non-seismic hazards. As used in this condition, "non-seismic
15 hazards" include settlement, landslides, flooding and erosion.

5. Hazardous Materials, Fire Protection & Public Safety Conditions

16 52 The certificate holder shall notify the Department within 72 hours of any accidents including
17 mechanical failures on the site associated with construction or operation of the facility that
18 may result in public health and safety concerns.

19 53 Before beginning construction of any phase of the facility, the certificate holder shall submit
20 Notices of Proposed Construction or Alteration to the Federal Aviation Administration
21 (FAA) and the Oregon Department of Aviation identifying the proposed final locations of
22 the turbines and related or supporting facilities in that phase of construction. The certificate
23 holder shall promptly notify the Department of the responses from the FAA and the Oregon
24 Department of Aviation. [Amendment #1 (LJF)]

25 54 To protect the public from electrical hazards, the certificate holder shall enclose the facility
26 substations with appropriate fencing and locked gates.

27 55 The certificate holder shall construct turbine towers that are smooth steel structures with no
28 exterior ladders or access to the turbine blades and shall install locked access doors
29 accessible only to authorized personnel.

30 56 The certificate holder shall follow manufacturers' recommended handling instructions and
31 procedures to prevent damage to towers or blades that could lead to failure.

32 57 The certificate holder shall have an operational safety monitoring program and shall inspect
33 turbine blades on a regular basis for signs of wear. The certificate holder shall repair turbine
34 blades as necessary to protect public safety.

35 58 The certificate holder shall install and maintain self-monitoring devices on each turbine,
36 linked to sensors at the operations and maintenance building, to alert operators to potentially
37 dangerous conditions, and the certificate holder shall immediately remedy any dangerous
38 conditions. The certificate holder shall maintain automatic equipment protection features in

each turbine that would shut down the turbine and reduce the chance of a mechanical problem causing a fire.

59 The certificate holder shall install generator step-up transformers at the base of each tower in locked cabinets designed to protect the public from electrical hazards and shall design the cabinets to avoid creation of artificial habitat for raptor prey.

60 The certificate holder shall construct turbines on concrete pads with a minimum of 10 feet of non-flammable and non-erosive ground cover on all sides. The certificate holder shall cover turbine pad areas with non-erosive material immediately following exposure during construction and shall maintain the pad area covering during operation of the facility.

61 During construction and operation of the facility, the certificate holder shall develop and implement fire safety plans in consultation with the North Gilliam County Rural Fire Protection District and the Arlington Fire Department to minimize the risk of fire and to respond appropriately to any fires that occur on the facility site. In developing the fire safety plans, the certificate holder should take into account the dry nature of the region and should address risks on a seasonal basis. The certificate holder shall meet annually with District and Fire Department personnel to discuss emergency planning and shall invite District and Fire Department personnel to observe any emergency drill or tower rescue training conducted at the facility.

62 During construction and operation of the facility, the certificate holder shall ensure that the O&M buildings and all service vehicles are equipped with shovels and portable fire extinguishers of a 4A50BC or equivalent rating.

63 During construction, the certificate holder shall ensure that construction vehicles and equipment are operated on graveled areas to the extent possible and that open flames, such as cutting torches, are kept away from dry grass areas.

64 Upon the beginning of operation of the facility, the certificate holder shall provide to North Gilliam County Rural Fire Protection District and the Arlington Fire Department a site plan indicating the identification number assigned to each turbine and the location of all facility structures. During operation, the certificate holder will ensure that appropriate District and Fire Department personnel have an up-to-date list of the names and telephone numbers of facility personnel available to respond on a 24-hour basis in case of an emergency on the facility site.

65 During operation, the certificate holder shall ensure that all on-site employees receive annual fire prevention and response training, including tower rescue training, by qualified instructors or members of the local fire department and that all employees are instructed to keep vehicles on roads and off dry grassland, except when off-road operation is required for emergency purposes.

66 During construction, the certificate holder shall require that all on-site construction contractors develop and implement a site health and safety plan that informs workers and others on-site what to do in case of an emergency and that includes the locations of fire extinguishers and nearby hospitals, important telephone numbers and first aid techniques. The certificate holder shall ensure that construction contractors have personnel on-site who are trained and equipped for tower rescue and who are first aid and CPR certified.

67 During operation, the certificate holder shall develop and implement a site health and safety plan that informs employees and others on-site what to do in case of an emergency and that includes the locations of fire extinguishers and nearby hospitals, important telephone numbers and first aid techniques.

68 The certificate holder shall handle any 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.

69 If a reportable spill or release of hazardous materials occurs during construction or operation of the facility, the certificate holder shall notify the Department within 72 hours and shall clean up the spill or release and dispose of any contaminated soil or other materials according to applicable regulations. The certificate holder shall make sure that spill kits containing items such as absorbent pads are located on equipment and storage facilities to respond to accidental spills and shall instruct employees handling hazardous materials in the proper handling, storage and cleanup of these materials.

Comment [smp2]: To ODOE: We have noticed discrepancies in SCs; some say reportable and some do not. Based on our discussions with Duane/ODOE, we understand this to mean reportable spills.

6. Water, Soils, Streams & Wetlands Conditions

70 The certificate holder shall conduct all construction work in compliance with an Erosion and Sediment Control Plan (ESCP) satisfactory to the Oregon Department of Environmental Quality and as required under the National Pollutant Discharge Elimination System (NPDES) Storm Water Discharge General Permit #1200-C. The certificate holder shall include in the ESCP any procedures necessary to meet local erosion and sediment control requirements and storm water management requirements.

71 During construction, the certificate holder shall limit truck traffic to designated existing and improved road surfaces to avoid soil compaction, to the extent possible.

72 During construction, the certificate holder shall avoid impacts to waters of the state in the following manner:

~~(a) The certificate holder shall avoid any disturbance, including the placement of poles for the collector line, within 25 feet of the stream channel in the area identified as "S5" on Figure J-1 of the Site Certificate Application.~~

~~(b)(a) The certificate holder shall avoid any disturbance to the six wetland areas identified as "W1" through "W6" on Figure J-1 of the Site Certificate Application and the wetland area identified as "W-8" in the Request for Amendment #1 for LJF, Attachment 11, Figure 6.~~

[Amendment #2 (LJF)]+.

~~(c) The certificate holder shall avoid any disturbance to the stream channels identified as "S24" and "S25" on Figure J-1 of the Site Certificate Application.~~

~~(d) Before beginning construction affecting the location identified as "S27" on Figure J-1 of the Site Certificate Application, the certificate holder shall apply for and obtain a Removal/Fill Permit from the Department of State Lands, which, in accordance with ORS 469.401, shall issue the permit substantially in the form of Attachment F of the Final Order on the Application and subject only to the conditions of this site certificate including substantive requirements listed in that attachment.~~

~~(e)(b) Before beginning construction of any phase of the facility, the certificate holder shall determine whether any construction disturbance in that phase would occur in locations not previously investigated for potential jurisdictional waters as described in the Final~~

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Orders on the Application and Amendment #1 for LJF. The certificate holder shall conduct pre-construction investigations to determine whether any jurisdictional waters exist in those locations. The certificate holder shall submit a written report on the pre-construction investigation to the Department of Energy and to the Department of State Lands for approval before beginning construction of any phase of the facility and shall ensure that construction of that phase would have no impact on any jurisdictional water identified in the report. [Amendment #1 #2 (LJF)]

73 During construction, the certificate holder shall ensure that the wash down of concrete trucks occurs only at a contractor-owned batch plant or at tower foundation locations. If such wash down occurs at tower foundation locations, then the certificate holder shall ensure that wash down wastewater does not run off the construction site into otherwise undisturbed areas and that the wastewater is disposed of on backfill piles and buried underground with the backfill over the tower foundation.

74 The certificate holder shall restore areas outside the permanent footprint that are disturbed during construction according to the methods and monitoring procedures described in the *Revegetation Plan* that is incorporated in the *Final Order on Amendment #1 for LJF* as Attachment B and as amended from time to time. [Amendment #1 (LJF)]

75 During facility operation, the certificate holder shall routinely inspect and maintain all roads, pads and trenched areas and, as necessary, maintain or repair erosion control measures. The certificate holder shall restore areas that are temporarily disturbed during facility maintenance or repair activities to pre-disturbance condition or better.

76 During facility operation, the certificate holder shall obtain water for on-site uses from one or more on-site wells, subject to compliance with any applicable permit requirements, not exceeding 5,000 gallons per day. The certificate holder shall not change the source of water for on-site uses without prior Department approval.

77 During facility operation, if blade-washing becomes necessary, the certificate holder shall ensure that there is no runoff of wash water from the site or discharges to surface waters, storm sewers or dry wells. The certificate holder shall not use more than 50 gallons of water per blade and shall not wash more than eight turbines (24 blades) per week. The certificate holder shall not use acids, bases or metal brighteners with the wash water. The certificate may use biodegradable, phosphate-free cleaners sparingly.

7. Transmission Line & EMF Conditions

78 The certificate holder shall install the 34.5-kV collector system underground to the extent practical. The certificate holder shall install underground segments of the collector system at a minimum depth of three feet. Where geotechnical conditions or other engineering considerations require, the certificate holder may install segments of the collector system aboveground, but the total length of aboveground segments must not exceed 30 percent of the collector system, ~~excluding the optional parallel double circuit 34.5 kV lines that may be built to carry power from the LJHB area to the LJHA substation as described in the *Final Order on Amendment #1*.~~ The certificate holder shall construct aboveground segments of the collector system using single or double circuit monopole design as described in the site certificate application. [Amendment #42 (LJF)]

79 At least 30 days before beginning preparation of detailed design and specifications for the electrical transmission lines, the certificate holder shall consult with the Oregon Public

Utility Commission staff to ensure that transmission line designs and specifications are consistent with applicable codes and standards.

80 To protect public safety, the certificate holder shall design and maintain the transmission lines so that:

(a) Alternating current electric fields during operation do not exceed 9 kV per meter at one meter above the ground surface in areas accessible to the public.

(b) Induced voltages during operation are as low as reasonably achievable.

81 The certificate holder shall take reasonable steps to reduce or manage human exposure to electromagnetic fields, including but not limited to:

(a) Constructing all aboveground transmission lines at least 200 feet from any residence or other occupied structure.

(b) Ensuring that the area near the facility substation is inaccessible to the public by fencing the area.

(c) Constructing aboveground 34.5-kV transmission lines with a minimum clearance of 25 feet from the ground.

(d) Constructing all aboveground 230-kV transmission lines with a minimum clearance of 30 feet from the ground.

(e) Providing to landowners a map of underground and overhead transmission lines on their property and advising landowners of possible health risks.

[Amendment #1 (LJF)]

8. Plants, Wildlife & Habitat Protection Conditions

82 During construction and operation of the facility, the certificate holder shall implement a plan to control the introduction and spread of noxious weeds. The certificate shall develop the weed control plan in consultation with the Gilliam County Weed Control Board.

83 The certificate holder shall design all aboveground transmission line support structures following the practices suggested by the Avian Powerline Interaction Committee (2006) and shall install anti-perching devices on transmission pole tops and cross arms where the poles are located within ½ mile of turbines. [Amendment #1 (LJF)]

84 The certificate holder may construct turbines and other facility components within the site boundary as described in the Final Orders on the Application and Amendment #1 for LJF, subject to the following requirements addressing potential habitat impact:

(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) The certificate holder shall design and construct facility components that are the minimum size needed for safe operation of the energy facility.

(c) In the final design of the facility within microsites, the certificate holder shall reduce impact on essential or important habitat (Category 4 and above) to the extent practical.

(d) As a protective measure during construction, the certificate holder shall install exclusion fencing around confirmed populations of Laurent's milk-vetch (identified in the Request for Amendment #1 for LJF, Attachment 7, p. 13) and sessile mousetail (identified in Figure Q-3 of the site certificate application and Request for Amendment #1 for LJF, Attachment 7, p. 14). The certificate holder shall not install facility components or cause temporary disturbance within these areas. Before beginning construction, the certificate

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holder shall verify the protected status of sessile mousetail and notify the Department. If the species has been upgraded to threatened or endangered under State or federal law, the certificate holder shall take appropriate mitigation actions, subject to Department approval.

(e) If construction would affect locations within the microsites areas that were not previously surveyed for the occurrence of State or federal threatened or endangered species as described in the Final Orders on the Application and Amendment #1 for LJE, the certificate holder shall conduct additional pre-construction surveys of those locations, notify the Department of the findings and implement appropriate avoidance or mitigation measures for any threatened or endangered species detected, subject to Department approval.

[Amendment #2 (LJE)]

85 The certificate holder shall implement measures to mitigate impacts to sensitive wildlife habitat during construction and operation including, but not limited to, the following:

(a) Preparing maps to show sensitive areas, such as nesting or denning areas for sensitive wildlife species, that are off limits to construction personnel.

(b) Before beginning construction of any phase of the facility, the certificate holder shall have a qualified biologist place exclusion markers around sensitive wildlife habitat areas for that phase of construction, including Category 1 Washington ground squirrel (WGS) areas and an appropriate buffer around these areas. The certificate holder shall maintain the exclusion markings until that phase of construction has been completed.

(c) Ensuring that a qualified person instructs construction and operations personnel to be aware of wildlife in the area and to take precautions to avoid injuring or destroying wildlife or sensitive wildlife habitat.

(d) Avoiding unnecessary road construction, temporary disturbance and vehicle use. Posting and maintaining speed limit signs (not to exceed 20 miles per hour) on access roads throughout the site. The certificate holder shall ensure that all construction and operations personnel are instructed to observe caution when driving in the facility area to avoid injury or disturbance to wildlife enforce and for personal safety.

[Amendment #1 (LJE)]

86 During construction of any phase of the facility, the certificate holder shall protect the area within a 1300-foot buffer around active nests of the following species during the 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

During the year in which construction of any phase of the facility occurs, the certificate holder shall use a protocol approved by the Oregon Department of Fish and Wildlife (ODFW) to determine whether there are any active nests of these species within a half-mile of any areas that would be disturbed during construction of that phase. If a nest is occupied by any of these species after the beginning of the sensitive period, 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 1300 feet of the nest site. In addition, the certificate holder will flag the boundaries of the 1300-foot buffer area and shall instruct construction personnel to avoid any unnecessary activity within the buffer area. The certificate holder shall hire an independent

biological monitor 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 monitor 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 high-impact construction activities before the ending day of the sensitive period if any known nest site is not occupied by the early release date. If a nest site is occupied, then the certificate holder may begin or resume high-impact construction 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).

[Amendment #1 (LJF)]

87 The certificate holder shall conduct wildlife monitoring as described in the *Wildlife Monitoring and Mitigation Plan* that is incorporated in the *Final Order on Amendment #1 for LJF* as Attachment A and as amended from time to time. [Amendment #2 (LJF)+]

88 ~~Before beginning construction of the LJHA components as described in the *Final Order on Amendment #1*, the certificate holder shall obtain an Incidental Take Permit (ITP) letter from the Oregon Department of Fish and Wildlife (ODFW) that incorporates the terms and commitments of the ITP application as set forth in Attachment E of the *Final Order on the Application*. [Condition deleted by Amendment #2 (LJF)+]~~

89 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 for LJF* as Attachment C and as amended from time to time. [Amendment #2 (LJF)+]

9. Visual Effects Conditions

90 To reduce the visual impact of the facility, the certificate holder shall:

- (a) Mount nacelles on smooth steel towers, painted uniformly in a neutral white color.
- (b) Paint substation structures in a neutral color to blend with the surrounding landscape.
- (c) Not allow any advertising on any part of the facility.
- (d) Use only those signs required for facility safety or required by law, except that the certificate holder may erect a sign to identify the facility.
- (e) Maintain any signs allowed under this condition in good repair.

91 The certificate holder shall design and construct the operation and maintenance 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 neutral color to blend with the surrounding landscape.

92 The certificate holder shall not use exterior lighting at the facility except:

- (a) The minimum turbine tower lighting required or recommended by the Federal Aviation Administration.

- (b) Security lighting at the operations and maintenance 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.

[Amendment #1 (LJF)]

10. Noise Control Conditions

93 To reduce noise impacts at nearby residential areas, 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.

94 Before beginning construction of any phase of the facility, the certificate holder shall provide to the Department:

- (a) Information that identifies the final design locations of all turbines to be built in that phase of construction.
- (b) The maximum sound power level of the turbines and substation transformers 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 noise 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.

[Amendment #1 (LJF)]

95 During operation, 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.

11. Waste Management Conditions

- 96 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.
- 97 During operation, the certificate holder shall discharge sanitary wastewater generated at the O&M building to a licensed on-site septic system in compliance with county permit requirements. The certificate holder shall design the septic system design with a capacity that is less than 2,500 gallons per day.
- 98 The certificate holder shall implement a waste management plan during construction that includes but is not limited to the following measures:
- (a) Training construction personnel to minimize and recycle solid waste.
 - (b) Minimizing the generation of wastes from construction through detailed estimating of materials needs and through efficient construction practices.
 - (c) Recycling steel and other metal scrap.
 - (d) Recycling wood waste.
 - (e) Recycling packaging wastes such as paper and cardboard.
 - (f) Collecting non-recyclable waste for transport to a landfill by a licensed waste hauler.
 - (g) 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.
- 99 The certificate holder may dispose of waste concrete on site with the permission of the landowner and in accordance with OAR 340-093-0080 and other applicable regulations. The certificate holder shall dispose of waste concrete on site by placing the material in an excavated hole, covering it with at least three feet of topsoil and grading the area to match existing contours. If the waste concrete is not disposed of on site, the certificate holder shall arrange for proper disposal in a landfill.
- 100 The certificate holder shall implement a waste management plan during 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 landfill by a licensed waste hauler.
 - (e) Segregating all hazardous, non-recyclable 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.

VI. CONDITIONS ADDED BY AMENDMENT #1 OF LJF

- 101 Before beginning construction of the LJIB components as described in the *Final Order on Amendment #1 for LJF*, 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 \$7.281 million (in 4th Quarter 2009 dollars), 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).

Comment [smp3]: To ODOE: The revised estimate for site restoration, including the planned modifications at the LJF collector substation, was 10,284 million dollars (presented in 1st Quarter 2012 dollars), with \$5,438,000 for LJIB.

(a) The certificate holder may adjust the amount of the bond or letter of credit based on the final design configuration of the LJIB components by applying the unit costs and general costs illustrated in Table 2 of the *Final Order on Amendment #1 for LJF* to the final design 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 4th Quarter 2009 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 index value for 4th Quarter 2009 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 4th Quarter 2009 dollars to present value.

(ii) Add 1 percent of the adjusted Subtotal (i) for the adjusted performance bond amount to determine the adjusted Gross Cost.

(iii) Add 10 percent of the adjusted Gross Cost for the adjusted administration and project management costs and 10 percent of the adjusted Gross Cost for the adjusted future developments contingency.

(iv) Add the adjusted Gross Cost (ii) to the sum of the percentages (iii) and round the resulting total to the nearest \$1,000 to determine the adjusted financial assurance amount.

(c) The certificate holder shall use a form of bond or letter of credit approved by the Council.

(d) The certificate holder shall use an issuer of the bond or letter of credit approved by the Council.

(e) The certificate holder shall describe the status of the bond or letter of credit in the annual report submitted to the Council under Condition 21.

(f) The bond or letter of credit shall not be subject to revocation or reduction before retirement of the facility site.

[Amendment #2 (LJF)]

102 Before beginning construction of the LJIB components as described in the *Final Order on Amendment #1 for LJF*, the certificate holder shall provide to the Department a map showing the final design locations of all LJIB components, the areas that would be disturbed during construction and the areas that were surveyed in 2009 for historic, cultural or archaeological resources as described in the Request for Amendment #1 for LJF. If areas to be disturbed during construction lie outside of the previously surveyed areas, the certificate holder shall hire qualified personnel to conduct field investigation of those areas. The certificate holder shall provide a written report of the field investigation to the Department and to the Oregon State Historic Preservation Office (SHPO). If any potentially

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significant historic, cultural or archaeological resource sites are found during the field investigation, the certificate holder shall ensure that construction and operation of the facility will have no impact on the resources. The certificate holder shall instruct all construction personnel to avoid the areas where resources were identified in the 2009 surveys or were found during pre-construction investigations and shall implement other appropriate measures to protect the resources.

[Amendment #2 (LJF)]

103 In reference to the approximate alignment of the Oregon Trail described in the Request for Amendment #1 for LJF, 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, as described in the Request for Amendment #1 for LJF.

(c) Before beginning construction of the LJIB components as described in the *Final Order on Amendment #1* for LJF, the certificate holder shall provide to the State Historic Preservation Office (SHPO) and the Department photographic 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 intact 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. 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.

[Amendment #2 (LJF)]

104 Before beginning construction of any new State Highway approaches or utility crossing authorized by the *Final Order on Amendment #1* for LJF, the certificate holder shall obtain all required permits from the Oregon Department of Transportation (ODOT) subject to the applicable conditions required by OAR Chapter 734, Divisions 51 and 55. The certificate holder shall submit the necessary application or applications in a form satisfactory to ODOT and the Department for the location, construction and maintenance of approaches to State Highway 19 for access to the site. The certificate holder shall submit the necessary application or applications in a form satisfactory to ODOT and the Department for the location, construction and maintenance of collector cables or transmission lines crossing Highway 19.

[Amendment #2 (LJF)]

VII. 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.

VIII. SEVERABILITY AND CONSTRUCTION

1 If any provision of this agreement and certificate is declared by a court to be illegal or in
2 conflict with any law, the validity of the remaining terms and conditions shall not be affected,
3 and the rights and obligations of the parties shall be construed and enforced as if the agreement
4 and certificate did not contain the particular provision held to be invalid.

IX. GOVERNING LAW AND FORUM

5 This site certificate shall be governed by the laws of the State of Oregon. Any litigation
6 or arbitration arising out of this agreement shall be conducted in an appropriate forum in Oregon.

X. 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 Portland General Electric~~Leaning~~
~~Juniper Wind Power II LLC~~.

ENERGY FACILITY SITING COUNCIL

PORTLAND GENERAL ELECTRIC
LEANING JUNIPER WIND POWER II LLC

By: _____
W. Bryan Wolfe~~Robert Shipraek~~,
Chair
Oregon Energy Facility Siting Council

By: _____

Print: _____

Date: November 20, 2009

Date: _____

and

By: _____

Print: _____

Date: _____

ATTACHMENT 3

Updated Property Owners List

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
03N21E28DC00700	PATRICK	WOODS		2608 N.W. 104TH ST.	VANCOUVER	WA	98685
03N21E3400116	NICHOLAS	GRUBAUGH (LIFE ESTATE)	GRUBAUGH JOHN J. & MARTY D.	18216 HULDEN LANE	ARLINGTON	OR	97812
02N20E01500		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01500		ARLINGTON GREEN FARMS, INC.		101 E. EIGHTH ST. #130	VANCOUVER	WA	98660
02N20E02300		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01205		WASTE MANAGEMENT	CWM OF THE NORTHWEST, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E00900		QUARTER M RANCH LLC	GREINER, DWIGHT	61835 DART CREEK RD	ST HELENS	OR	97051
03N21E28DC01200	MICHAEL J. & KARLI L.	KEOWN		PO BOX 255	ARLINGTON	OR	97812
03N21E28CD04000		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD02900		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD02100	DAVID C. & LAURA W.	WALDRIFF		41772 SE HAGER LANE	ARLINGTON	OR	97812
03N21E2800210		CITY OF ARLINGTON		PO BOX 68	ARLINGTON	OR	97812
03N21E28DC01100		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD04100		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
02N20E01501	HERBERT R	HOLZAPFEL		PO BOX 1027	WILLOWS	CA	95988
02N21E01203		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
03N21E3400900	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E28CD04400		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD02500		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
02N21E01900		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N22E02900	HELEN	THURSTON	CUSTARD, BEVERLY	1951 E. 68TH ST.	TACOMA	WA	98404
03N21E2800209	RALPH T. & NANCY A.	PROCTOR		PO BOX C	ARLINGTON	OR	97812
03N21E28CD02800		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD02200	DOUGLAS & AMY	HAMMER		PO BOX 55	ARLINGTON	OR	97812
03N21E28CD01100	ROBERT A. & SALLY J.	MANN		4700 SALEM-DALLAS HWY, HWY 22	SALEM	OR	97304
03N21E28DC01000	MARK D. & MARIAH D.	SHANDY		PO BOX 523	ARLINGTON	OR	97812
03N21E28CD04200	KRISTEN JENNIFER	ROOPER		PO BOX 553	ARLINGTON	OR	97812
03N21E28CD02700	LENTHAL A. & DONNA M.	BOLLMAN		1375 CHILDERS RD.	ARLINGTON	OR	97812
03N21E28CD02300	MILES & MARY	McDONALD		20204 9TH AVE. SOUTH	SEATTLE	WA	98198
03N21E28DC00900		DONALD GRIESENUR TRUST	GRIESENUR, DONALD A., TRUSTEE	4676 AUBURN RD.	SALEM	OR	97301
03N21E28CD04300		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD02600		BK & RS PROPERTY LLC		3775 CRATES WAY	THE DALLES	OR	97058
03N21E28CD02400	PETER D.	MTCHELL	DAWN E.	PO BOX 415	ARLINGTON	OR	97812
03N21E28CD01200	ROBERT A. & SALLY J.	MANN		4700 SALEM-DALLAS HWY, HWY 22	SALEM	OR	97304
03N21E28DC00600	TIMOTHY & DANELLE	WETHERELL		PO BOX 280	ARLINGTON	OR	97812
03N21E28DC00800	BRADLEY D.	WILEY		1285 WRIGHT RD.	ARLINGTON	OR	97812
03N21E3400107	JACK L.	INGRAM		18122 HULDEN LN	ARLINGTON	OR	97812
03N21E3400118	RUSSELL L. & ANGELA L.	TIMMERMAN		PO BOX 223	ARLINGTON	OR	97812
02N20E00100		PHILIPPI RANCHES, INC.		68988 KUNZE LANE	BOARDMAN	OR	97818
02N21E00501		ARLINGTON WIND POWER PROJECT LLC	HORIZON WIND ENERGY LLC	808 TRAVIS STE 700	HOUSTON	TX	77002
02N20E02317		WASTE MANAGEMENT	CWM OF THE NORTHWEST, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E02500		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
02N21E01700		LITTLEBROOK W& K, INC.	KLEINBACH, HAROLD G.	3414 S GREEN LOOP	KENNEWICK	WA	99337
02N21E02103		WASTE MANAGEMENT	WASTE MANAGEMENT SYSTEMS	PO BOX 1450	CHICAGO	IL	60690
03N21E3400106	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
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
01N21E00800	EVELYN M. & ROBERT H.	SUTTON	TRUSTEES UNDER DECL. OF TRUST	1460 WESTBROOK DRIVE NW	SALEM	OR	97304
01N21E00200		KENNETH A. WALTERS FAMILY TRUST		69759 HWY 19	ARLINGTON	OR	97812
03N21E3400120	SHAWN R.	MARTIN		PO BOX A	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
02N21E01801		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
01N21E01002		JIMMY I. & SARAH D. RUCKER TRUST	RUCKER, JIMMY I. & SARAH D., TRUSTEE	68618 HWY 19	ARLINGTON	OR	97812
02N21E01400		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	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
02N20E02500			BUREAU OF LAND MANAGEMENT	PRINEVILLE DISTRICT	PRINEVILLE	OR	97754
02N22E02600		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
02N21E02100		HOLZAPFEL LAND & CATTLE, L.P.		PO BOX 1027	WILLOWS	CA	95988
01N21E00400	RICHARD E.	HARPER	WEATHERFORD-HARPER, ALICE	PO BOX 8	IONE	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
02N21E00102	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N21E00300		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01204		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01204		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
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
01N21E00804	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
03N21E28CD01300	JOHN I. & MARIAN M.	PRUITT	HAMMER NATHAN L & LESLEE A	PO BOX 91	ARLINGTON	OR	97812
02N21E00503		PACIFICORP		825 NE MULTNOMAH	PORTLAND	OR	97232
02N21E00503		PACIFICORP		825 NE MULTNOMAH	PORTLAND	OR	97232
02N21E01400		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
01N21E00805	ANN	WEATHERFORD FLORES		201 LAMKIN STREET #407	PUEBLO	CO	81003
01N21E00806	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
02N21E01701	HERBERT R. & VIRGINIA W.	HOLZAPFEL		PO BOX 1027	WILLOWS	CA	95988
01N21E00900		ROBERT F. ATHEARN LIVING TRUST	ATHEARN, ROBERT F. TRUSTEE	333 ROSE COURT	THE DALLES	WA	98273
02N21E00300		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01104		GILLIAM COUNTY (INDUSTRIAL PARK)	GILLIAM COUNTY COURT	PO BOX 427	CONDON	OR	97823
02N21E00100	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
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
02N20E01602	STEVEN	ANDERSON		BOX 72	ARLINGTON	OR	97812
01N21E00300	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
02N21E02102		WASTE MANAGEMENT	WASTE MANAGEMENT SYSTEMS	PO BOX 1450	CHICAGO	IL	60690
02N21E02300		KENNETH A. WALTERS FAMILY TRUST		69759 HWY 19	ARLINGTON	OR	97812
02N21E02100		HOLZAPFEL LAND & CATTLE, L.P.		PO BOX 1027	WILLOWS	CA	95988
02N21E01000		QUARTER M RANCH LLC	GREINER, DWIGHT	61835 DART CREEK RD	ST HELENS	OR	97051
02N21E01102		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N20E02000		JOHN DAY RIVER CLUB, LLC.	WARE, LINCOLN	9 S.W. MT. JEFFERSON TERRACE	LAKE OSWEGO	OR	97035
02N21E00400		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01101		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01800		WASTE MANAGEMENT	OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
02N21E01701	HERBERT R. & VIRGINIA W.	HOLZAPFEL		PO BOX 1027	WILLOWS	CA	95988
01N21E00500		HOLZAPFEL LAND & CATTLE, L.P.		PO BOX 1027	WILLOWS	CA	95988
01N22E00700				1200 S.W. MAIN BLDG.	PORTLAND	OR	97205
01N21E00500		HOLZAPFEL LAND & CATTLE, L.P.		PO BOX 1027	WILLOWS	CA	95988
01N21E00200				69759 HWY 19	ARLINGTON	OR	97812
02N21E00400			OREGON WASTE SYSTEMS, INC.	PO BOX 1450	CHICAGO	IL	60690
01N21E00500		HOLZAPFEL LAND & CATTLE, L.P.		PO BOX 1027	WILLOWS	CA	95988
02N21E00200		PHILIPPI RANCHES, INC.		68988 KUNZE LANE	BOARDMAN	OR	97818
03N21E28CD01000	PAUL E. & LUDMILA I.	KRAMAR		127 ERICA DR	RICHLAND	WA	99352
02N21E00503		PACIFICORP		825 NE MULTNOMAH	PORTLAND	OR	97232
02N21E00503		PACIFICORP		825 NE MULTNOMAH	PORTLAND	OR	97232
02N21E01703	JERRY L. & LISA G.	RIETMANN	HOLTZ, TIM H. & DEBORAH L.	PO BOX 224	IONE	OR	97843
01N21E00800	EVELYN M. & ROBERT H.	SUTTON	TRUSTEES UNDER DECL. OF TRUST	1460 WESTBROOK DRIVE NW	SALEM	OR	97304
02N21E00500		TATONE FARM, LLC.		PO BOX 576	CONDON	OR	97823
02N21E01104		GILLIAM COUNTY (INDUSTRIAL PARK)	GILLIAM COUNTY COURT	PO BOX 427	CONDON	OR	97823
02N21E01704	TIM H. & DEBORAH L.	HOLTZ		PO BOX 224	IONE	OR	97843
02N21E02400		PLATEAU FARMS NO. 2		1200 S.W. MAIN BLDG.	PORTLAND	OR	97205
02N21E01400		PHYLLIS A. SUMNER TRUST	SUMNER, PHYLLIS A., TRUSTEE	71667 HWY 19 BOX 8	ARLINGTON	OR	97812
03N21E3400117	SHAWN R.	MARTIN		PO BOX A	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
03N21E3400101		GUNKEL BARNARD GRIFFIN, LLC		89 MARYHILL HWY	GOLDENDALE	WA	98620
03N21E3400112	LETUS ERNEST & CRYSTAL AN	HOLMES		PO BOX 54	ARLINGTON	OR	97812
03N21E3400800		STATE OF OREGON HIGHWAY		417 TRANSPORTATION BLDG.	SALEM	OR	97310
02N21E00100	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N21E00100	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E3400700		STATE HIGHWAY COMMISSION		135 TRANSPORTATION BLDG.	SALEM	OR	97310
03N21E3400102		GUNKEL BARNARD GRIFFIN, LLC		89 MARYHILL HWY	GOLDENDALE	WA	98620
03N21E3400104	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E3400600	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E3400119	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
02N20E01602	STEVEN	ANDERSON		BOX 72	ARLINGTON	OR	97812
02N20E02318	HERBERT R. & VIRGINIA W.	HOLZAPFEL ETAL		PO BOX 1027	WILLOWS	CA	95988
02N21E00500		TATONE FARM, LLC.		PO BOX 576	CONDON	OR	97823
03N21E01300		PHILIPPI RANCHES, INC.		68988 KUNZE LANE	BOARDMAN	OR	97818
03N21E01303		PHILIPPI RANCHES, INC.		68988 KUNZE LANE	BOARDMAN	OR	97818
03N21E01601	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E01600	J.R.	KREBS		PO BOX 8	ARLINGTON	OR	97812
03N21E28DC111	JACK L. & KAY F.	WEST		PO BOX 427	ARLINGTON	OR	97812
03N21E28DC112	JAMES E. & FANCES L.	MORRIS		12371 LOWER ROCK CREEK LN.	ARLINGTON	OR	97812
03N21E28DC113	TRAVIS R. & MICHELLE L.	REESER		PO BOX 344	MILL CITY	OR	97360
03N21E28DC114	TIMOTHY & DANELLE	WETHERELL		PO BOX 280	ARLINGTON	OR	97812

ATTACHMENT 4

LJIIA and LJIIB Decommissioning Costs

LEANING JUNIPER IIA POST CONSTRUCTION SUBMITTAL

Site Restoration Cost Estimate (1st Quarter 2010 Dollars)

Compliance with Condition 101 of the Final Order on Amendment #1 to the Site Certificate for Leaning Juniper II

Cost Estimate Component	Quantity	Unit Cost	Extension
<u>Turbines and Towers</u>			
Disconnect electrical and ready for disassembly (per tower)	43	\$979	\$42,097
Remove turbine blades and hubs (per tower)	43	\$5,207	\$223,901
Remove turbine ntowers (per net ton of steel)	12,436	\$67.00	\$833,212
Remove and load pad transformers (per tower)	43	\$2,250	\$96,750
Foundation and Transformer pad removal (per cubic yard of concrete)	2,193	\$32.00	\$70,176
Restore turbine turnouts (per tower)	43	\$1,297	\$55,771
<u>Met Towers</u>			
Dismantle and dispose of met towers (per tower)	2	\$9,637	\$19,274
<u>Substation and O&M Building</u>			
Dismantle and dispose of collector substation	2	\$133,607	\$267,214
Dismantle and dispose of O&M Facility	1	\$47,156	\$47,156
<u>Transmission Line</u>			
Remove above-ground 34.5-kV collector (per mile)	2.61	\$3,390	\$8,848
Remove 230-kV transmission line (per mile)	0.21	\$48,520	\$9,995
Remove below-ground 34.5-kV collector and junction boxes (each)	16	\$1,322	\$21,152
<u>Access Roads</u>			
Road removal, grading and seeding (per mile)	13.67	\$74,486	\$1,018,224
<u>Temporary Areas</u>			
Seed temporarily disturbed areas (per acre)	158.8	\$2,775	\$440,781
<u>General Costs</u>			
Permits, mobilization, engineering, overhead, utility disconnects (unit cost)	1	\$444,403	\$444,403
Subtotal			\$3,598,954
Subtotal Adjusted to 1st Quarter 2011 Dollars		1.1110	\$3,998,437
Performance Bond		1%	\$39,984
Gross Cost			\$4,038,422
Administration and Project Management		10%	\$403,842
Future Developments Contingency		10%	\$403,842
Total Site Restoration Cost			\$4,846,106
Total Site Restoration Cost (Rounded To Nearest \$1,000)			\$4,846,000

LEANING JUNIPER IIB POST-CONSTRUCTION SUBMITTAL

Site Restoration Cost Estimate (1st Quarter 2011 Dollars)

Compliance with Condition 101 of the Final Order on Amendment #1 to the Site Certificate for Leaning Juniper II

Cost Estimate Component	Quantity	Unit Cost	Extension
<u>Turbines</u>			
Disconnect electrical and ready for disassembly (per tower)	74	\$1,050	\$77,700
Remove turbine blades and hubs (per tower)	74	\$5,594	\$413,956
Remove turbine towers (per net ton of steel)	16,280	\$72.01	\$1,172,323
Remove and load pad transformers (per tower)	74	\$2,417	\$178,858
Foundations and Transformer pad removal (per cubic yard of concrete)	3,478	\$47.34	\$164,649
<u>Met Towers</u>			
Dismantle and dispose of met towers (per tower)	2	\$8,921	\$17,842
<u>Substation and O&M Building</u>			
Dismantle and dispose of collector substation	1	\$84,602	\$84,602
Dismantle and dispose of O&M Facility	1	\$47,156	\$47,156
<u>Transmission Line</u>			
Remove above-ground 34.5-kV collector (per mile)	1.99	\$5,241	\$10,414
Remove 230-kV transmission line (per mile)	6.43	\$22,593	\$145,160
Remove junction boxes (each)	12	\$1,420	\$17,040
<u>Access Roads</u>			
Road removal, grading and seeding (per mile)	14.97	\$21,887	\$327,627
<u>Temporary Areas</u>			
Access roads and met towers (per acre)	74.62	\$6,001	\$447,795
Transmission lines, staging areas, crane paths (per acre)	153	\$2,985	\$457,511
<u>General Costs</u>			
Permits, mobilization, engineering, overhead, utility disconnects (unit cost)	1	\$476,172	\$476,172
Subtotal			\$4,038,803
Subtotal Adjusted to 1st Quarter 2011 Dollars		1.1110	\$4,487,110
Performance Bond		1%	\$44,871
Gross Cost			\$4,531,982
Administration and Project Management		10%	\$453,198
Future Developments Contingency		10%	\$453,198
Total Site Restoration Cost			\$5,438,378
Total Site Restoration Cost (Rounded To Nearest \$1,000)			\$5,438,000

ATTACHMENT 5
Exhibits Describing PGE
Organizational Expertise

EXHIBIT A

GENERAL INFORMATION ABOUT THE APPLICANT

OAR 345-021-0010(1)(a)

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A.1	NAME AND ADDRESS OF APPLICANT AND CONTACT PERSON	1
A.2	PARTICIPANT INFORMATION	1
A.3	CORPORATE INFORMATION	1
A.4	MISCELLANEOUS INFORMATION.....	2

APPENDIX

A-1	Letter of Authorization
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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 Leaning Juniper Wind Power II, LLC (LJWP) , as Transferor constitute the only participants at this time. Because the Facility is operating, neither the Transferee or the Transferor will rely on third-parties for obtaining permits.

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 Leaning Juniper II 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 No. 2 to the Site Certificate for the Leaning Juniper II 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 No. 2 to the Site Certificate for the Leaning Juniper II 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,

Stephen M. Quennoz
Vice President, Nuclear and
Power Supply/Generation

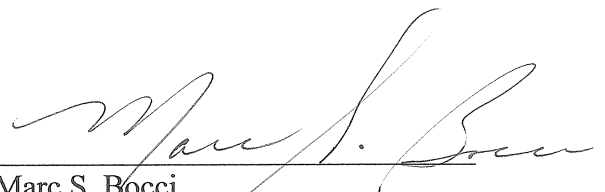
CERTIFICATE OF INCUMBENCY AND AUTHORITY

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. 2 to the Site Certificate for the Leaning Juniper II 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.¹ 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.² 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.³ 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.

¹ 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).

² Site Certificate for the Port Westward Generating Project (November 2002), as most recently amended on August 19, 2011 in the Eighth Amended Site Certificate.

³ Fourth Amended Site Certificate, incorporating amendments 1 through 9, approved December 2, 2004.

Table D-1 PGE Generation Facilities

Project Commercial Operation Date	Technology
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. PGE will provide qualified and experienced personnel to manage and supervise the operation of the project and, if necessary, supervise any design and construction that may occur at the site in the future. 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 many qualified and experienced employees on staff, including engineers. PGE will provide qualified and experienced personnel to manage and supervise the operation of the project and, if necessary, supervise any design and construction that may occur at the site in the future. These personnel have not been specifically identified at this time. PGE has not yet determined whether it will utilize outside contractors to operate 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 activities.

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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APPENDIX

M-1 Legal Opinion on Authority

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: The current bond will remain in place, and will not be cancelled until the Council receives revised bonds, or letters of credit, from LJWP and PGE for LJIIA and LJIIB respectively. PGE hereby commits to submit, prior to the cancellation of the current bond, 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 30, 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: LJF is operating. The current bond will remain in place, and will not be cancelled until the Council receives revised bonds or letters of credit from LJWP and PGE for LJIIA and LJIIB respectively.

APPENDIX M-1

Legal Opinion on Authority



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. 2 to the Site Certificate for the Leaning Juniper II 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. 2 to the Site Certificate for the Leaning Juniper II Wind Power Facility (the "Site Certificate"), pursuant to which the portion of the Site Certificate relating to the Leaning Juniper IIb Wind Power Facility would be transferred from Leaning Juniper Wind Power II, 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 acquire and operate the Leaning Juniper IIb Wind Power Facility (the "Facility") described in the Site Certificate, and to make such construction modifications as the Company deems necessary in connection with the acquisition and operation of the Facility, 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 modification or operation of the Facility or as to the effects of such laws, rules and regulations on the modification or operation of the Facility.

Sincerely,

ATTACHMENT 6

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



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 No. 2 to the Site Certificate for the Leaning Juniper II 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 the partial transfer of the Leaning Juniper II Wind Power Facility Site Certificate to PGE, as provided in this Request for Amendment No. 2, PGE will abide by all terms and conditions of such site certificate.

Sincerely,

Stephen M. Quennoz
Vice President, Nuclear and
Power Supply/Generation

