

# Request for Amendment to Transfer the Site Certificate for Wheatridge Renewable Energy Facility I

Submitted to  
Oregon Department of Energy

June 2020

Prepared by  
Portland General Electric



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# 1 Introduction

OAR 345-027-0400(4) Request for Amendment to Transfer Ownership, Possession or Control of the Facility or the Certificate Holder states:

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

On May 22, 2020, the Energy Facility Siting Council (Council) approved Wheatridge Wind Energy, LLC and Wheatridge Wind II, LLC's Request for Amendment 5 (RFA 5) to partition the Wheatridge Wind Energy Facility into two separate facilities: Wheatridge Renewable Energy Facility I (WREFI) and Wheatridge Renewable Energy Facility II (WREFII). The WREFI Site Certificate includes 100 megawatts (MW) of previously approved wind energy generation equipment and WREFII includes the remaining previously approved wind and solar generating equipment. Wheatridge Wind Energy, LLC is the current Site Certificate holder for WREFI and Wheatridge Wind II, LLC is the Site Certificate holder for WREFII. NextEra Energy Resources, LLC (NEER), as the parent company of Wheatridge Wind Energy, LLC and Wheatridge Wind II, LLC, is the current certificate holder owner for both WREFI and WREFII.

WREFI and certain portions of WREFII (200 MW of wind, 50 MW of solar, and 30 MW of battery storage) were the prevailing bid submitted in response to a request for proposals for renewable resources that PGE issued in May 2018. As part of the prevailing bid, Wheatridge Wind Energy, LLC is constructing WREFI and PGE will take full ownership of WREFI at commercial operation. NEER will operate WREFI under contract to PGE. Output from WREFII will be sold to PGE under a 30-year power purchase agreement.

Portland General Electric Company (PGE) is submitting *Request for Amendment to Transfer the Site Certificate* to transfer the Site Certificate for WREFI from Wheatridge Wind Energy, LLC to PGE. Wheatridge Wind Energy, LLC is constructing the Facility and expects to begin commercial operation in October 2020. PGE is requesting transfer of the Site Certificate because it will own WREFI once commercial operation is achieved. Wheatridge Wind Energy and its parent company, NEER, will operate the facility for PGE.

This written request includes the information in Oregon Administrative Rule (OAR) 345-021-0010(1)(a), (d), (f) and (m). The owner certification to abide by all terms and conditions of the Site Certificate is in Attachment 1. OAR 345-021-0010(1)(y)(O)(iv) does not apply because WREFI is not a gas plant. This *Request for Amendment to Transfer the Site Certificate* does not request any changes to the site boundary, physical components, or generating capacity of the facility.

## 2 Applicant Information OAR 345-021-0010(1)(a)

### 2.1 Name and Address of Applicant and Contact Person

**OAR 345-021-0010(1)(a)(A)** Exhibit A. Information about the applicant and participating persons, including:

*(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 the applicant, the name, title, mailing address, email address and telephone number of that person;*

#### **Response:**

##### **Applicant name and address**

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

##### **Contact person contact information**

Arya Behbehani  
Senior Director Environmental & Licensing Services  
Portland General Electric Company  
121 SW Salmon Street, 3WTC0403  
Portland, OR 97204  
(503) 464-8141  
[Arya.Behbehani@pgn.com](mailto:Arya.Behbehani@pgn.com)

### 2.2 Participant Information

**OAR 345-021-0010(1)(a)(B)** Exhibit A. Information about the applicant and participating persons, including:

...

*(B) The contact name, mailing 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:**

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

There are no other participating persons.

## 2.3 Corporation Information

**OAR 345-021-0010(1)(a)(C)** Exhibit A. Information about the applicant and participating persons, including:

...

*(C) If the applicant is a corporation:*

*(i) The full name, official designation, mailing address, email address and telephone number of the officer responsible for submitting the application;*

*(ii) The date and place of its incorporation;*

*(iii) A copy of its articles of incorporation and its authorization for submitting the application; and*

*(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:**

*(i) The full name, official designation, mailing address, email address and telephone number of the officer responsible for submitting the application.*

Responsible Officer: Brad Jenkins, Vice President Utility Operations

Portland General Electric Company  
121 SW Salmon Street, 1 WTC1702  
Portland, OR 97204

*(ii) The date and place of its incorporation.*

PGE was incorporated on July 25, 1930, in the State of Oregon.

*(iii) A copy of its articles of incorporation and its authorization for submitting the application*

See Attachment 2 for the articles of incorporation and Attachment 3 for the authorization letter.

*(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*

Not Applicable

## 2.4 Parent Company Information

**OAR 345-021-0010(1)(a)(D)** Exhibit A. Information about the applicant and participating persons, including:

...

*(D) If the applicant is a wholly owned subsidiary of a company, corporation or other business entity, in addition to the information required by paragraph (C), the full name and business address of each of the applicant's full or partial owners;*

**Response:** Not applicable

## **2.5 Miscellaneous Information**

*OAR 345-021-0010(1)(a)(E) If the applicant is an association of citizens, a joint venture or a partnership.*

**Response:** Not applicable

*OAR 345-021-0010(1)(a)(F) If the applicant is a public or governmental entity.*

**Response:** Not applicable

*OAR 345-021-0010(1)(a)(G) If the applicant is an individual, the individual's mailing address, email address and telephone number.*

**Response:** Not applicable

*OAR 345-021-0010(1)(a)(H) If the applicant is a limited liability company.*

**Response:** Not applicable

## **3 Applicant's Organizational, Managerial, and Technical Expertise OAR 345-021-0010(1)(d)**

*OAR 345-021-0010(1)(d) Exhibit 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 section describes the sources and extent of PGE's organizational, managerial, and technical expertise.

### **3.1 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 is a fully integrated energy company based in Portland, Oregon, serving 863,000 customers in 51 cities. For over 130 years, it has been delivering energy to Oregonians. PGE generates electricity

from plants it owns and purchases power on the wholesale market. It operates wholly and jointly 15 facilities, 5 of which have been issued site certificates (Table 1).

PGE has significant experience in constructing and operating generation projects, including 717 MW of wind generation. PGE constructed its first wind farm, Biglow Canyon, in 2010. Located in Sherman County, Oregon, it has 217 constructed wind turbines with a total installed capacity of 450 MW. In 2014, PGE began operating Tucannon River Wind Farm in Columbia County, Washington. The facility has 116 wind turbines and a total installed capacity of 267 MW. Both wind farms are fully owned and operated by PGE. PGE managed the construction of both projects and operates the facilities.

Table 1. PGE owned and operated generation facilities with site certificates and wind facilities.

Facility (Commercial Operation Date)	Technology	Approximate Size (MW)
Boardman Coal Plant (1980)	Coal	518
Coyote Springs Unit 1 (1995)	Natural gas fueled combined-cycle unit	249
Port Westward Generating Plant Unit 1 (2007)	Natural gas fueled combined-cycle unit	411
Port Westward Generating Plant Unit 2 (2014)	Reciprocating internal combustion engines	225
Biglow Canyon Wind Farm (2010)	Wind	450
Tucannon River Wind Farm (2014)*	Wind	267
Carty Generating Facility (2016)	Natural gas fueled combined-cycle unit	437

\*The wind farm is located in Columbia County, Washington.

## 3.2 Applicant's Personnel Qualifications

**OAR 345-021-0010(1)(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 qualified staff with experience in constructing and operating generation facilities. Specifically, it has managed and supervised the construction of Biglow Canyon and Tucannon River wind farms. Both facilities are also operated by PGE staff. Qualified PGE staff are reviewing design and construction of the components associated with WREFI.

Wheatridge Wind Energy, LLC is the current Site Certificate holder and the entity constructing the project. Pursuant to the terms of the Build Transfer Agreement between Wheatridge Wind Energy, LLC (as seller) and PGE (as buyer), PGE will not take ownership of WREFI or counter-sign the transfer of the WREFI Site Certificate until commercial operations begin for WREFI.

### 3.3 Contractor Qualifications

***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:**

In October 2020, when PGE takes ownership of WREFI, construction will be completed and the project will be operational, and NEER will operate the facility for PGE. In the *Final Order on the Request for Transfer* issued on July 27, 2017, for the Wheatridge Wind Energy Facility Site Certificate, the Council found that with conditions PRE-OE-01 and PRE-OE-02, Wheatridge Wind Energy, LLC and its parent company, NEER, satisfied the requirements of the Organizational Expertise standard<sup>1</sup>. In the October 11, 2019, Wheatridge Wind Energy Facility Pre-Construction Compliance Submittal No. 3, Wheatridge Wind Energy, LLC provided the Oregon Department of Energy with the name and qualifications of the construction manager, major design and engineering contractor, and engineering, procurement, and construction contractor. This transfer request does not change the information submitted for PRE-OE-01 and PRE-OE-02.

### 3.4 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 the past 10 years, PGE has received the following citations that fall within Energy Facility Siting Council standards at its facilities that are governed by a site certificate:

- In February 2011, PGE received a notice of Water Pollution Control Facility Permit violation/warning letter as a result of an ash disposal berm overflow at the Boardman Plant that occurred in December 2010. No fines were issued.
- During a site inspection by the United States Environmental Protection Agency (EPA) at the Beaver Generating Plant on July 8, 2015, deficiencies in spill prevention, control, and countermeasure compliance were identified. On December 9, 2015, the signed Expedited Settlement Agreement and associated documentation was sent to the EPA. The EPA advised on December 11 of their appreciation for the “forthright follow-up work, and quite significant effort PGE has been put forth to come into compliance.” The financial penalty levied was \$2,025.
- In April 2019, PGE received a notice of Water Pollution Control Facilities Permit violation/warning letter for failure to conduct pH monitoring at the Boardman Coal Plant

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<sup>1</sup> Final Order on the Request for Transfer. 2017. Pg 12.



in accordance with Schedule B of the Water Pollution Control Facilities permit. PGE implemented corrective actions and no fines were issued.

- PGE has resolved minor site certificate issues with ODOE without receiving citations. These issues include an unlocked gate at the Biglow Canyon substation in 2015, a failure to report a spill at Biglow Canyon to ODOE that was reported to the Oregon Department of Environmental Quality in 2016, constructing a portion of the backup station service power line for the Grassland Switchyard outside the site boundary at Carty in 2015, and a violation for auxiliary boiler site certificate limits at Coyote Springs in 2012.

PGE has not received any other citations that fall within Energy Facility Siting Council standards at its facilities that are governed by a site certificate. Also, it has not received any citations at Tucannon River Wind Farm since it began operating in 2014. In the *Final Order on the Request for Transfer*, the Council found that the Wheatridge Wind Energy and its parent company, NEER, who will operate the facility for PGE, have not received any citations or violations for their wind facilities in California and Oregon during the past 10 years<sup>2</sup>.

### 3.5 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. PGE has constructed and currently operates two wholly-owned wind farms. Wheatridge Wind Energy's parent company, NEER, has constructed and operates wind facilities throughout the United States.

### 3.6 ISO Certified Program

***OAR 345-021-0010(1)(d)(F)*** *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, a description of the program.*

**Response:** Not applicable

### 3.7 Mitigation

***OAR 345-021-0010(1)(d)(G)*** *If the applicant relies on mitigation to demonstrate compliance with any standards of Division 22 or 24 of this chapter, evidence that the applicant can successfully complete such proposed mitigation, including past experience with other projects and the*

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<sup>2</sup> Final Order on the Request for Transfer. 2017. Pg 12.

*qualifications and experience of personnel upon whom the applicant will rely, to the extent that the identities of such persons are known at the date of submittal.*

**Response:**

PGE and Wheatridge Wind Energy, LLC will rely on mitigation to satisfy the Council's Fish and Wildlife Habitat standard and to comply with the Oregon Department of Fish and Wildlife (ODFW) habitat goals.

PGE has extensive experience working with ODFW on wildlife and habitat improvements at its energy facilities:

**Boardman Coal Plant:** Established an 880-acre (ac) conservation area on Boardman Power Plant lands as part of the Multi-Species Candidate Conservation Agreement with Assurances to protect state-listed endangered Washington ground squirrels and their habitat. PGE's mitigation work included wildlife surveys, livestock grazing management, and a weed control program.

**Port Westward Generating Facility:** Established a 28.1-ac (19 ac for Unit 1 and 9.1 ac for Unit 2) conservation easement within emergent wetland habitat adjacent to the facility. PGE will maintain the easement for the life of the facility, and has enhanced the existing habitat by planting native trees and shrubs and controlling invasive plant species. The Unit 1 area also includes a 1.5-acre wetland mitigation area that was successfully enhanced from reed canarygrass wetland to native wetland vegetation.

**Biglow Wind Farm:** Established a 117-ac mitigation site near the wind farm. Within the mitigation area, 11.92 ac of Category 4 habitat (ODFW Habitat Category) has been seeded to achieve, over time, an improvement to Category 2 or Category 3. Additionally, PGE is managing weeds in the entire area, which involves surveys, control, prevention, and revegetation measures. PGE fenced the entire perimeter of the area and installed a wildlife guzzler and monitors these features routinely. Additional mitigation activities include breeding bird surveys and annual photo point monitoring of vegetation at upland sites and at a spring.

**Carty Generating Facility:** Established a 78-ac mitigation area where PGE conducts Washington Ground Squirrel and raptor nest monitoring and noxious weed control and prevention measures. PGE also installed wildlife compatible fencing and limit access to the site.

PGE employs several qualified wildlife biologists that work on these mitigation projects and will be able to oversee and direct NEER as needed on implementing habitat mitigation for WREFI.

Wheatridge Wind Energy, LLC and NEER have experience with mitigation projects as has been described in previous applications. The Council found in the *Final Order on Request for Transfer* and the *Final Order on Amendment 5* that Wheatridge Wind Energy, LLC and NEER can successfully complete the proposed mitigation and have qualified and experienced personnel to lead this work<sup>3</sup>.

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<sup>3</sup> Final Order on Request for Transfer. 2017. Pg 12; Final Order on Amendment 5. 2020. Pg 23.

## 4 Property Owners OAR 345-021-0010(1)(f)

**OAR 345-021-0010(1)(f) Exhibit F.** A list of the names and mailing addresses of property owners, as described in this subsection:

*(A) The list must include all owners of record, as shown on the most recent property tax assessment roll, of property located:*

*(i) Within 100 feet of property which is the subject of the application, where the subject property is wholly or in part within an urban growth boundary;*

*(ii) Within 250 feet of the property which is the subject of the application, where the subject property is outside an urban growth boundary and not within a farm or forest zone; or*

*(iii) Within 500 feet of the property which is the subject of the application, where the property is within a farm or forest zone;*

*(B) The applicant must submit an updated list of property owners as requested by the Department before the Department issues notice of any public hearing on the application for a site certificate as described in OAR 345-015-0220; and*

*(C) In addition to incorporating the list in the application, the applicant must submit the list to the Department in an electronic format approved by the Department.*

### **Response:**

See Attachment 4 for the property owner list and map.

## 5 Financial Analysis OAR 345-021-0010(1)(m)

**OAR 345-021-0010(1)(m) Exhibit 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 requires the disclosure of information or records protected from public disclosure by any provision of state or federal law.

### **Response:**

OAR 345-022-0050 states

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

...

*(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.*

The information provided in this section supports such a finding.

### **5.1 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:**

Attachment 5 is an opinion of legal counsel confirming that PGE has the legal authority to construct and operate the facility in conformance with the requirements of the rule.

### **5.2 Type and Amount of Proposed Bond or Letter of Credit**

***OAR 345-021-0010(1)(m)(B)*** *The type and amount of the applicant's proposed bond or letter of credit to meet the requirements of OAR 345-022-0050.*

**Response:**

PGE will submit a letter of credit, prior to taking ownership of WREFI, to the State of Oregon, through the Energy Facility Siting Council, in the amount required by Condition PRE-RF-02 of the Site Certificate. The letter of credit will be in the amount equal to the cost of project retirement based on the final design configuration of the facility as allowed by PRE-RF-02(a)(1) and it will be adjusted annually for inflation.

### **5.3 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 paragraph (B), before beginning construction of the facility.*

**Response:**

Attachment 6 is a letter from JP Morgan Chase Bank, N.A. stating the bank's willingness to arrange a letter of credit.

## Attachment 1 Owner Certification



**Portland General Electric**  
121 SW Salmon Street • Portland, Ore. 97204  
PortlandGeneral.com

June 1, 2020

Oregon Department of Energy  
550 Capitol St. NE  
Salem, OR 97301

RE: Request for Amendment to Transfer the Site Certificate for Wheatridge Renewable Energy Facility I

To whom it may concern:

Pursuant to the requirements of OAR 345-027-0400(4), Portland General Electric Company (PGE) hereby agrees that upon the transfer of the Wheatridge Renewable Energy Facility I Site Certificate to PGE, as provided in the Request for Amendment to Transfer the Site Certificate, PGE will abide by all terms and conditions of the Site Certificate. The expected date of transfer of ownership of Wheatridge Renewable Energy Facility I to PGE is October 2020.

Sincerely,

A handwritten signature in black ink that reads "Brad Jenkins".

Brad Jenkins  
Vice President Utility Operations

## Attachment 2 Articles of Incorporation



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone: (503) 986-2200  
www.filinginoregon.com

**Registry Number:** 034142-16  
**Type:** DOMESTIC BUSINESS CORPORATION

**Next Renewal Date:** 07/25/2014

PORTLAND GENERAL ELECTRIC COMPANY  
#1WTC0510-CORPORATE TAX  
121 SW SALMON ST  
PORTLAND OR 97204

### **Acknowledgment Letter**

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

**Document**  
RESTATED ARTICLES

**Filed On**  
05/07/2014

**Jurisdiction**  
OREGON

**Name**  
PORTLAND GENERAL ELECTRIC COMPANY

**Principal Place of Business**  
121 SW SALMON ST  
PORTLAND OR 97204

**Registered Agent**  
STEPHEN A REDSHAW  
121 SW SALMON ST  
PORTLAND OR 97204

**Mailing Address**  
#1WTC0510-CORPORATE TAX  
121 SW SALMON ST  
PORTLAND OR 97204

**President**  
JAMES J PIRO  
121 SW SALMON ST  
PORTLAND OR 97204

**Secretary**  
MARC S BOCCI  
121 SW SALMON ST  
1WTC1301  
PORTLAND OR 97204



**Restated Articles of Incorporation - Business/Professional**Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.FilingInOregon.com> - Phone: (503) 986-2200**FILED****MAY 07 2014****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: ☐

## 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 05/07/14.

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 Stock	78,174,686	78,174,686	63,602,823	651,910

☐ 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.

## 5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Marc S. BocciCorporate Secretary

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

Marc S. Bocci

PHONE NUMBER: (Include area code.)

503-464-8840

<b>FEES</b>	
Required Processing Fee	\$100
Processing Fees are nonrefundable. Please make check payable to "Corporation Division."	
Free copies are available at <a href="http://FilingInOregon.com">FilingInOregon.com</a> , using the Business Name Search program.	

**THIRD 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.

**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.

**ARTICLE X.****Majority Voting in Uncontested Elections**

Except as otherwise provided under these Articles of Incorporation and applicable law, in any election of directors of the Corporation at a meeting of shareholders at which a quorum is present, each director shall be elected if the number of votes cast "for" the director exceeds the number of votes cast "against" the director; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of shareholders for which the Secretary of the Corporation determines that the number of nominees exceeds the number of directors to be elected as of the date seven days prior to the scheduled mailing date of the Corporation's definitive proxy statement for such meeting.

## Attachment 3 Letter of Authorization



**Portland General Electric**  
121 SW Salmon Street • Portland, Ore. 97204  
PortlandGeneral.com

June 1, 2020

Oregon Department of Energy  
550 Capitol St. NE  
Salem, OR 97301

RE: Request for Amendment to Transfer the Site Certificate for Wheatridge Renewable Energy Facility I

To whom it may concern:

Pursuant to the requirements of OAR 345-021-0010(1)(a)(C)(iii), please be advised that I am authorized to submit this Request for Amendment to Transfer the Site Certificate on behalf of Portland General Electric Company (PGE).

I am the Vice President of Utility Operations of PGE, and I am authorized to make application for certificates and sign in the name of the Company instruments, certificates, and documents of any type or kind. A copy of PGE's Board of Director's Policy Statement on Authority of Management of Portland General Electric Company and a copy of the Corporate Secretary's certification and signature of officer are attached.

Sincerely,

Brad Jenkins  
Vice President Utility Operations

**INCUMBENCY CERTIFICATE  
PORTLAND GENERAL ELECTRIC COMPANY**

I, Karen J. Lewis, certify that I am a duly elected, qualified and acting Assistant Corporate Secretary of Portland General Electric Company (the "Company"), and that the person whose name, title and signature appears below is, and has been since the date specified below, a duly elected, qualified and acting officer of the Company, holding the office set opposite his name, and that the signature appearing opposite his name is the genuine signature of such officer.

<u>Name</u>	<u>Title</u>	<u>Effective Date</u>	<u>Signature</u>
Bradley Y. Jenkins	Vice President, Utility Operations	September 1, 2015	

IN WITNESS WHEREOF, I have executed this certificate on the 28<sup>th</sup> day of May 2020.

  
\_\_\_\_\_  
Karen J. Lewis  
Assistant Corporate Secretary



**Board of Directors  
of  
Portland General Electric Company**

**Policy Statement on Authority of Management**

**Introduction**

The business and affairs of Portland General Electric Company (“Company”) are managed by or under the authority of the Board of Directors, including standing and special Board committees (“Board”). The Board believes that this is best accomplished by providing broad responsibility, authority and discretion to the officers and managers of the Company to operate the Company.

The primary responsibility of the Board is oversight of the performance of the Company. That is accomplished by reviewing the status of plans and budgets, by evaluating the performance of the Chief Executive Officer and other Company officers and by generally monitoring the Company’s business and affairs, particularly financial performance, management of risk, compliance with legal and regulatory requirements and attainment of goals and objectives.

The Board also undertakes certain decision-making activities. The Board generally limits its decision-making activities to matters it is required to undertake by law, by the provisions of the Company’s Articles of Incorporation and Bylaws and by contractual arrangements. The Board also exercises its decision-making activities in the approval of plans and budgets and matters that are unusual or outside the ordinary business of the Company.

**Policy**

It is the policy of the Board to provide broad responsibility, authority and discretion to operate the Company to the Chief Executive Officer, and through the Chief Executive Officer to the other officers and managers of the Company. The Chief Executive Officer, subject to the control of the Board, is in charge of the regular, day-to-day business and affairs of the Company and has supervision, direction, and control of the officers and managers of the Company.

To assist the Board in its oversight and decision-making activities, the Board requires frequent reports from management and encourages management to seek advice and guidance by bringing matters to the attention of the Board, whether or not the matter requires the active approval of the Board.

**Purpose**

The purpose of this Policy Statement is to communicate to the management of the Company the power and authority of the Chief Executive Officer and the other Company officers and managers over the business and affairs of the Company. It is to be interpreted and applied to accomplish the policy of limiting the matters brought to the Board for approval and maximizing

the presentation of information useful for oversight and monitoring of the Company's business and affairs.

### **Limitations**

The powers and authorities of the Chief Executive Officer and the other officers of the Company are subject to requirements of law and government regulations, provisions of the Company's Articles of Incorporation and Bylaws, the charters of standing and special Board committees, terms and conditions of any contractual arrangements (including compensation and benefit plans), resolutions of the Board and the limitations and restrictions in this Policy Statement. Any authority not conferred on the Chief Executive Officer or other Company officers is retained by the Board.

### **Matters Not Within Ordinary Business**

The authority addressed in this Policy Statement is limited to activities and matters within the ordinary business of the Company. Any material activities or matters, however described, that are in the judgment of the Chief Executive Officer outside of the Company's ordinary business must be presented to the Board for approval.

### **Emergencies**

Notwithstanding any limitations or restrictions in this Policy Statement or resolutions of the Board, whenever in the judgment of the Chief Executive Officer an emergency exists, the Chief Executive Officer shall have all power and authority necessary to ensure the continued operation of the Company, the safe delivery of electricity to the Company's customers, the preservation of system integrity and the protection of life and property. The Chief Executive Officer shall promptly report to the Chairman of the Board the circumstances of the emergency and shall provide a complete report at the next meeting of the Board. In the event that the Chief Executive Officer is also the Chairman of the Board, the report shall be made to the Lead Independent Director.

## **APPROVAL AND EXPENDITURE AUTHORITY**

### **Plans and Budgets**

Management shall present to the Board for its consideration and approval an annual:

1. Operating Plan and Operating Budget, which shall include the Company's Statement of Direction and its Scorecard, covering the projected operating and maintenance costs of each functional area or business unit; the anticipated expenditures for those activities plus an amount to cover contingencies and overruns; loads; revenues; net variable power costs; depreciation; interest expense; taxes; net income; earnings per share; key actions and business risks and significant regulatory actions and proceedings; and such other matters as management deems appropriate.

2. Capital Budget covering anticipated capital expenditures of each functional area or business unit, plus an amount to cover contingencies and overruns related to those expenditures and such other matters as management deems appropriate. The Capital Budget shall also identify an amount (“Non-Budgeted Matters Amount”) under which the Chief Executive Officer is authorized to approve commitments for capital expenditures, within the ordinary business of the Company, that are not included in the Capital Budget, up to the Non-Budgeted Matters Amount. Each capital project or series of related capital projects contained in the Capital Budget, including tangible and intangible capital assets and improvements, with an anticipated expenditure in excess of \$5 million, and each lease obligation (capital and operating), with a present value in excess of \$5 million, shall be itemized and described in the Capital Budget.

3. Finance and Investment Plan covering the funding strategy which supports the Operating and Capital Budgets, the investment objectives and the criteria for the investment and management of surplus cash, long-term and short-term financing transactions for obtaining capital or for guaranteeing performance or payment of obligations, currency hedging transactions, and such other matters as management deems appropriate.

The Board’s approval of the above plans and budgets represents (i) the Board’s authorization for the Chief Executive Officer to undertake the programs, projects, transactions (acquisitions and dispositions), regulatory proceedings and other matters set out therein and (ii) the Board’s authorization of each itemized expenditure and the aggregate total expenditures, including the amounts to cover contingencies and overruns, set out in each of the budgets. In addition, the Board may, in conjunction with its approval of the plans and budgets, authorize the Chief Executive Officer to amend such plans and budgets from time to time or to approve expenditures to be made in subsequent years (beyond the time periods covered in such plans and budgets), subject to such limitations and other requirements as the Board deems appropriate.

## **Litigation**

In addition to Non-Budgeted Matters, the Chief Executive Officer, upon concurrence with the General Counsel, has the power and authority to approve (i) the settlement of any claim against the Company arising from litigation, administrative proceeding or otherwise not included in the Budgets up to \$5 million individually and (ii) the settlement of any claim asserted by the Company against another party, including, without limitation, claims asserted against the Company’s insurance carriers. The Chief Executive Officer may authorize the General Counsel to (i) approve such settlements, up to \$100,000 individually, and (ii) delegate such authority to the Company’s officers and employees, in such manner and with such restrictions and limitations as the General Counsel shall determine.

The Chief Executive Officer has the power and authority to initiate or cause to be initiated any litigation, claim or other legal proceeding on behalf of the Company. The Chief Executive Officer may authorize the General Counsel to initiate litigation, claims or other legal

proceedings on behalf of the Company, in such manner and with such restrictions and limitations as the Chief Executive Officer shall determine.

### **Regulatory Matters**

The Chief Executive Officer has the power and authority to initiate or cause to be initiated any regulatory actions and matters on behalf of the Company, and to resolve and settle such regulatory actions and matters. The Chief Executive Officer may authorize each of the General Counsel and the Chief Financial Officer, or either of them, to initiate regulatory proceedings on behalf of the Company, in such manner and with such restrictions and limitations as the Chief Executive Officer shall determine.

### **Board-Approved Corporate Policies**

The Board approves certain corporate policies from time to time (e.g. when required by law or when deemed desirable as a best practice). Such policies approved by the Board in the past include, among others, this Policy Statement on Authority of Management, the Corporate Governance Guidelines, the Process for Handling Communications to the Board of Directors and Board Committees, the Code of Business Ethics and Conduct, and the Code of Ethics for Chief Executive and Senior Financial Officers. From time to time, the Company may desire to amend these policies for various reasons, such as to clarify certain provisions or update certain references. The Chief Executive Officer has the power and authority to approve amendments to the above-referenced policies, as well as any other corporate policies that have been approved by the Board, provided that (i) such amendments do not materially change the effect of such policies or the obligations and responsibilities provided for under such policies and (ii) any such amendments to the Code of Business Ethics and Conduct or the Code of Ethics for Chief Executive and Senior Financial Officers shall be reviewed by the Chairman of the Audit Committee prior to approval by the Chief Executive Officer. The Nominating and Corporate Governance Committee will be informed at its next regular meeting of any corporate policy amendments made by the Chief Executive Officer pursuant to this paragraph. This provision is not intended to limit any other authority of the Chief Executive Officer with respect to policies that are not approved by the Board.

### **Subsidiaries and Other Entities**

The Chief Executive Officer has power and authority to approve the creation of corporations, partnerships, joint ventures or other business entities, whose accounts are consolidated with those of the Company under accounting principles (“Subsidiaries”), the purpose of which is to engage in activities in the ordinary business of the Company. The Chief Executive Officer has the power and authority to approve participation in non-Subsidiary corporations, partnerships, joint ventures or other business entities (“Related Entities”) the purpose of which is to engage in activities in the ordinary business of the Company. The annual funding, whether by investment, loans, guarantees or other means, for Subsidiaries and Related Entities not included in the Budgets may be approved by the Chief Executive Officer as a Non-Budgeted Matter.

The creation of, participation in or funding of any Subsidiary or Related Entity the purpose of which is to engage in activities not in the ordinary business of the Company must be approved by the Board.

The Chief Executive Officer has the power and authority to vote the shares of stock or other ownership interest of the Company in any Subsidiary or Related Entity. The Chief Executive Officer acts on behalf of the Company to select the members of the governing body (i.e., directors, officers, partners, or managers) for each Subsidiary and Related Entity. The Chief Executive Officer has the power and authority to act on behalf of the Company as the shareholder or other owner of shares of stock or other ownership interest of any Subsidiary or Related Entity, and the Company's representatives on the governing body of any Subsidiary or Related Entity shall report to the Chief Executive Officer and shall take direction from the Chief Executive Officer with respect any matters effecting the Company's interest in the Subsidiary or Related Entity.

The Chief Executive Officer has the power and authority to vote all shares of stock or other ownership interest in other entities owned by the Company and to sign proxies, waivers of notice, consents and other instruments in the name of the Company with respect to such stock or other ownership interest.

## **Reports**

Management shall make periodic reports to the Board reviewing the status of matters covered by the Plans and the Budgets, including comparisons of actual expenditures to budgeted expenditures. Any substantial modifications of the Budgets or the Plans shall be presented to the Board for approval. At least annually, management shall report on the operations of material Subsidiaries and Related Entities, including the amount of the Company's investments, loans, guarantees or other funding. The Chief Executive Officer shall periodically report to the Board on the commitments and expenditures for material Non-Budgeted Matters. The Chief Executive Officer shall report or cause to be reported to the Board or any Board committee any other matter requested by the Board or any Board committee.

## **Management Approval Requirements**

The Board's approval of the Plans and the Budgets does not supersede or replace any processes and procedures established by management for review and approval of programs, projects, transactions (acquisitions or dispositions), joint ventures or other matters; the execution of contracts, agreements and other documents reflecting any such matters or the authorization of expenditures for any such matters.

## **SIGNATURE AUTHORITY**

The authority to approve a matter or authorize expenditures and the authority to sign on behalf of the Company the documents that reflect the approved matter or expenditure are distinct authorities. Only the Company's officers have standing power and authority to sign contracts, agreements or other documents on behalf of the Company. Other employees and agents may not

sign contracts, agreements or other documents on behalf of the Company unless they are assigned or delegated signature authority in accordance with this Policy Statement.

It is the responsibility of every officer, employee or agent executing contracts, agreements or other documents on behalf of the Company to verify that the matters and expenditures covered by the documents have been appropriately approved.

### **Chief Executive Officer**

The Chief Executive Officer has the power and authority to sign in the name and on behalf of the Company contracts, agreements, instruments, certificates, and documents of any type or kind, including, but not limited to, deeds, leases and other rights in property, notes and other evidences of indebtedness, and all other obligations.

### **Chief Financial Officer**

The Chief Financial Officer has the power and authority to sign in the name and on behalf of the Company contracts, agreements, instruments, certificates, and documents of any type or kind, including, but not limited to, deeds, leases and other rights in property, notes and other evidences of indebtedness, and all other obligations. The Chief Executive Officer may place limitations and restrictions on the signature authority of the Chief Financial Officer.

### **Vice Presidents**

Vice Presidents have the power and authority to sign in the name and on behalf of the Company contracts, agreements, instruments, certificates, and documents of any type or kind, including, but not limited to, deeds, leases and other rights in property, notes and other evidences of indebtedness, and all other obligations. The Chief Executive Officer may place limitations and restrictions on the signature authority of any individual Vice President or on all Vice Presidents collectively.

### **Treasurer**

The Treasurer has the power and authority to sign in the name and on behalf of the Company contracts, agreements, instruments, certificates, and documents of any type or kind including, but not limited to, deeds, leases and other rights in property, notes and other evidences of indebtedness, and all other obligations. The Chief Executive Officer may place limitations and restrictions on the signature authority of the Treasurer.

### **Assistant Treasurer**

Each Assistant Treasurer has the power and authority to sign in the name and on behalf of the Company contracts, agreements, instruments, certificates, and documents of any type or kind including, but not limited to, deeds, leases and other rights in property, notes and other evidences of indebtedness, and all other obligations. The Chief Executive Officer and the Treasurer may

place limitations and restrictions on the signature authority of any individual Assistant Treasurer or on all Assistant Treasurers collectively.

### **Controller**

The Controller has the power and authority to sign in the name and on behalf of the Company such contracts, agreements, instruments, certificates, and documents of the type and kind customary for the responsibilities and duties pertaining to the office of Controller. The Chief Executive Officer may place limitations and restrictions on the signature authority of the Controller.

### **Secretary**

The Secretary has the power and authority to sign in the name and on behalf of the Company, and affix the corporate seal to, such contracts, agreements, instruments, certificates, and documents of the type and kind customary for the responsibilities and duties pertaining to the office of Secretary. The Chief Executive Officer may place limitations and restrictions on the signature authority of the Secretary.

### **Assistant Secretary**

Each Assistant Secretary has the power and authority to sign in the name and on behalf of the Company, and affix the corporate seal to, such contracts, agreements, instruments, certificates, and documents of the type and kind customary for the responsibilities and duties pertaining to the office of Secretary. The Chief Executive Officer and the Secretary may place limitations and restrictions on the signature authority of any individual Assistant Secretary or on all Assistant Secretaries collectively.

## **ASSIGNMENT AND DELEGATION OF AUTHORITY**

### **Assignment and Delegation of Approval and Expenditure Authority**

The approval and expenditure authority of the Chief Executive Officer may be assigned by the Chief Executive Officer to the Company's officers, employees and agents, or any team, committee or other group that includes officers, employees or agents, in such manner and with such restrictions and limitations as the Chief Executive Officer deems appropriate.

The Chief Executive Officer may authorize the Company's officers, employees or agents, or any team, committee or other group that includes officers, employees or agents, to delegate their approval and expenditure authority to other officers, employees or agents of the Company that report directly or indirectly to them. Delegation shall be in such manner and with such restrictions and limitations as the Chief Executive Officer deems appropriate, and subject to any limitations or restrictions set forth in this Policy Statement.

## **Assignment and Delegation of Signing Authority**

Approval authority and signing authority are usually held jointly and approval of a matter or expenditure is usually evidenced by signing the contracts, agreements or other documents evidencing the matter or expenditure. The assignment or delegation of approval and expenditure authority shall be deemed to include the assignment or delegation of the authority to sign on behalf of the Company the contracts, agreements or other documents that evidence the matter or expenditure, unless signing authority is specifically excluded. Signing authority may be separately assigned or delegated.

The Chief Executive Officer may assign to the Company's officers, employees and agents, in such manner and with such restrictions and limitations as the Chief Executive Officer shall determine, authority to sign in the name and on behalf of the Company such contracts, agreements, instruments, certificates, and documents of any type or kind as the Chief Executive Officer deems appropriate. Such assignment may be in addition to any signing authority otherwise conferred on the officer, employee or agent by this Policy Statement or separate resolution of the Board.

The Chief Executive Officer may authorize the Company's officers, employees or agents to delegate their authority to sign in the name and on behalf of the Company contracts, agreements, instruments, certificates, and other documents of the type and kind authorized under this Policy Statement or assigned by the Chief Executive Officer to other officers and employees of the Company that report directly or indirectly to them. Delegation shall be in such manner and with such restrictions or limitations as the Chief Executive Officer deems appropriate and subject to any limitations or restrictions set forth in this Policy Statement. Delegation may be in addition to any other signing authority conferred on the officer or employee.

It is the responsibility of every officer, employee or agent executing contracts, agreements or other documents on behalf of the Company to verify that he or she has the necessary signature authority and that the matters covered by the documents have been appropriately approved.

## **Sub-delegation of Authority**

The Chief Executive Officer has the power and authority to authorize sub-delegation of powers, duties, responsibilities and authority in such manner and with such restrictions and limitations as the Chief Executive Officers deems appropriate. There may be no sub-delegation unless approved by the Chief Executive Officer.

## **Temporary Delegation and Sub-delegation**

The Chief Executive Officer has the power and authority to authorize officers, employees and agents of the Company to temporarily delegate or sub-delegate their powers, duties, responsibilities and authority, including approval and signature authority, in the event of emergency or in their absence.



## **Termination of Authority**

Any powers, duties, responsibilities or authority assigned, delegated or sub-delegated may be revoked at any time and automatically terminate if the officer, employee or agent receiving the assignment, delegation or sub-delegation leaves the Company or moves to a different position within the Company. Powers, duties, responsibilities and authority assigned, delegated or sub-delegated do not automatically terminate if the officer, employee or agent that made the assignment, delegation or sub-delegation leaves the Company or moves to a different position within the Company.

## **ADDITIONAL POWERS AND DUTIES OF CERTAIN OFFICERS**

### **Chief Executive Officer**

In addition to the authority to assign powers and authority to officers, employees and agents of the Company, the Chief Executive Officer has the authority to appoint officers and assistant officers and prescribe their powers and duties. The Chief Executive Officer may confer a special title upon a Vice President whether the Vice President is appointed by the Board or by the Chief Executive Officer. The Chief Executive Officer may not delegate the authority to appoint officers and assistant officers or to confer special titles. The Chief Executive Officer shall report the appointment of any officer or the conferring of any special title to the Board at the first meeting of the Board following such appointment or confirmation.

The Chief Executive Officer has the power and authority to approve all non-executive compensation and human resources matters, including management changes and plans and actions (other than those involving Company securities) for incentive compensation, benefits and severance.

### **Treasurer**

The Treasurer shall be the legal custodian of all moneys, notes, securities and other valuables that may come into the possession of the Company. The Treasurer shall deposit, or cause to be deposited, all funds of the Company that come into the Treasurer's hands in depositories approved by the Treasurer. The Treasurer shall sign all checks, drafts or other orders for the payment of money issued in the name of the Company. The Treasurer has such authority as is customary to carry out these duties and responsibilities. The Treasurer may delegate the power and authority to carry out these duties and responsibilities to any Assistant Treasurer or other employee of the Company that reports directly or indirectly to the Treasurer. Delegation may be in such manner and with such restrictions and limitations as the Treasurer deems appropriate, subject to any limitations or restrictions on such delegation established by the Chief Executive Officer. Any sub-delegation must be approved by the Chief Executive Officer.

### **Controller**

The Controller shall keep and maintain, or cause to be kept and maintained, correct and complete books and records of accounts of the properties and business transactions of the Company, showing the financial condition of the Company. The Controller has such power and

authority as is customary to carry out these duties and responsibilities. The Controller may delegate the power and authority to carry out these duties and responsibilities to any officers or employees of the Company that report directly or indirectly to the Controller. Delegation may be in such manner and with such restrictions and limitations as the Controller deems appropriate, subject to any limitations or restrictions on such delegation established by the Chief Executive Officer. Any sub-delegation must be approved by the Chief Executive Officer.

#### **Assistant Treasurer**

Each Assistant Treasurer shall have the power and authority to perform the duties and responsibilities of the Treasurer during that officer's absence or inability or refusal to act.

#### **Assistant Secretary**

Each Assistant Secretary shall have the power and authority to perform the duties and responsibilities of the Secretary during that officer's absence or inability or refusal to act.

Adopted by the Board of Directors on November 15, 2006

Amended by the Board of Directors on May 13, 2010

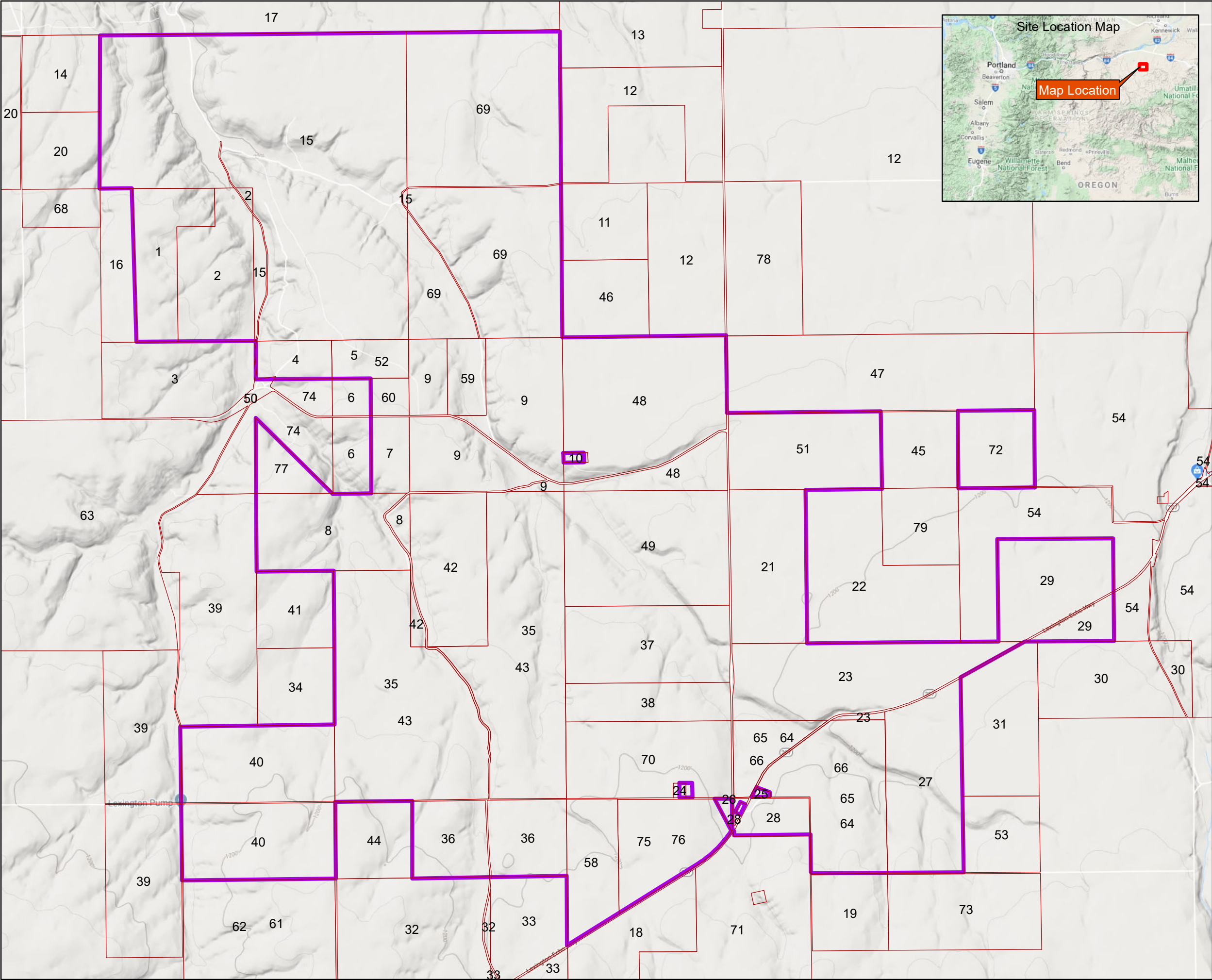
Amended by the Board of Directors on October 27, 2010

Amended by the Board of Directors on February 16, 2011

Amended by the Board of Directors on October 26, 2011

Amended by the Board of Directors on October 22, 2015

## Attachment 4 Property Owners Map & Table



**Map Features**

- Project Boundary
- Parcel Boundary

Key ID *	TAXAPN	Key ID *	TAXAPN
1	02N25-01800	39	01N25-01400
2	02N25-01700	40	01N25-01900
3	01N25-00700	41	01N25-01401
4	01N25-00503	42	01N25-01700
5	01N25-00302	43	01N25-01600
6	01N25-00400	44	01N25-02900
7	01N25-00301	45	01N26-00700
8	01N25-01500	46	02N26-01700
9	01N25-00100	47	01N26-00600
10	01N26-01101	48	01N26-01100
11	02N26-01600	49	01N26-01102
12	02N26-01200	50	01N25-00600
13	02N26-00500	51	01N26-00701
14	02N25-00600	52	01N25-00302
15	02N25-00500	53	01N26-02800
16	02N25-01600	54	01N26-00400
17	02N25-00200	55	01N26-03400
18	01N26-03502	56	01N25-00200
19	01N26-02801	57	01N25-00300
20	02N25-00700	58	01N25-02803
21	01N26-01301	59	01N25-02803
22	01N26-01300	60	01N25-00500
23	01N26-02700	61	01N26-02900
24	01N26-03201	62	01N26-02900
25	01N26-03000	63	01N26-02900
26	01N26-03301	64	02N25-01400
27	01N26-02805	65	02N25-00400
28	01N26-03600	66	01N26-03200
29	01N26-01500	67	01N26-03500
30	01N26-02400	68	01N26-00800
31	01N26-02804	69	01N26-02807
32	01N25-03000	70	01N25-00502
33	01N25-03200	71	01N26-03300
34	01N25-01800	72	01N26-03300
35	01N25-01600	73	01N25-00501
36	01N25-03100	74	02N26-01900
37	01N26-01200	75	01N26-01700
38	01N26-03100		

01,6003,200

Feet

Property Ownership

Wheatridge Renewable Energy Facility I

Date:6/3/2020

Drawn By:J.B. Hoy

Rev.:

Drawing File:J:\New\_Projects\Wheatridge\Maps\MXD\Wheatridge\_Props\_051320.mxd

**Wheatridge Renewable Energy Facility I  
Property Owners List**

KeyID	Map Tax Lot	First Name	Last Name	Name 2	Company/Organization	C/O Attention	Address	City	State	Zip Code
1	02N25E000001800				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
2	02N25E000001700				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
3	01N25E000000700				Eugene A Doherty Revocable Living Trus	Steve Mitchell	1901 W Greenhead Dr	Meridian	ID	83642
4	01N25E000000503				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
5	01N25E000000302				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
6	01N25E000000400				The Nature Conservancy		821 SE 14th Ave	Portland	OR	97214
7	01N25E000000301				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
8	01N25E000001500				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
9	01N25E000000100				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
10	01N26E000001101	Stanley M	Rauch	Jamie Ann			1301 S Hamilton Rd	Moses Lake	WA	98837
11	02N26E000001600	Ken	Grieb	Carri			72540 Alpine Ln	Lexington	OR	97839
12	02N26E000001200				Grieb Farms, Inc		70575 Bombing Range Rd	Lexington	OR	97839
13	02N26E000000500				Baker Produce South, Inc		3110 Po Box	Pasco	WA	99302
14	02N25E000000600	Kenneth Michael	Klinger				68280 Immigrant Ln	Ione	OR	97843
15	02N25E000000500				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
16	02N25E000001600				Eugene A Doherty Revocable Living Trus	Steve Mitchell	1901 W Greenhead Dr	Meridian	ID	83642
17	02N25E000000200				USA (Bombing Range)					
18	01N26E000003502				RJK Family, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
19	01N26E000002801	Aaron D	Heideman				33999 River View Dr	Hermiston	OR	97838
20	02N25E000000700	Matthew P	Doherty	Doris L			79972 Agnew Rd	Hermiston	OR	97838
21	01N26E000001301				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
22	01N26E000001300	William J	Doherty				70644 Doherty Rd	Lexington	OR	97839
23	01N26E000002700				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
24	01N26E000003201	Christian K	Rauch	Katherine A			72967 Strawberry Ln	Lexington	OR	97839
25	01N26E000003000				Morrow County Grain Growers		367 Po Box	Lexington	OR	97839
26	01N26E000003301	Stephen	Hill	Tana Jo			73114 Strawberry Ln	Lexington	OR	97839
27	01N26E000002805	Loren A	Heideman	Della K			22948 Fairview Ln	Ione	OR	97843
28	01N26E000003600				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
29	01N26E000001500				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
30	01N26E000002400	William J	Doherty				70644 Doherty Rd	Lexington	OR	97839
31	01N26E000002804				Karyl Smith, Inc		8825 N Orchard Prairie Rd	Spokane	WA	99217
32	01N25E000003000	Gabriel E	Martin				1912 Rhododendron Way	Bellingham	WA	98229
33	01N25E000003200	Sheila H	Munkers				34 PO Box	Cottonwood	ID	83522
34	01N25E000001800	Randy	Hughes				67554 Juniper Canyon Rd	Lexington	OR	97839
35	01N25E000001600				Tower Associates, LLC	PSX/JB	700 Universe Blvd	Juno Beach	FL	33408
36	01N25E000003100				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
37	01N26E000001200				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
38	01N26E000003100	Kerry D	Pettyjohn				26675 Ice Harbor Dr	Burbank	WA	99323
39	01N25E000001400	Randy	Hughes				67554 Juniper Canyon Rd	Lexington	OR	97839
40	01N25E000001900				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
41	01N25E000001401	Randy William	Hughes				67554 Juniper Canyon Rd	Lexington	OR	97839
42	01N25E000001700				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
43	01N25E000001600				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
44	01N25E000002900	Lawrence D	Lindsay	Corrine Ann			307 PO Box	Lexington	OR	97839
45	01N26E000000700	William J	Doherty				70644 Doherty Rd	Lexington	OR	97839
46	02N26E000001700	Ken	Grieb	Carri			72540 Alpine Ln	Lexington	OR	97839
47	01N26E000000600				Grieb Farms, Inc		70575 Bombing Range Rd	Lexington	OR	97839
48	01N26E000001100				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
49	01N26E000001102				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
50	01N25E000000600				Morrow County		788 PO Box	Heppner	OR	97836
51	01N26E000000701				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
52	01N25E000000302				Tower Associates, LLC	PSX/JB	700 Universe Blvd	Juno Beach	FL	33408
53	01N26E000002800	Loren A	Heideman	Della K			22948 Fairview Ln	Ione	OR	97843
54	01N26E000000400	William J	Doherty				70644 Doherty Rd	Lexington	OR	97839

**Wheatridge Renewable Energy Facility I  
Property Owners List**

KeyID	Map Tax Lot	First Name	Last Name	Name 2	Company/Organization	C/O Attention	Address	City	State	Zip Code
58	01N26E000003400				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
59	01N25E000000200				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
60	01N25E000000300				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
61	01N25E000002803	Lawrence D	Lindsay	Corrine Ann			307 PO Box	Lexington	OR	97839
62	01N25E000002803	Larry	Lindsay				307 PO Box	Lexington	OR	97839
63	01N25E000000500	Betty Lou	Marquardt				67057 Marquardt Rd	Lexington	OR	97839
64	01N26E000002900	Kerry D	Pettyjohn				26675 Ice Harbor Dr	Burbank	WA	99323
65	01N26E000002900	Shannon	Benefit	Judson Coppock			70458 Highway 207 Echo	Lexington	OR	97839
66	01N26E000002900				Tower Associates, LLC	PSX/JB	700 Universe Blvd	Juno Beach	FL	33408
68	02N25E000001400				Eugene A Doherty Revocable Living Trust	Steve Mitchell	1901 W Greenhead Dr	Meridian	ID	83642
69	02N25E000000400				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
70	01N26E000003200				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
71	01N26E000003500				RJK Family, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
72	01N26E000000800				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
73	01N26E000002807	Aaron D	Heideman				33999 River View Dr	Hermiston	OR	97838
74	01N25E000000502				The Nature Conservancy		821 SE 14th Ave	Portland	OR	97214
75	01N26E000003300				North Lex Power and Land, LLC	Christian K Rauch	72967 Strawberry Ln	Lexington	OR	97839
76	01N26E000003300				Tower Associates, LLC	PSX/JB	700 Universe Blvd	Juno Beach	FL	33408
77	01N25E000000501				Kilkenny Land Company, LLC	Kelly Hale	1124 SW Myrtle Dr	Portland	OR	97201
78	02N26E000001900	Ken	Grieb	Carri			72540 Alpine Ln	Lexington	OR	97839
79	01N26E000001700	William J	Doherty				70644 Doherty Rd	Lexington	OR	97839

## Attachment 5 Opinion of Legal Counsel

Please see the Opinion of Legal Counsel Letter that was submitted as a separate document.



## Attachment 6 JP Morgan Chase Letter

**Mark Eidelman**  
Managing Director  
CCBSI: Power & Utilities

June 5, 2020

Mr. Craig Armstrong  
Portland General Electric Company  
121 SW Salmon Street  
Portland, OR 97204

Re: Financial Assurance Requirement for Wheatridge Renewable Energy Facility Att: Oregon Energy Facility Siting Council

JPMorgan Chase Bank, N.A. has a long standing business relationship with Portland General Electric Company ("PGE" or the "Company"), and has acted as a lead underwriter for PGE in the placement of senior unsecured debt and has participated as a direct lender to PGE under various committed credit agreements.

PGE has always managed its credit relationship with JPMorgan Chase Bank, N.A. in a satisfactory manner and is considered to be a client in good standing. Based upon the Company's current credit profile, and subject to acceptable pricing, terms and requisite internal and credit approvals, J.P. Morgan would be willing to furnish or arrange a letter of credit in an amount up to \$3.4 million for a period not to exceed three years and six months for the purpose of ensuring the Company's obligation that the site of the Carty Generating Station can be restored to a useful non-hazardous condition. The Bank does not hereby represent that a commitment can be or will be delivered. Any commitment or offer to commit by the Bank cannot occur prior to credit approval, which has not yet been obtained.

The information in this letter is provided as an accommodation to the inquirer as of the date hereof. This report and any information provided in connection therewith are furnished on the condition that no liability or responsibility whatsoever in connection herewith shall attach to JPMorgan Chase Bank, N.A. or any of its officers, employees or agents, that this report makes no representation regarding the general condition of the subject, its management, or its future ability to meet its obligations, and that any information provided herein is subject to change without notice.

Sincerely,



Mark Eidelman