



State of Idaho

DEPARTMENT OF WATER RESOURCES

900 N. SKYLINE DR., SUITE A, IDAHO FALLS, ID 83402-1718

PHONE: (208) 525-7161 FAX: (208) 525-7177 WEB SITE: www.idwr.state.id.us

EASTERN REGION
August 21, 2006

JAMES E. RISCH
Governor

KARL J. DREHER
Director

CLAUDIA CONDER
WATER RIGHTS ADMINISTRATOR
PACIFICORP
1407 W NORTH TEMPLE STE 110
SALT LAKE CITY UT 84116

RE: Notice of Change of Water Right Ownership (NCO) for 21-4060, 21-12914, 21-12915, 21-12916, 21-12917, 27-7018 and Notice of Completed Administrative Proceeding (NCAP)

Dear Ms. Conder:

On August 3, 2006, the Idaho Department of Water Resources (IDWR) received information changing the right holder for the above referenced water right(s). Based on this information, IDWR water right records for the Snake River Basin Adjudication (SRBA) have been updated.

Furthermore, as directed by the SRBA Court, this office mailed a copy of the updated water right record(s) to each party listed on the enclosed NCAP. The intent of this mailing is to ensure each party has a current record of water right(s) as recorded in the SRBA.

Please feel free to contact me if you have any questions concerning this matter.

Respectfully,

Jennifer Crabtree
Technical Records Specialist

Enclosure

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

In Re SRBA

)

Water Rights: 21-4060, 21-12914,
21-12915, 21-12916, 21-12917, 27-
7018

Case No. 39576

)

)

NOTICE OF COMPLETED
ADMINISTRATIVE
PROCEEDING

IDWR has completed the following Administrative proceeding:

- ☐ Address change
- ☒ Substitution of Party UTAH POWER & LIGHT CO - PACIFICORP
- ☐ I.C. § 42-222 transfer
 - ☐ point of diversion ☐ place of use
 - ☐ period of use ☐ nature of use
 - ☐ split of water right ☐ change in ownership

IDWR certifies that it has completed its investigation into the changes to the elements of the water rights listed above as set forth in the attached *Amended Director's Reports* for said water rights. No other changes have been made to the elements of these water rights except as set forth above.

IDWR has served copies of the *Notice of Completed Administrative Proceeding* and *Amended Director's Report(s)* on the claimant(s), prior claimant(s) and all parties in the subcases affected, if any, as reflected on the attached certificate of mailing.

DATED: Aug 21, 2006

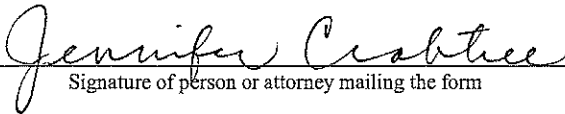
Ernest Carlson

Signature of IDWR Representative

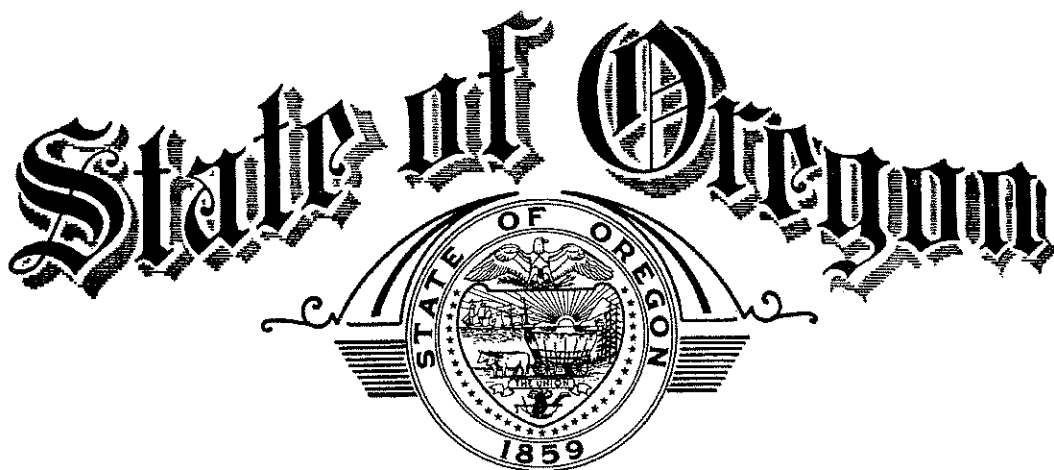
CERTIFICATE OF MAILING

I certify that on Aug 25, 2006, I mailed the original and copies of this form to the following persons, postage prepaid by regular mail and addressed as follows:

1. Original to:
Clerk of the District Court
Snake River Basin Adjudication
PO Box 2707
Twin Falls ID 83303-2707
2. One copy to:
Claimant/Seller for Substitution of Party or attorney of record:
UTAH POWER & LIGHT CO
1407 W NORTH TEMPLE STE 110
SALT LAKE CITY UT 84116
3. One copy to:
Claimant/Purchaser for Substitution of Party, or attorney of record:
PACIFICORP
1407 W NORTH TEMPLE STE 110
SALT LAKE CITY UT 84116
4. One copy to:
Each party in the subcase, or attorney of record
N/A
5. One copy each to:
Chief Natural Resources Division
Office of the Attorney General
PO Box 44449
Boise ID 83711-4449
6. One Copy to:
United States Dept of Justice
Environment & Natural Resource Div
550 West Fort Street MSC 033
Boise ID 83724



Signature of person or attorney mailing the form



Office of the Secretary of State Corporation Division

I, **Jack H. Graham**, *Director of the Corporation Division*,

DO HEREBY CERTIFY:

That the attached copy of the **Articles and Plan of Merger**
(including Restated Articles) filed on **January 09, 1989**
for:

PACIFICORP and UTAH POWER & LIGHT COMPANY

merging into:

PC/UP&L MERGING CORP.

with a name change to:

PACIFICORP

is a true copy of the original document that has been filed
with this office.

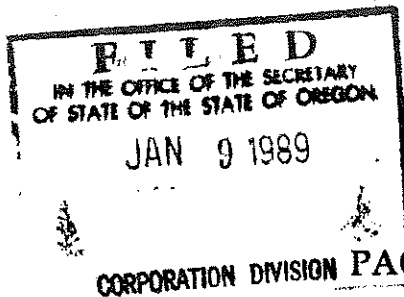
Jack H. Graham

Director

By.....

Date.....

Amelia J. Lewis
January 9, 1989



ARTICLES OF MERGER
OF
PACIFICORP AND UTAH POWER & LIGHT COMPANY NR✓
WITH AND INTO
PC/UP&L MERGING CORP.

Pursuant to ORS 60.494 and 60.501 PC/UP&L Merging Corp., an Oregon corporation ("Merging Corp."), adopts the following Articles of Merger pursuant to which PacifiCorp, a Maine corporation ("PacifiCorp"), and Utah Power & Light Company, a Utah corporation ("UP&L") will be merged with and into Merging Corp.:

1. The Plan of Merger ("Plan") is attached as Exhibit A to these Articles of Merger.
2. As to each corporation participating in the merger, the designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan on the record date for determining the shareholders entitled to vote on the Plan, and the number of votes cast by each such voting group for and against the Plan are as follows:

A. PacifiCorp #000677-28

Designation of Shares Entitled to Vote as a Separate Voting Group

	<u>Common</u>	<u>5% Preferred</u>	<u>Serial Preferred</u>	<u>No Par Serial Preferred</u>
Number of Shares Outstanding	69,675,102	126,533	754,092	1,183,815
Number of Votes Entitled to be Cast	69,675,102	126,533	754,092	1,670,703
Number of Votes Cast For	47,212,261	99,675	440,923	1,056,028
Number of Votes Cast Against	1,339,236	6,115	5,676	1,854

B. UP&L

Designation of Shares Entitled to Vote as a Separate Voting Group

	<u>Common</u>	<u>Preferred, \$25 Par</u>
Number of Shares Outstanding	58,953,462	2,000,000
Number of Votes Entitled to be Cast	58,953,462	2,000,000
Number of Votes Cast For	43,954,062	1,199,677
Number of Votes Cast Against	952,936	57,244

C. Merging Corp.

Designation of Shares Entitled to Vote as a Separate Voting Group

	<u>Common</u>
Number of Shares Outstanding	100
Number of Votes Entitled to be Cast	100
Number of Votes Cast For	100
Number of Votes Cast Against	0

Dated: January 6, 1989

PC/UP&L MERGING CORP.

By A. M. Gleason
A. M. Gleason, President

Crabtree, Jennifer

From: Bromley, Chris
Sent: Monday, August 21, 2006 7:38 AM
To: Crabtree, Jennifer
Cc: McHugh, Candice
Subject: RE: Name changes

Sorry, Jennifer, I just found out that I accidentally sent this message to Jennifer Dean last week. This message was intended for you.

Chris

-----Original Message-----

From: Bromley, Chris
Sent: Wednesday, August 16, 2006 9:27 AM
To: Dean, Jennifer
Cc: McHugh, Candice
Subject: RE: Name changes

Jennifer,

Candice is in initial hearings in Rexburg until Friday. She asked that I take a look at this while she's gone.

After reviewing the information provided by the claimant and the Corporate codes for Idaho and Oregon as they relate to mergers, I believe that we have sufficient information to change ownership and recommend the water rights in the name of PacifiCorp.

When you let the representative for Pacificorp know this, please don't forward this email chain. Please send her a separate email letting her know the information is sufficient.

Thanks,

Chris

-----Original Message-----

From: McHugh, Candice
Sent: Tuesday, August 15, 2006 4:31 PM
To: Bromley, Chris
Subject: FW: Name changes

Thanks!

Candice

-----Original Message-----

From: Crabtree, Jennifer
Sent: Friday, August 04, 2006 8:44 AM
To: McHugh, Candice
Subject: FW: Name changes

Hi Candice. Will this proof work to change the ownership on Utah Power claims? Thanks,
Jen

-----Original Message-----

From: Conder, Claudia [mailto:Claudia.Conder@PacifiCorp.com]
Sent: Thursday, August 03, 2006 9:10 AM
To: Crabtree, Jennifer
Subject: FW: Name changes

Jennifer- attached is the (pertinent pages of) "Articles and Plan of Merger" between PacifiCorp and Utah Power & Light Company filed on January 9, 1989 in the State of Oregon. PacifiCorp is an Oregon Corporation. Although PacifiCorp is now owned by Mid American Holdings Company (MEHC) and do business as Rocky Mountain Power in Idaho, the legal corporation is still PacifiCorp. Please have your attorney review this and see if it will suffice as evidence for changing the name(s) on our water rights in the State of Idaho. Again, the legal entity holding the rights would be PacifiCorp.

From: Crabtree, Jennifer [mailto:Jennifer.Crabtree@idwr.idaho.gov]
Sent: Friday, July 21, 2006 1:53 PM
To: Conder, Claudia
Cc: Warner, Roger; Cox, Sharla; Carlsen, Ernie
Subject: RE: Name changes

Hi Claudia.

After speaking with our attorney, it looks like we need a legal document showing that Utah Power conveyed their assets, including water rights, to PacifiCorp. I've attached a copy of our ownership change form and a list of all water rights and fees. If you have questions, please contact our attorney, Nick Spencer at (208)287-4800. Thanks, Jennifer Crabtree

-----Original Message-----

From: Conder, Claudia [mailto:Claudia.Conder@PacifiCorp.com]
Sent: Friday, July 21, 2006 8:56 AM
To: Crabtree, Jennifer
Cc: Warner, Roger
Subject: Name changes

Hi Jennifer- To follow up with you on the name change for Utah Power & Light- to Rocky Mountain Power

Rocky Mountain Power and Utah Power are both "dba"'s for PacifiCorp, an Oregon Corporation. The corporation is the asset owner, therefore the water rights should be in the name of PacifiCorp.

Most of the water rights we have in Idaho were acquired when Utah Power & Light Company was a corporation. Regardless, they should all be listed as PacifiCorp now. Do you need an official letter to make that change or will this e-mail suffice?

Let me know and thanks for your help!

*Claudia Conder
Water Rights Administrator
1407 W. North Temple #110
Salt Lake City, UT 84116
801-220-2252 (office)
801-541-3594 (cell)*