

Exhibit C

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
PACIFICORP**

November 11, 1997

WHEREAS, it is desirable for PacifiCorp (the “Company”) to increase its authority to (i) make unsecured short-term borrowings on a revolving basis, (ii) issue commercial paper or similar notes and (iii) enter into alternative unsecured short-term borrowing arrangements; provided that the aggregate principal amount of such borrowings, commercial paper and similar notes does not exceed \$1,500,000,000 outstanding at any one time; now, therefore, be it

A. Credit Agreements

RESOLVED, that the Company is hereby authorized to enter into one or more credit agreements, on such terms as shall be approved by the Finance Committee of the Board of Directors (the “Finance Committee”), pursuant to which the Company, from time to time, may make unsecured borrowings on a revolving basis, in principal amounts not to exceed an aggregate of \$1,500,000,000 outstanding at any one time (the “Credit Agreements”); and further

RESOLVED, that the Board of Directors hereby delegates to the Finance Committee the authority to approve, from time to time, Credit Agreements, including amendments thereto and the form of notes related thereto, and to adopt such other resolutions and to take all such other action or actions as it may deem necessary or appropriate to carry out the purposes of these resolutions, including, without limitation, authorizing officers to approve, execute and deliver amendments to Credit Agreements subject to such limitations and conditions as the Finance Committee shall impose; provided, however, that no Credit Agreement shall have a term exceeding 10 years from its effective date; and further

RESOLVED, that each of the President and Chief Executive Officer, the Senior Vice President and Chief Financial Officer, the Vice President and Treasurer and any other officer of the Company designated by any two of such officers (each, an “Authorized Officer”) is hereby authorized, in the Company’s name and on its behalf, to negotiate with banks, financial institutions and other

lenders with respect to the terms of any such Credit Agreement; and further

RESOLVED, that, subject to the further approval of the Finance Committee and the obtaining of all requisite federal and state regulatory approvals, authorizations or consents, the Company issue notes and make borrowings from time to time pursuant to the Credit Agreements in an aggregate principal amount not to exceed \$1,500,000,000 outstanding at any one time; and further

RESOLVED, that the foregoing resolutions shall supersede, as of November 11, 1997, the resolutions authorizing credit agreements adopted by the Board of Directors on February 14, 1996; provided that the foregoing shall not adversely affect the validity of any action taken in reliance on said February 14, 1996 resolutions, including, without limitation, the execution and delivery of the Company's \$500,000,000 Credit Agreement with Morgan Guaranty Trust Company of New York as Agent, as amended (the "Morgan Credit Agreement"); and further

RESOLVED, that the Company is hereby authorized to enter into such amendments to the Morgan Credit Agreement, future Credit Agreements and any other agreements with similar terms as shall be approved by or pursuant to further action of the Finance Committee.

B. Commercial Paper

RESOLVED, that, subject to the obtaining of all requisite federal, state and other applicable regulatory approvals, authorizations and consents, the Company issue and sell its commercial paper or similar notes, in the United States or in any foreign market, or both, from time to time, in the form of unsecured promissory notes, denominated in or based upon United States or foreign currencies, in principal amounts not to exceed an aggregate of \$1,500,000,000 at any one time outstanding, each such note to be signed by one or more officers of the Company, at such prices and containing such terms as an Authorized Officer shall deem appropriate, including, without limitation, any terms requiring the Company to make payments of additional interest for or on account of the imposition of any tax, assessment or other governmental charge upon payments made with respect to notes sold in any foreign market; provided that no such note shall be for a term of more than 270 days if issued in the United States or for a term of more than one year if issued in any foreign market; and provided further that the outstanding aggregate principal amount of such notes, together

with the outstanding aggregate principal amount of borrowings under the Credit Agreements or alternative borrowing arrangements approved below, shall not exceed \$1,500,000,000 outstanding at any one time; and further

RESOLVED, that said promissory notes may be issued in book-entry form using one or more master notes in accordance with the procedures of The Depository Trust Company or such other depository as the officers of the Company shall designate; and further

RESOLVED, that each of the Authorized Officers is hereby authorized and empowered, in the Company's name and on its behalf, from time to time, to negotiate, execute and deliver agreements with dealers, issuing and paying agents, The Depository Trust Company, or others as are deemed necessary or appropriate by any such officers for the placement, issuance and sale of commercial paper and similar notes, and that such agreements may provide for such fees and other terms and conditions as the Authorized Officer executing such agreements shall approve, his or her execution thereof to be conclusive evidence of such approval; and that each of said officers is hereby authorized and empowered, in the Company's name and on its behalf, to designate from time to time the person or persons authorized to give instructions, communicate to any issuing and paying agent the terms of such commercial paper or similar notes, or otherwise take action on behalf of the Company under any such agreement; and further

RESOLVED, that the acts of the officers in negotiating, executing and delivering any dealer or issuing and paying agency or related agreements, in the Company's name and on its behalf, prior to the date hereof, are hereby in all respects approved, ratified and confirmed, and such agreements shall continue in full force and effect until terminated pursuant to the terms thereof.

C. Alternative Borrowing Arrangements

RESOLVED, that each Authorized Officer is hereby authorized, in the Company's name and on its behalf, from time to time, to negotiate, execute and deliver, or to direct the negotiation, execution and delivery of, an agreement or agreements with any domestic or foreign bank, banks, banking institutions or other financial institutions or agent of any thereof, providing for unsecured, short-term borrowings, in addition or as an alternative to the borrowings contemplated under the Credit Agreements, of

not to exceed \$1,500,000,000 outstanding at any one time; and further

RESOLVED, that such agreement or agreements may provide for such commitment or similar fees, be denominated in or based upon United States or foreign currencies and have such other terms and conditions as the Authorized Officer executing such agreement or agreements shall approve, his or her execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that, subject to obtaining all requisite regulatory approvals, authorizations or consents, each of the Authorized Officers is hereby authorized, in the Company's name and on its behalf, from time to time, to execute and deliver such agreement or agreements as necessary or appropriate to make said borrowings, and to execute and deliver any required evidence of such borrowings; provided, however, that no such evidence of indebtedness shall have a maturity date of more than one year; and provided further that the outstanding aggregate principal amount of such borrowings, together with the outstanding aggregate principal amount of borrowings under the Credit Agreements and the aggregate principal amount of any outstanding commercial paper or similar notes issued by the Company, shall not exceed \$1,500,000,000 outstanding at any one time; and further

RESOLVED, that any two of the Authorized Officers are hereby authorized to designate and empower from time to time, either by name or by title, and with such limitations and conditions, including provisions for recognition and verification, as such officers shall deem advisable, those officers, employees and agents for the Company who shall have authority, either individually or jointly, to make telephonic or oral requests or orders, or telegraphic, computer or other electronic requests or orders, or other requests or orders, with respect to borrowings under agreements approved pursuant to these resolutions; and further

RESOLVED, that each bank or other institution which has been notified of a designation made pursuant to the foregoing resolution, such notification to include a certificate signed by the Secretary or an Assistant Secretary of the Company listing the persons so designated, shall be entitled to honor and to charge the Company with all telephonic or other oral requests or orders, or telegraphic, computer or other electronic requests or orders, or other requests or orders, for borrowings made in accordance with the foregoing resolution.

D. General

RESOLVED, that the officers of the Company are hereby authorized, in the Company's name and on its behalf, to prepare and file with all federal and state regulatory authorities having jurisdiction, applications for orders authorizing the Company to make the borrowings authorized above, together with any and all amendments to said applications and with any and all exhibits and other documents pertaining to said applications (and such amendments and supplements), as in the judgment of such officers may appear desirable or appropriate; and further

RESOLVED, that the acts of the officers in filing applications (and amendments and supplements to such applications) with the regulatory authorities named in the immediately preceding resolution, together with the various exhibits to said applications (and such amendments and supplements), for orders authorizing the Company to make such borrowings are hereby ratified, approved and confirmed; and further

RESOLVED, that the officers of the Company are hereby authorized and empowered, in the Company's name and on its behalf, to make any such further filings with, and to take any such further action in the proceedings before, federal and state regulatory authorities as in the judgment of the officer or officers taking such action may appear desirable or appropriate to carry out the purposes of the foregoing resolutions; and further

RESOLVED, that the officers of the Company are hereby authorized and directed to take or cause to be taken any and all such action or actions as in the judgment of the officer or officers taking or causing such action may appear desirable or appropriate to carry out the purposes of the foregoing resolutions; and further

RESOLVED, that the resolutions authorizing the issuance of commercial paper or similar notes and alternative borrowing arrangements adopted by the Board of Directors of the Company at its meeting on February 14, 1996 are superseded by the foregoing resolutions as of November 11, 1997; provided, that the foregoing shall not adversely affect the validity of any notes issued or borrowing arrangements entered into pursuant to such February 14, 1996 resolutions.

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
PACIFICORP**

June 4, 2001

1. Credit Agreements

WHEREAS, by resolutions adopted November 11, 1997 (the “November 1997 Resolutions”), the Board of Directors of PacifiCorp (the “Company”) authorized the Company to enter into one or more credit agreements pursuant to which the Company may make unsecured borrowings in principal amounts not to exceed \$1,500,000,000 outstanding at any one time (the “Credit Agreements”), and delegated to its Finance Committee the authority to approve the terms and conditions of any such Credit Agreement, provided that no Credit Agreement may have a term exceeding 10 years from its effective date; and

WHEREAS, the Board of Directors has determined not to appoint a Finance Committee; now, therefore, be it

RESOLVED, that, pending the establishment of a Finance Committee by the Board of Directors, the authority delegated to the Finance Committee in the November 1997 Resolutions may instead be exercised by any one or more of the Authorized Officers (as defined below), including, without limitation, the authority, in the Company’s name and on its behalf, to negotiate, approve, execute and deliver, from time to time, Credit Agreements, amendments to Credit Agreements and other financing agreements of the Company with similar terms, and the form of notes issued thereunder, and to execute and deliver such notes and to make borrowings thereunder; and further

RESOLVED, that each of the President and Chief Executive Officer, the Senior Vice President and Chief Financial Officer and the Treasurer of the Company and any other person designated by any two of such officers is hereby designated an “Authorized Officer” for purposes of these resolutions and the November 1997 Resolutions; and further

RESOLVED, that, except as amended by the foregoing resolutions, the resolutions adopted by the Board of Directors on November 11, 1997 relating to short-term debt authorities shall remain in full force and effect.

2. General Authorization/Ratification

RESOLVED, that the officers of the Company are hereby authorized, in the Company's name and on its behalf, to negotiate, execute and deliver all such further agreements, instruments, designations, terminations, tax elections or choices, and documents, to pay such fees and expenses, and to do and perform all such other acts and things as in the judgment of the officer or officers taking such action may be necessary or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions; and further

RESOLVED, that any acts of any officer or officers of the Company, and of any person or persons designated and authorized to act by any officer of the Company, which acts would have been authorized by any of the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as the acts of the Company.

Exhibit D

Statement of Control, Ownership and Holding Company Status

1. PacifiCorp does not directly or indirectly own, control or hold power to vote, 5 percent or more of the outstanding voting securities of any “public utility company” as defined in the Public Utility Holding Company Act of 1935, as amended (PUHCA 1935) or the Public Utility Holding Company Act of 2005 (PUHCA 2005) of any company that is a “holding company” by virtue of such acts, and no determination has been made by the Securities and Exchange Commission or the Federal Energy Regulatory Commission that PacifiCorp exercises a controlling influence over any such person.
2. As of the date of this Application:
 - a. All of PacifiCorp’s issued and outstanding common stock is indirectly owned by Scottish Power plc; and
 - b. PacifiCorp is an indirect subsidiary of Scottish Power plc, which was a “registered holding company” by virtue of PUHCA 1935 and is now a “holding company” under PUHCA 2005.
3. After completion of the Transaction (as defined in this Application):
 - a. All of PacifiCorp’s issued and outstanding common stock will be indirectly owned by MidAmerican Energy Holdings Company; and
 - b. PacifiCorp will be an indirect subsidiary of MidAmerican Energy Holdings Company, which is a “holding company” under PUHCA 2005.