

16-999-01



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June 23, 2016

**VIA ELECTRONIC FILING  
AND OVERNIGHT DELIVERY**

Gary Widerburg  
Commission Secretary  
Public Service Commission of Utah  
Heber M. Wells Building, 4<sup>th</sup> Floor  
160 East 300 South  
Salt Lake City, Utah 84114

ORIGINAL

Re: PacifiCorp Notice of Affiliate Transaction  
Docket No. 05-035-54

Dear Mr. Widerburg:

Pursuant to Commitment U3(2), incorporated in the Public Service Commission of Utah's *Report and Order* approving the *Acquisition of PacifiCorp by MidAmerican Energy Holdings Company*<sup>1</sup>, issued January 27, 2006, as amended March 14, 2006, and June 5, 2006, Rocky Mountain Power hereby provides notice of an affiliate interest transaction with Wells Fargo Bank, National Association and Wells Fargo Securities, LLC (Wells Fargo), and U.S. Bank National Association (U.S. Bank).

As detailed in PacifiCorp's May 11, 2016 filing, PacifiCorp selected Wells Fargo and U.S. Bank to each be one of seven joint lead arrangers engaged to assist PacifiCorp in arranging a new credit agreement. PacifiCorp has previously provided the Commission with the forms of a Commitment Letter, Active Arranger Fee Letter and Passive Arranger Fee Letter related to Wells Fargo's and U.S. Bank's services for the new credit agreement.

Included with this filing as Attachment A is a draft form of the new credit agreement which Wells Fargo and U.S. Bank will be parties thereto. This Attachment contains commercially-sensitive information that has been redacted. A non-redacted Confidential version is also included with the filing. These documents contain a "draft" designation, which will be removed prior to execution. No material changes are expected to the terms and conditions of this credit agreement.

PacifiCorp is a wholly-owned, indirect subsidiary of Berkshire Hathaway Energy Company (BHE). BHE is a subsidiary of Berkshire Hathaway, Inc. (Berkshire Hathaway). Warren E. Buffet (an individual who may be deemed to control Berkshire Hathaway), Berkshire Hathaway, various subsidiaries of Berkshire Hathaway and various employee benefit plans of Berkshire Hathaway subsidiaries together held an interest in excess of five percent in each of Wells Fargo and U.S. Bank common stock. Therefore, Berkshire Hathaway's ownership interest

<sup>1</sup> As of April 30, 2014, MEHC was renamed Berkshire Hathaway Energy Company

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in each of Wells Fargo and U.S. Bank may create an affiliated interest in some PacifiCorp jurisdictions.

As noted in the May 11, 2016 filing, PacifiCorp intends to enter into two new revolving credit agreements over the next twelve months as part of an overall plan to replace existing credit agreements prior to their expiration. Attachment A is the first of the two expected new credit agreements. This agreement will allow PacifiCorp to borrow up to \$400 million through the period ending June 2019, subject to agreed upon extensions.

As a public utility, the Company is expected to acquire, construct, improve, and maintain sufficient utility facilities to serve its customers adequately and reliably at reasonable cost. Revolving credit agreements, borrowings thereunder and other short-term borrowings are part of a program to finance the Company's facilities taking into consideration prudent capital ratios, earning coverage tests and market uncertainties as to the relative merits of the various types of securities the Company could sell. Accordingly, the transaction to which Wells Fargo and U.S. Bank will be a party, is consistent with the public interest.

Please do not hesitate to contact me if you have any questions.

Best Regards,



R. Jeff Richards  
Vice President and General Counsel  
PacifiCorp

Enclosures

cc: Chris Parker, DPU  
Michele Beck, OCS