

August 30, 2013

Kent L. Jones, P.E.
State Engineer
1594 West North Temple, Suite 220
PO Box 146300
Salt Lake City, UT 84114-6300

Subject: Response to Request for Comments Regarding the Operation of the 1938 Power Contract

Dear Mr. Jones,

Thank you for the opportunity to provide input into this important matter. PacifiCorp Energy ("PacifiCorp") is the successor in interest to Utah Power & Light Company which is a named party to the 1938 Power Contract.

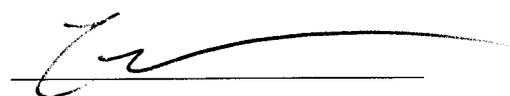
The issues raised by your letter dated August 8, 2013, are complex and important to the water users on both the Weber River and Provo River drainages. PacifiCorp believes that to a certain extent many of the issues surrounding the Weber-to-Provo diversion are outside of PacifiCorp's control, despite the fact that the 1938 Power Contract and associated water rights are the foundations of the trans-basin diversion.

As a general position, PacifiCorp expects the parties of the Contract to abide by the Contract's terms to keep PacifiCorp whole. As the 1938 Contract states in paragraph 11: "The use of the Company's water as provided for in this contract shall not be construed as an assignment, relinquishment, or waiver of any of the Company's water rights at the Weber, Riverdale, Murdock or Olmsted plants."

PacifiCorp needs more time than has been provided to investigate and discuss the issues with affected parties before we can take more specific positions or comment further. We reserve the right to submit additional information for consideration as it becomes available and request we continue to receive notifications and communications regarding these issues.

Thank you for your careful consideration of this matter.

Regards,



Connely Baldwin

Hydrologist

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AUG 30 2013

CHWC

WATER RIGHTS
SALT LAKE

cc:

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