

October 16, 2019

**Via Electronic Filing**

Public Utility Commission of Oregon  
Attn: Filing Center  
PO Box 1088  
Salem, OR 97308-1088

**Re: UM 1931 – Portland General Electric Company v. Alfalfa Solar I LLC, et al.**

Attention Filing Center:

Enclosed for filing in the above-named docket is the Declaration of Rebecca K. Dodd in Support of Portland General Electric Company's Response to Defendants' and Intervenor's Applications for Reconsideration.

Thank you for your assistance.

Very truly yours,



Dallas S. DeLuca

921356

BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

UM 1931

PORTLAND GENERAL ELECTRIC COMPANY,	)	
	)	<b>DECLARATION OF REBECCA K. DODD</b>
	)	<b>IN SUPPORT OF PORTLAND GENERAL</b>
Complainant,	)	<b>ELECTRIC COMPANY'S RESPONSE TO</b>
	)	<b>DEFENDANTS' AND INTERVENORS'</b>
v.	)	<b>APPLICATIONS FOR</b>
ALFALFA SOLAR I LLC, et al.	)	<b>RECONSIDERATION</b>
	)	
Defendant.	)	

I, Rebecca K. Dodd, declare:

1. I am a paralegal for complainant's attorney, and I make this declaration in support of Portland General Electric Company's Response to Defendants' and Intervenor's Applications For Reconsideration. The following statements are true and correct and, if called upon, I could competently testify to the facts averred herein.

2. Attached as **Exhibit 1** is a true and accurate copy of an excerpt of the transcript of the hearing on the parties' motions for summary judgment held before the Public Utility Commission of Oregon on March 14, 2019.

I declare under penalty of perjury under the laws of Oregon and of the United States of America that the foregoing is true and correct.

DATED this 16th day of October, 2019.

Rebecca K. Dodd

919583

# EXHIBIT 1

BEFORE THE PUBLIC UTILITY COMMISSION  
OF OREGON

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PORTLAND GENERAL ELECTRIC )  
COMPANY, )  
Complainant, ) No. UM 1931  
vs. )  
ALFALFA SOLAR I, LLC; DAYTON )  
SOLAR I, LLC; FORT ROCK SOLAR )  
I, LLC; FORT ROCK SOLAR II, )  
LLC; FORT ROCK SOLAR IV, LLC; )  
HARNEY SOLAR I, LLC; RILEY )  
SOLAR I, LLC; STARVATION )  
SOLAR I, LLC; TYGH VALLEY )  
SOLAR I, LLC; WASCO SOLAR I, )  
LLC, )  
Defendants. )

DATE: March 14, 2019  
TIME: 9:30 a.m.  
ALJ: Nolan Moser  
PLACE: Public Utility Commission  
Hearing Room  
201 High Street, SE #100  
Salem, Oregon 97301

DEBORAH COOK, RPR, CSR  
COOK COURT REPORTING, INC.  
1102 N. Springbrook Road  
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Newberg, Oregon 97132  
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1 contract, as part of the negotiation, could PGE do that  
2 without going to the Commission?

3 MR. DELUCA: It's something that has not  
4 been -- because PGE's forms have blanks to fill in. So  
5 there's things that say, let's go back and forth and  
6 talk about this. Don't need to go back to the  
7 Commission.

8 Here, there's nothing that changed. This  
9 is something that the Commission approved in September  
10 2015, so we can't change what the Commission approved,  
11 which is unfortunately what PATU and One Energy Solar  
12 did. But we can't change what the Commission approved,  
13 unless it becomes a nonnegotiated one of the standard  
14 PPA.

15 ADMINISTRATIVE LAW JUDGE NOLAN: Are there  
16 any more questions from the Commission?

17 CHAIR DECKER: No, we have given five  
18 minutes of grace period, and we can continue with other  
19 questions in rebuttal I think.

20 ADMINISTRATIVE LAW JUDGE NOLAN:  
21 Mr. Sanger, it is now 10:14.

22 MR. ADAMS: I'm going to speak first on  
23 behalf of Alfalfa Solar One and the other defendants,  
24 who I will refer to as the New Sun parties. My name is  
25 Greg Adams.

1           Just a logistical point before we get  
2 started, we have a Power Point. And we have a small  
3 handful of narrative slides that I was planning to go  
4 over in my opening argument. We also have a large  
5 number of documents and things from the briefs that  
6 we're going to bounce around a little bit. So  
7 Mr. Sanger is going to drive for me.

8           New Sun parties ask the Commission to find  
9 that the New Sun PPAs require PGE to pay the QF fixed  
10 prices for 15 years after the Commercial Operation Date.

11           Now, both parties to this dispute agree  
12 that Oregon follows the objective theory of contract  
13 law. We have a quote up here on this slide that I think  
14 is the best representation of that, quoting the  
15 restatement of the contracts. The Commission must  
16 construe the contract as a whole in its context to  
17 determine the objective understanding of a reasonably  
18 intelligent person acquainted with all operative usages  
19 and knowing all the circumstances, other than the oral  
20 statements by the parties of what they intended it to  
21 mean.

22           Therefore, that is the essence of the task  
23 before the Commission today.

24           COMMISSIONER BLOOM: Mr. Adams, can you  
25 point to anything in the PPA that says that the fixed

1 prices start at the Commercial Operation Date?

2 MR. ADAMS: Commissioner Bloom, that is the  
3 only reasonable conclusion you can come to --

4 COMMISSIONER BLOOM: No. No. No. I am  
5 asking specific language in the PPA. PGE says there's  
6 specific language in Schedule 201 for the execution

7 date. I am asking you, is there any language in the PPA  
8 that says fixed price starts at COD?

9 MR. ADAMS: No, there's nothing in the PPA  
10 that specifically says that. That's not the question,

11 Commissioner Bloom. The question is, what is the most  
12 reasonable interpretation of this contract giving effect  
13 to all words and phrases. That is the holding of the  
14 Oregon Supreme Court --

15 COMMISSIONER BLOOM: Doesn't Schedule 201  
16 state that the fixed price period begins at the  
17 execution of the PPA, and the not the COD?

18 MR. ADAMS: It does not. That's the  
19 problem with their argument. There's no statement that  
20 states that in the PPA --

21 COMMISSIONER BLOOM: Schedule 201 is  
22 incorporated into the PPA, correct?

23 MR. ADAMS: Excuse me I misspoke. There's  
24 no statement that states that in Schedule 201. They are  
25 piecing together a whole bunch of different parts --

1                   COMMISSIONER BLOOM: Is Schedule 201  
2 incorporated into the PPA?

3                   MR. ADAMS: Yes, it is.

4                   COMMISSIONER BLOOM: And 201 refers to the  
5 initial 15 years of the PPA?

6                   MR. ADAMS: Yes, and so does PacifiCorp's  
7 Schedule 37. It uses very similar language speaking to  
8 the same type of topic --

9                   COMMISSIONER BLOOM: And the PPA begins at  
10 the date of execution?

11                   MR. ADAMS: Correct. The PPA is  
12 effective -- the term of effectiveness, in our view,  
13 begins at execution.

14                   COMMISSIONER BLOOM: So the initial  
15 15 years of the PPA also begins at the date of  
16 execution?

17                   MR. ADAMS: No, we disagree with that.  
18 That is general language that is used in the tariff that  
19 is similar to the general language the Commission itself  
20 used in Order 05-584, and it's similar to the general  
21 language that Idaho Power uses in its contract. It uses  
22 the uncapitalized, undefined term "contract length" to  
23 discuss a 20-year term in PacifiCorp in the same  
24 generation of renewable --

25                   COMMISSIONER BLOOM: I'm not talking about



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STATE OF OREGON )  
 )ss  
COUNTY OF YAMHILL)

I, Deborah L. Cook, RPR, Certified Shorthand Reporter in and for the State of Oregon, hereby certify that at said time and place I reported in stenotype all testimony adduced and other oral proceedings had in the foregoing hearing; that thereafter my notes were transcribed by computer-aided transcription by me personally; and that the foregoing transcript contains a full, true and correct record of such testimony adduced and other oral proceedings had, and of the whole thereof.

Witness my hand and seal at Dundee, Oregon, this 28th day of March, 2019.

*Deborah L. Cook*  
DEBORAH L. COOK, RPR  
Certified Shorthand Reporter  
OREGON CSR #04-0389  
CALIFORNIA CSR #12886  
WASHINGTON CSR #2992

