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*Patrick A. Harrington  
Corporate Secretary*

April 25, 2019

Public Utility Commission of Oregon  
Filing Center  
201 High Street SE, Suite 100  
P.O. Box 1088  
550 Capitol St. NE  
Salem, OR 97301

Re: In the Matter of the Application of Idaho Power Company for an  
Order Authorizing the Issuance and Sale of up to \$500,000,000 of  
Applicant's First Mortgage Bonds and Debt Securities  
UF 4311

Attention Filing Center:

Enclosed for electronic filing with the Public Utility Commission of Oregon as Exhibit C to Idaho Power's above-referenced Application are certified resolutions of the Idaho Power board of directors authorizing the securities issuance transactions described in the Application. If you have any questions regarding this application, please contact me at (208) 388-2878 or [pharrington@idahopower.com](mailto:pharrington@idahopower.com).


Sincerely,  
  
Patrick A. Harrington

STATE OF IDAHO )  
COUNTY OF ADA ) ss.  
CITY OF BOISE )

I, Patrick A. Harrington, the undersigned, Corporate Secretary of Idaho Power Company, do hereby certify that the following constitutes a full, true and correct copy of resolutions adopted by the Board of Directors of the Company on April 22, 2019, relating to authorization to issue and sell up to \$500 million aggregate principal amount of first mortgage bonds and/or debt securities, and that said resolutions have not been amended or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of April, 2019.

(CORPORATE SEAL)

  
Patrick A. Harrington  
Corporate Secretary

***Filing of Applications for Authority with State Public Utility Commissions***

RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized and empowered to make, execute and file, in the name and on behalf of Idaho Power Company, such applications and other documents and any amendments or supplements to such applications and documents with the state regulatory authorities having jurisdiction over Idaho Power Company and/or its securities as may be necessary to obtain an exemption from competitive bidding requirements and to facilitate the creation, issuance, sale and delivery by Idaho Power Company in one or more series from time to time of (i) first mortgage bonds ("First Mortgage Bonds") in an aggregate principal amount not exceeding \$500,000,000 and (ii) unsecured debt securities ("Debt Securities," and with the First Mortgage Bonds, collectively referred to as the "Securities") in an aggregate principal amount not exceeding \$500,000,000; *provided, however,* that the total principal amount of Securities shall not, in the aggregate, exceed \$500,000,000, and to enter into swap or hedging arrangements with respect to any Securities, and all prior actions taken by Idaho Power Company in connection therewith hereby are, in all respects approved, ratified and confirmed; and be it

***Authorization of Filing of Registration Statement for Idaho Power Company First Mortgage Bonds and Debt Securities***

FURTHER RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized to prepare and file with the Securities and Exchange Commission one or more registration statements (each including a prospectus) and any amendments (including post-effective amendments) or supplements thereto, including in the form of a joint registration statement (including a prospectus) with IDACORP, Inc., and any

amendments (including post-effective amendments) or supplements thereto, (1) for the registration under the Securities Act of 1933, as amended, of an indeterminate amount of the Securities, (2) for qualification under the Trust Indenture Act of 1939, as amended, of Idaho Power Company's Mortgage and Deed of Trust, dated as of October 1, 1937, as heretofore supplemented and as it is proposed to be further supplemented by a supplemental indenture or indentures, and (3) for qualification under the Trust Indenture Act of 1939, as amended, of an indenture of Idaho Power Company relating to the Debt Securities, as it is proposed to be supplemented by a supplemental indenture or indentures; and be it

FURTHER RESOLVED, that, if the officers of Idaho Power Company, or any of them, deem it in the best interests of Idaho Power Company, the preparation and filing with the Securities and Exchange Commission, in accordance with the Securities Act of 1933, as amended, and in conformity with the rules and regulations thereunder, of a Rule 462(b) registration statement (the "Rule 462(b) Registration Statement") relating to the issuance and sale of the Securities, together with any such additions to, changes in or deletions from the Rule 462(b) Registration Statement as such officers, or any of them, may deem necessary or advisable (the signing of the Rule 462(b) Registration Statement to be conclusive evidence that such officer or officers consider such registration statement or such additions, changes or deletions necessary or advisable), are hereby authorized and approved; and be it

***Appointment of Agents for Service of Process and Powers of Attorney for Registration Statements***

FURTHER RESOLVED, that Darrel T. Anderson, Steven R. Keen, and Brian R. Buckham each be, and each hereby each is, appointed and designated as agent for service of process with respect to said registration statement or registration statements (including all amendments thereto) and any Rule 462(b) Registration Statement, with all the powers provided in the rules and regulations of the Securities and Exchange Commission with respect to agents for service or process; and be it

FURTHER RESOLVED, that Darrel T. Anderson, Steven R. Keen, and Brian R. Buckham be, and they hereby are, appointed and designated as the persons duly authorized to receive communications and notices from the Securities and Exchange Commission with respect to said registration statement or registration statements; and be it

FURTHER RESOLVED, that Idaho Power Company hereby appoints Darrel T. Anderson, Steven R. Keen, Kenneth W. Petersen, and Brian R. Buckham, and each of them severally, as the true and lawful attorney and attorneys of Idaho Power Company with full power to act with or without the others and with full power of substitution and re-substitution to execute said registration statement or registration statements and any amendment or amendments thereto (including post-effective amendments and registration statements filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended), for and on behalf of Idaho Power Company; and that each officer and director of Idaho Power Company executing said registration statement or registration statements and any amendment or amendments thereto (including post-effective amendments and registration statements filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) on behalf of Idaho Power Company be, and he or she hereby is, authorized to appoint Darrel

T. Anderson, Steven R. Keen, Kenneth W. Petersen, and Brian R. Buckham, and any agent named for service in said registration statement, and each of them severally, his or her true and lawful attorney or attorneys with power to act with or without the other and with full power of substitution and re-substitution, to execute in his or her name, place and stead, in his or her capacity as an officer or director of Idaho Power Company, such registration statement and any amendment or amendments thereto (including post-effective amendments and registration statements filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended), and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, with full power and authority to each of said attorneys to do and perform, in the name and on behalf of the said officers or directors, or any of them, every act whatsoever necessary or desirable to be done in the premises as fully and to all intents and purposes as such officer or director might or could do in person; and be it

### ***Blue Sky Authorization***

FURTHER RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized and empowered to take, in the name and on behalf of Idaho Power Company, any and all action which they may deem necessary or desirable in order to effect the registration or qualification of the Securities for offer and sale under the securities or Blue Sky laws of any of the states or territories of the United States of America and the District of Columbia, and in connection therewith to execute, acknowledge, verify, deliver, file and publish all such applications, reports, agreements, resolutions and other papers, documents and instruments that may be required or appropriate under such laws, and to take any and all other action which may be deemed by them to be necessary or desirable in order to maintain such registration or qualification for as long as they deem it to be in the best interests of Idaho Power Company; and be it

### ***Authorization to Offer and Sell Securities and Execute Selling Arrangements***

FURTHER RESOLVED, that upon obtaining the necessary regulatory authorizations, and upon effectiveness of the registration statement under the Securities Act of 1933, and, if applicable, the relevant indenture becoming qualified under the Trust Indenture Act of 1939, as amended, the officers of Idaho Power Company be, and they hereby are, authorized to issue and sell, or cause to be issued and sold, all or any portion of the Securities either pursuant to competitive bidding, negotiated underwriting, private sale, through agents, directly to an agent at a negotiated discount or directly to purchasers, upon such terms and conditions and at a price or prices as are established by the Board of Directors by these resolutions or may hereafter be established by the Board of Directors or the Executive Committee of this Board of Directors; and be it

FURTHER RESOLVED, that the President, any Vice President or the Treasurer of Idaho Power Company be, and each of them hereby is, authorized to enter into an Underwriting Agreement, a Purchase Agreement, a Selling Agency Agreement and/or a Distribution Agreement (or the substantial equivalent of any of the foregoing) in the form or forms to be approved by the Board of Directors or the Executive Committee of this Board of Directors, with such underwriters, purchasers and/or sales agents as the Board of Directors or the Executive Committee of this Board of Directors shall determine for the sale by Idaho Power Company of the Securities and to enter into swap or hedging arrangements with respect to any First Mortgage Bonds or Debt Securities; and be it

***Creation of New Series of First Mortgage Bond and Delegation to Executive Committee***

FURTHER RESOLVED, that there hereby are created five new series of First Mortgage Bonds, under Idaho Power Company's Mortgage and Deed of Trust, dated as of October 1, 1937, as supplemented, each to be designated "First Mortgage Bonds, \_\_\_\_\_ Series due \_\_\_\_\_" or "First Mortgage Bonds, Secured Medium-Term Notes, Series \_\_\_\_\_", and the issuance by Idaho Power Company of not to exceed \$500,000,000 in aggregate principal amount of such five series of First Mortgage Bonds is hereby authorized; and that, pursuant to the provisions of Idaho Power Company's Mortgage and Deed of Trust, dated as of October 1, 1937, as supplemented, the officers of Idaho Power Company be, and they hereby are, authorized to execute under the seal of Idaho Power Company and to deliver to Deutsche Bank Trust Company Americas as Corporate Trustee under said Mortgage, or such other Corporate Trustee as shall be authorized or approved by the Executive Committee of this Board of Directors, First Mortgage Bonds in a total aggregate principal amount not to exceed \$500,000,000, in fully registered form in denominations of \$1,000 and any multiple or multiples thereof; and that this Board of Directors hereby determines that all of the First Mortgage Bonds of each such series shall mature on the date or dates and shall bear interest at the rate or rates and be payable on the date or dates provided in the Supplemental Indenture providing for the creation of such series or, if Secured Medium-Term Notes, Series \_\_, this Board of Directors hereby determines that such First Mortgage Bonds to be issued from time to time shall (i) bear interest at such rate or rates (which may be fixed or variable), (ii) mature on such date or dates from nine (9) months to forty (40) years from the date of issue, (iii) contain such provisions with respect to the redemption thereof prior to maturity, and the dates and prices associated therewith, as may be appropriate upon due consideration of current market conditions and Idaho Power Company's general financing plan, and (iv) have such other terms and provisions, all as may be determined from time to time by the President, any Vice President or the Treasurer of Idaho Power Company and as shall be set forth or referred to in, and confirmed by, written order or orders for the authentication and delivery of the First Mortgage Bonds of such series under Idaho Power Company's Mortgage and Deed of Trust, as heretofore supplemented, and each such written order shall conclusively establish the determination by the Board of Directors of the terms of the principal amount of the First Mortgage Bonds of such series subject to such written order, both principal and interest to be payable at the office or agency of Idaho Power Company in the Borough of Manhattan, The City of New York, and at the option of Idaho Power Company, interest on each said First Mortgage Bond may also be payable at the office of Idaho Power Company in Boise, Idaho, in such coin or currency of the United States of America as at the time of payment is legal tender for public and private debts; and that such First Mortgage Bonds shall be otherwise redeemable, registrable, transferable and exchangeable as otherwise contemplated in the form established by the Board of Directors or the Executive Committee of this Board of Directors; and that such First Mortgage Bonds shall contain such other terms as the Board of Directors or the Executive Committee of this Board of Directors shall approve, such approval to be conclusively evidenced by the actions of the Board of Directors or the Executive Committee of this Board of Directors in setting the terms of each such series of First Mortgage Bonds and by the execution and delivery thereof by the officers executing the same; and be it

FURTHER RESOLVED, that Deutsche Bank Trust Company Americas, or such other corporate trustee as shall be appointed or approved by the Executive Committee of

this Board of Directors be, and it hereby is, requested, upon fulfillment of the requirements specified in Article V, VI and/or VII of said Mortgage, to authenticate said First Mortgage Bonds, and deliver the same promptly, in accordance with the written order or orders of Idaho Power Company signed by the President or any Vice President, and by the Treasurer or any Assistant Treasurer of Idaho Power Company; and be it

FURTHER RESOLVED, that the Executive Committee be, and it hereby is, authorized to approve one or more Supplemental Indenture(s), supplemental to Idaho Power Company's Mortgage and Deed of Trust dated as of October 1, 1937; and that the officers of Idaho Power Company be, and they hereby are, authorized and directed to execute and deliver, on behalf of Idaho Power Company, said Supplemental Indenture(s) with such terms therein as the Executive Committee or the officers executing the same may approve, their approval of any such terms and/or changes to be conclusively evidenced by the actions of the Executive Committee in setting the terms of each such series of First Mortgage Bonds or by the execution and delivery thereof by the officers of Idaho Power Company; and be it

***Recording of Supplemental Indentures for First Mortgage Bonds***

FURTHER RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized and directed to record and file or cause to be recorded and filed such Supplemental Indenture(s), when executed, in such offices as in their judgment may be necessary or appropriate in order to carry out the purposes of the foregoing resolutions; and be it

***Approval of Form of First Mortgage Bond***

FURTHER RESOLVED, that the Executive Committee be, and it hereby is, authorized to adopt and approve a form of First Mortgage Bond substantially as provided and set forth in Idaho Power Company's Mortgage and Deed of Trust, dated as of October 1, 1937, with such changes thereto as the Executive Committee or the officers of Idaho Power Company executing the same may approve, such approval to be conclusively evidenced by the actions of the Executive Committee in setting the terms of said First Mortgage Bonds or by the execution and delivery thereof by the officers of Idaho Power Company; and, until definitive bonds are ready for delivery, the officers of Idaho Power Company be, and they hereby are, authorized in their discretion to execute and deliver to Deutsche Bank Trust Company Americas, as Corporate Trustee, or such other Corporate Trustee appointed or approved by the Executive Committee of this Board of Directors, and such Corporate Trustee be, and it hereby is, requested to authenticate and deliver a temporary bond or temporary bonds in substantially the form approved by the Executive Committee of this Board of Directors; and be it

FURTHER RESOLVED, that if any officer of Idaho Power Company who signs, or whose facsimile signature appears upon, said First Mortgage Bond, ceases to be an officer of Idaho Power Company prior to the issuance of said First Mortgage Bonds, said First Mortgage Bonds so signed or bearing such facsimile shall nevertheless be valid; and be it

FURTHER RESOLVED, that upon all said First Mortgage Bonds the signature of the President or a Vice President of Idaho Power Company, the signature of the

Secretary or an Assistant Secretary of Idaho Power Company and the seal of Idaho Power Company may be facsimile; and that any such facsimile signature of any such officer of Idaho Power Company appearing on said First Mortgage Bonds is hereby approved and adopted as a signature of such officer of Idaho Power Company, and any such facsimile seal of Idaho Power Company appearing on said First Mortgage Bonds is hereby approved and adopted as a seal of Idaho Power Company; and be it

***Appointment of Trustee for First Mortgage Bonds***

FURTHER RESOLVED, that in respect of said First Mortgage Bonds, Deutsche Bank Trust Company Americas be, or such other Corporate Trustee appointed or approved by the Executive Committee of this Board of Directors be, and hereby is, appointed agent of Idaho Power Company (1) in respect of the payment of the principal of, and interest (and premium, if any) on, said First Mortgage Bonds, (2) in respect of the registration, transfer and exchange of said First Mortgage Bonds, and (3) upon which notices, presentations and demands to or upon Idaho Power Company in respect of said First Mortgage Bonds, and in respect of Idaho Power Company's said Mortgage and Deed of Trust, dated as of October 1, 1937, as supplemented, may be given or made; and be it

***Appointment of Counsel and Engineer Pursuant to Mortgage for First Mortgage Bonds***

FURTHER RESOLVED, that Brian R. Buckham be, and he hereby is, appointed Counsel, under the Mortgage, to render any opinions of counsel required thereunder, and Lisa A. Grow, or in her absence Newell V. Porter, be, and each of them hereby is, appointed Engineer, under the Mortgage, to make, execute and deliver any Engineer's Certificate required thereunder, said appointments to remain in effect until the Corporate Trustee receives written notice to the contrary; and be it

***Further Authority as to First Mortgage Bonds***

FURTHER RESOLVED, that the Executive Committee and the officers of Idaho Power Company be, and they hereby are, authorized to take such actions, for and on behalf of Idaho Power Company, relating to the authentication, creation, issuance, sale and delivery of said First Mortgage Bonds, the execution and delivery of one or more Supplemental Indentures as hereinabove provided and the recording and filing of such completed Supplemental Indentures in such offices as they may deem necessary or desirable, including, without limitation, the determination of the interest rate and the insertion thereof in the form of said First Mortgage Bonds and, at their option, in the Supplemental Indenture creating such series; and be it

***Further Authority as to Debt Securities***

FURTHER RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized and empowered to execute and deliver on behalf of Idaho Power Company one or more indentures providing for the issuance of Debt Securities by Idaho Power Company, including supplements to any indenture, with such trustee or trustees as they may appoint, such indenture or indentures, or supplement or supplements, to be in

such form or forms and bear such date or dates as may be approved by the officers of Idaho Power Company executing the same, such approval to be conclusively evidenced by the execution of said indenture or indentures or supplement or supplements; and be it

FURTHER RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized and empowered to appoint any agent, trustee or registrar necessary or appropriate in connection with the issuance or sale of the Debt Securities; and be it

FURTHER RESOLVED, that the trustee appointed in connection with the issuance or sale of the Debt Securities be, and it hereby is, requested, upon fulfillment of the requirements specified in said indenture, to authenticate said Debt Securities, and deliver the same promptly, in accordance with the written order or orders of Idaho Power Company signed by the President or any Vice President, and by the Treasurer or any Assistant Treasurer of Idaho Power Company; and be it

FURTHER RESOLVED, that the officers of Idaho Power Company be, and they hereby are, authorized and empowered to execute the Debt Securities in temporary or definitive form, under manual or facsimile signature, and under the facsimile seal of Idaho Power Company attested by the manual or facsimile signature of the Secretary; and be it

FURTHER RESOLVED, that the Executive Committee and the officers of Idaho Power Company be, and they hereby are, authorized to take such actions, for and on behalf of Idaho Power Company, relating to the authentication, creation, issuance, sale and delivery of said Debt Securities, the execution and delivery of the indenture and one or more supplemental indentures as hereinabove provided, including, without limitation, the determination of the interest rate and the insertion thereof in the form of said Debt Securities and, at their option, in the supplemental indenture creating such series; and be it

### ***Listing of the Securities***

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation, to make application to the New York Stock Exchange (or any other exchange) for the listing of any of the Securities as they (or any one of them) may deem necessary or desirable; and Darrel T. Anderson, Steven R. Keen, and Brian R. Buckham be, and each of them hereby is, authorized to sign said applications and other necessary agreements, statements or documents in conformity with the rules and regulation of any such exchange; and Darrel T. Anderson, Steven R. Keen, and Brian R. Buckham, and any legal counsel authorized by any of them, be, and each of them hereby is, authorized to appear before any such exchange, or any department, division or committee thereof, in connection with any application made by the Corporation for the listing of any such Securities; and be it

### ***General Authority***

FURTHER RESOLVED, that the Executive Committee and the officers of Idaho Power Company be, and they hereby are, authorized and empowered in the name and on behalf of Idaho Power Company to do or cause to be done any and all other acts and



things as they may deem necessary or desirable to consummate the transactions set forth in and contemplated by these resolutions with full power to act in the premises, and that all actions of the Executive Committee and the officers of Idaho Power Company taken pursuant to and in furtherance of the purposes of these resolutions be, and they hereby are, established as actions of this Board of Directors.