

ARNOLD PODGORSKY PLLC

1875 I STREET NW, SUITE 500
WASHINGTON, D.C. 20006

February 3, 2015

By Email: rym@gillettewy.gov

Ry Muzzarelli
Utilities Electrical Engineer
City of Gillette
P.O. Box 3003
Gillette, Wyoming 82717-3003

Re: WSPP Membership

Dear Mr. Muzzarelli:

On behalf of the Executive Committee of WSPP Inc. ("WSPP"), we are pleased to inform you that the application of the City of Gillette for WSPP membership has been accepted. This acceptance is not effective until the following two conditions are fulfilled:

- Execution and delivery of the WSPP Agreement membership signature page; and
- Payment of the WSPP initial membership fee of \$25,000.00 (see section 16.4 of the WSPP Agreement).

Acceptance of this membership application is based upon the status of the City of Gillette under section 16.1 of the WSPP Agreement, that is, as an electric utility, retail entity, or qualifying facility, or its exemption from "regulation under the Federal Power Act because it is the United States, a State or any political subdivision thereof or an agency of any of the foregoing, or a Rural Utilities Service cooperative...." In this regard the City of Gillette appears to be a public, not-for-profit electricity provider. We assume this means that it is exempt from regulation under the Federal Power Act as a political subdivision or agency within the meaning of section 16.1. Please advise us of any reason, at any time, you believe the City of Gillette does not qualify. Each member is required to inform the WSPP Executive Committee if circumstances change such that the member no longer fulfills the membership criteria.

To implement membership, please complete the following three steps:

1. Execute and date the enclosed signature page of the WSPP Agreement and return an ink-signed original to WSPP counsel at the following address:

Arnold Podgorsky PLLC
1875 I Street NW, Suite 500
Washington, DC 20006

2. Pay the enclosed invoice for the membership fee by check or wire. The check should be payable to WSPP Inc. (NOT payable to Portland General) in the amount of \$25,000.00 and sent to the following:

Dee Outama, Treasurer, WSPP Inc.
C/o Portland General Electric Company
121 S.W. Salmon Street
Portland, OR 97204-3135

Please also send a copy of the check to Arnold Podgorsky at the above Washington, DC address. If you prefer to make payment by wire transfer, please see the instructions on the invoice and inform us that the wire was sent.

3. Pursuant to sections 8.1, 8.2, 8.5, and 16.5.1 of the WSPP Agreement, provide the *names, titles, email addresses, physical addresses, and telephone and fax numbers*, of one member and one alternate for each of the WSPP Executive Committee and Operating Committee (most members appoint different representatives to serve on the respective committees). Please direct this information to WSPP's website administrator at wspp@comcast.net for posting on the WSPP website, wspp.org (this posting is WSPP's official record of member representatives for voting on WSPP matters). Please note that section 16.5.1 of the WSPP Agreement requires that each member update this information as required to remain current.

An **optional** Netting Agreement is available for transactions under the WSPP Agreement. Signatories of the Netting Agreement who transact with each other under the WSPP Agreement net the resulting financial obligations arising from those transactions. All signatories to the Netting Agreement are listed on the WSPP website. If you wish to enter into netting arrangements, please sign the Netting Agreement (you will find it at the back of the WSPP Agreement or at your request we will send it to you) and return a signed original

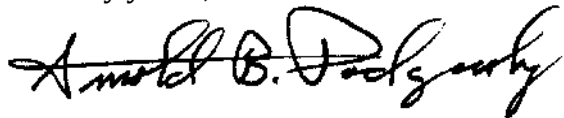
Mr. Ry Muzzarelli
City of Gillette
February 3, 2015
Page 3

to undersigned counsel. We will see to your listing as a netting participant on the WSPP website.

From time to time WSPP submits to the Federal Energy Regulatory Commission (FERC) an updated list of WSPP members as set out in the WSPP Agreement. Although WSPP's submission may occur some months after membership acceptance, the FERC has allowed the effective date of membership to be the date the new member executed the WSPP Agreement, returned it to us, and made the membership payment.

We look forward to your participation in WSPP. Please call with any questions.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Arnold B. Podgorsky". The signature is fluid and cursive, with the first name "Arnold" being more prominent.

Arnold B. Podgorsky
General Counsel, WSPP Inc.

cc: Harry Singh
Chair, WSPP Inc.

Dee Outama
Treasurer, WSPP Inc.

Duane Farmer
WSPP Operating Agent

41. WITNESS:

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized representative as of the 27th day of July, 1991 (or as of the date of execution of this Agreement by each Party's duly authorized representation, in the case of any Party that becomes a signatory to this Agreement subsequent to July 27, 1991).

By:_____

Name of signing official:

Title:

Name of Member:

Date: