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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Application of
MidAmerican Energy Holdings Company
and PacifiCorp dba Utah Power & Light
Company for an Order Authorizing
Proposed Transaction

DOCKET NO. 05-035-54

PETITION TO INTERVENE

Pursuant to Utah Code Ann. §63-46b-9 and Utah Admin. Code R746-100-7, Utah Associated Municipal Power Systems (“UAMPS”) by and through its counsel, and on behalf of its members, respectfully petitions the Public Service Commission of Utah (“the Commission”) to intervene in the above-captioned matter. In support of its Petition, UAMPS states as follows:

1. Identity of Petitioner.

UAMPS is a political subdivision of the State of Utah. UAMPS is comprised of thirty-two (32) Utah municipalities, one Utah electric service district, one Utah interlocal agency and two Utah water conservancy districts (hereinafter “UAMPS members”).¹ UAMPS was established in 1980, pursuant to the applicable provisions of the Interlocal Cooperative Act, Title 11, Chapter 13, Utah Code Annotated (1953), as amended and supplemented from time to time (the “Act”). UAMPS’ purposes include planning, financing, development, acquisition, construction, improvement, betterment, operation, and maintenance of projects for the generation, transmission, and distribution of electric energy, for the benefit of its members.

2. Petitioner’s Interests May Be Substantially Affected By The Instant Proceeding.

¹ A list of all UAMPS’ Utah-based entities is provided as Exhibit “A” to this Petition.

- A. Hunter Station:** UAMPS owns an undivided 14.582 percent in Unit II of the Hunter Station in Emery County, Utah (“Hunter”). Hunter is jointly owned by PacifiCorp, Deseret Generation & Transmission Co-operative and UAMPS. As a co-owner of Hunter, UAMPS’ interests in the continued effective management and operation of Hunter may be substantially affected by the proposed transaction.
- B. Intermountain Power Agency:** Intermountain Power Agency (“IPA”) is a political subdivision of the state of Utah. Part of its membership includes 23 Utah municipalities. IPA's Intermountain Power Project (“IPP”) includes a two-unit, coal-fired, steam electric generating station located in Delta, Utah. UAMPS is currently involved in negotiations with PacifiCorp to construct and operate a third IPP unit (“IPP #3”). UAMPS, PacifiCorp and others have entered into a Development Agreement for the proposed IPP#3. Pursuant to the Development Agreement, UAMPS, PacifiCorp and others will allocate development, construction and operation costs. The proposed transaction may substantially affect UAMPS’ interests in the development, construction, and operation of IPP #3.
- C. PacifiCorp Provides Service to Customers Located Within Municipal Boundaries of Some UAMPS Members.**

PacifiCorp is currently providing electric service to customers located within the municipal boundaries of some UAMPS members. PacifiCorp is additionally providing electric service to customers located in areas scheduled to be, or anticipated to be, annexed into the municipal boundaries of some UAMPS members. Continued service by PacifiCorp to these types of UAMPS members’ customers in some instances may not continue. In order to serve these types of customers, it may be necessary for UAMPS members to condemn and/or purchase the PacifiCorp distribution facilities that service these types of customers. The Commission, with the proposed transaction, may be uniquely positioned to resolve pricing, timing, and other related issues vis-à-vis PacifiCorp distribution facilities that service these types of customers.

D. UAMPS Relies on PacifiCorp’s Transmission Grid.

UAMPS has an interest in guaranteeing, to the extent possible, that reliable and cost-effective transmission service is provided to all Utah customers. As a transmission dependent utility that serves thousands of Utah residents and businesses, UAMPS must guarantee that the services provided to its members can be relied upon. This includes a need to ensure proper resources are allocated by PacifiCorp to support Utah’s residents that rely directly or indirectly on PacifiCorp’s role as a transmission provider in and for the State of Utah.

3. Statement of Relief UAMPS Seeks from the Commission.

UAMPS has a duty to its members to ensure efficient and reliable service. Through the instant Petition, UAMPS seeks to ensure the proposed transaction will not adversely affect UAMPS' legal rights and interests.

4. **Notice.** Copies of all notices and filings should be served on the following:

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UAMPS respectfully requests that the Commission issue an Order authorizing UAMPS to intervene and fully participate in the above captioned proceeding. A proposed form of Order is submitted herewith.

DATED this _____ day of August, 2005.

VAN COTT, BAGLEY, CORNWALL & McCARTHY

Sam Meziani
Attorney for Utah Associated Municipal
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Exhibit A

Beaver
Blanding
Bountiful
Brigham City
Central Utah WCD
Eagle Mountain
Enterprise
Ephraim
Fairview
Fillmore
Heber L & P
Hildale
Holden
Hurricane
Hyrum
Kanosh
Kaysville
Lehi
Logan
Meadow
Monroe
Morgan
Mt. Pleasant
Murray
Oak City
Paragonah
Parowan
Payson
Price
Santa Clara
Spring City
Springville
St. George
Strawberry ESD
Washington
Weber Basin WCD