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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Application of PacifiCorp
and Scottish Power plc for an Order
Approving the Issuance of PacificCorp
Common Stock

DOCKET NO. 98-2035-04
**PETITION FOR INTERVENTION
OF UTAH ASSOCIATED
MUNICIPAL POWER SYSTEMS**

Utah Associated Municipal Power Systems (“UAMPS”), by and through its attorneys of record, and on behalf of its members, respectfully petitions the Public Service Commission of Utah (the “Commission”), pursuant to Utah Code Annotated § 63-46b-9 and Utah Admin. Code R. 746-100-7 to intervene in the above captioned matter. In support of this Petition, UAMPS represents the following and as grounds therefore submits to the Commission that:

1. **Identity of Petitioner.** UAMPS is a political subdivision of the State of Utah, and is comprised of thirty-one (31) Utah municipalities, two Arizona municipalities, one Idaho municipality, one Utah electric service district, one Utah interlocal agency and one Utah water conservancy district (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”).

¹ A list of UAMPS’ members is provided as Exhibit “A” to this Petition.

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 some or all of its members.

UAMPS members, through their very existence, provide "yardstick competition" and "yardstick performance" against which PacifiCorp's rates, service performance and general reliability can be assessed.

2. **Interest of Petitioner.** As providers of electric service in the state of Utah, to citizens and/or customers located within their municipal boundaries and/or service areas, UAMPS members have a substantial and compelling interest in this proceeding. Intervention is necessary for UAMPS to be able to participate as UAMPS members' interests may require.

Utah Code Ann. § 63-46b-9 permits intervention if the petitioner's legal rights or interests are substantially affected by this proceeding. PacifiCorp and Scottish Power have requested an order from the Public Service Commission relating to a merger between Scottish Power and PacifiCorp. As a result, this Commission will likely make an inquiry and determination pursuant to Utah Code Ann. §§54-4-1, 54-4-28 and 54-4-31 whether the result of the Agreement and Plan of Merger, which is the genesis of this proceeding, is in the public interest. This Commission, relying upon lessons learned as a result of the Utah Power & Light and PacifiCorp merger in 1987, must review and address any number of issues relating to local control, local responsibility and local reliability. These issues directly impact all 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 is not anticipated to 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 filing of the PacifiCorp and Scottish Power application herein, is now uniquely positioned to resolve pricing, timing and other related issues via-a-vis PacifiCorp distribution facilities that service these types of customers.

3. **Interest of Justice Not Impaired.** The interests of justice and the orderly and prompt conduct of this proceeding will not be materially impaired by allowing the intervention of UAMPS. UAMPS' intervention will not prejudice any party nor will intervention in this proceeding unduly broaden its nature or scope. Allowing this timely intervention of UAMPS will not delay this proceeding.

4. **Notice.** If intervention is granted, copies of all notices and filings should be served on the following:

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NOW THEREFORE, 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 January, 1999.

VAN COTT, BAGLEY, CORNWALL & McCARTHY

Matthew F. McNulty, III
Attorneys for Utah Associated Municipal
Power Systems

MAILING CERTIFICATE

I hereby certify that I caused a copy of the foregoing **PETITION FOR INTERVENTION OF UTAH ASSOCIATED MUNICIPAL POWER SYSTEMS** regarding Docket No. 98-2035-04, to be mailed by first class mail, postage prepaid, this ____ day of January, 1999 to the following:

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