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UTAH PUBLIC
SERVICE COMMISSION

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

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In the Matter of the)	
Application of UTAH POWER)	
& LIGHT COMPANY and PC/UP&L)	
MERGING CORP. (to be renamed)	
PACIFICORP) for an Order)	UMWA DISTRICT 22
Authorizing the Merger of)	POST-ARGUMENT SUMMARY
UTAH POWER & LIGHT COMPANY)	
and PACIFICORP into PC/UP&L)	
MERGING CORP. Authorizing the)	Case No. 87-035-27
Issuance of Securities, Adoption)	
of Tariffs and Transfer of)	
Certificates of Public Coven-)	
ience and Necessity and)	
Authorities in Connection)	
Therewith.)	

* * * * *

Responding to Commission's bench-ruling June 8, 1988,
UMWA files this post-argument summary of points:

1. Applicants have not demonstrated the merger will produce the economic developments claimed by them. DPU witness Barber, "10% rate reduction will have minimal effect on improving Utah's national image" and new jobs claimed by applicants, 6,400 in 5 years, is not attainable.

2. Tax losses to State, \$2.7 million in 5 years, resulting from merger, are significant and will have adverse impact.

3. Manpower cutbacks have not been documented with either certainty or fairness, to 940 employees facing applicant's planned "attrition."

4. Allocations of costs and benefits may become onerous burden for Regulators. Costly, complicated and could continue for many years.

5. UMWA has demonstrated the need and right to require Merged Corp. to assume all obligations and duties under the UPL/UMWA Wage Agreement of 1988.

6. Applicants each testified that Wage Agreement of 1988 would be honored, and that merger will not adversely affect union relations between the parties.

7. Condition I as set forth in Brief, would enforce applicants "good intentions." Should be a pre-condition of merger approval.

8. Article I, Enabling Clause, (Wage Agreement) provides inter alia. ". . . Immediately upon the conclusion of such sale, conveyance, assignment or transfer of its operations, the Employer shall notify the Union of the transaction. Such notification shall be by certified mail to the Secretary Treasurer of the International Union and shall be accompanied by documentation that the successor obligation has been satisfied."

9. UPL Attorney Forsgren, in applicants rebuttal proposed the following handwritten paragraph in lieu of, and

as an alternative to, UMWA's Condition I.

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"When the Merger Agreement becomes effective, the separate existence of Utah Power and PacifiCorp Maine will cease and PacifiCorp Oregon will succeed to all the rights and properties (including all operating public utility properties) and will assume all of the debts, liabilities and obligations of Utah Power and PacifiCorp Maine, including all notes and first mortgage bonds."

UMWA rejects this proposal and prefers the language submitted in its Condition I of Brief. Applicants proposal may be acceptable to Investment Bankers and Corporate Security Dealers, but the unique rights and duties attaching to labor contracts under Federal statutes and case law, supports UMWA's request. If applicants intend to honor the successorship proviso, why not accept UMWA's Condition I.?

The new Wage Agreement runs through February 1, 1993. Its terms define employees' and employers' rights and duties in producing nearly 5 million tons of coal annually. Among other things, the agreement establishes Employer obligations in Trusteed Pension, Retirement, Health and Welfare, and

Dental Programs, which mandate that an Employer who pays funds into these trusts, becomes a signatory to the agreement creating the trusts.

It is manifestly in the public interest that new corporation, as successor to UPL, becomes a signatory to the Wage Agreement in the manner proscribed by Article I, Enabling Clause.

Respectfully submitted:

A handwritten signature in black ink, appearing to read "A. Wally Sandick". The signature is written in a cursive, flowing style.

A. Wally Sandick
Attorney for Intervenor
UMWA, District 22

June 13, 1988

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of Tariffs and Transfer of)	
Certificates of Public Conven-)	
ience and Necessity and)	
Authorities in Connection)	
Therewith.)	

* * * * *

I hereby certify that I have this day served the foregoing document upon the persons shown on Exhibit A by mailing a copy thereof, properly addressed and postage prepaid.

DATED at Salt Lake City, Utah, this 13th day of June, 1988.



EXHIBIT A

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