

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION
COMMISSION

In the Matter of the Application of)	
)	
PACIFICORP AND)	
SCOTTISH POWER PLC)	DOCKET NO. UE-981627
)	
for an Order (1) Disclaiming)	
Jurisdiction or, in the Alternative,)	
Authorizing the Acquisition of Control)	
of PacifiCorp by Scottish Power and)	
(2) Affirming Compliance with RCW)	
80.08.040 for PacifiCorp's Issuance)	SIXTH SUPPLEMENTAL ORDER
of Stock in Connection with the)	APPROVING AMENDMENT TO
Transaction)	FINAL ORDER
.....)	

I. PROCEEDINGS

1 This proceeding concerns the application by PacifiCorp and Scottish Power PLC (Joint Applicants) for authority to effect their December 6, 1998 *Agreement and Plan of Merger*, as amended on January 29, 1999, and February 9, 1999, and amended and restated as of February 23, 1999. The Commission approved the transaction subject to the conditions in two stipulations that reflected multiparty settlement of the issues in accordance with WAC 480-09-466. *Fifth Supplemental Order Accepting Stipulations, Approving Transaction, and Granting Securities Issuance Exemption* (October 14, 1999). The merger between the two companies has been consummated. PacifiCorp now asks the Commission to amend its Fifth Supplemental Order to change certain filing dates to match the company's change from calendar-year to fiscal year financial reporting.

A. Parties

2 James M. Van Nostrand, attorney, Perkins Coie LLP, Bellevue, Washington, represents Scottish Power PLC (ScottishPower). George M. Galloway, attorney, Stoel Rives LLP, Portland, Oregon, represents PacifiCorp. Robert Cedarbaum, Assistant Attorney General, Olympia, Washington, represents Commission Staff (Staff). Simon ffitich, Assistant Attorney General, Seattle, Washington, represents Public Counsel. Melinda J. Davison, attorney, Duncan, Weinberg, Genzer & Pembroke, P.C., Portland, Oregon, represents Industrial Customers of Northwest Utilities (ICNU). Danielle Dixon, Seattle, Washington, represents Northwest Energy Coalition (NVEC). Jim Tusler, Seattle, Washington, represents Washington State Labor Council, AFL-CIO (WSLC). William D. Miller, Jr., Business Manager,

International Brotherhood of Electrical Workers (IBEW) Local 125, represents his organization *pro se*. Thomas D. Dukich, Manager, Rates and Tariff Administration, Avista Corporation, Spokane, Washington, represents his company *pro se*.

B. Commission

3 The Commission grants PacifiCorp's Petition To Amend Order To Modify Filing Dates.

II. MEMORANDUM

A. Petition To Amend Order To Modify Filing Dates

4 On June 28, 2000, PacifiCorp filed its Petition To Amend Order To Modify Filing Dates. PacifiCorp refers to the two stipulations approved and adopted by the Commission's *Fifth Supplemental Order Accepting Stipulations, Approving Transaction, and Granting Securities Issuance Exemption* (October 14, 1999) ("Merger Order"). As PacifiCorp states, the stipulation dated August 13, 1999, includes forty-six terms and conditions and an appendix addressing PacifiCorp's commitments to Washington customers. The Stipulation also specifies certain filing dates for PacifiCorp's actions under the Stipulation.

5 PacifiCorp states that as of March 31, 2000, the company changes its financial reporting period from a calendar year basis to a fiscal year basis ending March 31. As a result of this change, PacifiCorp proposes corresponding adjustments to the reporting requirements under the Stipulation. Specifically, PacifiCorp proposes to change the dates for filing reports related to Stipulation Conditions 37, 18, and 20, as follows:

6 **Stipulation Condition 37:** Condition 37 requires the filing of an affiliate transactions report on or before July 1st of each year. Since PacifiCorp will be reporting affiliate transactions on a fiscal, rather than calendar year, basis, PacifiCorp proposes to extend the filing date under Condition 37 from July 1 to September 1.

7 **Stipulation Condition 18:** Condition 18 requires PacifiCorp to make semi-annual reports to the Commission, Staff and Public Counsel regarding its performance in Washington against the network performance benchmarks set forth in ScottishPower's testimony and modified in the stipulation. Since PacifiCorp will be reporting on a fiscal year basis for the year April 1 through March 31, PacifiCorp is proposing that the first semi annual report for the network performance benchmarks cover the period April through September 2000.

8 **Stipulation Condition 20:** Condition 20 requires PacifiCorp to select annually, for five years following closure of the merger, the five worst performing circuits in Washington on the basis of the Circuit Performance Indicator (CPI). PacifiCorp proposes to use the same April 1 through March 31 fiscal year for those reporting requirements. PacifiCorp notes that this may also affect the timing of any payments for failure to meet the proposed standards under Condition 22.

B. Applicable Rules and Statutes

9 WAC 480-09-815 provides that the Commission may amend any order which it has entered after notice to the public service companies affected, and after allowing an opportunity for hearing. On July 18, 2000, the Commission issued a Notice of Opportunity to Request Hearing to all parties of record. No party responded to the Notice.

C. Commission Discussion and Decision

10 The amendment requested does not affect the substantive provisions of our Merger Order, but merely changes the dates for compliance with various requirements and reports. Given the change in PacifiCorp's financial reporting from a calendar year to a fiscal year basis, it is logical and reasonable to change the reporting requirements under the Merger Order. Accordingly, for good cause shown, we grant PacifiCorp's unopposed Motion.

III. ORDER

11 THE COMMISSION ORDERS That:

- 12 1) Approved Stipulation Condition 37 is amended to require PacifiCorp to file an affiliate transactions report on or before September 1st of each year, instead of on or before July 1st of each year.
- 13 2) Approved Stipulation Condition 18 requires PacifiCorp to make semi-annual reports to the Commission, Staff, and Public Counsel regarding its performance in Washington against the network performance benchmarks set forth in ScottishPower's testimony and modified in the stipulation. Since PacifiCorp will be reporting on a fiscal year basis for the year April 1 through March 31, this Condition is amended to provide that PacifiCorp's first semi annual report for the network performance benchmarks will cover the period April through September 2000.
- 14 3) Approved Stipulation Condition 20 requires PacifiCorp to select annually, for five years following closure of the merger, the five worst performing circuits in

Washington on the basis of the Circuit Performance Indicator (CPI). This Condition is amended to allow PacifiCorp to use the April 1 through March 31 fiscal year for these reporting requirements.

DATED at Olympia, Washington, and effective this day of August 2000.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

MARILYN SHOWALTER, Chairwoman

RICHARD HEMSTAD, Commissioner

WILLIAM R. GILLIS, Commissioner