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BEFORE THE ARIZONA CORPORATION COMMISSION

IN THE MATTER OF THE JOINT )  
 APPLICATION OF CITIZENS )  
 COMMUNICATIONS COMPANY AND )  
 UNISOURCE ENERGY CORPORATION )  
 FOR THE APPROVAL OF THE SALE OF )  
 CERTAIN ELECTRIC UTILITY AND GAS )  
 UTILITY ASSETS IN ARIZONA, THE )  
 TRANSFER OF CERTAIN CERTIFICATES )  
 OF CONVENIENCE AND NECESSITY )  
 FROM CITIZENS COMMUNICATIONS )  
 COMPANY TO UNISOURCE ENERGY )  
 CORPORATION, THE APPROVAL OF THE )  
 FINANCING FOR THE TRANSACTIONS )  
 AND OTHER RELATED MATTERS )

E-01032C-00-0751  
 G-01032A-02-0598  
 E-01933A-02-0914  
 E-01032C-02-0914  
 G-01032A-02-0914

CITY OF NOGALES OPPOSITION  
 TO PROPOSED SETTLEMENT  
 AGREEMENT

Arizona Corporation Commission

DOCKETED

APR 25 2003

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Intervenor City of Nogales opposes the Staff generated proposed Settlement Agreement in this matter, for the following reasons:

1. The proposed Settlement Agreement was negotiated solely between the Applicants and the ACC staff, and as a consequence does not take into account many significant issues relating to the Santa Cruz Division of Citizens.

2. The proposed Settlement Agreement does not address the lack of a municipal franchise between Citizens and the City of Nogales, and allows 365 days for the new Unisource affiliate to come up with a franchise. What happens if the City and Unisource cannot reach agreement on a new franchise? What if the voters of Nogales reject a proposed franchise? Citizens had entered into a Settlement Agreement with the City in which a new franchise was to be negotiated and put to our voters. Citizens had three years to pursue this, and did not. At minimum the ACC should add a penalty provision, or at least a provision triggering a CC&N

revocation in the event Unisource does not produce a franchise.

3. Allowing the wholesale purchase power agreement, with the adjustments Unisource seeks, is outrageous. The original agreement was entered into at a time when there is little question the wholesale energy market was being manipulated. Allowing Unisource to pocket 40% of any "savings" from a renegotiated contract is nothing less than a gift by the ACC staff to Unisource shareholders.

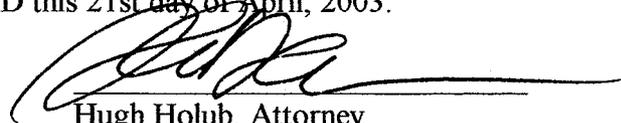
4. The allowance of 10% line losses in the wholesale power rate is unjustified as this level of line loss is for a distribution system, not a high voltage transmission system.

5. The proposed Settlement Agreement is far too vague about the opening of the Santa Cruz Division to competition. At minimum the area should be open to competition by December 31, 2003, not a year later. Those who can and will purchase power at rates far better than the current wholesale power purchase contract rate should be allowed to immediately do so...especially since our retail rates are already among the highest in the state.

6. The ACC staff have failed to address what will happen to our area when TEP fails to complete the new transmission line by the original ACC Order date of December 31, 2003.

The City reserves the right to make additional objections to the proposed Settlement Agreement after the hearings are held in this matter.

RESPECTFULLY SUBMITTED this 21st day of April, 2003.



Hugh Holub, Attorney  
Jose Machado, City Attorney  
City of Nogales, Arizona

J

AN ORIGINAL AND THIRTEEN COPIES  
of the foregoing filed this 21<sup>st</sup> day of April, 2003  
with:

Docket Control  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

COPIES of the foregoing mailed this 21st day of  
April, 2003 to:

William A. Mundell  
Chairman  
Arizona Corporation Commission  
1200 West Washington  
Phoenix Arizona 85007

Mike Gleason  
Commissioner  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Jim Irvin  
Comissioner  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Marc Spitzer  
Commissioner  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Jeff Hatch-Miller  
Commissioner  
Arizona Corporation Commissioner  
1200 West Washington  
Phoenix, Arizona 85007

Lyn Farmer  
Chief Administrative Law Judge  
Hearing Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Ernest Johnson, Director  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Christopher Kempley, Chief Counsel  
Legal Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Dwight D. Nodes  
Assistant Chief Administrative Law Judge  
Arizona Corporation Commissioner  
1200 West Washington  
Phoenix, Arizona 85007

Holly J. Hawn  
Martha S. Chase  
Santa Cruz County Attorney  
2150 North Congress Drive, Suite 201  
Nogales, Arizona 85621

Walter Meek, Esq.  
AUIA  
2100 N. Central, Suite 210  
Phoenix, Arizona 85004

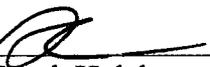
Christine Nelson  
John White  
Deputy County Attorney  
PO Box 7000  
Kingman, Arizona 86402-7000

Thomas Mumaw, Esq.  
Pinnacle West Capital Corporation  
400 North 5<sup>th</sup> Street  
Phoenix, Arizona 85072-3999

Susan Mikes Doherty  
John D. Draghi  
Huber, Lawrence & Abell  
605 3<sup>rd</sup> Avenue  
New York, New York 10158

Robert J. Metli  
Cheifetz & Jannitelli, P.C.  
3238 North 16<sup>th</sup> Street  
Phoenix, Arizona 85016

Andrew W. Bettwy  
Southwest Gas Corporation  
P.O.Box 98510 ~~89193~~  
Las Vegas, Nevada ~~891-8510~~

By   
Hugh Holub

Vincent Nitido  
Tucson Electric Power  
1 South Church Avenue, Suite 1820  
Tucson, Arizona 85701

Deborah Scott  
Associate General Counsel  
Citizens Communication Company  
2901 N. Central, Suite 1660  
Phoenix, Arizona 85012-2736

Thomas H. Campbell  
Michael T. Hallam  
Lewis & Roca LLP  
40 N. Central  
Phoenix, Arizona 85004

Marshall Magruder  
PO Box 1267  
Tubac, Arizona 85646

Scott S. Wakefield, Chief Counsel  
RUCO  
1110 West Washington, Suite 220  
Phoenix, Arizona 85007

Nicholas J. Enoch  
Lubin & Enoch  
349 N. 4<sup>th</sup> Avenue  
Phoenix, AZ 85003