



0000068979

ORIGINAL

RECEIVED

BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

2002 MAY 23 P 4: 12

DOCKETED

WILLIAM A. MUNDELL  
Chairman  
JIM IRVIN  
Commissioner  
MARC SPITZER  
Commissioner

MAY 23 2002

AZ CORP COMMISSION  
DOCUMENT CONTROL

DOCKETED BY *na*

IN THE MATTER OF THE GENERIC  
PROCEEDINGS CONCERNING  
ELECTRIC RESTRUCTURING

DOCKET NO. E-00000A-02-0051

IN THE MATTER OF ARIZONA  
PUBLIC SERVICE COMPANY'S  
REQUEST FOR VARIANCE OF  
CERTAIN REQUIREMENTS OF A.A.C.  
4-14-2-1606

DOCKET NO. E-01345A-01-0822

IN THE MATTER OF THE GENERIC  
PROCEEDINGS CONCERNING THE  
ARIZONA INDEPENDENT  
SCHEDULING ADMINISTRATOR

DOCKET NO. E-00000A-01-0630

IN THE MATTER OF TUCSON  
ELECTRIC COMPANY'S  
APPLICATION FOR A VARIANCE OF  
CERTAIN ELECTRIC POWER  
COMPETITION RULES COMPLIANCE  
DATES

DOCKET NO. E-01933A-98-0471

ISSUES IN THE MATTER OF TUCSON  
ELECTRIC POWER COMPANY'S  
APPLICATION FOR A VARIANCE OF  
CERTAIN ELECTRIC COMPETITION  
RULES COMPLIANCE DATES

DOCKET NO. E-01933A-02-0069  
**REQUEST FOR PROTECTIVE  
AGREEMENT OF PANDA GILA  
RIVER, L.P.**

In a Procedural Order issued May 2, 2002, the Chief Administrative Law Judge ordered "that the parties shall enter into protective agreements in order to facilitate the orderly discovery process." Procedural Order at 3. Panda Gila River, L.P. ("Panda") has attempted to reach consensus with the other parties on the terms of a protective agreement but has been unable to do so. Panda reviewed the Confidentiality Agreement between Arizona Public Service Company and the Residential Utility Consumer Office, and

1 modified the agreement to be appropriate for all parties to these consolidated dockets, and  
2 proposes that all of the parties execute the modified agreement to facilitate an orderly  
3 discovery process. A blacklined version of the agreement is attached hereto.

4 Panda believes that the parties should be able to agree on the terms of a protective  
5 agreement consistent with the attached proposal, and looks forward to discussing the  
6 agreement with the parties at the conference scheduled for May 24, 2002.

7 RESPECTFULLY SUBMITTED this 23rd day of May 2002.

8 FENNEMORE CRAIG

9  
10 By: Karen E St  
11 C. Webb Crockett  
12 Jay L. Shapiro  
13 Fennemore Craig  
14 3003 N. Central Ave., Suite 2600  
15 Phoenix, AZ 85012  
16 Attorneys for Panda Gila River, L.P.

17 Larry F. Eisenstat  
18 Frederick D. Ochsenhirt  
19 Dickstein Shapiro Morin & Oshinsky, LLP  
20 2101 L Street, NW  
21 Washington, DC 20037  
22 Attorneys for TPS GP, Inc.

23 /1304977.1/73262.005

24  
25  
26

ORIGINAL +10 copies of the foregoing filed this  
23<sup>rd</sup> day of May, 2002, with:

Docket Control  
ARIZONA CORPORATION COMMISSION  
1200 West Washington  
Phoenix, Arizona

**COPY hand delivered this day to:**

CHAIRMAN WILLIAM MUNDELL  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

COMMISSIONER JIM IRVIN  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

COMMISSIONER MARC SPITZER  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

HERCULES DELLAS, AIDE TO CHAIRMAN  
MUNDELL  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

KEVIN BARLAY, AIDE TO  
COMMISSIONER IRVIN  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

PAUL WALKER, AIDE TO COMMISSIONER  
SPITZER  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

Lyn Farmer  
Chief Administrative Law Judge  
ARIZONA CORPORATION COMMISSION  
1200 W. Washington Street  
Phoenix, Arizona 85007

Christopher Kempely, Chief Counsel  
ARIZONA CORPORATION COMMISSION  
1200 W. Washington Street  
Phoenix, Arizona 85007

1285855.3/73262.005

Ernest G. Johnson, Utilities Division  
ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
Phoenix, Arizona 85007

**COPY MAILED/E-MAILED\* this 23<sup>rd</sup> day  
of May, 2002, to:**

Lindy Funkhouser  
Scott S. Wakefield  
RUCO  
2828 N Central Ave, Suite 1200  
Phoenix, Arizona 85004

\*Michael A. Curtis  
\*William P. Sullivan  
\*Paul R. Michaud  
MARTINEZ & CURTIS, P.C.  
2712 North 7th Street  
Phoenix, Arizona 85006  
Attorneys for Arizona Municipal Power Users  
Association, Mohave Electric Cooperative, Inc.,  
Navopache Electric Cooperative, Inc., & Primesouth,  
Inc.  
[mcurtis401@aol.com](mailto:mcurtis401@aol.com)  
[wsullivan@martinezcurtis.com](mailto:wsullivan@martinezcurtis.com)  
[pmichaud@martinezcurtis.com](mailto:pmichaud@martinezcurtis.com)

Walter W. Meek, President  
ARIZONA UTILITY INVESTORS ASSOCIATION  
2100 N. Central Avenue, Suite 210  
Phoenix, Arizona 85004

Rick Gilliam  
Eric C. Guidry  
LAND AND WATER FUND OF THE ROCKIES  
ENERGY PROJECT  
2260 Baseline Road, Suite 200  
Boulder, Colorado 80302

Terry Frothun  
ARIZONA STATE AFL-CIO  
5818 N. 7th Street, Suite 200  
Phoenix, Arizona 85014-5811

Norman J. Furuta  
DEPARTMENT OF THE NAVY  
900 Commodore Drive, Building 107  
San Bruno, California 94066-5006

Barbara S. Bush  
COALITION FOR RESPONSIBLE ENERGY  
EDUCATION

315 West Riviera Drive  
Tempe, Arizona 85252

Sam Defraw (Attn. Code 00I)  
Rate Intervention Division  
NAVAL FACILITIES ENGINEERING  
COMMAND  
Building 212, 4<sup>th</sup> Floor  
901 M Street, SE  
Washington, DC 20374-5018

Rick Lavis  
ARIZONA COTTON GROWERS ASSOCIATION  
4139 East Broadway Road  
Phoenix, Arizona 85040

Steve Brittle  
DON'T WASTE ARIZONA, INC.  
6205 South 12th Street  
Phoenix, Arizona 85040

COLUMBUS ELECTRIC COOPERATIVE, INC.  
P.O. Box 631  
Deming, New Mexico 88031

CONTINENTAL DIVIDE ELECTRIC  
COOPERATIVE  
P.O. Box 1087  
Grants, New Mexico 87020

DIXIE ESCALANTE RURAL ELECTRIC  
ASSOCIATION  
CR Box 95  
Beryl, Utah 84714

GARKANE POWER ASSOCIATION, INC.  
P.O. Box 790  
Richfield, Utah 84701

ARIZONA DEPT OF COMMERCE  
ENERGY OFFICE  
3800 North Central Avenue, 12th Floor  
Phoenix, Arizona 85012

ARIZONA COMMUNITY ACTION ASSOC.  
2627 N. 3rd Street, Suite 2  
Phoenix, Arizona 85004

TUCSON ELECTRIC POWER CO.  
Legal Dept - DB203  
220 W 6<sup>th</sup> Street  
P.O. Box 711  
Tucson, Arizona 85702-0711

A.B. Baardson  
NORDIC POWER  
6464 N. Desert Breeze Ct.  
Tucson, Arizona 85750-0846  
Jessica Youle  
PAB300  
SALT RIVER PROJECT  
P.O. Box 52025  
Phoenix, Arizona 85072-2025

Joe Eichelberger  
MAGMA COPPER COMPANY  
P.O. Box 37  
Superior, Arizona 85273

Craig Marks  
CITIZENS UTILITIES COMPANY  
2901 N. Central Avenue, Suite 1660  
Phoenix, Arizona 85012-2736

Barry Huddleston  
DESTEC ENERGY  
P.O. Box 4411  
Houston, Texas 77210-4411

Steve Montgomery  
JOHNSON CONTROLS  
2032 West 4th Street  
Tempe, Arizona 85281

Peter Glaser  
Shook, Hardy & Bacon, L.L.P.  
600 14<sup>th</sup> Street, N.W., Suite 800  
Washington, D.C. 20006-2004

Clara Peterson  
AARP  
HC 31, Box 977  
Happy Jack, Arizona 86024

Larry McGraw  
USDA-RUS  
6266 Weeping Willow  
Rio Rancho, New Mexico 87124

Jim Driscoll  
ARIZONA CITIZEN ACTION  
5160 E. Bellevue Street, Apt. 101  
Tucson, AZ 85712-4828

William Baker  
ELECTRICAL DISTRICT NO. 6

7310 N. 16<sup>th</sup> Street, Suite 320  
Phoenix, Arizona 85020

Robert Julian  
PPG  
1500 Merrell Lane  
Belgrade, Montana 59714

Robert S. Lynch  
340 E. Palm Lane, Suite 140  
Phoenix, Arizona 85004-4529  
Attorney for Arizona Transmission Dependent  
Utility Group

K.R. Saline  
K.R. SALINE & ASSOCIATES  
Consulting Engineers  
160 N. Pasadena, Suite 101  
Mesa, Arizona 85201-6764

Carl Robert Aron  
Executive Vice President and COO  
ITRON, INC.  
2818 N. Sullivan Road  
Spokane, Washington 99216

Douglas Nelson  
DOUGLAS C. NELSON PC  
7000 N. 16th Street, Suite 120-307  
Phoenix, Arizona 85020-5547  
Attorney for Calpine Power Services

\*Lawrence V. Robertson Jr.  
MUNGER CHADWICK, PLC  
333 North Wilmot, Suite 300  
Tucson, Arizona 85711-2634  
Attorney for Southwestern Power Group, II, LLC;  
Bowie Power Station, LLC; Toltec Power Station,  
LLC; and Sempra Energy Resources  
[Lvrobertson@mungerchadwick.com](mailto:Lvrobertson@mungerchadwick.com)

\*Tom Wran  
Southwestern Power Group II  
[Twray@southwesternpower.com](mailto:Twray@southwesternpower.com)

\*Theodore E. Roberts  
SEMPRA ENERGY RESOURCES  
101 Ash Street, HQ 12-B  
San Diego, California 92101-3017  
[Troberts@sempra.com](mailto:Troberts@sempra.com)

Albert Sterman  
1285855.3/73262.005

ARIZONA CONSUMERS COUNCIL  
2849 East 8th Street  
Tucson, Arizona 85716

\*Michael Grant  
GALLAGHER & KENNEDY  
2575 East Camelback Road  
Phoenix, Arizona 85016-9225  
Attorneys for AEPSCO, Graham County Electric  
Cooperative, and Duncan Valley Electric  
Cooperative.  
[Mmg@gknet.com](mailto:Mmg@gknet.com)

Vinnie Hunt  
CITY OF TUCSON  
Department of Operations  
4004 S. Park Avenue, Building #2  
Tucson, Arizona 85714

Ryle J. Carl III  
INTERNATION BROTHERHOOD OF  
ELECTRICAL WORKERS, L.U. #1116  
750 S. Tucson Blvd.  
Tucson, Arizona 85716-5698

Carl Dabelstein  
CITIZENS COMMUNICATIONS  
2901 N. Central Ave., Suite 1660  
Phoenix, Arizona 85012

Roderick G. McDougall, City Attorney  
CITY OF PHOENIX  
Attn: Jesse Sears, Assistant Chief Counsel  
200 W Washington Street, Suite 1300  
Phoenix, Arizona 85003-1611

\*William J. Murphy  
CITY OF PHOENIX  
200 West Washington Street, Suite 1400  
Phoenix, Arizona 85003-1611  
[Bill.murphy@phoenix.gov](mailto:Bill.murphy@phoenix.gov)

\*Russell E. Jones  
WATERFALL ECONOMIDIS CALDWELL  
HANSHAW & VILLAMANA, P.C.  
5210 E. Williams Circle, Suite 800  
Tucson, Arizona 85711  
Attorneys for Trico Electric Cooperative, Inc.

Rjones@wechv.com

\*Christopher Hitchcock  
HITCHCOCK & HICKS  
P.O. Box 87  
Bisbee, Arizona 85603-0087  
Attorney for Sulphur Springs Valley  
Electric Cooperative, Inc.  
Lawyers@bisbeelaw.com

Andrew Bettwy  
Debra Jacobson  
SOUTHWEST GAS CORPORATION  
5241 Spring Mountain Road  
Las Vegas, Nevada 89150-0001

Barbara R. Goldberg  
OFFICE OF THE CITY ATTORNEY  
3939 Civic Center Blvd.  
Scottsdale, Arizona 85251

Bradford A. Borman  
PACIFICORP  
201 S. Main, Suite 2000  
Salt Lake City, Utah 84140

Timothy M. Hogan  
ARIZONA CENTER FOR LAW  
IN THE PUBLIC INTEREST  
202 E. McDowell Rd., Suite 153  
Phoenix, Arizona 85004

Marcia Weeks  
18970 N. 116th Lane  
Surprise, Arizona 85374

John T. Travers  
William H. Nau  
272 Market Square, Suite 2724  
Lake Forest, Illinois 60045

Timothy Michael Toy  
WINTHROP, STIMSON, PUTNAM & ROBERTS  
One Battery Park Plaza  
New York, New York 10004-1490

\*Raymond S. Heyman  
Michael W. Patten  
ROSHKA HEYMAN & DEWULF, PLC  
400 E. Van Buren, Suite 800  
Phoenix, Arizona 85004  
Attorneys for Tucson Electric Power Co.  
Rheyman@rhd-law.com

Billie Dean  
AVIDD  
P O Box 97  
Marana, Arizona 85652-0987  
Raymond B. Wuslich  
WINSTON & STRAWN  
1400 L Street, NW  
Washington, DC 20005

Steven C. Gross  
PORTER SIMON  
40200 Truckee Airport Road  
Truckee, California 96161-3307  
Attorneys for M-S-R Public Power Agency

Donald R. Allen  
John P. Coyle  
DUNCAN & ALLEN  
1575 Eye Street, N.W., Suite 300  
Washington, DC 20005

Ward Camp  
PHASER ADVANCED METERING SERVICES  
400 Gold SW, Suite 1200  
Albuquerque, New Mexico 87102

Theresa Drake  
IDAHO POWER COMPANY  
P.O. Box 70  
Boise, Idaho 83707

Libby Brydolf  
CALIFORNIA ENERGY MARKETS  
NEWSLETTER  
2419 Bancroft Street  
San Diego, California 92104

Paul W. Taylor  
R W BECK  
2201 E. Camelback Rd Suite 115-B  
Phoenix, Arizona 85016-3433

James P. Barlett  
5333 N. 7<sup>th</sup> Street, Suite B-215  
Phoenix, Arizona 85014  
Attorney for Arizona Power Authority

\*Jay I. Moyes  
MOYES STOREY  
3003 N. Central Ave., Suite 1250  
Phoenix, Arizona 85012  
Attorneys for PPL Southwest Generation Holdings,  
LLC; PPL EnergyPlus, LLC and PPL Sundance  
Energy, LLC

Jimoyes@lawms.com

Stephen L. Teichler  
Stephanie A. Conaghan  
DUANE MORRIS & HECKSCHER, LLP  
1667 K Street NW, Suite 700  
Washington, DC 20006

Kathy T. Puckett  
SHELL OIL COMPANY  
200 N. Dairy Ashford  
Houston, Texas 77079

Andrew N. Chau  
SHELL ENERGY SERVICES CO., LLC  
1221 Lamar, Suite 1000  
Houston, Texas 77010

Peter Q. Nyce, Jr.  
DEPARTMENT OF THE ARMY  
JALS-RS Suite 713  
901 N. Stuart Street  
Arlington, Virginia 22203-1837

Michelle Ahlmer  
ARIZONA RETAILERS ASSOCIATION  
224 W. 2<sup>nd</sup> Street  
Mesa, Arizona 85201-6504

Dan Neidlinger  
NEIDLINGER & ASSOCIATES  
3020 N. 17<sup>th</sup> Drive  
Phoenix, Arizona 85015

Chuck Garcia  
PNM, Law Department  
Alvarado Square, MS 0806  
Albuquerque, New Mexico 87158

Sanford J. Asman  
570 Vinington Court  
Dunwoody, Georgia 30350-5710  
\*Patricia Cooper  
AEPSCO/SSWPCO  
P.O. Box 670  
Benson, Arizona 85602  
Pcooper@aepnet.org

Steve Segal  
LEBOEUF, LAMB, GREENE, & MACRAE  
633 17<sup>th</sup> Street, Suite 2000  
Denver, Colorado 80202-3620

Holly E. Chastain  
1285855.3/73262.005

SCHLUMBERGER RESOURCE  
MANAGEMENT SERVICES, INC.  
5430 Metric Place  
Norcross, Georgia 30092-2550

Leslie Lawner  
ENRON CORP  
712 North Lea  
Roswell, New Mexico 88201

Alan Watts  
Southern California Public Power Agency  
529 Hilda Court  
Anaheim, California 92806

Frederick M. Bloom  
Commonwealth Energy Corporation  
15991 Red Hill Avenue, Suite 201  
Tustin, California 92780

Margaret McConnell  
Maricopa Community Colleges  
2411 W. 14<sup>th</sup> Street  
Tempe, Arizona 85281-6942

Brian Soth  
FIRSTPOINT SERVICES, INC.  
1001 S.W. 5<sup>th</sup> Ave, Suite 500  
Portland, Oregon 97204

Jay Kaprosy  
PHOENIX CHAMBER OF COMMERCE  
201 N. Central Ave., 27<sup>th</sup> Floor  
Phoenix, Arizona 85073

Kevin McSpadden  
MILBANK, TWEED, HADLEY AND  
MCCLOY, LLP  
601 S. Figueroa, 30<sup>th</sup> Floor  
Los Angeles, California 90017

M.C. Arendes, Jr.  
C3 COMMUNICATIONS, INC.  
2600 Via Fortuna, Suite 500  
Austin, Texas 78746

\*Patrick J. Sanderson  
ARIZONA INDEPENDENT SCHEDULING  
ADMINISTRATOR ASSOCIATION  
P.O. Box 6277  
Phoenix, Arizona 85005-6277  
Psanderson@az-isa.org

\*Roger K. Ferland

QUARLES & BRADY STREICH LANG, L.L.P.  
Renaissance One  
Two North Central Avenue  
Phoenix, Arizona 85004-2391  
[Rferland@quarles.com](mailto:Rferland@quarles.com)

Charles T. Stevens  
ARIZONANS FOR ELECTRIC CHOICE &  
COMPETITION  
245 W. Roosevelt  
Phoenix, Arizona 85003

Mark Sirois  
ARIZONA COMMUNITY ACTION ASSOC.  
2627 N. Third Street, Suite 2  
Phoenix, Arizona 85004

\*Jeffrey Guldner  
Thomas L. Mumaw  
SNELL & WILMER  
400 E. Van Buren,  
One Arizona Center  
Phoenix, Arizona 85004-0001  
[Tmumaw@swlaw.com](mailto:Tmumaw@swlaw.com)

Steven J. Duffy  
RIDGE & ISAACSON PC  
3101 N. Central Avenue, Suite 740  
Phoenix, Arizona 85012

\*Greg Patterson  
5432 E. Avalon  
Phoenix, Arizona 85018  
[Gpatterson@aol.com](mailto:Gpatterson@aol.com)

\*John Wallace  
Grand Canyon State Electric Co-op  
120 N. 44<sup>th</sup> Street, Suite 100  
Phoenix, Arizona 85034-1822  
[Jwallace@gcseca.org](mailto:Jwallace@gcseca.org)

Steven Lavigne  
DUKE ENERGY  
4 Triad Center, Suite 1000  
Salt Lake City, Utah 84180

Dennis L. Delaney  
K.R. SALINE & ASSOC.  
160 N. Pasadena, Suite 101  
Mesa, Arizona 85201-6764

Kevin C. Higgins  
ENERGY STRATEGIES, LLC  
30 Market Street, Suite 200

1285855.3/73262.005

Salt Lake City, Utah 84101

\*Michael L. Kurtz  
BORHM KURTZ & LOWRY  
36 E. Seventh Street, Suite 2110  
Cincinnati, Ohio 45202  
[Mkurtzlaw@aol.com](mailto:Mkurtzlaw@aol.com)

David Berry  
P.O. Box 1064  
Scottsdale, Arizona 85252

\*William P. Inman  
Dept. of Revenue  
1600 W. Monroe, Room 911  
Phoenix, Arizona 85007  
[InmanW@revenue.state.az.us](mailto:InmanW@revenue.state.az.us)

\*Robert Baltes  
ARIZONA COGENERATION ASSOC.  
7250 N. 16<sup>th</sup> Street, Suite 102  
Phoenix, Arizona 85020-5270  
[Bbaltes@bvaeng.com](mailto:Bbaltes@bvaeng.com)

\*Jana Van Ness  
APS  
Mail Station 9905  
P.O. Box 53999  
Phoenix, Arizona 85072-3999  
[Jana.vanness@aps.com](mailto:Jana.vanness@aps.com)

David Couture  
TEP  
4350 E. Irvington Road  
Tucson, Arizona 85714

\*Kelly Barr  
Jana Brandt  
SRP  
Mail Station PAB211  
P.O. Box 52025  
Phoenix, Arizona 85072-2025  
[Kjbarr@srpnet.com](mailto:Kjbarr@srpnet.com)  
[Jkbrandt@srpnet.com](mailto:Jkbrandt@srpnet.com)

Randall H. Warner  
JONES SKELTON & HOCHULI PLC  
2901 N. Central Avenue, Suite 800

Phoenix, Arizona 85012

John A. LaSota, Jr.  
MILLER LASOTA & PETERS, PLC  
5225 N. Central Ave., Suite 235  
Phoenix, Arizona 85012

Peter W. Frost  
Conoco Gas and Power Marketing  
600 N. Dairy Ashford, CH-1068  
Houston, Texas 77079

Joan Walker-Ratliff  
Conoco Gas and Power Marketing  
1000 S. Pine, 125-4 ST UPO  
Ponca City, Oklahoma 74602

\*Vicki G. Sandler  
C/o Linda Spell  
APS Energy Services  
P.O. Box 53901  
Mail Station 8103  
Phoenix, Arizona 85072-3901  
[Linda\\_spell@apses.com](mailto:Linda_spell@apses.com)

\*Lori Glover  
STIRLING ENERGY SYSTEMS  
2920 E. Camelback Rd., Suite 150  
Phoenix, Arizona 85016  
[Lglover@stirlingenergy.com](mailto:Lglover@stirlingenergy.com)

\*Jeff Schlegel  
SWEEP  
1167 Samalayuca Drive  
Tucson, Arizona 85704-3224  
[Schlegelj@aol.com](mailto:Schlegelj@aol.com)

\*Howard Geller  
SWEEP  
2260 Baseline Rd., Suite 200  
Boulder, Colorado 80302  
[Hgeller@swenergy.org](mailto:Hgeller@swenergy.org)

\*Mary-Ellen Kane  
ACAA  
2627 N. 3<sup>rd</sup> Street, Suite Two  
Phoenix, Arizona 85004  
[Mkane@azcaa.org](mailto:Mkane@azcaa.org)

\*Aaron Thomas  
AES NewEnergy  
350 S. Grand Avenue, Suite 2950  
Los Angeles, California 90071  
[Aaron.thomas@aes.com](mailto:Aaron.thomas@aes.com)

\*Theresa Mead  
AES NewEnergy  
P.O. Box 65447  
Tucson, Arizona 85728  
[Theresa.mead@aes.com](mailto:Theresa.mead@aes.com)

\*Peter Van Haren  
CITY OF PHOENIX  
Attn: Jesse W. Sears  
200 W. Washington Street, Suite 1300  
Phoenix, Arizona 85003-1611  
[Jesse.sears@phoenix.gov](mailto:Jesse.sears@phoenix.gov)

\*Robert Annan  
ARIZONA CLEAN ENERGY INDUSTRIES  
ALLIANCE  
6605 E. Evening Glow Drive  
Scottsdale, Arizona 85262  
[Annan@primenet.com](mailto:Annan@primenet.com)

Curtis L. Kebler  
RELIANT RESOURCES, INC.  
8996 Etiwanda Avenue  
Rancho Cucamonga, California 91739

\*Philip Key  
RENEWABLE ENERGY LEADERSHIP GROUP  
10631 E. Autumn Sage Drive  
Scottsdale, Arizona 85259  
[Keytaic@aol.com](mailto:Keytaic@aol.com)

\*Paul Bullis  
OFFICE OF THE ATTORNEY GENERAL  
1275 W. Washington Street  
Phoenix, Arizona 85007  
[Paul.bullis@ag.state.az.us](mailto:Paul.bullis@ag.state.az.us)

\*Laurie Woodall  
OFFICE OF THE ATTORNEY GENERAL  
15 S. 15<sup>th</sup> Avenue  
Phoenix, Arizona 85007  
[Laurie.woodall@ag.state.az.us](mailto:Laurie.woodall@ag.state.az.us)

\*Donna M. Bronski  
CITY OF SCOTTSDALE  
3939 N. Drinkwater Blvd  
Scottsdale, Arizona 85251  
[Dbronski@ci.scottsdale.az.us](mailto:Dbronski@ci.scottsdale.az.us)

\*Larry F. Eisenstat  
Frederick D. Ochsenhirt  
DICKSTEIN SHAPIRO MORIN & OSHINSKY  
LLP  
2101 L Street, NW  
Washington, DC 20037  
[Eisenstatl@dsmo.com](mailto:Eisenstatl@dsmo.com)  
[Ochsenhirtf@dsmo.com](mailto:Ochsenhirtf@dsmo.com)

\*David A. Crabtree  
Dierdre A. Brown  
TECO POWER SERVICES CORP.  
P.O. Box 111  
Tampa, Florida 33602  
[Dacrabtree@tecoenergy.com](mailto:Dacrabtree@tecoenergy.com)  
[Dabrown@tecoenergy.com](mailto:Dabrown@tecoenergy.com)

\*Michael A. Trentel  
Patrick W. Burnett  
PANDA ENERGY INTERNATIONAL INC  
4100 Spring Valley, Suite 1010  
Dallas, Texas 75244  
[Michaelt@pandaenergy.com](mailto:Michaelt@pandaenergy.com)  
[Patb@pandaenergy.com](mailto:Patb@pandaenergy.com)

ARIZONA REPORTING SERVICE, INC.  
2627 N. Third Street, Suite Three  
Phoenix, Arizona 85004-1104

December 5, 2001

CONFIDENTIALITY PROTECTIVE AGREEMENT

Docket Nos. E-01345A-01-08220822, E-00000A-01-0630, E-00000A-02-0051, E-01933A-02-0069 and E-01933A-98-0471

WHEREFORE, Arizona Public Service Company ("APS") and the Residential Utility Consumer Office ("RUCO" "Intervenor"), for the purposes of Discovery under Docket Number Numbers E-01345A-01-0822, E-00000A-01-0630, E-00000A-02-0051, E-01933A-02-0069 and E-01933A-98-0471 agree as follows:

1. Each document listed in Exhibit "A," designated by APS or Intervenor to be confidential or proprietary and any copies, notes, extracts, or summaries in any form whatsoever, mechanical, electronic, or otherwise, derived or prepared from said documents, as well as any future documents deemed by APS to be confidential or proprietary, document shall be designated as "Confidential Information." All Confidential Information provided to the RUCO any party pursuant to this Agreement shall be so marked by APS the producing party with a designation indicating its confidential nature.

2. Except as set forth in Paragraph 3, the Confidential Information shall not be disclosed to any person other than employees or independent contractors of the RUCO contractor attorneys or testifying independent experts in the above dockets who have signed this Agreement and to those who execute the attached Exhibit BA and have agreed to be bound by its terms and conditions. Persons signing Exhibit A other than independent contractor attorneys or testifying independent experts shall not have access to any confidential documents before the expiration of 10 days from the date of delivery of an executed copy of Exhibit A to the disclosing party, during which time the disclosing party may object to disclosure as set forth in Paragraph 9 below. Confidential Information shall not be disclosed to attorneys whose scope of employment includes the marketing of energy, the provision of consulting services to any person whose duties include the marketing of energy, or the direct supervision of any employee whose duties include the marketing of energy.

3. The Confidential Information provided pursuant to the terms of this Agreement may be disclosed to members of the RUCO by any RUCO signatory to this Agreement to paralegals and other employees associated for the purposes of the proceedings in Docket Nos. E-01345A-01-0822, E-0000A-01-0630, E-00000A-02-0051, E-01933A-02-0069 and E-01933A-98-0471 with attorneys and testifying independent experts of APS and the Intervenor only to the extent such disclosure is necessary. Such disclosure may be made only if the nonsignatory is provided with a copy of this Agreement and agrees to be bound by its terms.

4. The signatories to this Agreement and Exhibit BA shall treat the Confidential Information confidentially and no such person shall use any such Confidential Information in a manner that might foreseeably result in, or require disclosure of such

materials and any other information contained therein, to any persons not a signatory to this Agreement, other than unauthorized representatives of APS, except as provided in Paragraph Nos. 3 and 7.

5. All Confidential Information claimed by APS or Intervenor, respectively, to be protected under the provisions of this Agreement and which ~~are~~is in the possession of the ~~RUCO~~Intervenor or APS, respectively, shall be kept in a secure location by such persons in files, folders, or containers separate from other records, files and materials of the person and in a manner reasonably calculated to prevent unauthorized disclosure or access.

6. By releasing Confidential Information pursuant to this Agreement, APS ~~retains~~and Intervenor retain in all respects every privilege and claim to confidentiality ~~it~~each heretofore has had, and hereafter may have with respect to all such Confidential Information. The provision of the Confidential Information herein shall constitute neither (1) disclosure of the Confidential Information, nor (2) full or partial waiver of any claim of privilege as to the subject matter of the Confidential Information.

7. Unless APS ~~has~~or Intervenor have given its consent in writing, no portion of the Confidential Information may be submitted to, or publicly filed with, the ~~ACC~~Commission as a part of any hearings or other proceeding or otherwise disclosed in any manner unless: (a) the party seeking disclosure first presents to the assigned Commission Hearing Officer (or to ~~the~~this Commission's Chief Hearing Officer, if no other Hearing Officer has been assigned to the matter), and provides a copy to APS or Intervenor, as required, an application requesting disclosure and setting forth the specific grounds upon which it claims that the Confidential Information to be disclosed, and (b) the Hearing Officer, rules that the Confidential Information, or a portion thereof may be disclosed, provided however, that if neither Party disputes that the Confidential~~confidential~~ Information is confidential and relevant to the proceeding, then the ~~Confidential~~confidential Information may be directly submitted under seal pursuant to Paragraph 8.

8. Any portion of the Confidential Information that is so submitted or filed with the Commission in accordance with the Paragraph 7 and any portion of the Commission's official record referring to such portion shall be placed under seal, and shall be subject to the public release or inspection (other than by a signatory to this Agreement or Exhibit B, the assigned Hearing Officer, and the Commissioners or their aides) only by order of the Commission, which order shall not become effective for at least ten (10) business days after entry.

9. In the event that APS or Intervenor wish to have a person other than those described in paragraphs 2 and 3 above execute Exhibit A and become bound by the terms and conditions of this Agreement, APS or Intervenor shall seek agreement from the other. If agreement is reached, the person in question shall have access to Confidential Information. If no agreement is reached, the parties shall submit their dispute to the assigned Hearing Officer (or to the Commission's Chief Hearing Officer, if no other

Hearing Officer has been assigned to this matter).

10. Confidential Information shall remain available to the parties until all Commission proceedings relating to the Confidential Information are concluded and no longer subject to judicial review. If requested to do so in writing after that date, a party shall, within 15 days of such request, return Confidential Information to the party that produced the Confidential Information, or shall destroy the Confidential Information. Within such time period a party, if requested to do so, also shall submit to the producing part an affidavit stating that, to the best of its knowledge, all Confidential Information has been returned or destroyed. To the extent that Confidential Information is not returned or destroyed, the Confidential Information shall remain subject to this Agreement.

DATED this 5<sup>th</sup> day of December, 2001.

By: \_\_\_\_\_

Signature By: \_\_\_\_\_ Signature \_\_\_\_\_  
Name: Jana Van Ness  
Title: Manager, State Regulations  
Date: \_\_\_\_\_  
Company: \_\_\_\_\_

By: \_\_\_\_\_ Signature \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_  
Company: Arizona Public Service Company

By: \_\_\_\_\_ Signature: \_\_\_\_\_  
Name: Lindy Funkhouser  
Title: Director  
Date: \_\_\_\_\_  
Company: Residential Utility Consumers Office

By: \_\_\_\_\_ Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_  
Company: \_\_\_\_\_

By: \_\_\_\_\_ Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

Exhibit BA

Confidentiality Certificate

Docket Nos. E-01345A-01-08220822, E-00000A-01-0630,

APS'S Request for a Variance of Certain Requirements  
Of A.C.C. R14-2-1606 and Approval of Purchase Power Agreement  
E-00000A-02-0051, E-01933A-02-0069 and E-01933a-98-0471

I, \_\_\_\_\_, by executing this Confidentiality Certificate to hereby do hereby certify and agree that:

1. I have reviewed the Confidentiality Agreement, dated as of ~~December 5, 2001~~, between Arizona Public Service Company and the ~~Residential Utility Consumer Officer~~ ("RUCO") \_\_\_\_\_, (the "Confidentiality Agreement"), regarding the disclosure of Confidential Information (the "Confidential Information");
2. I understand that the documents described on Exhibit A to the Confidentiality Agreement are privileged and confidential and may not be used or disclosed except as expressly provided in the Confidentiality Agreement; and
3. I agree to comply with and be bound by the terms and conditions of the Confidentiality Agreement as it pertains to Confidential Information disclosed to me.

Dated: \_\_\_\_\_, \_\_\_\_\_

By: \_\_\_\_\_ Signature \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_  
Company: \_\_\_\_\_

Representing: