



0000151457

Direct: (602) 530-8291
Email: mmg@gknet.com

February 28, 2014

Docket Control
Arizona Corporation Commission
1200 W. Washington St.
Phoenix, AZ 85007

ORIGINAL

RECEIVED
2014 FEB 28 P 1:18
AZ CORP COMMISSION
DOCKET CONTROL

Re: *The Joint Application of the Arizona Electric Power Cooperative, Inc. and Southwest Transmission Cooperative, Inc. for Authorizations Associated with Their Merger and the Issuance by AEPCO, as the Surviving Cooperative, of an Indenture; Docket Nos. E-01773A-14-0018 & E-04100A-14-0018*

Dear Sir or Madam:

Enclosed are the original and 15 copies of the Affidavit of Mailing certifying that Notice of the Joint Application in these matters was mailed to the Chief Executive Officers of each of AEPCO and SWTC's Class A Member Distribution Cooperatives on February 27, 2014. Your assistance in relation to these matters is appreciated.

Very truly yours,

GALLAGHER & KENNEDY, P.A.

By:

Michael M. Grant

MMG/plp
10421-69/4037074
Enclosure

cc w/enclosure (delivered): Wes Van Cleve, Legal Division
Phan Tsan, Utilities Division
John Cassidy, Utilities Division

Arizona Corporation Commission

DOCKETED

FEB 28 2014

DOCKETED BY

Original and 15 copies filed with Docket Control this 28th day of February, 2014.

Affidavit of Mailing

I, Julie Brooks, Administrative Assistant, employed by Arizona Electric Power Cooperative, Inc., certify that on February 27, 2014, I caused to be deposited in the United States mail, postage pre-paid, the attached Notice addressed to the following:

Mr. Kevin Short
 General Manager
 Anza Electric Cooperative, Inc.
 P O Box 391909
 Anza, California 92539

Mr. J. Tyler Carlson
 Chief Executive Officer
 Mohave Electric Cooperative, Inc.
 PO Box 1045
 Bullhead City, Arizona 86430

Mr. Steve Lunt
 Chief Executive Officer
 Duncan Valley Electric Cooperative, Inc.
 P O Box
 Duncan, Arizona 85534-0440

Mr. Creden Huber
 Chief Executive Officer
 Sulphur Springs Valley Electric Coop., Inc.
 311 East Wilcox Drive
 Sierra Vista, Arizona 85635-2527

Mr. Steve Lines
 General Manager
 Graham County Electric Cooperative, Inc.,
 P O Drawer B
 Pima, Arizona 85543

Mr. Vincent Nitido
 Chief Executive Officer
 Trico Electric Cooperative, Inc.
 P O Box 930
 Marana, Arizona 85653

 Julie A. Brooks

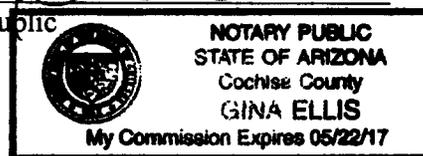
State of Arizona)
) ss.
 County of Cochise)

The foregoing was signed before me on this 27th day of February 2014 by Julie A. Brooks, Administrative Assistant.

 Notary Public

My Commission Expires:

May 22, 2017



PUBLIC NOTICE

OF

THE JOINT APPLICATION OF THE ARIZONA ELECTRIC POWER COOPERATIVE, INC.
AND SOUTHWEST TRANSMISSION COOPERATIVE, INC. FOR AUTHORIZATIONS
ASSOCIATED WITH THEIR MERGER AND THE ISSUANCE BY AEPCO, AS THE
SURVIVING COOPERATIVE, OF AN INDENTURE

(DOCKET NOS. E-01773A-14-0018 & E-04100A-14-0018)

On January 21, 2014, the Arizona Electric Power Cooperative, Inc. ("AEPCO") and Southwest Transmission Cooperative, Inc. ("SWTC") (collectively "Applicants") filed a joint application ("Application") with the Arizona Corporation Commission ("Commission") concerning the proposed merger of SWTC into AEPCO, with AEPCO to be the surviving entity. Applicants request that the assets and certificate of convenience and necessity currently held by SWTC be transferred to AEPCO. The Application also seeks authorization for AEPCO to replace the Applicants' current mortgages with an Indenture securing existing and future debt through the pledge of the Applicants' combined assets, as well the assumption by AEPCO of the benefit liabilities associated with employees being transferred to it. Finally, the Applicants request approval for AEPCO to reissue in its own name SWTC's tariffs, and AEPCO's collection and administration of any other rates, charges, adjustors or similar accounting or rate mechanisms approved by the Commission for SWTC as of the date of the completion and close of the merger.

This Application will have no effect on the rates, terms and conditions of service offered currently by AEPCO or SWTC.

It is anticipated that the Commission will issue a decision regarding the Application following consideration of the matter at a Commission Open Meeting. The Commission's Utilities Division has not yet made a recommendation regarding the Application.

How You Can View or Obtain a Copy of the Application

Copies of the Application in this proceeding are available at the Applicants' offices at 1000 South Highway 80, Benson, Arizona 85602; at the Commission's Docket Control Center, 1200 W. Washington, Phoenix, Arizona, for public inspection during regular business hours; and at the Commission's website, www.azcc.gov using the e-Docket function, located at the bottom of the website homepage, and referencing Docket Nos. E-01773A-14-0018 or E-04100A-14-0018.

Arizona Corporation Commission Public Hearing Information

Any interested party will have an opportunity to be heard on this matter at an upcoming Open Meeting of the Commission at the Commission's offices, 1200 W. Washington St., Phoenix, AZ. It is anticipated that the matter will be placed on the April 8-9, 2014 Open Meeting agenda of the Commission. But, please check the Commission's web-site for notice of the Open Meeting when this matter will be heard. Public comments will also be taken at the time the Commission considers the Application. Written public comments may be submitted by mailing a letter referencing Docket Nos. E-01773A-14-0018 or E-04100A-14-0018 to: Arizona Corporation Commission, Consumer Services Section, 1200 West Washington, Phoenix, Arizona 85007. For a form to use and instructions on how to e-mail comments to the Commission, go to

http://www.azcc.gov/divisions/utilities/forms/public_comment.pdf. If you require assistance, you may contact the Consumer Services Section at 602.542.4251 or 1.800.222.7000.

About Intervention

Any person or entity entitled by law to intervene and having a direct and substantial interest in the matter will be permitted to intervene. Any petition to intervene should be filed on, or before, the 15th day after publication of this Notice. If you wish to intervene, you must file an original and 13 copies of a written motion to intervene with the Commission and send a copy of the motion to Applicants or their counsel and to all parties of record. Your motion to intervene must contain the following: 1) your name, address, and telephone number, and the name, address and telephone number of any party upon whom service of documents is to be made, if not yourself; 2) a short statement of your interest in the proceeding; and 3) a statement certifying that you have mailed a copy of the motion to intervene to Applicants or their counsel and to all parties of record in the case. The granting of motions to intervene shall be governed by A.A.C. R14-3-105. You may obtain contact information for Applicants and other parties from the Commission's website (www.azcc.gov) using e-Docket and Docket Nos. E-01773A-14-0018 or E-04100A-14-0018 or by contacting the Applicants at 1000 South Highway 80, Benson, Arizona 85602.

ADA/Equal Access Information

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request a reasonable accommodation such as a sign language interpreter, as well as request this document in an alternative format, by contacting the ADA Coordinator, Shaylin Bernal, e-mail sabernal@azcc.gov, voice phone number 602.542.3931. Requests should be made as early as possible to allow time to arrange the accommodation.