

Decision No. 81015

**ORIGINAL**

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the matter of the application )  
of SAN DIEGO GAS & ELECTRIC )  
COMPANY, a corporation, for )  
authority to issue and sell )  
300,000 shares of its Preference )  
Stock (Cumulative) without par )  
value. )

Application No. 53794  
(Filed January 17, 1973)

O P I N I O N

San Diego Gas & Electric Company seeks authority to issue and sell 300,000 shares of its Preference Stock (Cumulative), without par value.

Applicant reports that its uncapitalized construction expenditures amounted to \$84,582,939 as of November 30, 1972, and that the unexpended balance of its capital budget on said date was \$328,958,200. Prior to the issue and sale of the securities involved in this proceeding, the company expects to have approximately \$30,000,000 outstanding in bank loans and commercial paper pertaining to temporary financing of capital expenditures.

In order to obtain funds for reducing or eliminating said bank loans and commercial paper, applicant proposes to issue and sell 300,000 shares of its Preference Stock (Cumulative). The balance of net proceeds, if any, would be used for reimbursing the utility's treasury for capital expenditures. The price, dividend rate, redemption provisions and underwriting commission pertaining to said shares are to be negotiated with underwriters, and restrictions upon redemption are expected to be in effect during the first five years. .

The company's reported capitalization ratios at November 30, 1972, as adjusted to give effect to \$29,700,000 obtained from the sale of 1,500,000 shares of common stock on December 13, 1972, and to assumed proceeds of \$30,000,000 from the proposed financing, are as follows:

Long-term debt	52.0%
Preferred and preference stock	17.1
Common stock equity	<u>30.9</u>
Total	<u>100.0%</u>

After consideration the Commission finds that:

1. The proposed stock issue is for proper purposes.
2. Applicant has need for external funds for the purposes set forth in this proceeding.
3. The proposed restricted redemption provisions are reasonable.
4. The money, property or labor to be procured or paid for by the issue of the stock herein authorized is reasonably required for the purposes specified herein, which purposes are not, in whole or in part, reasonably chargeable to operating expenses or to income.

On the basis of the foregoing findings we conclude that the application should be granted, provided that accrued dividends, if any, will not be used for purposes, in whole or in part, reasonably chargeable to operating expenses or to income. A public hearing is not necessary.

In issuing our order herein, we place applicant and its shareholders on notice that we do not regard the number of shares outstanding, the total stated value of the shares nor the dividends paid as measuring the return it should be

allowed to earn on its investment in plant, and that the authorization herein granted is not to be construed as a finding of the value of the company's stock or properties nor as indicative of amounts to be included in proceedings for the determination of just and reasonable rates.

Applicant is hereby placed on further notice that, if the Commission should believe the negotiated dividend rate, price or underwriters' compensation pertaining to the proposed stock issue would result in excessive effective costs, it would take into consideration in rate proceedings only that which it deems reasonable.

O R D E R

IT IS ORDERED that:

1. San Diego Gas & Electric Company, on or after the effective date hereof and on or before May 31, 1973, may issue and sell not exceeding 300,000 shares of its Preference Stock (Cumulative), without par value, the terms to be fixed in the manner described in the application.

2. San Diego Gas & Electric Company shall apply the net proceeds from the sale of said stock to the purposes set forth in the application, provided that accrued dividends, if any, shall not be used for purposes, in whole or in part, reasonably chargeable to operating expenses or to income.

3. Promptly after San Diego Gas & Electric Company ascertains the dividend rate, underwriting commission, and price to be paid to it for the preference stock herein authorized, the company shall notify the Commission of each in writing.

4. As soon as available, San Diego Gas & Electric Company shall file with the Commission three copies of its prospectus pertaining to said stock.

5. Within one month after issuing and selling the stock herein authorized, San Diego Gas & Electric Company shall file with the Commission a statement, in lieu of a report under General Order No. 24-B, disclosing the purposes to which the stock proceeds were applied.

6. The effective date of this order is the date hereof.

6<sup>th</sup> Dated at San Diego, California, this  
6 day of FEBRUARY, 1973.

Vernon L. Sturgeon  
President  
William J. Spurgeon  
William J. Spurgeon  
William J. Spurgeon  
William J. Spurgeon  
Commissioners