

CACD/DLW

Decision 91-12-022 December 4, 1991

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of)
the Washington Water Power Company)
(U 907-G) for an Order authorizing)
the issuance and sale of up to and)
including 750,000 shares of Common)
Stock, no par value, under a)
Periodic Offering Program.)

ORIGINAL

Application 91-09-054
(Petition for Modification
filed October 24, 1991)

S U P P L E M E N T A L O P I N I O N

Summary of Decision

This decision grants Washington Water Power Company (WWPC) the authority requested in its Petition for Modification of Decision (D.) 91-10-031.

WWPC requests an exemption under the Public Utilities (PU) Code §829 for the issue, sale and delivery of certain securities for which WWPC had received approval of all public utilities commissions having jurisdiction prior to September 30, 1991, the date on which WWPC acquired the South Tahoe gas system from CP National Corporation.

Notice of the filing appeared on the Commission's Daily Calendar on October 28, 1991. No protests have been received.

Background

WWPC is a corporation organized and existing under the laws of the State of Washington. WWPC is based in Spokane, Washington and has been serving customers for over a hundred years. WWPC is engaged in the business of distributing and selling natural gas in South Lake Tahoe, California, as a public utility subject to the jurisdiction of this Commission. WWPC is also engaged in the business of distributing and selling natural gas in certain portions of Washington, Idaho, and Oregon, along with the

generation, transmission, distribution, and sale of electric energy in certain portions of Eastern Washington and Northern Idaho.

On September 30, 1991, WWPC acquired the South Lake Tahoe gas system from CP National pursuant to D.91-09-062, dated September 25, 1991.

By D.91-10-031, dated October 23, 1991, in Application 91-09-054 (Application), the Commission authorized WWPC to issue and sell up to 750,000 shares of no par value common stock and attached preferred share purchase rights (Common Stock), no par value, under a Periodic Offering Program.

Modification Sought

WWPC has received approval to issue, sell and deliver the following securities (collectively, the Securities) from all public utilities commissions having jurisdiction thereof prior to September 30, 1991:

Medium Term Notes, Series A	\$ 11,000,000
Medium Term Notes, Series B	\$150,000,000
Preferred Stock	\$ 20,000,000
Common Stock with Attached Preferred Share Purchase Rights:	
a. Dividend Reinvestment Plan	1,685,552 shares
b. Employees' Stock Purchase Plan	168,754 shares
c. Investment and Employee Stock Ownership Plan	424,153 shares

These Securities were described in the footnotes to the capital ratios table in D.91-10-031. These Securities have been previously authorized by the utility commissions in the states of Washington, Idaho, and Oregon and effective registration statements for these issues are on file with the Securities and Exchange Commission. WWPC requests authority, under PU Code § 829, for exemption from §§816 through 819, §§821 through 823, §§825 through 827, and §830 for the issue, sale and delivery of the Securities.

The Commission Advisory and Compliance Division (CACD) has reviewed and analyzed WWPC's Petition for Modification. CACD has concluded that the exemption requested is for proper purposes and would not be adverse to the public interest. CACD recommends that WWPC's request for exemption from PU Code §§816 through 819, §§821 through 823, §§825 through 827, and §830 for the Securities be granted. We will adopt CACD's recommendation.

WWPC is placed on notice by this decision that the Commission by granting the exemption under PU Code §829 for the Securities does not find that these Securities will be exempt from inclusion and review in future cost of capital proceedings, nor is this authorization a finding of the value of WWPC's stock, debt, or property.

Findings of Fact

1. WWPC, a Washington corporation, operates as a public utility subject to the jurisdiction of this Commission.
2. The proposed exemption would be for proper purposes and would not be adverse to the public interest.
3. There is no known opposition to the Petition for Modification to D.91-10-031 and no reason to delay granting the authority requested.

Conclusions of Law

1. A public hearing is not necessary.
2. The Petition for Modification should be granted to the extent set forth in the supplemental order which follows.
3. The application of PU Code §§816 through 819, §§821 through 823, §§825 through 827, and §830 to the Securities is not necessary in the public interest.
4. This authorization is not a finding of the value of WWPC's stock, debt, or property, nor does it exempt the Securities from inclusion in cost of capital or general rate proceedings.
5. The following supplemental order should be effective on the date of signature.

S U P P L E M E N T A L O R D E R

IT IS ORDERED that:

1. Pursuant to §829 of the Public Utilities Code, (PU Code), the Commission hereby exempts Washington Water and Power Company (WWPC) from PU Code §§816 through 819, §§821 through 823, §§825 through 827 and §830 for the issue, sale, and delivery of the following Shelf Registration Securities, which were approved prior to September 30, 1991, by the state regulatory commissions having jurisdiction thereof:

- a. \$11,000,000 of Medium Term Notes, Series A,
- b. \$150,000,000 of Medium Term Notes, Series B,
- c. Preferred Stock of \$20,000,000 from original shelf registration of \$120,000,000 authorized in March 1990
- d. Common Stock with attached preferred share purchase rights for 1) WWPC's Employee Stock Purchase Plan (1,685,552 shares); 2) WWPC'S Dividend Reinvestment Plan (168,754 shares) and; (3) WWPC'S Investment and Employee Stock Ownership Plan (424,153 shares).

2. WWPC's Petition for Modification is granted as set forth above.

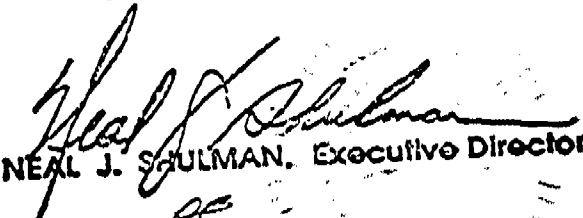
3. In all other respects, Decision 91-10-031 remains in full force and effect.

This supplemental order is effective today.
Dated December 4, 1991, at San Francisco, California.

PATRICIA M. ECKERT
President

JOHN B. OHANIAN
DANIEL Wm. FESSLER
NORMAN D. SHUMWAY
Commissioners

I CERTIFY THAT THIS DECISION
WAS APPROVED BY THE ABOVE
COMMISSIONERS TODAY


NEAL J. SCHULMAN, Executive Director