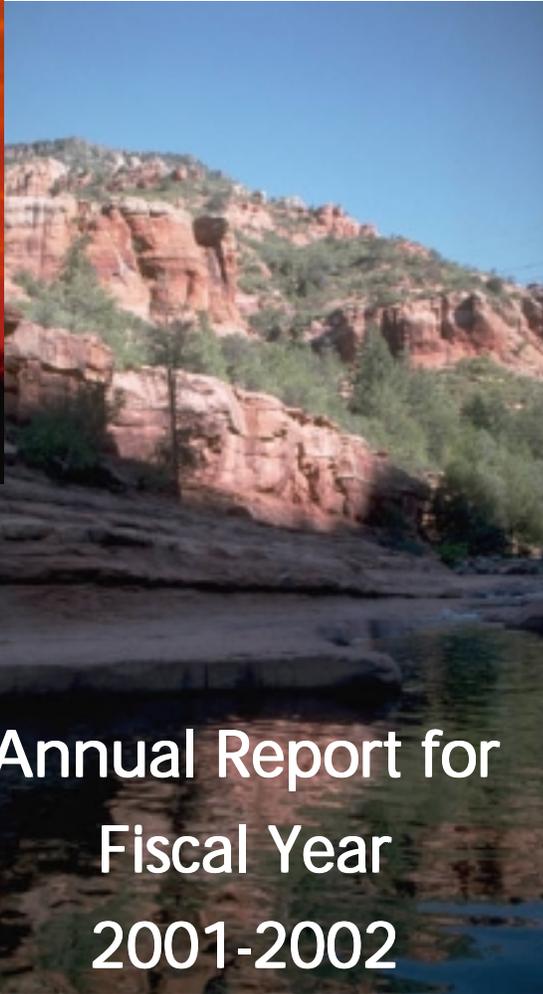
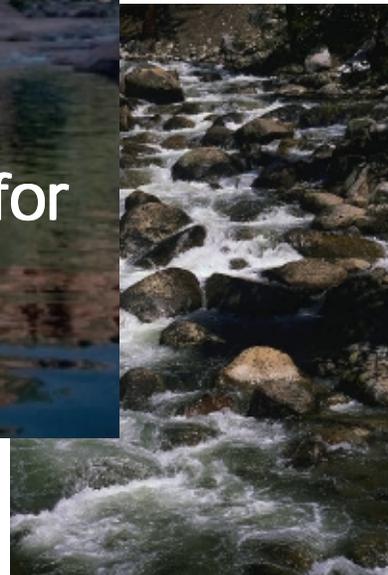


Arizona Corporation Commission



Annual Report for
Fiscal Year
2001-2002



Creating a better Arizona
for investors, ratepayers,
businesses and consumers

.....

Commissioners

William A. "Bill" Mundell, Chairman

Jim Irvin, Commissioner

Marc Spitzer, Commissioner

.....

Executive Secretary

Brian C. McNeil

Division Directors

Administration

Michael Kearns

Utilities

Ernest Johnson

Corporations

Joanne MacDonnell

Hearing

Lyn Farmer

Securities

Mark Sendrow

Legal

Christopher Kempley

Main Office

1200 West Washington
Phoenix, AZ 85007

Adjunct Offices

1300 & 1400 West Washington
Phoenix, AZ 85007

Southern Arizona Office

400 West Congress Street
Tucson, AZ 85701

Services:

Commissioners' Wing
Executive Secretary
Administration
Legislative Liaison
Public Information
Hearings
Utilities
Legal

Services:

Corporations
Securities

Services:

Corporations
Hearings
Utilities

Important Phone Numbers

Commissioners' Wing..... 602-542-2237
 Consumer Services -- Utilities..... 602-542-4251
 Consumer Services -- Corporations..... 602-542-3026
 Consumer Services -- Securities..... 602-542-4242
 Docket Control..... 602-542-3477
 Southern Arizona Office..... 520-628-6554
 Listen Line (live audio of hearings/open meetings) . 602-542-0222

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About the Commission

The Arizona Corporation Commission was created by the Arizona Constitution. Only seven states have constitutionally formed Commissions. Arizona is one of only 13 states with elected Commissioners. In the 37 other states, Commissioners are appointed by either the governor or the legislature.

In most states, the Commission is known as the Public Service Commission or the Public Utility Commission. However, in Arizona the Commission oversees the process of incorporating or registering a company to do business in the state, registers and oversees securities offerings and dealers and enforces railroad and pipeline safety.

By virtue of the Arizona Constitution, the Commissioners function in an executive capacity; they adopt rules and regulations thereby functioning in a legislative capacity; and they also act in a judicial capacity sitting as a tribunal and making decisions in contested matters.

The Commission is required by the Arizona Constitution to maintain its chief office in Phoenix and it is required by law to conduct monthly meetings.

Organization

The Corporation Commission is composed of three Commissioners elected by the people of Arizona for a six-year term, with one Commissioner standing for election every two years. In the case of a vacancy, the Governor appoints a Commissioner to serve until the next general election. In the 2000 General Election, the Arizona Corporation Commission was the subject of a ballot proposition seeking to expand the Commission by two seats. Voters approved Proposition 103, which expands the Commission to a total of five members and changes their terms to four-year terms with the option of serving for two consecutive terms. The new Commissioners will be elected in the 2002 General Election and will initially serve only a two-year term.

Ultimate responsibility for final decisions on granting or denying rate adjustments, enforcing safety and public service requirements, and approving securities matters rests with the Commissioners.

The administrative head of the Commission is the Executive Secretary who serves at the pleasure of the Commissioners. He is responsible to the Commissioners for the day to day operations of all Divisions.

The Commission staff is organized into six Divisions. The authority and responsibilities of these divisions is described in detail in this Annual Report. All Divisions are headed by a Division Director who reports to the Executive Secretary.

Mission

To exercise exclusive state regulatory authority over public service corporations (public utilities) in the public interest; to grant corporate status and maintain public records; to ensure the integrity of the securities marketplace; and to foster the safe operation of railroads and gas pipelines in Arizona.

Chairman
William Mundell

Chairman Mundell was born at Elmendorf Air Force Base in Anchorage, Alaska. He came to Arizona from Illinois in 1968 with his parents. He graduated from Arizona State University with a degree in political science in 1974 and he earned his Juris Doctor degree from St. Mary's University in San Antonio, Texas in 1977.

Commissioner Mundell has been in private practice as an attorney in Chandler, Arizona since 1977, except from 1980 to 1986 when he served as the Presiding Judge of the Chandler Municipal Court.

Mundell was first elected in 1986 to the Arizona House of Representatives, where he served from 1987 to 1992. As chairman of the House Environment Committee, he sponsored numerous pieces of legislation protecting Arizona's environment, including the state's first recycling law. During his tenure at the legislature, he was voted "One

of Arizona's Top 10 Legislators." He was a candidate for the United States Congress in 1992.

Chairman Mundell has served as a Judge Pro Tem on the Maricopa County Superior Court. A strong believer in community service, Mundell has served on several non-profit organizations and civic boards.

Governor Jane Hull appointed Mundell to the Commission on June 21, 1999 after the Arizona Supreme Court determined that the former commissioner was ineligible to hold office. In 2000, he ran to retain his seat on the Commission and won.

Mundell presently serves on the Telecommunications and Consumer Affairs Committees of the National Association of Regulatory Utility Commissioners.

He is married to Barbara R. Mundell and has two children, Meghan and Samantha.

Commissioner
Jim Irvin

Commissioner Irvin graduated from the University of Southern California with a Bachelor of Science degree in Education, and earned a Masters degree in Business Administration from Loyola Marymount University.

Prior to joining the Commission, Irvin spent over 20 years in the private sector, serving as a CEO to a company with over 1,000 employees in California, Arizona, Nevada and New Mexico.

Currently, Irvin serves on the National Association of Regulatory Utility Commissioners (NARUC) Committee on Electricity, Committee on International Relations, the Advisory Council for the Center for Public Utilities at New Mexico State University, as well as serving on the Board of Directors for the Water Infrastructure Financing Authority (WIFA). Irvin was elected by his peers as Vice President and President-elect 2002 for the Western Conference of Public Service Commissioners

(WCPSC). As Chairman of the ACC, Commissioner Irvin began such initiatives as the ACC Water Task Force, pushed to include the utilization of renewable energy in restructuring Arizona's electricity market, as well as, receiving the Governor's Recognition Award for Customer Service Improvement.

Irvin's community service activities include: serving as a Reserve Deputy Sheriff for the Maricopa County Sheriff's Office, a Board Member of the Scottsdale Education Foundation, a past Board member for the Silent Witness Program, and a Paul Harris Award Winner with Rotary International. Additionally, the Commissioner volunteers with the Boys and Girls Club, YMCA and coaches Little League.

Jim is married to Carol Fehring Irvin and has three children: Lauren, Ashley and Daniel.

Commissioner Irvin's term expires January 2003.

Legal Division

Christopher Kempley
Chief Counsel

Mission: *To provide professional, high quality legal representation to the Corporation Commission in the performance of all of its powers and duties, except for matters pertaining to the activities of the Securities Division.*

The Legal Division represents the Commission in all matters relating to public utility regulation and in other areas not associated with the Securities Division. Securities-related legal cases are litigated by the Attorney General's Office. Matters handled by the Legal Division fall into five general categories:

- 1) Commission dockets;
- 2) Federal regulatory dockets;
- 3) litigation;
- 4) other administrative matters; and
- 5) special projects.

Commission Dockets

Utility companies throughout the state apply to the Commission for approval before undertaking certain activities such as the provision of service to the public, the modification of service territory or the implementation of rate increases.

The Commission is also authorized to exercise continual review over the operations of public service corporations and to act when necessary to further the public interest. Legal Division representation in these matters is varied and includes representing the Utilities Division and advising the Commissioners on legal issues.

Federal Dockets

The Legal Division represents the Commission before various federal agencies in the following areas: electric, gas, nuclear energy, railroads, pipelines and telecommunications.

Key federal proceedings included:

- Continued implementation of the federal Telecommunications Act of 1996.
- Expanded competition in the provision of local exchange service, universal

service mechanisms and funding, and

- Expansion of long distance competition to include the Regional Bell Operating Companies.

In addition, during FY 2001-2002 the Legal Division continued to represent the Commission in Federal Energy Regulatory Commission (FERC) dockets concerning the gas and electric industries to ensure that the public interest of Arizona is considered in these matters.

Litigation

The Legal Division represents the Commission before a variety of courts and either has pending or has recently concluded cases before municipal and justice courts, county Superior Courts, the State Court of Appeals and the State Supreme Court, as well as before various federal district and appeals courts, including the United States Supreme Court.

The large majority of cases filed or pending during FY 2001-2002 involved Commission decisions related to restructuring of the telecommunications and electric industries. The Legal Division also has been called upon to represent the Commission in Bankruptcy Court in matters involving regulated utilities.

Administrative Matters

The Legal Division counsels the Corporation Commission in the legalities of miscellaneous matters such as the Open Meeting Law, guidelines and procedures, ex-parte communications, filing requirements and a variety of similar matters.

The Corporations Division exercises responsibility in such areas as the filing of Articles of Incorporations, Certificates of Disclosure, and Annual Reports which must be submitted to the Commission by every corporation doing business within the

State of Arizona. The Legal Division advises the Corporation Division on these administrative matters.

Special Projects

The Legal Division participates in the revision of all rules for the Corporations Division and the Utilities Division, including the Pipeline and Railroad Safety Groups. It has also represented the Commission in litigation that has occurred following the rulemakings.

The Commission continues to be engaged in a series of proceedings related to the restructuring of the telecommunications industry. The Legal Division represents the Commission or its Staff in a variety of proceedings related to the emergence of competition in the telecommunications industry.

During FY 2001-2002 the Legal Division was active in the Commission's completion of its first comprehensive review of the wholesale rates that Qwest charges its competitors.

The Division is also examining Qwest's application to offer long-distance service under Section 271 of the Telecommunications Act of 1996. Congress passed the 1996 Act as a way to usher in a new era of competition in the local telephone market. Section 271 is an evaluation of whether the incumbent local phone company – in this case, Qwest – has taken all the right steps to open its network and set up processes that would enable a competitive provider to offer service in Arizona.

A preliminary inquiry by the Utilities Division uncovered agreements between Qwest and companies that sought to use portions of the Qwest network that staff believes should have been filed with the Commission. The Commission directed the Legal Division to examine interconnection agreements entered into by Qwest to

determine whether Qwest is complying with the nondiscrimination and filing requirements of the 1996 Act.

The Division also assisted the Commission and Staff in the commencement of some important investigations and rulemaking proceedings designed to protect the interests of consumers, including rules to address slamming and other deceptive practices and an investigation into the dissemination practices of telecommunications carriers relating to customer proprietary network information (CPNI).

During FY 2001-2002 the Legal Division also represented the Commission before the Federal Communications Commission in its review of these privacy issues at the federal level.

The Commission is also engaged in a series of proceedings related to the restructuring of the electric industry. This process continued during FY 2001-2002. The Legal Division has been involved in this process at every stage. Adoptions of the original rules, each subsequent amendment have resulted in litigation in state courts. The litigation, and the administrative proceedings related to restructuring, can be expected to continue into future fiscal years and will continue to require the commitment of significant resources from the Legal Division.

Under state statutes no utility may construct an electric power plant or transmission line without first obtaining a Certificate of Environmental Compatibility from the Power Plant and Line Siting Committee that then must be approved by the Commission. Given the number of applications being submitted and the heightened public interest in such construction, in FY 2001-2002 the Legal Division devoted significant resources to representing Staff in these proceedings. It is anticipated that this level of resource commitment will continue into future fiscal years.

Fast Facts
The Legal Division has been actively involved in important investigations and rulemaking proceedings designed to protect consumers. The Division is involved in drafting rules to prevent slamming and cramming and examining policies regarding the use and dissemination of proprietary information gathered by telecommunications carriers.

In conjunction with its activities in the areas of electric competition and line and power plant siting, the Commission has been actively involved in proceedings at the Federal Energy Regulatory Commission related to the supply and interstate transmission of natural gas. Natural gas is a primary source of fuel for power plants. The Legal Division participates in those dockets in which gas supply and transmission, as well as competing rights among states to receipt of shipped gas, are at issue.

The Commission continues to address important water issues. These include Central Arizona Project water usage and its attendant costs, groundwater supply, water quality and regulatory jurisdiction over water use by private water companies.

For example, during FY 2001-2002 staff worked with industry representatives to develop a cost-based recovery mechanism to allow water companies interim recovery of costs of arsenic-extracting systems needed to meet federal requirements. In addition, the Legal Division represented the Commission in both administrative and civil proceedings involving various water issues.

With companies requesting permission to build additional electric generating plants in Arizona, the Legal Division has become increasingly involved in determining the plant-specific and cumulative impact of such plants and in protecting the public's interest in the state's water.

The major cases before the Commission usually include an advisory staff assigned to act as a separate party in order to advise Commissioners and Commissioner's staff without violating the ex parte communications rule. Thus, in each of the above instances, in addition to the need for legal staff as counsel for Utilities Division staff, additional Legal Division personnel are assigned to advise the Commissioners.

The Commission's rules relating to transactions with unregulated affiliates have been in effect since FY 1992-93. The rules create an ongoing responsibility to consider and process applications and reports under the rules. The filings of applications and reports under the rules, all of which require scrutiny by Legal Division attorneys, can be expected to continue indefinitely.

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Fast Facts

The major cases before the Commission usually include an advisory staff assigned to act as a separate party in order to advise Commissioners and their staff without violating the ex parte communications rule.
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The Utilities Division monitors the operations of 815 public service corporations providing utility service within the State of Arizona. Article XV of the Arizona Constitution defines “public service corporations” as “those furnishing gas, oil, or electricity for light, fuel or power; water for irrigation, fire protection, or other public purposes; or those transmitting messages or furnishing telegraph or telephone service.” The Commission’s regulatory responsibilities are established in the Arizona Constitution (Article XV) and the Arizona Revised Statutes (§40-201, et seq.), and further defined in the Arizona Administrative Code (Title 14, Chapter 2).

One of the Utilities Division’s major responsibilities is rate review and the determination of a reasonable return on fair value for public service corporations.

The Division reviews utility company financial records and recommends to the Commission appropriate revenue and rate requirements. With the exception of small public service corporations, these requests for rate changes must be determined in an evidentiary hearing. Regardless of the size of the public service corporation, all rate changes require approval of the Commission in an open meeting.

Staff preparation for a major rate hearing begins at the time of the utility’s initial filing, and takes approximately four to six months before the hearing takes place. Work efforts between the time of filing and a hearing include a review of documents on file with the Commission; an audit of the books and records of the utility; on-site inspections of plants and facilities; discussions with utility personnel and interested parties; formulation of the staff recommendation; and preparation of written testimony and schedules.

As a result of both the electric and telecommunications industries evolving from monopolies to competitive industries,

the Utilities Division has the added responsibility of providing leadership and support in the development of competitive marketplaces. The Division works with the Commissioners and all affected stakeholders to develop equitable competitive markets that will benefit all consumers of electricity and telecommunications services.

Throughout FY 2001-2002, the Division devoted significant resources to the following major efforts:

- Implementation of the new 928 area code;
- Study of ratemaking and engineering impacts associated with implementation of the new EPA standard for arsenic;
- A major rate case for Southwest Gas;
- Development of rules prohibiting slamming and cramming in telecommunications;
- Siting of power plants and transmission lines;
- Study of issues surrounding the sale and use of customer proprietary network information (CPNI); and,
- Ongoing efforts to monitor service quality and reliability among regulated utilities.

The Utilities Division consists of eight sections through which the staff performs its responsibilities:

- 1) Financial & Regulatory Analysis;
- 2) Telecom & Energy;
- 3) Engineering;
- 4) Safety;
- 5) Consumer Services;
- 6) Compliance & Enforcement;
- 7) Information Technology; and
- 8) Administrative Services.

Utilities Division

Ernest Johnson
Director

Mission: *To recommend thoroughly-researched, sound regulatory policy and rate recommendations to the Commissioners, which are based on a balanced analysis of the benefits and impacts on all stakeholders and are consistent with the public interest.*

Engineering Section

The Engineering Section conducts technical reviews of all Commission-regulated utilities (except gas, which is done by the Pipeline Safety Group) to assure compliance with accepted service, safety, maintenance, performance and regulatory standards. This Section monitors and conducts on-site investigations of regulated water, wastewater (sewer), telecommunications and electric companies and one irrigation company. The staff also investigates accidents and incidents involving utilities that result in service outages, property damage and consumer inquiries.

The Engineering Section assists the Consumer Services Section with the technical aspects of complaints received from utility customers. The engineers accompany Consumer Services Section personnel on investigations of such complaints. Assistance is also provided to other sections in the processing of CC&N applications for all regulated utilities.

The Engineering Section assists the Financial & Regulatory Analysis Section in the processing of rate case applications, financing applications, changes to purchased power and fuel adjusters and other cases. Inspections are performed to determine whether a utility plant is “used and useful.” The Engineering Section staff also conducts cost of service studies for the utilities, including gas.

In the water/wastewater area, the engineers monitor the operation of over 400 individual water and sewer systems. These systems range in size from less than 10 connections to over several thousand connections. The engineering staff assisted in the processing of 260 water main extension Agreements in this fiscal year.

The electrical engineers monitor the operation and maintenance of all generating and transmission resources within

Arizona. This includes the nation’s largest nuclear plant, the Palo Verde Nuclear Generating Station, located approximately 50 miles west of Phoenix. The Engineers also support Commission representatives who serve on the Arizona Power Plant and Transmission Line Siting Committee. Engineers assist in determining the environmental compatibility of newly-proposed generating stations and transmission lines. The electrical engineers are responsible for preparing the Biennial Transmission Assessment Report and are responsible for enforcement of the Overhead Power Line Safety Law.

In the area of telecommunications, the Telecommunications Engineers review tariff filings, various telecommunications applications and evaluate the various facilities comprising the telecommunications network in Arizona. The Telecommunications Engineers also participate in the telecommunications dockets and are responsible for addressing service quality issues.

In addition, the Engineering Section maintains a computer-aided design (CAD) program for producing detailed utility service area maps for use by the Commission and the general public.

Safety Section

The Safety Section consists of two groups—Pipeline Safety and Railroad Safety. The Pipeline Safety Group enforces the Arizona Underground Facilities Law and oversees the construction, operation and maintenance of all intrastate and interstate natural gas, other gases, liquefied natural gas, and hazardous liquid pipeline facilities operating within the State of Arizona. The Railroad Safety Group oversees the operation and maintenance of all railroad operations, track maintenance and railroad/street grade crossings.

Fast Facts

Staff from the Engineering Section conduct inspections, investigations and technical reviews of electric, water, wastewater, telecommunications, and irrigation companies that fall under the Commission’s jurisdiction. This includes inspections at the nation’s largest nuclear plant, the Palo Verde Nuclear Generating Station.

Fast Facts

The Pipeline Safety Group conducted 744 comprehensive inspections, 323 specialized inspections, 911 follow-up inspections and 225 construction inspections to ensure compliance with state and federal safety standards.

Pipeline Safety Group

The Pipeline Safety Group operates its main office in Phoenix and staffs offices in Tucson, Prescott and Flagstaff.

The Pipeline Safety Group enforces pipeline safety standards and operating practices applicable to the transportation of gas and hazardous liquids by pipeline and the operation of liquefied natural gas facilities. Inspections are conducted on all interstate gas transmission and interstate hazardous liquid pipeline facilities. Inspections and operations audits are conducted on all intrastate natural gas transmission/distribution pipelines, intrastate hazardous liquid pipelines, intrastate liquefied natural gas facilities and master meter natural gas system operations, such as apartments, mobile home parks, schools and other gas distribution systems at the point beyond the utility company meter. The Pipeline Safety Group also enforces the Arizona Underground Facilities Law, otherwise known as the “Blue Stake” Law.

As a result of these responsibilities, the Pipeline Safety Group monitors the activities of three interstate natural gas transmission pipelines, one interstate hazardous liquid pipeline, 17 major intrastate gas pipeline operations, two intrastate liquefied natural gas facilities, seven intrastate gas transmission pipelines, three intrastate hazardous liquid pipelines and 1,182 master meter natural gas operations.

During FY 2001-2002, the Pipeline Safety Group inspected 17 major intrastate natural gas distribution pipeline operators, seven intrastate gas transmission pipeline operators, three intrastate hazardous liquid pipeline operators, two intrastate liquefied natural gas operators, three interstate gas transmission operators, one interstate hazardous liquid pipeline operators and conducted 103 construction inspections, 99 specialized inspections and 23 incident

investigations. The Pipeline Safety Group conducted 744 comprehensive inspections, 323 specialized inspections, 911 follow-up inspections and 225 construction inspections of master meter natural gas distribution systems.

Also during FY 2001-2002, the Pipeline Safety Group investigated 460 reported violations of the Underground Facilities Law, issued 231 notices of violations and collected \$232,750 in fines. Staff also received 391 notices of incidents from pipeline operators and pipeline operators shut off gas service to 111 master meter gas systems requiring repair.

During FY 2001-2002, the Pipeline Safety Group provided 13 training workshops for operators of master meter gas systems and assisted master meter operator personnel by making available to them pipe locating and leak detection equipment. Staff conducted 31 Blue Stake training classes and also presented three specialized training classes for major pipeline operators.

The Pipeline Safety Group in conjunction with the U.S. Department of Transportation’s Transportation Safety Institute, presented a pipeline safety training seminar for pipeline operators and conducted two pipeline safety Corrosion Control I training classes for State and Federal Pipeline Safety inspectors.

Railroad Safety Group

The Railroad Safety Group enforces the Federal Safety Standards for track, signal, motive power and equipment, railroad operating practices, and the shipment of hazardous material by rail. The Railroad Safety Group is also responsible for inspection and review of industrial track, and rail-highway crossings construction projects. In addition to its main office in Phoenix, two Rail Safety Consultants are located in the Tucson office and one in Kingman. This staffing arrangement

Fast Facts

The Consumer Services Section, with offices in Phoenix and Tucson, assists consumers in resolving utility problems. During FY 2001-2002, the group helped explain, resolve or respond to more than 10,333 complaints regarding rate cases, service and repair issues, billing or deposit issues, or other issues related to the provision of reliable utility service.

resolve a dispute. These investigations may entail an inspection of the physical plant of the public utility, a review of its books and records, and verbal interaction with the customer and the public utility. Consumer Services conducted 27 field investigations in FY 2001-2002.

Small Water Company Workshops: These one-day workshops are held quarterly throughout the state. The objective is to provide information to water company owners and operators on a variety of topics, to share the Commission's expertise and to answer any questions or concerns they might have regarding the regulated portion of their companies. During FY 2001-2002, the Section conducted 12 such workshops, including special workshops and training on the new rate application forms.

Complaints: The following table lists the total complaints handled by the Consumer Services Section in FY 2000-2001 by utility type and complaint type:

Communication Companies	5,843
Sewer Companies	66
Water Companies	1,326
Electric Companies	1,892
Gas Companies	1,206
TOTAL	10,333
Rate Case Items	600
Service Issues	691
Billing Issues.....	3,665
New Service Issues	508
Other Issues	4,202
Repair Issues	456
Deposit Issues	211
TOTAL	10,333

These totals represent verbal, written and e-mail complaints.

Compliance & Enforcement Section

The purpose of the section is to ensure that utilities comply with the provisions of the Arizona Revised Statutes, Commission rules and Commission orders.

The Compliance Section is responsible for: tracking compliance relative to annual report filings, filings made pursuant to Commission rules and orders and administering the annual regulatory assessment.

During FY 2001-2002, the Compliance Section reported the following compliance actions:

- 987 annual reports were mailed to utilities and monitored for filing
- 651 compliance actions were entered into the compliance database for monitoring
- 478 compliance filings were made by utilities in response to the requirements of Commission Decision or Rules.
- 160 utilities were required to remit an annual assessment, which was monitored for compliance.
- 73 Non-compliance notices were sent to utilities that failed to comply with filing requirements.
- Three formal complaints were filed with the Commission against utilities that failed to meet compliance requirements.
- A Complaint and Order to Show Cause was filed with the Commission against various utilities for failing to file the prior year's annual reports.

Information Technology Section

The Information Technology (IT) Section provides technical guidance and experience to further the Division's mission and goals. It consists of specialized, highly trained professionals whose goals include providing technical resources and assisting

Corporations Division

Joanne C. MacDonnell Director

Mission: To grant corporate or limited liability company status to companies organizing under the laws of Arizona; to issue licenses to foreign corporations and LLCs that propose doing business in this state; and to maintain their files for the benefit of public record and service of process.

The Corporations Division approves for filing all articles of incorporation for Arizona businesses; all articles of organization for limited liability companies (LLCs); grants authority to foreign corporations and LLCs to transact business in this state; propounds interrogatories, when necessary, to determine a company's lawful purpose; and administratively dissolves the corporate charters of those corporations which choose to not comply with Arizona law.

The division collects from every corporation an annual report, which reflects its current status and business (nonprofit corporation reports also include a statement of financial condition); maintains this information in a format conducive to public access; responds to public questions concerning Arizona business and corporation law; and responds to the needs of the business sector by disseminating whatever information is mission critical to them in the most expedient and cost effective manner possible.

Any significant changes to Articles of Incorporation or Articles of Organization for LLCs in the form of amendments, mergers, consolidations, dissolutions or withdrawals are also filed with the Division. All filings are public record and available for inspection. Copies of documents may be secured for a nominal fee.

The Corporations Division has limited investigatory powers and no regulatory authority. However, an Arizona corporation may be administratively dissolved if certain statutory requirements are not met. Likewise, the authority of a foreign (non-Arizona) corporation to transact business in Arizona may be revoked.

The Corporations Division is comprised of five sections, with each Section designed to perform specific functions. The division also has a Tucson Office for service to the residents of Southern Arizona.

Overview of Activity

As of June 30, 2002, there were a total of corporations and LLCs transacting business in the State of Arizona.

Table with 2 columns: Activity, Count. Rows: Total Active Corporations & LLCs (291,845), Annual Reports Mailed (156,000), Annual Reports Filed* (136,000), Total Phone Calls Handled (366,635).

*LLCs are not required to file an Annual Report and some are returned as undeliverable or rejected.

Corporate Filings Section

The documents processed by the Corporate Filings Section during FY 2001-2002 were as follows:

Table with 2 columns: Document Type, Count. Rows: Domestic Articles of Incorporation (13,238), Foreign Applications for Authority (3,706), Amendments (8,650), Domestic and foreign mergers (843), Domestic LLCs (16,996), Foreign applications for LLCs (1,234), Dissolutions/Withdrawals (1,598).

In addition to filing documents, the section fielded more than 84,500 phone inquiries.

Annual Reports Section

The documents processed by the Annual Reports Section during FY 2001-2002 were as follows:

Table with 2 columns: Report Type, Count. Rows: Annual Reports filed (136,000), Original Annual Reports mailed (156,000), Duplicate Annual Reports mailed (53,000).

Pending notices of administrative dissolution or revocation..... 44,849
 Notices of administrative dissolution or revocation mailed 24,149
 In addition to filing documents, the section fielded more than 56,135 phone inquiries.

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Records Section

The documents processed by the Annual Reports Section during FY 2001-2002 were as follows:

Issued copies of records 78,055
 Records issued by certification desk 18,307
 Changed corporate or agent addresses 1,647

In addition to filing documents, the section fielded more than 133,471 phone inquiries.

The Commission acts as an agent for Arizona corporations and LLCs whenever either entity does not maintain a statutory agent or when the agent cannot be located. In these instances, services of process directed to the Commission are accepted and processed by the Records Section.

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IT Section

The State of Arizona Public Access System (STARPAS) project was mandated in FY 1992-1993 by A.R.S. §10-129.01 and 10-1085.01. STARPAS provides on-line public access to corporate and LLC information on file with the Commission.

The initial STARPAS project was completed in FY 1994-1995. The STARPAS system is a direct access system connected to the real-time database maintained by the Corporations Division. All information is up-to-the-minute and can be searched by business entity name or by officer, director or statutory agent. The STARPAS system

is available free of charge through the Commission website. The IT section is responsible for the management and enhancement of the division's ten-server system. Programming is done in-house. The IT section provides ad hoc reports to the public in response to specific requests.

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IPS Section

This section opens and sorts all division mail and is the initial point of process for all Annual Report related documents. With regard to annual reports, this section identifies the year and type of filing, processes the filing fee, bar codes and stamps the document, and transmits information into a computerized tracking system. The IPS scans the documents into the Division's imaging system for subsequent review by examiners in the Annual Reports section. The IPS section is also responsible for transmitting corporate and LLC information into the STARPAS system and preparing documents to be microfilmed.

The following documents were processed by the Initial Processing Section during FY 2001-2002:

Opened mail 206,721
 IPS In Box records created 186,894
 Scanned 186,894
 Batching, prepping of documents for all filings 366,419

The IPS system initially processes Annual Reports, corporate and statutory agent address changes and statutory agent changes.

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Legislation

On behalf of the Division, Representative Jeffrey Hatch-Miller introduced HB 2401, updating the manner in which various legal documents are executed for nonprofit electric cooperatives and corporations sole;

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Fast Facts

The Corporations Division closed FY 2001-2002 with 291,845 active corporations or LLCs registered to do business in Arizona, compared with only 286,080 in the prior fiscal year.

precludes the ACC from charging fees for bankruptcy filings and interrogatories; allows corporations changing their domicile the option of filing an application for authority to transact business in Arizona; allows the ACC to administratively dissolve corporations for failing to file the required statement of bankruptcy or receivership; replaces the requirements for executing various legal documents with a signatory procedure by an authorized party on behalf of the cooperative; allows for an easier form of resignation from a cooperative by cooperative directors; extends immunity from civil liability to officers of a cooperative; eliminates the requirement for corporations sole that all deeds and other documents be sealed with the seal of the corporation; and makes technical and conforming changes.

The bill was passed by the Legislature and signed into law (Laws 2002, Chapter 293).

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Fast Facts

The Corporations

Division completed

*conversion of its massive
STARPAS database to
an Internet-based system.*

*This allows anyone with
Internet access to gather
or verify corporate data
for any of the nearly
300,000 corporations or
LLCs doing business in
or from Arizona.*

*Additional enhancements
to the website are
planned.*

*View corporate or LLC
records by entering
www.cc.state.az.us/corp
in your web browser.*
.....

Fast Facts

During FY 2001-2002, the Division issued 339 subpoenas, initiated 39 investigations and had 151 cases under investigation at year-end.

The Securities Division makes a substantial commitment to its cases once litigation is commenced. Its investigators and certified public accountants become essential to the litigation in terms of marshaling witnesses and providing expert testimony. Because of their familiarity with the facts in the case they have investigated, the Division attorneys have been appointed Special Assistant Attorneys General to assist during litigation.

Office of General Counsel

The office of General Counsel provides legal advice to the Securities Division and assistance to the business and financial communities and securities practitioners.

Its responsibilities include administrative rulemaking; drafting and monitoring legislation relevant to the Securities Division; administering the no-action (interpretive) letter program, the public education program, the in-house training program, and the duty officer program (response to public inquiries); and advising the director regarding general administrative matters.

In FY 2001-2002, the General Counsel's office proposed changes to the Arizona Securities Act and the Investment Management Act that were ultimately embodied in Senate Bill 1107. Important changes included:

- Granting the Commission discretion to authorize Securities Division attorneys to represent the Commission in administrative and civil matters relating to the Securities and Investment Management Acts;
- Requiring dealer and salesman registration for offers and sales of viatical settlement investment contracts and variable contracts;
- Authorizing the Commission to order penalties and restitution in addition to

denial, suspension, or revocation of licensure;

- Granting the authority to the Commission to join a spouse in an administrative action to determine the liability of the marital community;
- Adding engaging in dishonest practices in business or financial matters as a basis for denial, suspension, or revocation of licensure; and,
- Granting the superior court authorization to exercise its contempt power and impose penalties upon noncompliance with a Commission order.

Additionally, through the General Counsel's office, the Commission joined other administrative agencies to propose the addition of authorizing language in several statutes to provide access to the fingerprint records of the Federal Bureau of Investigation in connection with background investigations of individuals applying for licensure. This proposal was embodied in Senate Bill 1164, signed into law effective April 29, 2002.

The General Counsel's office initiated rulemaking to:

- Update and clarify procedural rules for administrative actions;
- Reflect recent statutory changes in the safe harbor for dealers and salesmen regarding supervisory responsibilities and in the registration requirements for limited public offerings;
- To incorporate into state law changes to federal requirements regarding the books and records that must be made, maintained and preserved by registered dealers.

Division duty officers responded to over 2,700 inquiries from the public and Division staff made in excess of 100 investor education presentations and distributions of educational materials and

videos to the public. Groups to which presentations were made include clubs, high schools and chambers of commerce. The Division participated in the ASU Brown Bag lunch series and addressed groups at public libraries.

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Administrative Matters

The Securities Division's investor education program includes a year-round speakers bureau for civic and consumer groups. In addition to group presentations, the Securities Division distributes investor educational materials in English and Spanish through its web site, radio and television programs, press releases, newspaper articles and printed material available at libraries and the public areas of various consumer groups.

Through these efforts, the Securities Division strives to equip Arizonans to make informed investment decisions and to prevent themselves from falling prey to investment scams. The Securities Division believes an informed, educated investor is the first line of defense against investment fraud.

During FY 2001-2002, for the fourth consecutive year, the Securities Division participated in "Financial Literacy 2010" – a campaign targeting high school personal finance teachers across America. The Financial Literacy program is designed to improve the financial skills of secondary school students by equipping personal finance teachers with better teaching tools.

The Securities Division continually works to develop partnerships with which to further educational efforts, including the Elder Fraud Prevention Task Force, the Arizona Council on Economic Education, the Elder Issues Task Force and Living Team, the Academy of Finance and the Financial Services Education Advisory Committee.

The Securities Division continued working with the Elder Fraud Prevention Task Force on "Project kNOw Fraud" – designed to educate the public regarding the numerous facets of identity theft.

The Commission is also a sponsor of and the Securities Division provides speakers for the Arizona Council on Economic Education Stock Market Game. This program enables students from grade school to high school to become acquainted with important concepts such as due diligence and the relationship between risk and reward. The students learn how capital markets function by simulating purchases and sales of securities and are able to track their "portfolios" following their investments in the Wall Street Journal.

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Management Information Systems Section

The Division's Management Information Systems section operates, maintains and implements upgrades and modifications to the division's local area network. It is responsible for design of required databases and reports. This section provides training to staff on new software applications.

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Fast Facts

The Securities Division responded to over 2,700 inquiries from the public and Division staff made more than 100 investor education presentations during this fiscal year. The Commission's Securities Division is recognized as one of the leading states with investor education programs to arm people with the information they need to avoid scams and schemes.
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Hearing Division

Lyn Farmer
Chief Hearing
Officer

Mission: *To conduct hearings/arbitrations, analyze the evidence and draft recommended decisions for the Commissioners' consideration and approval.*

The Hearing Division exercises the Commission's authority to hold public hearings and arbitrations on matters involving the regulation of public service corporations, the sale of securities and the registration of non-municipal corporations. Under the direction of the presiding Hearing Officer, proceedings are conducted on a formal basis through the taking of direct testimony, the cross-examination of witnesses, the admission of documentary and other physical evidence, and the submission of oral arguments or post-hearing briefs.

Evidentiary and procedural rulings are made by the presiding Hearing Officer from the bench. Rate applications are processed under the procedural schedule established by the Hearing Officers, in order to ensure that proposed Opinion and Orders are issued in a timely manner within the framework of the Commission's "timeclock" rules.

During FY 2001-2002, the six Hearing Officers in the Division conducted 335 public hearings/arbitrations, encompassing a total of 349 days.

Based upon the record evidence presented at public hearings, or filings made in non-hearing matters, the presiding Hearing Officer prepares a recommended order, which sets forth the pertinent facts, discusses applicable law, and proposes a resolution of the case for the Commissioners' consideration. The Commission regularly holds Open Meetings to deliberate and vote upon the recommended orders.

During FY 2001-2002, the Hearing Division prepared a total of 288 recommended orders, 123 for cases involving a hearing and 165 for non-hearing matters, mainly expedited rate applications for small water companies, coin operated pay telephones, and inter/intraLATA resellers.

While cases are pending before the Commission, the presiding Hearing Officer may issue procedural orders to govern the preparation and conduct of the proceedings, including: discovery, intervention, the hearing date, filing dates, public notice, and motions. During FY 2001-2002, the Hearing Division issued 467 such orders.

During FY 2001-2002, significant dockets were opened concerning electric restructuring. In October 2001, Arizona Public Service Company filed a request for a partial variance to A.A.C. R14-2-1606(B) and for approval of a purchased power agreement with its affiliate, Pinnacle West Capital Corporation. In January 2002, Tucson Electric Power Company filed a Request for Variance. Those applications were consolidated with various related pending electric dockets and the Commission determined that a generic docket should be opened to review the status of the move to electric competition.

During FY 2001-2002, the Division conducted hearings in the Commission's consolidated generic electric restructuring docket, including the "Track A" hearing on the issues of divestiture of generation assets, market power, codes of conduct and affiliate transactions, and on jurisdictional issues. Proceedings in "Track B" dealing with competitive procurement, began with staff-conducted workshops and will continue with hearings in FY 2002-2003.

During FY 2001-2002, the Hearing Division conducted hearings examining Qwest's compliance with wholesale pricing requirements for unbundled network elements and resale discounts. In November 2001 and March 2002, the Hearing Division issued its recommended opinion and order in Phase II of the wholesale cost docket, and in June 2002, the Commission issued Decision No. 64922 adopting new wholesale rates and charges. The recommended opinion and order in

Appendix

Table 1

Commission Revenue by Source

Fiscal Resources: Through the budget process, the Arizona Corporation Commission identifies fiscal resource requirements to meet its constitutional and statutory responsibilities. The Commission receives funding through several sources: the State General Fund, the Utility Regulation Revolving Funds, the Arts Trust Fund, the Investment Management Act Fund, the Public Access Fund and Federal grants. All sources except federal grants are subject to appropriation. The Administration, Corporations and Hearing Divisions, as well as the Railroad Safety Section, are funded mainly by the General Fund. In addition to the General Fund, the Administration Division receives limited funding from the Utilities Regulation Revolving Fund; the Corporations Division is the recipient of funding from the Arts Trust Fund and Public Access Fund. In addition to General Fund monies, the Securities Division receives a portion of the fees it collects through the Securities Regulatory

and Enforcement Fund and the Investment Management Act Fund. The Utilities Division, excluding Railroad Safety, and the Legal Division are funded through the Utility Regulation Revolving Fund, which derives its money from assessments on public service corporations. The federal grants are obtained as a reimbursement to the Pipeline Safety Section for accomplishment of certain federal responsibilities.

Historically, the Commission has generated significantly more revenue from securities and broker registrations, corporation filing fees, fines and miscellaneous service charges than its General Fund requirements. Any revenue that exceeds the Commission's budget needs flows into the State General Fund and is used to defray the costs of state government.

The following tables portray actual revenue and expense data for FY 2000-2001 and FY 2001-2002. Estimated numbers for FY 2002-2003 are offered as well.

Commission Revenue by Source	Actual	Actual	Estimated
	2000-01	2001-02	2002-03
Corporation Filing Fees*	7,915,443	8,680,756	8,622,432
Security and Broker Fees*	14,686,068	14,116,544	14,686,068
Miscellaneous Service Charges**	116,683	185,894	83,700
Fines & Forfeitures*	362,434	1,389,000	135,000
Utility Assessments	10,622,575	8,418,500	10,100,800
Pipeline Safety Revolving Fund - Fines	85,000	40,000	20,000
Sec Regulatory & Enforcement Fund	3,133,432	2,942,300	2,940,200
Sec Investment Management Act Fund	1,445,778	1,489,749	1,232,400
Public Access Fund	1,991,411	2,077,800	2,184,300
Federal Grant***	510,318	596,600	596,600
TOTAL	40,869,142	39,937,143	40,601,500

*Deposited in the State General Fund

Expenditures by Budget Program	Actual	Actual	Estimated
	2000-01	2001-02	2002-03
Administration & Hearing Divisions	2,690,439	3,207,300	3,659,000
Corporations Division	3,863,725	4,008,400	4,223,400
Securities Division	4,283,062	5,593,400	5,011,100
Railroad Safety Group	461,716	493,200	500,000
Pipeline Safety Group	1,036,856	1,322,200	1,179,700
Utilities Division	4,995,196	5,481,600	6,083,500
Legal Division	1,229,667	1,485,900	1,568,800
TOTAL	18,560,661	21,592,000	22,225,500

Table 2

Expenditures by Budget Program

Expenditures by Fund Source	Actual	Actual	Estimated
	2000-01	2001-02	2002-03
General Fund	6,076,978	5,269,400	5,273,200
Arts Trust Fund	34,418	36,600	43,500
Sec. Regulatory & Enforcement Fund	2,673,081	3,847,100	3,381,100
Sec. Investment Management Act Fund	705,317	733,000	761,200
Utility Regulation Revolving Fund	7,366,369	9,730,300	10,814,700
Public Access Fund	1,545,272	1,734,000	1,789,700
Pipeline Safety Revolving Fund	0	73,000	0
Federal Funds**	159,226	168,600	162,100
TOTAL	18,560,661	21,592,000	22,225,500

Table 3

Expenditures by Fund Source

**Totals reflected are actual expenditures from the Pipeline Safety Section's Federal Fund only.

Table 4

**Corporation
Commissioners
Since Statehood**

A.W. Cole	Democrat	1912-1917
W. P. Geary	Democrat	1912-1915
F. A. Jones	Democrat	1912-1919
Amos A. Betts	Democrat	1917-1933
		1938-1945
David F. Johnson	Democrat	1919-1924
Loren Vaughn	Democrat	1921-1932
W. D. Claypool	Democrat	1925-1930
Charles R. Howe	Democrat	1931-1936
Wilson T. Wright	Democrat	1933-1953
John Cumnard	Democrat	1933-1934
W. M. Cox	Democrat	1935-1940
William Peterson	Democrat	1941-1946
William Eden	Democrat	1944-1947
William T. Brooks	Democrat	1947-1958
Yale McFate	Democrat	1947-1948
Mit Simms	Democrat	1949-1958
Timothy D. Parkman	Republican	1954
John H. Barry	Democrat	1955-1956
E. T. "Eddie" Williams, Jr.	Democrat	1957-1968
George F. Senner, Jr.	Democrat	1959-1962
A. P. "Jack" Buzard	Democrat	1959-1962
John P. Clark	Republican	1963-1964
Milton J. Husky	Democrat	1965-1970
Dick Herbert	Democrat	1965-1971
Charles Garland	Republican	1969-1974
Russell Williams	Republican	1970-1974
Al Faron	Republican	1970-1976
Ernest Garfield	Republican	1973-1978
Bud Tims	Republican	1975-1983
Jim Weeks	Democrat	1977-1982
Stanley Akers	Republican	1979-1980
John Ahearn	Democrat	1980-1981
Diane McCarthy	Republican	1981-1984
Richard Kimball	Democrat	1983-1985
Junius Hoffman	Democrat	1984
Marianne Jennings	Republican	1984
Sharon Megdal	Democrat	1985-1986
Renz Jennings	Democrat	1985-1999
Marcia Weeks	Democrat	1985-1996
Dale Morgan	Republican	1987-1995
Carl J. Kunasek	Republican	1995-2001
Jim Irvin	Republican	1997-present
Tony West	Republican	1999
William "Bill" Mundell	Republican	1999-present
Marc Spitzer	Republican	2001-present

Notes

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Arizona Corporation Commission

1200 West Washington

Phoenix, AZ 85007

602-542-3076

www.cc.state.az.us

Southern Arizona Office

400 West Congress Street

Tucson, AZ 85701

520-628-6554