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Phoenix, AZ 85007

Adjunct Offices

1300 & 1400 West Washington
Phoenix, AZ 85007

Pipeline & Railroad Safety Division

2200 North Central, Suite 300
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Southern Arizona Office

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Tucson, AZ 85701

Important Phone Numbers:

Commissioners' Wing602-542-2237
Consumer Services – Utilities.....602-542-4251
Consumer Services – Corporations...602-542-3026
Consumer Services – Securities602-542-4242
Docket Control602-542-3477

Southern Arizona Office520-628-6554

Streaming audio / video of Commission meetings:

<http://www.azcc.gov/divisions/it/streaming/events.asp>

Listen Line for Hearing Room #1: 602-542-0222
(live audio of hearings/open meetings)

Toll Free Listen Line: 1-800-250-4525
(area codes 928 and 520 only)

July 2014 – December 2014

Bob Stump, Chairman

Brenda Burns, Commissioner

Gary Pierce, Commissioner

Bob Burns, Commissioner

Susan Bitter Smith, Commissioner

Executive Director

Jodi Jerich

Administration

Kim Battista

Broadcast Services

Ron Bellus

Corporations

Patricia Barfield

Hearing

Lyn Farmer

Information Technology

Letty Butner

Legal

Janice Alward

Pipeline and Railroad Safety

Robert Marvin

Securities

Matt Neubert

Utilities

Steve Olea

January 2015 – June 2015

Susan Bitter Smith, Chairman

Bob Stump, Commissioner

Bob Burns, Commissioner

Tom Forese, Commissioner

Doug Little, Commissioner

Executive Director

Jodi Jerich

Administration

Kim Battista

Broadcast Services

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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.

About the Commission

The Arizona Corporation Commission was established in 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

Commissioners are elected by the people of Arizona for a four-year term, with the option of serving for two consecutive terms. In the case of a vacancy, the Governor appoints a Commissioner to serve until the next general election.

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 Director who serves at the pleasure of the Commissioners. She is responsible to the Commissioners for the day to day operations of all Divisions.

The Commission staff is organized into nine 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 Director.

Chairman Susan Bitter Smith

Susan Bitter Smith has served as Executive Director of the Arizona-New Mexico Cable Communications Association since 1980 and as Vice President of Technical Solutions since 1988. She earned both undergraduate and graduate degrees in Business Administration from Arizona State University and is a Past Chairman of the ASU Alumni Association. In addition, she serves as the Honorary Chair of the ASU MBA Alumni Association, is a Past Chairman of the Walter Cronkite Foundation, Past Chairman of the Arizona First Amendment Coalition, and is the Chairman of the Arizona Competitive Telecommunications Coalition.

Susan received her Certified Association Executive (CAE) designation in 1987 and is a Past President of the Arizona Society of Association Executives. She received AzSAE's Executive of the Year Award in 1988 and again in 1998. She is a Past Chairman of the American Society of Association Executives (first Arizonan to ever serve as Chairman), a member of the ASAE Government Relations Section Council, Past Chairman of the ASAE Government Affairs Committee, and an ASAE Fellow.

A native of Arizona, she has served as a member of the Scottsdale City Council and was Vice Mayor. She served two six year terms as an elected member of the Central Arizona Water Conservation District Board of Directors, having served the last four as President of the Board (the first woman to hold this position) and was a candidate for Congress in Arizona's District Five. As a member of the CAWCD Board, Susan was instrumental in working with Arizona's Congressional Delegation in the successful settlement of the CAWCD Repayment Settlement dispute with the United States Department of the

Interior and the federal finalization of the Gila Indian Water Rights dispute. As President of the Board, Susan has led the effort to operate the Yuma Desalting Plant with a consortium of both Federal and local players. In addition, she has led the fight to mitigate the EPA's efforts to close the Navajo Generating Station, the primary power source that operates the Central Arizona Project. She is a founding member of "Women in Water", a local group of women involved in water policy. "Women in Water" honored Susan in December 2010 for her leadership. Susan has spoken to numerous water and energy groups throughout the region including the Colorado River Water User's Association, Agri-Business Council, and the Water Utility User's Association. She is currently reorganizing the Central Arizona Project Association, whose purpose is to support the success of the CAP and other water providers.

In addition, she was Co-Chair of Arizonians for Bush/Quayle in 1988 and 1992 and Chair of the Forbes in Arizona Campaign in 1996. Susan was a founder of Arizona Women in Cable and the Valley of the Sun Cable Club. In 2001, the American Society of Association Executives bestowed its highest honor, the Key Award, on Susan. Arizona Girls Scouts has honored Susan with its "Advocacy" Award. Recently, the Arizona Capitol Times honored Susan and the CAWCD Board as the Public Policy Government Leaders of the Year.

Susan is married and has two children. She is a frequent guest of local radio and television hosts providing commentary on local and national political issues. She is a contributing columnist to the "Arizona Republic" and has served as the co-host of the "Arizona Almanac" Radio Show.

Commissioner Bob Stump

Commissioner Bob Stump was elected to the Arizona Corporation Commission in 2008. He represented District 9 in the Arizona House of Representatives from 2002-2008.

Bob has been deemed one of Arizona's "Best State Representatives" by the *Arizona Capitol Times*, based on a survey of Arizona's government and civic leaders. He has received over a dozen awards in recognition of his efforts to improve Arizonans' health care and protect Arizona's taxpayers – including awards from the Arizona Medical Association ("Walk the Talk" award), the Arizona Healthcare Association ("Legislator of Distinction"), the Alzheimer's Association and the Autism Society of America. The March of Dimes has honored Bob for helping improve the odds for Arizona's babies by working to prevent birth defects. Bob has also been recognized as a "Champion of the Taxpayer" by the Arizona Federation of Taxpayers and an "Eagle for Enterprise" by the Arizona Small Business Association for his work on behalf of small-business owners.

In the Legislature, Bob served as a member of the House Water and Agriculture Committee, where he helped promote sound water management policies for our state. He has a wide range of policy experience, having served as Chairman of the House Health Committee; Co-Chair of the Joint Select Committee to Investigate Operations and Conditions at the Arizona Veterans Home; Vice Chair of the Health and Rules committees; and as a member of the Commerce & Military Affairs, Ways & Means, Financial Institutions &

Insurance, Ethics and Education committees. Bob also helped craft several multi-billion-dollar budgets for our state.

Bob's innovative policy proposals have made front-page news in *USA Today* and serve as model legislation for legislatures throughout the country. He has discussed key legislative initiatives on CNN; "Your World with Neil Cavuto," on the Fox News Channel; National Public Radio; as well as various national and international media. In 2006, Bob was a featured guest on C-SPAN's "Washington Journal," which devoted nearly an hour to discuss his policy ideas with a national audience.

Before seeking public office, Bob worked as a reporter and editor for leading national and local magazines and newspapers in Washington, D.C., and Tucson.

Bob also served as a research associate via the New York-based Manhattan Institute to author and former presidential speechwriter David Frum; as an aide to Fred Barnes and William Kristol; and as a speechwriter for Republican candidates and officeholders in Arizona.

Bob holds degrees from Harvard University, where he studied political philosophy with columnist George F. Will, as well as American religious history, and the University of California at Berkeley, where he studied philosophy and social thought, and from which he graduated with High Honors.

Commissioner Bob Burns

For the past 50 years, Bob Burns has lived in Arizona and played an important role in making Arizona a better place to live, work and play. After serving as an Aviation Electronics Technician in the US Navy, Bob was honorably discharged and in 1962 moved with his wife Gayle to Arizona where he began his career at a division of General Electric which later became part of Honeywell. As a computer programming analyst, Bob was instrumental in writing and installing many computer software systems for plants in the steel, paper, petrochemical, fuel distribution, and electrical generation industries. As a lead programmer, Bob wrote and tested standardized control panel software packages for many power generation facilities.

After retiring from Honeywell, Bob and Gayle became small business owners. They owned and operated several businesses, including five Elementary Preparatory Schools. The combined schools were licensed to care for five hundred students per day. After twenty seven years of operation, they sold their schools and now manage their commercial real estate properties.

In 1989, Bob began his career in public service as an elected State Representative. In the House of Representatives Bob was a distinguished leader. He was Chairman of Appropriations, and served on many committees, including: Health, Judiciary, Ways and Means, Transportation, and Insurance.

In 2001, Bob was elected as a member of the Central Arizona Water Conservation District Board of Directors. The Board is responsible for overseeing the management of the Central Arizona Project, a 336-mile long system of aqueducts, tunnels, pumping plants and pipelines, and is the largest single resource of renewable water supplies in the state of Arizona. It is also the largest user of electrical power in Arizona.

In 2003, Bob was elected to the Arizona State Senate, where he again distinguished himself as an outstanding leader. Bob served as Chairman of Appropriations, and on a number of committees, including Rules, and Finance.

In 2009, Bob was elected as President of the Arizona Senate, and served as such until 2010. During the twenty years that Bob served in the Legislature, he was Chairman of the Appropriations Committee for fourteen years.

While serving in the Legislature, Bob Burns received many recognitions and awards, including:

- “Watchdog Award”. An award given by the Arizona Tax Research Association to legislators who fight for the taxpayer and target wasteful spending in government.
- “Legislator of the Year”. An award given by the American Legislative Exchange Council to state legislators who have distinguished themselves by taking a leadership role in advancing, introducing, and/or enacting policies based on principles of free markets, limited government, and individual liberty.
- “Senator of the Year”. Awarded by the Arizona Chamber of Commerce.
- “Champion of the Taxpayer”. Awarded by Americans for Prosperity.
- "Nations Renewable Energy Leader". Business Facilities Magazine.
- Autism Society of America "dedication and leadership at the Arizona Legislature".

Bob’s public and community service extends beyond his substantial time in the Legislature. As an active member of the community, Bob has served on the Board of Directors for Friends of the West Valley Recreation Corridor, is a member of Arizona Town Hall, and is a member of the Glendale Kachina Rotary Club.

Bob Burns was born and raised in Rolfe, Iowa. He and Gayle have been married for 52 years, and have two sons and five grandchildren.



Commissioner Tom Forese

Commissioner Tom Forese has a distinguished record of accomplishment at the Arizona legislature. Commissioner Forese was Chairman of the House Commerce Committee which plays a crucial role in economic development and job creation. He also serves on the critically important House Appropriations Committee.

Commissioner Forese has been actively involved as an executive in both business and educational organizations. This experience has prepared him well for the highly technical and demanding responsibility of a Corporation Commissioner. He knows what it takes to create jobs, and understands the importance of low energy rates, as they are essential to economic growth and the creation of quality jobs.

Commissioner Forese is a devoted husband and father. He and his wife Casey are the parents of four children and live in the southeast valley. Commissioner Forese is committed to making certain that Arizona has a bright and prosperous future for all of our residents.

Commissioner Doug Little

Commissioner Doug Little was elected to the Arizona Corporation Commission (ACC) in November 2014 and sworn into office on January 5, 2015.

Prior to his election, Little spent more than three decades in the computer software industry. Throughout his career, he was engaged with companies that delivered cutting-edge solution and major innovations in project management, database, software development and web-based technologies.

His resume includes executive and sales management positions at Oracle, Borland, and Micro Focus International. As Vice President of North America Direct Sales at Micro Focus, Little successfully managed a national direct sales team of over forty people and was responsible for negotiating multi-million dollar license agreements with dozens of Fortune 100 companies including Wal-Mart, State Farm Insurance, and CVS Pharmacies.

Earlier in his software career, Little spent nearly fifteen years working on large-scale projects with construction, energy, and telecommunication companies including Bechtel Power, Fluor Corporation, AT&T, Chevron, Southern California Edison, and PG&E.

As an Arizona Corporation Commissioner, he is responsible for making multi-million dollar regulatory decisions impacting energy, water, and telecommunications utilities in Arizona. He has proven skills in strategic and financial planning, and in weighing important legal, regulatory, economic, and political considerations that shape energy and water policy in Arizona.

Commissioner Little maintains solid relationships with state and federal utility regulators, utility industry leaders and consumer representatives by

his active participation in the National Association of Regulatory Utility Commissioners (NARUC), where he is highly respected for his industry knowledge, principled decision-making, and personal integrity.

He is also a member of the NARUC Electricity Committee, the Critical Infrastructure Subcommittee, and was appointed by NARUC President Lisa Edgar to serve on the Task Force on Telecommunications Act Modernization. Additionally he represents the ACC on the Western Energy Imbalance Market Body of State Regulators and he is an active participant in the Western Interconnection Regional Advisory Board. Little is also a member of the Harvard Electricity Policy Group and the Critical Consumer Issues Forum.

As a strong supporter of a diverse energy portfolio, Little has long advocated for the inclusion of more renewable energy resources, like wind and solar, balanced with traditional generation technologies like natural gas, nuclear, and clean coal. He is also a strong advocate for the adoption of new technologies like energy storage, as well as energy efficiency, and energy conservation programs.

Commissioner Little is a strong consumer advocate who has worked to develop more effective operations resulting in lower prices and more efficient methods of delivering gas, water, and electricity. He is committed to maintaining Arizona's national leadership in emerging power generation technologies and works to implement cost effective energy and water policies that encourage economic development while providing clean, safe, reliable, and affordable utility services for all Arizonans.

Doug, his wife, Linda, and his daughter, Micaela, live in the northeast valley and have been residents and ratepayers in Arizona for over 17 years.

Commissioner Gary Pierce

Commissioner Gary Pierce was born in Illinois and raised in Mesa, Arizona. He graduated from Mesa High School. A track scholarship took him to Mesa Community College then transferring to Arizona State University, he graduated in 1974 with a Bachelor's Degree in Education.

Pierce taught at Mesa's Taft Elementary School with a career in the automobile business following his teaching experience. After managing dealerships for four years in Sierra Vista, he moved to Yuma and became a Honda and Nissan dealer. Pierce also owned a Shell Gas Station and Budget Rent-A-Car franchise. Upon selling his businesses, he was twice elected to the Yuma County Board of Supervisors. The Pierce family moved back to Mesa 1998.

Pierce served in the Arizona House of Representatives for District 19 (North/East Mesa) from 2001 thru 2006. In 2005 and 2006 he served as Majority Whip. He served on a number of legislative committees including Environment; Natural Resources and Agriculture; and as Chairman of Transportation. He previously

served on the Arizona Housing Commission, the Maricopa County Planning and Zoning Commission and the Maricopa County Department of Transportation Advisory Board.

In January of 2004, Representative Pierce sponsored HB2456, which authorized Maricopa County to call an election for a twenty year extension of the half-cent sales tax to fund transportation. The Regional Transportation Plan was placed on the November ballot, as Proposition 400. That measure passed, ensuring the resources to continue construction of our freeways with the goal to build a complete transportation system in Maricopa County.

Pierce has been married to Sherry, a Mesa native, for 34 years and they have four sons, three daughters-in-law and four grandchildren.

Pierce served as an Assistant Scoutmaster with his son's Boy Scouts of America troop and all four of his sons are Eagle Scouts.

Commissioner Brenda Burns

Raised in a military family, Brenda Burns lived many places while growing up. In 1969 she moved to Arizona and made it her home. As an owner/manager of a family business, Brenda learned firsthand the impact which laws, rules and regulations can have on a small business' ability to succeed and create jobs.

Brenda Burns' business experience was invaluable when she began her long history of representing Arizonans. She first served in the Arizona House of Representatives from 1987 to 1995. In 1993, Republican House members elected Brenda to the position of Majority Leader, making her the first woman to hold the position in Arizona.

Brenda served eight years in the Arizona State Senate. In 1997, she became the first woman to hold the position of Arizona Senate President. As Senate President, Brenda was instrumental in the formation and passage of the State's \$6 billion dollar budget and reduced the Senate's multimillion dollar budget by over eight percent.

A champion of taxpayers, she led successful efforts to reduce and keep taxes low for both individuals and business. Brenda's persistent emphasis on protecting Arizona citizens from high taxes, high regulatory costs and excessive spending led to her recognition by the U.S. Small Business Administration as "a leader in regulatory reform".

Throughout her political career Brenda Burns worked with leaders throughout the United States. As an active member of the American Legislative Exchange Council, she served on its board for nine years, becoming ALEC's national Chairman in 1999. There she worked with other national leaders on many issues, with a strong focus on States' Rights.

Brenda lives in Scottsdale and is a licensed real estate agent. She is married to Bob Isbell. They have a combined family of six adult children and ten grandchildren.

Executive Director

Jodi Jerich

Jodi Jerich began her service at the Commission in January 2013. Previously, she served for over four years as Director of the Arizona Residential Utility Consumer Office (RUCO), an agency charged with representing the interests of residential utility ratepayers in cases before the Commission.

Prior to being appointed by Governor Brewer to head up RUCO, she served as Chief of Staff of the Arizona House of Representatives. From 2004-2008, she managed House operations and its \$12 million annual budget. Jerich authorized payment of House expenditures and payroll and worked with the Speaker of the House to create a budget surplus, supervised the House's 175 employees and independent contractors including partisan and nonpartisan staff, as well as the Chief Clerk's Office and administrative personnel.

Jerich also has prior direct experience with the Arizona Corporation Commission, having served as Policy Advisor to former Commissioner Mike Gleason from 2002-2004. In this position, she became familiar with the utilities regulated by the Commission and developed a broad background in utilities regulation and energy policy.

Jerich serves on the Arizona State Governing Committee for Tax Deferred Annuities and Deferred Compensation Plan that manages approximately \$1 billion of assets for state employees' supplemental defined contribution retirement plans.

In 2013, Jerich was named as one of "The 50 Most Influential Women in Arizona Business," and also an "Arizona Business Leader" in Energy by Arizona Business Magazine.

She is a Phi Beta Kappa graduate of Indiana University, a graduate of the Indiana University Maurer School of Law, and a member of the Arizona bar.

Administration Division

The Administration Division is composed of the elected Commissioners and their staffs, the Executive Director's office and the Administrative Services offices that provide the fiscal and administrative services to support all divisions of the Corporation Commission. The Administrative Services Division Director oversees both the administrative and fiscal functions.

The Executive Director's staff performs many administrative functions in conjunction with the Division. These include: overseeing the Divisions, preparing the open meeting agendas, keeping records of all proceedings of the Commission and coordinating civic activities and projects of benefit to the Commission.

Open Meetings & Other Proceedings

The Commission meets in several types of forums. In all instances, the Arizona Open Meeting Law, the Commission's ex-parte rule on unauthorized communications, and the Arizona Administrative Procedures Act govern the activities of the Commission.

The Commission conducts formal hearings on contested matters such as rate requests, complaints and securities violations. Evidence is collected at hearings but no vote is taken. All decisions of the Commission are made in open meetings. Open meetings are conducted after the agenda of the meeting has been made available to the public. In some limited instances, such as legal matters and personnel matters, the Commission may meet in executive session.

Hearings, open meetings, and executive sessions, while administrative in nature, are very formal in process. Comments may be received from the public, interested parties and the staff of the Commission during Open Meetings.

In addition, the Commission has staff meetings, run by the Commissioners, which are posted as Open Meetings. These meetings serve as a forum to exchange information and obtain administrative guidance and policy direction from the Commissioners. The Commission also conducts workshops in which issues are discussed. No votes are taken or decisions made at the workshops.

Legislative Activities

The Arizona Legislature enacts new laws every year that impact the Commission and the people it serves. Laws affecting regulated entities, consumers of regulated services and corporations doing business in Arizona must be monitored and, in some cases, implemented by the Commission.

Because of the Commission's broad ranging authority, the Legislative Liaison coordinates all of the Commission's legislative activities in conjunction with each division.

Additionally, the Legislative Liaison interacts with the Office of the Governor and the Legislature on Commission funding issues, including the review of our biennial budget requests and any subsequent executive or legislative recommendations.

Civic Activities

Commission employees have often been recognized for their personal efforts and contributions to fulfill civic needs.

During FY 2014-15, the Commissioners and employees together:

- Commission employees contributed through individual donations and pledges to the State Employees Charitable Campaign, which supports local, national, and worldwide charities providing direct and primary health and human services or those engaged in environmental or historical preservation or conservation.
- Commission employees volunteer time to non-profit groups, conduct employment outreach to under-represented groups, host food drives, donate blood in specially arranged blood drives held at the Commission's facilities; and
- Fully support and actively participate in environmental improvement activities through Capitol Rideshare (car pools, telework, public transit) and recycling of paper, plastic, and aluminum cans.

Administrative Services

The Administrative Services Division is responsible for providing all accounting, payroll, purchasing and personnel support for the Commission as well as budget preparation. The Commission's budget is developed and submitted in coordination with the Executive Director and the Directors of the divisions within the Commission. Fiscal information related to the budget and expenditures is included in Appendix A.

The Administrative Services Division is also the Commission's main point of contact with other state agencies involving business activities such as purchasing, budgeting and processing revenue.

The Administrative Services Division processes funds received by all Commission Divisions, but primarily from fees paid to the Corporations and Securities Divisions for corporate filings, securities dealer, and salesperson or agent registrations. During FY 2014-15 the Administrative Services Division received and processed over \$60 million in revenue to the State Treasurer.

Penalties and fines for violations of the Securities Act or utility regulations are required to be deposited in the General Fund and do not remain within the control of the agency.

In addition to revenue deposits, the Administrative Services Division issued 1,057 RFP's; 1,750 claims; received and entered 473 items into inventory; and serviced 264 employees through personnel actions, recruitments, and payroll transactions.

Broadcast Services Division

Ron Bellus **Director**

Mission: To produce and broadcast all meetings and hearings of the Commission for public viewing and for archiving. To produce video tutorials and short educational segments on the many varied duties of the Commission. To develop and maintain the Commission's website.

The Broadcast Services Division was created in August 2013 with a staff of two, quickly adding a Web Content Manager and Broadcast Producer. In order to improve the availability and quality of Open Meeting broadcasts, the Division made video and audio upgrades to the hearing room and re-arranged its five cameras to allow better viewing angles.

Other improvements made to the Commission's broadcasting capabilities were an expansion of the Broadcast control room with new equipment added. The audio system in the Commissioners' conference room was upgraded. The Division also implemented a local archival storage system in order to maintain video recordings as public records.

In an effort to provide greater public access to Commission proceedings, the Division upgraded the hearing room used in Tucson to install broadcast capability. Previously, video of Tucson hearings and Open Meetings were not available as streaming video.

In the fall of 2014 Broadcast Services added a new position, Broadcast Tech I, and hired Steve Rosendahl to fill it. Steve serves under the direction of Dan Pasula, Broadcast Manager, and works closely with Mike Valladao, Senior Broadcast Tech. Steve's primary responsibility is to work with Mike to produce the Open Meetings and Hearings and archive them. He also is responsible for maintaining the audio and video equipment to ensure their proper functioning.

Hearing Room Two received an upgrade in audio and video, bringing it up-to-date and compatible with Phoenix Hearing Room One; final upgrades to be completed 2015-2016.

In addition to Open Meetings, Special Open Meetings, Hearings, and Workshops, the Division began the production of a video series on entrepreneurship with Commission Tom Forese, to be completed in 2015-2016.

The "Invitation" video for the Western Conference was updated to reflect the hosting by the Arizona Corporation Commission at the Arizona Biltmore in Phoenix.

Other videos produced included the New Commissioners Orientation, the ROSE Committee recognition awards and other ROSE-sponsored functions, Commissioner Forese's informational video (replacing Commissioner Brenda Burns' video), EEOC/ADA training video, Active Shooter training video, SEC promotional video, the Lyn Farmer retirement video, and we began the production of the Steve Olea retirement video (finished 2015-2016).

Julius Santos, Web Content Manager continued the ongoing upgrading of the website and its content including replacing the outgoing webpages for the commissioners with the incoming.

Corporations Division

Patricia L. Barfield
Director

Mission: *To grant corporate or limited liability company status to entities organizing under the laws of Arizona; to approve applications from foreign corporations and limited liability companies to conduct business in this state; and to maintain corporate and limited liability company records for the benefit of public record and service of process.*

The Corporations Division approves the filing of all articles of incorporation for Arizona corporations, all articles of organization for Arizona limited liability companies (LLCs), grants authority to foreign corporations and LLCs to transact business in this state, propounds interrogatories when necessary, and may administratively dissolve corporations and LLCs that do not comply with specific provisions of Arizona law.

The Division collects from every corporation an annual report, which reflects its current status and business, and maintains this information in a format conducive to public access, responds to public questions concerning Arizona corporation and LLC documents, and responds to the needs of the business sector by disseminating information to them in the most expedient manner possible.

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

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

The Corporations Division is comprised of five sections (Corporate Filings, Call Center, Records, Annual Reports, Initial Processing), with each Section designed to perform specific functions. The Division also has a Tucson Office to serve the residents of Southern Arizona.

Overview of Activity

As of June 30, 2015, there were a total of 851,844 corporations and LLCs transacting business in the State of Arizona.

Total Corporations & LLCs.....	851,844
Annual Reports Filed	129,145
Total Phone Calls Handled	113,190

Corporate Filings Section

Some of the key documents processed by the Section during FY 2014-15 were as follows:

Domestic Articles of Incorporation.....	5,736
Foreign App. for Authority.....	2,017
Amendments – corporations	1,781
Amendments – LLCs.....	19,059
Domestic and Foreign Mergers.....	378
Domestic Articles of Organization (LLCs).....	47,372
Foreign applications for LLCs.....	3,449
Dissolutions/Withdrawals.....	1,981
LLC terminations.....	6,033

Call Center Section

Call Center employees handle the vast majority of telephone inquiries regarding corporate filings. The staff researches rejected filings, assists online filers, and responds to other general filing questions.

Incoming Calls	131, 218
Total Phone Calls Handled	113,190

Annual Reports Section

The documents processed by the Annual Reports Section during FY 2014-15 were as follows:

Annual Reports filed	129, 145
E-submitted Annual Reports	106,654
Total Reinstatements.....	5,888
Notices of Pending Administrative Dissolution or Revocation	29,900
Certificates of Administrative Dissolution or Revocation	6,447

Records Section

The Records Section processed 42,744 records orders received by mail, fax, and over the counter during FY 2014-15. 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, service of process directed to the entity is accepted by the Records Section on behalf of the corporation or LLC. The Records Section accepted service 3,327 times during FY 2014-15.

Initial Processing Section

This Section is the beginning point of processing and examination for nearly all documents received by the Division, including Annual Reports, Amendments, Articles of Incorporation, Articles of Organization, Name Reservations, Changes, Applications for Authority to Transact Business and Applications for Authority to Conduct Affairs. The Initial Processing Section processes filing fee payments, bar codes and stamps the document, and

enters information into a computerized tracking system (STARPAS). The Section then scans the documents into the Division's imaging system for subsequent review by examiners in the Annual Reports and Corporate Filing sections. The Section also prepares documents to be microfilmed.

The following payments and documents were processed by the Initial Processing Section during FY 2014-15:

Payments processed	108,231
Documents Scanned	204,126

Hearing Division

Dwight D. Nodes
Chief Administrative Law Judge

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, the registration of non-municipal corporations, and the oversight of railroad crossings and pipeline safety. Under the direction of the presiding Administrative Law Judge (ALJ), proceedings are conducted on a formal basis through the taking of sworn 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 ALJ. Rate and Certificate of Convenience and Necessity (CC&N) applications are processed under the procedural schedule established by the ALJs, in order to ensure that recommended Opinion and Orders are issued in a timely manner within the framework of the Commission's "time clock" rules.

During FY 2014-15, the Hearing Division's ALJs conducted 193 public hearings/arbitrations, procedural and pre-hearing conferences, encompassing a total of 386 days.

Based upon the record evidence presented at public hearings, or filings made in non-hearing matters, the presiding ALJ 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 2014-15, the Hearing Division prepared a total of 124 recommended orders, 72 for cases involving a hearing and 52 for non-hearing matters. These recommended orders resolved rate applications, CC&N applications and extensions of CC&Ns, Securities cases, and various other matters.

While cases are pending before the Commission, the presiding ALJ 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 2014-15, the Hearing Division issued 347 procedural orders.

During FY 2014-15, a number of rate cases were resolved, including: EPCOR Water Company; Arizona Public Service Company (Four Corners Rate Rider); Naco Water Company; Valley Telephone, Southwestern Telephone, South Central Utah, Copper Valley and Arizona Telephone; Utility Source; Abra Water Company; Chino Meadows II Water Company; Granite Mountain Water Company; Arizona Windsor Realty; and Golden Shores Water Company (emergency rates).

Other significant cases that were resolved in FY 2014-15 include: UNS Merger; EPCOR (rate design/consolidation/deconsolidation); EPCOR (rates for 5 districts); Brian Hageman (Securities); Ken Maerki (Securities); Catharon Software (Securities); William Nordstrom (Securities); Arizona Water Company (CC&N

Extension); Liberty Utilities' and Valley Utilities Water Company, Inc.'s CC&N extensions; A.R.S. §40-242 hearings; rulemakings to update utility classifications and amendments to REST rules; and various railroad upgrades.

During FY 2014-2015, significant time was also invested in hearings, procedural conferences, and procedural orders related to the following cases: Arizona Corporation Commission (rulemaking); UNS Energy (reorganization); Mark Hughes (securities); and various generic dockets.

The Hearing Division handled numerous proceedings related to Commission Decisions re-opened pursuant to A.R.S. § 40-252 or re-hearing requests, including: Johnson Utilities; Truxton Canyon Water Company; Ajo Improvement, Halcyon Acres Annex #2 Water Company, Arizona Water Company, Arizona Public Service Company (line site).

The Hearing Division also conducted hearings and wrote Recommended Orders in a number of complaint proceedings brought against utilities, such as: Liberty (Black Mountain Sewer); Mohave Electric Cooperative; Century Link; Southwest Gas Corporation; Arizona Public Service Corporation; Payson Water Company; and Bermuda Water Company.

The Hearing Division issued numerous recommended orders on non-hearing rate cases, financing applications, CC&N applications, railroad crossings, cases involving violations of Arizona securities law, and extensions of time to a previous Decision.

As to FY 2015-16, the Hearing Division anticipates a busy hearing year conducting cases such as: EPCOR (rates); USA Barcelona Realty Advisors, LLC (securities); Sulphur Springs Valley Cooperative (rates); Liberty Utilities (rates/finance); UNS Electric (rates); Garkane Energy Cooperative (rates); Commission Investigation of Value and Cost of Distributed Generation; Tucson Electric Power Company (2016 REST Plan); §40-252 hearings; rulemakings; and various railroad upgrades.

During FY 2014-15, Docket Control continued to scan documents and final decisions from prior years into eDocket, which will enhance the ability of users to research and relevant documents.

The following public hearings were held during FY 2014-15:

Type of Hearing	Number
Orders to Show Cause and Complaints.....	7
Certificates of Convenience and Necessity	6
Rate Cases.....	43
Securities Division.....	11
Miscellaneous (oral arguments, motions to compel, etc.).....	1
CC&N Extensions.....	11
Transfers/Sales	3
Railroad/Pipeline Safety Group.....	5

Public Comments	22
Rules (new and amended)	1
Arbitration	0
Generic Investigations	0
Deletions.....	2
Tariff.....	0
Line Extensions/Agreements.....	5
Financing.....	4
Adjudications.....	1
Line Siting.....	1
Mergers.....	1
Amend Decisions	2
SUB TOTAL	126
Procedural Conferences.....	45
Pre-hearing Conferences	22
TOTAL	193

Docket Control Center

The Docket Control Center accepts filings and maintains the official case records for the Utilities, Securities, and Safety Divisions of the Corporation Commission. In this regard, Docket Control’s functions are similar to a Clerk of the Court’s office. The Docket Control Center scans and inputs data and filed documents into the Commission’s *e-Docket*, making them available for viewing on the internet. Docket Control also assists the public and staff in retrieving the files, decisions, and transcripts of cases for use in research.

During FY 2013-14, the Docket Control Center processed the following documents:

Responses to Inquiries/ Research/Assistance.....	1,500
Filings docketed & distributed.....	7,445
Opinion and Orders/Administrative Closures processed and mailed ...	563
New applications input.....	424
Open Meeting items processed	1,050
Certifications	73
Transcripts logged & microfilmed	
Utilities	16
Securities	25

Information Technology (IT) Division

Letty Butner
Chief Information Officer/Director

Mission: *To provide accurate, efficient and timely technology design, development, implementation, communications and maintenance support services to the agency and its respective divisions in support of their missions and objectives.*

Objectives of the IT Division are:

1. Provide reliable online services for the access of public information.
2. Automate services from paper to online transactions to increase productivity and reduce throughput time.
3. Standardize our development practices and solutions to manage cost and speed development.
4. Help Commission management and staff perform their jobs successfully.

The staff is organized into three areas:

- Development – Software engineers who develop, maintain and enhance the various systems used by agency staff and the general public.
- Project Management – Specialists in the initiation, definition, execution, control and close-out of information technology projects.
- Systems & Support – Technical staff who maintain the agency PCs and computer network and respond to help requests from agency staff in the use of computers and applications.

During Fiscal Year 2015, the IT Division continued to enhance and expand the Commission's technology capabilities, as outlined below:

- Facilitated and executed the Voice over IP transfer of phone services to centralized State of Arizona services.
- Upgrade agency PCs to Windows 7.
- Completed infrastructure improvements in network security.
- Completed and implemented online request to speak/comment application and kiosks for agency Open Meetings.
- Added subscribe/unsubscribe services to the Agency website for subscription to press announcements and open meeting notices.
- Developed an application for scanner-based agency Information Technology inventory tracking.
- Completed enhancements to Railroad and Pipeline Safety database applications.
- Completed enhancements to STARPAS, the Corporation division application for corporation licensing and registration, including a technology upgrade to the archive writing process.
- Initiated requirements gathering work to make improvements to eDocket, the agency case management system. Implemented numerous internal enhancements to the existing product.

- Updated all technology plans (development and infrastructure) to continue to make efficiency improvements in network design and size and to streamline applications used within the agency and by the public.

Legal Division

Janice Alward
Chief Counsel

Mission: *To provide professional, high quality legal representation to the Arizona Corporation Commission; to assist the Commission in the performance 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 cases are handled by the Securities Division. 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 to undertake certain activities, such as the provision of service to the public, the modification of service territories, or the implementation of rate increases.

The Commission is authorized to exercise ongoing 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. The Division routinely appears on behalf of Commission Staff in a variety of administrative proceedings, such as CC&N cases, rate cases, financing cases, and enforcement matters.

Over the past year, the Legal Division has represented Staff in a number of rate cases for some of the State's largest water providers, including EPCOR Water Company and Liberty Utilities. The Legal Division also represented Staff in matters related to the State's smaller water providers, such as Utility Source, Cedar Grove Water, Inc., and Southland Utilities Company. In addition, a number of energy companies filed rate cases in 2015, including Tucson Electric Power Company, UNS Electric Company, Sulphur Springs Valley Cooperative, Inc., and Trico Electric Cooperative, Inc.

The Legal Division represented Staff in various rate adjustment proceedings associated with purchased fuel or power mechanisms, energy efficiency, or renewable energy.

Occasionally, proceedings to enforce Commission rules and regulations are initiated by Staff. Over the past year, the Legal Division represented Staff in actions against Desert Gas, LP.

The Legal Division also represents the Commission's Safety Division in applications addressing railroad crossings.

Federal Dockets

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

During FY 2014-2015, the Legal Division represented the Commission in matters before the Federal Energy Regulatory Commission (FERC) to ensure that Arizona's public interest is considered in these matters. Additionally, the Legal Division filed comments on behalf of the Commission in several of the Environmental Protection Agency's (EPA) rulemaking proceedings. The Legal Division also represented the Commission in Federal Communication Commission (FCC) dockets.

Key federal proceedings included:

- Participation in EPA's Notice of Proposed Rulemaking for Carbon Pollution Emission Guidelines for Existing Stationary Sources: Electric Utility Generating Units;
- Participation in EPA's Proposed Rulemaking Setting National Ambient Air Quality Standards for Ozone;
- Participation in the FCC's Notice of Proposed Rulemaking on Inmate Calling Services.

The Commission has also been actively involved in proceedings at FERC 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 cases where gas supply and transportation, as well as competing rights among states to receipt of shipped gas, are at issue.

Litigation

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

The cases filed or pending during FY 2014-15 include the following:

- *Sierra Club-Grand Canyon Chapter v. Ariz. Corp. Comm'n*, an appeal to the Arizona Supreme Court challenging a Commission decision on waste-to-energy.
- *North County Communications v. Qwest, et al.* 21 al to the Ninth Circuit Court of Appeals challenging a Commission decision.
- *Wind P1 Mortgage Borrower, LLC v. Ariz. Corp. Comm'n*, an appeal in the Arizona Court of Appeals challenging a Commission decision to close a sewer treatment plant.
- *West Virginia, et al. v. EPA, et al.*, Commission appeal to the D.C. Circuit Court of Appeals challenging the EPA's "Clean Power Plan."
- *RUCO v. Ariz. Corp. Comm'n*, Commission appeal to the Arizona Supreme Court concerning the ratemaking treatment of Arizona Water Company's plant upgrades.

- *RUCO v. Ariz. Corp. Comm'n*, three separate cases in the Court of Appeals challenging multiple Commission decisions concerning the ratemaking treatment of utility plant upgrades.
- *Ariz. School Bds. Assoc. & Ariz. Assoc. of School Business Officials v. Ariz. Corp. Comm'n.*, appeal to the Court of Appeals concerning the ratemaking cost recovery for APS's purchase of units 4 and 5 of the Four Corners Power Plant.
- *Warren Woodward v. Ariz. Corp. Comm'n*, an appeal from the Superior Court to the Court of Appeals challenging the Commission's decision regarding APS's "smart meters."
- *Marshall Magruder v. Ariz. Corp. Comm'n*, an appeal to the Court of Appeals challenging a Commission rate case decision.
- *Scott Peterson, dba Checks & Balances, v. Ariz. Corp. Comm'n & Robert Stump*, a Superior Court case challenging the Commission's response to public records requests.
- *FERC v. Elec. Power Supply Assoc., et al.; EnerNOC, Inc., et al. v. Elec. Power Supply Assoc., et al.*, participation in an amicus brief before the U.S. Supreme Court regarding FERC's jurisdiction over the wholesale prices paid for demand.

Administrative Matters

The Legal Division counsels the Arizona Corporation Commission on a variety of matters, such as Open Meeting Law, public records requests, procedural issues, and other similar matters.

The Legal Division also provides advice to the Corporations Division, which has the responsibility for processing corporate filings, such as Articles of Incorporation, Certificates of Disclosure, and Annual Reports. These items must be submitted to the Commission by every corporation doing business within the State of Arizona.

Special Projects

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

The Legal Division has assisted with a variety of generic proceedings related to the energy industry, such as the biennial transmission assessment, and the annual summer and winter preparedness workshops. Also, the Legal Division has participated in a variety of workshops addressing the value of DG, the technological advances in the electric industry, and energy efficiency.

The major cases before the Commission usually include an advisory staff assigned to separately advise Commissioners and Commissioners' staffs without violating the *ex parte* communications rule. Thus, in many 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.



Safety Division

Robert Marvin
Director

The Safety Division is comprised of two sections; Railroad Safety and Pipeline Safety

Railroad Safety Section

Brian H. Lehman
Supervisor

The Railroad Safety Section, an integral part of the Safety Division, enforces federal safety standards for track, signal, motive power and equipment, railroad operating practices, and the shipment of hazardous materials by rail in addition to Commission regulations. The Railroad Safety Section is also responsible for the inspection and review of industrial track and rail-highway crossing construction projects. In addition to its main office in Phoenix, two Rail Safety Inspectors are located in the Tucson office. This staffing arrangement provides the Commission and the citizens of Arizona with quick response to any rail incident, as well as direct contact for more routine matters.

During FY 2014-15, the Section inspected 1,299 miles of track, 3,532 freight cars, 189 locomotives, 303 crossings, and 10 industrial track facilities. Staff also conducted 116 Road Worker Protection (RWP) inspections. Also, 21 incidents were investigated that involved tank cars carrying hazardous materials. The Railroad Safety Section's Operating Practices Inspector was certified by the Federal Railroad Administration (FRA) in October, 2014 and promoted to Senior Inspector in November, 2014.

During FY 2014-15, signal and train control devices statewide were inspected in an on-going rotation. The Section investigated 27 train derailments, along with 18 grade crossing accidents and 16 complaints received from other governmental agencies, railroad employees and the public. In total, the Section recommended 18 violations for prosecution of non-compliance of federal regulations.

Commission staff, in conjunction with the Federal Highway Administration (FHWA) and the Arizona Department of Transportation (ADOT), conducts an annual review of certain public rail-highway crossings throughout the state and prepares a list of crossings to be considered for improvements such as new lights and gate installations at public crossings to be considered for improvements such as new lights and gate installations at public crossings, using solely FHWA funds. From that list, the Commission publishes an array of 5-8 crossings each year. During FY 2014-15, the Commission approved 5 crossing projects for improvement using federal funds. The array is then submitted to the cities, towns, and/or counties to make applications for funding through ADOT to the FHWA.

Another responsibility of the Section is reviewing applications for modification to existing at-grade crossings, such as modifications to warning devices, engineering or highway construction, or the creation of new at-grade crossings. These improvement are funded by city, county and/or state funds. Staff reviews and analyzes the crossing applications and makes recommendations to the Commissioners regarding safety requirements at the crossings. During FY 2014-15, the Commission approved 4 crossing improvement projects. No new crossings were constructed during the FY 2014-2015 period.

The Section is also very active in the Arizona Operation Lifesaver Program, a public awareness program that promotes rail-highway crossing and trespasser safety.

Pipeline Safety Section

Robert Miller
Supervisor

The Pipeline Safety Section operates its main office in Phoenix and staffs offices in Tucson and Prescott. Staffing offices around the state allows the section to respond expeditiously to pipeline incidents wherever they occur as well as to provide a local point of contact for investigations, audits and outreach opportunities.

The Pipeline Safety Section 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. Inspection and operation audits are conducted on all intrastate natural gas transmission/distribution pipelines, intrastate liquefied petroleum gas distribution pipeline, intrastate hazardous liquid pipelines, intrastate liquefied natural gas facilities and master meter natural gas operations, such as apartments, mobile home parks, schools and other gas distribution systems at the point beyond the utility company meter. The Pipeline Safety Section also enforces the Arizona Underground Facilities Law, previously known as the “Blue Stake” Law.

As a result of these responsibilities, the Pipeline Safety Section monitors the activities of 6 interstate natural gas transmission pipelines, 1 interstate hazardous liquid pipeline, 15 major intrastate gas pipeline operations, 2 intrastate liquefied natural gas facilities, 8 intrastate gas transmission pipelines, 3 intrastate hazardous liquid pipelines and 934 master meter natural gas operations.

During FY 2014-15, the Pipeline Safety Section inspected 15 major intrastate natural gas and liquefied petroleum gas distribution pipeline operators, 6 intrastate gas transmission pipeline operators, 2 intrastate hazardous liquid pipeline operators, 2 intrastate liquefied natural gas operator, 4 interstate gas transmission operators, and 1 interstate hazardous liquid pipeline operator. In addition to the comprehensive inspections above, Pipeline Safety Section staff also conducted 127 specialized inspections, 27 follow-up inspections, and 4 incident investigations of major intrastate operators.

The Pipeline Safety Group conducted 680 comprehensive master meter (MM) inspections, 126 specialized MM inspections, 459 follow-up MM inspections and 146 construction inspections of master meter natural gas distribution systems. In addition during FY 2014-15, the Pipeline Safety Section investigated 163 reported violations of the Underground Facilities Law, issued 144 notices of violations and collected \$72,250 in fines.

Staff also received 1,498 notices of incidents from pipeline operators. Pipeline operators shut off gas service to 88 master meter gas systems that required repair. During the fiscal year, the Pipeline Safety Section provided 15 training workshops for 237 operators of master meter gas systems and assisted master meter operator personnel by making pipe locating and leak detection equipment available to them. Staff participated in 33 Damage Prevention seminars held state-wide, with various utility operators, Arizona Utility Contractors Association (AZUCA) and Arizona 811 with a total of 2,151 attendees.

Securities Division

Matthew Neubert
Director

Mission: *To ensure the integrity of the securities marketplace through investigative actions as well as the registration and/or oversight of securities, securities dealers and salesmen, and investment advisers and their representatives; to enhance legitimate capital formation; and to minimize the expense of regulatory compliance on legitimate business, consistent with vigorous investor protection.*

The Securities Division reviews prospective offerings of securities to ascertain that full and fair disclosure is made to potential securities investors and that the terms of offerings are not inherently fraudulent.

Securities dealers, salesmen, investment advisers, and investment adviser representatives are required to register with the Division prior to conducting business in Arizona.

The Division reviews these applications and monitors the conduct of investment advisers, investment adviser representatives, dealers, and salesmen; investigates possible violations of the Securities Act and Investment Act; where the evidence warrants, brings administrative or civil or refers criminal actions; and conducts programs to educate investors to protect themselves.

The Division has two major sections:

- 1) Registration and Compliance
- 2) Enforcement

Registration & Compliance Section

Registration and Compliance reviews applications for registration and exemption filings in connection with securities transactions under the Arizona Securities Act. This Section is also responsible for the administration of the registration and licensing provisions of the Securities Act and the Investment Management Act pertaining to dealers, salesmen, investment advisers, and investment adviser representatives. Staff conducts on-site examinations of dealers and investment advisers to ensure compliance with these Acts.

The Corporation Commission is authorized to deny, suspend, or revoke a registration or license, to assess fines, and to order restitution.

During FY 2014-15 the Section processed 1,932 dealer and 187,109 salesman registrations.

In addition, the Section processed 7,825 investment adviser representative licenses and 2,427 state investment adviser licenses and federal investment adviser notice filings.

The Section conducted 70 field examinations of dealers and investment advisers.

The Section processed 28,173 applications for securities registration and notice filings, 1,893 filings for various exemptions from registration, and 2,283 name change requests during FY 2014-15.

Division duty officers responded to approximately 2,151 inquiries from the public regarding the substance of the Securities and Investment Management Acts and 3,255 inquiries regarding dealers, salesmen, investment advisers, and investment adviser representatives.

Enforcement Section

The Securities Division maintains an active enforcement program in order to protect the integrity of the marketplace and to preserve the investment capital formation process by investigating possible violations of the Securities Act and the Investment Management Act. During FY 2014-15, the Division initiated 7 investigations and had a total of 44 matters under investigation at year-end.

The Corporation Commission is authorized to enter cease and desist orders, to assess penalties, and to order restitution. The Commission may also apply to the Superior Court of Maricopa County for an injunction or the appointment of a conservator or receiver or to enforce Commission orders. The Corporation Commission may also transmit evidence to the Attorney General and County and United States Attorneys, who may file criminal cases.

The Securities Division makes a substantial commitment to its cases once litigation is commenced. Securities Division attorneys litigate administrative and civil cases, assisted by special investigators, legal assistants, and certified public accountants. Because of their familiarity with the facts in a case they have investigated, Enforcement staff may also assist in criminal prosecutions of cases they refer for prosecution.

During FY 2014-15, the Securities Division filed 9 administrative proceedings involving 18 respondents, and assisted state and federal law enforcement agencies in obtaining seven indictments.

During the same period, the Corporation Commission issued 12 Cease and Desist Orders against 21 respondents based on Securities Division actions. The Commission also ordered 20 respondents to pay \$11,207,781 in restitution and 21 respondents to pay \$906,500 in administrative penalties. The Commission revoked or suspended two licenses or registrations.

Criminal prosecutions assisted by Securities Division staff resulted in 16 criminal convictions during this fiscal year with defendants being ordered to pay \$33,016,763 in restitution.

These administrative and civil actions resulted in money being paid into Arizona's General Fund. The Corporation Commission's funding is appropriated through the normal state budget process.

Investor Education

The Securities Division's investor education program features a full-time investor education coordinator who makes presentations to civic, consumer, and educational groups across Arizona. The Securities Division believes that an informed investor is the best defense against investment fraud.

In FY 2014-15, the Securities Division conducted 43 public education programs. This outreach included both communities inside Maricopa County and other communities across the state.

In addition to group presentations, the Securities Division distributes its investor educational message and materials through the Internet, press releases, newspaper articles, and printed materials available at libraries and in the public office areas of various consumer groups. Through these efforts, the Securities Division stresses to Arizonans the importance of verifying the licensure status of the promoter before they invest and of making informed investment decisions, thereby reducing the likelihood of falling victim to unscrupulous financial professionals.

The Securities Division maintains strategic partnerships with other agencies and nonprofit organizations in order to further educational efforts. These partners include the North American Securities Administrators Association (NASAA), the U.S. Securities and Exchange Commission, the Arizona Attorney General and the Financial Industry Regulatory Authority (FINRA).

Utilities Division
Steve Olea
Director
(Report prepared by current Director Tom Broderick)

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.*

The Utilities Division monitors the operations of approximately 631 companies 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 in conjunction with the determination of rates that are just, fair and reasonable to the utility’s customers and company stakeholders which will result in a reasonable return on fair value for public service corporations.

The Division reviews utility company financial records and recommends to the Commission appropriate rates and revenue requirements. With the exception of small public service corporations, these requests for rate changes are typically 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 the telecommunications industry evolving from a monopoly to a competitive industry, the Utilities Division has the added responsibility of providing leadership and support in the development of competition. The Division works with the Commissioners and all affected stakeholders to develop equitable competitive markets that will benefit consumers of telecommunications services.

Throughout FY 2014-15, the Division devoted significant resources to the following major efforts:

- Arizona Public Service Rate Case
- Commission’s Investigation of Value and Cost of Distributed Generation
- Garkane Energy Rate Case
- Graham County Utilities (Gas Division)
- Navopache Electric Cooperative
- Proposed Rulemaking Regarding Interconnection of Distributed Generation Facilities
- Resource Planning and Procurement

- Streamlined Rate Case
- Sulphur Springs Valley Electric Cooperative Rate Case
- Trico Electric Cooperative Rate Case
- Tucson Electric Power Rate Case
- UNS Electric, Inc. Rate Case
- Arizona Water Company Rate Case
- EPCOR Water Arizona Inc
- Garkane Energy Cooperative, Inc. Rate Case
- Global Water – Palo Verde Utilities
- Global Water – Santa Cruz Water Company
- Green Acres Water Company Rate Case
- Liberty Utilities
- Sahuarita Water Company Rate Case
- Southland Utilities Company, Inc. Rate Case
- Southwest Environmental Utilities, LLC
- Tacna Water Management Company Rate Case
- Utility Source LLC Rate Case
- Valley Utilities Water Company, Inc. Rate Case
- Distribution System Improvement Charge (DISC)
- Review and preparation of recommendations for 9 Renewable Energy Standard and Tariff implementation plans
- Review and preparation of recommendations for numerous other electric and natural gas energy efficiency programs, including cost benefit re-calculations
- Analysis and preparation of multiple Telecom Certificates of Convenience and Necessity (CC&N)
- Participation in several transmission line siting cases
- Continued supervision of interim managers for several water companies; and
- Ongoing efforts to monitor service quality and reliability among regulated utilities
- Modifications to Commission’s Holding Companies and Affiliated Interest Rules

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

- 1) Revenue Requirements & Audits:
- 2) Policy & Programs:
- 3) Engineering;
- 4) Consumer Services;
- 5) Administrative Services.

The Division oversees the following numbers of utilities:

Telecommunications companies	275
Water utility companies.....	242*
Sewer companies.....	29*
Water and Sewer	21
Electric companies.....	16
Gas utilities.....	6

*The Commission oversees over 400 individual water and sewer systems. Multiple systems can be operated by the same utility company.

Revenue Requirements & Audits

This Section is responsible for the analysis of all financial aspects of utility company applications, including requested approvals for rate increases, mergers, debt and equity issuances, transfers of assets, purchased power and gas adjustor revisions, ACC authorized Systems Improvements Benefits filings, and applications for Certificates of Convenience & Necessity “CC&N”. The analysts prepare staff reports and written testimony, including financial schedules and spreadsheets, and testify in administrative hearings regarding their findings, conclusions and recommendations.

During FY 2014-15, the Section analyzed numerous large rate-related cases, as well as a number of small water company rate cases. Staff’s responsibilities in analyzing a rate application include conducting a regulatory audit and developing recommendations that address various accounting issues, reasonableness of expenses, cost of capital, overall revenue requirement, rate design and, ultimately the proposed rates.

Policy & Programs Section

The Policy and Programs Section analyzes economic and policy issues pertaining to the Commission’s regulation of investor-owned electric and gas utilities and rural electric and gas cooperatives. The section also analyzes and implements telecommunications policies adopted by the Commission. The staff uses a variety of computer models, quantitative techniques and qualitative methods in its utility evaluations and research. Recommendations are presented to the Commissioners through staff reports, sworn testimony, memorandums and recommended orders.

The section is also responsible for analyzing and preparing Staff recommendations for the majority of electric tariff filings, special contracts, natural gas tariff filings, renewable energy programs, demand-side management programs, rulemakings, telecommunications tariff filings, proposed tariff revisions and competitive telecommunication inter-connection agreements. The section also processes applications for Certificates of Convenience & Necessity “CC&N” for competitive telecommunications firms.

The section is also responsible for compliance and enforcement and ensures that utilities comply with the provisions of the Arizona Revised Statutes, Commission rules and Commission orders.

Staff are 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 2014-15, staff reported the following compliance actions:

- 641 annual reports were mailed to utilities and monitored for filing.
- 140 new decisions were entered and tracked for compliance
- 133 utilities were required to remit an annual assessment and monitored for compliance.

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), irrigation, telecommunications and electric companies. 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 Certificates of Convenience & Necessity “CC&N” applications for all regulated utilities. The engineers work with the Compliance and Enforcement Section to assure compliance with Commission Orders.

The Engineering Section assists the Revenue Requirements & Audits Section in the processing of rate case applications, financing applications and other cases. Inspections are performed to determine whether utility plant is “used and useful.” The Engineering Section staff also reviews and/or conducts cost of service studies filed by the utilities.

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 also assists in the processing of water main extension agreements.

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 evaluating issues related to reliability of newly-proposed generating stations and transmission lines.

The electrical engineers are responsible for preparing the Biennial Transmission Assessment Report and for reviewing the associated utility filings. The electrical engineers are also responsible for enforcement of the Overhead Power Line Safety Law.

The electrical engineers monitor and actively participate in statewide and regional organizations that impact the planning of transmission facilities and the safe, reliable operation of the bulk electric system in Arizona.

In the area of telecommunications, the Telecommunications Engineers review various telecommunications applications and utility requests for numbering resources (waiver requests). The Telecommunications Engineers also participate in the telecommunications dockets and are responsible for addressing service quality issues.

In addition, the Engineering Section maintains a Geographic Information System (GIS) program for producing detailed utility service area maps for use by the Commission and the general public.

Consumer Services Section

The Consumer Services Section investigates and mediates complaints from the public regarding operation, billing, terminations, quality of service and facilities of public service corporations. The Section engaged in the following activities during FY 2014-15:

Public Comment Meetings: In an effort to provide consumers an opportunity to voice their concerns and opinions on proposed rate increases and the quality of service of the public utilities serving them, the Consumer Services Section supports public comment meetings. When requested, the Consumer Services Section organizes a public comment meeting. When a public utility files an application for a rate increase, the Consumer Services Section assists in the review of the application for sufficiency. It also receives and responds to customer service problems and comments. During FY 2014-15, the Consumer Services Section assisted with or held 11 public comment/town hall meetings.

Mediation: When the public utility and the consumer are not able to agree on the resolution of the consumer's complaint, a representative from the Utilities Division will conduct an independent mediation to resolve the complaint. The Consumer Services Section conducted 16 mediations.

Meter Testing: The Consumer Services Section tests water meters when the accuracy of the meter reading is questioned. The Consumer Services Section tested 47 meters.

Field Investigations: On-site field investigations are sometimes needed in order to 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 6 field investigations.

Opinions: During a pending rate case, consumers are able to provide feedback to the Commission which becomes docketed with the case. The Consumer Services Section handled 2,978 opinions including 75 petitions with 4,911 signatures.

Complaints & Inquiries: The following tables list the total complaints and inquiries handled by the Consumer Services Section by utility type and complaint or inquiry type:

Complaints by Utility Type

Communication Companies.....	797
Sewer Companies.....	87
Water Companies.....	776
Electric Companies.....	961
Gas Companies	1,100
TOTAL.....	3,721

Complaints by Inquiry Type

Billing issues.....	1,124
Deposit issues	109
New service issues	89
Service issues.....	201
Quality of service	882
Disconnect/termination	261
Repair issues.....	99
Rate case items	2,544
Rates/tariffs	24
Misc./Non-jurisdictional	604
TOTAL.....	5,937

The second table includes all complaints and inquiries included in the first table plus opinions, miscellaneous and non-jurisdictional and other issues unrelated to regulated utilities.

Administrative Services Section

The Administrative Services Section provides general and complex administrative and clerical support to the Director's office and the following Sections: Revenue Requirements & Audits; Policy & Programs; Engineering, and Consumer Services.

Administrative support staff format and process open meeting items, staff reports, testimony and correspondence; maintain various databases; scan and link tariff files for posting on the web; scan monthly decisions for Division use; provide research; distribute mail and internally generated documents; and provide general customer service.

In addition, the Section maintains a multimedia library used by Commission employees. The library contains legal, technical and reference publications; federal and state documents; videos and computer programs. The library specializes in utility-related information.

Items processed by the Administrative Services Section during FY 2014-15 include:

Staff Reports	150
Tariffs Administratively Approved.....	255
Testimony.....	30
Open Meeting Items	127
Telecom Interconnection Agreements	57

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 legislative appropriation. Beginning in FY 10, the Commissioners' Wing, and Corporations and Securities Divisions were moved from the General Fund to other funds. Only the Railroad Safety program remains on the General Fund.

The Administration Division receives funding from the Utilities Regulation Revolving Fund., the Public Access Fund, and the Securities Revolving Fund. The Corporations Division is the recipient of funding from the Arts Trust Fund and Public Access Fund. 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, Pipeline and Railroad Safety Sections, 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 fulfilling 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.

Commission Revenue by Source	Actual	Actual	Estimated
	<u>2013-2014</u>	<u>2014-2015</u>	<u>2015-2016</u>
Corporation Filing Fees*	7,281,471	7,156,445	7,250,000
Security and Broker Fees*	20,057,872	20,518,248	20,000,000
Miscellaneous Service Charges**	221,094	50,374	50,000
Fines & Forfeitures*	1,368,090	891,029	1,000,000
Utility Assessments	22,884,956	15,280,119	13,350,000
Sec. Regulatory & Enforcement Fund	4,787,500	5,535,511	5,575,000
Sec. Investment Management Act Fund	2,434,181	2,882,163	3,000,000
Public Access Fund	7,033,422	6,884,175	7,000,000
Federal Grant***	630,409	1,751,152	1,500,000
TOTAL	66,698,995	60,949,216	58,725,000

*Deposited in the State General Fund

** Deposited in the State General Fund & Utility Regulation Revolving Fund

***Federal Grant revenue reflects amounts reimbursed to the Pipeline Safety Division's Federal Fund. Reimbursement from the Federal Government is based on calendar year, rather than the state's fiscal year, which results in fiscal year timing differences between expenditures and reimbursement revenue receipts.

Table 2

Expenditures by Budget Program

Expenditures by Budget Program	Actual	Actual	Estimated
	<u>2013-2014</u>	<u>2014-2015</u>	<u>2015-2016</u>
Admin., Broadcast & Hearings Divisions	6,205,400	6,279,858	6,264,800
Corporations Division	3,803,500	3,812,711	3,800,000
Securities Division	4,418,200	4,421,200	5,300,000
Railroad Safety Section	597,500	647,196	660,000
Pipeline Safety Section	1,604,100	1,724,965	1,740,000
Utilities Division	5,502,400	5,599,794	5,525,000
Legal Division	1,852,600	1,938,621	1,940,000
Information Technology	<u>1,971,500</u>	<u>2,455,162</u>	<u>2,550,000</u>
TOTAL	25,955,200	26,879,507	27,779,800

Table 3

Expenditures by Fund Source

Expenditures by Fund Source	Actual	Actual	Estimated
	<u>2013-2014</u>	<u>2014-2015</u>	<u>2015-2016</u>
General Fund	511,000	605,504	614,200
Arts Trust Fund	93,700	50,048	50,100
Sec Regulatory & Enforcement Fund	4,661,000	4,717,989	5,628,700
Sec Investment Management Act Fund	714,200	715,114	712,600
Utility Regulation Revolving Fund	13,598,700	13,807,547	13,781,300
Public Access Fund	5,987,800	6,171,163	6,142,900
Federal Funds**	<u>388,800</u>	<u>812,142</u>	<u>850,000</u>
TOTAL	25,955,200	26,879,507	27,779,800

**Totals reflected are actual/estimated 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 1938-1944
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	1997-2003
Tony West	Republican	1999
William "Bill" Mundell	Republican	1999-2008
Marc Spitzer	Republican	2001-2006
Mike Gleason	Republican	2003-2008
Jeff Hatch-Miller	Republican	2003-2008
Kristin Mayes	Republican	2003-2010
Barry Wong	Republican	2006
Gary Pierce	Republican	2007-2014
Sandra Kennedy	Democrat	2009-2012
Paul Newman	Democrat	2009-2012
Bob Stump	Republican	2009-present
Brenda Burns	Republican	2011-2014
Robert "Bob" Burns	Republican	2013-present
Susan Bitter Smith	Republican	2013-present
Doug Little	Republican	2015-present
Tom Forese	Republican	2015-present

Southern Arizona Office

As noted in several areas of this Annual Report, the Corporation Commission maintains a southern Arizona office in Tucson at 400 West Congress Street. This office provides many of the same services as the offices in Phoenix. Sections of the Corporations and Utilities Divisions as well a Hearing Officer from the Hearing Division are located in Tucson.

Tucson Personnel assigned to the Utilities Division provided Consumer Services staffing, prepared staff input to rate cases, conducted railroad safety training and inspections as well as fulfilled pipeline safety requirements. The Hearing Officer in Tucson conducts hearings on matters of interest to residents located in Southern Arizona. In addition to holding hearings in Tucson, the Hearing Officer often travels to and conducts hearings in the Southern Arizona communities affected by the proceeding.

Not only does availability of the Tucson Office provide a convenience to southern Arizona residents, it facilitates better statewide accomplishment of Corporation Commission responsibilities.