

LIST OF EXHIBITS ADMITTED

EXHIBIT NUMBER	DESCRIPTION
1	Palmieri Direct Testimony
2	Kelly Direct Testimony
3	Martin Direct & Suppl. Testimony
4	Knudson Direct & Suppl. Testimony
5	Friesen Direct Testimony
6	Kelly Rebuttal Testimony
7	Martin Rebuttal Testimony
8	Knudson Rebuttal Testimony
9	Stutz Direct Testimony
10	Binz Direct Testimony
11	Gale Direct Testimony
12	Pomeranz Direct Testimony
13	Buchanan Direct Testimony
14	Allum Direct Testimony
15	Shafer Direct Testimony
16	Teague Direct Testimony
17	Barhaghi Direct Testimony
18	Schmitz Direct Testimony
19	Decision No. C83-426
20	Decision No. C87-1690

EXHIBIT NUMBER	DESCRIPTION
21	Decision No. C88-726
22 - Late-filed	List of CPCNs
23 - Late-filed	Stipulation re City of Montrose
24 - Late-filed	Harris Group Study (Nucla)
25	<u>Re Maine Pub. Serv. Co.</u> , 75 PUR4th 295 (1986)
26 - Late-filed	Statement of Tri-State re PUC juris- diction

EXHIBIT 3.01(a)
(to Asset Purchase Agreement)

Docket No. 91A-589E
Decision No. C91-1729
Appendix B (18 pages)

PSCO GENERATING FACILITIES

1. Craig 1.

A 9.72% undivided ownership interest in Craig 1, a coal-fired steam electric generating plant located in Moffat County near the city of Craig in northwestern Colorado and having a current net generating capacity of 428 MW, representing 33.47% of Colorado-Ute's 29% undivided ownership interest in Craig 1 (41.5 MW).

2. Craig 2.

A 9.72% undivided ownership interest in Craig 2, a coal-fired steam electric generating plant located in Moffat County near the city of Craig in northwestern Colorado and having a current net generating capacity of 428 MW, representing 33.47% of Colorado-Ute's 29% undivided ownership interest in Craig 2 (41.5 MW).

3. Craig Station Common Facilities.

(a) A 6.47% undivided ownership interest in and to the Original Common Facilities listed in Appendix 1 to Exhibit A to the Amended and Restated Craig Station Common Facilities Agreement.

(b) A 9.72% undivided ownership interest in and to the Original Common Facilities as listed in Appendix 2 to Exhibit A to the Amended and Restated Craig Station Common Facilities Agreement.

4. Craig Station Real Property.

A 6.47% undivided ownership interest in the Craig Plant Site, as defined in the Amended and Restated Yampa Project Participation Agreement, including all rights-of-way, easements and licenses which relate to or run to the benefit of such real property, representing 12.28% of Colorado-Ute's 52.67% ownership interest in such real property.

5. Hayden 1.

A 75.5% undivided ownership interest in Hayden 1, a coal-fired steam electric generating plant located in Routt County, near the city of Hayden in northwestern Colorado and having a current net generating capacity of 184 MW, in which Colorado-Ute has a 100% undivided ownership interest (139 MW).

6. Hayden 2.

A 37.4% undivided ownership interest in Hayden 2, a coal-fired steam electric generating plant located in Routt County, near the city of Hayden in northwestern Colorado and having a current net generating capacity of 262 MW, representing 74.8% of Colorado-Ute's 50% undivided ownership interest in Hayden 2 (98 MW).

7. Hayden Station Common Facilities.

(a) A 53.1% undivided ownership interest in and to the Hayden Station Common Facilities as listed in Exhibit C to the Amended and Restated Hayden Participation Agreement.

8. Hayden Station Real Property.

(a) A 75.5% undivided ownership interest in and to each parcel of real property on which Hayden 1 is located, including all rights-of-way, easements and licenses which relate to or run to the benefit of any of such real property.

(b) A 37.4% undivided ownership interest in and to each parcel of real property on which Hayden 2 is located, including all rights-of-way, easements and licenses which relate to or run to the benefit of any of such real property, representing 74.8% of Colorado-Ute's 50% undivided ownership interest in such real property.

9. Hydroelectric Facilities.

(a) A 100% ownership interest in Tacoma Hydro, a hydroelectric generating facility located near Durango, Colorado, including all related buildings, equipment, fixtures, systems, and other improvements.

(b) A 100% ownership interest in Ames Hydro, a hydroelectric generating facility located near Silverton, Colorado, including all related buildings, equipment, fixtures, systems, and other improvements.

(c) A 100% ownership interest in Ouray Hydro, a hydroelectric generating facility located near Ouray, Colorado, including all

related buildings, equipment, fixtures, systems, and other improvements.

10. Bullock Station.

(a) A 100% ownership interest in Bullock Station, a conventional coal-fired steam electric generating station consisting of two units located in Montrose, Colorado.

(b) A 100% ownership interest in and to each parcel of real property on which Bullock Station is located, including all rights-of-way, easements and licenses which relate to or run to the benefit of any such real property.

11. Canon City.

(a) A 100% ownership interest in Canon City Station Unit 1, a 16.5 MW conventional coal-fired steam electric generating unit located in Canon City, Colorado.

(b) A 100% ownership interest in each parcel of real property on which Canon City Station Unit 1 is located, including all rights-of-way, easements and licenses which relate to or run to the benefit of any such real property.

EXHIBIT 2.01(a)
(to Asset Purchase Agreement)

THE TRI-STATE GENERATING FACILITIES

1. Craig 3.

All of Colorado-Ute's leasehold interest in the "Facility", as defined in the Craig 3 Leases, which consists of

(a) the 408 MW coal-fired steam electric generating plant located at Craig Station and designated as Craig Station Unit No. 3, and

(b) an undivided interest in the New Common Facilities as identified on Exhibit B to the Craig Station Common Facilities Agreement,

together with all of Colorado-Ute's rights and interests under the Craig 3 Related Agreements (other than the Tax Indemnification Agreements).

2. Craig Station Common Facilities.

A 33.33% undivided ownership interest in and to the Original Common Facilities listed in Appendix 1 to Exhibit A to the Amended and Restated Craig Station Common Facilities Agreement.

3. Craig Station Real Property

A 33.33% undivided ownership interest in the Craig Plant Site as defined in the Amended and Restated Yampa Project Participation Agreement including all rights-of-way, easements and licenses which relate to or run to the benefit of any such real property, representing a 63.28% of Colorado-Ute's 52.67% undivided ownership interest in such real property.

4. Nucla Power Station

A 100% undivided ownership in the 100 MW coal-fired steam electric generating station located near Nucla, Colorado, and designated as Nucla Power Station, including all related buildings, equipment, fixtures, systems, and other improvements.

5. Nucla Power Station Real Property

All of Colorado-Ute's right, title, and interest in and to each parcel of real property on which the Nucla Power Station is located, or otherwise relating to the Nucla Power Station, including all rights-of-way, easements, and licenses which relate to or run to the benefit of any of such real property.

EXHIBIT 4.01(a)
(to Asset Purchase Agreement)

PACIFICORP GENERATING FACILITIES

1. Craig 1

A 19.28 percent undivided ownership interest in and to Craig 1, a coal-fired steam electric generating plant located in Moffat County, near the city of Craig in northwestern Colorado and having a current net generating capacity of 428 MW, representing 66.53 percent of Colorado-Ute's 29.00 percent undivided ownership interest in Craig 1.

2. Craig 2

A 19.28 percent undivided ownership interest in and to Craig 2, a coal-fired steam electric generating plant located in Moffat County near the city of Craig in northwestern Colorado and having a current net generating capacity of 428 MW, representing 66.53 percent of Colorado-Ute's 29.00 percent undivided ownership interest in Craig 2.

3. Craig Station Common Facilities

(a) A 12.86 percent undivided ownership interest in and to the Original Common Facilities listed in Appendix 1 to Exhibit A to the Amended and Restated Craig Station Common Facilities Agreement.

(b) A 19.28 percent undivided ownership interest in and to the Original Common Facilities listed in Appendix 2 to Exhibit A to the Amended and Restated Craig Station Common Facilities Agreement.

4. Craig Station Real Property

A 12.87 percent undivided ownership interest in the Craig Plant Site, as defined in the Amended and Restated Yampa Project Participation Agreement, including all rights-of-way, easements and licenses which relate to or run to the benefit of any of such real property, representing 24.43 percent of Colorado-Ute's 52.67 percent undivided ownership interest in such real property.

5. Hayden 1

A 24.50 percent undivided ownership interest in and to Hayden 1, a coal-fired steam electric generating plant located in Routt County, near the city of Hayden in northwestern Colorado and having a net current generating capacity of 184 MW, representing 24.50

percent of Colorado-Ute's 100.00 percent undivided ownership interest in Hayden Station Unit 1.

6. Hayden 2

A 12.60 percent undivided ownership interest in and to Hayden 2, a coal-fired steam electric generating plant located in Routt County, near the city of Hayden in northwestern Colorado and having a current net generating capacity of 262 MW, representing 25.20 percent of Colorado-Ute's 50.00 percent undivided ownership interest in Hayden 2.

7. Hayden Station Common Facilities

A 17.50 percent undivided ownership interest in and to the Hayden Common Facilities listed in Exhibit C to the Restated Hayden Participation Agreement.

8. Hayden Station Real Property

(a) A 24.50 percent undivided ownership interest in and to each parcel of real property on which Hayden 1 is located, including all rights-of-way, easements and licenses which relate to or run to the benefit of any of such real property, representing 24.50 percent of Colorado-Ute's 100.00 percent undivided ownership interest in such real property.

(b) A 12.60 percent undivided ownership interest in and to each parcel of real property on which Hayden 2 is located, including all rights-of-way, easements and licenses which relate to or run to the benefit of any of such real property, representing 25.20 percent of Colorado-Ute's 50.00 percent undivided ownership interest in such real property.

EXHIBIT 3.01(b)
(to Asset Purchase Agreement)

PSCO TRANSMISSION FACILITIES

1. Bulk Power Transmission Lines

The undivided ownership interests and capacity entitlements (expressed as a percentage of Colorado-Ute's interest), as specified below, in the following bulk power transmission line of Colorado-Ute, together with the same percentage interest in all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to PSCO:

<u>Transmission Line</u>	<u>Undivided Ownership Interest to be Transferred to PSCO</u>	<u>Capacity Entitlement to be Transferred to PSCO</u>
Basalt-Malta	100%	100%
Boone-Lamar 230 kV	100%	56%
Craig-Hayden Tap 230/345 kV line	100%	100%
Craig-Rifle 345 kV	50%	50%
Gore Pass-Blue River (G.P.) 230 kV	100%	100%
Grand Junction-Montrose 345 kV	50%	50%
Hayden Tap-Hayden Sub 230 kV	100%	100%
Hayden Tap-Wolcott Tap 230 kV	100%	100%
Hayden-Blue River 230 kV	100%	100%
Long Hollow-San Juan 345 kV	50%	50%
Midway-Boone 230 kV	100%	60%
Montrose-Long Hollow 345 kV	26%	26%
Poncha-San Luis Valley 230 kV	100%	50%
Rifle-Grand Junct. 345 kV	17%	17%
Rifle Sub (USBR) (R CUEA-R WAPA)	73%	73%
Wolcott Tap-Wolcott Sub	100%	100%
Wolcott-Basalt 230 kV	100%	100%

2. Distribution Transmission Lines

All of Colorado-Ute's right, title and interest in and to each of the following member-load transmission lines, together with all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to PSCO:

Grand Valley

Collbran-Grand Junction 115 kV
Rifle-Collbran 115 kV (138 Const)

Intermountain

None

Holy Cross

Basalt 115 kV Tap
Basalt-Aspen 115 kV
Basalt-Crystal 115 kV

Yampa

Craig-Craig Transfer 230 kV
Hayden (WAPA)-Mt. Harris 138 kV
Steamboat Tap (str 176)-Steamboat Sub
Wolcott Tap-Steamboat Tap (str 176)

EXHIBIT 3.01(c)
(to Asset Purchase Agreement)

PSCo SUBSTATIONS

1. Bulk Power Substations

The undivided ownership interests and capacity entitlements (expressed as a percentage of Colorado-Ute's interest), as specified below, in the following bulk power substations of Colorado-Ute, together with the same percentage interest in all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to PSCo:

<u>Substation</u>	<u>Undivided Ownership Interest to be Transferred to PSCo</u>	<u>Capacity Entitlement to be Transferred to PSCo</u>
Basalt Transmission Sub	100%	100%
Blue River Sub (PSC)	100%	100%
Boone Trans Sub	100%	50%
Craig Station Switchyard Area A	100%	50%
Craig Station Switchyard Area C	100%	100%
Craig Switchyard Area B-South	100%	50%
Craig USBR Sub (Hayden-Rifle)	100%	50%
Grand Junction Transmission Sub	100%	50%
Grand Junct. 345 kV Trans Sub Area C	100%	50%
Hayden Sub (USBR)	100%	100%
Hesperus 345 kV Trans Sub Area B	100%	50%
Hesperus 345 kV Trans Sub.	100%	50%
Lamar 230/115 kV Transmission Sub	50%	50%
Malta Transmission	100%	100%
Montrose 345 kV Trans Sub Area A	100%	50%
Rifle 345 kV Sub Area E	50%	50%
Rifle 345 kV Trans Sub Area D	100%	50%
Rifle 345 kV Transmission Sub Area B	100%	50%
Rifle Transmission Sub Area A	100%	50%
San Juan 345 kV Transmission Sub	100%	50%
San Luis Valley 230/115 Sub	100%	50%
Shiprock 345 kV Transmission Sub	100%	50%
Wolcott Sub	100%	100%

2. Distribution Substations

All of Colorado-Ute's right, title and interest in and to each of the following member-load substations, together with all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to PSCo:

Grand Valley

Collbran Distribution Sub
Collbran Switching Station

Holy Cross

Aspen Distribution Sub
Aspen Town Distribution Sub
Avon Distribution Sub
Crystal Distribution Sub
Basalt Distribution Sub
Glenwood Springs Dist. Sub
Glenwood Springs (Cardiff) Del. Pt.
Mitchell Creek Distribution Sub.
Parachute Sub Metering
Roaring Fork Distribution Sub
Vail Distribution Sub

Intermountain

Castle Rock Metering Station
Conifer Transmission Sub
Deer Creek Distribution Sub
Fairplay Distribution Sub
Floyd Hill Metering Point
Foothills Metering Point
Midway Sub
Palmer Lake Transmission Sub
Sedalia Metering Station
Smoky Hill Transmission Sub
Tinytown Dist. Sub
Waterton Transmission Sub

Yampa Valley

Craig Station Switchyard (Area D)
Craig Transfer Sub
Hayden Plant Sub (Dist)
Mount Harris Transmission Sub
Steamboat Springs Sub

EXHIBIT 2.01(b)
(to Asset Purchase Agreement)

THE TRI-STATE TRANSMISSION FACILITIES

1. Bulk Power Transmission Lines

The undivided ownership interests and capacity entitlements (expressed as a percentage of Colorado-Ute's interest), as specified below, in the following bulk power transmission lines of Colorado-Ute, together with the same percentage interest in all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to Tri-State:

<u>Transmission Line</u>	<u>Undivided Ownership Interest to be Transferred to Tri-State</u>	<u>Capacity Entitlement to be Transferred to Tri-State</u>
Boone-Lamar 230 kV	0	44%
Craig Switch-Craig 3 230 (345) kV	100%	100%
Craig-Rifle 345 kV	50%	50%
Grand Junction-Montrose 345 kV	50%	50%
Long Hollow-San Juan 345 Kv	50%	50%
Midway-Boone 230 Kv	0	40%
Montrose-Long Hollow 345 kV	74%	74%
Poncha-San Luis Valley 230 kV	0	50%
Rifle-Grand Junct. 345 kV	83%	83%
Rifle Sub (USBR) (R CUEA-R WAPA)	27%	27%

2. Distribution Transmission Lines

All of Colorado-Ute's right, title, and interest in and to each of the following member-load transmission lines, together with all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to Tri-State:

Delta-Montrose

Hotchkiss-Juanita 115 kV
Grand Junction-Montrose 115 kV
Montrose-Happy Canyon 115 kV
Montrose-Hotchkiss 115 kV
Spring Creek Mesa-Bullock 115 kV

Empire Electric

Cahone-Empire 115 kV
Empire-Lost Canyon 115 kV
Nucla-Cahone 115 kV

Gunnison County

Blue Mesa-Lake City 115 kV
Skito-Crested Butte 115 kV

La Plata

Bayfield-Pagosa Springs 115 kV
Durango-Bayfield 115 kV
Durango-Bodo 115 kV (Dbl Ckt)
Durango-Bodo 115 kV (Sngl Ckt)
Durango-New Mexico Line 115 kV
Lost Canyon-Durango 115 kV

San Isabel

Pueblo West Tap 115 kV
Stem Beach-Walsenburg 115 kV
Walsenburg-Burro Canyon 115 kV
West (SCPC)-Stem Beach 115 kV

San Luis Valley

San Luis Valley-Ramon 115 kV
San Luis-Waverly 115 kV

San Miguel

Montrose-Nucla 115 kV

Sangre De Christo

Buena Vista Tap 115 kV

Southeast Colorado

Boone-La Junta 115 kV
La Junta-Willow Creek 115 kV
Lamar - Vilas Tap
Vilas Tap (Struc 102)-Vilas 115
Willow Creek-Vilas Tap

White River

Axial Basin-Meeker 138 kV
Hayden Sub-Axial Basin (WAPA) 138 kV
Meeker-Rangely 138 kV
Meeker-Rifle 138 kV 314

EXHIBIT 2.01(c)
(to Asset Purchase Agreement)

THE TRI-STATE SUBSTATIONS

1. Bulk Power Substations

The undivided ownership interests and capacity entitlements (expressed as a percentage of Colorado-Ute's interest), as specified below, in the following bulk power substations of Colorado-Ute (together with the same percentage interest in all related licenses, permits, rights-of-way, and other real property interests), are to be transferred to Tri-State:

<u>Substation</u>	<u>Undivided Ownership Interest to be Transferred to Tri-State</u>	<u>Capacity Entitlement to be Transferred to Tri-State</u>
Boone Trans Sub	0	50%
Craig Station Switchyard (Area A)	0	50%
Craig Switchyard Area B-South	0	50%
Craig USBR Sub (Hayden-Rifle)	0	50%
Grand Junction Transmission Sub	0	50%
Grand Junct. 345 kV Trans Sub Area C	0	50%
Hesperus 345 kV Trans Sub Area B	0	50%
Hesperus 345 kV Trans Sub	0	50%
Lamar 230/115 kV Transmission Sub	50%	50%
Montrose 345 kV Trans Sub Area A	0	50%
Rifle 345 kV Sub Area E	50%	50%
Rifle 345 kV Trans Sub Area D	0	50%
Rifle 345 kV Transmission Sub Area B	0	50%
Rifle Transmission Sub Area A	0	50%
San Juan 345 kV Transmission Sub	0	50%
San Luis Valley 230/115 Sub	0	50%
Shiprock 345 kV Transmission Sub	0	50%

2. Distribution Substations

All of Colorado-Ute's right, title, and interest in and to each of the following member-load substations, together with all related licenses, permits, rights-of-way, and other real property interests, are to be transferred to Tri-State:

Delta-Montrose

- Bullock Distribution Sub
- Bullock Transmission Sub
- Cimarron Distribution Sub
- Garnet Mesa Sub

Happy Canyon Transmission Sub
Hotchkiss 115 kV Sub
Juanita 115/46 Transmission Sub
Montrose Switching Station
North Fork 345/115 kV Transmission Sub
North Mesa Sub
Spring Creek 115/46 kV Transmission Sub

Empire Electric

Cahone 115-46 kV Transmission Sub
East Cortez Metering Station
Empire Transmission Sub
Lost Canyon Transmission Sub
Main (EEA) Switching Station
Mancos Tap Distribution Sub

Gunnison County

Blue Mesa Sub (USBR)
Crested Butte 115/24 Distribution Sub
Lake City Distribution Sub
Skito Transmission Sub

La Plata

Bayfield Transmission Sub
Bodo 115/46 kV Transmission Sub
Cascade Distribution Sub
Cascade Trans Sub
Durango Sub
Hermosa 115/46 kV Sub
Northwest Pipeline Metering Point
Pagosa Sub
Shenandoah Distribution Sub
Tacoma Sub

San Isabel

Burro Canyon 115/69 kV Sub
Calumet Sub
Ludlow Tap Transmission Sub
Portland Distribution Sub
Stem Beach Sub
Walsenburg Sub

San Luis Valley

Ansel Distribution Sub
Casa Metering Sta- Eq.
Moffat Distribution Sub

Ramon 115/69
Stanley Metering Point
Waverly 115/69

San Miguel

Ames Dist Sub
Ames Transmission Sub
John Brown Mesa
Nucla Plant Sub

Sangre de Cristo

Buena Vista Distribution Sub
Kettle Sub Metering Point
Mears Junction Distribution Sub
Querida Distribution Sub
Smelertown Sub
Twin Lakes Metering Point

Southeast Colorado

City of La Junta Metering Station
City of Lamar Metering Station
Cowan Distribution Sub
La Junta Sub
Manzanola Distribution Sub
North Fowler Distribution Sub
South Lamar Sub
Vilas 115/69 kV Sub

White River

Axial Basin Transmission Sub
Meeker Switching Station

HOLY CROSS ELECTRIC ASSOCIATION, INC. ASSETS

Substations - 115 kV and Above

AVON SUBSTATION

BEAVER CREEK SUBSTATION 115-25 kV

BEAVER CREEK SUB-CIRCUIT BREAKERS

CRYSTAL SUBSTATION 115-25 kV

RIFLE SUBSTATION 138-25 kV

VAIL SUBSTATION 115-25 kV

WOLCOTT SUBSTATION 115 kV

Transmission Lines - 115 kV and Above

AVON 115 kV LINE

BASALT-ASPEN 69 kV UPGRADE TO 115 kV

BEAVER CREEK-VAIL 115 kV LINE

WOLCOTT-BEAVER CREEK 115 kV LINE

WOLCOTT-BEAVER CREEK #2 115 kV LINE

PUBLIC SERVICE COMPANY OF COLORADO
ACQUISITION OF COLORADO-UTE LOADS AND ASSETS

TRANSMISSION FACILITIES TO BE ACQUIRED FROM COLORADO-UTE
WHICH SPECIFICALLY SERVE COLORADO-UTE MEMBERS

Colorado-Ute Member Served by Facility:

<u>Facility Name:</u>	<u>Voltage</u>	<u>Type of Facility:</u>
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Holy Cross Electric Association, Inc.

Basalt to Aspen	115 KV	Transmission Line
Basalt to Basalt Distr	115 KV	Transmission Line
Basalt to Crystal	115 KV	Transmission Line

Yampa Valley Electric Association, Inc.

Craig to Craig Transfer	230 KV	Transmission Line
Craig Transfer Sub	230/69 KV	Transmission Substation
Hayden to Mt. Harris	230 KV	Transmission Line
Mt. Harris Sub	230/69 KV	Transmission Substation
Wolcott to Steamboat Tap	230 KV	Transmission Line
Steamboat Tap to Steamboat	230 KV	Transmission Line
Steamboat Sub	230/69 KV	Transmission Substation

ORDERS OF THE PUBLIC UTILITIES COMMISSION GRANTING
CERTIFICATES OF PUBLIC CONVENIENCE
AND NECESSITY TO COLORADO-UTE ELECTRIC ASSOCIATION, INC.

<u>Application</u>	<u>Decision</u>	<u>Date</u>
20964	64755	3/24/65
Amended		
22905	70608	12/22/67
Amended		
26082	81850	11/30/72
25515	81536	10/16/72
25880	81335	9/22/72
26906	83711	9/14/73
27880	86067	12/09/74
27462	85132	6/05/74
27167	84904	4/23/74
(approving Recommended Decision No. 84694, dated 3/20/74)		
29508	89889	12/21/76
33516	R81-959	5/29/81
33419	R81-770	4/27/81
(as supplemented by Decision No. C85-245, dated 2/20/85)		
34979	R83-1092	7/13/83
(as modified by Decision No. C83-1478, dated 9/20/83)		
35403	C83-426	3/17/83
38493	C87-1184	8/19/87