

# Holland+Knight

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June 10, 2008

D. BRUCE MAY, JR.  
850-425-5607  
bruce.may@hklaw.com

VIA HAND DELIVERY

Ann Cole, Director  
Commission Clerk and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0850

080311-WS

RECEIVED-FPSC  
08 JUN 10 PM 3:33  
COMMISSION CLERK

Re: Joint Application by Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. for Acknowledgment of Corporate Reorganization and Approval of Name Change.

Dear Ms. Cole:

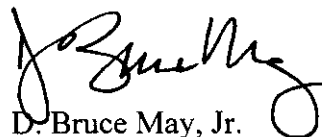
Enclosed for filing on behalf of Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. are the original and twelve copies of their Joint Application for Acknowledgment of Corporate Reorganization and Approval of Name Change ("Joint Application"), including Exhibit references A-E and G. Also enclosed for filing are the original and two copies of Exhibit F to the Joint Application, which is comprised of Lake Suzy Utility, Inc.'s revised tariffs.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the copy to me.

Thank you for your assistance with this filing.

Sincerely,

HOLLAND & KNIGHT LLP

  
D. Bruce May, Jr.

DBM:kjg

Enclosures

DOCUMENT NUMBER DATE  
1140-1838888-1000000

04946 JUN 10 08

FPSC-COMMISSION CLERK

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1

Ann Cole  
April 2, 2008  
Page 2

cc: Ralph Jaeger, Esq.  
Charles Beck, Esq.

# 5391562\_v1

**BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION**

In re: Joint Application by Aqua Utilities )  
Florida, Inc., and Lake Suzy Utility, Inc. )  
d/b/a Aqua Utilities Florida, Inc. for )  
Acknowledgment of Corporate )  
Reorganization and Approval of Name )  
Change )

Docket No. *080311-WS*  
Filed: June 10, 2008

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COMMISSION  
CLERK

**JOINT APPLICATION FOR ACKNOWLEDGMENT OF CORPORATE  
REORGANIZATION AND APPROVAL OF CHANGE OF NAME**

Aqua Utilities Florida, Inc. ("AUF"), and Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. ("Lake Suzy") (hereinafter referred to collectively as "Applicants"), by and through their undersigned counsel, pursuant to Chapter 367, Florida Statutes, and Rule 25-30.039, Florida Administrative Code, file this Joint Application for Acknowledgment of Corporate Reorganization and Approval of Name Change and state:

**I. APPLICANT INFORMATION**

1. The names and mailing address of the Applicants are:

Aqua Utilities Florida, Inc.  
Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc.  
  
6960 Professional Parkway East  
Sarasota, Florida 34240  
(941) 907-7400 (Telephone)  
(941) 907-7401 (Facsimile)

2. The names and addresses of the Applicants' authorized representatives are:

D. Bruce May, Jr., Esquire  
Gigi Rollini, Esquire  
Holland & Knight LLP  
P. O. Drawer 810  
Tallahassee FL 32302-0810  
(850) 224-7000 (Telephone)  
(850) 224-8832 (Facsimile)

-and-

DOCUMENT NUMBER DATE

04946 JUN 10 08

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Kimberly A. Joyce, Esquire  
 Manager of Regulatory Affairs  
 Aqua America, Inc.  
 762 West Lancaster Avenue  
 Bryn Mawr, PA 19010  
 (610) 645-1077 (Telephone)  
 (610) 519-0989 (Facsimile)

3. The type of business entity, counties of operation and Commission-issued water and/or wastewater certificate numbers for each Applicant are set forth in the table below:

<u>Applicant Names</u>	<u>Type of Entity</u>	<u>Certificate Nos.</u>	<u>County of Operation</u>
Aqua Utilities Florida, Inc.	Florida Corporation	479-S; 549-W; 268-S; 346-W; 53-W; 441-S; 507-W; 422-W; 120-S; 106-W; 154-S; 209-W; 506-S; 587-W; 2-W; 359-S; 84-W; 284-S; 76-W; 226-S; 279-W; 182-S; 238-W; 435-S; 501-W	Alachua; Brevard; Highlands; Lake; Lee; Marion; Orange; Palm Beach; Pasco; Polk; Putnam; Seminole; Sumter; Volusia; and Washington
Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc.	Florida Corporation	599-W 514-S	DeSoto; Charlotte

## **II. CORPORATE REORGANIZATION**

4. The Applicants are wholly-owned subsidiaries of the parent company, Aqua America, Inc. ("Aqua America"). Aqua America is based in Bryn Mawr, Pennsylvania, and is a publicly traded water and wastewater utility based in the United States providing service to approximately 3 million residents.

5. AUF is a wholly-owned subsidiary of Aqua America, and was incorporated on July 2, 2003, under the laws of the State of Florida. AUF is currently authorized to conduct business in the State of Florida. AUF and its affiliate, Lake Suzy, collectively provide water and

wastewater service in 82 service areas (57 water and 25 wastewater services areas) in seventeen counties pursuant to certificates issued by the Commission.

6. Lake Suzy is a Class B water and wastewater utility doing business as Aqua Utilities of Florida, Inc. pursuant to Commission approval. Lake Suzy provides service to approximately 495 water customers and 221 wastewater customers in DeSoto and Charlotte Counties, and is subject to Commission jurisdiction. See Order No. PSC-00-0575-PAA-WS, issued March 22, 2000, in Docket No. 970657-WS.

7. In September 2004, DeSoto County and Lake Suzy reached a preliminary agreement to transfer the Lake Suzy water facilities to DeSoto County and, in exchange, to transfer the County's wastewater facilities to Lake Suzy. In November 2004, Lake Suzy filed with the Commission an application requesting a transfer of the water facilities from Lake Suzy to Desoto County and for the cancellation of Certificate Nos. 599-W and 514-S. By Order No. PSC-05-0313-FOF-WS, issued March 21, 2005, in Docket No. 041294-WS, the Commission approved the transfer to DeSoto County as a matter of right and instructed that Lake Suzy's certificates be cancelled administratively upon staff's receipt of the executed master utility conveyance agreement.

8. Thereafter, Lake Suzy and DeSoto County were not able to reach final agreement on a formal utility conveyance agreement and all efforts to execute the agreement were abandoned. On August 10, 2007, Lake Suzy filed with the Commission a request to withdraw the transfer application filed in Docket No. 041294-WS. By Order No. PSC-07-0863-WS, issued October 29, 2007, the Commission approved Lake Suzy's request, vacated Order No. PSC-05-0313-FOF-WS, and ordered that Lake Suzy's Certificates Nos. 599-W and 514-S are to remain active.

9. In between the time that the Commission had approved Lake Suzy's request to transfer its facilities to DeSoto County and the time that the Commission vacated its order approving the transfer, AUF and its affiliate, AquaSource Utility, Inc. ("AUI"), a Texas corporation, filed with the Commission a joint application for acknowledgement of corporate reorganization and approval of name change. Joining in that joint application were the following AUI subsidiaries that were also Commission-regulated utilities: Arredondo Utility Company, Inc., Crystal River Utilities, Inc., Jasmine Lakes Utilities Corporation, and Ocala Oaks Utilities, Inc. The purpose of the reorganization was to consolidate and segregate all of AUI's Commission-regulated water and wastewater assets in Florida under the ownership and name of AUF, a Florida Corporation. By Order No. PSC-06-0973-FOF-WS, issued November 22, 2006 in Docket No. 060643-WS, the Commission acknowledged the corporate reorganization and the change in name. At the time of the Commission's acknowledgement of the reorganization it was believed that Lake Suzy, an AUI subsidiary, would be conveyed to DeSoto County and, thus, would cease to be regulated by the Commission. Therefore, Lake Suzy was not included in the reorganization at that time. *Id.*

10. As explained above, the transfer of Lake Suzy to DeSoto County was never consummated and Lake Suzy's water and wastewater certificates remain active. Accordingly, in order to ensure that all of AUI's Commission regulated water and wastewater assets in Florida are under the ownership and name of AUF and conform with the reorganization approved in Docket No. Docket No. 060643-WS, the Applicants have formally merged Lake Suzy into AUF, with AUF as the surviving corporation. Attached hereto as Exhibit "A" is a corporate organization chart depicting the corporate structure of Aqua America, Inc.'s Florida holdings before and after the Lake Suzy merger.

11. Lake Suzy's officers and directors will remain the same after the reorganization, as will its management, operations, customer service, mailing address, and telephone numbers.

12. Attached hereto as Exhibit "B" is an affidavit David P. Smeltzer, Applicants' Vice-President of Finance, affirming that ownership and control will not change as a result of the corporate reorganization.

**II. NAME CHANGE**

13. In connection with the corporate reorganization, the Applicants seek approval from the Commission to change the name of Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc., in order to recognize the merger of Lake Suzy into the existing state-wide Aqua America subsidiary, AUF. The name change will become effective upon the requisite filing with the Florida Department of State, Division of Corporations. As a result, the certificated name for Lake Suzy should be changed to AUF, as follows:

<u>Current Names</u>	<u>Certificate No. and County</u>	<u>Name Change</u>
Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc.	DeSoto and Charlotte [Certificate Nos. 599-W & 514-S.]	Aqua Utilities Florida, Inc.

14. A copy of the certificate issued by the Florida Department of State, Division of Corporations, showing its acceptance of the Applicants' merger and resulting name change will be provided as late-filed Exhibit "C."

15. Attached hereto as Exhibit "D" is an affidavit of David P. Smeltzer, Applicants' Vice-President of Finance, affirming that ownership and control will not change as a result of the requested name change.

16. Attached hereto as Exhibit "E" is the proposed Customer Notice to be sent to Lake Suzy's customers informing them of the name change. Pursuant to Rule 25-30.039(3), Florida Administrative Code, upon Commission Staff's approval of the proposed Customer Notice, AUF

will send the Customer Notice to all of Lake Suzy's existing customers with the next regular billing, advising them of the name change.

**IV. TARIFFS AND CERTIFICATES**

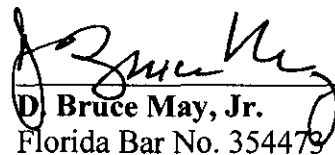
17. Attached hereto as Exhibit "F" are the original and two copies of Lake Suzy's tariffs reflecting the name change, to be included in AUF's currently approved tariffs.

18. Attached hereto as Composite Exhibit "G" are copies of Commission-issued water and wastewater certificates for Lake Suzy. The original certificates were sent to the Commission on December 2, 2004 and were not returned to AUF.

WHEREFORE, the Applicants request that the Commission:

- A. Issue an Order acknowledging the corporate reorganization;
- B. Approve the Applicants' requested name change;
- C. Cancel and/or issue new water and wastewater certificates to reflect the new corporate structure; and
- D. Grant such other relief as appropriate.

Respectfully submitted this 10th day of June, 2008.



**D. Bruce May, Jr.**  
Florida Bar No. 354479  
**Gigi Rollini**  
Florida Bar No. 684491  
Holland & Knight, LLP  
Post Office Drawer 810  
Tallahassee, Florida 32302-0810  
(850) 224-7000 (Telephone)  
(850) 224-8832 (Facsimile)

***Counsel for the Applicants***



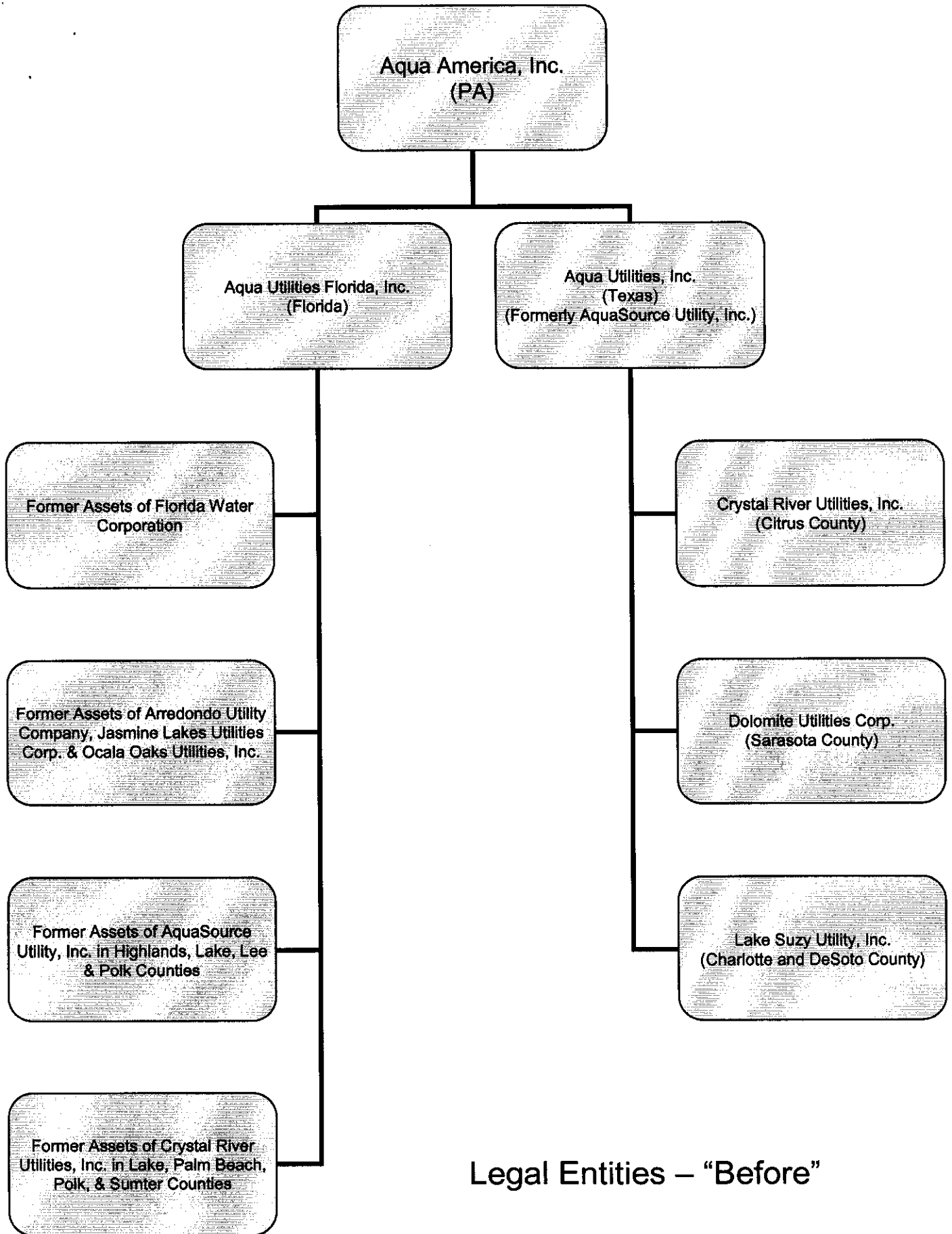
**EXHIBIT A**

Attached hereto is a corporate organization chart depicting the corporate structure of Aqua America, Inc.'s Florida holdings before and after the Lake Suzy merger.

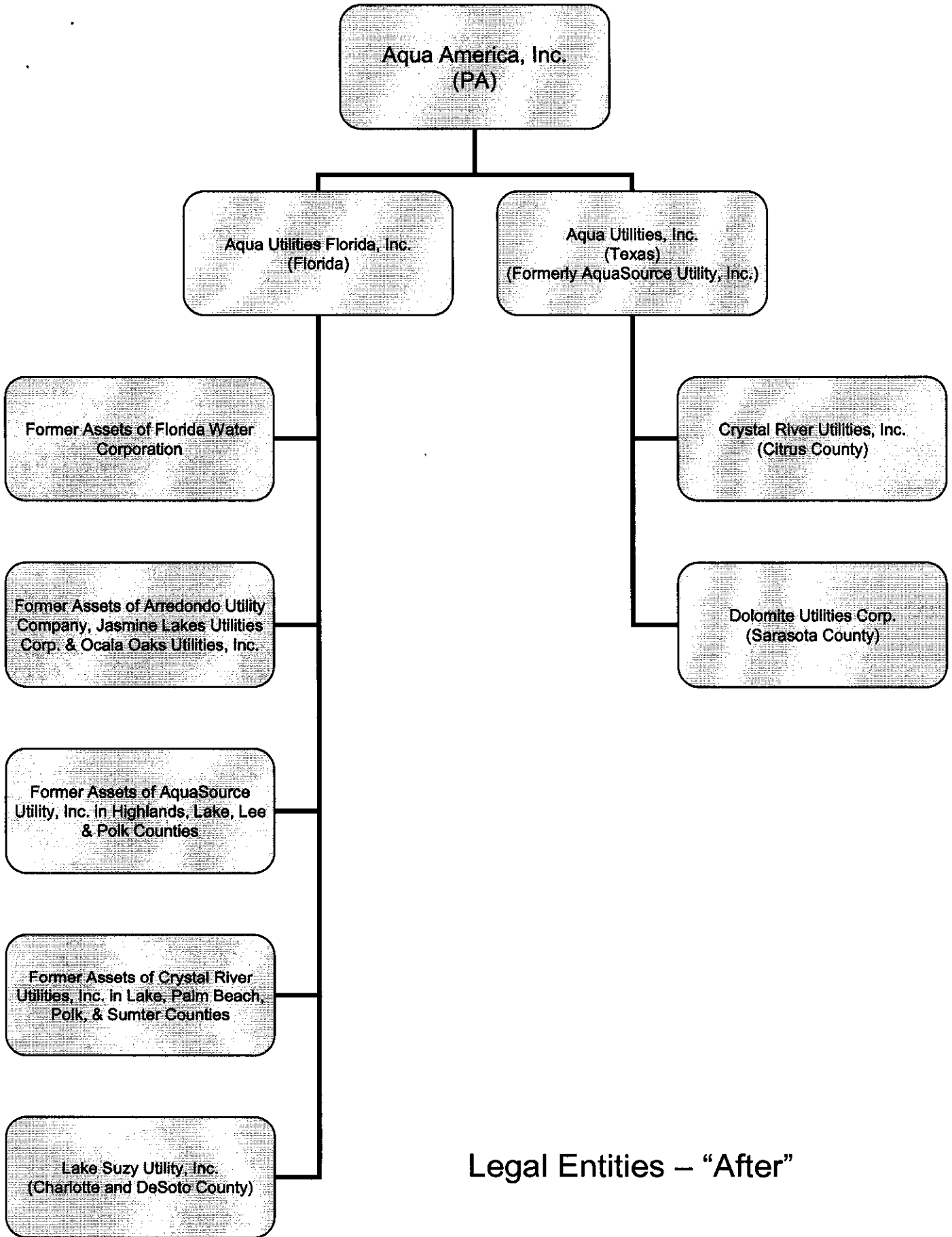
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Legal Entities – “Before”



Legal Entities – “After”

**EXHIBIT B**

Attached hereto is an affidavit of David P. Smeltzer, Applicants' Vice-President of Finance, affirming that ownership and control will not change as a result of the corporate reorganization.

DOCUMENT NUMBER-DATE

04946 JUN 10 8

FPSC-COMMISSION CLERK

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint Application by Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. for Acknowledgement of Corporate Restructure and for Approval of Name Change

Docket No. \_\_\_\_\_ Filed: June \_\_, 2008

AFFIDAVIT

STATE OF PENNSYLVANIA: COUNTY OF MONTGOMERY:

BEFORE ME, the undersigned authority, personally appeared David P. Smeltzer, who after being duly sworn, deposes and says:

1. That I, David P. Smeltzer, am the Vice President of Finance of Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. ("Applicants").

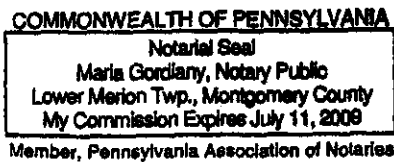
2. That I hereby affirm that the ownership and control of the Applicants will not change as a result of, or under, the proposed corporate restructure.

3. Further, Affiant sayeth not.

By: [Signature] Name: David P. Smeltzer Title: Sr. V.P. Finance - CFO

STATE OF PENNSYLVANIA: COUNTY OF MONTGOMERY:

Subscribed and sworn to before me this 9<sup>TH</sup> day of June, 2008, by David P. Smeltzer who is personally known to me.



[Signature] Notary Public's Signature Maria Gordiany Print, Type or Stamp Commissioned Name of Notary Public

**EXHIBIT C**

A copy of the certificate issued by the Florida Department of State, Division of Corporations, showing its acceptance of the Applicants' merger and resulting name change will be provided as a late-filed exhibit.

DOCUMENT NUMBER: DATE

04946 JUN 10 8

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**EXHIBIT D**

Attached hereto is an affidavit of David P. Smeltzer, Applicants' Vice-President of Finance, affirming that ownership and control will not change as a result of the requested name change.

DOCUMENT NUMBER-DATE

04946 JUN 10 8

FPSC-COMMISSION CLERK

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint Application by Lake Suzy )  
Utilities, Inc. d/b/a Aqua Utilities Florida, )  
Inc. and Aqua Utilities Florida, Inc. for )  
Acknowledgement of Corporate )  
Restructure and for Approval of Name )  
Change )  
\_\_\_\_\_ )

Docket No. \_\_\_\_\_  
Filed: June \_\_, 2008

**AFFIDAVIT**

STATE OF PENNSYLVANIA:  
COUNTY OF MONTGOMERY:

BEFORE ME, the undersigned authority, personally appeared David P. Smeltzer,  
who after being duly sworn, deposes and says:

1. That I, David P. Smeltzer, am the Vice President of Finance of Lake Suzy  
Utility, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc.  
("Applicants").

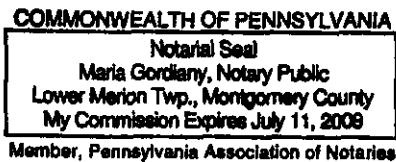
2. That in accordance with Rule 25-30.039(2)(e), Florida Administrative  
Code, I hereby affirm that the ownership and control of the Applicants will not change as a  
result of, or under, the proposed name change.

3. Further, Affiant sayeth not.

By: *David P. Smeltzer*  
Name: David P. Smeltzer  
Title: Sr. V.P. Finance – CFO

STATE OF PENNSYLVANIA:  
COUNTY OF MONTGOMERY:

Subscribed and sworn to before me this 9<sup>th</sup> day of June, 2008, by David P.  
Smeltzer who is personally known to me.



*Maria Gordiany*  
Notary Public's Signature  
Maria Gordiany  
Print, Type or Stamp Commissioned  
Name of Notary Public



**EXHIBIT E**

Attached hereto is the proposed Customer Notice to be sent to Lake Suzy's customers informing them of the name change.

DOCUMENT NUMBER-DATE  
04946 JUN 10 8  
FPSC-COMMISSION CLERK

## NOTICE OF APPLICATION FOR CHANGE OF NAME

### LEGAL NOTICE

Notice is hereby given on the \_\_\_ day of June, 2008, pursuant to Section 367.1214, Florida Statutes, and Rule 25-30.039, Florida Administrative Code, of the application by Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. ("Aqua Utilities") for approval of name change to Aqua Utilities Florida, Inc.

Please note that this application is not a request for change in rates. The name change will not affect the way you currently communication and do business with Aqua Utilities. The telephone number you call for routine customer service and emergencies will remain the same – (800) 250-7532. The same local employees will continue to provide you with quality service. Please continue to make all payments to Aqua Utilities Florida, Inc.

**EXHIBIT G**

Attached hereto are copies of Commission-issued water and wastewater certificates for Lake Suzy.

DOCUMENT NUMBER-DATE

04946 JUN 10 8

FPSC-COMMISSION CLERK

**FLORIDA PUBLIC SERVICE COMMISSION**

Certificate Number

599 - W

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to:

LAKE SUZY UTILITIES, INC.  
dba AQUA UTILITIES FLORIDA, INC.

Whose principal address is:

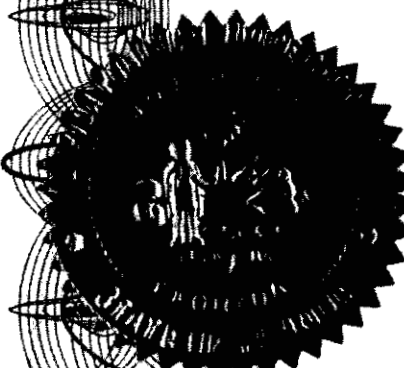
6960 Professional Parkway East, #400  
Sarasota, FL 34240 (Charlotte & DeSoto Counties)

to provide water service in accordance with the provision of Chapter 367, Florida Statutes, the Rules, Regulations and Orders of this Commission in the territory described by the Orders of this Commission.

This Certificate shall remain in force and effect until suspended, cancelled or revoked by Orders of this Commission.

ORDER	PSC-00-0575-PAA-WS	DOCKET	970657-WS
ORDER	PSC-04-0715-FOF-WS	DOCKET	040359-WS
ORDER		DOCKET	
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ORDER		DOCKET	
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ORDER		DOCKET	

BY ORDER OF THE  
FLORIDA PUBLIC SERVICE COMMISSION



*James S. Lugo*

Commission Clerk and Administrative  
Services Director

FLORIDA PUBLIC SERVICE COMMISSION

Certificate Number

514 - S

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to:

LAKE SUZY UTILITIES, INC.  
dba AQUA UTILITIES FLORIDA, INC.

Whose principal address is:

6960 Professional Parkway East, #400  
Sarasota, FL 34240 (Charlotte & DeSoto Counties)

to provide wastewater service in accordance with the provision of Chapter 367, Florida Statutes, the Rules, Regulations and Orders of this Commission in the territory described by the Orders of this Commission.

This Certificate shall remain in force and effect until suspended, cancelled or revoked by Orders of this Commission.

ORDER	PSC-00-0575-PAA-WS	DOCKET	970657-WS
ORDER	PSC-04-0715-FOF-WS	DOCKET	040359-WS
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BY ORDER OF THE  
FLORIDA PUBLIC SERVICE COMMISSION

*Diana S. Bayo*  
Commission Clerk and Administrative  
Services Director

