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August 26, 2013

VIA FEDERAL EXPRESS

Ann Cole, Commission Clerk
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399

REDACTED

RECEIVED-FPSC
18 AUG 27 PM 3:26
COMMISSION
CLERK

RE: Docket No.: 130180-WS; Application of Sunlake Estates Utilities, L.L.C. for Original Water and Wastewater Certificates in Lake County, Florida
Our File No.: 46096.01

Dear Ms. Cole:

The following are the responses of Sunlake Estates Utilities, L.L.C. ("Sunlake" or "Utility") to Staff's Deficiency Letter dated July 26, 2013:

1. Financial Statements: Rule 25-30.033(1)(r), Florida Administrative Code (F.A.C.), requires a detailed financial statement (balance sheet and income statement), certified if available, of the financial condition of the applicant. Please submit the applicant's balance sheet.

Response: The pro forma balance sheet and income statement are enclosed.

2. Financing: Rule 25-30.033(1)(s), F.A.C., requires a list of all entities, including affiliates, upon which the applicant is relying to provide funding to the utility. The list shall include the entities' and/or affiliates' financial statements and copies of any financial agreements with the utility. Although the Utility has an existing capital structure, Part IV, section C, responds to the extent additional funding becomes necessary. Please submit the name of ALL TRS Holding Company's parent company, financial statements for both entities, and any pre-existing financial agreements.

Response: The name of ALL TRS Holding Company's parent company is Asset Investors Operating Partnership, L.P. The financial statements of these two non-public companies are highly confidential and are being submitted pursuant to a Request for Confidential Classification filed simultaneously herewith (redacted copies are attached). There are no formal financing agreements with the Utility. The purpose of the requirement to provide financial statements is to assure the financial

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Page 2

ability to operate a utility in compliance with regulatory requirements. The current owners have owned and operated the water and wastewater systems in substantial compliance with regulatory requirements since October, 1997 and merely transferring the water and wastewater systems to a separate entity will not change any of the financial or operational responsibilities of the parent entities.

Should you have any questions concerning this filing, please do not hesitate to give me call.

Very truly yours,



MARTIN S. FRIEDMAN
For the Firm

MSF/der
Enclosures

cc: Ben Allen, Esquire (w/enclosures) (via e-mail)
Penelope Buys (via- email)
Stephen Reilly, Esquire (via e-mail)
Zachery Broome, Esquire (via email)

Sunlake Estates Utility
Existing Water System & Wastewater System
Constructed Balance Sheet

1 Utility Plant in Service - Water System	B-2	\$ 349,549.80
2 Accumulated Depreciation	B-2	\$ (99,707.40)
3 Total Water System		<u>\$ 249,842.40</u>
4 Utility Plant in Service - Wastewater System	C-2	\$ 734,265.59
5 Accumulated Depreciation	C-2	\$ (36,643.33)
6 Total Wastewater System		<u>\$ 697,622.26</u>
7 Total Assets		<u><u>\$ 947,464.66</u></u>

Sunlake Estates Utility
Existing Water System & Wastewater System
Constructed Combined Proforma Statement of Operations

Line #	Description	Amount	Proforma Adjustments	Proforma Amount	Schedule Reference(s)
1	Operating Revenue		\$ 377,017.28	\$ 377,017.28	
2	<u>Operating Expenses:</u>				
3	O&M Expense	\$ 222,358.88		\$ 222,358.88	B-7 & C-7
4	Depreciation	\$ 52,635.61		\$ 52,635.61	B-5 & C-5
5	Taxes other than Income	\$ 11,494.28	\$ 16,965.78	\$ 28,460.06	B-8 & C-8
6	Total Operating Expenses	<u>\$ 286,488.78</u>	<u>\$ 16,965.78</u>	<u>\$ 303,454.55</u>	
7	Operating Income (Loss)	<u>\$ (286,488.78)</u>	<u>\$ 360,051.50</u>	<u>\$ 73,562.73</u>	B-1 & C-1

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application of
SUNLAKE ESTATES UTILITIES, L.L.C.
for original water and wastewater
certificates in Lake County, Florida

DOCKET NO. 130180-WS

SUNLAKE ESTATES UTILITIES, L.L.C.
REQUEST FOR CONFIDENTIAL CLASSIFICATION

Sunlake Estates Utilities, L.L.C. (the "Utility"), by and through its undersigned counsel, files this Request for Confidential Classification in relation to documents submitted in connection with the Utility's responses to Staff's Deficiency letter dated July 26, 2013.

1. Pursuant to 367.156, Florida Statutes, this Commission has the authority to classify certain material as proprietary confidential business information. This classification exempts the material from public disclosure under Section 119.07(1), Florida Statutes.

2. The Utility requests that certain information provided to Staff in response to Staff's Deficiency letter dated July 26, 2013 be classified as proprietary confidential business information under Section 367.156(2), Florida Statutes, and Rule 25-22.006, Florida Administrative Code (the "Confidential Information"). If this request is granted, then the subject portions of said response to Staff's Deficiency letter dated July 26, 2013 will be exempt from Section 119.07(1), Florida Statutes. Attached hereto as Exhibit "A" is a Justification Matrix providing a justification for the Utility's request. The information is attached hereto in highlighted format and redacted format (only the redacted format is provided with the Certificate of Service copies).

3. The information produced in response to Staff's Deficiency letter dated July 26, 2013 includes Financial Statements of the Utility's parent, and grandparent companies and are intended to be and are treated by those entities as private and confidential and have not been disclosed externally and has been strictly controlled internally.

4. The Financial Statements are extremely confidential also in light of the entities' obligations pursuant to Chapter 723, Florida Statutes, since the Sunlake Homeowners' Association has filed an Objection and will be a party in this proceeding. Disclosure of such financial information would impair those entities negotiating positions with the Association.

WHEREFORE, The Utility prays for the entry of an order treating the information identified in this Request as confidential and exempt from disclosure.

Respectfully submitted this 26th day of August, 2013, by:

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Lake Mary, FL 32746
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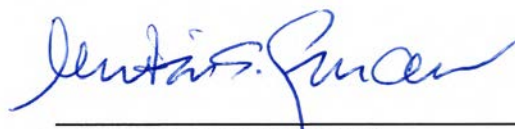
MARTIN S. FRIEDMAN
Florida Bar No.: 0199060
For the Firm

CERTIFICATE OF SERVICE
DOCKET NO. 130180-WS

I HEREBY CERTIFY that a true and correct copy of the foregoing Request for Confidential Classification has been furnished by E-mail to the following parties this 26th day of August 2013:

Stephen Reilly, Associate Public Counsel
Office of Public Counsel
C/o The Florida Legislature
111 W. Madison Street, Room 812
Tallahassee, FL 32399-1400
reilly.steve@leg.state.fl.us

Zachary Broome, Esquire
Bowen Radson Schroth, P. A.
600 Jennings Avenue
Eustis, FL 32726
zbroome@brslegal.com



MARTIN S. FRIEDMAN
For the Firm

JUSTIFICATION MATRIX

Location (Document name and location of information)	Justification
<p><u>Financial Statements:</u></p> <p><u>Location:</u> Pages 2 – 3, The categories and monetary amounts columns</p>	<p>§367.156(3)(a),(b),(d) & (e): Disclosure of the financial statements of parent and grandparent entities of Sunlake Estates Utilities, LLC., which are not public companies and are not subject to public disclosure of its financial statements would impair those entities' competitive interests, could be used to discern trade secrets, or harm their ability to contract for goods and services on a favorable basis. Those entities keep this information strictly confidential also to prevent competitors and prospective counterparties from information which could be used in future negotiations to the disadvantage of those entities and their affiliates.</p>

REDACTED

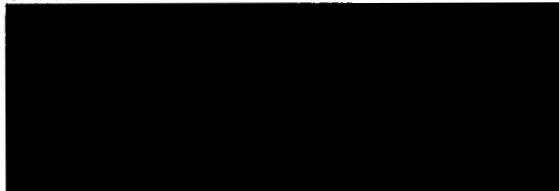
**UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

ALL TRS Holding Company, Inc. and Subsidiaries

As of and for the year ended December 31, 2012

ALL TRS HOLDING COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31, 2012
(Unaudited)
(Amounts in thousands)

Assets



Total assets

Liabilities and Equity

Liabilities



Total liabilities

Equity



Total equity

Total liabilities and equity

\$
\$
\$
\$
\$
\$
\$

See Note to Unaudited Condensed Consolidated Financial Statements.

ALL TRS HOLDING COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Unaudited)
(Amounts in thousands)

Revenues

[REDACTED]

Total revenues

Operating expenses

[REDACTED]

Total expenses

[REDACTED]

\$ [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

\$ [REDACTED]

See Note to Unaudited Condensed Consolidated Financial Statements.

ALL TRS HOLDING COMPANY, INC. AND SUBSIDIARIES
NOTE TO UNAUDITED FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements (the "*Unaudited Financial Statements*") of ALL TRS Holding Company, Inc. (the "*Company*") have been prepared in accordance with U.S. generally accepted accounting principles ("*GAAP*") for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. Operating results for the year ended December 31, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The Unaudited Financial Statements were not prepared with a view toward public disclosure. Rather, the Unaudited Financial Statements were prepared by the Company's management solely for internal management purposes. The Unaudited Financial Statements were not prepared in accordance with the instructions to Form 10-Q, Article 10 of Regulation S-X under the Securities Exchange Act of 1934, as amended, with a view toward compliance with published guidelines of the Securities and Exchange Commission (the "*SEC*"), nor were they examined or reviewed by the Company's independent public accounting firm or any other accounting firm, nor has any such firm expressed any opinion or other assurance with respect thereto. You are cautioned not to place undue reliance on the Unaudited Financial Statements.

The Company has made and makes no representation or warranty to you concerning the Unaudited Financial Statements.

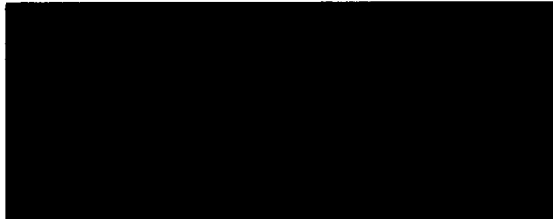
**UNAUDITED CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

Asset Investors Operating Partnership, L.P. and Subsidiaries

As of and for the year ended December 31, 2012

ASSET INVESTORS OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31, 2012
(Unaudited)
(Amounts in thousands)

Assets



Total assets

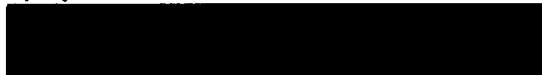
Liabilities and Equity

Liabilities



Total liabilities

Equity



Total equity

Total liabilities and equity

\$
\$
\$
\$
\$
\$

See Note to Unaudited Condensed Consolidated Financial Statements.

ASSET INVESTORS OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES
NOTE TO UNAUDITED FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements (the "*Unaudited Financial Statements*") of Asset Investors Operating Partnership, L.P. and subsidiaries (the "*Company*") have been prepared in accordance with U.S. generally accepted accounting principles ("*GAAP*") for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. Operating results for the year ended December 31, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The Unaudited Financial Statements were not prepared with a view toward public disclosure. Rather, the Unaudited Financial Statements were prepared by the Company's management solely for internal management purposes. The Unaudited Financial Statements were not prepared in accordance with the instructions to Form 10-Q, Article 10 of Regulation S-X under the Securities Exchange Act of 1934, as amended, with a view toward compliance with published guidelines of the Securities and Exchange Commission (the "*SEC*"), nor were they examined or reviewed by the Company's independent public accounting firm or any other accounting firm, nor has any such firm expressed any opinion or other assurance with respect thereto. You are cautioned not to place undue reliance on the Unaudited Financial Statements.

The Company has made and makes no representation or warranty to you concerning the Unaudited Financial Statements.