

In re: Joint petition for acknowledgment of corporate reorganization and for name change on Certificates Nos. 533-W and 464-S in Lake County from Southlake Utilities, Inc. to Southlake Water Works, L.L.C. d/b/a Southlake Utilities.

DOCKET NO. 020775-WS
ORDER NO. PSC-02-1481-FOF-WS
ISSUED: October 28, 2002

The following Commissioners participated in the disposition of this matter:

LILA A. JABER, Chairman
J. TERRY DEASON
BRAULIO L. BAEZ
MICHAEL A. PALECKI
RUDOLPH "RUDY" BRADLEY

ORDER ACKNOWLEDGING CORPORATE REORGANIZATION
AND NAME CHANGE

BY THE COMMISSION:

On July 22, 2002, Southlake Utilities, Inc. (Southlake or utility) and Southlake Water Works, L.L.C. (Water Works) filed a joint application for acknowledgment of the corporate reorganization of Southlake. The application also requested approval to change the name of the utility to Southlake Water Works, L.L.C. d/b/a Southlake Utilities. We have jurisdiction pursuant to Sections 367.121 and 367.1214, Florida Statutes.

Southlake is a Class B water and wastewater utility that serves approximately 573 residential and 486 general service customers in Lake County. The utility, which has been in existence since 1990, is located in a critical water use caution area as defined by the St. Johns River Water Management District.

Southlake was granted Certificates Nos. 533-W and 464-S by Order No. 23947, issued January 2, 1991, in Docket No. 900738-WS. The utility's initial rates and charges were established by Order No. 24564, issued in Docket No. 900738-WS on May 21, 1991. At the time Southlake was certificated, it was anticipated that the

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utility would serve approximately 8,000 equivalent residential customers (ERCs). Since that time, Southlake has filed for and received approval of four amendments to its service area (Dockets Nos. 920150-WS, 960400-WS, 961246-WS, and 940303-WS).

The reorganization, as proposed, will take place in phases which will result in the deletion of three intermediate entities and one vertical merger. The purpose of the reorganization is to simplify the ownership and structure of the organization as well as to simplify accounting and financial reporting. According to the information provided, the reorganization will not be completed until the beginning of 2003 for tax purposes. Ultimately, Southlake Water Works, L.L.C. d/b/a Southlake Utilities will be the utility with the same ownership and management that currently exists.

The first phase of the reorganization was approved by Order No. PSC-01-1671-FOF-WS, issued August 16, 2001, in Docket No. 010507-WS. In the instant phase of the reorganization, Southlake is being transferred to Water Works, which is a Delaware limited liability company that has been in existence since May 7, 2002. Water Works is a wholly-owned subsidiary of Southlake that was formed to operate and control the utility. Southlake and Water Works have also requested to change the name of the utility to Southlake Water Works, L.L.C. d/b/a Southlake Utilities.

The new name of the utility has not yet been registered with the Department of State, Division of Corporations (Corporations). According to Corporations the new name cannot be registered until Southlake is dissolved. The information provided by Southlake and Water Works indicates that Southlake will be dissolved upon completion of the reorganization early in 2003.

The utility proposes to implement the name change and transfer the utility assets to Southlake Water Works, L.L.C. d/b/a Southlake Utilities prior to March, 2003. Southlake has also assured the Commission that the new name will not be used until it has been registered with the Division of Corporations. The proposed effective date of the name change is March 1, 2003. Southlake and Water Works have provided a copy of the notice that is to be sent to the customers of the utility notifying them of the reorganization and name change.

Based on the foregoing, we find that the reorganization and name change of Southlake to Southlake Water Works, L.L.C. d/b/a Southlake Utilities is in the public interest and it is hereby acknowledged. Southlake and Water Works shall file with this Commission proof of registration of the fictitious name with the Division of Corporations of the Department of State by March 1, 2003. Further, Southlake and Water Works are hereby put on notice that the utility may not operate under the fictitious name until it is registered with the Division of Corporations of the Department of State. Southlake has provided tariff sheets reflecting the reorganization and name change. The tariff shall be effective for service rendered or connections made on or after March 1, 2003.

It is, therefore,

ORDERED by the Florida Public Service Commission that the reorganization and name change of Southlake Utilities, Inc. to Southlake Water Works, L.L.C. d/b/a Southlake Utilities is hereby acknowledged. It is further

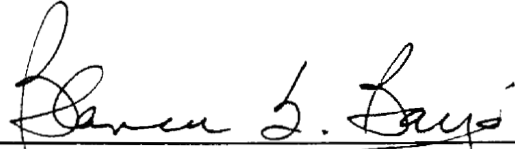
ORDERED that Southlake Utilities, Inc. shall not operate the utility under the name Southlake Water Works, L.L.C. d/b/a Southlake Utilities until it is registered with the Florida Department of State, Division of Corporations. Further, Southlake Utilities, Inc. shall file with this Commission proof of registration of the fictitious name by March 1, 2003. It is further

ORDERED that the tariff filed reflecting the reorganization and name change of the utility shall be effective for service rendered or connections made on or after March 1 2003. It is further

ORDERED that this docket shall remain open pending receipt of proof of registration of the fictitious name with the Division of Corporations, Florida Department of State, and completion of notification of the utility's customers of the reorganization and name change. Upon verification that the fictitious name has been registered and that noticing the customers has been completed, the docket shall be closed administratively.

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By ORDER of the Florida Public Service Commission this 28th
day of October, 2002.



BLANCA S. BAYÓ, Director
Division of the Commission Clerk
and Administrative Services

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request: 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of the Commission Clerk and Administrative Services, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, within fifteen (15) days of the issuance of this order in the form prescribed by Rule

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25-22.060, Florida Administrative Code; or 2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the First District Court of Appeal in the case of a water and/or wastewater utility by filing a notice of appeal with the Director, Division of the Commission Clerk and Administrative Services and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.