

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Petition for) DOCKET NO. 930086-WS
acknowledgement of corporate) ORDER NO. PSC-93-0500-FOF-WS
reorganization by merger,) ISSUED: 4/5/93
cancellation of Certificates)
Nos. 9-W and 7-S in Lee County)
issued to Lehigh Utilities, Inc.)
and amendment of Certificates)
Nos. 306-W and 255-S in)
Lee/Charlotte Counties by)
Southern States Utilities, Inc.)
_____)

The following Commissioners participated in the disposition of this matter:

J. TERRY DEASON, Chairman
THOMAS M. BEARD
SUSAN F. CLARK
JULIA L. JOHNSON
LUIS J. LAUREDO

ORDER ACKNOWLEDGING CORPORATE REORGANIZATION

BY THE COMMISSION:

Lehigh Utilities, Inc. (Lehigh) is a wholly-owned subsidiary of Seminole Utility Company. Southern States Utilities, Inc. (Southern States) and Seminole Utility Company are wholly-owned subsidiaries of Topeka Group Incorporated which, in turn, is a wholly-owned subsidiary of Minnesota Power & Light Company. On January 20, 1993, Southern States filed a Petition For Acknowledgement of Corporate Reorganization by Merger of Southern States and Lehigh. Southern States will be the surviving entity.

According to the petition, the directors and officers of Southern States and Lehigh are substantially the same, and Southern States currently manages Lehigh and performs all administrative and general functions for Lehigh.

Because the petitioners are wholly-owned subsidiaries of Topeka and because the merger will not result in change in ownership or majority organizational control, we find that the reorganization does not rise to the level of a Section 367.071,

DOCUMENT FILED IN-DATE

03662 APR-5 93

FILED-RECORDS-REPORTING

Florida Statutes, transfer and, therefore, our approval is not required. This Commission has, nonetheless, acknowledged similar corporate reorganizations in the past. See Order No. 25575, issued January 7, 1992 (reorganization of Deltona, United and Southern States Utilities), Order No. 24139, issued February 2, 1991, (consolidation of two wholly-owned subsidiaries of Utilities, Inc.) and Order No. 24398, issued April 22, 1991, (reorganization of Sunray Utilities, Inc. into two separate entities).

In consideration of the foregoing, we hereby acknowledge the reorganization of the petitioners. However, in so doing, we in no way address the efficaciousness or prudence of the petitioners' action.

As it will be the surviving entity, Southern States shall advise the Commission within twenty days of the completion of the merger. Furthermore, Southern States shall, within thirty days of the merger, file a consolidated tariff and shall return the certificates of Lehigh for cancellation. Southern States should submit its certificates for amendment to reflect the inclusion of the former Lehigh territory. If there is no rate impact to the consolidated tariff, said tariff will be processed administratively and will become effective upon approval. If however, there is any rate impact to the consolidated tariff, said tariff shall be treated the same as any other filed with the Commission and will be brought to us for further action.

The petitioners have requested six months after the merger within which to provide evidence that the land upon which the utility facilities are located has been transferred from Lehigh to Southern States. We find this request to be reasonable and hereby approve it. In addition, Southern States shall notify all Lehigh customers of the merger and name change in order to avoid customer confusion regarding the proper name of their water and wastewater service provider. This notification will be accomplished along with the first billing after the merger takes place.

It is, therefore,

ORDERED by the Florida Public Service Commission that the corporate reorganization proposed by Southern States Utilities, Inc., and Lehigh Utilities, Inc., is hereby acknowledged. It is further

ORDERED that, within twenty days of the completion of the merger, Southern States Utilities, Inc., the surviving corporation, shall advise the Commission that the merger has taken place. It is further


ORDERED that, within thirty days of the merger, Southern States Utilities, Inc., shall file a consolidated tariff and shall return the certificates of Lehigh Utilities, Inc. for cancellation. If there is no rate impact to the consolidated tariff, said tariff will be approved administratively. Southern States Utilities, Inc., shall submit its certificates for amendment to reflect the inclusion of the former Lehigh territory. It is further

ORDERED that, within six months of the merger, Southern States Utilities, Inc., shall provide evidence that the land upon which utility facilities are located has been transferred from Lehigh Utilities, Inc., to Southern States Utilities, Inc. It is further

ORDERED that, with the first bills sent after the merger, Southern States Utilities, Inc., shall notify all Lehigh customers of the reorganization and name change. It is further

ORDERED that, since the filing of the items required above will be monitored administratively, this docket is hereby closed.

By ORDER of the Florida Public Service Commission, this 5th day of April, 1993.



STEVE TRIBBLE, Director
Division of Records and Reporting

(S E A L)

CB

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), 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 Records and Reporting within fifteen (15) days of the issuance of this order in the form prescribed by Rule 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 or sewer utility by filing a notice of appeal with the Director, Division of Records and Reporting 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 Civil Procedure. The notice of appeal must be in the form specified in Rule 9.900 (a), Florida Rules of Appellate Procedure.