



Public Service Commission

CAPITAL CIRCLE OFFICE CENTER • 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

-M-E-M-O-R-A-N-D-U-M-

DATE: July 1, 2008

TO: Katherine E. Fleming, Senior Attorney, Office of the General Counsel

FROM: Patricia L. Brady, Regulatory Analyst IV, Division of Economic Regulation *pb*

RE: Docket No. 080311-WS, Joint application for acknowledgment of corporate reorganization and request for approval of name change on Certificates 599-W and 514-S in DeSoto and Charlotte Counties from Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to Aqua Utilities Florida, Inc. *pb*

On June 10, 2008, Lake Suzy Utilities, Inc. (Lake Suzy or utility) and Aqua Utilities Florida, Inc. (AUFU) filed a joint application for acknowledgement of a corporate reorganization and approval of name change on Certificate Nos. 599-W and 514-S in DeSoto and Charlotte Counties from Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to Aqua Utilities Florida, Inc.

Attachment A shows the applicants' organizational structure before the reorganization and Attachment B shows the applicants' organizational structure after the reorganization. As shown on the Attachments, Aqua America, Inc. (Aqua America), a Pennsylvania corporation, is the parent company of both AUFU and Aqua Utilities, Inc. (AUI), a Texas corporation. Aqua America's Commission-regulated assets are owned by AUFU and its non-Commission regulated Florida assets are owned by AUI. Prior to the reorganization, Lake Suzy's assets were owned by AUI. The utility was in negotiations to transfer its assets to DeSoto County.¹ However, when Lake Suzy and DeSoto County were unable to execute a conveyance agreement, the transfer was unwound.² As a result, this application was filed to transfer the Lake Suzy assets from AUI to AUFU.

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¹ Order No. PSC-05-0313-FOF-WS, issued March 21, 2005, in Docket No. 041294-WS, In Re: Transfer of water and wastewater service areas from Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to DeSoto County, and cancellation of Certificate Nos. 599-W and 514-S in Charlotte and DeSoto Counties,

² Order No. PSC-07-0863-FOF-WS, issued October 29, 2007, in Docket No. 041294-WS, In Re: Transfer of water and wastewater service areas from Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to DeSoto County, and cancellation of Certificate Nos. 599-W and 514-S in Charlotte and DeSoto Counties

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Prior to the reorganization, the Commission-issued water and wastewater certificate numbers and counties of operation for both applicants were as follows:

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

Through Articles of Merger recorded with the Florida Department of State, Division of Corporations on June 10, 2008, Lake Suzy was merged into AUFI. The application contains affidavits by an officer of Lake Suzy and AUFI attesting that ownership and control of Lake Suzy will not change as a result of the merger and name change. As Attachments A and B show, both before and after the reorganization, Lake Suzy's assets are ultimately owned and controlled by Aqua America.

Section 2.07(C)(2)(a) of the Administrative Procedures Manual grants the Director of the Division of the Commission Clerk and Administrative Services, in coordination with the appropriate industry division and the Office of the General Counsel, authority to approve changes of names and corporate reorganizations of regulated utilities, where no change of ownership or control or transfer of assets is involved. The application provides sufficient documentation that no change of ownership or control or transfer of assets is involved. In addition, the application contains a proposed customer notice and tariffs reflecting the name change. Therefore, staff recommends that the applicants' corporate reorganization should be acknowledged and the request for name change from Lake Suzy Utilities, Inc. d/b/a Aqua Utilities Florida, Inc. to Aqua Utilities Florida, Inc. should be approved effective the date of the order. The applicants' approved notice of name change should be sent to all existing customers with the next regular billing after the order is issued. The revised tariffs should be effective for services rendered or connections made on or after the stamped approval date on the tariff sheets

Katherine E. Fleming, Esq.

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pursuant to Rule 25-30.475, Florida Administrative Code. The resultant order should serve as AUFI's certificates in DeSoto and Charlotte Counties and, as such, it should be retained by the utility. Finally, upon issuance of the order, the docket should be closed.

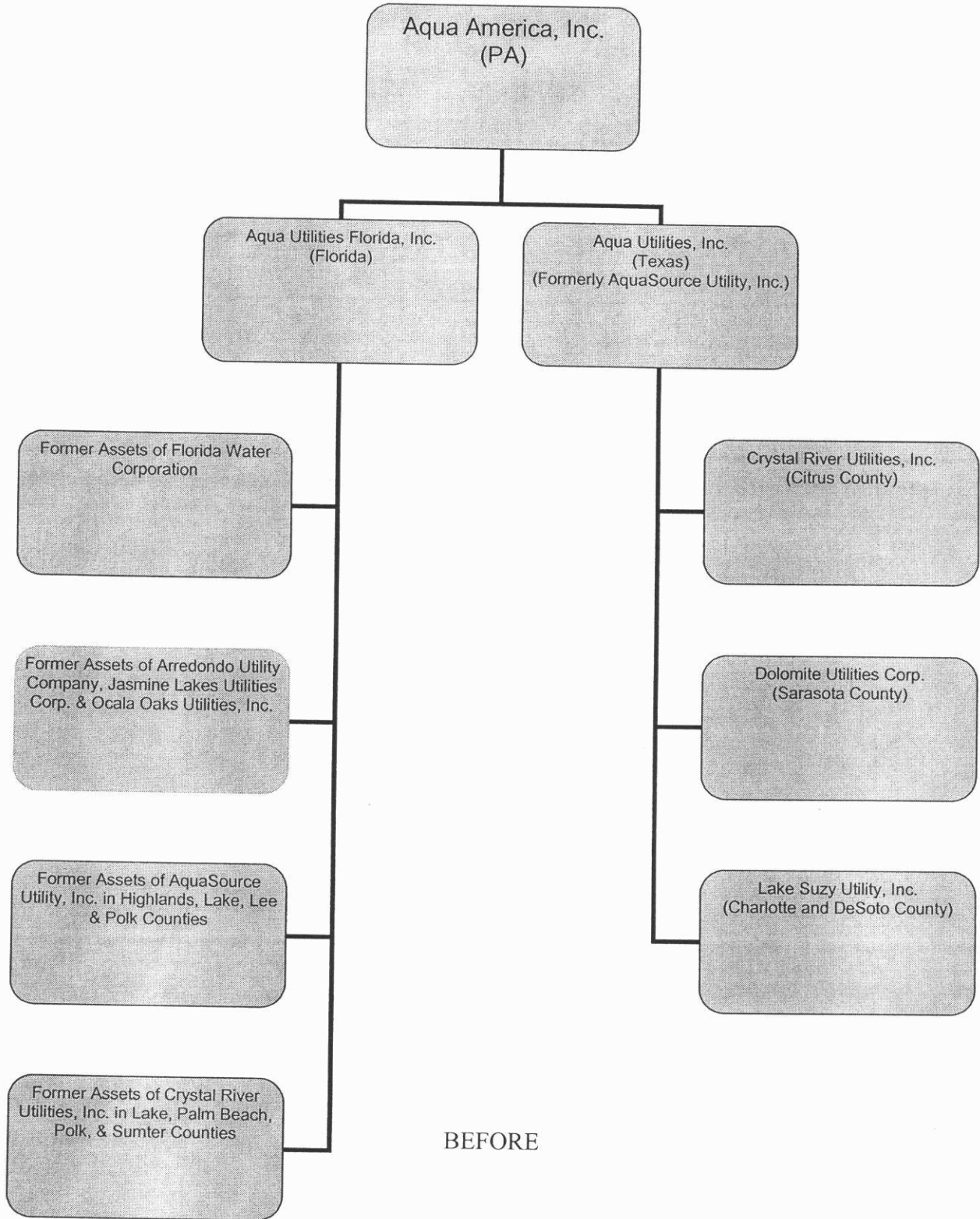
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Attachments

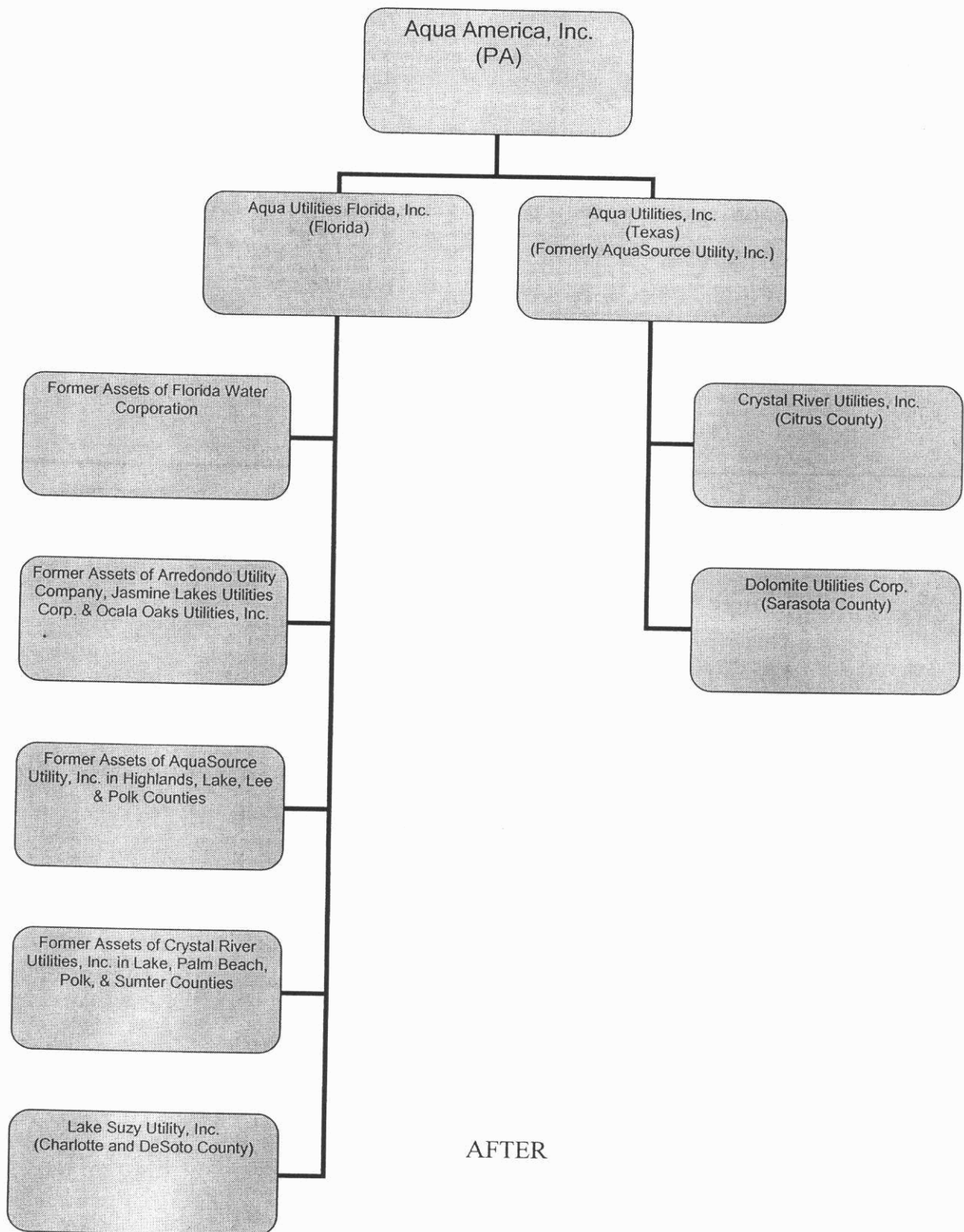
cc: Division of Economic Regulation (Slemkewicz)

Office of ~~Commission Clerk (Cole, Grant)~~

PRIOR TO REORGANIZATION



AFTER REORGANIZATION



AFTER

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 514-S

to provide wastewater service in DeSoto and Charlotte Counties in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

<u>Order Number</u>	<u>Date Issued</u>	<u>Docket Number</u>	<u>Filing Type</u>
PSC-00-0575-PAA-WS	03/22/2000	970657-WS	Original Certificate
PSC-04-0715-FOF-WS	07/21/2004	040359-WS	Name Change
PSC-05-0313-FOF-WS	03/21/2005	041294-WS	Transfer Government
PSC-05-0313A-FOF-WS	05/20/2005	041294-WS	Correction
PSC-07-0863-FOF-WS	10/29/2007	041294-WS	Unwind Transfer Government
*	*	080311-WS	Reorganization / Name Change

***Order Number and date to be provided at time of issuance.**

FLORIDA PUBLIC SERVICE COMMISSION

authorizes

Aqua Utilities Florida, Inc.
pursuant to
Certificate Number 599-W

to provide water service in DeSoto and Charlotte Counties in accordance with the provisions of Chapter 367, Florida Statutes, and the Rules, Regulations, and Orders of this Commission in the territory described by the Orders of this Commission. This authorization shall remain in force and effect until superseded, suspended, cancelled or revoked by Order of this Commission.

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