

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application of UTILITIES, INC.  
for authority for transfer of majority  
organizational control of HYDRO STAR,  
LLC to CORIX UTILITIES (ILLINOIS) LLC

Docket No. 120084-WS

APPLICATION FOR AUTHORITY FOR TRANSFER  
OF MAJORITY ORGANIZATIONAL CONTROL

UTILITIES, INC. ("Applicant"), by and through its undersigned attorneys, and on behalf of its regulated subsidiaries in Florida, and pursuant to Rule 25-30.037(3), F.A.C., files this Application for authority for transfer of all of the issued and outstanding membership interests in Hydro Star, LLC, the holding company of Applicant's parent company, and states:

1. The name and address of the Applicant is:

Utilities, Inc.  
2335 Sanders Road  
Northbrook, IL 60062-6196  
Telephone: (847) 498-6440

2. The name, address and telephone number of the person to contact concerning this Application is:

Martin S. Friedman, Esquire  
Sundstrom, Friedman & Fumero, LLP  
766 North Sun Drive, Ste. 4030  
Lake Mary, FL 32746  
Telephone: (407) 830-6331  
Facsimile: (407) 830-8522  
[mfriedman@sfflaw.com](mailto:mfriedman@sfflaw.com)

3. The Applicant is an Illinois corporation which directly owns 100% of the issued

**COM** \_\_\_\_\_  
**APA** \_\_\_\_\_ and outstanding shares of stock in the entities listed on Exhibit "A" (Regulated Entities). Each  
**ECR** 15  
**GCL** 1 of the Regulated Entities is a Florida corporation which conducts water and/or wastewater utility

**RAD** \_\_\_\_\_  
**SRC** \_\_\_\_\_ operations in the State of Florida. Most of the Regulated Entities are regulated by the Florida

**ADM** \_\_\_\_\_

**OPC** \_\_\_\_\_

**CLK** 1-original + NG(1)

DOCUMENT NUMBER DATE

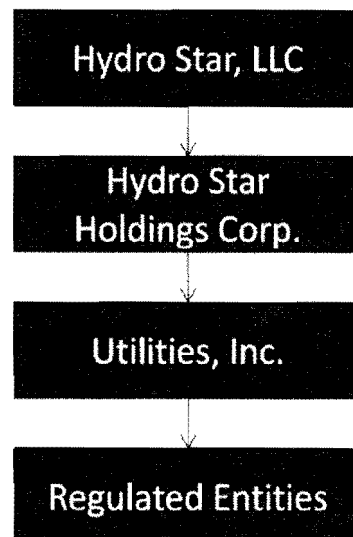
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FPSC-COMMISSION CLERK

Public Service Commission. Exhibit "A" lists the name of each Regulated Entity, its Certificate Number(s) and the county in which it conducts its operations.

4. On February 17, 2012, Corix Utilities (Illinois) LLC ("Corix") and Highstar Capital Fund II, L.P. and certain of its affiliates and co-investors ("Highstar") entered into a Purchase and Sale Agreement ("PSA") pursuant to which Corix will acquire 100% of the issued and outstanding membership interests in Hydro Star, LLC ("Hydro Star"), which, through its ownership of Hydro Star Holdings Corporation, owns 100% of the outstanding shares of Utilities, Inc. It is possible that following the consummation of the transactions contemplated by the PSA, Corix will merge with and into Hydro Star, thereby eliminating one of the intermediate holding companies through which Corix will hold its indirect interest in Utilities, Inc. and its indirect interest in the Regulated Entities.

The following chart shows the relationship of this transaction to the Regulated Entities:



The parties intend to consummate the transaction as soon as practicable after expiration or termination of the Hart-Scott-Rodino Act waiting period, receipt of all other requisite governmental and/or regulatory permits and approvals, receipt of Committee on Foreign

Investment in the United States clearance, and the satisfaction or waiver of all other requisite conditions precedent.

5. The Applicant provides the following in response to Rule 25-30.037(3):

(a) The complete name and address of the Seller:

Highstar Capital II Prism Fund, L.P.  
Highstar Capital Fund II, L.P.  
Hydro Star Interco LLC  
American General Life Insurance Company  
c/o Highstar Capital Fund II, L.P.  
277 Park Avenue  
45<sup>th</sup> Floor  
New York, New York 10172

(b) The complete name and address of the Buyer is:

Corix Utilities (Illinois) LLC  
c/o Corix Infrastructure Inc.  
11020 West Plank Court #100  
Wauwatosa, WI 53226  
(604) 697-6700

(c) The sole member of Corix Utilities (Illinois) LLC, is Inland Pacific Resources, Inc. whose officers and directors are listed on Exhibit "B".

(d) Corix through its affiliates (collectively, the "Corix Group") is currently engaged in water, wastewater and energy utility and utility service operations in 14 states and parts of Canada. An overview of The Corix Group is attached as Exhibit "C".

(e) The purchase price will be paid in cash by Corix. Corix has the financial capacity, or access to capital, required to fund future capital expenditures of Utilities, Inc. and the Regulated Entities.

(f) The transfer is in the public interest. It is not anticipated that the

acquisition by Corix of the membership interests in Hydro Star will result in any change in management of any of the Regulated Entities, and, as a result, the expertise of existing management will remain in place. By combining Applicant's and the Regulated Entities' management approach and regulatory and operational expertise with the regulatory and operational expertise and financial resources and support of Corix and the Corix Group, the Regulated Entities will continue to have the ability to provide consistent and uninterrupted service to their customers.

The proposed transaction does not contemplate any change in the direct ownership or control of the Applicant or the Regulated Entities. The Regulated Entities will continue to be subsidiaries of the Applicant, which has a long history of providing quality water and wastewater services at just and reasonable rates. The Applicant and the Regulated Entities have seasoned management teams with many years of experience in the water and wastewater industry. Their customer services staff and the local operating staff are also well experienced in their areas of operations. There are currently no plans to change either the local management team or the customer services or local area staffs as a result of the proposed transaction. The day-to-day operations of the Regulated Entities will continue to be managed and operated in the same manner as they are currently operated. Following the proposed transaction, the Regulated Entities will continue to receive the support they currently receive from the Applicant.

The proposed transaction does not affect the Commission's powers with respect to the rates and services of the Regulated Entities or the authority of other governmental agencies as to the Regulated Entities' services or facilities. Thus, the proposed transaction will not have any adverse effect upon the Regulated Entities or their services.

(g) Following the proposed transaction, Corix expects to provide funding to the Applicant and the Regulated Entities on an "as needed" basis. Corix will have, or have access to, sufficient cash necessary to provide funding for the operations of the Applicant and the Regulated Entities.

(h) After reasonable investigation, Corix has determined that the utility systems operated by the Regulated Entities appear to be in satisfactory condition and in substantial compliance with all applicable standards set by the Florida Department of Environmental Protection (DEP).

(i) This Application does not involve a transfer of the facilities or the land owned or occupied by any of the Regulated Entities. The Regulated Entities will continue to own or lease the land on which their utility treatment facilities are currently located.

(j) Because the transfer affects the ownership of the membership interests of Hydro Star, the "grandparent", holding company of the parent company of the Applicant, and only indirectly the ownership of the Applicant, there will not be any change in the tariff sheets for the Regulated Entities.

(k) Because the transfer affects the ownership of the membership interests of Hydro Star, the "grandparent", the holding company of the parent company, of the

Applicant, and only indirectly the ownership of the Applicant, there will not be any change in the Certificates of the Regulated Entities.

6. Corix will fulfill the existing commitments, obligations and representations of the Applicant and Regulated Entities with regard to utility matters.

7. An Affidavit that actual notice of the Application was given to the entities on the list provided by the Commission in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030(5), Florida Administrative Code, will be filed as Late Filed Exhibit "D".


8. An Affidavit that actual notice of the Application was given to each customer in accordance with Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030(6), Florida Administrative Code, will be filed as Late Filed Exhibit "E".

9. An Affidavit that notice of the Application was published once in a newspaper of general circulation in the applicable territories in accordance with Rule 25-30.030(7), Florida Administrative Code, will be filed as Late Filed Exhibit "F".

10. Pursuant to Rule 25-30.020(2)(c), Florida Administrative Code, the appropriate filing fee is \$6,000 and is attached hereto.

Respectfully submitted on this 12th day  
of April, 2012, by:

SUNDSTROM, FRIEDMAN & FUMERO, LLP  
766 North Sun Drive, Suite. 4030  
Lake Mary, FL 32746  
PHONE: (407) 830-6331  
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[mfriedman@sfflaw.com](mailto:mfriedman@sfflaw.com)

BY:   
MARTIN S. FRIEDMAN  
For the Firm

**AFFIDAVIT**

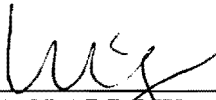
STATE OF ILLINOIS

COUNTY OF COOK

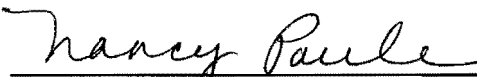
I, LISA SPARROW, do solemnly swear or affirm that the facts stated in the foregoing Application and all exhibits attached thereto are true and correct and that said statements of fact thereto constitute a complete statement of the matter to which it relates.

FURTHER AFFIANT SAYETH NAUGHT.

DATED this 11<sup>th</sup> day of April, 2012.

  
\_\_\_\_\_  
LISA SPARROW  
President and CEO

SWORN TO AND SUBSCRIBED before me this 11<sup>th</sup> day of April, 2012, by LISA SPARROW, who is personally known to.

  
\_\_\_\_\_  
NOTARY PUBLIC – State of Illinois  
Print Name: Nancy Paule  
My Commission Expires: 3-2-2015



**EXHIBIT "A"**

**Utilities, Inc.  
List of Subsidiaries - 100% wholly-owned**

<b><u>Subsidiary Name</u></b>	<b><u>County of Operations</u></b>	<b><u>Certificate No.</u></b>
Bayside Utility Services, Inc.*	Bay	None
Cypress Lakes Utilities, Inc.	Polk	509-S; 592-W
Labrador Utilities, Inc.	Pasco	530-S; 616-W
Lake Placid Utilities, Inc.	Highlands	414-W; 347-S
Lake Utility Services, Inc.	Lake	465-S; 496-W
Mid-County Services, Inc.	Pinellas	081-S
Sandy Creek Utility Services, Inc.*	Bay	None
Sanlando Utilities Corp.	Seminole	189-S; 247-W
Tierra Verde Utilities, Inc.	Pinellas	058-S
Utilities, Inc. of Eagle Ridge	Lee	369-S
Utilities, Inc. of Florida	Seminole	278-W; 225-S
	Pasco	229-S; 107-W
	Marion	305-S; 410-W
	Pinellas	204-W
	Orange	040-W
Utilities, Inc. of Longwood	Seminole	232-S
Utilities, Inc. of Pennbrooke	Lake	400-S; 466-W
Utilities, Inc. of Sandalhaven*	Charlotte	None

**\*County regulated**



**EXHIBIT "B"**

**Officers and Directors of Inland Pacific Resources, Inc.**

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## Bios

### **INLAND PACIFIC RESOURCES INC. OFFICERS**

The Officers of Inland Pacific Resources, all members of the senior management team at Corix average over 20 years of experience and a track record of successful growth. Prior to joining Corix, many of the Company's senior management members held positions in the utility industry, notably with Terasen (now FortisBC), the major gas distribution utility in British Columbia, and Terasen Water and Utility Services, a predecessor of Corix.

#### **Brett Hodson, President & CEO**

Brett Hodson has worked in the energy and water utility industries for over 20 years, first with BC Hydro then joining Terasen (now FortisBC) in 1991. At Terasen, Brett held a number of positions in the areas of resource planning, marketing, regulatory pricing, and business development. For the six years prior to the Kinder Morgan acquisition, Brett had been the President of TWUS and was a member of the Executive Management Committee of Terasen. In 2006, he was instrumental in leading the successful bid to purchase TWUS back from Kinder Morgan. Brett holds a Bachelor of Arts degree in Psychology and a Certificate in Liberal Arts from Simon Fraser University. He has a Masters in Business Administration from the Ivey Business School at the University of Western Ontario.

#### **Hamish Cumming, EVP, Legal, Risk Management & Corporate Secretary**

Hamish Cumming joined Corix Utilities in 2003. Prior to joining Corix, Hamish was Legal Counsel for Terasen (now FortisBC) after having practiced law for five years at Davis and Company, one of Canada's leading national law firms. In his capacity as counsel, Hamish had an instrumental role in the development and expansion of Terasen's water and utility services business, which evolved into Corix. Hamish is a member of the Law Society of British Columbia and the Canadian Bar Association. He was previously a Director of the Canadian Corporate Counsel Association and Secretary of the BC Chapter of the Canadian Corporate Counsel Association.

#### **Dietz Kellmann, EVP, Corporate Development**

Dietz Kellmann has over 20 years of regulatory, strategic planning, corporate development, finance and project management experience, working primarily in the energy utility and sustainable communities sectors. Prior to joining Corix, Dietz worked as an economist for the National Energy Board and as Director, Corporate Finance at Terasen (now FortisBC). Dietz joined Corix in 2007 as Vice President Corporate Development to support the Company's growth objectives and capabilities. Working closely with the Corix Executive Management Team, he is responsible for the development of Corix's long-term strategic plan and for leading select mergers and acquisitions. Dietz represents Corix on the Board of Directors of FSW and the Management Committee of Doyon Utilities LLP in Alaska. Dietz holds Bachelors and Masters Degrees in Economics from the University of Western Ontario and an MBA from Simon Fraser University. He is a member of the Certified Management Accountants Society of BC and the Yukon.

#### **Albert Low, CFO & EVP, Finance & Support Services**

Albert Low began his career with Terasen (now FortisBC) in 1997 and was named Director in 1998. He moved to the role of Vice President, Finance, Compliance and Logistics of TWUS in 2001 and was an integral part of the Executive Management Team involved in the purchase of TWUS from Kinder Morgan in 2006. With Corix (and previously TWUS), Albert has been responsible for the overall direction and growth of the finance, HR, business planning and budgeting, IT, customer financial services, safety, governance and disclosure reporting, and acquisition integration and special operations functions. Prior to joining Terasen,

Albert held senior financial and controller positions in the retail, manufacturing, warehousing and distribution, and high technology sectors. Albert graduated magna cum laude with a Diploma of Technology in financial management from the British Columbia Institute of Technology, is a Certified General Accountant and has completed executive development programs at Templeton College, Oxford University and The Wharton School, University of Pennsylvania.

**Eric Van Roon, VP & COO Canadian Utilities**

Eric Van Roon has over 20 years of engineering, business development and project management experience for projects ranging in size up to \$4 billion in both the private and public sectors with terms up to 114 years. As Corix's Vice President, Eric was responsible for structuring financing and business arrangements for several multi-utility services projects. Eric is currently overseeing Corix's operations, business and project development management teams for water and wastewater, as well as multi-utility and energy business across Canada and the United States, including the ongoing construction and operations of the Langford wastewater concession under West Shore Environmental Services and the Sustainable Energy division.

**Steve Little, VP & COO Utility Products**

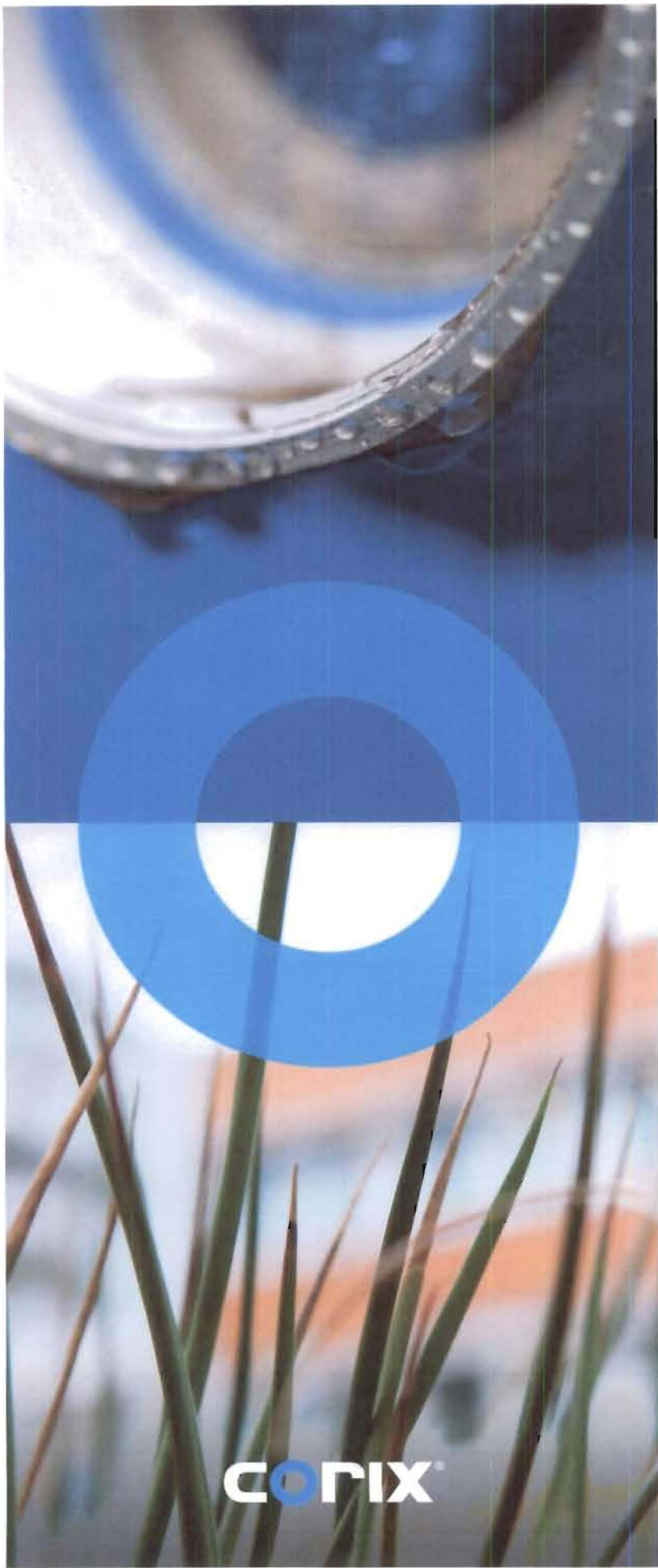
Steve Little began his career at International Plastics, which was purchased by TWUS (now Corix) in 2000, and has worked his way from a position in the warehouse to his current position leading the Water Products group. Steve has been instrumental in the due diligence and acquisition of several companies, most notably Ontario Water Products and Edward S. Walsh Co., which secured Corix a water products presence in the US. During Steve's tenure with the Company he has been involved in business development, product line diversification, branch expansion and the attraction, retention and development of staff. Steve has also built strong relationships with suppliers and vendors and is central to the establishment of the rebate programs Corix has with these groups.

**Jack Touhey, VP Public and Government Affairs**

Jack Touhey has over 25 years in business management experience, having held senior executive level positions as District General Manager of Honeywell Canada, a leading North American HVAC provider and President of Ames Bros. Distributors Ltd., an established provider of ceramic and stone products in Western Canada. Prior to this, Jack's experience includes 11 years in the regulated natural gas distribution business of BC Gas and was a member of the Rate Design Team with which he served as an expert panel member in rate application hearings before the British Columbia Utilities Commission. He managed and led all sales activities of BC Gas' Distribution Services Sales and Marketing Team and was later promoted to Director of Customer Services, accountable for all Greater Vancouver customer service activities, with over 300 employees operating from branch locations throughout BC and with an operating budget of \$12 million. Expanding his knowledge and experience into BC Gas' non-regulated business, Jack managed the start-up of DLA Distributed Energy Services Co. Ltd., the company that led ultimately to BCG Services and quickly moved up into the position of Vice President, playing a key role in company acquisitions. Jack holds a BA, Commerce and Economics Degree from Simon Fraser University in Burnaby, BC and is a Member and former Chairman of the Pacific Coast Gas Association Marketing Committee.

**EXHIBIT “C”**

**The Corix Group Overview**



## The Corix Group

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March, 2012

Building a World of  
Sustainable Communities

**TABLE OF CONTENTS**

**1. CORIX OVERVIEW..... 2**

    Corporate Governance..... 2

    Financial Capacity..... 2

    Human Resources..... 2

    Regulatory Experience..... 3

    Community Involvement..... 3

    Operation Locations..... 3

    Corix Utilities..... 4

    Utility Services..... 4

    Utility Products..... 4

**2. CORIX UTILITY SYSTEMS ..... 4**

    Fairbanks Sewer & Water Inc..... 4

    Doyon Utilities LLC..... 5

    Corix Utilities (Oklahoma) Inc..... 5

    Other Multi-Utility Businesses..... 6

    Summary of Corix Water and Sewer Projects..... 7

## 1. CORIX OVERVIEW

Corix is a recognized leader in the implementation of sustainable water, wastewater and energy infrastructure solutions for small to medium-sized communities across North America. Corix designs, supplies, builds, installs, finances and manages utility infrastructure on behalf of municipal, institutional, military and private-sector customers. Corix currently has over 2,200 employees dedicated to providing high quality utilities, services and products.

### CORPORATE GOVERNANCE

Corix is a privately held corporation and is principally owned by British Columbia Investment Management Corporation, CAI Capital Partners and Corix employees. Corix is governed by a public-style Board of Directors, currently with seven members representing shareholders and management.

Corix is committed to excellence and effectiveness in financial and risk management through its comprehensive corporate governance framework. Key components include:

- Board of Directors
- Audit Committee
- Human Resources Committee
- Operating Committee
- Health, Safety and Environment Committee
- Enterprise Risk Management Framework
- Internal Audit Department
- Disaster Recovery and Emergency Response Testing and Simulations
- Corporate Scorecard
- Whistleblower Program
- Regular Legislative Review of Regulations Within Jurisdictions of Operations

### FINANCIAL CAPACITY

Corix has over \$750 million of assets under management and a strong track record of generating stable revenues and operating cash flows. As an institutionally-owned private utility company, Corix is able to finance its equity needs without accessing the capital markets, significantly reducing the time required and the associated financing risk usually associated with lengthy transaction timelines.

Over the past three years, under challenging market conditions, Corix and its lenders have completed five syndicated bank financings totaling almost \$450 million in support of multi-utility asset acquisitions. Corix carries sufficient debt capacity under its general credit facilities to fund ongoing capital plans for all of its operations and ensures that sufficient credit capacity is maintained to accommodate unexpected capital expenditure needs in its utility operations.

Given the solid support from its owners and lenders, Corix is has the financial capacity required to for all future capital expenditures of Utilities, Inc.

### HUMAN RESOURCES

Corix has extensive direct and relevant experience in successfully transitioning operating utilities into the Corix Group. Since 2008, Corix has purchased and integrated several unique utility systems valued at over \$500 million in which we welcomed over 230 new employees to Corix. The Utilities, Inc. acquisition will add over 400 additional employees in 15 states.

Our experience consistently proves that retention of the incumbent staff is critical for the effective transfer of all institutional knowledge required to truly understand the technical and operational history of a given utility system. In a recent University of Oklahoma acquisition we offered employment to all 32 existing

employees. In our purchase of U.S. military assets at three military bases in Alaska, we also hired the existing staff, and with growth of the system and creation of new positions we currently have 130 employees serving the three military bases.

### REGULATORY EXPERIENCE

As an experienced owner of regulated assets, Corix understands the importance of maintaining strong regulatory relationships as well as the need to structure transactions that provide appropriate assurances to regulators and customers. Corix has significant in-house experience in developing successful applications before local and state regulatory authorities in a variety of jurisdictions and augments this expertise with local experts who are well-acquainted with local legislation, regulations and practices.

Corix has demonstrated its ability to successfully acquire, manage and operate utility businesses throughout North America based on its track record of operational expertise, health and safety, customer service and community involvement.

### COMMUNITY INVOLVEMENT

We believe a strong community will support a strong and reliable utility. Corix and its employees support local charities and community groups in every region in which we operate. We also believe in supporting environmental and sustainability initiatives that align well with our core businesses.

### OPERATION LOCATIONS

Corix has achieved rapid growth in recent years through both internal business development and acquisitions. Today, Corix has over \$750 of assets under management and over 2,200 employees operating in 85 locations across North America. The Corix senior management team averages in excess of 20 years of utility industry experience with a successful track record of operations and growth across the Corix platform.

The following map illustrates Corix's current operating locations.





Corix has a unique “economies of scope” business model that integrates three distinct but highly complementary lines of business: Utilities, Utility Services and Utility Products.



### CORIX UTILITIES

Unlike traditional single service utilities, Corix is focused on providing utility ownership and management across multiple utilities at the local level. Utilities under management by Corix include water treatment and distribution, wastewater collection and treatment, thermal generation and combined heat & power (CHP) plants, natural gas and electricity distribution, and chilled water plants and distribution systems. Corix facilitates seamless integration of the systems through its extensive technical and operating expertise and common corporate governance standards with respect to overall utility management, capital planning, health and safety, customer care, information technology, legal services and rate regulation.

### UTILITY SERVICES

Corix provides measurement and metering services to municipalities, utilities, and cooperatives throughout North America, with its main operational centre located in Wauwatosa, Wisconsin. The services provided include automated meter reading deployment, maintenance and support, meter changes and retrofits, contract meter reading, code compliance, utility field installation services, and other special field services. Corix also provides turnkey design-build water systems and fire hydrant leak detection, maintenance, and repair.

### UTILITY PRODUCTS

Corix operates 38 utility products branches across North America, distributing a full line of pipes, valves, meters, pumps, irrigation equipment, service, and repair products and other components that are used to transport clean water and wastewater. Corix also serves the oil, gas, and industrial products sector by providing measurement and control equipment.

## 2. CORIX UTILITY SYSTEMS

Corix, as a multi-utility service provider, owns and operates a variety of water and sewer systems in addition to thermal energy and electric power assets. A summary of several of the notable utility operations is provided below.

### FAIRBANKS SEWER & WATER INC.

Corix owns 100% of Fairbanks Sewer and Water Inc. (“FSW”). With assets of approximately \$115 million, FSW provides water treatment and distribution, wastewater collection and treatment, and customer care services to the 80,000 residents of the Greater Fairbanks area. FSW was created through the

privatization of the utility systems previously owned by the City of Fairbanks, Alaska. FSW then successfully transitioned these systems from under-funded and deteriorated municipal assets to a private utility with rates subject to regulation by the Regulatory Commission of Alaska. The quality, sustainability and service levels have shown consistent improvement since that time and FSW continues to ensure that the systems meet all regulatory requirements, are upgraded to meet new requirements where necessary, and have the capacity to address the population growth in Fairbanks.

### DOYON UTILITIES LLC

Corix owns 50% of Doyon Utilities LLC, which in turn owns 12 utilities serving a total population of approximately 50,000 on three U.S. military bases in Alaska. The assets were transferred to private ownership by the U.S. government under a military privatization transaction.

The water and sewer infrastructure includes three potable water treatment plants, 31 wells, a dam and surface water reservoir, 85 miles of associated water distribution systems, 57 miles of associated sewer collection systems and lift stations, and a sewer treatment plant. The full scope of the operation also includes two district energy systems, electric distribution and natural gas distribution. The operation currently has 130 employees managing these mission critical utilities, including 20 engineering and construction project managers engaged to plan, engineer and manage approximately 500 construction projects scheduled for completion over the initial five years.

Doyon was selected for the transaction under a competitive bid process as the proponent with the best pricing, which was also significantly lower than the military's status quo "Should-Cost" forecast. The original transaction included approximately \$200 million of legacy assets and we have invested an additional \$150 million to date in planned upgrades and renewals and replacements. It is expected that total capital upgrades and R&R investments will be as high as \$1 billion over the term of the 50-year contract.

This transaction is the largest and most complex utility privatization action ever undertaken by the U.S. Military to date, both in terms of size and scope. Some of the unique features of this operation include:

- Multi-utility operations at each of the three military bases.
- Locations in both the interior and coastal areas of Alaska.
- On-site power generation at two of the installations and construction of a base-load landfill gas-fired renewable energy power plant.
- Ownership and operation of the Ship Creek Dam and reservoir and associated 8 MGD water treatment plant.
- Direct ownership of the sewer plant, which was previously a federally owned treatment works. Upon conversion to private ownership we were able to maintain the exemption related to hazardous waste treatment standards imposed on privately owned treatment works.
- Transition over a 10 month period including construction of certain key facilities, acquisition of fleet vehicles and transition of staff.
- The 12 utilities are regulated by the Regulatory Commission of Alaska and monthly charges to the federal government are based on a cost of service utility model.

### CORIX UTILITIES (OKLAHOMA) INC.

Through a nation-wide solicitation process, Corix was selected by the University of Oklahoma to purchase a 50 year concession to invest in and design, build, operate and maintain six utility systems serving a student population of approximately 30,000 at its campus in Norman, Oklahoma. This multi-utility operation includes water and sewer systems, a central heat and power plant, district energy system, chilled water production and distribution system, and electrical and natural gas distribution systems. The initial acquisition price was \$118 million and the total 50-year capital investment is estimated at over \$600

million. The University's incumbent employees were hired by Corix as part of the transition. The concession agreement is structured to mirror regulated utilities in Oklahoma using typical cost of service rate-setting principles. The benefits to the University included monetization of non-core utility assets and reallocation of the funds to the core education and research missions.

#### OTHER MULTI-UTILITY BUSINESSES

In Canada, Corix owns and/or operates 164 utility systems serving approximately 200,000 residents in over 100 small to medium sized communities and resort areas. The system registry for Canada includes 40 water treatment plants, 59 water distribution systems, 28 wastewater treatment facilities, and 37 wastewater collection systems. Corix also provides energy and other services to a number of these communities.

Throughout its history, Corix has designed, constructed and operated utility systems as part of complex water and sewer projects as well as stand-alone systems, working closely with communities to develop the solutions that best address their needs. The utilities are either regulated by provincial authorities or operate under contracts structured according to cost of service principles.

**SUMMARY OF CORIX WATER AND SEWER PROJECTS**

Corix currently provides water and/or sewer service an estimated population of over 350,000 people. The following table summarizes the water and sewer projects currently operated by Corix across North America.

Location / System Name	Scope of Services	Pop. (Approx)	Water Treatment	Water Distribution	Wastewater Collection	Wastewater Treatment
<b>Alaska</b>						
City of Fairbanks	Own / Operate	80,000	X	X	X	X
U.S. Army - Fort Wainwright	Own / Operate (50%)	25,000	X	X	X	
U.S. Air Force - Joint Base Elmendorf Richardson	Own / Operate (50%)	20,000	X	X	X	
U.S. Army - Fort Greely	Own / Operate (50%)	2,000		X	X	X
<b>Oklahoma</b>						
Oklahoma University	Own / Operate	30,000		X		X
<b>Total U.S.</b>		<b>157,000</b>	<b>3</b>	<b>5</b>	<b>4</b>	<b>3</b>
<b>British Columbia</b>						
City of Langford	Own / Operate	30,000			X	
Sun Rivers Community	Own / Operate	6,000		X	X	
Riverport Residential & Entertainment	Own / Operate	2,500			X	X
Panorama Mountain Village	Own / Operate	1,500		X	X	X
Cultus Country	Own / Operate	250		X	X	X
Lindal Beach	Own / Operate	250		X		
Sage Meadows	Own / Operate	100		X	X	X
Kicking Horse Ski Resort	Operate	1,000		X	X	X
Fairmont Hot Springs	Operate	800		X	X	X
Furry Creek & Oliver's Landing	Operate	750		X	X	X
Fort Steele	Operate	500		X		
Dockside Green Residential Community	Operate	500		X	X	X
Britannia Beach Community	Operate	500	X	X	X	X
Gateway Lakeview Estates	Operate	250	X	X	X	X
La Casa	Operate	200		X	X	X
Highlands	Operate	100		X	X	X
Terravista	Operate	100		X	X	X
Cottages at Copper Point	Operate	100		X	X	
Crooked Tree	Operate	100	X	X		
Aspens	Operate	100			X	X
Beaches	Operate	100			X	X
Rockcliffe	Operate	50		X		
Quayside Village Co-housing, NV	Operate	50		X	X	X
Kamloops Indian Band	Supervise / Startup / Train	500			X	
City of Tofino	Supervise	1,500	X	X		
Kent Prison	Supervise	1,000			X	X
Caravans West, Scotch Cr.	Supervise	500			X	X
Spirites Reach	Supervise	100			X	X

Location / System Name	Scope of Services	Pop. (Approx)	Water Treatment	Water Distribution	Wastewater Collection	Wastewater Treatment
<b>Alberta</b>						
Corix Utilities (Foothills Water)	Own / Operate	5,000	X	X	X	X
Rocky View County - Langdon	Operate	3,500			X	X
Nexen, Ft. McMurray	Operate	3,000	X	X	X	X
Rocky View County - Elbow Valley Sewer Line	Operate	2,000			X	
Rocky View County - East Balzac	Operate	1,200	X	X		
Alberta Tourism Parks & Recreation - Bow Valley Admin	Operate	1,600	X	X		
Alberta Tourism Parks & Recreation - Bow Valley South	Operate	100	X	X	X	
Alberta Tourism Parks & Recreation - Elbow Ranger Station	Operate	100			X	X
Alberta Tourism Parks & Recreation - Fire Base	Operate	100	X	X		
Alberta Tourism Parks & Recreation - McLean Creek	Operate	100	X	X	X	
Alberta Tourism Parks & Recreation - Ghost Reservoir	Operate	50	X	X		
Alberta Tourism Parks & Recreation - Highwood House	Operate	25	X	X		
Alberta Tourism Parks & Recreation - Little Elbow	Operate	25	X	X		
Alberta Tourism Parks & Recreation - Sheep Ranger & Sandy	Operate	25	X	X		
Elkana Residents	Operate	1,000	X	X		
Emerald Bay	Operate	1,000	X	X	X	X
Poplar View Water Co-op	Operate	1,000	X	X		
Twelve Mile Coulee	Operate	1,000	X	X		
Glencoe Golf & Country	Operate	700	X	X	X	
Wintergreen Woods	Operate	500	X	X		
Bearspaw Ridge	Operate	400		X		
Lynx Ridge	Operate	400			X	
Tsuu T'ina Nation	Operate	400	X		X	
The Slopes	Operate	300		X		
Jumping Pound	Operate	300	X	X		X
Elbow Springs Golf Club	Operate	200	X	X		
Our Lady Queen of Peace	Operate	200	X	X		
Muirfield	Operate	150	X	X	X	
Windmill Water Co-Op	Operate	150	X	X		
Elbow Valley Utilities Corp	Operate	100		X		
Georgian Del Rich	Operate	100	X	X		
Square Butte Ranches	Operate	100	X	X		
Springate	Operate	100	X	X		
Deerhaven	Operate	50	X	X		
Tower Ridge Utility	Operate	50	X	X		
Cullen Creek	Operate	50	X	X		
Poplar View Utility Corp	Operate	50		X		
Serenity Estates	Operate	50	X	X		
Springshire	Operate	50	X	X		
Wheatland Water	Operate	50	X	X		
Mountain View	Operate	25	X	X		

Location / System Name	Scope of Services	Pop. (Approx)	Water Treatment	Water Distribution	Wastewater Collection	Wastewater Treatment
<b>Ontario</b>						
Chatham-Kent (32 systems)	Joint Venture	110,000			X	X
Picton	Operate	7,500	X	X		
Walpole	Joint venture	2,250	X	X		
Newbury WPCP	Joint venture	400			X	X
<b>Territories</b>						
Dawson City, Yukon Government	Build / Operate	3,500				X
Government of the Northwest Territories	Build / Startup / Train	2,700	X	X		
<b>Total Canada</b>		<b>201,050</b>	<b>40</b>	<b>59</b>	<b>37</b>	<b>28</b>
<b>Total North America</b>		<b>358,050</b>	<b>43</b>	<b>64</b>	<b>41</b>	<b>31</b>

**EXHIBIT "D"**

**Affidavit of Mailing - Government Entities**

**(To be late filed)**

**EXHIBIT "E"**

**Affidavit of Mailing - Customers**

**(To be late filed)**



**EXHIBIT "F"**

**Affidavit of Publication**

**(To be late filed)**