

Eric Fryson

From: jennifer.gillis@hklaw.com
Sent: Wednesday, December 19, 2012 4:38 PM
To: Filings@psc.state.fl.us
Cc: Andrew Maurey; Hope Bullard; Maria Carbonell; Bart Fletcher; Clayton Lewis; Penny Buys; Patti Daniel; Martha Brown; David.Bernstein@arlaw.com; TJRakocy@aquaamerica.com; KAJoyce@aquaamerica.com; wdickerson@aquaamerica.com; bruce.may@hklaw.com
Subject: Electronic Filing - 120272-WS
Attachments: 120272-WS - AUF Resp to Staff Request of 11-20-12.pdf

a. Person responsible for this electronic filing:

Bruce May
Holland & Knight LLP
Post Office Drawer 810
Tallahassee, FL 32302-0810
(850) 224-7000
bruce.may@hklaw.com

b. Docket number and title for electronic filing are: Docket 120272-WS – In re: Joint Application for Expedited Approval of Transfer of Aqua Utilities Florida, Inc.'s Water and Wastewater Facilities Serving the Arredondo Farms Mobile Home Park in Alachua County, Florida to Yes Companies, LLC, an exempt entity under Section 367.022(5), Florida Statutes

c. The name of the party on whose behalf the document is filed: Aqua Utilities Florida, Inc. ("AUF").

d. Total number of pages: 3

e. Brief description of filing: AUF's Response to November 20, 2012 letter from Bart Fletcher, Public Utilities Supervisor, Bureau of Rate Filings and Surveillance

Jennifer Gillis | Holland & Knight
Sr Legal Secretary
315 South Calhoun Street, Suite 600 | Tallahassee FL 32301
Phone 850.425.5605 | Fax 850.224.8832
jennifer.gillis@hklaw.com | www.hklaw.com

******IRS CIRCULAR 230 DISCLOSURE: TO ENSURE COMPLIANCE WITH REQUIREMENTS IMPOSED BY THE IRS, WE INFORM YOU THAT ANY TAX ADVICE CONTAINED IN THIS COMMUNICATION (INCLUDING ANY ATTACHMENTS) IS NOT INTENDED OR WRITTEN BY HOLLAND & KNIGHT LLP TO BE USED, AND CANNOT BE USED, FOR THE PURPOSE OF (I) AVOIDING TAX-RELATED PENALTIES UNDER THE INTERNAL REVENUE CODE, OR (II) PROMOTING, MARKETING, OR RECOMMENDING TO ANOTHER PARTY ANY TAX-RELATED MATTER HEREIN.******

DOCUMENT NUMBER: 0177

08247 DEC 19 2012

FPSC-COMMISSION CLERK

NOTE: This e-mail is from a law firm, Holland & Knight LLP ("H&K"), and is intended solely for the use of the individual(s) to whom it is addressed. If you believe you received this e-mail in error, please notify the sender immediately, delete the e-mail from your computer and do not copy or disclose it to anyone else. If you are not an existing client of H&K, do not construe anything in this e-mail to make you a client unless it contains a specific statement to that effect and do not disclose anything to H&K in reply that you expect it to hold in confidence. If you properly received this e-mail as a client, co-counsel or retained expert of H&K, you should maintain its contents in confidence in order to preserve the attorney-client or work product privilege that may be available to protect confidentiality.

Holland & Knight

315 South Calhoun Street, Suite 600 | Tallahassee, FL 32301 | T 850.224.7000 | F 850.224.8832
Holland & Knight LLP | www.hklaw.com

D. Bruce May, Jr.
850-425-5607
bruce.may@hklaw.com

December 19, 2012

VIA E-MAIL

Ann Cole, Commission Clerk
Office of the Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: *In re: Joint Application for Expedited Approval of Transfer of Aqua Utilities Florida, Inc.'s Water and Wastewater Facilities Serving the Arredondo Farms Mobile Home Park in Alachua County, Florida to Yes Companies, LLC, an exempt entity under Section 367.022(5), Florida Statutes*
Docket No. 120272-WS

Dear Ms. Cole:

On behalf of Aqua Utilities Florida, Inc. ("AUF"), set forth below are AUF's responses to the letter dated November 20, 2012, from Bart Fletcher, Public Utilities Supervisor, Bureau of Rate Filings and Surveillance. For ease of reference, the additional information requested in Mr. Fletcher's letter are repeated verbatim herein, with the response immediately following each request.

Additional Information

- 1. Utility Plant. Contingent on the approval of this transfer. Aqua's water certificate will be amended to only include Arredondo Estates in its service territory. Please provide a breakdown of the rate base allocated to the Arredondo Estates.**

Response:

Utility Plant in Service	\$	260,574
Accumulated Depreciation	\$	(47,892)
CIAC	\$	(1,290)
Accumulated Amortization	\$	47
Net Book Value	\$	211,438

- 2. Sale Closing Date. Please verify the date upon which the sale closed/or will close and the Buyer took over operation of the utility facilities.**

Response:

The Real Property and Utility System Purchase Agreement between Aqua and Yes does not identify a specific date for Closing. Rather, Section 5 provides that Closing will occur on a date to be agreed upon by the parties, but such date must be within fifteen days of the date on which all conditions precedent identified in Section 4 have been satisfied. PSC approval is one of the conditions precedent to Closing. Consequently, Closing will not occur until after the PSC's approval of the Joint Application.

- 3. Mobile Home Lot Rental Agreements. Contingent on the approval of this transfer, YES Companies will be responsible for providing utility services to its tenants. Please provide an updated prospectus pursuant to Section 723 of the Florida Statutes.**

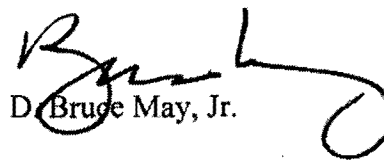
Response:

AUF understands that YES Companies will be responding to this request shortly.

Thank you for your assistance.

Sincerely,

HOLLAND & KNIGHT LLP


Dr. Bruce May, Jr.

DBM:kjg

cc: Andrew Maurey
Hope Bullard
Maria Carbonell
Stephen Fletcher
Clayton Lewis
Penelope Buys
Patricia Daniel
Martha Brown, Esq.
David Bernstein, Esq.
Terry Rakocy

Ann Cole
December 19, 2012
Page 3

Kimberly A. Joyce, Esq.
William Dickerson, Esq.