

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint application of Ni Florida, LLC and Ni Pacolet Milliken Utilities, LLC for approval of transfer of majority organizational control of Ni Florida, LLC

Docket No. _____

Date: April 3, 2015

JOINT APPLICATION FOR AUTHORITY TO TRANSFER MAJORITY ORGANIZATIONAL CONTROL

Ni Florida, LLC ("Ni Florida") and Ni Pacolet Milliken Utilities, LLC, by and through their undersigned counsel, and pursuant to Section 367.071, Florida Statutes, and Rule 25-30.037(3), Florida Administrative Code, hereby file this Joint Application ("Application") for approval to transfer all of the issued and outstanding equity interests in Ni Florida, LLC, and state:

INTRODUCTION

1. Ni Florida, LLC ("Ni Florida"), is a Delaware limited liability company authorized to do business in Florida, whose address is:

Ni Florida, LLC
13824 U.S. Highway 19, Suite 301
Hudson, Florida, 34667

2. Ni Pacolet Milliken Utilities, LLC ("Buyer") is a Delaware limited liability company which has been established as the holding company purchaser for Ni Florida, LLC. Its

address is:

Ni Pacolet Milliken Utilities, LLC
105 Corporate Drive, Suite A
Spartanburg, SC 29303

- COM _____
- AFD 1
- APA _____
- ECO 1
- ENG 3
- GCL 1
- IDM _____
- TEL _____
- CLK _____

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COMMISSION CLERK

Buyer is a wholly-owned subsidiary of Pacolet Milliken Enterprises, Inc., a Delaware corporation headquartered in Spartanburg, SC (“PME”). PME is, and has been since its inception, a “C corporation” under the Internal Revenue Code.

3. The name and address of the person to contact concerning this Application is:

Marsha E. Rule
Rutledge Ecenia, PA
marsha@rutledge-ecenia.com
119 South Monroe St., Suite 202
Tallahassee, Florida 32301
(850) 681-6788 (Telephone)
(850) 681-6515 (Facsimile)

4. Ni Florida provides water service in Lee County, Florida (water certificate No. 388-W) and wastewater service in Pasco County (wastewater certificate No. 104-S). Ni America Capital Management, LLC (the “Seller”) is currently the sole owner of Ni Florida. The Seller previously provided the financial capital required to acquire and then operate and manage the water and wastewater systems owned by Ni Florida. The Seller has entered into an Equity Purchase Agreement (the “Purchase Agreement”) with Buyer’s parent corporation (PME) on February 26, 2015, which provides that it will sell to PME, among other assets, its ownership interest in Ni Florida. PME subsequently assigned its interest in the Purchase Agreement to Buyer (its wholly-owned subsidiary). This Commission’s approval of the transfer of 100% organizational control of Ni Florida is a condition precedent to the closing of this acquisition.

Buyer intends to retain the existing third party contract operator to continue to perform the duties and responsibilities in a manner consistent with its current duties and responsibilities performed for Ni Florida. Ni Florida’s existing management team is also expected to continue managing Ni Florida’s operations.

5. As required by Rule 25-30.037(3), Florida Administrative Code, Applicants state:

(a) The complete name and address of Seller:

Ni America Capital Management LLC
c/o Metalmark Capital LLC
1177 Avenue of the Americas
New York, NY 10036

(b) The complete name and address of Buyer:

Ni Pacolet Milliken Utilities, LLC
105 Corporate Drive, Suite A
Spartanburg, SC 29303

(c) The name(s) and address(es) of all of Buyer's corporate officers, directors, partners and any other person(s) who will own an interest in the utility:

As noted above, Buyer is a wholly-owned subsidiary of PME. PME is the sole member and manager of the Buyer. PME is a privately-owned family company, although no individual shareholder of record owns more than 5% of the voting power of PME. PME has appointed the following officers of Buyer:

Ralph Walker: President
William Crawford: Vice President
Mark Daday: Treasurer

Ed Wallace: Vice President
Bryan Stone: Vice President
Rick Thompson: Secretary

The address of the foregoing persons is

c/o Pacolet Milliken Enterprises, Inc.
105 Corporate Drive, Suite A
Spartanburg, SC 29303.

(d) Buyer owns the following other water or wastewater utilities:

In the same transaction in which Buyer is purchasing the equity interests in Ni Florida, Buyer also is purchasing 100% of the equity interests in other utilities owned by Seller, including Ni South Carolina Utilities, Inc., which owns a wastewater utility serving areas primarily in

Richland County, South Carolina; Ni South Carolina, LLC, which owns two wastewater utilities serving areas primarily in Lexington County, South Carolina; and Ni America Texas, LLC, which owns two water utilities serving areas primarily in Hood and Wise counties in Texas. Each of these utilities in South Carolina and Texas is regulated by the applicable state authority, namely the South Carolina Public Service Commission and the Public Utility Commission of Texas.

(e) The purchase price will be paid upon closing by wire transfer of immediately available funds from Buyer to an account designated by Seller. Buyer, through its parent (PME) has the financial capability and access to capital, if necessary, that may be required to fund future capital expenditures of Ni Florida's water and wastewater systems. Because PME is a private family company, its financial details are confidential. However, in recognition of the need for the Florida Public Service Commission to understand the strong financial capability of Buyer and its parent (PME) to support the Ni Florida operations, attached as Exhibit A is a letter from PME's independent auditor (Elliott Davis Decosimo) certifying that based on PME's most recent audited financial statements (at and for the year ended December 31, 2014), PME's total equity is in excess of \$200 million and its net current assets are in excess of \$100 million.

(f) This transfer is in the public interest. Although the ultimate owner of Ni Florida will change, Ni Florida will continue to own, manage and control the facilities it currently owns, manages and controls. Buyer intends to retain current management to manage Ni Florida's operations. Since Buyer intends to retain both current management and the existing contract operator of Ni Florida, the transition of the utilities operations upon consummation of the transaction will be seamless and efficient, and the day-to-day operations of the utility will continue to be managed and operated as they are currently managed and operated. Buyer's

acquisition of the equity interests in Ni Florida therefore will not result in any material change in the regular daily operation or management of its water or wastewater systems.

The Buyer has designated Ralph Walker, its CEO, and William Crawford, its General Counsel, to oversee the day-to-day activities carried out by Ni Florida's management and contract operator in the operation of Ni Florida's utilities. Mr. Walker has led PME's Energy operations for the past three years. He has over 28 years of experience as the president of energy infrastructure companies and independent power producing companies. In 1982, he established Aquenergy Systems, Inc., which became the largest independent developer and operator of hydroelectric projects in the southeastern United States. Mr. Crawford is a transactional lawyer with over 25 years of experience. He has been with PME for two years. Prior to that, he was the general counsel of the 45th largest bank holding company in the United States. He was also in private practice for a number of years, where he had a successful transactional and regulatory practice (primarily in the financial institutions area).

Further, Buyer is a wholly-owned subsidiary of a private, financially sound family-owned investment company (PME) with a forward-looking mandate to preserve and grow its assets. Buyer and its parent corporation desire to provide high quality service to the Ni Florida customers at an economical value based on a conservative balance of equity and debt, and in accordance with prudent standards prevailing in the industry. Buyer's parent corporation (including the family that owns it) has been prudent and successful in its other business interests, which date back to the 1860's. For example, the Buyer will be a sister company of Lockhart Power Company, a regulated electrical power utility in South Carolina that was founded by the Milliken Family in 1912.

Buyer will ensure that Ni Florida fulfills all of its commitments, obligations and representations with regard to utility matters.

(g) PME is the sole owner and member of the Buyer. Following the transfer, Ni Florida will provide Buyer and PME with monthly financial statements addressing financial, operational, and developmental matters. The Buyer (directly and through its parent) is sufficiently funded to not only make the acquisition, but also to operate the acquired assets and maintain them in accordance with applicable regulatory standards. Buyer and PME will provide funding to Ni Florida as needed, and have access to sufficient cash to do so.

(h) After reasonable investigation, Buyer has determined that the water and wastewater systems operated by Ni Florida appear to be in satisfactory condition and in compliance with all applicable standards set by the Florida Department of Environmental Protection. Ni Florida's wastewater in the Hudson utility is transported to Pasco County's wastewater treatment facility under a Bulk Wastewater Agreement (and Consent) between Ni Florida and Pasco County. In conjunction with the Consent, Ni Florida is to conduct repairs to reduce chloride loads to an average concentration of 250mg/l over four connection points. The Buyer is aware of the Consent and intends to continue to operate Ni Florida in accordance with the Consent, including meeting with Pasco County on a regular basis to discuss findings and results of work performed by Ni Florida and Pasco County.

(i) Because the Purchase Agreement is structured as a purchase of equity interests, this Application does not involve a transfer of the facilities or the land owned by Ni Florida or occupied by the Ni Florida systems, and Ni Florida will continue to own or lease the land on which its facilities are located.

(j) Ni Florida will continue to offer services from its existing tariff following the transfer of equity interests from Seller to Buyer. The original and two copies of sample tariff sheets reflecting the name of the new issuing officer will be filed as Late Filed Exhibit "B" to this Application.

(k) The Commission approved the transfer of wastewater certificate No. 104-S from Hudson Utilities, Inc. to Ni Florida in Order No. PSC-08-0226-FOF-SU, and approved the transfer of water certificate No. 388-W from Tamiami Village Water Company, Inc. to Ni Florida in Order No. PSC-08-0621-FOF-WU. The transfer of equity interests in Ni Florida from Seller to Buyer does not change the identity of the utility service provider and does not require a change in the utility's current certificates of authority.

6. An Affidavit that the 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, is attached as Exhibit "C".

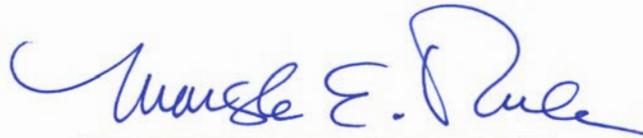
7. An Affidavit that actual notice of the Application was given to each customer as required by Section 367.045(1)(a), Florida Statutes, and Rule 25-30.030(6), Florida Administrative Code, will be filed as Late Filed Exhibit "D".

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

9. As required by Rule 25-30.020(2)(c), Florida Administrative Code, the filing fee of \$4,500 (\$1,500 for water and \$3,000 for wastewater) will accompany this filing.

WHEREFORE, Ni Florida, LLC and Ni Pacolet Milliken Utilities, LLC, request that this Commission grant this Application, approve the transfer of majority organizational control to Ni Pacolet Milliken Utilities, LLC, and grant such other relief as is appropriate.

Respectfully submitted this 3rd day of April, 2015.



Marsha E. Rule
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Primary email: marsha@rutledge-ecenia.com
Secondary email: roxanne@rutledge-ecenia.com
Martin P. McDonnell
Florida Bar No. 301728
Primary email: marty@rutledge-ecenia.com
Rutledge Ecenia, P.A.
119 South Monroe Street, Suite 202
Tallahassee, Florida 32301
Phone: 850.681.6788
Fax: 850.681.6515

Attorneys for Joint Applicants Ni Florida, LLC
And Ni Pacolet Milliken Utilities, LLC

AFFIDAVIT

STATE OF NEW YORK

COUNTY OF New York

The undersigned, Ni America Capital Management, LLC, by Leigh J. Abramson, not personally, but solely in his capacity as Authorized Representative of Ni America Capital Management, LLC, does solemnly swear or affirm that, to the undersigned's actual knowledge, the facts stated in the foregoing application and all exhibits attached thereto are true and correct and that, to the undersigned's actual knowledge, said statements of fact thereto constitute a complete statement of the matter to which it relates.

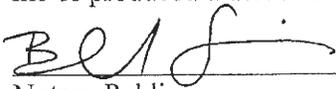
FURTHER AFFIANT SAYETH NAUGHT.

Dated April 2, 2015.

Ni America Capital Management, LLC


By: _____
Name: Leigh J. Abramson
Title: Authorized Representative

Sworn to and subscribed before me this 2nd day of April, 2015, by Leigh J. Abramson as Authorized Representative of Ni America Capital Management, LLC, who is personally known to me or produced a driver's license as identification.


Notary Public

BELINDA SCHMID
(Print name)

My commission expires: December 20th, 2018

Belinda Schmid
Notary Public State of New York
No. 01SC6233206
Qualified in New York County
My Comm. Expires Dec. 20, 2018

EXHIBIT "A"

Independent auditor letter re: Pacolet Milliken Enterprises, Inc.



March 31, 2015

Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Pacolet Milliken Enterprises, Inc.

I am writing you at the request of Pacolet Milliken Enterprises, Inc. ("Pacolet"). We are independent certified public accountants for Pacolet. Elliott Davis Decosimo, LLC is a top 30 public accounting firm headquartered in Greenville, SC. We have audited Pacolet since its inception and have received authorization from management of Pacolet to provide you certain financial excerpts from the 2014 audited financial statements. This letter is provided in connection with the application of Ni Pacolet Milliken Utilities, LLC to acquire Ni Florida, LLC.

We have audited the financial statements of Pacolet as of and for the year ended December 31, 2014. We wish to remind you that management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America.

Ni Pacolet Milliken Utilities, LLC is a wholly owned subsidiary of Pacolet Milliken Enterprises, Inc. Pacolet is (since inception), a Delaware corporation taxed as a C-corporation under the US Internal Revenue Code.

The total equity (assets minus liabilities) at December 31, 2014 as noted on the balance sheet presented in the audited financial statements of the Company with a report date of March 6, 2015 is in excess of \$200 million. Net current assets, (current assets minus current liabilities) as reported in the 2014 audited financial statements are in excess of \$100 million.

Note that our audit procedures were not planned or conducted in contemplation of your request for information. Items of possible interest to you may not have been specifically addressed. Our use of professional judgment and the assessment of materiality for the purpose of our work means that matters may have existed that would have been assessed differently. Among other things, we have not expressed an opinion, or other form of assurance, on individual account balances, financial amounts, or financial information. We have not reported on the Company's financial statements for any period subsequent to December 31, 2014.

Florida Public Service Commission

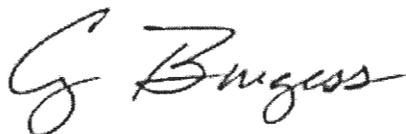
March 31, 2015

Page 2

Any use by you of the information requested above is solely a matter of your responsibility and judgment, and this letter is not intended to establish a client relationship with you nor is it intended to establish any obligation on our part to provide any future information to you with regard to Pacolet.

Very truly yours,

ELLIOTT DAVIS DECOSIMO, LLC

A handwritten signature in cursive script that reads "Cy Burgess". The signature is written in black ink and is positioned below the typed name.

Cy Burgess, CPA
Shareholder

EXHIBIT "B"

Tariff

(To be late filed)

EXHIBIT "C"

Affidavit of mailing – government entities

AFFIDAVIT OF MAILING

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Roxanne Levingston, who, after being duly sworn on oath, did depose on oath and say that she is the Legal Assistant to Marsha Rufe, counsel for Ni Florida, LLC, and that she did send by first class U.S. Mail a copy of the Notice attached hereto to each of the entities set forth on the list attached hereto on April 3, 2015.

FURTHER AFFIANT SAYETH NAUGHT.


Roxanne Levingston

Sworn to and subscribed before me on April 3, 2015, by Roxanne Levingston, who is personally known to me.


NOTARY PUBLIC, STATE OF FLORIDA.

My commission expires: _____



**LIST OF WATER AND WASTEWATER UTILITIES IN LEE COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

<u>UTILITY NAME</u>	<u>MANAGER</u>
<u>LEE COUNTY</u>	
BUCCANEER WATER SERVICE (WU730) C/O EQUITY LIFESTYLE PROPERTIES, INC. TWO NORTH RIVERSIDE PLAZA, SUITE 800 CHICAGO, IL 60606-2682	CHRISTOPHER (CHRIS) RAGNI (312) 279-1842
ENVIRONMENTAL PROTECTION SYSTEMS OF PINE ISLAND, INC. (SU287) 3039 YORK ROAD ST. JAMES CITY, FL 33956-2303	KEVIN J. CHERRY (239) 283-1144
FOREST UTILITIES, INC. (SU293) 6000 FOREST BLVD. FORT MYERS, FL 33908-4318	DAVID SWOR (239) 481-0111
MOBILE MANOR WATER COMPANY, INC. (WU167) 13730 CYPRESS TERRACE CIRCLE, SUITE #4 FORT MYERS, FL 33907-8826	RICHARD GRIFFITH, SR. (239) 543-1414
NI FLORIDA, LLC (WU920) 10913 METRONOME DRIVE HOUSTON, TX 77043-2201	MARSHA RULE (850) 681-6788
PINE ISLAND COVE HOMEOWNERS ASSOCIATION, INC. (SU724) 7290 LADYFISH DRIVE ST. JAMES CITY, FL 33956-2723	FRED L. STRONG (239) 283-3100
TOWN & COUNTRY UTILITY (SU904) P. O. BOX 31841 PALM BEACH GARDENS, FL 33420-1841	CHARLES DESANTI (941) 235-6900
TOWN & COUNTRY UTILITY (WU811) 17837 MURDOCK CIRCLE PORT CHARLOTTE, FL 33948-4000	CHARLES DESANTI (941) 235-6900
USEPPA ISLAND UTILITY, INC. (WS249) P. O. BOX 640 BOKEELIA, FL 33922-0640	TIM FITZSIMMONS (239) 283-1061
UTILITIES, INC. OF EAGLE RIDGE (SU749) 200 WEATHERSFIELD AVENUE ALTAMONTE SPRINGS, FL 32714-4027	PATRICK C. FLYNN (407) 869-1919 EXT 1359

**LIST OF WATER AND WASTEWATER UTILITIES IN LEE COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

CHAIRMAN, BOARD OF COUNTY COMMISSIONERS, LEE COUNTY
P. O. BOX 398
FT. MYERS, FL 33902-0398

CLERK OF THE CIRCUIT COURT, LEE COUNTY
P. O. BOX 2469
FORT MYERS, FL 33902-2469

DEP SOUTH DISTRICT
2295 VICTORIA AVE., SUITE 364
FORT MYERS, FL 33901

MAYOR, CITY OF CAPE CORAL
P. O. BOX 150027
CAPE CORAL, FL 33915-0027

MAYOR, CITY OF FT. MYERS
P. O. BOX 2217
FORT MYERS, FL 33902-2217

MAYOR, CITY OF SANIBEL
800 DUNLOP ROAD
SANIBEL, FL 33957-4021

S.W. FLORIDA REGIONAL PLANNING COUNCIL
1926 VICTORIA AVENUE
FT. MYERS, FL 33901

SO. FLORIDA WATER MANAGEMENT DISTRICT
P.O. BOX 24680
WEST PALM BEACH, FL 33416-4680

**LIST OF WATER AND WASTEWATER UTILITIES IN LEE COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

UTILITY NAME

MANAGER

STATE OFFICIALS

OFFICE OF PUBLIC COUNSEL
111 WEST MADISON STREET
SUITE 812
TALLAHASSEE, FL 32399-1400

OFFICE OF COMMISSION CLERK
FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FL 32399-0850

**LIST OF WATER AND WASTEWATER UTILITIES IN PASCO COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

<u>UTILITY NAME</u>	<u>MANAGER</u>
<u>PASCO COUNTY</u>	
ALLEN LAFORTUNE AND OTIS FONDER (WU556) C/O TROPICAL PARK WATER SYSTEMS P. O. BOX 669 ZEPHYRHILLS, FL 33539-0669	TROY FONDER (813) 780-8503
CRESTRIDGE UTILITY CORPORATION (WU049) 3336 GRAND BLVD., SUITE 102 HOLIDAY, FL 34690-2249	MICHAEL SMALLRIDGE (863) 904-5574
HOLIDAY GARDENS UTILITIES, INC. (WU109) 3336 GRAND BLVD., SUITE 102 HOLIDAY, FL 34690-2249	MICHAEL SMALLRIDGE (863) 904-5574
HOMETOWN CANADA UTILITY, INC. (WS958) % WEST COAST MOBILE HOME PARKS, INC. 881 SNEATH LANE, SUITE 110 SAN BRUNO, CA 94066-2412	GRATIO TSANG (604) 850-3278
HV UTILITY SYSTEMS, L.L.C. (SU866) C/O EQUITY LIFESTYLE PROPERTIES, INC. TWO NORTH RIVERSIDE PLAZA, SUITE 800 CHICAGO, IL 60606-2682	CHRISTOPHER (CHRIS) RAGNI (312) 79-1842
HV UTILITY SYSTEMS, L.L.C. (WU947) C/O EQUITY LIFESTYLE PROPERTIES, INC. TWO NORTH RIVERSIDE PLAZA, SUITE 800 CHICAGO, IL 60606-2682	CHRISTOPHER (CHRIS) RAGNI (312) 279-1842
L W V UTILITIES, INC. (WU135) 7552 CONGRESS STREET, SUITE 3 NEW PORT RICHEY, FL 34653-1106	JAMES C. WEEKS, TRUSTEE (727) 849-9389
LABRADOR UTILITIES, INC. (WS851) 200 WEATHERSFIELD AVENUE ALTAMONTE SPRINGS, FL 32714-4027	PATRICK C. FLYNN (407) 869-1919
NI FLORIDA, LLC (SU915) 10913 METRONOME DRIVE HOUSTON, TX 77043-2201	MARSHA RULE (850) 681-6788
ORANGELAND WATER SUPPLY (WU179) 2109 OVERVIEW DRIVE NEW PORT RICHEY, FL 34655-4131	FRED J. SNELL (727) 372-8330
ORANGWOOD LAKES SERVICES, INC. (WS180) 7602 CONGRESS STREET, SUITE 4 NEW PORT RICHEY, FL 34653-1107	ALFRED G. HEILER (727) 849-9555

**LIST OF WATER AND WASTEWATER UTILITIES IN PASCO COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

UTILITY NAME

MANAGER

PASCO COUNTY

UTILITIES, INC. OF FLORIDA (WU372)
200 WEATHERSFIELD AVENUE
ALTAMONTE SPRINGS, FL 32714-4027

PATRICK C. FLYNN
(407) 869-1919 EXT 1359

UTILITIES, INC. OF FLORIDA (SU640)
200 WEATHERSFIELD AVENUE
ALTAMONTE SPRINGS, FL 32714-4027

PATRICK C. FLYNN
(407) 869-1919 EXT 1359

**LIST OF WATER AND WASTEWATER UTILITIES IN PASCO COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

CLERK, BOARD OF COUNTY COMMISSIONERS, PASCO COUNTY
14236 6TH STREET, SUITE 201
DADE CITY, FL 33523-3411

DEP SOUTHWEST DISTRICT
13051 N. TELECOM PARKWAY
TEMPLE TERRACE, FL 33637-0926

MAYOR, CITY OF DADE CITY
P. O. BOX 1355
DADE CITY, FL 33526-1355

MAYOR, CITY OF NEW PORT RICHEY
5919 MAIN STREET
NEW PORT RICHEY, FL 34652

MAYOR, CITY OF PORT RICHEY
ATTN: CITY CLERK
6333 RIDGE ROAD
PORT RICHEY, FL 33668-6746

MAYOR, CITY OF SAN ANTONIO
32819 PENNSYLVANIA AVENUE
P. O. BOX 75
SAN ANTONIO, FL 33576-0075

MAYOR, CITY OF ST. LEO
P. O. BOX 2479
ST. LEO, FL 33574-2479

MAYOR, CITY OF ZEPHYRHILLS
5335 8TH STREET
ZEPHYRHILLS, FL 33540-5133

MIKE WELLS, PASCO COUNTY PROPERTY APPRAISER
14236 6TH STREET, SUITE 101
P. O. BOX 401
DADE CITY, FL 33526-0401

PASCO COUNTY ADMIN., 7530 LITTLE ROAD
PUBLIC WORKS UTILITY BUILDING
NEW PORT RICHEY, FL 34654

S.W. FLORIDA WATER MANAGEMENT DISTRICT
2379 BROAD STREET
BROOKSVILLE, FL 34609-6899

**LIST OF WATER AND WASTEWATER UTILITIES IN PASCO COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

UTILITY NAME

MANAGER

GOVERNMENTAL AGENCIES

TAMPA BAY REGIONAL PLANNING COUNCIL
4000 GATEWAY CENTRE BLVD., SUITE 100
PINELLAS PARK, FL 33782

**LIST OF WATER AND WASTEWATER UTILITIES IN PASCO COUNTY
(VALID FOR 60 DAYS)
03/10/2015 - 05/08/2015**

UTILITY NAME

STATE OFFICIALS

MANAGER

OFFICE OF PUBLIC COUNSEL
111 WEST MADISON STREET
SUITE 812
TALLAHASSEE, FL 32399-1400

OFFICE OF COMMISSION CLERK
FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FL 32399-0850

**NOTICE OF APPLICATION FOR TRANSFER
OF MAJORITY ORGANIZATIONAL CONTROL**

Notice is hereby given on April 3, 2015, pursuant to Section 367.071, Florida Statutes, of the Joint Application of Ni Florida, LLC and Pacolet Milliken Enterprises, Inc., for Approval of the Transfer of Majority Organizational Control of Ni Florida, LLC.

Ni Florida provides water service in Lee County under authority of Florida Public Service Commission Certificate No. 388-W within the territory shown on Attachment "A."

Ni Florida provides wastewater service in Pasco County under authority of Florida Public Service Commission Certificate No. 104-S within the territory shown on Attachment "B."

PLEASE BE ADVISED:

1. The Joint Application will be reviewed by the Florida Public Service Commission pursuant to Section 367.071, Florida Statutes and will not become effective unless it is approved by the Commission. If the Florida Public Service Commission approves this transfer, Pacolet Milliken Enterprises, Inc. will control Ni Florida, LLC, but the transfer of control will not result in a change of ownership of the above-referenced water and wastewater systems, and will not change the rates, terms and conditions of service currently provided to customers. You will continue to receive service from Ni Florida, LLC, under the existing rates, terms and conditions.

2. Any objections to the Joint Application must be made in writing and filed within 30 days from the date of this Notice with the Office of Commission Clerk, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, with a copy to Marsha E. Rule, Rutledge Ecenia, P.O. Box 551, Tallahassee, Florida 32302-0551. The objection must state the grounds for the objection with particularity.

Ni Florida, LLC
13824 U.S. Highway 19, Suite 301
Hudson, Florida, 34667

Pacolet Milliken Enterprises, Inc.
105 Corporate Drive, Suite A
Spartanburg, SC 29303

ATTACHMENT "A"
NI FLORIDA SERVICE TERRITORY IN LEE COUNTY

Parcel One: A tract or parcel of land in the Southeast 1/4 of the Southwest 1/4 of Section 27, Township 43 South, Range 24 East, which is described as follows: From the Southwest corner of said fraction of Section; thence N.0°19'10"W. along the West line of said Section for 25.0 feet; thence S.89°53'40"E. along the North right of way (25.0 feet from center line) of Littleton Road and parallel with the South line of said Section for 1,877.70 feet to an intersection with a Southerly prolongation of a line parallel with and 290.00 feet (as measured on a perpendicular) from the Westerly line (S.05°56'20"W.) of the Tamiami Trail (U.S. 41, State Road No. 45) and the POINT OF BEGINNING; thence N.05°56'20"E. along said prolongation for 348.19 feet; thence S.84°03'40"E. for 290.00 feet; thence S.05°56'20"W. along the Westerly right-of-way (100.00 feet from center line) of said Tamiami Trail for 208.00 feet to a point of curvature of a curve to the left (radius 5,829.58 feet, Delta Angle 01°05'08"); thence Southwesterly along the arc of said curve for 110.46 feet; thence N.89°53'40"W. along said North right of way of Littleton Road for 292.55 feet to the POINT OF BEGINNING. Containing 2.220 acres more or less.

Parcel Two: A tract or parcel of land in the Southeast 1/4 of the Southwest 1/4 of Section 27, Township 43 South, Range 24 East, which is described as follows: From the Southwest corner of said fraction of Section; thence N.0°19'10"W. along the West line of said Section for 25.0 feet; thence S.89°53'40"E. along the North right-of-way (25.0 feet from center line) of Littleton Road and parallel with the South line of said Section for 1,877.70 feet to an intersection with a Southerly prolongation of a line parallel with and 290.00 feet (as measured on a perpendicular) from the Westerly right of way (S.05°56'20"W.) of the Tamiami Trail (U.S. 41, State Road 45); thence N.05°56'20"E. along said prolongation for 348.19 feet to the POINT OF BEGINNING; thence continue N.05°56'20"E. along said prolongation for 371.45 feet; thence S.89°53'40"E. along the Southerly line of an 80.00 feet wide parcel II land as recorded in O.R.B. 1687, page 1106 for 291.50 feet; thence S.05°56'20"W. along said Westerly right-of-way (100.00 feet from center line) of said Tamiami Trail for 401.00 feet; thence N.84°03'40"W. for 290.00 feet to the POINT OF BEGINNING. Containing 2.572 acres more or less.

Parcel Three: A tract or parcel of land in the Southwest 1/4 of Section 27, Township 43 South, Range 24 East, which is described as follows: From the Southwest corner of said fraction of Section; thence N.0°19'10"W. along the West line of said Section for 25.0 feet; thence S.89°53'40"E. along the North right-of-way (25.0 feet from center line) of Littleton Road and parallel with the South line of said Section for 1,877.70 feet to an intersection with a Southerly prolongation of a line parallel with and 290.00 feet (as measured on a perpendicular) from the Westerly right of way (S.05°56'20"W.) of the Tamiami Trail (U.S. 41, State Road 45); thence N.05°56'20"E. along said prolongation for 800.41 feet to the POINT OF BEGINNING; thence continue N.05°56'20"E. along said prolongation for 1,206.73 feet to the northerly boundary of lands formerly conveyed to Windmill Villages of America; thence run N.89°34'20"E. along said northerly boundary for 286.66 feet to the intersection with the curved westerly line (100.00 feet from center line) of the Tamiami Trail (State Road No. 45); thence run southwesterly along said westerly line, along the arc of a curve to the right of radius 5,597.58 feet (chord bearing S.04°42'50"W.) for 239.22 feet to a point of tangency; thence run S.05°56'20"W. for 969.83 feet; thence run N.89°53'40"W. for 291.50 feet to the POINT OF BEGINNING. Containing 7.922 acres more or less.

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ATTACHMENT "A"
NI FLORIDA SERVICE TERRITORY IN LEE COUNTY
(continued from prior page)

Township 43 South, Range 24 East

Sections 27 and 28

A tract or parcel of land in Sections 27 and 28, Township 43 South, Range 24 East, encompassing Leisure Village, a Mobile Home Park, as recorded in Condominium Plat Book 3, pages 60 through 76 of the Lee County, Florida Public Records, which is described as follows:

Commencing at the Northwest corner of the Southwest 1/4 of the Southwest 1/4 of Section 27, Township 43 South, Range 24 East; run S.89°53'50"E. 25.00 feet; thence N.0°19'10"W. 172.35 feet to the POINT OF BEGINNING, the last course being 25 feet perpendicular and parallel to the West line of said Section; thence continue N.0°19'10"W. 2,144.47 feet, said course being 25 feet to the West line of Section 27; thence N.89°33'50"E. 575.0 feet, thence S.0°18'50"E. 169.78 feet, thence N.89°41'30"E. 600.0 feet; thence S.0°19'10"E. 243.90 feet; thence N.89°33'50"E. 1,129.35 feet to a point in the curve concave to the Southwest, being the Westerly right-of-way line of U.S. 41; thence following the curvature thereof in the Southeasterly direction following along the Westerly right-of-way line of U.S. 41, said curve having a central angle of 12°35'40", a radius of 5,597.58 feet, a chord of 1,227.95 feet, and arc of 1,229.99 feet, and a distance of 1,229.99 feet to a point lying on said curve, on Westerly right-of-way line of U.S. 41; thence S.89°33'50"W. 899.33 feet; thence S.05°55'50"W. 518.77 feet to a point.; thence N.89°53'40"W. 1,401.01 feet to the POINT OF BEGINNING.

Also

The Northeast 1/4 of the Southeast 1/4 of said Section 28, Township 43 South, Range 24 East. Subject to a 100 foot easement along the Easterly line of said Property.

ATTACHMENT "B"
NI FLORIDA SERVICE TERRITORY IN PASCO COUNTY

Township 24 South, Range 16 East

Section 14: All of said Section, LESS the following described portions thereof: Commence at the Southwest corner of said Section 14 and the POINT OF BEGINNING; Thence run North, along the West line of said Section 14, 30 feet to the center line of Old Dixie Highway; Thence run North 40 degrees East along the center line of Old Dixie Highway, 670 feet; Thence run North 32 degrees East along the centerline of Old Dixie Highway, 780 feet; Thence run East, 1,566 feet; Thence run South, 1,075 feet; Thence run West, 500 feet; Thence run South, 120 feet to the South line of said Section 14; Thence run West, along the South line of said Section 14; 1,910 feet to the POINT OF BEGINNING. Also, commence at the Southwest corner of said Section 14; Thence run North along the West line of said Section 14, 30 feet to the center line of Old Dixie Highway; Thence run North 40 degrees East along the center line of Old Dixie Highway, 670 feet; Thence run North 32 degrees East along the centerline of Old Dixie Highway, 1,160 feet to the POINT OF BEGINNING; Thence continue North 32 degrees East along the center line of Old Dixie Highway, 1,704 feet; Thence run East, 1,975 feet; Thence run South, 2,965 feet to the South line of said Section 14; Thence run West, along the South line of said Section 14, 1,240 feet; Thence run North, 1,520 feet; Thence run West, 1,638 feet to the POINT OF BEGINNING. The areas excepted are portions of the Viva Villas and Sea Pines Subdivisions served by Pasco County.

LESS the following described portion thereof: Commence at the Southwest corner of said Section 14; thence run North, along the West line of said Section 14, 30 feet to the center line of Old Dixie Highway; thence run North 40 degrees East along the center line of Old Dixie Highway 670 feet; thence run North 32 degrees East along the center line of Old Dixie Highway 780 feet to the POINT OF BEGINNING; thence continue North 32 degrees East along the centerline of Old Dixie Highway 380 feet; thence run East 1,638 feet; thence run South, 1,520 feet to the South line of Section 14; thence run West along the South line of Section 14, 790 feet; thence run North 120 feet; thence run East 500 feet; thence run North, 1,075 feet; thence run West 1,566 feet to the POINT OF BEGINNING.

Section 15: All of said Section.

Section 16: All of said Section.

Section 21: All of Said Section, LESS the South 1500 feet of the North 2500 feet of the East 500 feet of said Section. The areas excepted is a portion of the Sea Pines Subdivision served by Pasco County.

Section 22: All of said Section, LESS the following described portions thereof: Commence at the Northwest corner of said Section 22; Thence run South along the West Section line 1,000 feet to the POINT OF BEGINNING; Thence run East 1,500 feet to the center of a canal; Thence run South 600 feet; Thence run East 2,200 feet to the center of Old Dixie Highway; Thence run South 47 degrees West along center of Old Dixie Highway 1,300 feet; Thence run West approximately 2,720 feet to the West section line of said Section 22; Thence run North along the West section line 1,500 feet to the POINT OF BEGINNING. Also, commence at the Northwest corner of said Section 22; Thence run South along the West Section line 1,000 feet; Thence run East 1,500 feet to the POINT OF BEGINNING: Thence run North 350 feet; Thence run East 3,225 feet to the center of Old Dixie Highway; Thence run South 47 degrees West along center of Old Dixie Highway 513 feet; Thence run West approximately 2,850 feet to the POINT OF BEGINNING. Also, commence at the Northeast corner of said Section 22 and the POINT OF BEGINNING, Thence run South along the East line of said section 945 feet; Thence run West 949 feet to the center line of Old Dixie Highway; Thence run North 47 degrees East along the center line of Old Dixie Highway 790 feet; Thence run North 40 degrees East along the centerline of Old Dixie Highway 530 feet to the North line of said Section 22; Thence run East, along the North line of said Section 22, 30 feet to the POINT OF BEGINNING. The areas excepted is a portion of the Sea Pines Subdivisions served by Pasco County.

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ATTACHMENT "B"
NI FLORIDA SERVICE TERRITORY IN PASCO COUNTY
(continued from prior page)

LESS the following described portions thereof: Commence at the Northeast corner of said Section 22; thence run South along the East Section line, 945 feet to the POINT OF BEGINNING; thence continue South along East line of said Section, 300 feet; thence run West 970 feet; thence run South 47 degrees West parallel to centerline of Old Dixie Highway, 530 feet; thence run West 2,460 feet; thence run North, 600 feet to a point in the Canal; thence run East along centerline of Canal, 2,850 feet to the centerline of Old Dixie Highway; thence run North 47 degrees along the centerline of Old Dixie Highway, 80 feet; thence run East 949 feet to the POINT OF BEGINNING.

Section 23: All of said Section, LESS the following described portions thereof: Commence at the Northwest corner of said Section 23 and the POINT OF BEGINNING; Thence run East along the North line of said Section 23, 1,910 feet; Thence run South 945 feet; Thence run West 1,910 feet to the West section line of said Section 23; Thence run North along the West section line of said Section 23, 945 feet to the POINT OF BEGINNING. Also, commence at the Northwest corner of said Section 23; Thence run East along the North line of said Section 23, 2,700 feet to the POINT OF BEGINNING; Thence continue East along the North line of said Section 23, 1,240 feet; Thence run Southwesterly, parallel to U.S. 19, 1,500 feet; Thence run South, 100 feet; Thence run Southwesterly, parallel to U.S. 19, 140 feet; Thence run West, 175 feet; Thence run North, 1,380 feet to the POINT OF BEGINNING. The areas excepted are portions of the Viva Villas and Sea Pines Subdivisions served by Pasco County.

LESS the following described portion thereof: Commence at the Northwest corner of said Section 23; thence run East along the North line of said Section 23, 1,910 feet to the POINT OF BEGINNING; thence run East along North line of said Section 23, 790 feet; thence run South, 1,640 feet; thence run South 28 degrees East, 60 feet to the West Right-of-Way line of U.S. Highway 19; thence run Southwest along West Right-of-Way line of U.S. Highway 19, 325 feet; thence run North 28 degrees West, 250 feet; thence run North, 375 feet; thence run West, 165 feet; thence run North 64 degrees West, 280 feet; thence run West 1,960 feet to a point on West line of said Section; thence run North, 300 feet; thence run East, 1,910 feet; thence run North 945 feet to the POINT OF BEGINNING.

Section 26: All of the North 1/2 of said Section 26.

Section 27: All of said Section 27; LESS the South 1/2 of the Southeast 1/4.

Section 28: All of said Section.

Section 32: The East 818 feet of the North 1/2 of said Section 32.

Section 33: All of said Section.

Section 34: The West 1/2 of the Northwest 1/4. The Northwest 1/4 of the SW 1/4.

Township 25 South, Range 16 East.

Section 4: The North 150 feet of said Section 4.

EXHIBIT "D"

Affidavit of mailing – customers

(To be late filed)

EXHIBIT "E"

Affidavit of publication

(To be late filed)