

State of Florida



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: December 11, 2015
TO: Carlotta Stauffer, Commission Clerk, Office of Commission Clerk
FROM: Martha F. Barrera, Senior Attorney, Office of the General Counsel
RE: Docket Number - Title

Please place the attached correspondence from Martin Friedman in the referenced docket file.

MFB/as
Attachment

From: [Martin S. Friedman](#)
To: [Martha Barrera](#); [Charles Rehwinkel](#)
Cc: [John Hoy](#); [Patrick Flynn](#); [Patti Daniel](#); [Jennifer Crawford](#)
Subject: RE: FPSC Electronic Filing Submission : ID=36435 Utilities Inc. of Florida Consolidation/Merger
Date: Friday, December 04, 2015 3:00:09 PM

Martha,

The prior corporation sold all of their assets and the certificates were cancelled. They are “shell corporation” and UI is using this merger as a clean up to effectively dissolve those entities.

Marty

MARTIN S. FRIEDMAN, ESQ.
Shareholder



766 North Sun Drive
Suite 4030
Lake Mary, FL 32746
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C: 407.310.2077
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From: Martha Barrera [mailto:MBarrera@PSC.STATE.FL.US]
Sent: Friday, December 04, 2015 2:41 PM
To: Martin S. Friedman <mfriedman@ff-attorneys.com>; Charles Rehwinkel <Rehwinkel.Charles@leg.state.fl.us>
Cc: John Hoy <jphoy@uiwater.com>; Patrick Flynn <pcflyn@uiwater.com>; Patti Daniel <PDaniel@PSC.STATE.FL.US>; Jennifer Crawford <jcrawfor@psc.state.fl.us>
Subject: RE: FPSC Electronic Filing Submission : ID=36435 Utilities Inc. of Florida Consolidation/Merger

Hi Marty,

I reviewed the Articles of Merger. The stock of the corporations/utilities is now being transferred to the surviving corporation. The surviving corporation will own all the utilities. At the present time, there are 11 water and 14 wastewater certificates. Why is Utilities Inc. of Florida not asking that the certificates of the prior corporations be transferred to its name? Is there a reason Utilities Inc. of Florida did not apply for a transfer rather than a plain name change?

Martha F. Barrera

Senior Attorney
Florida Public Service Commission
mbarrera@psc.state.fl.us
850 413-6212

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From: Martin S. Friedman [<mailto:mfriedman@ff-attorneys.com>]
Sent: Friday, December 04, 2015 1:44 PM
To: Martha Barrera; Charles Rehwinkel
Cc: John Hoy ; Patrick Flynn ; Patti Daniel
Subject: FW: FPSC Electronic Filing Submission : ID=36435 Utilities Inc. of Florida Consolidation/Merger

FYI

MARTIN S. FRIEDMAN, ESQ.
Shareholder



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From: noReply@psc.state.fl.us [<mailto:noReply@psc.state.fl.us>]
Sent: Friday, December 04, 2015 1:41 PM
To: Martin S. Friedman <mfriedman@ff-attorneys.com>
Subject: FPSC Electronic Filing Submission : ID=36435

Please do not reply to this email. Your document has been received. You may print this page for your records.

Docket: 150235
File name: PSC Clerk 02 (Articles of Merger).ltr.pdf
Description: Letter to Clerk with Articles of Merger
Additional Dockets? No

Received Date: 12/4/2015 1:41:13 PM

Tracking number: 36435

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From: [Martin S. Friedman](mailto:Martin.S.Friedman)
To: [Martha Barrera](mailto:Martha.Barrera)
Cc: [Patti Daniel](mailto:Patti.Daniel); [Jennifer Crawford](mailto:Jennifer.Crawford); rehwinkel.charles@leg.state.fl.us; [John Hoy](mailto:John.Hoy); [Patrick Flynn](mailto:Patrick.Flynn)
Subject: RE: 150235-WS Clarification of Petition and Exhibits B and C
Date: Friday, December 04, 2015 10:43:46 AM

Martha,

Please see my responses below. Let me know if you or staff have any additional questions.

Regards, Marty

MARTIN S. FRIEDMAN, Esq.
Shareholder



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From: Martha Barrera [mailto:MBarrera@PSC.STATE.FL.US]
Sent: Thursday, December 03, 2015 1:25 PM
To: Martin S. Friedman <mfriedman@ff-attorneys.com>
Cc: Patti Daniel <PDaniel@PSC.STATE.FL.US>; Jennifer Crawford <jcrawfor@psc.state.fl.us>; rehwinkel.charles@leg.state.fl.us
Subject: 150235-WS Clarification of Petition and Exhibits B and C

Hello Marty,

I have a few informal questions to clarify the petition in this docket.

I'm reviewing the petition and paragraph 11 references an exhibit B as the customer notice. An exhibit B is not attached to the petition but rather an exhibit C. Is the designation of exhibit C a typographical error? **Yes. Exhibit C should be called Exhibit B, which is the original proposed customer notice. I have subsequently emailed you a revised customer notice that we would like to send out as soon as staff approves it.**

Paragraph 5 states that the utilities are all wholly-owned subsidiaries of Utilities, Inc. A corporate search of Utilities, Inc. shows it is an inactive corporation. **Utilities, Inc. is an Illinois corporation and**

since it is just the stockholder and does not do business in Florida, it is not required to be registered in Florida.

Are the assets of the cited utilities in the name of the individual utilities or in the name of Utilities, Inc., or any other corporation? Mr. Hoy's affidavit states that "the ownership and control of the utilities will not change." He did not address the ownership of the assets. The assets are owned by the respective utilities, so no change in control of the companies means that there is no change in control of the assets owned by such companies. Pursuant to Section 607.1106(b), Florida Statutes, title to all property owned by each merging entity is automatically vested in the surviving entity, UIF.

Are there other utilities wholly-owned by either Utilities, Inc. or Utilities, Inc. of Florida that are not the subject of this petition? No. All active utilities in Florida are being merged into UIF and are subject of this proceeding. It is Utilities, Inc.'s intent that all of its regulated Florida subsidiaries be operated as UIF.

The petition in paragraph 6 states that the corporate reorganization by merger will take place effective January 1, 2016. When do the petitioners anticipate filing articles of merger with the Florida Department of State, Division of Corporations? A corporate search does not indicate that any action has been taken on the referenced utilities. If you will look on Sunbiz you will see that on December 2, 2015 the merger was filed effective January 1, 2016 (although the merger documents themselves have not yet been uploaded to Sunbiz). You will see that all utilities except UIF are listed as "inactive". Once the Articles of Merger show up on Sunbiz I will file them in the Docket file.

Martha F. Barrera
Senior Attorney
Florida Public Service Commission
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850 413-6212

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