FILED AUG 26, 2013 DOCUMENT NO. 04992-13 FPSC - COMMISSION CLERK

# From the desk of: Gary Deremer 5320 Captains Court New Port Richey, Florida 34652

August 22, 2013

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

RE: Correspondence from Mr. Tom Ballinger, FPSC – Dated 07/17/13

Lake Osborne Waterworks, Inc. - Certificate No 053-W

System Docket: 130173-WU

Ms. Cole:

Please note the following answers to specific questions asked by Mr. Ballinger related to all system docket noted above

#### Deficiencies:

- (1) Response Emailed 8/20/13 to Mr. Stan Rieger and Commission Clerk Hard Copies Attached
- (2) No additional considerations exist outside the Asset Purchase Agreements previously provided.
- (3) All are outlined in the APA attachment schedules Hard Copies Attached.
- (4) Income Tax Returns of Previous Owner are available through Aqua. The information represented is not clearly defined as to items that relate specific to the utility systems of concern - as there are no individual tax returns available for each system to my knowledge.
- (5) Certificates have been requested from previous owner but have not been produced.

#### ADDITIONAL:

- (1) Schedules Emailed to Mr. Stan Rieger Hard Copies Attached.
- (2) Aqua

Office: 727-848-8292

Page 2 of 2 Lake Osborne/PSC 082213

#### OTHER:

- (A) Hard Copy enclosed.
- (B) As pertains to Docket 130173W Researching with previous owner. Additional Data by Email and also Hard Copy to follow.

Respectfully Submitted,

Gary Deremer, President HC Waterworks, Inc.

Sunny Hills Utility Company Jumper Creek Utility Company

The Woods Utility Company

Lake Osborne Waterworks, Inc.

Brevard Waterworks, Inc.

xc: Carl Smith V. Penick

#### STATE OF FLORIDA

COMMISSIONERS: RONALD A. BRISÉ, CHAIRMAN LISA POLAK EDGAR ART GRAHAM EDUARDO E. BALBIS JULIE I. BROWN



DIVISION OF ENGINEERING TOM BALLINGER DIRECTOR (850) 413-6910

### Hublic Service Commission

July 17, 2013

Mr. Gary A. Deremer, President Lake Osborne Waterworks, Inc. 5320 Captains Court New Port Richey, FL 34652

Re: Docket 130173-WU - Application for approval of transfer of certain water and wastewater facilities and Certificate No. 053-W of Aqua Utilities Florida, Inc.'s to Lake Osborne Waterworks, Inc. in Palm Beach County

Dear Mr. Deremer:

Your application for the above Application for Approval of Transfer has been received and reviewed by Commission staff. This letter addresses the deficiencies, as well as additional information staff needs to complete its review of the application filed on June 24, 2013.

#### **Deficiencies**

- 1. Assets and Liabilities. Rule 25-30.037(2)(g)(2), Florida Administrative Code (F.A.C.), requires a list of and the dollar amount of the assets purchased and liabilities assumed or not assumed, including those of non-regulated operations or entities. Please provide a list of the specific assets and liabilities including the dollar amounts allocated to each.
- 2. Additional Consideration. Rule 25-30.037(2)(g)(3), F.A.C., requires a description of all consideration between the parties, for example, promised salaries, retainer fees, stock, stock options, and assumption of obligations. Please provide a description of all consideration between the buyer and the seller.
- 3. / Contract for Sale. Rule 25-30.037(2)(h)(2, 3, 4, and 6), F.A.C., requires that the contract for sale include the disposition of any guaranteed revenue contracts, developer agreements, customer advances, and leases. Please provide an explanation for the abovementioned items.

- 4. Income Tax Returns. Rule 25-30.037(2)(o), F.A.C., requires a statement from the buyer that it has obtained or will obtain copies of all of the federal income tax returns of the seller from the date the utility was first established, or rate base was last established by the Commission or, if the tax returns have not been obtained, a statement from the buyer detailing the steps taken to obtain the returns. Please identify all steps taken by the buyer to obtain copies of the federal income tax returns.
- 5. Current Certificate. Rule 25-30.037(2)(t), F.A.C., requires the utility's current certificates(s), or if not available an explanation of the steps the applicant took to obtain the certificate(s).

#### **Additional Information**

- Schedules. Please refer to the transfer application filed on June 24, 2013. Please provide the following schedules which were referenced, but not provided, in the Asset Purchase Agreement (Exhibit D):
  - (a) Schedule 1.1
  - (b) Schedule 1.1(b)
  - (c) Schedule 1.1(d)
  - (d) Schedule 1.2(f)
  - (e) Schedule 1.2(l)
  - (f) Schedule 1.5(a)(ii)
  - (g) Schedule 6.2
- 2. **Regulatory Assessment Fees.** Please refer to the transfer application filed on June 24, 2013. Please identify who "owner" refers to in Exhibit E.
- 3. **Other A.** Please provide a three-year projected budget that includes rate base, cost of capital, and net operating income. Please provide all supporting documentation, including information regarding the assumptions and forecasts relied on, as well as work papers.
- 4. **Other B.** In Order No. PSC-11-0256-PAA-WS, issued June 13, 2011, in Docket No. 100330-WS, the Commission ordered Aqua Utilities Florida, Inc. to file a report detailing the outcome of the dispute with the City of Lake Worth Utilities within 30 days of the resolution. Please provide an update on the status of these discussions or any resolution of the dispute.

Mr. Gary A. Deremer July 9, 2013 Page 3

Your application will not be considered complete until the deficiencies identified in this letter have been corrected. Your response to this letter should be filed with the Commission on or before August 16, 2013. When filing the response, please include the docket number and direct the response to Ann Cole, Commission Clerk, Office of Commission Clerk, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0850. If you have any questions please call David G. Jopling at (850) 413-6858 or Ms. Suzanne Brownless at (850) 413-6218.

Sincerely,

Tom Ballinger

Director of Engineering

TB:DJ:pz

cc: Suzanne Brownless (GCL)

David Jopling (ENG)

Curt Mouring (AFD)

Clarence Prestwood (AFD)

Stan Rieger (ENG)

Lydia Roberts (ECO)

CLK for docket file

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#### **SCHEDULES**

TO

#### ASSET PURCHASE AGREEMENT

BY AND BETWEEN

LAKE OSBORNE WATERWORKS, INC.,
AS BUYER,

AND

AQUA UTILITIES FLORIDA, INC.,
AS SELLER

DATED MARCH 19, 2013

#### (EXECUTION VERSION)

#### **INDEX OF SCHEDULES**

Schedule 1.1	Assets of Aqua Utilities Florida, Inc.									
Schedule 1.1(b)	Assumed Contracts, Leases, Easements, and Governmental Authorizations									
Schedule 1.2(f)	Excluded Contracts, Leases, Easements, and Governmental Authorizations									
Schedule 1.2(l)	Excluded Rights, Properties and Assets									
Schedule 1.5(a)(ii)	Assumed Liabilities									
Schedule 6.2	Exceptions to Seller's Representations and Warranties (Other than Compliance with Environmental Laws)									
Schedule 6.3	Exceptions to Seller's Representations and Warranties with Respect									

#### Schedule 1.1

Assets of Aqua Utilities Florida, Inc.

(Please see attached listing.)

#### Schedule 1.1(b)

#### Assumed Contracts, Leases, Easements, and Governmental Authorizations

A.	Contracts
	None.
В.	<u>Leases</u>
	None.
C.	<u>Easements</u>
	None.
D.	Governmental Authorizations
	<ol> <li>Public Water System DEP Identification Number 4500768 for Lake Osborne Estates</li> </ol>
	2. Palm Beach County Health Department Permit Number 50-58-00065 for Lake

Osborne Estates

#### Schedule 1.2(f)

Excluded Contracts, Leases, Easements, and Governmental Authorizations

#### Schedule 1.2(l)

**Excluded Rights, Properties and Assets** 

#### (EXECUTION VERSION)

#### Schedule 1.5(a)(ii)

**Assumed Liabilities** 

#### Schedule 6.2

## Exceptions to Seller's Representations and Warranties (Other than Compliance with Environmental Laws)

A.	Undisclosed Liabilities	
	None.	
B.	Other Parties	
	None.	
C.	Rights to Facilities	
	None.	
D.	Compliance with Law	
	None.	0.1

#### Schedule 6.3

## Exceptions to Seller's Representations and Warranties with Respect to Compliance with Environmental Laws

A. Compliance with Law

None.

B. Adequacy of Permits

Lake Osborne - Water Only													
asset id asset location	business segment	company Idg description	eng in service year gl account	in_service_year   ldg_long_description	property_group	serial_number	utility_account vinta	ge ldg work orde	r_n month	quantity	book_cast	allocated_reserve	net book value
1556761 Lake Osborne	1-Water	Aquis Florida New Addition	6/1/1982 271-CIAC-Non	5/1/2001 CIAC	CIAC	W0046	331400-T&D Mains 1982		11/2012		-19,903,00	-19,903,00	
4684841 Lake Osborne	1-Water	Aqua Florida CIAC	11/30/2007 271-CIAC-Non	11/1/2007 CIAC	CIAC		331400-T&D Mains 2007		11/2012		-975.89	-397.98	-577.91
3011379 Lake Osborne	1-Water	Aqua Florida meter fees CIAC	5/5/2003 271-CIAC-Non	1/1/2003 meter fees CIAC	Meters		334400-Meters & N 2005		11/2012		-150.00	-150.00	
10897713 Lake Osborne	1-Water	Aqua Florida Binkt Srv Ln&Meter Repl-Lake Osb Es	3/1/2012 106-Completec	3/1/2012 Blanket Srv Ln & Meter Repl-Lake Osborne Est	Non-Unitized		333400-Services 2012		11/2012		- American	1.39	164.20
1556712 Lake Osborne	1-100m	Aqua Florida Asset Original Cost	6/1/1970 101-Utility Plan	6/1/1970 Asset Original Cost	Other Equipment	W0046	339000-Other Plant 1970		11/2012		13,806,00	17,553,00	
4988112 Lake Osborne	1-Water	Aqua Florida 1 - Fire Hydrant extension	12/31/2007 101-Utility Plan	11/1/2008 1 - Fire Hydrant extension	Hydrants		335400-Hydrants 2007		11/2012		-,	222.06	
5340665 Lake Osborne	3-Water	. Aqua Florida. 2008 AUF Rate Case Adjustment	12/1/2009 101-Utiley Plan	12/1/2009 2008 AUF Rate Case Adjustment	Other Equipment		331400-T&D Mains 2009	W0046	13/2012	.0	-3,925.00	-1,180.18	-2,744.80
5368342 Lake Osborne	1-Water	Aqua Florida Additional charges on previously cl	12/31/2006 101-Utility Plan	1/1/2010 Additional charges on previously closed RF meter project	Meters		334400-Meters & N 2006	33655806558	11/2012		-649.31	-122.80	
11825366 Lake Osborne	1-Water	Aqua Florida Work Order Addition	6/1/2012 101-Utility Plan	1/1/2012 Service Des Orapecified size:	Service Lines	The state of the	333400-Services 2012	33100612577	11/2012	2	739,64	621	733.45
12037295 Lake Osborne	1-Water	Aqua Florida Work Order Addition	7/1/2012 101-Utility Plan	1/1/2012 Service Line:1"	Service Lines		333400-Services 2012	33100612577	11/2012	1	3,926.29	32.99	3,893.30
1556715 Lake Osborne	1-Water	Aqua Florida Asset Original Cost	6/1/1908 101-Dilley Plan	6/1/1998 Asset Original Cost	Other Equipment	W0046	303000-Land & Lan- 1996	W0046	11/2012	1	0.00	0.00	0,00
5185506 Lake Osborne	1-Water	Aqua Florida Replaced 3/4" service line	12/31/2006 101-Utility Plan	6/1/2009 Replaced 3/4" service line	Service Lines		333400-Services 2006	33655806558	11/2012	1	799.70	94.04	705.66
5340664 Lake Osborne	1-Water	Aqua Florida: 2008 AUF Rate Case Adjustment	12/1/2009 101-Utility Plan	12/1/2009 2008 AUF Rate Case Adjustment	Other Equipment	:1	309200 Supply Mail 2005	W0046	11/2012	0	1,700.00	688,80	1,01.70
				Meters, customer consumption: Type Unknown; Size									
1706150 Lake Osborne	1-Water	Aqua Florida Work Order Addition	10/1/2001 101-Utility Plan	1/1/2001 Unknown;	Meters	CX000431334	334400-Meters & N 2001	CX000431334	11/2012	0	0.00	0.00	0.00
4958108 Lake Osborne	1-Water	Agus Florida 5 LF of 1" Copper distribution line	12/31/2007 101-Utility Plan	11/1/2008 51f of 1" Copper distribution line	Mains		331400-T&D Mains 2007	33655828263	11/2012	5	2,005.14	935.84	1,049.30
5340660 Lake Osborne	1-Water	Aqua Florida 2008 AUF Rate Case Adjustment	12/1/2009 101-Utility Plan	12/1/2009 2008 AUF Rate Case Adjustment	Other Equipment		301100-Organizatio 2009	W0046	11/2012	0	870.00	308.16	561.84
1556710 Lake Osborne	1-Water	Aqua Florida Asset Original Cost	6/1/1956 101-Utility Plan	A/1/1956 Asset Original Cost	Other Equipment	W0046	331400-T&D Wains 1956	W0046	11/2012		85,535.49	85,535,49	0.00
	1000000			Fire Hydrant Repair, including 18" extension kit, SS nut and									
1673326 Lake Osborne	1-Water	Aqua Florida Fire Hydrant Repair	5/5/1999 101-Utility Plan	1/1/2001 bolt, operating nut and a bag of concrete	Hydrants	Z3206WT8	335400-Hydrants 1999	Z3206WT8	11/2012	0	4,456.79	1,175.78	3,281.01
.5340666 Lake Osborne.	1-Water	Aqua Florida 2008 AUF Rate Case Adjustment	12/1/2009 101-Dilling Plan	12/1/2009 2006 AUF Rate Case Adjustment	Other Equipment		334400-Meters & N 2009	W0046	11/2012	. 0	-5,245.00	-528.17	4,716.83
1556750 Lake Osborne	1-Water	Aqua Florida Asset Original Cost	6/1/1998 101-Utility Plan	6/1/1998 Asset Original Cost	Other Equipment	W0046	302100-Franchises 1998	W0046	11/2012	1	750.00	58.66	691.34
1673322 Lake Osborne	1-Water	Agus Florida: 3/4" meter	5/5/1999 301-Utility Plan	1/1/2001 1)4* meter	Meters	23206WT8	334400-Meters & V 1999	Z3206WT8	11/2012	:0	0.00	0.00	0.00
2113922 Lake Osborne	1-Water	Agua Florida Work Order Addition	6/30/2002 101-Utility Plan	12/1/2002 Piping: Diameter 6; Type PVC;	Mains	CX003003331	331400-T&D Mains 2002	CX003003331	11/2012	32	3,547.25	3,251.83	295.42
2282451 Lake Osborne	1-Water	Aqua Florida HODRANTS LAKE OSEOURNE	-6/30/2004 101-Littlity Plan	1/1/2004 HYDRANTS LAKE OSBOURNE	Hydrants	,	335400-Hydranis 2004	33655817401	11/2012	2	4,008.34	663.38	3,344,96
4295055 Lake Osborne	1-Water	Agua Florida Relocation of 2 - 5/8 x 3/4" meters	12/31/2006 101-Utility Plan	12/1/2006 Relocation of 2 - 5/8 x 3/4" meters @ 1712 Katherine Ct	Meters		334400-Meters & N 2006	33655806558	11/2012	O	0.00	0,00	0.00
4961284 Lake Osborne	1-Water	Aqua Florida 10 - 1' AF meter and installation p	12/31/2006 101-Utility Plan	10/1/2008 10 - 1" HF meter and installation parts	Meters	-	334400-Meters & M 2006	33655806558	11/2012	10	2,454.59	46421	1,990.31
4961342 Lake Osborne	1-Water	Agua Florida 50 LF of 6" HDPE under roadway	10/31/2008 101-Utility Plan	10/1/2008 50 LF of 6" HDPE under roadway	Mains		331400-T&D Mains 2008	33655816096	11/2012	50	26,393.41	10,258.82	16,134.59
4988111 Lake Osborne	1-Water	Aqua Florida S LF of 3/4" service line	12/31/2007 101-Utility Flan	11/1/2008 S (Flot 3/4" service line	Service Lines		339400-Services 2007	33655828263	11/2012	. 1	2,066,94	209/19	1,861.75
5340667 Lake Osborne	1-Water	Agua Florida 2008 AUF Rate Case Adjustment	12/1/2009 101-Utility Plan	12/1/2009 2008 AUF Rate Case Adjustment	Other Equipment		339000-Other Plant 2009	W0046	11/2012	0	4,787.00	574.56	4,212.44
11825361 Lake Osborne	1-Water	Agua Florida Work Order Addition	6/1/2012 101-Utility Flam	1/1/2012 Meter-Unspecified size	Meters		334400-Meters & & 2012	13100612577	11/2017		999.11	13.50	
1556711 Lake Osborne	1-Water	Agua Florida Asset Original Cost	6/1/1976 101-Utility Plan	6/1/1976 Asset Original Cost	Other Equipment	W0046	334400-Meters & N 1976	W0046	11/2012	0	0.00	0,00	
3011378 Lake Osborne	1-Water	Agua Florida meter	5/5/2000 101-Utility Plan	1/1/2000 meter	Meters		334400-Meters & N 2000	with the contract of	11/2012	0	0.00	0.00	0.00
4961287 Lake Osborne	1-Water	Agua Florida 450 - 5/8 x 3/4" RF meters and inst	12/31/2006 101-Utility Plan	10/1/2008 450 - 5/8 x 3/4" RF meters and installation parts	Meters		334400-Meters & N 2006	33655806558	11/2012	450	93,388.73	17,661.44	75,727.29
5185503 Lake Osborne	D-Water . A. A. A.	Agua Florida Additional charges on RF meter chan	12/31/2006, 101-Utility Plan	6/1/2009 Additional charges on RF meter change out project.	Meters		334400-Meters & M 2006	33655806558	11/2012	. 0	13,304,93	2,516:19	10,788,74
1556713 Lake Osborne	1-Water	Aqua Florida Asset Original Cost	6/1/1994 101-Utility Plan	6/1/1994 Asset Original Cost	Other Equipment	W0046	340500-Office Furni 1994	W0046	11/2012		689.00	78.77	610.23
1556714 Lake Oxborne	1-Water	Agua Florida Asset Original Cost	6/1/1998 101-Utility Plan	6/1/1998 Asset Original Cost	Other Equipment		302100-Francisises 1998	W0046	11/2012	1 21	0.00	0.00	
5340663 Lake Osborne	1-Water	Agua Florida 2008 AUF Rate Case Adjustment	12/1/2009 101-Utility Plan	12/1/2009 2008 AUF Rate Case Adjustment	Other Equipment		302100-Franchises 2006		11/2012		-750.00	-13.90	
11825335 Lake Osborne	1-Water	Agua Florida Work Order Addition	6/1/2012 101-Utility Plan	I/1/2012 Mains Unspecified size/type	Mains	Saridie	331400-T&D Mains 2012	33100674293	11/2012	diam'r.	2.082.01	83.97	
4094136 Lake Osborne	1-Water	Agua Florida 1-5/8" x 3/4" meter installed	1/31/2006 101-Utility Plan	1/1/2006 1-5/8" x 3/4" meter installed	Meters	- American	134400-Meters & N 2006		11/2012		0.00	0.00	0.00
4716305 Lake Osborne	1-Water	Aqua Florida & of 6" pvc stpe	12/31/2007 101-Utility Plan	12/1/2007 8" of 6" pvc pipe	Mains		131400-T&D Mains 2007		11/2012		7,849.31	1,358,15	
5340668 Lake Osborne	1-Water	Agua Florida 2008 AUF Rate Case Adjustment	12/1/2009 101-Utility Plan	12/1/2009 2008 AUF Rate Case Adjustment	Other Equipment		340500-Office Furni 2009	W0046	11/2012	0	-726.00	-15.40	-710.60
6325402 Lake Osborne	1-Water	Agua Fiorida Replace 10' - 5" AC Water Line	12/31/2007 101-United Plan	1/1/2011 Replace 10' - 6" AC Water Line	Mains		331400-T&D Mains 2007		11/2012			2,306.32	2,531.83
6325480 Lake Osborne	1-Water	Aqua Florida Add'l Costs on Prev Closed Meter Pr	12/31/2006 101-Utility Plan	1/1/2011 Add'l Costs on Prev Closed Meter Project	Meters		334400-Meters & N 2006	1 Sept and the second second	11/2012			145.76	624.96
					-					+	246.694.63	123.903.08	122.791.55