

ARIZONA CORPORATION COMMISSION

APPLICATION FOR APPROVAL OF THE SALE OF ASSETS AND/OR TRANSFER OF CERTIFICATE OF CONVENIENCE AND NECESSITY

WATER AND/OR SEWER

General Information:

The attached forms have been prepared by the Utilities Division of the Arizona Corporation Commission to assist Applicants filing an application for approval of the sale of assets and/or a transfer of the Certificate of Convenience and Necessity. The information required on this application corresponds with Arizona Revised Statutes Section 40-101 et. seq., and the Arizona Administrative Code R1 4-2-402.

Use of this application is suggested unless a formal pleading format is used by an attorney. The information requested in this application must be included within the pleading.

Attachment "A" is a sample letter of transmittal addressed to the Utilities Division Docket Control Center. Please add information to the letter indicating the purpose and reasons for the application. This format should be used unless you are using a Company letterhead. Place this letter at the beginning of the application. Keep this instruction sheet for your information. Do not attach it to the application.

Instructions

1. Complete all pages accurately and attach all required documents. This will expedite the processing of the application.
2. Complete all the items that apply to your utility. If an item requested does not apply, mark it "not applicable" (N/A). If you do not accurately complete an item, the processing of your application could be delayed.
3. If the space provided is insufficient, put the information on a separate sheet of paper and label it clearly.
4. If an item is to be filed at a later date, mark the item "to be late filed by" and give the date by which it will be filed.

5. Have the application notarized.
6. Submit an original and ten copies of this application.
7. (Transferee) If you intend to finance the acquisition of the system or new plant through debt (long term loans) or equity (stock issuance) a separate financing application must be made with separate notice to the public. A requirement sheet which describes the information necessary for filing a financing application together with the form of notice will be provided to you at your request.
8. Noticing: Attachment "B" is a form of public notification that must be provided the customers. If the transferee is a utility, notice must be provided its customers in addition to the transferor's customers. This notice must provided with the next bill or by separate mailing and by publication at least once in a newspaper of general circulation in the service area within at least 15 days after the application is filed. Proof of notice should be filed with the Commission within ten (10) days after notice was mailed and published. Any additional notice will be specified by Procedural Order by the Hearing Officer.

Filing

When you have completed the application, mail or deliver it to:

Docket Control Center
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007

ARIZONA CORPORATION COMMISSION
APPLICATION FOR APPROVAL OF THE SALE OF ASSETS AND/OR TRANSFER OF
CERTIFICATE OF CONVENIENCE AND NECESSITY

WATER AND/OR SEWER

A. The name, address and telephone number of the Transferor (Company) is:

B. If doing business under a name other than the Transferor (Company) name, specify:

C. The Transferor is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Other (Specify)	

D. List the name, address and telephone number of the attorney for the Transferor.

E. List the name, address and telephone number of management contact:

F. The name, address and telephone number of the Transferee (Company) is:

G. If doing business under a name other than the Transferee (Company) name, specify:

H. List the name, address and telephone number of the attorney for the Transferee.

I. List the name, address and telephone number of management contact:

J. (Transferee) List the name, address and telephone number of the on-site manager of the utility:

K.(Transferee) List the name, address and telephone number of the certified operator as authorized by the Arizona Department of Environmental Quality:

L. The Transferee is a:

<input type="checkbox"/> Corporation: <input type="checkbox"/> "C", <input type="checkbox"/> "S", <input type="checkbox"/> Non-Profit <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign	<input type="checkbox"/> Partnership <input type="checkbox"/> Limited, <input type="checkbox"/> General <input type="checkbox"/> Arizona, <input type="checkbox"/> Foreign
<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Other (Specify)	

M. If Transferee is a corporation:

1. List names of Officers and Directors:

Officers

Directors

2. Indicate the number of shares of stock authorized to issue:

3. If stock has been issued, indicate the number of shares issued and the date of issue:

N. If Transferee is a partnership:

1. List the names of general partners:

2. List name, address and telephone number of managing partner:

◆ If Applicant is a foreign limited partnership, provide a copy of the Partnership's "Certificate of Registration" with the Arizona Secretary of State

O. If Transferee is a sole proprietor, list name, address and telephone number of individual:

P. Have all customer security deposits been refunded? Yes ___ No ___. If no, mark the block below which describes the proposed disposition of security deposits.

All security deposits will be refunded at time of closing.

All security deposits will be transferred to the Transferee.

Other (explain).

Q. Are there any refunds due on Main Extension Agreements? Yes ___ No ___. If Yes, mark the block below which describes the proposed disposition of the refunds.

Transferor will continue to refund after the transfer.

Transferee will assume the refunding obligations.

A full refund will be made at closing by Transferor.

Other (explain).

R. (WATER ONLY) Are there any refunds due on meter and service line installations?

Yes ___ No ___. If Yes, mark the block below that describes the proposed disposition of refunds.

Transferor will continue to refund after the transfer.

Transferee will assume the refunding obligations.

A full refund will be made at closing by Transferor.

Other (explain).

S. (Transferee) Attach the following exhibit(s):

1. Copy of bill of sale, purchase contract or other instrument, which conveys the assets to the transferee.
2. Articles of Incorporation (if corporation)
3. By-Laws (if corporation)
4. Certificate of Good Standing (if corporation)
5. Articles of Partnership (if partnership)
6. Articles of Organization (if limited liability company)
7. Corporate Resolution if required by Articles of Incorporation
8. Attach a copy of the transfer of City or County Franchise from the Transferor to Transferee.

T. List names and addresses of any other public utility interest Transferee has:

1. _____

2. _____

U. Indicate the date that notice of the application was sent, or will be sent to the customers.

_____, 20_____.

DATED the _____ day of _____, 20_____

(Signature of Authorized Representative of Transferor)

(Type Name Here)

(Title)

SUBSCRIBED AND SWORN to before me on this _____ day of _____ 20_____

NOTARY PUBLIC

My Commission Expires _____

(Signature of Authorized Representative of Transferee)

(Type Name Here)

(Title)

SUBSCRIBED AND SWORN to before me on this _____ day of _____ 20_____

NOTARY PUBLIC

My Commission Expires _____

ATTACHMENT "A"

(Company Name)

(Mailing Address)

(City of Town and Zip Code)

EXAMPLE ONLY

(Date)

Docket Control
Arizona Corporation Commission
1200 W Washington St
Phoenix, Arizona 85007

Attached is an application by (Name of Company) for (indicate the type of application this is for). The purpose of this application is to (Explain the purpose for and reasons behind the application).

(Type Name Here and Sign)

ATTACHMENT "B"

EXAMPLE ONLY

**PUBLIC NOTICE OF AN APPLICATION FOR SALE OF ASSETS
AND/OR TRANSFER OF THE CERTIFICATE
OF CONVENIENCE AND NECESSITY**

BY [name of Company]

[Name of Company] has filed with the Arizona Corporation Commission ("Commission") an application for authority to sell its assets and/or transfer its Certificate of Convenience and Necessity to provide [specific type of service] service to [name of acquiring Company]. If the application is granted, [name of acquiring Company] would be the exclusive provider of [type of service] service to your area. [Name of acquiring Company] is under the jurisdiction of the Commission.

If you have any claims against [name of Company], including claims for refunds of security deposits, service line and meter installations (WATER ONLY) or main extension agreements and you have not already been contacted by the Company, you must present your claim to [name of Company] on or before [insert date no sooner than 20 days from date of publication or mailing, whichever is later]. Direct your claim(s) to [name, address and telephone number of Company].

The Commission will hold a hearing on this matter. As a property owner or customer you may have the right to intervene in the proceeding. If you do not want to intervene, you may appear at the hearing and make a statement on your own behalf. You may contact the Commission at the address and telephone number listed below for the date and time of the hearing and for more information on intervention. You may not receive any further notice of the proceeding unless requested by you.

If you have any questions or concerns about this application, have any objections to its approval, or wish to make a statement in support of it, you may contact the Consumer Services Section of the Commission at [1200 West Washington Street, Phoenix, Arizona 85007 or call 1 800-222-7000/400 West Congress, North Building, Room 218, Tucson, Arizona 85701 or call 1 800-535-0148].