

FILE

BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

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PUCO

In the Matter of the Application of Aqua :  
Ohio, Inc. for Authority to Change the : Case No. 12-0720-WS-CAN  
Name of Ohio American Water Company :  
to Aqua Ohio Water Company, Inc. :

In the Matter of the Application of Aqua :  
Ohio, Inc. for Approval of the Transfer of : Case No. 12-0721-WS-ATC  
Certificates of Public Convenience and :  
Necessity. :

In the Matter of the Application of Aqua :  
Ohio Water Company, Inc. for Approval : Case No. 12-0722-WS-ATA  
to Change Its Bill Format. :

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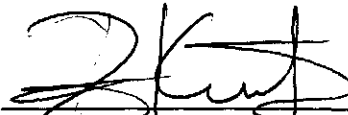
MOTION FOR APPROVAL OF WAIVER

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Now comes Aqua Ohio, Inc., (hereinafter "Aqua"), by and through counsel, and for the reasons set forth in the attached Memorandum in Support, respectfully requests that the Public Utilities Commission of Ohio (hereinafter "Commission"), pursuant to Ohio Administrative Code Section ("O.A.C.") §4901:1-15-02(B)(3), grant a waiver of certain non-material publication requirements in the Commission's March 14, 2012 Entry ("Entry") in Case Nos. 12-720-WS-ACN; 12-721-WS-ATC; 12-722-WS-ATA. Specifically, Aqua requests that the Commission waive the requirement to publish a legal notice in a section of the newspapers of general circulation other than the legal notice section of newspapers. In addition, Aqua requests that the Commission grant a waiver allowing Aqua to satisfy its publication obligations by publishing a legal notice with certain minor non-material and non-substantive differences than the legal notice set forth in the Entry. The reasons for this motion are set forth in the attached memorandum in support.

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Respectfully submitted,



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## MEMORANDUM IN SUPPORT

### I. Background.

On February 21, 2012, as amended on March 6, 2012, Aqua filed an application in Case No. 12-720-WS-ACN seeking to change the name of Ohio American Water Company (“Ohio American”) to Aqua Ohio Water Company, Inc. Also on February 21, 2012, Aqua filed an application in Case No. 12-721-WS-ATC seeking to transfer all of Ohio American’s Certificates of Public Convenience and Necessity to Aqua Ohio Water Company, Inc. Aqua also requested, *inter alia*, that Ohio American be removed from the Commission’s rolls subsequent to the closing of the stock purchase agreement and Aqua Ohio Water Company, Inc.’s adoption of Ohio American’s tariff, including its existing rate structure. In Case No. 12-722-WS-ATA, Aqua requested approval to change the tariff sheets to reflect the new name change and approval to change the bill format to be consistent with other divisions of Aqua.

In the Commission’s March 14, 2012 Entry, the Commission found that Aqua’s application to transfer certificates was in compliance with the Commission’s rules and that the application appeared to be complete. Entry at 3, Finding (6) (attached hereto as Attachment 1). In accordance with O.A.C. § 4901:1-15-04, the Commission instructed Aqua to “cause publication of legal notice one time, on or before March 18, 2012, in each county affected by the applications.” *Id.* Further, the Commission found that “[p]ublication should be made [*sic*] in a newspaper of general circulation with such county and should occur in a section other than the legal notice section of the newspaper.” *Id.* The Commission provided a model of the legal notice for publication, which revised the proposed legal notice for publication submitted with Aqua’s application. *Id.*

Prior to the issuance of the March 14, 2012 Entry, Aqua caused to be published in newspapers of general circulation the proposed legal notice submitted as an exhibit to the application, attached hereto as Exhibit A. Aqua provided the legal notice prior to issuance of the

Entry because Aqua is under considerable time constraints with respect to receiving regulatory approval of the February 21, 2012 applications and closing the already approved stock purchase transaction, which was tentatively scheduled for the first week in April, 2012. It is in this context that Aqua respectfully requests the Commission for the waivers described herein in Entry to effectuate the timing of the stock purchase transaction.

## II. Request for Waivers.

Upon motion and supporting memorandum by a party, Ohio Administrative Code Section 4901:1-15-02(B)(3) permits the Commission to waive any requirement, rule, or standard set forth in O.A.C. Chapter 4901:1-15, which governs waterworks companies and sewage disposal system companies. The party requesting the waiver must show good cause for such waiver. *Id.* Aqua requests two waivers in connection with the Commission's March 14, 2012 Entry accepting Aqua's application for, *inter alia*, transference of Certificates of Public Convenience and Necessity.

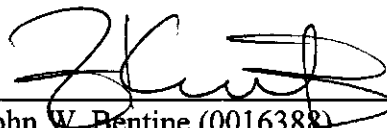
First, Aqua requests a waiver from the Commission's Entry requiring Aqua to publish the legal notice in a section of the newspaper other than the legal notice section of the newspaper. As previously noted, Aqua published the legal notice prior to the issuance of the Entry and did so in the legal notice section of the newspapers of general circulation in the areas affected by the application. While the Commission certainly has the authority to direct parties to publish legal notices as the Commission deems appropriate, the Commission's rules do not specifically require that legal notice be filed "in a section other than the legal notice section of the newspaper." The legal notice that Aqua published (Exhibit A) meets all of the requirements for publication of a legal notice following the acceptance of an application for approval to transfer certificates of public convenience and necessity, as set forth in O.A.C. §§ 4901:1-15-04 and 4901:1-15-05. The notice was provided in newspapers of general circulation in the affected counties, so that all customers were afforded substantively ample legal notice and were provided with an opportunity

to comment. Accordingly, Aqua requests a waiver from the Entry requiring Aqua to publish the legal notice in a section other than legal notice section.

Additionally, it should be noted that upon approval of Aqua's application, Aqua will provide customer notices directly to Aqua's customers that will include the same material terms as the legal notice published in the newspapers. Consequently, Aqua's customers will have proper notice of the change in name and other aspects of the filing.

Second, Aqua requests a waiver of the use of the precise language set forth in the legal notice provided in the Entry. The legal notice that Aqua published prior to the issuance of the Entry has certain minor, non-material and non-substantive differences than the legal notice set forth in the Entry. Any difference in the language of the legal notices reflect inconsequential stylistic changes and minor wording changes that do not change any material term of the legal notice. Accordingly, Aqua requests a waiver from the Commission to use the legal notice attached as Exhibit A previously published in newspapers of general circulation in the areas affected by Aqua's application.

Respectfully submitted,



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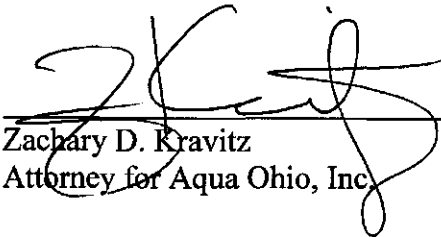
Facsimile: (614) 221-2007

*Attorneys for Aqua Ohio, Inc.*

## CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing *Motion for Approval of Waiver* was served this 21<sup>st</sup> day of March, 2012 via electronic mail and U.S. first class mail, postage prepaid upon the following:

Jay Agranoff  
Attorney Examiner  
The Public Utilities Commission of Ohio  
180 East Broad Street  
Columbus, Ohio 43215  
Email: [Jay.Agranoff@puc.state.oh.us](mailto:Jay.Agranoff@puc.state.oh.us)



Zachary D. Kravitz  
Attorney for Aqua Ohio, Inc.

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of Aqua )  
Ohio Inc. for Authority to Change the ) Case No. 12-720-WS-ACN  
Name of Ohio American Water Company )  
to Aqua Ohio Water Company. )

In the Matter of the Application of Aqua )  
Ohio, Inc. for Approval of the Transfer of ) Case No. 12-721-WS-ATC  
Certificates of Public Convenience and )  
Necessity. )

In the Matter of the Application of Aqua )  
Ohio Water Company Inc. for Approval to ) Case No. 12-722-WS-ATA  
Change its Bill Format. )

ENTRY

The Commission finds:

- (1) Pursuant to its February 14, 2012, Finding and Order in Case No. 11-5102-WS-ATR (11-5102), *In the Matter of the Joint Application of American Water Works Company, Inc., Ohio American Water Company, and Aqua Ohio Inc. for Approval of the Purchase of Common Stock of Ohio American Water Company by Aqua Ohio Inc.*, the Commission approved the stock purchase agreement whereby 100 percent of Ohio American Water Company's (Ohio American) outstanding stock held by American Water Works Company, Inc. was purchased by Aqua Ohio Inc. (Aqua Ohio). Ownership of all of the assets held by Ohio American remained under the control of Ohio American and Ohio American continued to provide service under its existing Certificates of Public Convenience and Necessity.
- (2) On February 21, 2012, as amended on March 6, 2012, Aqua Ohio filed an application in Case No. 12-720-WS-ACN (12-720) seeking to change the name of Ohio American to Aqua Ohio Water Company, Inc. Also on February 21, 2012, Aqua Ohio filed an application in Case No. 12-721-WS-ATC (12-721) seeking to transfer Ohio American's Certificate of Public Convenience and Necessity No. 12 for the purpose of provisioning water service. In particular, Aqua Ohio requests that the reissued certificate reflect the change in name of Ohio American to Aqua Ohio Water Company, Inc. Further Aqua Ohio seeks the transfer of Ohio American's

ATTACHMENT

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Certificates of Public Convenience and Necessity to provide sewer service. Specifically, Aqua Ohio requests that Amended Certificate No. 1, Amended Certificate No. 10, and Amended Certificate No. 17 be transferred to Aqua Ohio Water Company, Inc. and consolidated into an Amended Certificate No. 1.

As part of its application in 12-721, Aqua Ohio requests that Ohio American be removed from the Commission's rolls subsequent to the closing of the transaction in 11-5102, inasmuch as Ohio American will no longer be a water-works company or a sewage disposal company as defined under Sections 4905.03(A)(7) and 4905.03(A)(13), Revised Code, or a public utility as defined under Section 4905.02, Revised Code.

- (3) Further, Aqua Ohio Water Company, Inc. seeks the adoption of Ohio American's tariff, including its existing rate structure. Aqua Ohio notes that following the closing of the transaction approved by the Commission in 11-5102, it will provide service to Ohio American customers under the rates, rules, and terms and conditions set forth in Ohio American's existing tariff. Aqua Ohio notes that following any rate change for customers pursuant to Ohio American's pending rate application in Case No. 11-4161-WS-AIR, *In the Matter of the Application of Ohio American Water Company to Increase its Rates for Water and Sewer Services*, Aqua Ohio Water Company, Inc. will charge the rates ordered by the Commission. Pursuant to its request in Case No. 12-722-WS-ATA (12-722), Aqua Ohio submitted revised tariff sheets with an effective date as of the closing date of transaction in 11-5102 reflecting the change in name of the service provider from Ohio American to Aqua Ohio Water Company, Inc. Additionally, Aqua Ohio seeks the authority to change the bill format of Aqua Ohio Water Company, Inc. to be consistent with the bill formats of the other divisions of Aqua Ohio, Inc.
- (4) In support of its applications, Aqua Ohio states that upon the closing of the transaction approved by the Commission in 11-5102, Aqua Ohio will own all of Ohio American's stock, will operate Ohio American's water and sewer systems, and will be responsible for providing high quality and reliable water and sewer service to customers of Ohio American. Additionally, Ohio American's customers will become customers of Aqua Ohio Water Company, Inc.



- (5) Finally, Aqua Ohio requests that the Commission approve the submitted applications without a hearing.
- (6) The application to transfer certificates is in compliance with the Commission rules and appears to be complete. Therefore, the application shall be accepted by the Commission. In accordance with Rule 4901:1-15-04, Ohio Administrative Code, Aqua Ohio should cause publication of legal notice one time, on or before March 18, 2012, in each county affected by the applications. Publication should be made in a newspaper of general circulation with such county and should occur in a section other than the legal notice section of the newspaper.

#### LEGAL NOTICE

Public notice is given that given that on September 13, 2011, Ohio American Water Company, American Water Works Company, Inc., and Aqua Ohio Inc., filed a joint application with the Public Utilities Commission of Ohio (PUCO) requesting authority for Aqua Ohio, Inc., to acquire 100 percent of the outstanding common stock of Ohio American Water Company from American Water Works Company, Inc. A Finding and Order approving the stock purchase was issued by the PUCO on February 14, 2012. Upon closing the stock transaction, Aqua Ohio, Inc. will integrate the operations of Ohio American Water Company into Aqua Ohio Inc.'s existing operations. Ohio American Water Company customers will be served at rates and upon terms existing at the date the transaction is closed.

On February 21, 2012, Aqua Ohio, Inc. filed applications with the PUCO in Case Nos. 12-720-WS-ACN, 12-721-WS-ATC, and 12-722-WS-ATA, seeking approval to do the following: (i) change the name of Ohio American Water Company ("Ohio American") to "Aqua Ohio Water Company, Inc."; (ii) transfer Ohio American's certificates of public convenience and necessity to Aqua Ohio Water Company, Inc., for the provision of both water and sewer service; and (iii) change the bill format to reflect the transfer of the certificates of public convenience and necessity and

the name change from Ohio American Water Company to Aqua Ohio Water Company, Inc. (collectively the "Name Change Application"). The purpose of the Name Change Application is to allow Aqua Ohio Water Company, Inc. to provide water and sewer service to former Ohio American Water Company customers in light of Aqua Ohio Inc.'s purchase of the stock of Ohio American Water Company. The Name Change Application will not result in an increase in any rate, toll, classification, charge or rental.

Any interested party seeking detailed information with respect to the Name Change Application may utilize any of the following: (i) Aqua Ohio's website at <http://aquaohio.com>, (ii) the PUCO's website at <http://www.puco.ohio.gov>, select DIS, input 12-720-WS-ACN, and select the date the Application was filed; (iii) view a copy of the Application at the offices of Ohio American Water Company, Inc., 365 East Center Street, Marion, Ohio 43302-4155 or at the offices of Aqua Ohio at 6650 South Avenue, Boardman, Ohio 44512; (iv) contact the Company by telephone at (330)-726-8151, or (v) view a copy of the Application at the offices of the PUCO at 180 East Broad Street, 11<sup>th</sup> Floor, Columbus, Ohio 43215-3793.

- (7) Aqua Ohio should file with the Commission on or before March 27, 2012, proof of publication, including a notarized statement from any newspaper in which publication was made, attesting to the particular county in which it is published and of general circulation.

It is, therefore,

ORDERED, That Aqua Ohio cause publication of legal notice to occur in accordance with Finding (6) and file proof of publication with the Commission in accordance with Finding (7). It is, further,

ORDERED, That any interested person, firm, corporation or entity who can show good cause why the application in this case should not be granted shall file with the Commission on or before March 26, 2012, a written statement detailing the reasons. It is, further,

ORDERED, That the application to transfer certificates be accepted by the Commission consistent with Finding (6). It is, further,

ORDERED, That, unless the Commission receives a written statement objecting to the granting of the application in this case for good cause shown, and an accompanying request for an oral hearing on such issue, this matter will be decided on the basis of the information contained in the application and exhibits submitted by Aqua Ohio. It is, further,

ORDERED, That a copy of this Entry be served upon all parties of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO

  
Todd A. Snitchler, Chairman

  
Paul A. Centolella

  
Steven D. Lesser


  
Andre T. Porter

  
Cheryl L. Roberto

JSA/dah

Entered in the Journal

**MAR 14 2012**

  
Barcy F. McNeal  
Secretary

## LEGAL NOTICE

### **AQUA OHIO, INC. AND OHIO AMERICAN WATER COMPANY'S NOTICE OF APPLICATION FOR APPROVAL TO CHANGE THE NAME OF OHIO AMERICAN WATER COMPANY TO "AQUA OHIO WATER COMPANY, INC.", APPROVAL FOR THE TRANSFER OF CERTIFICATES OF PUBLIC CONVENIENCE AND NECESSITY, AND APPROVAL FOR AQUA OHIO WATER COMPANY TO CHANGE ITS BILL FORMAT**

Public notice is hereby given that on September 13, 2011 OHIO AMERICAN WATER COMPANY, AMERICAN WATER WORKS COMPANY, INC. and AQUA OHIO, INC. filed a Joint Application with the Public Utilities Commission of Ohio (PUCO) requesting authority for Aqua Ohio, Inc. to acquire 100% of the outstanding common stock of Ohio American Water Company from American Water Works Company, Inc. A Finding and Order approving the stock purchase was issued by the PUCO on February 14, 2012. Upon closing the stock transaction, Aqua Ohio will integrate the operations of Ohio American into Aqua Ohio's existing operations. Ohio American customers will continue to be served at rates and upon terms existing at the date the transaction is closed.

On February 21, 2012, AQUA OHIO, INC. filed an application with the PUCO in Case Nos. 12-0720-WS-ACN; 12-0721-WS-ATC; and 12-0722-WS-ATA seeking approval to do the following: (i) change the name of OHIO AMERICAN WATER COMPANY ("Ohio American") to "AQUA OHIO WATER COMPANY"; (ii) to transfer Ohio American's certificates of public convenience and necessity to provide both water and sewer service to Aqua Ohio Water Company; and, (iii) to change the bill format to reflect the transfer of the certificates of public convenience and necessity and the name change from Ohio American Water Company to Aqua Ohio Water Company, Inc. (collectively the "Name Change Application"). The purpose of the Name Change Application is to allow Aqua Ohio Water Company, Inc. to provide water and sewer service to former Ohio American Water Company customers in light of Aqua Ohio Inc.'s purchase of the stock of Ohio American Water Company. The Name Change Application will not result in an increase in any rate, toll, classification, charge or rental.

Any interested party seeking detailed information with respect to the Name Change Application may: (i) visit Aqua Ohio's website at <http://aquaohio.com>, (ii) visiting the PUCO's website at <http://www.puco.ohio.gov>, selecting DIS, inputting 12-0720-WS-ACN, and selecting the date the Application was filed, (iii) inspect a copy of the Application at the offices of Ohio American Water Company, 365 East Center Street, Marion, Ohio 43302-4155 or the offices of Aqua Ohio Water Company, Inc. at 6650 South Avenue, Boardman, Ohio 44512, (iii) contact the Company by telephone at 1-330-726-8151, or (iv) inspect a copy of the Application at the offices of the PUCO at 180 East Broad Street, 11<sup>th</sup> Floor, Columbus, Ohio 43215-3793.

