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BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

COMMISSIONERS

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GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

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DOCKETED BY
[Signature]

IN THE MATTER OF THE APPLICATION
OF DELLS WATER COMPANY, INC. FOR
APPROVAL OF THE SALE OF ITS ASSETS
AND FOR THE TRANSFER OF ITS
CERTIFICATE OF CONVENIENCE AND
NECESSITY TO ACME WATER, LLC.

DOCKET NO. W-01384A-11-0243
DOCKET NO. W-20809A-11-0243

IN THE MATTER OF THE APPLICATION
OF WILHOIT WATER COMPANY, INC.
FOR APPROVAL OF THE SALE OF ITS
ASSETS AND FOR THE TRANSFER OF ITS
CERTIFICATE OF CONVENIENCE AND
NECESSITY TO ACME WATER, LLC.

DOCKET NO. W-02065A-11-0246
DOCKET NO. W-20809A-11-0246

PROCEDURAL ORDER
(Sets a Hearing)

BY THE COMMISSION:

On June 16, 2011, Dells Water Company, Inc. ("DWC") and Wilhoit Water Company, Inc. ("WWC") (collectively "the Utilities") each filed with the Arizona Corporation Commission ("Commission") an application for approval of the sale of their assets and the transfer of their Certificates of Convenience and Necessity ("CC&Ns") to ACME Water, LLC ("ACME"). The Utilities' each provide water services to various parts of Yavapai County, Arizona, pursuant to their respective CC&Ns.

On July 5, 2011, DWC and WWC each docketed certification that notice of the applications had been mailed and published in their respective CC&N service areas.

On December 16, 2011, the Commission's Utilities Division ("Staff") filed Staff Reports in each docket recommending approval of both DWC's and WWC's application.

On December 23, 2011, DWC and WWC each filed a letter in their respective above-captioned dockets stating the Utilities have no objections to Staff's recommendations and requesting that the dockets be consolidated for purposes of hearing. No objections to the Utilities' requests for consolidation have been filed.

1 On January 10, 2012, by Procedural Order, the above-captioned dockets were consolidated.
2 Because both of the applications filed on behalf of DWC and WWC were signed by Mr. Jim West,
3 acting as Manager for both DWC and WWC, the utilities were directed to file documentation from
4 either their attorney or a representative verifying that the applications for the sale of assets and
5 transfer of CC&Ns had been filed on behalf of the Utilities. Further, the timeclock in this matter was
6 suspended.

7 On January 18, 2012, Douglas G. Martin, Esq., filed a Notice of Appearance on behalf of
8 DWC and WWC.

9 Pursuant to A.A.C. R14-3-101, the Commission now issues this Procedural Order to govern
10 the preparation and conduct of this proceeding.

11 IT IS THEREFORE ORDERED that a hearing shall be held on April 9, 2012, at 10:00 a.m.,
12 or as soon thereafter as is practical, at the Commission's offices, 1200 West Washington Street,
13 Hearing Room No. 2, Phoenix, Arizona 85007.

14 IT IS FURTHER ORDERED that DWC and WWC shall each provide public notice of the
15 hearing in this matter in the following form and style, the heading no less than 12-point bold
16 type and the body in no less than 10-point regular type:

17 **PUBLIC NOTICE OF THE HEARING ON THE APPLICATIONS**
18 **OF DELLS WATER COMPANY, INC. AND WILHOIT WATER COMPANY,**
19 **INC. FOR APPROVAL OF THE SALE OF THEIR ASSETS AND**
20 **TRANSFER OF THEIR CERTIFICATES OF CONVENIENCE AND**
21 **NECESSITY TO ACME WATER, LLC.**
22 **(DOCKET NOS. W-01384A-11-0243, W-20809A-11-0243,**
23 **W-02065A-11-0246 AND W-20809A-11-0246)**

24 On June 16, 2011, Dells Water Company, Inc. ("DWC") and Wilhoit Water Company,
25 Inc. ("WWC") (collectively "the Utilities"), each filed with the Arizona Corporation
26 Commission ("Commission") applications for approval of the sale of their assets and
27 the transfer of their Certificates of Convenience and Necessity ("Certificate") to
28 ACME Water, LLC ("ACME"). If the applications are approved and the sale
consummated, ACME would be the exclusive provider of domestic water service in
DWC's and WWC's current service area. The Commission's Utilities Division Staff
("Staff") has recommended approval of the Utilities' applications. The Commission is
not bound by the proposals made by the Utilities, Staff, or any intervenors. The
Commission will issue a Decision regarding the Utilities' applications following
consideration of testimony and evidence presented at an evidentiary hearing. A copy
of the applications are available at DWC's and WWC's offices [insert addresses] and
at the Commission's offices at 1200 West Washington Street, Phoenix, Arizona, for

1 public inspection during regular business hours, and on the internet via the
Commission website (www.azcc.gov) using the e-docket function.

2 The Commission will hold a hearing on the applications on **April 9, 2012, at 10:00**
3 **a.m.**, at the Commission's offices, 1200 West Washington Street, Hearing Room No. 2,
4 Phoenix, Arizona 85007. Public comments will be taken on the first day of the
5 hearing. Written public comments may be submitted via e-mail (visit
6 <http://www.azcc.gov/Divisions/Utilities/forms/PublicCommentForm.pdf> for
7 instructions), or by mailing a letter referencing Docket Nos. W-01384A-11-0243,
W-20809A-11-0243, W-02065A-11-0246 and W-20809A-11-0246 to: Arizona
Corporation Commission, Consumer Services Section, 1200 West Washington Street,
Phoenix, Arizona 85007. If you require assistance, you may contact the Consumer
Services Section at 1-800-222-7000 or 602-542-4251.

8 The law provides for an open public hearing at which, under appropriate
9 circumstances, interested parties may intervene. Any person or entity entitled by law
10 to intervene and having a direct and substantial interest in the matter will be permitted
11 to intervene. If you wish to intervene, you must file an original and 13 copies of a
written motion to intervene with the Commission no later than **March 23, 2012**, and
send a copy of the motion to DWC and WWC or their counsel and to all parties of
record. Your motion to intervene must contain the following:

- 12 1. Your name, address, and telephone number and the name, address, and
13 telephone number of any person upon whom service of documents is to be
made, if not yourself;
- 14 2. A short statement of your interest in the proceeding (e.g., a customer of
DWC or WWC, etc.);
- 15 3. A statement certifying that you have mailed a copy of the motion to
16 intervene to DWC and WWC or their counsel and to all parties of record in
the case; and
- 17 4. If you are not represented by an attorney who is an active member of the
18 Arizona State Bar, and are not representing yourself as an individual,
19 information and any appropriate documentation demonstrating compliance
with Arizona Supreme Court Rules 31, 38, and 42, as applicable.

20 The granting of motions to intervene shall be governed by A.A.C. R14-3-105, except
21 that all motions to intervene must be filed on or before **March 23, 2012**. If
22 representation by counsel is required by Arizona Supreme Court Rule 31, intervention
23 will be conditioned upon the intervenors obtaining counsel to represent the intervenor.
24 For information about requesting intervention, visit the Commission's website at
<http://www.azcc.gov/divisions/utilities/forms/interven.pdf>. The granting of
intervention, among other things, entitles a party to present sworn evidence at hearing
and to cross-examine other witnesses. However, failure to intervene will not preclude
any interested person or entity from appearing at the hearing and providing public
comment on the application or from filing written comments in the record of the case.

25 The Commission does not discriminate on the basis of disability in admission to its
26 public meetings. Persons with a disability may request a reasonable accommodation
27 such as a sign language interpreter, as well as request this document in an alternative
28 format, by contacting the ADA Coordinator Shaylin Bernal, E-mail
sabernal@azcc.gov, voice phone number 602-542-3931. Requests should be made as
early as possible to allow time to arrange the accommodation.

1 IT IS FURTHER ORDERED that DWC and WWC shall each **mail via First Class U.S. Mail**
2 **a copy of the above notice** to their customers within the CC&N area and **shall cause the above**
3 **notice to be published** at least once in a newspaper of general circulation in their respective service
4 territories, with **publication and mailing** to be completed no later than **March 9, 2012**.

5 IT IS FURTHER ORDERED that **DWC and WWC shall file certification of mailing and**
6 **publication** as soon as practicable after mailing and publication have been completed, but not later
7 than **March 30, 2012**.

8 IT IS FURTHER ORDERED that notice shall be deemed complete upon mailing/ publication,
9 notwithstanding the failure of an individual customer to read or receive the notice.

10 IT IS FURTHER ORDERED that any **objections by intervenors to the Staff Report** shall
11 be reduced to writing and filed on or before **March 30, 2012**.

12 IT IS FURTHER ORDERED that any **motion to intervene shall conform to the**
13 **requirements of the A.A.C. R14-3-105 and this Procedural Order and demonstrate compliance**
14 **with Arizona Supreme Court Rules 31, 38, and 42, as set forth herein.**

15 IT IS FURTHER ORDERED that **all motions to intervene** must be filed on or before **March**
16 **23, 2012**.

17 IT IS FURTHER ORDERED that any **objections to any Motions to Intervene** shall be filed
18 on or before **March 30, 2012**.

19 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
20 Communications) applies to this proceeding, as the matter is now set for public hearing, and shall
21 remain in effect until the Commission's Decision in this matter is final and non-appealable.

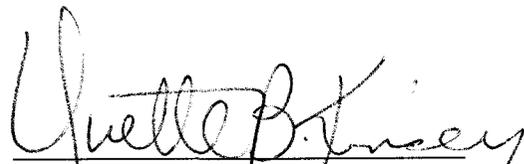
22 IT IS FURTHER ORDERED that all parties must comply with Arizona Supreme Court Rules
23 31 and 38 and A.R.S. § 40-243 with respect to the practice of law and admission *pro hac vice*.

24 ...
25 ...
26 ...
27 ...
28 ...

1 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
2 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Arizona
3 Supreme Court Rule 42). Representation before the Commission includes the obligation to appear at
4 all hearings, procedural conferences, and Open Meetings for which the matter is scheduled for
5 discussion, unless counsel has previously been granted permission to withdraw by the Administrative
6 Law Judge or Commission.

7 IT IS FURTHER ORDERED that the Presiding Officer may rescind, alter, amend, or waive
8 any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

9 DATED this 13th day of February, 2012.

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12 
13 YVETTE B. KINSEY
ADMINISTRATIVE LAW JUDGE

14 Copies of the foregoing mailed/delivered
this 13th day of February, 2012 to:

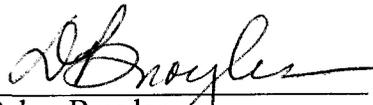
15 Douglas G. Martin
16 MARTIN & BELL, LLC
17 365 Coronado Road, Suite 200
Phoenix, AZ 85004
Attorney for Dells Water Company

18 Jim West
19 ACME WATER CO.
20 365 East Coronado Road, Suite 200
Phoenix, AZ 85004

21 Janice Alward, Chief Counsel
22 Legal Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

23 Steven M. Olea, Director
24 Utilities Division
ARIZONA CORPORATION COMMISSION
25 1200 West Washington Street
Phoenix, Arizona 85007

26 ARIZONA REPORTING SERVICE, INC.
27 2200 North Central Avenue, Suite 502
28 Phoenix, AZ 85004-1481

By: 
Debra Broyles
Secretary to Yvette B. Kinsey