

ORIGINAL



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Transcript Exhibit(s)

2016 FEB -3 P 4: 05

AZ CORP COMMISSION
DOCKET CONTROL

Docket #(s): W-04249A-15-0260

W-20935A-15-0260

Exhibit #: A-1 ; S-1

NEW APPLICATION

ARIZONA CORPORATION COMMISSION

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

WATER AND/OR SEWER

ORIGINAL

W-04249A-15-0260
W-20935A-15-0260

A. The name, address and telephone number of the Transferor (Company) is:
JAKE'S CORNER WATER SYSTEMS

1400 N Beeline Highway, Payson, Arizona 85541

(928)-474-1766

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2015 JUL 10 P 1:13
AZ CORP COMMISSION
DOCKET CONTROL

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

N/A

C. The Transfer 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 checked="" type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Other (Specify)	

Arizona Corporation Commission
DOCKETED

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

N/A

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

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

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

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

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

N/A

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

N/A

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

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

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

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

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

Dean L. Shaffer

605 W Arabian Way, Payson, Arizona 85541

(928)-978-2286

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 checked="" 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

N/A

N/A

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

N/A

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

N/A

N. If Transferee is a partnership:

1. List the names of general partners:

Michael R. Armstead

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

Michael R. Armstead

211 W Saddle Ln, Payson, Arizona 85541

(928)-951-4000

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

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

N/A

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.

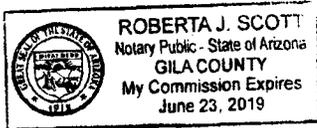
T. List names and addresses of any other public utility interest Transferee has:

1. _____ N/A _____
2. _____

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

_____ July 13 _____, 20 15 _____.

DATED the _____ day of _____, 20____



[Signature]
(Signature of Authorized Representative of Transferor)

JAKE'S CORNER WATER SYSTEM

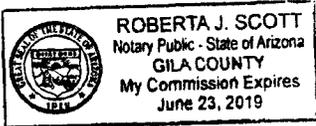
Kacy J. Parker

SUBSCRIBED AND SWORN to before me on this 8th day of July 2015

[Signature]

NOTARY PUBLIC

My Commission Expires June 23, 2019



[Signature]

(Signature of Authorized Representative of Transferee)

MANAGEMENT SYSTEMS, LLC

Michael R. Armstead, Managing Member

SUBSCRIBED AND SWORN to before me on this 8th day of July 2015

[Signature]

NOTARY PUBLIC

My Commission Expires June 23, 2019

ATTACHMENT "A"

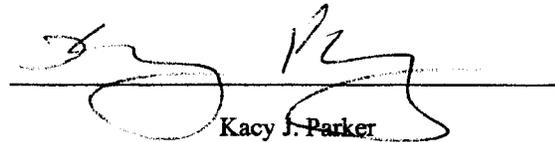
JAKE'S CORNER WATER SYSTEMS

1400 N Beeline Highway
Payson, Arizona 85541

July 7, 2015

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

Attached is an application by JAKE'S CORNER WATER SYSTEMS for approval of sale and transfer of certificate of convenience and necessity. The purpose of this application is to approve the sale and transfer the certificate of convenience and necessity.


Kacy J. Parker

ATTACHMENT "B"

EXAMPLE ONLY

PUBLIC NOTICE OF AN APPLICATION FOR SALE OF ASSETS
AND/OR TRANSFER OF THE CERTIFICATE
OF CONVENIENCE AND NECESSITY
BY JAKE'S CORNER WATER SYSTEMS

JAKE'S CORNER WATER SYSTEMS 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 Water service to MANAGEMENT SYSTEMS, LLC. If the application is granted, MANAGEMENT SYSTEMS, LLC would be the exclusive provider of Water service to your area. MANAGEMENT SYSTEMS, LLC is under the jurisdiction of the Commission.

If you have any claims against JAKE'S CORNER WATER SYSTEMS, 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 JAKE'S CORNER WATER SYSTEMS on or before August 3, 2015. Direct your claim(s) to JAKE'S CORNER WATER SYSTEMS. 1400 N Beeline Highway. Payson, Arizona 85541 (928)-474-1766

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].

State of Arizona
County: Gila

\$1.00 USD

Bill of Sale of Personal Property

IN CONSIDERATION OF the sum of \$1.00 USD, inclusive of all sales taxes, paid by cash, the receipt of which consideration is acknowledged, Kacy Parker of 1400 N. Beeline Highway Payson AZ. 85541 (the 'Seller'), SELLS AND DELIVERS to MANAGEMENT SYSTEMS LLC. of 211 W. Saddle lane Payson AZ. 85541 (the 'Purchaser'), the following personal property (the 'Property'):
Jake's Corner Water System all Assets and Certificate of Convenience and Necessity.

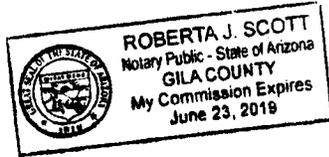
The Seller warrants that (1) the Seller is the legal owner of the Property; (2) the Property is free from all liens and encumbrances; (3) the Seller has full right and authority to sell and transfer the Property; and (4) the Seller will warrant and defend the title of the Property against any and all claims and demands of all persons.

The Property is being sold in an 'as is' condition and the Seller expressly disclaims all warranties, whether expressed or implied, including but not limited to, any implied warranty of merchantability or fitness for a particular purpose. Further, the Seller disclaims any warranty as to the condition of the Property. The Seller does not assume, or authorize any other person to assume on the behalf of the Seller, any liability in connection with the sale of the Property. The Seller's above disclaimer of warranties does not, in any way, affect the terms of any applicable warranties from the manufacturer of the Property.

The Purchaser has been given the opportunity to inspect the Property or to have it inspected and the Purchaser has accepted the Property in its existing condition. This Bill of Sale will be construed in accordance with and governed by the laws of the State of Arizona.

(Handwritten initials) RSP

SIGNED, SEALED, AND DELIVERED
this 1st day of July, 2015.




Kacy Parker
(Seller)


MANAGEMENT SYSTEMS LLC.
(Purchaser)

 KJP

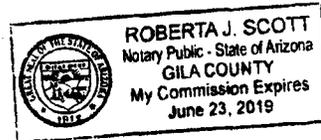
NOTARY ACKNOWLEDGMENT - SELLER

STATE OF ARIZONA

COUNTY OF Gila

On this 1st day of July, 2015, before me personally appeared Kacy Parker, whom I know personally (or whose identity has been proven on the basis of satisfactory evidence), and acknowledged that he/she executed the same.


Notary Public



My commission expires: June 23, 2019

 KJP

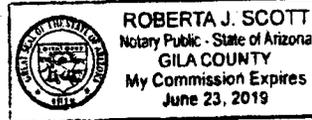
NOTARY ACKNOWLEDGMENT - PURCHASER

STATE OF ARIZONA

COUNTY OF Gila

On this 1st day of July, 2015, before me personally appeared MANAGEMENT SYSTEMS LLC. , whom I know personally (or whose identity has been proven on the basis of satisfactory evidence), and acknowledged that he/she executed the same.


Notary Public



My commission expires: June 23, 2019

 RSP

AZ CORPORATION COMMISSION
FILED

JAN 23 2015

FILE NO. 1978770-9

DO NOT WRITE ABOVE THIS LINE UNLESS REQUESTED BY AGENCY.

ARTICLES OF ORGANIZATION

Read the Instructions **LO10**

1. ENTITY TYPE - check only one to indicate the type of entity being formed:

LIMITED LIABILITY COMPANY
(entity must have at least one member; the words "Limited Liability Company" or "LLC")

PROFESSIONAL LIMITED LIABILITY COMPANY
(entity must have at least one member; the words "Professional Limited Liability Company" or "PLLC")

2. ENTITY NAME - see Instructions **LO10** for all naming requirements - give the exact name of the LLC:

MEASUREMENT SYSTEMS LLC

3. PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES - if and only if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

4. STATUTORY AGENT OR SERVICE OF PROCESS - see Instructions **LO10**

4.1 REQUIRED - give the name (just in an Arizona resident or an Arizona-registered entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:		4.2 OFFICIAL - mailing address in Arizona of Statutory Agent (can be a P.O. Box):	
<u>Dolly Armstrong</u>			
Address:		Address:	
<u>211 W SADDLE LAKE</u>			
Address 1:		Address 1:	
Address 2 (optional):		Address 2 (optional):	
City: <u>PHOENIX</u> State: <u>AZ</u> Zip: <u>85041</u>		City: <u>PHOENIX</u> State: <u>AZ</u> Zip: <u>85041</u>	
4.3 REQUIRED - the Statutory Agent Acceptance form P002 must be submitted along with these Articles of Organization.			

5. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 5.1** Is the Arizona known place of business address the same as the street address of the statutory agent? Yes - go to number 6 and continue No - go to number 5.2 and continue
- 5.2** If you answered "No" to number 5.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Address:	
Address 1:	
Address 2 (optional):	
City:	State: <u>AZ</u>
Country: <u>U.S.A.</u>	Zip:

LAWS
REV 2014

Arizona Corporation Commission - Corporation Details
Page 1 of 3

6. **DURATION** - If the duration or life period of the LLC is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check only one box below and fill in the corresponding blank:

- The LLC's life period will end on the date: _____ (enter a date)
- The LLC's life period will end upon the occurrence of the event: (describe an event)

COMPLETE NUMBER 7 OR NUMBER 8 - NOT BOTH.

- 7. **MANAGER-MANAGED LLC** - see Instructions 10101 - check this box if management of the LLC will be vested in a manager or managers (meaning one or more managers will run the company) and complete and attach ONLY the **Manager Structure Attachment form 10440**. (Both members and managers will be listed on the Manager Structure Attachment.) **The filing will be rejected if it is submitted without the attachment.**
- 8. **MEMBER-MANAGED LLC** - see Instructions 10101 - check this box if management of the LLC will be reserved to the members (meaning all members will run the company together if there is no operating agreement stating otherwise), and complete and attach ONLY the **Member Structure Attachment form 10441**. (All members will be listed on the Member Structure Attachment.) **The filing will be rejected if it is submitted without the attachment.**
- 9. **ORGANIZER and SIGNATURE** - the individual or pre-existing entity submitting this document is the Organizer - list the name of the Organizer below. If the Organizer is an individual, that individual must sign below. If the Organizer is a pre-existing entity, provide the signature of the individual acting for that entity, then print the individual's name.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Organizer: Michael ARMSFORD

Signature: Michael Armsford Date: 1-21-15

Printed Name (if different from Organizer): _____

Filing Fee: \$50.00 (regular processing) Expedited processing - add \$25.00 to filing fee. All fees are non-refundable - see Instructions.	FILE: Arizona Corporation Commission Corporate Filing Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-6300
--	---

Signer by internet: This S.C.C. form is not available for electronic filing. You should keep a copy of this form and all attachments for your records. All documents filed with the Arizona Corporation Commission are public records and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-6300 or visit our website at www.azcc.gov.

1/21/15
1/21/15

Arizona Corporation Commission - Department of State
Page 2 of 2

MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** - give the exact name of the LLC (foreign LLCs - give name in domestic state or country):
MANAGEMENT SYSTEMS LLC.
- A.C.C. FILE NUMBER** (if known):
Find the ACC Number on the upper central part of the document on our website at: <http://www.azcc.com/acc/accnumber.asp>
- MANAGERS / MEMBERS** - give the name and address of each and every manager and list all members who own 20% or more of the profits or capital of the LLC. Use one block per person. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - do not check both member boxes. If more space is needed, use another Manager Structure Attachment form.

Name <u>MICHAEL ANASTASIO</u>		Name	
Address 1 <u>20 W. SHARPE LANE</u>		Address 1	
Address 2 (optional) <u>AZ 8554</u>		Address 2 (optional)	
City <u>PHOENIX</u>		City	
State or Province <u>AZ</u>		State or Province	
Country <u>USA</u>		Country	
Member: <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		Member: <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	
Manager: <input type="checkbox"/> Manager		Manager: <input type="checkbox"/> Manager	
Name		Name	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City		City	
State or Province		State or Province	
Country		Country	
Member: <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		Member: <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	
Manager: <input type="checkbox"/> Manager		Manager: <input type="checkbox"/> Manager	
Name		Name	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City		City	
State or Province		State or Province	
Country		Country	
Member: <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		Member: <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	
Manager: <input type="checkbox"/> Manager		Manager: <input type="checkbox"/> Manager	

LR2008
Rev 2/04

Azcc/California Controller - Copyright 2004
Page 1 of 1

STATUTORY AGENT ACCEPTANCE

Please read Instructions 10022

1. **ENTITY NAME** - give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Macgregor 247 SYSTEMS LLC

2. **STATUTORY AGENT NAME** - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). *NOTE* - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g., Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Dolly Armstrong

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Dolly Armstrong Dolly Armstrong 6-26-15

REQUIRED - check only one:

<input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	--

Filing Fees none (regular processing) Expedited processing - not applicable. All fees are non-refundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1200 W. Washington St., Phoenix, Arizona 85007 Fax: 602-543-4100
--	---

Notice: Except that S.C.C. fees reflect only the minimum amounts required by statute. You should seek professional counsel for those entities that may qualify for the reduced costs of our facilities.
All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
If you have questions after applying the document, please call 602-543-4100 or toll-free Arizona only 800-543-4100.

ARCC
Form 10004

Arizona Corporation Commission - Corporate Filings Section
Page 3 of 4

ORIGINAL

MEMORANDUM

RECEIVED

TO: Docket Control Center

FROM: Thomas M. Broderick
Director
Utilities Division

Thomas M. Broderick

2015 DEC 28 A 10: 14

AZ CORP COMMISSION
DOCKET CONTROL

DATE: December 28, 2015

RE: IN THE MATTER OF THE APPLICATION OF KACY J. PARKER DBA
JAKE'S CORNER WATER SYSTEMS FOR APPROVAL OF THE SALE OF
ITS ASSETS AND TRANSFER OF ITS CERTIFICATE OF CONVENIENCE
AND NECESSITY TO MANAGEMENT SYSTEMS, LLC (DOCKET NOS. W-
04249A-15-0260 AND W-20935A-15-0260)

Attached is the Staff Report for the above-referenced application. Staff is recommending approval of the application with conditions.

TMB:VW:red\RWG

Originator: Vicki Wallace

Arizona Corporation Commission

DOCKETED

DEC 28 2015

DOCKETED BY *VB*

EXHIBIT
S-L
ADMITTED
PENGAD 800-631-6988

Service List for: Kacy Parker dba Jakes Corner Water Systems
Docket Nos. W-04249A-15-0260 and W-20935A-15-0260

COASH & COASH
1802 North 7th Street
Phoenix, Arizona 85006

Mr. Michael Armstead
Management Systems, LLC
211 West Saddle Lane
Payson, Arizona 85541

Mr. Dean Shaffer
605 West Arabian Way
Payson, Arizona 85541

Mr. Kacy Parker
dba Jake's Corner Water Systems
1400 North Beeline Highway
Payson, Arizona 85541-3103

Ms. Janice Alward
Chief, Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Mr. Thomas Broderick
Director, Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Mr. Dwight Nodes
Chief Administrative Law Judge, Hearing Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

**STAFF REPORT
UTILITIES DIVISION
ARIZONA CORPORATION COMMISSION**

**KACY J. PARKER DBA JAKE'S CORNER WATER SYSTEMS
DOCKET NO. W-04249A-15-0260**

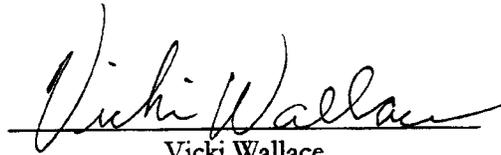
**MANAGEMENT SYSTEMS, LLC DBA JAKE'S CORNER WATER SYSTEM
DOCKET NO. W-20935A-15-0260**

**SALE OF ITS ASSETS AND TRANSFER OF ITS CERTIFICATE OF CONVENIENCE
OF CONVENIENCE AND NECESSITY TO MANAGEMENT SYSTEMS, LLC**

DECEMBER 28, 2015

STAFF ACKNOWLEDGEMENT

The Staff Report for the application of Kacy J. Parker dba Jake's Corner Water Systems and Management Systems, LLC dba Jake's Corner Water System (Docket Nos. W-04249A-15-0260 and W-20935A-15-0260) was the responsibility of the Staff members listed below. Vicki Wallace was responsible for the review and analyses of the Company's application and preparation of the Division's Staff Report, and Katrin Stukov was responsible for the engineering and technical analysis.



Vicki Wallace
Executive Consultant



Katrin Stukov
Utilities Engineer

EXECUTIVE SUMMARY
KACY J. PARKER DBA JAKE'S CORNER WATER SYSTEMS
AND MANAGEMENT SYSTEMS, LLC DBA JAKES CORNER WATER SYSTEM
DOCKET NOS. W-04249A-15-0260 AND W-20935A-15-0260

On July 10, 2015, Kacy J. Parker dba Jake's Corner Water Systems ("Jake's Corner" or "Company") filed an application with the Arizona Corporation Commission ("ACC" or "Commission") for approval of the sale of its assets and transfer of its Certificate of Convenience and Necessity ("CC&N") to Management Systems, LLC dba Jake's Corner Water System ("Management Systems").

Jake's Corner is a sole proprietorship initially authorized to provide water service to certain portions of Gila County pursuant to authority granted by the ACC in Decision No. 50872 (April 22, 1980). In that Decision, the Commission authorized the transfer of the system from United Utilities, an Arizona Corporation, to Gladys Meredith Stern dba Jake's Corner.

In Decision No. 62221 (January 10, 2000), the Commission authorized the sale and transfer of Jake's Corner from Arthur W. Wetzler to Edwin L. Wetzler. Jake's Corner was subsequently transferred to Kacy J. Parker by Edwin L. Wetzler via Decision No. 67231 (September 7, 2004). By this application, the Company seeks approval of the sale of assets and transfer of its CC&N from Kacy J. Parker dba Jake's Corner Water Systems to Management Systems, LLC dba Jake's Corner Water System.

The Company is currently providing service to approximately 20 customers in an area located near the community known as Jake's Corner, approximately 18 miles south of Payson in Gila County, Arizona. The CC&N covers approximately 160 acres (approximately 0.25 square mile). Staff's legal description and map of the service area is attached as Exhibit 1.

Staff concludes that Management Systems, LLC, dba Jake's Corner Water System is a fit and proper entity to own and operate a public utility water system, and the sale and transfer is in the public interest.

Staff recommends that the Commission approve the sale and transfer of assets and Certificate of Convenience and Necessity of Kacy J. Parker dba Jake's Corner Water Systems to Management Systems, LLC dba Jake's Corner Water System. Staff further recommends the Commission adopt the following requirements:

1. To require the Company to charge its existing rates and charges in the proposed extension area until new rates are authorized by the ACC.
2. To require the Company to file with Docket Control, as a compliance item in this docket by December 31, 2016, documentation from Arizona Department of Environmental Quality ("ADEQ") indicating that there are no compliance deficiencies, and the Company's water system is delivering water that meets the water quality standards required by 40 C.F.R. 14 (National Primary Drinking Water Regulations) and A.A.C., Title 18, Chapter 4, or in the alternative, the Company may

file a signed consent agreement with ADEQ demonstrating a plan to reach compliance.

3. To require the Company to file with Docket Control, as a compliance item in this docket by December 31, 2016, documentation from Arizona Department of Water Resources ("ADWR") indicating that the water system is compliant with departmental requirements governing water providers and/or community water systems.
4. To require the Company to coordinate the reading of its well meter and individual customer meters on a monthly basis and report this data in its Commission Annual Reports going forward (the Company shall collect the data needed in a format necessary to accurately complete the water use data sheets contained in the Annual Report form).
5. To require the Company to contact ADEQ's Capacity Development Program to request that ADEQ conduct an evaluation of its water system and file with Docket Control in this docket a copy of Jake's Corner water system evaluation report.
6. To require the Company to file with Docket Control, as a compliance item in this docket by December 31, 2016, a copy of the ADEQ Approval of Construction for the new storage tank with a minimum capacity of 5,000 gallons.

TABLE OF CONTENTS

	PAGE
INTRODUCTION	1
BACKGROUND	1
MANAGEMENT SYSTEMS, LLC (TRANSFEREE)	2
THE EXISTING WATER SYSTEM	2
PROPOSED RATES	2
CONSUMER SERVICES	2
PUBLIC INTEREST	2
WASTEWATER PROVIDER	3
ARIZONA DEPARTMENT OF ENVIRONMENTAL QUALITY ("ADEQ") COMPLIANCE	3
ARIZONA DEPARTMENT OF WATER RESOURCES ("ADWR") COMPLIANCE	3
ACC COMPLIANCE	3
CURTAILMENT AND BACKFLOW PREVENTION TARIFFS	3
RECOMMENDATIONS	3

EXHIBIT

LEGAL DESCRIPTION AND MAP	1
BILL OF SALE OF PERSONAL PROPERTY	2
ENGINEERING REPORT	3

INTRODUCTION

On July 10, 2015, Kacy J. Parker dba Jake's Corner Water Systems ("Jake's Corner" or "Company") filed an application with the Arizona Corporation Commission ("ACC" or "Commission") for approval of the sale of its assets and transfer of the Certificate of Convenience and Necessity ("CC&N") to Management Systems, LLC dba Jake's Corner Water System ("Management Systems").

After Staff's initial review and discussion, the ACC Utilities Division Staff ("Staff") filed an Insufficiency Letter on August 10, 2015, indicating that additional information was required. Jake's Corner provided the requested data, and a Sufficiency Letter was filed on October 28, 2015, indicating that the Company's application had met the sufficiency requirements of the Arizona Administrative Code ("A.A.C.") R14-2-402.

On December 1, 2015, a Procedural Order was issued setting the matter for hearing on January 22, 2016.

BACKGROUND

Jake's Corner is a sole proprietorship authorized to provide water service to certain portions of Gila County pursuant to authority granted by the ACC in Decision No. 50872 (April 22, 1980). In that Decision, the Commission authorized the transfer of the system from United Utilities, an Arizona Corporation, to Gladys Meredith Stern dba Jake's Corner.

In Decision No. 62221 (January 10, 2000), the Commission authorized the sale and transfer of Jake's Corner from Arthur W. Wetzler to Edwin L. Wetzler. In that Decision, the Commission found in part that it was not necessary for Mr. Wetzler to obtain a county franchise because the service area is located in a private easement. Jake's Corner was subsequently transferred to Kacy J. Parker by Edwin L. Wetzler via Decision No. 67231 (September 7, 2004). By this application, the Company seeks approval of the sale of assets and transfer its CC&N from Kacy J. Parker to Management Systems, LLC dba Jake's Corner Water System.

The Company is currently providing service to approximately 20 customers in an area located near the community known as Jake's Corner, approximately 18 miles south of Payson in Gila County, Arizona. The CC&N covers approximately 160 acres (approximately 0.25 square mile). Staff's legal description and map of the service area is attached as Exhibit 1.

The applicant reports there are no refund obligations associated with customer deposits or main line extension agreements, and no other utility will be affected by this transaction. Additionally, the applicant is not aware of any judgments/liens against any of the entities involved in this transfer of assets and CC&N.

MANAGEMENT SYSTEMS, LLC (TRANSFEREE)

On July 1, 2015, Kacy J. Parker dba Jake's Corner Water Systems ("Seller") and Michael Armstead of Management Systems, LLC ("Buyer") entered into an agreement through a "Bill of Sale of Personal Property" before a Notary which is attached as Exhibit 2. The Bill of Sale officially sold and transferred all of the assets of Jake's Corner and the CC&N to Michael Armstead pending approval by the ACC. Mr. Armstead will operate the utility company as Management Systems, LLC dba Jake's Corner Water System. Management Systems, LLC is in good standing with the Corporations Division.

Mr. Armstead has had 9 years of technical and operational experience in the water and wastewater utilities. He has performed a wide range of duties associated with the delivery of water and wastewater from source to customer. Mr. Armstead has also obtained a Certified Operator for Jake's Corner and has filed an emergency rate case with the ACC based on his review of the water system.

THE EXISTING WATER SYSTEM

Staff's Engineering Report which is attached as Exhibit 3 describes the existing water system in detail. Basically it has one well, one 30 gallon bladder tank, one 5,000 gallon pressure tank, and a distribution system. However, there is no well meter. Therefore, the actual well production is unknown, and the system's capacity cannot be determined. Based on the Company's water use data, Staff estimates that the well capacity of 22 GPM could adequately service the present customer base and a reasonable level of growth. However, the system lacks adequate storage capacity to serve the existing customer base as described further in Exhibit 3.

PROPOSED RATES

The Company has indicated the proposed service area would be charged at its currently approved tariffed rates and charges established in Decision No. 58733 issued September 1, 1994. An emergency rate case was filed on September 28, 2015. Staff filed testimony in this emergency rate case on November 16, 2015, and the hearing was held on December 7, 2015.

CONSUMER SERVICES

A review of the Consumer Services database revealed that in the last three years, no complaints have been received. Any prior complaints have been resolved and closed. No opinions opposing this application have been received.

PUBLIC INTEREST

Mr. Armstead has expressed a sincere desire and willingness to provide continuous and quality water to the customers of Jake's Corner, and his enthusiasm to assist these customers is welcomed. As discussed earlier in this report, Staff concludes that Mr. Armstead of Management Systems, LLC dba Jake's Water System has the financial, technical, and managerial ability to operate

a public utility water system, and that the sale and transfer would be consistent with the public interest.

WASTEWATER PROVIDER

Wastewater service in this service area is provided through individual septic systems designed within each residence and permitted at the time of construction of the individual residence.

ARIZONA DEPARTMENT OF ENVIRONMENTAL QUALITY ("ADEQ") COMPLIANCE

According to an ADEQ compliance status report, dated July 22, 2015, the Company has unresolved ongoing arsenic exceedances, monitoring and reporting deficiencies. Based upon these deficiencies, ADEQ cannot determine if the Company system is currently delivering water that meets water quality standards required by 40 C.F.R. 14 (National Primary Drinking Water Regulations) and Arizona Administrative Code ("A.A.C."), Title 18, Chapter 4.

Staff understands that Mr. Armstead has been meeting with ADEQ regarding compliance matters on Jake's Corner.

ARIZONA DEPARTMENT OF WATER RESOURCES ("ADWR") COMPLIANCE

The Company's water system is not located in ADWR Active Management Area. According to an ADWR compliance status report dated July 23, 2015, ADWR has determined that the Company's water system is not in compliance with ADWR requirements, as the Company failed to file its Annual reports and the System Water Plan.

ACC COMPLIANCE

A check of the Utilities Division Compliance Database indicates that there are currently no ACC delinquencies for Jake's Corner at this time.

CURTAILMENT AND BACKFLOW PREVENTION TARIFFS

The Company has an approved Curtailment Tariff. The Company filed for ACC approval of a Backflow Prevention Tariff on December 2, 2015.

RECOMMENDATIONS

Staff recommends that the Commission approve the sale and transfer of assets and Certificate of Convenience and Necessity of Kacy J. Parker dba Jake's Corner Water Systems to Management Systems, LLC dba Jake's Corner Water System. Staff further recommends the Commission adopt the following requirements:

1. To require the Company to charge its existing rates and charges in the proposed extension area until new rates are authorized by the ACC.
2. To require the Company to file with Docket Control, as a compliance item in this docket by December 31, 2016, documentation from ADEQ indicating that there are no compliance deficiencies, and the Company's water system is delivering water that meets the water quality standards required by 40 C.F.R. 14 (National Primary Drinking Water Regulations) and A.A.C., Title 18, Chapter 4, or in the alternative, the Company may file a signed consent agreement with ADEQ demonstrating a plan to reach compliance.
3. To require the Company to file with Docket Control, as a compliance item in this docket by December 31, 2016, documentation from ADWR indicating that the water system is compliant with departmental requirements governing water providers and/or community water systems.
4. To require the Company to coordinate the reading of its well meter and individual customer meters on a monthly basis and report this data in its Commission Annual Reports going forward (the Company shall collect the data needed in a format necessary to accurately complete the water use data sheets contained in the Annual Report form).
5. To require the Company to contact ADEQ's Capacity Development Program to request that ADEQ conduct an evaluation of its water system and file with Docket Control in this docket a copy of Jake's Corner water system evaluation report.
6. To require the Company to file with Docket Control, as a compliance item in this docket by December 31, 2016, a copy of the ADEQ Approval of Construction for the new storage tank with a minimum capacity of 5,000 gallons.

MEMORANDUM

TO: Vicki Wallace
Executive Consultant III
Utilities Division

FROM: Lori H. Miller 
Programs and Projects Specialist II
Utilities Division

THRU: Del Smith 
Engineering Supervisor
Utilities Division

DATE: August 7, 2015

RE: JAKE'S CORNER WATER SYSTEMS (DOCKET NO. W-04249A-15-0260) AND
MANAGEMENT SYSTEMS, LLC (DOCKET NO. W-20935A-15-0260)

Jake's Corner Water Systems has filed an application to transfer its CC&N to Management Systems, LLC.

Attached is a copy of the map for your files.

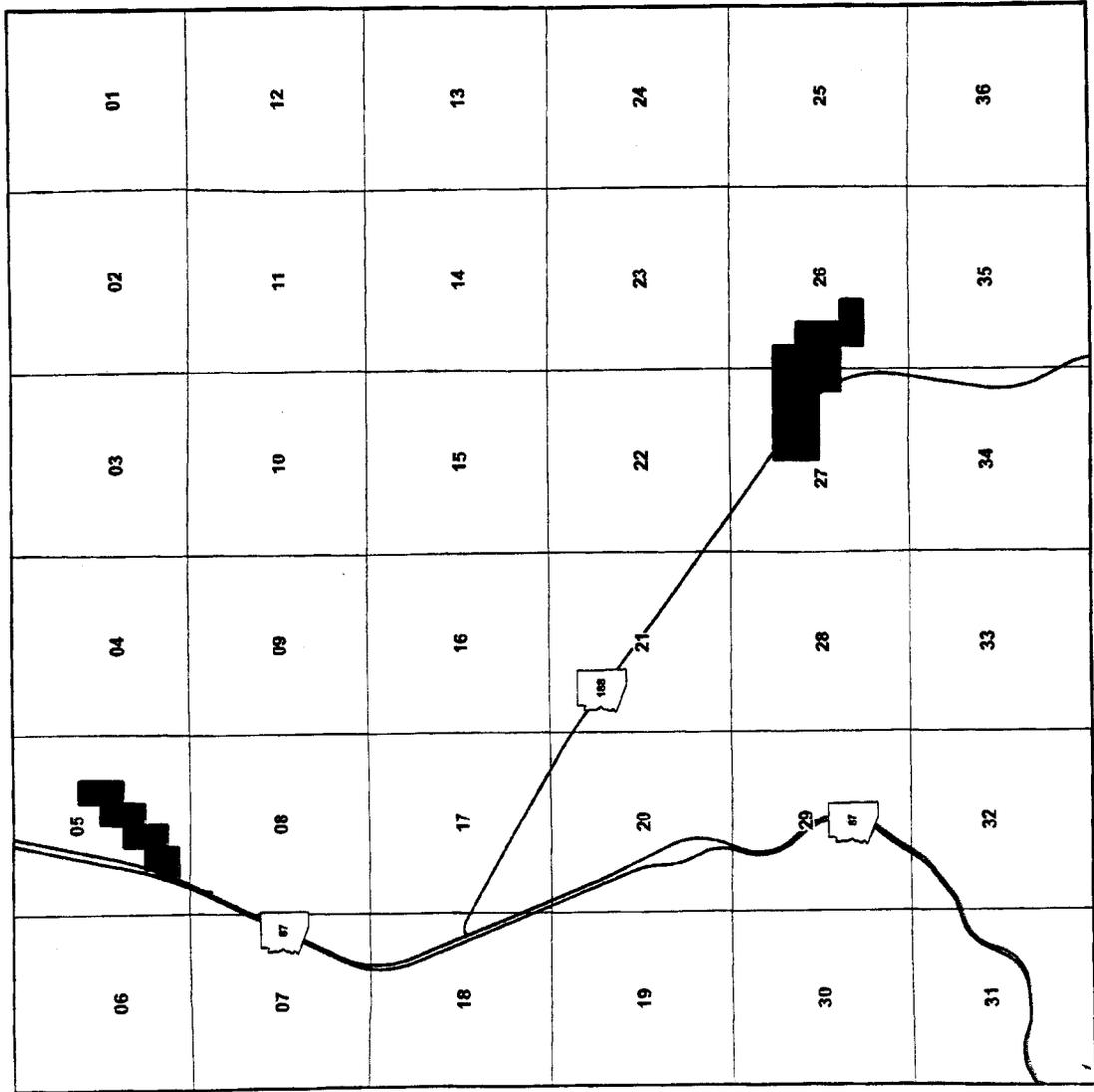
/lhm

Attachment

cc: Mr. Michael R. Armstead
Ms. Katrin Stukov
Ms. Deb Person (Hand Carried)
File

GILIA COUNTY

RANGE 10 East



[REDACTED] W-04249A (1)
 Jake's Corner Water Systems
[REDACTED] W-03514A (6)
 Payson Water Company, Inc.

[REDACTED] (1)
 Jake's Corner Water Systems
 Docket No. W-04249A-15-0260
 Application to Transfer CC&N to
 Management Systems, LLC
 Docket No. W-20935A-15-0260

TOWNSHIP 8 North



Prepared by:
 Arizona Corporation Commission
 Utilities Division
 Engineering Section/GIS Mapping
 602-542-4251

TR8N10E 07 SEP 2004

State of Arizona
County: Gila

\$1.00 USD

Bill of Sale of Personal Property

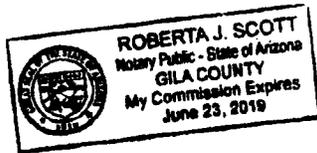
IN CONSIDERATION OF the sum of \$1.00 USD, inclusive of all sales taxes, paid by cash, the receipt of which consideration is acknowledged, Kacy Parker of 1400 N. Beeline Highway Payson AZ. 85541 (the 'Seller'), SELLS AND DELIVERS to MANAGEMENT SYSTEMS LLC. of 211 W. Saddle lane Payson AZ. 85541 (the 'Purchaser'), the following personal property (the 'Property'):
Jake's Corner Water System all Assets and Certificate of Convenience and Necessity.

The Seller warrants that (1) the Seller is the legal owner of the Property; (2) the Property is free from all liens and encumbrances; (3) the Seller has full right and authority to sell and transfer the Property; and (4) the Seller will warrant and defend the title of the Property against any and all claims and demands of all persons.

The Property is being sold in an 'as is' condition and the Seller expressly disclaims all warranties, whether expressed or implied, including but not limited to, any implied warranty of merchantability or fitness for a particular purpose. Further, the Seller disclaims any warranty as to the condition of the Property. The Seller does not assume, or authorize any other person to assume on the behalf of the Seller, any liability in connection with the sale of the Property. The Seller's above disclaimer of warranties does not, in any way, affect the terms of any applicable warranties from the manufacturer of the Property.

The Purchaser has been given the opportunity to inspect the Property or to have it inspected and the Purchaser has accepted the Property in its existing condition. This Bill of Sale will be construed in accordance with and governed by the laws of the State of Arizona.

SIGNED, SEALED, AND DELIVERED
this 1st day of July, 2015.




Kacy Parker
(Seller)


MANAGEMENT SYSTEMS LLC.
(Purchaser)

 KJP

NOTARY ACKNOWLEDGMENT - SELLER

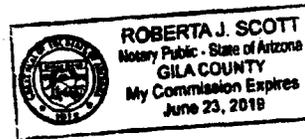
STATE OF ARIZONA

COUNTY OF Gila

On this 1st day of July, 2015, before me personally appeared Kacy Parker, whom I know personally (or whose identity has been proven on the basis of satisfactory evidence), and acknowledged that he/she executed the same.



Notary Public



My commission expires: June 23, 2019

 KJP

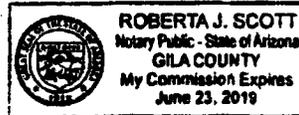
NOTARY ACKNOWLEDGMENT - PURCHASER

STATE OF ARIZONA

COUNTY OF Gila

On this 1st day of July, 2015, before me personally appeared MANAGEMENT SYSTEMS LLC. , whom I know personally (or whose identity has been proven on the basis of satisfactory evidence), and acknowledged that he/she executed the same.


Notary Public



My commission expires: June 23, 2019

 KSP

MEMORANDUM

TO: Vicki Wallace
Executive Consultant
Utilities Division

FROM: Katrin Stukov *KS*
Utilities Engineer
Utilities Division

DATE: December 14, 2015

RE: Jakes Corner Water Systems (Application for approval of the sale of assets and transfer of the Certificate of Convenience and Necessity)
Docket No. W-20935A-15-0260 et.al.

Introduction

On July 10, 2015, Kacy J. Parker dba Jakes Corner Water Systems ("Jakes Corner" or "Company") filed with the Arizona Corporation Commission ("ACC") an application for approval of the sale of assets and transfer of the Certificate of Convenience and Necessity ("CC&N") to Management Systems, LLC.

The Company is providing service to approximately 20 customers in an area located near the community known as Jakes Corner, south of Payson in Gila County. The CC&N area covers approximately 160 acres (approximately 0.25 square mile).

Water System¹*Operation*

The Company's water system includes one well with estimated pump yield of 22-28 gallon per minute ("GPM"), one 30 gallons bladder tank, one 5,000 gallon pressure tank and a distribution system. There is no well meter.

Capacity

Since there is no well meter, the actual well production is unknown and the system's capacity cannot be determined. Based on the Company's 2014 water use data, the Company reported the peak use month as August with 163,917 gallons sold. Using the water use data, Staff estimates that with one well, operating at previous reported level, the well capacity of 22 GPM could adequately serve the present customer base and a reasonable level of growth. However, the system lacks adequate storage capacity to serve the existing customer base. Based on the Company's 2014 water

¹ Per the Company's responses to Staff's Insufficiency letter

use data and the capacity analyses, a minimum of 5,000 gallons of storage is required on this system (with a single source) to meet seasonal peak demand.

Arizona Department of Environmental Quality ("ADEQ") Compliance

According to an ADEQ compliance status report, dated July 22, 2015, the Company has unresolved ongoing arsenic exceedances, monitoring and reporting deficiencies. Based upon these deficiencies, ADEQ cannot determine if the Company system is currently delivering water that meets water quality standards required by 40 C.F.R. 14 (National Primary Drinking Water Regulations) and Arizona Administrative Code ("A.A.C."), Title 18, Chapter 4.

Arizona Department of Water Resources ("ADWR") Compliance

The Company's water system is not located in ADWR Active Management Area. According to an ADWR compliance status report dated July 23, 2015, ADWR has determined that the Company's water system is not in compliance with ADWR requirements, as the Company failed to file its Annual reports and the System Water Plan.

ACC Compliance

On August 26, 2015, the Utilities Division Compliance Section noted that a check of the compliance database indicates that there are currently no delinquent compliance items for the Company.

Curtailment Tariff

The Company has an approved Curtailment Tariff.

Backflow Prevention Tariff

The Company filed a Backflow Prevention Tariff on December 2, 2015.

Recommendations

1. Staff recommends that the Company file with Docket Control, as a compliance item in this docket by December 31, 2016, documentation from ADEQ indicating that there are no compliance deficiencies and the Company's water system is delivering water that meets the water quality standards required by 40 C.F.R. 14 (National Primary Drinking Water Regulations) and A.A.C., Title 18, Chapter 4, or in the alternative the Company shall file a signed consent agreement with ADEQ demonstrating a plan to reach compliance.
2. Staff recommends that the Company file with Docket Control, as a compliance item in this docket by December 31, 2016, documentation from ADWR indicating that the water system is compliant with departmental requirements governing water providers and/ or community water systems.

3. Staff recommends that the Company coordinate the reading of its well meter and individual customer meters on a monthly basis and report this data in its Commission Annual Reports going forward (the Company shall collect the data needed to accurately complete the water use data sheets contained in the Annual Report form).
4. Staff recommends that the Company to contact ADEQ's Capacity Development Program to request that ADEQ conduct evaluation of its water system and file with Docket Control in this docket a copy of Jakes Corner water system evaluation report.
5. Staff recommends that the Company file with Docket Control as a compliance item in this docket by December 31, 2016, a copy of the ADEQ Approval of Construction for the new storage tank with a minimum capacity of 5,000 gallons.