DECISION MEMORANDUM

TO:COMMISSIONER NELSON

COMMISSIONER SMITH

COMMISSIONER HANSEN

MYRNA WALTERS

TONYA CLARK

DON HOWELL

STEPHANIE MILLER

DAVE SCHUNKE

RANDY LOBB

LYNN ANDERSON

BEVERLY BARKER

JUDY STOKES

GARY RICHARDSON

WORKING FILE

FROM:SCOTT WOODBURY

DATE:DECEMBER 20 1996

RE:CASE NO.  UWI-W-96-8

BANBURY SUBDIVISION

AGREEMENT FOR PURCHASE AND SALE

SUPPLEMENTAL OPTION AGREEMENT

On November 15, 1996, United Water Idaho Inc. (United Water; Company) and Banbury Homeowners Association, Inc.  (Banbury) filed a Joint Application with the Idaho Public Utilities Commission (Commission) for an Order approving the purchase by United Water of domestic service water properties owned by Banbury, approving the related expansion of United Water’s Certificate of Public Convenience and Necessity No. 143 and approving related rates and charges for Banbury customers.  Reference Idaho Code 61-526; Commission Rules of Procedure, IDAPA 31.01.01.52, .112.

United Water is a public utility corporation organized and existing under the laws of the state of Idaho and currently provides water service to approximately 56,000 residential, commercial and other classes of customers in the city of Boise and surrounding areas.

The Application states that Banbury is an Idaho non-profit, non-stock membership corporation.  Banbury is the titled owner (on behalf of its members, the lot owners in Banbury subdivision) of the common areas in Banbury No. 1 through Banbury No. 7 subdivisions, the plats of which are on file and of record in the office of the recorder of Ada County, Idaho, which seven subdivisions are collectively referred to as “Banbury Subdivision.”  Banbury subdivision is located in Ada County, contiguous to the present service area of United Water and is generally bounded on the south by Chinden Boulevard, on the east by Eagle Road, on the West by Locust Grove Road and on the north by the Bench Rim overlooking lower lands and the Boise River.

Banbury reports that it acquired the separate domestic and irrigation water system serving Banbury Subdivision from the developer of Banbury Subdivision.  The domestic water system is and has been operated for about nine years on a written contract basis by Engineering Management & Maintenance, Inc.  (EM²), an Idaho corporation, and a recent United Water affiliate.  Banbury provides water service to approximately 152 residential customers in Banbury Subdivision.  Water distribution and service facilities are in place for approximately 20 additional customers when all lots have been built and connected.  All Banbury customers are metered.

As reflected in the Application, United Water and Banbury have negotiated and are in the process of executing an asset purchase Agreement (Agreement for Purchase and Sale) pursuant to which Banbury will sell and transfer to United Water all its domestic water service properties (except for the well facilities) located in Ada County, Idaho.  The total purchase price is $189,200.  As agreed, the purchase price will not be adjusted for taxes, customer deposits, accounts receivable or accounts payable.  Pursuant to Agreement (Supplemental Option Agreement), United Water may also in the future purchase real property and associated well facilities for the additional sum of $144,000.  The Company requests an Order confirming the right to include in rate base in future rate proceedings the net full purchase price of the assets subject to this transaction.

Pursuant to Agreement, United Water proposes to provide domestic water service to the Banbury service area at “phased in” rates in accordance with the same schedule of rates approved by the Commission in Case No. UWI-W-94-1, Order Nos.  26337 and 26524.

The Applicants represent that the current owners of Banbury desire to convey the Banbury domestic water system because they are unwilling to undertake the perceived risks of continued operations arising from increasingly stringent water quality regulations, and increasingly complex operational and technical requirements.  Because of its small size, Banbury has experienced and in the absence of this sale, would continue to experience, difficulties in maintaining its system and obtaining adequate financing for operations, maintenance and expansion.  United Water contends that it possesses the technical, managerial and financial abilities to provide reliable and adequate service, and accordingly contends, that the proposed transfer is in the public interest.

All communications and documents with reference to the Application are, pursuant to request to be served upon the following representatives of United Water and Banbury:

Wayne BooeDean J.  Miller

United Water Idaho Inc.Dean J.  Miller PA

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Leonard W.  Butler, President

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The Application has been filed with the Commission together with related exhibits including a description and map of United Water’s present service area, a copy of the Agreement for Purchase and Sale and Supplemental Option Agreement, a description of the Banbury Subdivision Water Distribution System and related map, and a copy of the proposed rate schedules.

The Applicant’s submit that the public interest in this matter requires expeditious review of the Application and that the public interest does not require a hearing to consider the issues presented.  The Applicants request that the matter be processed under the Commission’s Rules of Modified Procedure.

The Applicant’s request an Order of the Commission

1.  approving the sale of Banbury assets to United Water;

2.  confirming the right of United Water to include in rate base in future rate proceedings the net full purchase price of the assets subject to this transaction, and to recover reasonable costs of acquisition;

3.  confirming the right of United Water to provide water service in the area now served by Banbury at the proposed rates;

4.  approving the amendment of United Water’s Certificate of Convenience and Necessity No. 143; and,

5.  and for such other and further relief as the Commission deems appropriate.

Commission Decision

The parties have requested that this matter be processed under Modified Procedure.  Staff is still performing its analysis and obtaining information.  Staff recommends and the Company agrees to an extended comment deadline of January 31, 1997.  Does the Commission agree that Modified Procedure is appropriate?  Does the Commission agree that the proposed comment deadline is appropriate?

Scott Woodbury

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