



December 28, 2018

Proposed Resolution W-5184

Agenda ID: 17115

To: All Interested Persons

Enclosed is Proposed Resolution W-5184 of the Water Division, which authorizes Bakman Water Company's request to acquire the Rolling Hills Water System and related assets from Madera County. Proposed Resolution W-5184 is scheduled to appear on the January 31, 2019 Commission Meeting Agenda (ID #17115).

The Commission may act on this resolution or it may postpone action until later. When the Commission acts on a proposed resolution, the Commission may adopt all or part of the proposed resolution, as written, or amend or modify the proposed resolution; or the Commission may set the proposed resolution aside and prepare a different resolution. Only when the Commission acts does the resolution become binding.

Interested persons may submit comments on Proposed Resolution W-5184 via email to Water.Division@cpuc.ca.gov on or before January 17, 2019. **Please reference "Proposed Resolution W-5184" in the subject line.**

Interested persons must also serve a copy of their comments on the utility on the same date that the comments are submitted to the Water Division. If email is unavailable, please submit comments to:

California Public Utilities Commission
Water Division
505 Van Ness Avenue
San Francisco, CA 94102

Comments should focus on factual, legal, technical errors, or policy issues in the proposed resolution.

Persons interested in receiving comments submitted may contact the Water Division at Water.Division@cpuc.ca.gov or (415) 703-1133. Please reference "Proposed Resolution W-5184."

/s/RAMI S. KAHLON

Rami S. Kahlon, Director
Water Division

Enclosures: Proposed Resolution W-5184
Certificate of Service
Service List

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Agenda ID #17115

PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

WATER DIVISION

RESOLUTION W-5184
January 31, 2019

RESOLUTION

(RES. W-5184), BAKMAN WATER COMPANY, ORDER APPROVING BAKMAN WATER COMPANY'S REQUEST TO ACQUIRE THE ROLLING HILLS WATER SYSTEM AND RELATED ASSETS FROM MADERA COUNTY.

By Advice Letter No. 89 filed on November 9, 2018

SUMMARY

By Advice Letter (AL) 89-W, filed on November 9, 2018, Bakman Water Company (Bakman) requests Commission authority to: 1) acquire the Rolling Hills Water System (Rolling Hills) and related assets under the terms and conditions set forth in the October 23, 2018 Asset Purchase and Sale Agreement (APSA) between Bakman and Madera County; and 2) add the new district, Rolling Hills, to its utility service tariffs.

This Resolution authorizes the following: 1) grants Bakman the authority to acquire Rolling Hill's assets under the terms and conditions set forth in the October 23, 2018 APSA; 2) finds the purchase price paid pursuant to the APSA for the Rolling Hills system to be designated as the appropriate rate base for the system at the time of acquisition; 3) grants Bakman the authority to add Rolling Hills to its utility service tariffs; and 4) applies the rules and regulations, including tariff provisions, applicable to Bakman customers to customers served by Rolling Hills.

This Resolution also finds that Bakman's acquisition of Rolling Hills meets the ratepayer indifference test¹, the standard used by the Commission in its evaluation and approval of the sale and purchase of the Traver and Black Butte water utilities in Decisions (D.) 15-08-036 and D. 15-09-015. Most recently, the Commission applied this

¹ Under the ratepayer indifference test, any sale of a public utility should not have any net consequences that cause the ratepayer to prefer the seller to the buyer.

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standard in its approval of the sale and purchase of Beasore Meadows Water Company by Beasore Mutual Water Company in Resolution W-5091. The transfer of operations of Rolling Hills is conditioned on Bakman obtaining the required permit from the State Water Resources Control Board, Division of Drinking Water, for the operation of the water system.

BACKGROUND

Pursuant to Section 5 of General Order (GO) 96-B, Section 8.1 of the Water Industry Rules in GO 96-B, and Appendix D to D.99-10-064, Bakman filed AL 89-W on November 9, 2018, requesting Commission authority to acquire Rolling Hills and its related assets from Madera County under the terms and conditions set forth in the October 23, 2018 APSA.

Rolling Hills provides water service to the community of Rolling Hills, located in the area of State Highway 41 and Avenue 10, just north of the Fresno County Line. The water system serves approximately 361 lots, with 333 active unmetered residential and commercial customers, 21 unimproved parcels, and 7 parcels denoted as easements, road dividers, and well sites. The water system supply sources consist of Well No. 2, Well No. 3 that supplies water to an Arsenic Treatment Plant, and a 330,000-gallon storage tank equipped with booster pumps. Rolling Hills is subject to an outstanding Compliance Order² from the State Water Resources Control Board (SWRCB) for Arsenic MCL exceedance. Well No. 3 has previously shown levels of Arsenic that exceed the MCL and required the implementation of wellhead treatment, thus Well No. 3 was designed to supply water directly to the Arsenic Treatment Plant. Well No. 2 does not currently produce water that exceeds the Arsenic MCL. Blending of the two existing wells at the tank site provides a temporary solution related to water quality so that Arsenic levels do not currently exceed the MCL, but the Compliance Order is still outstanding.

On October 5, 2017, Bakman filed “information only” Advice Letter No. 84 to notify the Commission of Bakman’s plans to acquire Rolling Hills as Madera County had previously contacted Bakman regarding the acquisition. On December 15, 2017, the County issued a “Request for Information” (RFI) that Bakman responded to on January

² SWRCB Compliance Order No. 03-11-17R-005 – Arsenic Maximum Contaminant Level Violation for 2017

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5, 2018. RFI responses were submitted to the citizens of Rolling Hills along with a survey. On March 13, 2018, the Madera County Board of Supervisors (Board) announced that Bakman received the majority of votes from the citizens survey, and the Board voted unanimously to proceed with Bakman regarding the acquisition. On July 10, 2018, the Board approved an Exclusive Negotiations Agreement with Bakman regarding the purchase of Rolling Hills. On October 23, 2018, the Board voted unanimously to execute the APSA and the terms of the agreement.

NOTICE AND PROTEST

In compliance with General Rule 4.2 of General Order 96-B, Bakman served a notice on November 9, 2018 to all affected customers by first-class U.S. mail service. Bakman also served a copy of AL 89 to its service list pursuant to General Rules 4.3 & 7.2 and Water Industry Rule 4.1 of General Order 96-B.

Several protests were received opposing the acquisition of Rolling Hills by Bakman and proposing that the request by Bakman be considered in a formal application. These protests came in as form letters with various signatures, but each protest raised the same issues that will be addressed below. Also, one protest cited to various sections of Appendix D to D.99-10-064 as to reasons why the transfer should be considered in an application. However, the protest incorrectly cited to Section 5 of the Appendix which refers only to acquisitions involving long-term financing, which does not apply to this specific instance as Bakman intends to purchase Rolling Hills according to the APSA for the full purchase price stated in the agreement. The other various protests raise the issue of requiring a water system acquiring a public water system to use fair market value as the rate base value citing to the Public Water System Investment and Consolidation Act of 1998 and Section 2.05 of Appendix D to D.99-10-064. However, Bakman contends that the provisions of Public Utilities Code Section 2720 (a) apply here, and consistent with D.99-10-064, Section 2.04, the full purchase price shall be recognized as the rate base for the acquired assets. In addition, these protests state that this transfer is inappropriate for an advice letter filing as AL 89 states that Rolling Hills is an “inadequately operated and maintained utility” citing to SWRCB Compliance Order No. 03-11-17R-005 – Arsenic Maximum Contaminant Level Violation for 2017. These protests state that this order is outdated and expired and there have been no

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additional violations since 2017. However, the SWRCB notes³ that this order is still current, and the compliance order has not been lifted although the system has been blending water to address the arsenic levels, which means the Compliance Order still stands. The protests also state that economies of scale will not be achieved with the sale to Bakman, so that an increased number of ratepayers can spread the cost of improvements. However, Bakman serves about 2,500 service connections⁴ as a Class B utility currently and has the technical expertise in operating its own water system for more than 70 years. Bakman also intends to keep the Rolling Hills' customers' rates the same for a period of 3 years as described in the APSA and then convert these unmetered customers to a metered rate schedule after that period. The Commission will then review the reasonableness of the rates at that time.

Bakman responded timely to each protest filed and addressed the issues raised in these protests accordingly. Bakman confirmed in its response that AL 89-W is appropriate for Commission consideration in an advice letter filing as this AL complies with Commission Decision D.99-10-064 and Public Utilities Code Sections 851, 2718-20, and 27020(b). Also, Bakman states that it is executing the terms of the October 23, 2018 APSA between itself and Madera County accordingly in response to the other issues raised in protests.

DISCUSSION

Proposed transfers or encumbrance of utility property are reviewed under PU Code Sections 851-854, which prohibit the sale or transfer of control of a public utility without the advance approval of this Commission. Furthermore, review and approval of the Bakman's request for the acquisition of Rolling Hills may be obtained through the AL process, since the transaction is valued at less than five million (\$5,000,000), is non-controversial, and does not require environmental review by the Commission as the

³ This information was confirmed through verbal conversation with the SWRCB, DDW, District Engineer of Merced County on November 29, 2018.

⁴ Bakman lists about 2,356 active metered service connections and 176 flat rate connections in Schedule's D-4 and D-5 of its 2017 Annual Report.

Footnote continued on next page

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Lead Agency under the California Environmental Quality Act (CEQA).⁵ That process was established in Resolution ALJ-186 and extended and modified by Resolutions ALJ-202, ALJ-244, and ALJ-272.

The Commission has required a test of ratepayer indifference for evaluating sales and purchases of water utilities and for the buyer to demonstrate that the acquisition of the public utility yields a tangible benefit to the ratepayer.⁶ Using the ratepayer indifference test to evaluate the acquisition of Rolling Hills by Bakman, the following factors are evaluated: (1) service quality; (2) continuity of service; and (3) the impact of the purchase price on rate base. The Commission applied this standard of review in Del Oro Water Company's acquisition of Traver and Black Butte water utilities in D.15-08-036 and D.15-09-015, respectively. Most recently, the Commission applied this standard in its approval of the sale and purchase of Beasore Meadows Water Company by Beasore Mutual Water Company in Resolution W-5091.

The Water Division (Division) therefore applied this standard in its evaluation of the Bakman's request for the acquisition of Rolling Hills as discussed below.

1. How will the proposed acquisition of Rolling Hills affect service quality?

Bakman has been operating under the Commission's jurisdiction since 1948 and currently provides water service to approximately 2,500 service connections as a Class B utility. Bakman has the financial resources and technical experience in operating water systems to take over Rolling Hills' system operations and ensure that the water supply complies with the SWRCB's, Division of Drinking Water, water quality standards for safe drinking water. Bakman's acquisition of Rolling Hills will ensure continued access to safe and reliable water service for Rolling Hills' customers. The proposed acquisition will also provide tangible benefits to Rolling Hills' customers related to emergency response procedures, customer service, and sustainable water resources management.

Bakman's corporate headquarters is located within a short distance from Rolling Hills, allowing for faster response times in emergency situations and the ability to deploy additional staff if needed for catastrophic events. In addition, Bakman proposes to open

⁵ PU Code Section 851 allows transfers or encumbrance of utility property for qualified transactions valued at five million (\$5,000,000) or less to be processed through an AL filing; ALJ-244, pg. 2.

⁶ See D.05-04-047 at 9-11; D.04-01-066 at 8-11; and D.01-09-057 at 26-28.

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an office within the subdivision, which will enhance ratepayer safety by having immediate access to a service center within the community. Rolling Hills' customers will also gain access to Bakman's multilingual customer service call center and Bakman's online services platform, where customers can pay bills, send service requests, and view water consumption once meters are installed in the subdivision. Rolling Hills' customers will also benefit from Bakman's local aquifer knowledge and its implementation of a Conservation Program. Bakman is a contracting entity under a Joint Powers Agreement for the local Groundwater Sustainability Agency (GSA) and has a Company representative that sits as a voting member on the North King's GSA Board of Directors. Furthermore, Bakman's Drought Preparedness Plan and Conservation Program has helped the company exceed mandated conservation goals imposed by the State since the last Drought Emergency Declaration. Bakman also currently provides free water-saving fixtures and offers staff visits to homes to consult in conservation measures. Implementing these conservation efforts in Rolling Hills will aid in water supply management and support the State's goal towards reductions in water use. Therefore, Bakman is well positioned to manage and take over Rolling Hill's water system operations and continue to provide safe and reliable water service.

2. How will the proposed acquisition of Rolling Hills affect service continuity?

The Asset Purchase and Sale Agreement (APSA) provides for an orderly transition of the Rolling Hills' water system operations and service continuity. Bakman will continue to charge the Rolling Hills' customers the existing rate of \$64.44⁷ per month (excluding the PUC User Fee) for a period of three years, or as further described in the APSA. Therefore, current Bakman customers would not be subsidizing the operational costs for acquiring the new water system. Bakman has confirmed that the fixed rate of \$64.44 per month will be sufficient⁸ to cover the operations and maintenance costs of the Rolling Hills subsystem and will be sufficient to pay off the debt cost outlined in the APSA. Rolling Hills' customers are currently unmetered and subject to a flat monthly charge. Bakman's current tariffed rates include both a monthly service charge and a

⁷ Rolling Hills' current flat rate of \$64.44 per month is more than double the current tariffed rate for a typical Bakman single family residential customer. Converting the Rolling Hills' flat rate to a metered rate using Bakman's current tariffs based on an average consumption amount would result in halving the monthly bill cost as well.

⁸ Based on a Results of Operations Table developed by Bakman, using the Rolling Hill's customers' existing rate of \$64.44 per month for approximately 335 customers, the revenues provided under this rate will be enough to cover the forecasted O&M expenses for Rolling Hills based on Bakman's current water operations.

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usage-based quantity charge, and Bakman intends to convert Rolling Hills' customers to meters over the next three years to encourage conservation and reinforce the State's conservation goals.

Currently, Rolling Hills is operated by County Service Area No. 19 (CSA-19) by Madera County as a dependent Special District. Staff from the Madera County Public Works Department operate and maintain the District's facilities. Staff operating the system are not full-time for CSA-19, as they spend a portion of their time on CSA-19 operations and maintenance in addition to their existing job duties including road maintenance, lighting, and draining. In contrast, Bakman maintains a dedicated staff of full-time water service professionals that have maintained its own system for the past 70 years. In addition, CSA-19 lacks the financial resources to refund past General Fund debt obligations or to come into compliance with the outstanding compliance order from SWRCB because it may not raise rates for water service if a majority of the ratepayers protest pursuant to Proposition 218. CSA-19 ratepayers have already protested rate increases, most recently on May 8, 2018. The transfer and purchase of Rolling Hills by Bakman will relieve the County of its duty to provide water service to Rolling Hill's customers and will also relieve the County of the potential for increased debt to its General Fund. Also, the Rolling Hills' customers will cover the debt payoff amount in rates because of Bakman's increased operational efficiencies⁹. The proposed sale will allow for continued provision of quality water service by a local water service provider that has the operational experience and financial ability to meet State and Federal drinking water regulations.

3. How will the proposed purchase price impact rate base?

Under the APSA, Bakman agrees to acquire Rolling Hills for the balance of the existing loan from the Madera County General Fund, which is currently approximately \$297,170.93, subject to the final amount being determined by the water system fund balance reconciliation, as described in Section 1.02 of the APSA. For the purposes of this transaction, the term "Full Purchase Price" will be the sum of the Purchase Price of \$1.00 (good and valuable consideration) and the Debt Payoff Payment (General Fund debt obligation assumed by Bakman), as defined in the APSA. Consistent with D.99-10-064, Section 2.04, Bakman proposes to recognize the Full Purchase Price as the rate base for the acquired assets. The County and Bakman believe the purchase price represents

⁹ *ibid*

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fair market value of the assets to be acquired. The Division finds the purchase price reasonable based on its review of the assets included in the purchase price. Therefore, the Division finds the purchase price reasonable for establishing the rate base amount for Rolling Hills.

Bakman intends to operate Rolling Hills using the purchase price as the rate base amount and will charge Rolling Hills' customers the existing monthly rate of \$64.44. Bakman will operate Rolling Hills as a separate subsystem until meters are installed as previously discussed so that customers will be subject to a metered rate schedule once the conversion is complete. Under the terms of the APSA, Bakman will acquire Rolling Hills for the Full Purchase Price and will not need to issue new debt to cover any repayments to Madera County.

California Environmental Quality Act (CEQA)

The Commission in D. 15-08-036, D.15-09-015, and Res. W-5091 found in its evaluation of the sale and purchase of Traver, Black Butte, and Beasore Meadows water utilities that these transactions were exempt from CEQA because they only involved a proposed change in control and operation of existing water facilities, and did not involve new construction or changes in source supply.¹⁰ Applicants in AL 89-W are also not proposing any new construction or changes to source supply, and the transaction only involves a change in control and operation of existing water facilities. The Division therefore finds that CEQA review is not required for the approval of AL 89-W, consistent with the Commission's prior decisions.

Permit Requirement

Pursuant to the provisions of California Health and Safety Code (CH&S) Section 116525(a) the State Water Resources Control Board (SWRCB) requires any person or entity operating a public water system to obtain a domestic water supply permit (permit) to operate that water system. Bakman must therefore apply for and receive a permit from the SWRCB to operate the Rolling Hills water system. Prior to obtaining a

¹⁰ CEQA applies to a "project" or action "which has a potential for resulting in either a direct physical change in the environment, or a reasonably foreseeable indirect physical change . . . [and involves] the issuance to a person of a lease, permit, license, certificate, or entitlement for use by one or more public agencies." CEQA Guidelines, CALIFORNIA CODE OF REGULATIONS TITLE 14, Sections 15378(a) (2003)

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permit, Bakman must demonstrate to SWRCB that they possess adequate technical, managerial, and financial (TMF) capability to assure the delivery of pure, wholesome, and potable drinking water. Bakman will send a copy of the completed TMF Assessment Form along with all necessary attachments to the Commission. Accordingly, the transfer of operations of Rolling Hills to Bakman should therefore be conditioned on Bakman obtaining the required permit to operate the water system under the new ownership.

Conclusion

Pursuant to PU Code Sections 851-854 and Resolution ALJ-272, the Division finds that the acquisition of Rolling Hills by Bakman is reasonable, in the public interest, and does not warrant a more comprehensive review than would be provided through a formal PU Code Section 851 application. The Division therefore recommends approval of the Applicants' request with the conditions set forth in this resolution.

COMPLIANCE

Bakman has no outstanding compliance orders and the utility has been filing annual reports as required. Bakman is also in compliance with SWRCB's water quality standards for safe drinking water. The Rolling Hills system is still subject to an outstanding compliance order as previously discussed in this Resolution.

PU Code Section 433(a) requires public utilities to pay an annual public utilities reimbursement fee (annual fee) to the Commission. The Division confirmed with the Commission's fiscal office that Bakman is up-to-date with its annual fee payments.

AFFORDABILITY OF RATES

The proposed water rates for Rolling Hills are \$64.44 per month. Rolling Hills is an unincorporated community in Madera County, California, United States, north of Fresno on State Route 41 in the 93626 zip code where the annual median household

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income (MHI), for the area is \$103,026.¹¹ The proposed rate, accordingly, would be 0.8%¹² of the MHI.

It should be noted that no affordability criteria have been developed and adopted in any Commission Decision or Resolution. However, in October 2017, the Health and Safety Code in the California Code of Regulations (Sec. 116760.50) was amended to establish an affordability threshold of 1.5% of MHI for average water bills in Severely Disadvantaged Communities, as defined (60% of California Statewide MHI of \$60,818, or \$37,091). The Commission adheres to cost-of-service regulatory principles in developing rates for its jurisdictional utilities, and Bakman's proposed rates for Rolling Hills are at the minimum requirement to satisfy the utility's technical, managerial, financial, and operational capability. The discussion regarding affordability is presented, nonetheless, to indicate to the Commission the relationship between the proposed rates and the local economic circumstances.

SAFETY

Public Utilities Code Section 451 requires every public utility to maintain adequate, efficient, just and reasonable service to promote the "safety, health, comfort, and convenience of its patrons, employees, and the public." Bakman has been providing water service to the public for over 70 years. Bakman has the experience and resources to continue to operate the Rolling Hills water system in a safe, reliable, and efficient manner. The Division therefore finds that the acquisition of Rolling Hills by Bakman will ensure the health and safety of Rolling Hills' customers.

COMMENTS

Public Utilities Code section 311(g)(1) requires that a proposed resolution be served on all parties and be subject to a public review and comment period of 30 days or more, prior to a vote of the Commission on the resolution.

¹¹ Source: 2012-2016 American Community Survey 5-Year Estimates

¹² The average monthly bill of \$64.44, or \$773.28 annually, is approximately 0.8% of the median household income of \$103,026 in Rolling Hills

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Accordingly, this proposed resolution was mailed to the utility and its service list and made available for public comment on December 28, 2018.

FINDINGS

1. Bakman Water Company's (Bakman) request by Advice Letter (AL) 89-W, to acquire the Rolling Hills water system and related assets from Madera County meets the ratepayer indifference test standard in that Rolling Hill's customers will be unaffected in terms of service quality and continuity of service, and therefore, should be approved.
2. The purchase price for the acquisition of the Rolling Hills water system and related assets is reasonable for establishing the rate base amount for Bakman's proposed Rolling Hills service area.
3. The sale of Rolling Hills does not have a material impact on the rate base of the utility, since Bakman will not be using an established rate base amount to set the water service rates it will charge its members.
4. An environmental review under the California Environmental Quality Act (CEQA) is not required for the acquisition of Rolling Hills, since Bakman is not proposing any new construction or changes in the source supply for the water system, consistent with Commission's determination in its approval of Del Oro Water Company's acquisitions of Black Butte and Traver Water Companies in D. 15-08-036 and D.15-09-015.
5. Bakman should be granted the authority to file a Tier 1 Advice Letter to add the new service area, the Rolling Hills service area, to its service tariffs (service area map, the General Flat Rate Service Tariff) included in Appendix A of this Resolution, and other applicable tariffs.
6. The transfer of operations of Rolling Hill's water system to Bakman should be conditioned on Bakman obtaining the domestic water supply permit required by the State Water Resources Control Board to operate the water system under the new ownership.

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THEREFORE, IT IS ORDERED THAT:

1. Pursuant to Public Utilities Code Sections 851-854 and Resolution ALJ-272, this Resolution grants authority to Bakman Water Company to acquire the Rolling Hills water system, under the terms and conditions set forth in the October 23, 2018 Asset Purchase and Sale Agreement.
2. Authority is granted to Bakman Water Company to file a Tier 1 Advice Letter to add the new service area, the Rolling Hills service area, to its service tariffs: a service area map, the General Flat Rate Service included in Appendix A of this Resolution, and other applicable tariffs.
3. The transfer of operations of Rolling Hills' water system to Bakman Water Company is conditioned on Bakman Water Company obtaining the required domestic water supply permit by State Water Resources Control Board to operate the water system under the new ownership.

This resolution is effective today.

I certify that the foregoing resolution was duly introduced, passed, and adopted at a conference of the Public Utilities Commission of the State of California held on January 31, 2019; the following Commissioners voting favorably thereon:

ALICE STEBBINS
Executive Director

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CERTIFICATE OF SERVICE

I certify that I have by either electronic mail or postal mail, this day, served a true copy of Proposed Resolution No. W-5184 on all parties in these filings or their attorneys as shown on the attached list.

Dated December 28, 2018, at San Francisco, California.

/s/JENNIFER PEREZ

Jennifer Perez

Parties should notify the Water Division, Third Floor, California Public Utilities Commission, 505 Van Ness Avenue, San Francisco, CA 94102, of any change of address to ensure that they continue to receive documents. You must indicate the Resolution number on which your name appears.

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Appendix A Bakman Water Company Advice Letter 89-W

BAKMAN WATER COMPANY									
Schedule No. RH-1									
<u>GENERAL FLAT RATE SERVICE</u>									
<u>APPLICABILITY</u>									
Applicable to all flat rate water service to the Rolling Hills customer Service Area.									
<u>TERRITORY</u>									
The unincorporated community of Rolling Hills, Madera County.									
<u>RATES</u>									
								<u>Per Service Connection Per Month</u>	
								Connection Charge	
1.	For water delivered for domestic use to residents and business establishments.....							\$	64.44
<u>SPECIAL CONDITIONS</u>									
1.	All bills are subject to the reimbursement fee set forth on Schedule No. UF.								

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BAKMAN WATER COMPANY ADVICE LETTER NO. 89 SERVICE LIST

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