
From: Dennis Cron
Sent: Monday, February 28, 2011 4:05 PM
To: Tina Kuhns
Subject: FW: A. 11-01-019 Addendum to Protest of the Town of Apple Valley
Attachments: Apple Valley Addendum to Protest to Merger Application.pdf

FYI and for the file

From: Kelly Cwiertny [<mailto:Kelly.Cwiertny@bbklaw.com>]
Sent: Monday, February 28, 2011 3:29 PM
To: 'debershoff@fulbright.com'; 'mmattes@nossaman.com'; 'peterallanesq@gmail.com'; 'lisa.bilir@cpuc.ca.gov'; 'sel@cpuc.ca.gov'; 'barbara@clarkfork.org'; 'george.b1@verizon.net'; 'bryan.lin@carlyle.com'; 'leigh@parkwater.com'; 'rschmidt@bartlewells.com'; 'dug@cpuc.ca.gov'
Cc: John Brown; Piero Dallarda; Charity Schiller; Dennis Cron; Frank Robinson
Subject: A. 11-01-019 Addendum to Protest of the Town of Apple Valley

All,

Attached please find the Town of Apple Valley's Addendum to the Protest of the Town, submitted for filing today.

If you have any issues with this attachment, please let me know.

Kelly Cwiertny
Best, Best & Krieger LLP
3750 University Ave., Suite 400
Riverside, CA 92502
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BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

Application of Western Water Holdings, LLC, PWC Merger Sub, Inc., Park Water Company (U 134 W), and Apple Valley Ranchos Water Company (U-346-W) for Authority for Western Water Holdings, LLC to Acquire and Control Park Water Company and Apple Valley Ranchos Water Company.

APPLICATION 11-01-019

(Filed January 21, 2011)

**ADDENDUM TO PROTEST OF THE TOWN OF APPLE VALLEY TO WESTERN
WATER HOLDINGS, LLC, PWC MERGER SUB, INC., PARK WATER COMPANY
AND APPLE VALLEY RANCHOS WATER COMPANY'S APPLICATION
INCLUDING ALTERNATE PROPOSED SCHEDULE**

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February 28, 2011

ADDENDUM TO PROTEST OF THE TOWN OF APPLE VALLEY TO WESTERN WATER HOLDINGS, LLC, PWC MERGER SUB, INC., PARK WATER COMPANY AND APPLE VALLEY RANCHOS WATER COMPANY'S APPLICATION INCLUDING ALTERNATE PROPOSED SCHEDULE

I. Introduction

Pursuant to a request from Administrative Law Judge Douglas M. Long asking for more information regarding an extended schedule for the above proceeding, the Town of Apple Valley (“the Town”) hereby files this Addendum to its previously filed Protest to Western Water Holdings, LLC, PWC Merger Sub, Inc., Park Water Company and Apple Valley Ranchos Water Company’s Joint Application (“Joint Application”) 11-01-19. The Town’s original Protest was filed with the Commission and served on all parties of record on February 23, 2011.

In the Town’s Protest, it noted the Joint Applicants’ attempt to push the Joint Application through the regulatory approval process without allowing time for evidentiary or public participation hearings or any briefing on the merits of the Joint Application. The Town made a specific request for such public participation hearings to be held in the Town and for evidentiary hearings to be held at the Commission offices in Los Angeles.

Pursuant to ALJ Long’s request, the Town hereby proposes the following schedule:

<u>Activity</u>	<u>Town of Apple Valley Proposed Date</u>	<u>Joint Applicants’ Proposed Date</u>
Application Filed	-----	January 21, 2011
Notice of Application on Daily Calendar	-----	January 26, 2011
Due Date for Protests	February 25, 2011	February 25, 2011
Due Date for Applicants’ Reply to Protests	March 7, 2011	March 7, 2011
Prehearing Conference ¹	March 14, 2011	-----

¹ The Town is aware that a Prehearing Conference has been scheduled for March 3, 2011, and does not specifically object to that Prehearing Conference.

Status Conference	-----	March 14, 2011
Public Participation Hearings	March 14, 2011 – April 31, 2011	-----
Testimony	April 13, 2011	-----
Rebuttal Testimony	April 27, 2011	-----
Formal Settlement Negotiations	May 11, 2011	-----
Evidentiary Hearings	June 6, 2011 – June 10, 2011	-----
Initial Briefs Filed & Served	July 11, 2011	-----
Reply Briefs Filed & Served	July 18, 2011	-----
ALJ Memo to Water Division	July 25, 2011	-----
ALJ's Proposed Decision Mailed	August 24, 2011	April 19, 2011
Comments on Proposed Decision	September 7, 2011	-----
Reply Comments	September, 14 2011	-----
Commission Meeting & Final Decision Issued	September 28, 2011	May 19, 2011

As one can see from the above Proposed Schedule, when compared side by side with the Joint Applicants' Proposed Schedule, the Town is requesting a much more thorough process for the Commission to consider the Joint Application. The Town does not believe that its Proposed Schedule, which is approximately four months longer than that proposed in the Joint Application, will be unduly burdensome for the Joint Applicants in the grand scheme of their complex corporate transaction. On the contrary, not to allow any public participation or evidentiary hearings and/or written testimony would be patently unjust to the current ratepayers of AVR who will surely be affected by the proposed transaction and are eager to voice their

opinions in this proceeding. The Town absolutely believes that this Joint Application deserves the fullest consideration by the Commission, and the above schedule allows for all of the elements that are routinely involved in a ratesetting proceeding , most of which the Joint Applicants attempt to avoid.

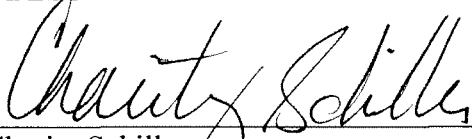
II. Conclusion

The Town thanks ALJ Long for allowing this Addendum to propose an alternate and more comprehensive schedule for the Joint Application. As noted above, the Town specifically and vehemently requests public participation hearings and evidentiary hearings. It specifically requests that public participation hearings be held within the Town of Apple Valley. The Town is willing to provide its facilities in order to accommodate what it anticipates will be very well attended public participation hearings. It requests that the evidentiary hearings be held in the CPUC offices in Los Angeles.

For the reasons stated above, we strongly urge the California Public Utilities Commission to adopt the Town's Proposed Schedule, or in the very least, to reject the Joint Applicants' artificially and prejudicially shortened proposed schedule. Ultimately, the Town believes that it and its residents will not be benefitted from the merger transaction proposed in the Joint Application, and believes that a full and transparent process is essential to protect the Town and its residents' interests.

DATED: February 28, 2011.

Respectfully submitted,
BEST BEST & KRIEGER LLP

By: 
Charity Schiller
Counsel for Town of Apple Valley

PROOF OF SERVICE VIA FIRST CLASS MAIL AND EMAIL

I the undersigned declare that I am a resident of the State of California and over the age of eighteen years, and not a party to the within action; my business address is Best Best & Krieger LLP, 3750 University Avenue, Suite 400, Riverside, CA 92501. On February 28, 2011, I served the within document:

ADDENDUM TO PROTEST OF THE TOWN OF APPLE VALLEY TO WESTERN WATER HOLDINGS, LLC, PWC MERGER SUB, INC., PARK WATER COMPANY AND APPLE VALLEY RANCHOS WATER COMPANY'S APPLICATION INCLUDING ALTERNATE PROPOSED SCHEDULE

I hereby Certify that on February 28, 2011, I served a copy of the above documents on all known parties to Proceeding A.11-01-019

- by causing electronic delivery of the document(s) listed above to the person(s) at the email addresses on the attached service list.

Copies were sent to the following:

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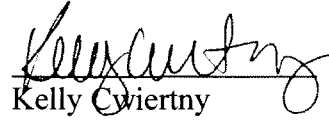
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I declare under penalty of perjury under the laws of the State of California that the above is true and correct. Executed on February 28, 2011, at Riverside, California.


Kelly Cwiertny