

STATE OF NEW HAMPSHIRE
NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION

Atkinson Area Waste Water Recycling, Inc.

Docket No. DW 20 – _____

**PETITION TO APPROVE TRANSFER OF OWNERSHIP OF ATKINSON AREA
WASTEWATER RECYCLING, INC.**

Atkinson Area Waste Water Recycling, Inc. (“AAWWR” or the “Company”) hereby files this petition requesting the New Hampshire Public Utilities Commission (the “Commission”) approve the transfer of stock ownership of the Company pursuant to provisions of RSA 374:30. This transfer requests that stock ownership transfer from entity ownership directly to the family trusts In support of this Petition, AAWWR says:

1. AAWWR is currently franchised in an area of Atkinson New Hampshire. All of the entities named in this Petition are closely held companies owned by related parties.
2. All of the Company’s One Hundred (100) shares of outstanding stock are currently held by Atkinson Farm, LLC¹ (AF), a New Hampshire limited liability corporation. AF is currently wholly owned by Christine Lewis Morse, Jonathan T. Morse, and Elizabeth A. Morse in their respective family trusts. AF is the parent company for Atkinson Concessions, Inc, d/b/a The Atkinson Resort & Country Club (ACI). AF owns the land that ACI is located on, as well as the waste water treatment facility that is sited on that same land.

¹Atkinson Farm, Inc. was a New Hampshire domestic corporation incorporated in May 1990. The corporation converted to a New Hampshire limited liability corporation on December 31, 2019, named Atkinson Farm, LLC. The conversion did not change the number of shares of outstanding AAWWR stock.

3. The transfer of ownership is to provide for estate planning and to assure an orderly business transition. The transfer will eliminate the corporate layer of ownership leaving the respective trusts for Christine Lewis Morse and her children Jonathan T. Morse and Elizabeth A. Morse as owners.
4. Christine Lewis Morse is the sole Director and Vice President of AAWWR. She is also the Vice President of The Hampstead Area Water Company, Inc. ("HAWC") a public utility regulated by the Commission.
5. Lewis Builders Development, Inc. ("LBDI") has provided technical and managerial expertise under the management agreement it has with AAWWR. It provides similar services to HAWC under a separate management agreement.
6. Christine Lewis Morse has been involved with these closely held companies in various capacities for decades. She is the President of East Coast Lumber and Building Supply, Inc. (ECL). In 2002, she assumed the position of President and Chief Operating Officer of AF's predecessor, Atkinson Farm, Inc., serves as President and the sole Manager of AF, and she is the President of LBDI. She is responsible for the day to day operations of the companies, and each has over fifty (50) employees.
7. Christine Lewis Morse has the managerial, technical, and financial resources to own and operate AAWWR.
8. Jonathan T. Morse is currently the Treasurer of AAWWR and the Treasurer of AF, ACI, ECL, LBDI, and HAWC. Elizabeth A. Morse is currently the Secretary of AAWWR and the Secretary of AF, ACI, ECL, LBDI, and HAWC.

9. In addition, both Jonathan T. Morse and Elizabeth A. Morse have been employed with each company and involved in the day to day operations of each company. They each have the managerial, technical, and financial resources to own and operate AAWWR.
10. The Company is a New Hampshire corporation and a public utility as defined by RSA 362:2, with a principal place of business at 54 Sawyer Avenue, Atkinson, New Hampshire.
11. The Company's current sole shareholder is Atkinson Farm, LLC with fifty (50) voting shares and fifty (50) non-voting shares. Atkinson Farm, LLC 's members are Jonathan T. Morse, Trustee of the Jonathan T. Morse 2016 Trust, Elizabeth A. Morse, Trustee of the Elizabeth A. Morse 2016 Trust and Christine Lewis Morse, Trustee of the Christine (Lewis) Morse Family Revocable Trust-2000.
12. AAWWR is requesting approval for the transfer of all of the shares in AF to AF's owners—Christine Lewis Morse, Trustee of the Christine (Lewis) Morse Family Revocable Trust; Jonathan T. Morse, Trustee of the Jonathan T. Morse 2016 Trust; and Elizabeth A. Morse, Trustee of the Elizabeth A. Morse 2016 Trust. Upon such transfer the respective trusts will own all the outstanding shares of AAWWR.
13. For the forgoing reasons, it will be in the public good for this transfer of ownership to occur. Among those reasons AAWWR provides the following support:
 - a. LBDI, under a management contract with AAWWR, will continue to oversee day to day operations of AAWWR. Its staff, along with personnel from HAWC, will provide continued technical expertise for AAWWR's operations.

- b. As the new owners, Christine Lewis Morse and her children Jonathan T. Morse and Elizabeth A. Morse have the financial means necessary for the continued operation as well as the replacement and expansion of the plant of AA WWR.
- c. This transfer would provide for an orderly transition of AA WWR, which is closely held, and which is about to expand its customer base to include residential customers.

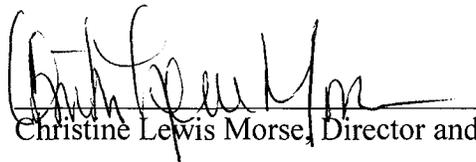
WHEREFORE the Petitioner prays:

- I. That the Commission find that it would be in the public good:
 - a. For Atkinson Farm, LLC to transfer all outstanding stock to the respective family trusts, as proposed herein; and
- II. That the Commission, by appropriate order, grant the Company permission:
 - a. For Atkinson Farm, LLC to transfer all stock in the company to the respective family trusts as herein proposed; and
- III. That the Commission make such further findings and orders as may be proper.

Dated the 4th day of June 2020

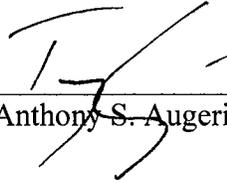
Respectfully submitted,

ATKINSON AREA WASTE WATER
RECYCLING, INC.


Christine Lewis Morse, Director and Vice President

Certificate of Service

I hereby certify that a copy of the foregoing petition and supporting materials have been sent by email this 4th day of June 2020 to the Office of the Consumer Advocate at OCALitigation@oca.nh.gov.



Anthony S. Augeri