

Redacted

DW 20-091
Atkinson Area Waste Water Recycling, Inc.

Petition to Approve Transfer of Ownership of Atkinson Area Waste
Water Recycling, Inc.

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Responses to Staff Data Request Set 1



ATKINSON AREA WASTEWATER RECYCLING, INC.

54 SAWYER AVE. ATKINSON, NEW HAMPSHIRE 03811 Phone: 603.362.5333 Fax: 603.362.4936

October 19, 2020

By electronic mail (executive.director@puc.nh.gov)

Ms. Debra Howland
Executive Director & Secretary
NH PUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Atkinson Area Waste Water Recycling, Inc. - DW 20-091
Responses to Staff Data Request Set 1

Dear Ms. Howland:

Pursuant to Puc 1604.02(a)(1) the company submits this cover letter with an electronic copy of its responses to Staff Data Requests Set 1 for the above-referenced matter. Pursuant to the Commission's March 17, 2020 letter citing to the COVID-19 emergency, the Company will not file any paper copies. The Company will maintain the original paper copy of this submission and file accordingly upon further notice from the Commission

Should you have any questions, please don't hesitate to contact me.

Very truly yours,


Anthony S. Augeri
General Counsel

TA/ljs
enclosures
e cc: service list

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/2020
Staff 1-1

Date of Response: 10/19/20
Witness: John Sullivan

Staff 1-1

Ref: Petition (filed June 4, 2020)

Tax Implications

Will there be any federal, state, local, or any other tax implications to Atkinson Area Waste Water Recycling, Inc. (AAWW or Company) from the change of ownership? Please explain.

Response:

The tax implication from the change in ownership will be that the Company will no longer file a consolidated federal tax return with its' current parent company, Atkinson Farm, LLC (hereafter AF). The Company will file its own federal tax return.

That said, once the transfer of ownership is complete, the Company intends to file a request with the IRS to convert from being a Sub-Chapter S corporation to a C corporation. If approved by the IRS, any taxable income (loss) will no longer be passed onto the shareholders.

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/20
Staff 1-2

Date of Response: 10/19/20
Witness: John Sullivan and
Joshua Manning

Staff 1-2

Ref: Petition page 2, para. #5

Services provided to AAWW

Please provide a complete list of the personnel who provide services to AAWW, including individual or entity's title, position, certification, whether services are provided part-time or full-time, and whether services are provided pursuant to AAWW's Management Agreement from the following entities:

- a) Hampstead Water Company, Inc. (HAWC), Atkinson Concessions, Inc. d/b/a Atkinson Resort & Country Club (ACI), East Coast Lumber and Building Supply Company, Inc., and Atkinson Farm (AF).
- b) Will identified entities continue to provide services following the transfer of ownership; will transfer impact AAWW services in any way?
- c) Please provide a copy of the Management Agreement if that document is different in any way from the Management Agreement already filed in DW 19-071 (and update as required).

Response:

- a) The following people provide services to AAWW. All are pursuant to the Management Agreements attached as Exhibit 1-2:

- HAWC – Hannah Lloyd and Kristen Buckley are full time customer service employees of HAWC. They provide billings services and customer service to AAWW customers on an as needed basis.
 - ACI – Various maintenance employees and Guest services
 - East Coast Lumber - None
 - AF - None
- b) The entities referenced in response to 1-2(a) above will continue to provide services as noted after the transfer. There will be no impact on services to AAWW related to the transfer.
- c) See Attached Exhibit 1-2. Note exhibits 1 and 2 referenced in each of the attached Exhibit 1-2 documents are the same exhibits that are the subject of the Motion for Protective Order and Confidential Treatment filed by the Company in docket DW 20-071 (See *Index of Rate Case Documents*, Tabs 4 and 22).

BILLING SERVICES AGREEMENT

This Agreement is made this ____ day of April 2020 ____ by and between The Hampstead Area Water Company, Inc. (“HAWC”) located at 54 Sawyer Avenue, Atkinson, New Hampshire 03811 and Atkinson Area Waste Water Recycling, Inc. (“AAWW”), located at 85 Country Club Drive, Atkinson, New Hampshire 03811, both being New Hampshire corporations. **AAWW and HAWC are related parties.**

WHEREAS, AAWW, a privately owned New Hampshire public sewer utility regulated by the New Hampshire Public Utilities Commission (NH PUC), operates sewage disposal service treatment in Atkinson, New Hampshire and has need of certain billing, collections of charges, and other services; and

WHEREAS, HAWC has the billing and collection of charges service facilities necessary to fulfill AAWW’s needs.

NOW THEREFORE, the parties agree as follows:

1. Services

HAWC will provide, on an ongoing basis, those billing services at the rate of \$10 per customer per year. This charge assumes up to 65 customers and may be renegotiated if the number of customers exceeds 65. AAWW will rely on HAWC’s meter for each customer to determine metered water consumption for its billing, consistent with Puc 703.02(a).

2. Billing Procedure and Content

A. HAWC will bill AAWW monthly.

B. No supply material cost, rental rate, labor charge, overhead or labor burden shall include any profit or “mark up” to AAWW or to any related person or entity to HAWC.

D. The Agreement may be cancelled at any time by either party upon thirty (30) days notice to the other, without penalty, and will be automatically renewed from year to year until and unless such notice is given.

E. This Agreement and any amendment or changes thereto are subject to the prior approval of the New Hampshire Public Utilities Commission.

3. Other Services

Customer Related - Notices of termination, termination and reconnection – the costs for these services are included in the \$10 per customer per year fee in paragraph # 1 above unless the notice of termination, termination and reconnection is due solely to the sewer bill. In these instances, HAWC will bill AAWWR for its services on an hourly basis as stated in the Management Agreement.

To the extent applicable, HAWC agrees to comply with all NH PUC administrative rules, including Puc 700, et seq., in carrying out its obligations under this Agreement.

THE HAMPSTEAD AREA WATER COMPANY, INC.

By: _____
Christine Lewis Morse, Vice President

ATKINSON AREA WASTE WATER RECYCLING, INC.

By: _____
Christine Lewis Morse, Vice President

Exhibit 1-2
Atkinson Area Waste Water Recycling, Inc.

**MANAGEMENT / SERVICE / RENTAL
AGREEMENT**

This Management/Service/Rental Agreement (“Agreement”) is made as of April ____, 2020 between Atkinson Concessions, Inc (“ACI”) of 85 Country Club Drive, Atkinson, NH on the one hand, and Atkinson Area Wastewater Recycling, Inc. (“AAWW”) of 54 Sawyer Ave, Atkinson, NH on the other hand (together with ACI the “parties”). **AAWW and ACI are related parties.**

WHEREAS, AAWW, a New Hampshire public utility sewer company, operates a system in Atkinson, New Hampshire and has need of certain services; and

WHEREAS, ACI has the services and facilities necessary to AAWW’s daily operations.

NOW THEREFORE, the parties agree as follows:

1. Services

ACI will provide, on an as needed basis, those services as set forth on Schedule A at the hourly or other rate as set forth on Schedule A.

2. Labor Burden

For all labor costs set forth on Schedule A and Exhibits 1 and 2 thereto, which rates constitute the gross pay hourly/salary payments to the individual concerned, ACI will add a Labor Burden cost which represents the indirect cost of such labor, such as workers compensation insurance, employee benefits, employer paid payroll taxes, etc. Such Labor Burden shall be calculated in accordance with Exhibit 1 to Schedule A and shall be calculated on or before April 1st of the following year as of December 31st of the previous year and shall apply to the following 12 months beginning April 1. The Labor Burden for 2020 is a Forty-Eight percent (48%) of the direct labor rate paid to each employee of ACI.

3. Overhead Expense

For all costs (labor, materials & services) set forth on Schedule A, ACI will add Overhead expense factor (G&A) multiplier calculated on or before April 1st of the following year as of December 31st each year to be applied to the following 12 months beginning April 1, in accordance with the formula set forth on Exhibit 2 to Schedule A. For 2020, this factor is Twenty-Three percent (23%).

4. Billing Procedure and Content

A. ACI will bill AAWW monthly, in arrears, for the actual cost of all items set forth in Section 3 above, and on Schedule A.I incurred in the previous month.

B. No supply material cost, labor charge, overhead or labor burden shall include any profit or mark up to ACI or to any related person or entity to ACI or AAWW.

C. In the event any employee of AAWW or any equipment belonging to AAWW is used by ACI in any or for any work or project other than AAWW's operations, ACI shall pay to AAWW the cost of such, including the then Labor Burden and overhead rates.

D. The Agreement may be cancelled at any time by any party upon ninety (90) days of notice to the other, without penalty, and will otherwise automatically renew from year to year until and unless such notice is given.

E. This Agreement and any amendment or changes thereto are subject to the prior approval of the New Hampshire Public Utilities Commission.

ATKINSON AREA WASTE WATER RECYCLING, INC.

By: _____
Christine Lewis Morse, Vice President

ATKINSON CONCESSIONS, INC.

By: _____
Christine Lewis Morse, President

SCHEDULE A

I. Services (to be billed out as used)

ACI

<u>Services</u>	<u>To be Billed at Actual Rate paid to Employee</u>	
1. Guest Services and Office Labor	+ Burden + G&A	Hourly Basis
2. Repairs & Maintenance	+ Burden + G&A	Hourly Basis
3. Mailing Costs (actual)		

Exhibit 1-2
Atkinson Area Waste Water Recycling, Inc.

**MANAGEMENT / SERVICE / RENTAL
AGREEMENT**

This Management/Service/Rental Agreement (“Agreement”) is made as of April ____, 2020 by and between The Hampstead Area Water Company, Inc. (“HAWC”) on the one hand, and Atkinson Area Wastewater Recycling, Inc. (“AAWW”) on the other hand (together with HAWC, the “parties”), all New Hampshire corporations, and all of 54 Sawyer Avenue, Atkinson, New Hampshire. **AAWW and HAWC are related parties.**

WHEREAS, AAWW, a New Hampshire public utility sewer company, operates a system in Atkinson, New Hampshire and has need of certain management and other services; and WHEREAS, HAWC has the management, services and facilities necessary to AAWW’s daily operations.

NOW THEREFORE, the parties agree as follows:

1. Services

HAWC will provide, on an as needed basis, those services as set forth on Schedule A at the hourly or other rate as set forth on Schedule A.

2. Parts and Supplies

- a.** HAWC will provide AAWW with office supplies at HAWC’s cost, plus overhead.
- b.** HAWC may, at its discretion, provide operating, repair & replacement parts and supplies with the balance outstanding totaling not more than \$1,000.00 in the aggregate at any one time, which operating/repair items AAWW does not have the ready cash to purchase directly. Such parts or supplies shall be furnished to AAWW at HAWC’s direct cost plus the then applicable overhead factor as set forth below.

3. Labor Burden

For all labor costs set forth on Schedule A and Exhibits 1 and 2 thereto, which rates constitute the gross pay hourly/salary payments to the individual concerned, HAWC will add a Labor Burden cost which represents the indirect cost of such labor, such as workers compensation insurance, employee benefits, employer paid payroll taxes, etc. Such Labor Burden shall be calculated in accordance with Exhibit 1 to Schedule A and shall be calculated on or before April 1st of the following year as of December 31st of the previous year and shall apply to the following 12 months beginning April 1. The Labor Burden for 2020 is a Forty-Eight percent (48%) of the direct labor rate paid to each employee of HAWC.

4. Overhead Expense

For all costs (labor, materials & services) set forth on Schedule A, HAWC will add Overhead expense factor (G&A) multiplier calculated on or before April 1st of the following year as of December 31st each year to be applied to the following 12 months beginning April 1, in accordance with the formula set forth on Exhibit 2 to Schedule A. For 2020, this factor is Twenty-Three percent (23%).

5. Billing Procedure and Content

A. HAWC will bill AAWW monthly, in arrears, for the actual cost of all items set forth in Section 3 above, and on Schedule A.I incurred and consumed in the previous month.

B. No supply material cost, labor charge, overhead or labor burden shall include any profit or mark up to HAWC, or to any related person or entity to either HAWC or AAWW.

C. In the event any employee of AAWW or any equipment belonging to AAWW is used by HAWC in any or for any work or project other than AAWW's operations, HAWC shall pay to AAWW the cost of such, including the then Labor Burden and overhead rates.

D. The Agreement may be cancelled at any time by any party upon ninety (90) days of notice to the other, without penalty, and will otherwise automatically renew from year to year until and unless such notice is given.

E. This Agreement and any amendment or changes thereto are subject to the prior approval of the New Hampshire Public Utilities Commission.

ATKINSON AREA WASTE WATER RECYCLING, INC.

By: _____
Christine Lewis Morse, Vice President

THE HAMPSTEAD AREA WATER COMPANY, INC.

By: _____
Christine Lewis Morse, Vice President

SCHEDULE A

I. Services (to be billed out as used)

HAWC

<u>Services</u>	<u>To be Billed at</u> <u>Actual Rate paid</u> <u>to Employee</u>	
1. Customer Service, Maintenance, and Repair	+ Burden	Hourly Basis
	+ G&A	
2. Billing Service (separate agreement)		
3. Mailing Costs Actual		

Exhibit 1-2
Atkinson Area Waste Water Recycling, Inc.

**MANAGEMENT / SERVICE / RENTAL
AGREEMENT**

This Management/Service/Rental Agreement (“Agreement”) is made as of April ____, 2020 by and between Atkinson Area Wastewater Recycling, Inc. (“AAWW”) on the one hand, and Lewis Builders Development, Inc. (“LBD”) on the other hand (together with HAWC, the “parties”), all New Hampshire corporations, and all of 54 Sawyer Avenue, Atkinson, New Hampshire.

AAWW and LBD are related parties.

WHEREAS, AAWW, a New Hampshire public utility sewer company, operates a system in Atkinson, New Hampshire and has need of certain management and other services and whereas LBD has the management, services and facilities necessary to AAWW’s daily operations, now therefore the parties agree as follows:

1. Services

LBD will provide, on an as needed basis, those services as set forth on Schedule A at the hourly or other rate as set forth on Schedule A.

2. Parts and Supplies

- a.** LBD will provide AAWW with office supplies at LBD’s cost, plus overhead.
- b.** LBD may, at its discretion, provide operating, repair & replacement parts and supplies with the balance outstanding totaling not more than \$1,000.00 in the aggregate at any one time, which operating/repair items AAWW does not have the ready cash to purchase directly. Such parts or supplies shall be furnished to AAWW at LBD’s direct cost plus the then applicable overhead factor as set forth below.

3. Labor Burden

For all labor costs set forth on Schedule A and Exhibits 1 and 2 thereto, which rates constitute the gross pay hourly/salary payments to the individual concerned, LBD will add a Labor Burden cost which represents the indirect cost of such labor, such as workers compensation insurance, employee benefits, employer paid payroll taxes, etc. Such Labor Burden shall be calculated in accordance with Exhibit 1 to Schedule A and shall be calculated on or before April 1st of the following year as of December 31st of the previous year and shall apply to the following 12 months beginning April 1. The Labor Burden for 2020 is a Forty-Eight percent (48%) of the direct labor rate paid to each employee of LBD.

4. Overhead Expense

For all costs (labor, materials & services) set forth on Schedule A, LBD will add Overhead expense factor (G&A) multiplier calculated on or before April 1st of the following year as of December 31st each year to be applied to the following 12 months beginning April 1, in accordance with the formula set forth on Exhibit 2 to Schedule A. For 2020, this factor is Twenty-Three percent (23%).

5. Billing Procedure and Content

A. LBD will bill AAWW monthly, in arrears, for the actual cost of all items set forth in Section 3 above, and on Schedule A.I incurred and consumed in the previous month. Item Schedule A.II will be billed in advance monthly.

B. No supply material cost, labor charge, overhead or labor burden shall include any profit or mark up to LBD, or to any related person or entity to either LBD or AAWW.

C. In the event any employee of AAWW or any equipment belonging to AAWW is used by LBD in any or for any work or project other than AAWW's operations, LBD shall pay to AAWW the cost of such, including the then Labor Burden and overhead rates.

D. The Agreement may be cancelled at any time by any party upon ninety (90) days of notice to the other, without penalty, and will otherwise automatically renew from year to year until and unless such notice is given.

E. This Agreement and any amendment or changes thereto are subject to the prior approval of the New Hampshire Public Utilities Commission.

ATKINSON AREA WASTE WATER RECYCLING, INC.

By: _____
Christine Lewis Morse, Vice President

LEWIS BUILDERS DEVELOPMENT, INC.

By: _____
Christine Lewis Morse, President

SCHEDULE A

I. Services (to be billed out as used)

LBD

<u>Services</u>	<u>To be Billed at Actual Rate paid to Employee</u>	
1. Accounting	+ Burden	Hourly Basis
	+ G&A	
2. Legal Advice	+ Burden	Hourly Basis
	+ G&A	
3. Legal Secretary	+ Burden	Hourly Basis
	+ G&A	
4. Truck Repair & Maintenance	+ Burden	Hourly Basis
	+ G&A	
5. Payroll Services / Real Estate / Tax Service	+ Burden	Hourly Basis
	+ G&A	
6. Mailing Costs (actual)		

II. Management

Christine Lewis Morse \$5,000.00 per year
and Harold Morse

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/20
Staff 1-3

Date of Response: 10/19/20
Witness: Stephen P. St. Cyr and
John Sullivan

Staff 1-3

Ref: Petition at 3; Testimony of Christine Morse at 1; AAWW 2019 Annual Report (as of December 31, 2019)

AAWW Voting Shares and Non-Voting Shares

The petition and testimony indicate AAWW has a total of 100 shares (50 voting and 50 non-voting). The Company's 2019 Annual Report (Page 6, Schedule A-5), however, only identifies 50 voting shares. There is no footnote or other clarifying statement in the Annual Report relative to the non-voting shares. If non-voting shares did not exist when the Annual Report was filed, when were they created? Please provide documentation. Please explain.

Response:

The Company's 2019 Annual Report on Page 6, Schedule A-5 correctly noted the number of votes. This Page and Section do not indicate or ask for non-voting shares, only if there is Preferred Stock. There is a total of 50 voting shares and 50 non-voting shares, all held by AF.

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/20
Staff 1-4

Date of Response: 10/19/20
Witness: John Sullivan

Staff 1-4

Ref: Petition page 3, para. #11

AAWW Shares for New Owners

The Petition and Testimony describe 100 shares (50 voting and 50 non-voting). It is also described that these shares will be distributed among 3 owners/ trusts.

- a) How many voting and non-voting shares will each of the new owners hold?
- b) Will anyone owner have more decision-making authority than another owner?
- c) Are there are any other owners/ trustees of the trusts that will become owners by virtue of being a trustee?

Response:

- a) Each new owner will hold the following number of voting and non-voting shares:
 - i. Christine Lewis Morse, Trustee of the Christine (Lewis) Morse Revocable Family Trust of 2000: 100% of voting shares.
 - ii. Jonathan T. Morse, Trustee of the Jonathan T. Morse 2016 Trust: 50% of non-voting shares.
 - iii. Elizabeth A. Morse, Morse, Trustee of the Elizabeth A. Morse 2016 Trust: 50% of non-voting shares.
- b) Yes. See percentage ownership above.
- c) No.

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/20
Staff 1-5

Date of Response: 10/19/20
Witness: John Sullivan

Staff 1-5

Compare Petition, p 3, para. 11 with Petition, p. 3, para. 12; Testimony of Christine Lewis Morse

Transfer of AAWW shares to AF owners, i.e. identified Trust(s)

Currently Atkinson Farm, LLC (AF) owns AAWW and holds all AAWW shares, with identified AF members being Jonathan T. Morse, Elizabeth A. Morse, and Christine Lewis Morse in their capacity as Trustees of three separate identified trusts.

- a) Paragraph 11 of the Petition references three trusts, which may be intended to be the same three trusts named in paragraph 12, however paragraph 12 does not include “2000” in the name of the “Christine (Lewis) Morse Family Revocable Trust.” Please confirm the three trusts names in paragraph 11 and 12 are the same three trusts and clarify the correct names of each trust.
- b) It appears that the proposed ownership will be three individual trusts, as identified in the petition. Please explain further whether each trust is revocable, and by whom and under what circumstances.

Response:

- a) Paragraph 12 contained a typo in that it should have contained “of 2000” at the end of the trust name. Those trusts are the same three trusts in paragraph 11. AF Members (owners) are:

1. Christine (Lewis) Morse Revocable Family Trust of 2000.
2. Jonathan T. Morse 2016 Trust.
3. Elizabeth A. Morse 2016 Trust.

These are the full and correct names of each Trust.

b) Yes, all three trusts are revocable any time, in writing by the settlor of the trust.

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/20
Staff 1-6

Date of Response: 10/19/20
Witness: John Sullivan

Staff 1-6

Ref: Petition and cover letter

Letterhead for Filing

Please explain why AAWW's petition was filed with a cover letter that reflects a Hampstead Area Water Company Inc. (HAWC) letterhead.

Response:

The HAWC letterhead on the cover letter filed with this docket's petition was done in error, the cover letter should have been on AAWW letterhead.

ATKINSON AREA WASTE WATER RECYCLING, INC.
DW 20-091
Transfer of Ownership
ANSWERS TO STAFF DISCOVERY REQUEST – SET 1

Date request received: 10/05/20
Staff 1-7

Date of Response: 10/19/20
Witness: John Sullivan

Staff 1-7

Ref: Petition and cover letter

Representation of the Parties

In this docket, are the interests of AAWW; the interests of AF; and the interests of AF owners all represented by the same legal counsel? Have the parties considered whether this creates a conflict of interest or other issue, and/or waived any potential conflict?

Response:

No, the three trusts who own AF are not represented by the same legal counsel as AAWW and AF. No, the parties have not considered if a conflict of interest exists because the three trusts that own AF have different legal counsel.

Responses to Staff Data Request Set 2



ATKINSON AREA WASTEWATER RECYCLING, INC.

54 SAWYER AVE. ATKINSON, NEW HAMPSHIRE 03811 Phone: 603.362.5333 Fax: 603.362.4936

November 19, 2020

By electronic mail (executive.director@puc.nh.gov)

Ms. Debra Howland
Executive Director & Secretary
NH PUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Atkinson Area Waste Water Recycling, Inc. - DW 20-091
Responses to Staff Data Request Set 2

Dear Ms. Howland:

Pursuant to Puc 1604.02(a)(1) the company submits this cover letter with an electronic copy of its responses to Staff Data Requests Set 1 for the above-referenced matter. Pursuant to the Commission's March 17, 2020 letter citing to the COVID-19 emergency, the Company will not file any paper copies. The Company will maintain the original paper copy of this submission and file accordingly upon further notice from the Commission

Should you have any questions, please don't hesitate to contact me.

Very truly yours,

/s/ Anthony S. Augeri

Anthony S. Augeri
General Counsel

TA/hg
enclosures
e cc: service list

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-1

Date of Response: 11/19/2020
Witness: John Sullivan

Referencing Staff 1-4

What purpose do the Atkinson Area Waste Water Recycling Inc. (AAWW or the Company)'s non-voting shares serve? Will the holders of the non-voting shares be fiduciaries, or otherwise responsible or financially liable to the Company? Will the split of shares among the three trustees result in different managerial or ownership choices than are made under the current ownership? Please explain further.

RESPONSE: 2-1:

The purpose of non-voting shares is to provide ownership in the Company to family members who do not have an interest in operations while voting shares allow for both ownership in the Company and authority to operate the day-to-day corporate matters. It is common in closely held companies such as AAWW.

Yes, the holders of the non-voting shares are responsible or financially liable to the Company up to the respective ownership interest.

No. The split of shares among the three family trusts will be exactly the same as the respective trusts ownership interest in the Company's current shareholder, Atkinson Farm, LLC. The only difference will be that ownership will be directly held by the respective family trusts directly.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-2

Date of Response: 11/19/2020
Witness: John Sullivan

Referencing Staff 1-5 and Staff 1-7

Who is the settlor of each of the three trusts, and who will be the new shareholders? Under what circumstances is each of these three trusts revocable, and by whom (please identify by name)? If the settlor revoked the trust, where would the shares (voting and non-voting), and therefore ownership, of the Company go? If any trust were revoked, would AAWW provide notice to the NH Public Utilities Commission?

Please organize your answer by Trust, and then respond to each of the questions above.

RESPONSE: 2-2:

1. The Christine (Lewis) Morse 2000 Revocable Family Trust. Settlor is Christine Lewis Morse. This trust is revocable under all circumstances permitted by law by Christine Lewis Morse. If trust is revoked the shares would go to the trust's beneficiaries. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.
2. The Jonathan T. Morse 2016 Trust. Settlor is Jonathan T. Morse. This trust is revocable under all circumstances permitted by law by Jonathan T. Morse. If trust is revoked the shares would go to the trust's beneficiaries. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.
3. The Elizabeth A. Morse 2016 Trust. Settlor is Elizabeth A. Morse. This trust is revocable under all circumstances permitted by law by Elizabeth A. Morse. If trust is revoked the shares would go to the trust's beneficiaries. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-3

Date of Response: 11/19/2020
Witness: John Sullivan

Re: Staff 1-7

Please identify legal counsel(by name, firm, and client), who are representing the legal interests of: AAWW, AF, and each trust a/k/a “owner, including voting and non-voting shares” Please consider whether a conflict of interest exists between or among AAWW, AF, and/or each owner with regard to the changes, and explain why the transfer of ownership is in the interests of the Company, (AAWW) and why it is in the interests of rate payers.

RESPONSE: 2-3:

AAWW and AF are represented by Anthony S. Augeri, General Counsel. Each trust is represented by Nelson A. Raust, Director, Ransmeier & Spellman, P.C. No conflict of interest exists between the companies and the trusts because they are represented by separate legal counsel. The transfer is in the interest of the Company because it streamlines ownership by eliminating a corporate layer (Atkinson Farm, LLC), resulting in ownership directly by the respective family trusts that currently are the only members of Atkinson Farm without any change in ownership percentage. It is in the interest of rate payers because the streamlined ownership will not change any day to day operations and allow for a smooth succession plan.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-4

Date of Response: 11/19/2020
Witness: Stephen P. St. Cyr

Re: Staff 1-7

If the Company is permitted to convert to a C corporation, the Company has stated that no taxable income (loss) will be passed on to shareholders. If the Company is permitted to convert to a C corporation, what will happen to any previously recognized Company profits or losses?

RESPONSE: 2-4: As a S corporation, any taxable income (loss) is passed onto the shareholders. During the years as a S corporation, the taxable Income (loss) was passed on to Atkinson Farm, LLC, the sole shareholder. With the conversion of the S corporation to C corporation, the taxable income (loss) will stay with the corporation and no longer be passed onto the shareholder.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-5

Date of Response: 11/19/2020
Witness: John Sullivan

Re: Staff 1-3

Please explain when the non-voting shares were created, and by whom they have been/ are owned. Please provide supporting documentation.

RESPONSE: 2-5:

The non-voting shares were created in the 2007-2008 timeframe when ownership of all the Lewis closely held companies, including AAWW, transferred to the children of the companies' founder, Peter Lewis, at or shortly after the time of his death. Peter's children are Christine Lewis Morse and Daniel Lewis. Christine Lewis Morse was and still is today responsible for the operations of the various companies including AAWW and received voting shares in the companies. Daniel Lewis received non-voting shares because he was not responsible for such company operations. All AAWW shares are held by Atkinson Farm, LLC which is one of the family companies.

Documents requested in this Data Request will be filed with a separate Motion for Confidential Treatment and Protective Order pursuant to Puc 203.08.

Supplemental Responses to Staff Data Request Set 2



ATKINSON AREA WASTEWATER RECYCLING, INC.

54 SAWYER AVE. ATKINSON, NEW HAMPSHIRE 03811 Phone: 603.362.5333 Fax: 603.362.4936

February 5, 2021

By electronic mail (executive.director@puc.nh.gov)

Ms. Debra Howland
Executive Director & Secretary
NH PUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Atkinson Area Waste Water Recycling, Inc. - DW 20-091
Supplemental Responses to Staff Data Request Set 2

Dear Ms. Howland:

Pursuant to Puc 1604.02(a)(1) the company submits this cover letter with an electronic copy of its Supplemental Responses to Staff Data Requests Set 2 for the above-referenced matter. Pursuant to the Commission's March 17, 2020 letter citing to the COVID-19 emergency, the Company will not file any paper copies. The Company will maintain the original paper copy of this submission and file accordingly upon further notice from the Commission.

Should you have any questions, please don't hesitate to contact me.

Very truly yours,

/s/ Anthony Augeri

Anthony S. Augeri
General Counsel

TA/hg
enclosures
e cc: service list

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-1

Date of Response: 11/19/2020
Witness: John Sullivan
Date of Supplemental Response 12/23/2020

Referencing Staff 1-4

What purpose do the Atkinson Area Waste Water Recycling Inc. (AAWW or the Company)'s non-voting shares serve? Will the holders of the non-voting shares be fiduciaries, or otherwise responsible or financially liable to the Company? Will the split of shares among the three trustees result in different managerial or ownership choices than are made under the current ownership? Please explain further.

RESPONSE: 2-1:

The purpose of non-voting shares is to provide ownership in the Company to family members who do not have an interest in operations while voting shares allow for both ownership in the Company and authority to operate the day-to-day corporate matters. It is common in closely held companies such as AAWW.

Yes, the holders of the non-voting shares are responsible or financially liable to the Company up to the respective ownership interest.

No. The split of shares among the three family trusts will be exactly the same as the respective trusts ownership interest in the Company's current shareholder, Atkinson Farm, LLC. The only difference will be that ownership will be directly held by the respective family trusts directly.

SUPPLEMENTAL RESPONSE 2-1

Upon reflection the Company clarifies and revises its response to the question 'Will the holders of the non-voting shares be fiduciaries, or otherwise responsible or financially liable to the Company?' as follows. Holders of non-voting shares of the company are not fiduciaries of the company solely by way of owning such shares, and they are financially liable to the company up to and including all capital contributions such shareholder makes.

Supplemental Responses to Staff Data Request Set 2 #2-2



**ATKINSON AREA
WASTEWATER RECYCLING, INC.**

54 SAWYER AVE. ATKINSON, NEW HAMPSHIRE 03811 Phone: 603.362.5333 Fax: 603.362.4936

February 19, 2021

By electronic mail (executive.director@puc.nh.gov)

Ms. Debra Howland
Executive Director & Secretary
NH PUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Atkinson Area Waste Water Recycling, Inc. - DW 20-091
Supplemental Responses to Staff Data Request Set 2 #2-2

Dear Ms. Howland:

Pursuant to Puc 1604.02(a)(1) the company submits this cover letter with an electronic copy of its Supplemental Responses to Staff Data Requests Set 2; number 2-2 for the above-referenced matter. Pursuant to the Commission's March 17, 2020 letter citing to the COVID-19 emergency, the Company will not file any paper copies. The Company will maintain the original paper copy of this submission and file accordingly upon further notice from the Commission.

Should you have any questions, please don't hesitate to contact me.

Very truly yours,

/s/ Anthony S. Augeri

Anthony S. Augeri
General Counsel

TA/hg
enclosures
e cc: Service list - Discovery

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
ANSWERS TO STAFF DATA REQUESTS – SET 2

Date request received: 11/05/2020
Staff 2-2

Date of Response: 11/19/2020
Witness: John Sullivan
Date of Supplemental Response: 02/5/2021

Referencing Staff 1-5 and Staff 1-7

Who is the settlor of each of the three trusts, and who will be the new shareholders? Under what circumstances is each of these three trusts revocable, and by whom (please identify by name)? If the settlor revoked the trust, where would the shares (voting and non-voting), and therefore ownership, of the Company go? If any trust were revoked, would AAWW provide notice to the NH Public Utilities Commission?

Please organize your answer by Trust, and then respond to each of the questions above.

RESPONSE: 2-2:

1. The Christine (Lewis) Morse 2000 Revocable Family Trust. Settlor is Christine Lewis Morse. This trust is revocable under all circumstances permitted by law by Christine Lewis Morse. If trust is revoked the shares would go to the trust's beneficiaries. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.
2. The Jonathan T. Morse 2016 Trust. Settlor is Jonathan T. Morse. This trust is revocable under all circumstances permitted by law by Jonathan T. Morse. If trust is revoked the shares would go to the trust's beneficiaries. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.
3. The Elizabeth A. Morse 2016 Trust. Settlor is Elizabeth A. Morse. This trust is revocable under all circumstances permitted by law by Elizabeth A. Morse. If trust is revoked the shares would go to the trust's beneficiaries. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.

SUPPLEMENTAL RESPONSE 2-2:

The change to all three Supplemental Responses appears in the third sentence only.

1. The Christine (Lewis) Morse 2000 Revocable Family Trust. Settlor is Christine Lewis Morse. This trust is revocable under all circumstances permitted by law by Christine

Lewis Morse. If trust is revoked the shares would go to the trust's settlor, Christine Lewis Morse. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.

2. The Jonathan T. Morse 2016 Trust. Settlor is Jonathan T. Morse. This trust is revocable under all circumstances permitted by law by Jonathan T. Morse. If trust is revoked the shares would go to the trust's settlor, Jonathan T. Morse. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.
3. The Elizabeth A. Morse 2016 Trust. Settlor is Elizabeth A. Morse. This trust is revocable under all circumstances permitted by law by Elizabeth A. Morse. If trust is revoked the shares would go to the trust's settlor, Elizabeth A. Morse. If the trust were to be revoked AAWW would provide notice to the NH Public Utilities Commission beforehand because that would be a transfer of ownership.

Responses to Staff Data Request Set 3



**ATKINSON AREA
WASTEWATER RECYCLING, INC.**

54 SAWYER AVE. ATKINSON, NEW HAMPSHIRE 03811 Phone: 603.362.5333 Fax: 603.362.4936

December 17, 2020

By electronic mail (executive.director@puc.nh.gov)

Ms. Debra Howland
Executive Director & Secretary
NH PUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Atkinson Area Waste Water Recycling, Inc. - DW 20-091
Responses to Staff Data Request Set 3

Dear Ms. Howland:

Pursuant to Puc 1604.02(a)(1) the company submits this cover letter with an electronic copy of its responses to Staff Data Requests Set 1 for the above-referenced matter. Pursuant to the Commission's March 17, 2020 letter citing to the COVID-19 emergency, the Company will not file any paper copies. The Company will maintain the original paper copy of this submission and file accordingly upon further notice from the Commission

Should you have any questions, please don't hesitate to contact me.

Very truly yours,

/s/ Anthony S. Augeri

Anthony S. Augeri
General Counsel

TA/hlg
enclosures
e cc: service list

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
RESPONSES TO STAFF DATA REQUESTS – SET 3

Date request received: 12/4/2020

Date of Response: 12/17/2020

Witness: John Sullivan

Staff 3-1

Staff 3-1

Referencing the Petition, and the Company's responses to Staff 1-4, Staff 2-1, and Staff 2-5

The Company described the purpose of the non-voting shares as "to provide ownership in the Company to family members *who do not have an interest in operations.*" (Emphasis added)

- a) The Company has also stated that both Jonathan Morse and Elizabeth Morse, through their respective trusts, will be the holders of the non-voting shares and will also serve in their capacities as Treasurer and Secretary of the Company. Please confirm and explain whether there is a conflict with individuals serving as Treasurer and Secretary and holding non-voting shares.
- b) The Company has stated that "holders of the non-voting shares are responsible or financially liable to the Company up to the respective ownership interest." Please explain and quantify that interest per proposed owner.
- c) The Company has stated that the non-voting shares were created in 2007-2008 and owned by Daniel Lewis, Christine Lewis Morse's brother and the son of the former owner Peter Lewis. Please provide a timeline or chart, listing dates, owners, and method of notice to the PUC, so that it is clear--for all voting and non-voting shares--when and how ownership of AAWW has evolved.

Response:

- a) There will be no conflict if Jonathan Morse and Elizabeth Morse are both officers (Treasurer and Secretary respectively) and owners of the company by holding non-voting shares.

The Company clarifies its previous response. When the non-voting shares were created in 2007 Christine Lewis Morse was actively involved in the operations and daily management of the Company. Jonathan and Elizabeth now own the non-voting shares previously owned by Daniel Lewis. With the transfer of ownership to the respective trusts they will take a more active role in the Company that Christine Lewis Morse has done since 2007

- b) The Company's response to Staff 2-1 was incomplete and requires revision. The Company submits a supplemental Response to Staff 2-1 to clarify its response which in turn will be responsive to this data request.
- c) The Company was created in 1991 and approved by the PUC, Order No. 20-298, Docket No 90-214 on November 12, 1991. At that time there were 100 voting shares in the Company, issued on January 17, 1991—25 shares to Alice Lewis f/b/o Daniel Lewis, 25 shares to Peter Lewis and Alice Lewis as joint tenants, 25 shares to B. Louis Lemery (Peter's sister) and 25 shares to Christine Lewis. Peter and Alice Lewis were married, and Christine and Daniel were their children. On December 18, 1997 B. Louise Lemery transferred her 25 shares to Peter Lewis. In April 2000 Christine Lewis Morse transferred her 25 shares into the Christine (Lewis) Morse Revocable Family Trust of 2000.

On February 26, 2007 Peter and Alice transferred their 25 shares to Daniel Lewis, Alice Lewis transferred her 25 shares held f/b/o Daniel Lewis to Daniel Lewis, and Peter Lewis transferred his 25 shares to the Christine (Lewis) Morse Revocable Family Trust of 2000. At this time the non-voting shares were created and held by Daniel making the total shares of the Company 50 non-voting shares, owned by Daniel Lewis, and 50 voting shares owned by the Christine (Lewis) Morse Revocable Family Trust of 2000.

The Company sought to transfer all shares of the Company from the family members into Atkinson Farm, Inc. by filing a petition entitled *Petition for Approval of Transfer of Stock Ownership* on November 1, 2007, Docket DW-07-118. That petition was approved by the PUC in Order No. 24,817, dated January 11, 2008. The Company's 100 shares were transferred into Atkinson Farm, Inc. on August 4, 2008.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
RESPONSES TO STAFF DATA REQUESTS – SET 3

Date request received: 12/4/2020

Date of Response: 12/17/2020

Witness: John Sullivan

Staff 3-2

Staff 3-2

Referencing the Company's responses to Staff 1-2-C and Staff 2-5

Please confirm and explain if the Company intended or intends to submit supporting information under a separate motion for Confidential Treatment pursuant to PUC 203.08.

Response:

The Company provided supporting information to Staff's prior data requests designating such information as confidential through a separate Motion for Confidential Treatment pursuant to PUC 203.08 on December 2, 2020.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
RESPONSES TO STAFF DATA REQUESTS – SET 3

Date request received: 12/4/2020

Date of Response: 12/17/2020

Witness: John Sullivan

Staff 3-3

Staff 3-3

Referencing the Company's responses to Staff 1-5, 1-7 and 2-2

The Company has stated that if the identified revocable trusts are revoked, the shares will go to each trust's beneficiaries, and that the beneficiaries would then become the owners. Please identify the beneficiaries for each trust.

Response:

Each trust is structured such that if the trust is revoked during the settlor's lifetime, then the settlor becomes owner of the trust corpus, so that would be Christine Lewis Morse for her trust, Elizabeth A. Morse for her trust, and Jonathan T. Morse for his trust.

DW 20-091
ATKINSON AREA WASTE WATER RECYCLING, INC.
PETITION TO APPROVE TRANSFER OF OWNERSHIP
RESPONSES TO STAFF DATA REQUESTS – SET 3

Date request received: 12/4/2020

Date of Response: 12/17/2020

Witness: John Sullivan

Staff 3-3

Staff 3-3

Referencing the Company's responses to Staff 1-5, 1-7 and 2-2

The Company has stated that if the identified revocable trusts are revoked, the shares will go to each trust's beneficiaries, and that the beneficiaries would then become the owners. Please identify the beneficiaries for each trust.

Response:

Each trust is structured such that if the trust is revoked during the settlor's lifetime, then the settlor becomes owner of the trust corpus, so that would be Christine Lewis Morse for her trust, Elizabeth A. Morse for her trust, and Jonathan T. Morse for his trust.

Tech Session Set 1 responses



**ATKINSON AREA
WASTEWATER RECYCLING, INC.**

54 SAWYER AVE. ATKINSON, NEW HAMPSHIRE 03811 Phone: 603.362.5333 Fax: 603.362.4936

January 29, 2021

By electronic mail (Christopher.Tuomala@puc.nh.gov)
& (Mary.Schwarzer@puc.nh.gov)

Christopher Tuomala, Esquire
Mary Schwarzer, Esquire
NH PUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429

RE: Atkinson Area Waste Water Recycling, Inc. - DW 20-091
Responses to Staff Technical Session Data Requests Set 1

Dear Attorney Tuomala & Attorney Schwarzer:

Pursuant to Puc 1604.02(a)(1) the company submits this cover letter with an electronic copy of its supplemental response to Staff Data Requests Set 2, Number 2-2 for the above-referenced matter. Pursuant to the Commission's March 17, 2020 letter citing to the COVID-19 emergency, the Company will not file any paper copies. The Company will maintain the original paper copy of this submission and file accordingly upon further notice from the Commission

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

/s/ Anthony S. Augeri

Anthony S. Augeri
General Counsel

TA/hg
enclosures
e cc: Discovery service list

DW 20-071 and DW 20-091
ATKINSON AREA WASTE WATER RECYCLING INC.
REQUEST FOR CHANGE IN RATES and PETITION TO APPROVE TRANSFER OF
OWNERSHIP OF ATKINSON AREA WASTE WATER RECYCLING, INC.
ANSWERS TO STAFF DATA REQUESTS – SET TECH SESSION 1

Date request received: 1/19/21
Staff TS 1-1

Date of Response: January 29, 2021
Witness: John Sullivan

Ref: Petition DW 20-091, Atkinson Area Waste Water Recycling, Inc.’s responses to Staff 1-3 and 1-4 (voting and non-voting shares), Staff 1-5 (transfer of AAWW shares to revocable trusts) and Staff 2-2 (identifying settlors of each trust) in Docket DW 20-091.

For each trust proposed to receive Atkinson Area Waste Water Recycling Inc. (AAWW or the Company) voting or non-voting shares, please identify the other entities the revocable trust currently owns by entity name, type, percentage of trust corpus (by value) and by the number of voting and non-voting shares. For example, and by way of illustration only, assume Atkinson Concessions, Inc. d/b/a Atkinson Resort & Country Club (ACI) is a privately owned country club and that the *Christine (Lewis) Morse Revocable Family Trust of 2000* only has shares for that entity. The response would be:

“*Christine (Lewis) Morse Revocable Family Trust of 2000*; ACI, privately owned country club; 100% value; TBD number of voting shares; TBD number of non-voting shares.” Please identify the percentage (by value) of the trust corpus each identified entity comprises to the nearest percentage point.

- Please provide the same answers, this time assuming AAWW ownership is transferred to, and included in, each individual trust corpus. By way of example, and for illustration only, assume the *Christine (Lewis) Morse Revocable Family Trust of 2000* corpus would then include shares in two entities, ACI and AAWW. Further assume that ACI has a value of X% (trust corpus) and AAWW a value of Y% (trust corpus). AAWW’s response would be:

“*Christine (Lewis) Morse Revocable Family Trust of 2000*: ACI, private country club, X% value, TBD voting shares; TBD non-voting shares; and AAWW, sewer utility, Y% value, 50 voting shares; zero non-voting shares.”

- Please provide the same answers, assuming both AAWW and HAWC shares are transferred into each individual trust.
- Please identify any other entities that AAWW contemplates may be transferred into the individual revocable trusts at issue in the next 12 months.

Redacted

Response:

AAWW designates the following response as Confidential pursuant to Puc 203.08(d) and reserves the right to file a motion for confidential treatment prior to hearing pursuant to Puc 203.08(d)(2) should the matter not settle. Except as otherwise provided AAWW objects to providing the information as to other company ownership interest on the basis that all such companies are non-public closely held companies and all such information is not available to the public.

The Company will obtain a summary from the trusts' attorney explaining how the trusts work and will supplement these answers once obtained.

[REDACTED]

[REDACTED]

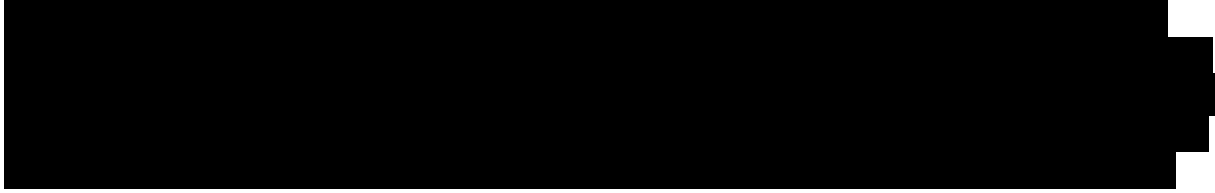
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**DW 20-071 and DW 20-091
ATKINSON AREA WASTE WATER RECYCLING INC.
REQUEST FOR CHANGE IN RATES and PETITION TO APPROVE TRANSFER OF
OWNERSHIP OF ATKINSON AREA WASTE WATER RECYCLING, INC.
STAFF DATA REQUESTS – SET TECH SESSION 1**

**Date request received: 1/19/21
Staff TS 1 - 2**

**Date of Response: January 29, 2021
Witness: John Sullivan**

Ref. Company's response to Staff 2-2 (identifying settlors of each trust) and Staff 3-3 (beneficiaries to become owners of trust corpus) in Docket DW 20-091.

Please confirm that the settlor(s) and the beneficiary(ies) of each trust are the same for each individual trust, and if there are additional beneficiaries, please identify them. Please confirm that you will provide notice of any changes to the Public Utilities Commission at least 60 days in advance, or sooner if required by law, and as soon as possible following unforeseeable events (death). Please organize your answers by trust.

Response:

AAWW designates the following response as Confidential pursuant to Puc 203.08(d) and reserves the right to file a motion for confidential treatment prior to hearing pursuant to Puc 203.08(d)(2) should the matter not settle. Except as otherwise provided AAWW objects to providing the information as to other company ownership interest on the basis that all such companies are non-public closely held companies and all such information is not available to the public.

The Company will obtain a summary from the trusts' attorney explaining how the trusts work and will supplement these answers once obtained.

The Company will supplement its response to Staff 2-2 in that for all 3 subparts the response

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Supplemental Tech Session Set 1 Responses

DW 20-071 and DW 20-091
ATKINSON AREA WASTE WATER RECYCLING INC.
REQUEST FOR CHANGE IN RATES and PETITION TO APPROVE TRANSFER OF
OWNERSHIP OF ATKINSON AREA WASTE WATER RECYCLING, INC.
ANSWERS TO STAFF DATA REQUESTS – SET TECH SESSION 1

Date request received: 1/19/21
Staff TS 1-1

Date of Response: January 29, 2021
Witness: John Sullivan
Date of Supplemental Response: March 2, 2021

Ref: Petition DW 20-091, Atkinson Area Waste Water Recycling, Inc.’s responses to Staff 1-3 and 1-4 (voting and non-voting shares), Staff 1-5 (transfer of AAWW shares to revocable trusts) and Staff 2-2 (identifying settlors of each trust) in Docket DW 20-091.

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- Please provide the same answers, this time assuming AAWW ownership is transferred to, and included in, each individual trust corpus. By way of example, and for illustration only, assume the *Christine (Lewis) Morse Revocable Family Trust of 2000* corpus would then include shares in two entities, ACI and AAWW. Further assume that ACI has a value of X% (trust corpus) and AAWW a value of Y% (trust corpus). AAWW’s response would be:

“*Christine (Lewis) Morse Revocable Family Trust of 2000*: ACI, private country club, X% value, TBD voting shares; TBD non-voting shares; and AAWW, sewer utility, Y% value, 50 voting shares; zero non-voting shares.”

- Please provide the same answers, assuming both AAWW and HAWC shares are transferred into each individual trust.
- Please identify any other entities that AAWW contemplates may be transferred into the individual revocable trusts at issue in the next 12 months.

Redacted

Response:

AAWW designates the following response as Confidential pursuant to Puc 203.08(d) and reserves the right to file a motion for confidential treatment prior to hearing pursuant to Puc 203.08(d)(2) should the matter not settle. Except as otherwise provided AAWW objects to providing the information as to other company ownership interest on the basis that all such companies are non-public closely held companies and all such information is not available to the public.

The Company will obtain a summary from the trusts' attorney explaining how the trusts work and will supplement these answers once obtained.

Begin Confidential

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[Redacted]

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[Redacted]

[Redacted]

Redacted

[Redacted]

Staff TS 1 – 2- Supplemental Response:

[Redacted]

Redacted

Biron L. Bedard ¹
Lucas Burke ²
Ronald E. Cook ³
Bridget M. Denzer ¹
Jack D. Hepburn
Meaghan A. Jepsen
Paul H. MacDonald ⁴
Thomas N. Masland
Daniel J. Mullen
Jeffrey A. Rabinowitz
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Nelson A. Raust ²

**Ransmeier
& Spellman** P.C.
ATTORNEYS AT LAW

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February 24, 2021

Joseph S. Ransmeier
1915-2010
Lawrence E. Spellman
1924-2001

¹ Also admitted
in Maine

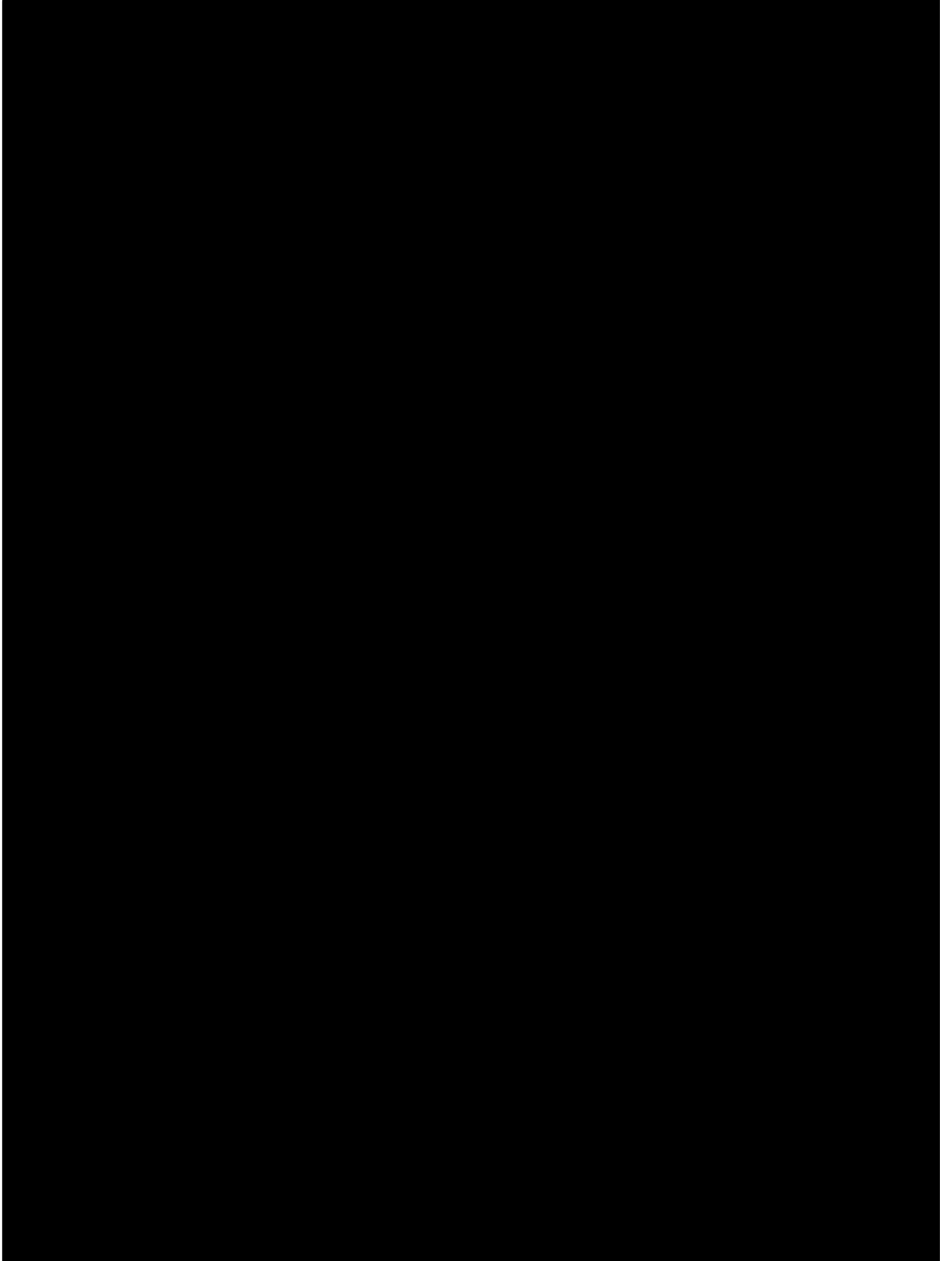
² Also admitted
in Massachusetts

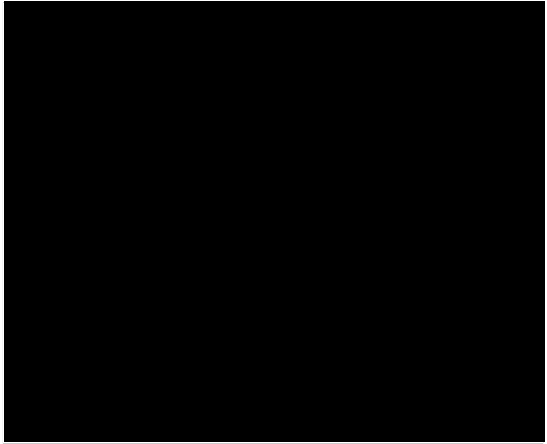
³ Also admitted
in Rhode Island

⁴ Also admitted
in Vermont

CONFIDENTIAL







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**DW 20-071 and DW 20-091
ATKINSON AREA WASTE WATER RECYCLING INC.
REQUEST FOR CHANGE IN RATES and PETITION TO APPROVE TRANSFER OF
OWNERSHIP OF ATKINSON AREA WASTE WATER RECYCLING, INC.
STAFF DATA REQUESTS – SET TECH SESSION 1**

**Date request received: 1/19/21
Staff TS 1 - 2**

**Date of Response: January 29, 2021
Witness: John Sullivan
Date of Supplemental Response: March 2, 2021**

Ref. Company's response to Staff 2-2 (identifying settlors of each trust) and Staff 3-3 (beneficiaries to become owners of trust corpus) in Docket DW 20-091.

Please confirm that the settlor(s) and the beneficiary(ies) of each trust are the same for each individual trust, and if there are additional beneficiaries, please identify them. Please confirm that you will provide notice of any changes to the Public Utilities Commission at least 60 days in advance, or sooner if required by law, and as soon as possible following unforeseeable events (death). Please organize your answers by trust.

Response:

AAWW designates the following response as Confidential pursuant to Puc 203.08(d) and reserves the right to file a motion for confidential treatment prior to hearing pursuant to Puc 203.08(d)(2) should the matter not settle. Except as otherwise provided AAWW objects to providing the information as to other company ownership interest on the basis that all such companies are non-public closely held companies and all such information is not available to the public.

The Company will obtain a summary from the trusts' attorney explaining how the trusts work and will supplement these answers once obtained.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Staff TS 1 - 2 - Supplemental Response:

[REDACTED]

Redacted

Biron L. Bedard ¹
Lucas Burke ²
Ronald E. Cook ³
Bridget M. Denzer ¹
Jack D. Hepburn
Meaghan A. Jepsen
Paul H. MacDonald ⁴
Thomas N. Masland
Daniel J. Mullen
Jeffrey A. Rabinowitz
John C. Ransmeier
Nelson A. Raust ²

**Ransmeier
& Spellman** P.C.
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www.ranspell.com

Joseph S. Ransmeier
1915-2010
Lawrence E. Spellman
1924-2001

¹ Also admitted
in Maine

² Also admitted
in Massachusetts

³ Also admitted
in Rhode Island

⁴ Also admitted
in Vermont

February 24, 2021

CONFIDENTIAL

