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December 23, 2011

Ms. Luly Massaro, Clerk Rhode Island Public Utilities Commission 89 Jefferson Boulevard Warwick, RI 02888

Re: United Water Rhode Island, Inc. Docket No. 4255

Dear Ms. Massaro:

RAYNHAM OFFICE:

90 NEW STATE HIGHWAY

RAYNHAM, MA 02109

TEL. (508) 822-2813

FAX (508) 822-2832

Enclosed please find an original and nine copies of the following document:

1) Proposed Settlement Agreement between United Water Rhode Island, Inc. and the Division of Public Utilities and Carriers.

This Settlement Agreement is submitted for the Commission's review, and United Water and the Division request that the Commission approve this Settlement Agreement at the January 10, 2012 hearing. Please note that an electronic copy of this document has been provided to the service list. Also, please note that although the Town of South Kingstown is not a signatory to the Settlement Agreement, a copy of the Agreement was provided to South Kingstown prior to its execution.

Thank you for your attention to this matter.

Sincerely,

Joseph A. Keough Jr.

JAK/kf Enclosures STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS **PUBLIC UTILITIES COMMISSION**

IN RE: UNITED WATER RHODE ISLAND, INC.

DOCKET NO.: 4255

SETTLEMENT AGREEMENT

I. INTRODUCTION

United Water Rhode Island, Inc. (hereinafter "United Water") and the Division of

Public Utilities and Carriers (hereinafter "Division") (collectively, the "Parties") have

reached agreement on United Water's rate application filed on June 3, 2011. Thus, the

Parties jointly request that the State of Rhode Island Public Utilities Commission

(hereinafter "Commission") approve this Settlement Agreement.

II. RECITALS

1. On June 3, 2011, United Water filed a rate application pursuant to R.I.G.L § 39-3-11

and Part II of the Commission's Rules of Practice and Procedure.

2. United Water's proposed rates were designed to collect \$1,218,702 of additional

operating revenue to support a total cost of service of \$4,077,004. The impact of

this request would have resulted in a 43% increase in total cost of service. For a

typical residential customer, the impact of this request would have resulted in an

increase of \$6.54 per month or 34.9%. The proposed increase for non-residential

customers ranged from 68.6% to 69.8%. For wholesale customers, the proposed

increase was 25.9%. The proposed increase for municipal fire service was 100%, and

1

for private fire service customers, the proposed increase ranged from 39.5% to 61.0%.

- 3. United Water filed testimony and schedules from the following witnesses in support of its application:
 - a. Timothy J. Michaelson, Senior Director, United Water Management & Services, Inc.;
 - Thomas G. Lippai, Senior Regulatory Specialist, United Water Management & Services, Inc.;
 - c. Obioma (Obie) N. Ugboaja, Rate Analyst, United Water Management & Services, Inc.;
 - d. Stanley J. Knox, General Manager, United Water Rhode Island, Inc.;
 - e. Pauline M. Ahearn, Principal, AUS Consultants; and,
 - f. Christopher P.N. Woodcock, Woodcock & Associates, Inc.
- The Town of South Kingstown filed a Motion to Intervene in this Docket on June 22,
 2011. United Water did not object.
- The Town of South Kingstown did not submit any pre-filed written testimony in this
 Docket. South Kingstown did submit public comment at the September 15, 2011
 public hearing.
- 6. The Division investigated United Water's requested rate increase with assistance from its staff and outside expert consultants. The Division issued data requests and filed direct testimony from the following witnesses:
 - a. Thomas S. Catlin, Principal, Exeter Associates, Inc.;
 - b. Jerome D. Mierzwa, Principal, Exeter Associates, Inc.; and,

- c. Matthew I. Kahal
- The Parties engaged in settlement discussions after United Water submitted its rebuttal testimony.
- 8. The Parties gave due consideration to the testimony, exhibits, schedules, data requests, data responses, settlement discussions, and other documentation in this Docket and agreed to a comprehensive settlement that resolves all issues relating to United Water's application to increase rates.
- 9. The Parties agree that this Settlement Agreement is a just and reasonable resolution of the issues in this proceeding and jointly request its approval by the Commission.

III. TERMS OF SETTLEMENT

- 10. The Parties agree that the Joint Settlement Exhibits attached as Exhibit 1 (Schedules 1 16) and Exhibit 2 (Schedules 1 11) are accurate and reflect the Parties' agreement.
- 11. The agreed rates allow United Water to collect additional operating revenue in the rate year (Calendar Year 2012) in the amount of \$941,834 to support a total cost of service of \$3,817,598. This results in a 32.8% increase in total cost of service.
- 12. For a typical residential customer, the impact of this increase will result in an increase of \$4.46 per month or 23.8%. The proposed increase for non-residential customers will generally range from 53.0% to 53.9%. For wholesale customers the increase is 18.4%. The proposed increase for municipal fire service is 100% and for private fire service customers the proposed increase generally ranges from 39.5% to 62.0%.

IV. EFFECT OF SETTLEMENT

- 13. This Settlement Agreement is the result of a negotiated agreement. The Parties conducted the discussions that produced this Settlement Agreement with the explicit understanding that all offers of settlement and discussion relating thereto are and shall be privileged, shall be without prejudice to the position of any party or participant presenting such offer or participating in any such discussion, and are not to be used in any manner in connection with these or any other proceedings.
- 14. The Parties' agreement to the terms of this Settlement Agreement shall not be construed as an agreement to any matter of fact or law beyond the terms hereof. By entering into this Settlement Agreement, matters or issues other than those explicitly identified in this agreement have not been settled upon or conceded by any party to this Settlement Agreement, and nothing in this Settlement Agreement shall preclude any party from taking any position in any future proceeding regarding such unsettled matters.
- 15. This Settlement Agreement is the product of negotiation and compromise. The making of this Settlement Agreement does not establish any principle or precedent. This Settlement Agreement shall not be deemed to foreclose any party from making any contention in any future proceeding or investigation.
- 16. If the Commission rejects this Settlement Agreement, or modifies any provision herein, this Settlement Agreement shall be deemed withdrawn and shall be null and void in all respects.

IN WITNESS WHEREOF, the Parties agree that this Settlement Agreement is reasonable, in the public interest, in accordance with applicable law and regulatory policy, and is executed by their respective representatives, each being authorized to do so.

Dated at Pawtucket, RI this 22 day of December, 2011.

UNITED WATER

RHODE ISLAND, INC.

By its Attorney,

oseph A. Keough, Jr. #4925

KEOUGH & SWEENEY, LTD.

100 Armistice Boulevard

Pawtucket, RI 02860

Tel: (401)-724-3600

Dated at Providence, RI this 22Nd day of December, 2011.

DIVISION OF PUBLIC UTILITIES

AND CARRIERS, By its Attorney,

Karen Lyons, #6797

Special Assistant Attorney General

150 South Main Street

Providence, RI 02903

Tel: 401-274-4400, ext. 2403

Summary of Operating Income Rate Year Ended December 31, 2012

	C	Amount per Company at resent Rates	Division Adjustments		Amount per Division at Present Rates		Revenue Increase/ (Decrease)		Af	Amounts ter Revenue cr. / (Decr.)
Operating Revenues Metered Sales Fire Protection Other Operating Revenues	\$	2,569,432 252,568 36,302	\$	17,462	\$	2,586,894 252,568 36,302	\$	941,834	\$	3,528,728 252,568 36,302
Total Operating Revenues	\$	2,858,302	\$	17,462	\$	2,875,764	\$	941,834	\$	3,817,598
Operating Expenses O&M Expense Depreciation Expense Property Tax Payroll Rax Gross Receipts Tax Income before Income Taxes Current Income Taxes	\$	1,877,083 510,632 271,022 56,446 35,729 107,390 (159,075)	\$	(64,305) (8,434) (692) 218 90,675 34,651	\$	1,812,778 502,198 271,022 55,754 35,947 198,066 (124,423)	\$	2,426 - - - 11,773 927,635 324,672	\$ 	1,815,204 502,198 271,022 55,754 47,720 1,125,701 200,249
Deferred Federal Income Taxes Amortization of ITCs		83,486 (4,668)		2,952		86,438 (4,668)				86,438 (4,668)
Total Operating Expenses	\$	2,670,655	\$	(35,610)	\$	2,635,045	\$	338,871	\$	2,973,916
Utility Operating Income	\$	187,647	\$	53,072	\$	240,719	\$	602,963	\$	843,682
Rate Base	\$	11,073,931			\$	10,872,191			\$	10,872,191
Rate of Return		1.69%				2.21%				7.76%

Determination of Revenue Increase Rate Year Ended December 31, 2012

		F	Amount Per Division	Amount per Division Source
Proposed Rate Base		\$	10,872,191	Ex. 1 (JS) Sch. 2
Required Rate of Return			7.76%	
Net Operating Income Required		\$	843,682	
Net Operating Income at Present Rates			240,719	Ex. 1 (JS) Sch. 1 page 1
Net Income Surplus/(Deficiency)		\$	(602,963)	
Revenue Multiplier (2)			1.5620102	
Base Rate Revenue Increase		\$	941,834	
Verification Revenue Increase/(Decrease) PUC Assessment Gross Receipts Tax Federal Taxable Income Federal Income Tax Net Income	0.25759% 1.25% 35.00%	\$ \$ \$	941,834 2,426 11,773 927,635 324,672 (602,963)	
Notes: (1) Per Exhibit 3 (Michaelson), Schedu (2) Calculation of Conversion Factor Revenues PUC Assessment Gross Receipts Tax Net Federal Taxable Income Federal Income Tax Revenue Conversion Factor Revenue Multiplier	le 10.		1.000000 0.002576 0.012500 0.984924 0.344723 0.6402007 1.56201025	

Summary of Rate Base Rate Year Ended December 31, 2012

<u>Description</u>	Amount per Company (1)	Division estments (2)	Adjusted Per Division		
Utility Plant in Service Less: Accumulated Depreciation and Amortization	\$ 22,270,513 (6,213,068)	\$ 198,000 5,982	\$	22,468,513 (6,207,086)	
Net Utility Plant in Service	\$ 16,057,445	\$ 203,982	\$	16,261,427	
Materials and Supplies	103,664	(15,575)		88,089	
Cash Working Capital Deferred Tank Painting (net of Deferred Income Tax)	235,028 147,639	(12,866) (57,461)		222,162 90,178	
Deferred Rate Case Expense	272,756	(272,756)		-	
Total Additions	\$ 759,087	\$ (358,657)	\$	400,430	
Contributions in Aid of Construction Accumulated Deferred Income Taxes Unamortized ITCs Unfunded FAS 106 (net of Deferred Income Tax) Total Deductions	\$ (3,596,531) (1,534,287) (98,414) (513,369) (5,742,601)	\$ (47,066) - (47,066)	\$	(3,596,531) (1,581,353) (98,414) (513,369) (5,789,667)	
Total Rate Base	\$ 11,073,931	\$ (201,740)	\$	10,872,191	

- (1) Per Exhibit 3 (Michaelson), Schedule 1, page 4 of 4.
- (2) Refer to page 2 of this Schedule.

Summary of Adjustments to Rate Base Rate Year Ended December 31, 2012

	 Amount	Source
Rate Base per Company Filing	\$ 11,073,931	Per Exhibit 3, Schedule 1, page 4
Division Adjustments		
Indian River Transmission Main	198,000	Response to Div. 2-30
Materials and Supplies	(15,575)	Ex. 1 (JS) Sch. 5
Cash Working Capital	(12,866)	Ex. 1 (JS) Sch. 6
Deferred Tank Painting	(57,461)	Ex. 1 (JS) Sch. 7
Deferred Rate Case	(272,756)	Refer to Testimony
Accumulated Deferred Income Taxes	(44,972)	Ex. 1 (JS) Sch. 8
CIS Amortization Changes	 3,888	Ex. 1 (JS) Sch. 15
Total Division Adjustments	\$ (201,740)	
Division Adjusted Rate Base	\$ 10,872,191	

Summary of Adjustments to Net Income Rate Year Ended December 31, 2012

	 Amount	Source
Net Income per Company	\$ 187,647	Exhibit 3 (Michaelson), Schedule 10
<u>Division Adjustments</u>		
Update to Units of Service per Div. 4-9 Supplemental	11,179	See Note (1)
Incentive Compensation-Company Employees	7,166	Ex. 1 (JS) Sch. 9
Incentive Compensation-UWM&S Fees	11,895	Ex. 1 (JS) Sch. 10
Benefits Transferred Out	701	Ex. 1 (JS) Sch. 11
Corrected Medical Benefits	5,155	Ex. 1 (JS) Sch. 12
Rate Case Amortization	17,360	Ex. 1 (JS) Sch. 13
Other Outside Services	-	Ex. 1 (JS) Sch. 14
CIS Amortization	5,482	Ex. 1 (JS) Sch. 15
Interest Synchronization	 (5,867)	Ex. 1 (JS) Sch. 4
Total Division Adjustments to Net Income	\$ 53,072	
Net Income Per Division	\$ 240,719	

Note:

(1) Reflects correction to billing determinats er Supplemental Response to Div. 4-9. Revenues at present rates calculated on Schedule 11 of Settlement Exhibit 2.

Summary of Adjustments to Net Income Rate Year Ended December 31, 2012

	 Revenues	 O&M Expenses	epreciation Expense	Taxes ther Than Dincome	Inc	Current Federal come Taxes	F	eferred Federal ome Taxes	Amo	ITC rtization	 Net Operating Income
Net Income per Company	\$ 2,858,302	\$ 1,877,083	\$ 510,632	\$ 363,197	\$	(159,075)	\$	83,486	\$	(4,668)	\$ 187,647
<u>Division Adjustments</u>											
Update to Units of Service per Div. 4-9 Supplemental Incentive Compensation-Company Employees Incentive Compensation-UWM&S Fees Benefits Transferred Out Corrected Medical Benefits Rate Case Amortization Other Outside Services CIS Amortization Interest Synchronization	17,462	45 (10,332) (18,301) (1,078) (7,931) (26,708)	(8,434)	218 (692)		6,020 3,858 6,405 377 2,776 9,348 - 2,952 5,867		- - - - - -		- - - - - -	11,179 7,166 11,895 701 5,155 17,360 - 5,482 (5,867)
Total Division Adjustments	\$ 17,462	\$ (64,305)	\$ (8,434)	\$ (474)	\$	37,603	\$	-	\$	-	\$ 53,072
Division Adjusted Net Income	\$ 2,875,764	\$ 1,812,778	\$ 502,198	\$ 362,723	\$	(121,472)	\$	83,486	\$	(4,668)	\$ 240,719

Calculation of Current Income Tax Rate Year Ended December 31, 2012

	С	Amount per company at resent Rates (A)	Division Adjustments (B)		Adjusted per Division at Present Rates (C)		Revenue Increase/ (Decrease) (D)		Amounts After Revenue Increase (E)	
Operating Revenue	\$	2,858,302	\$	17,462	\$	2,875,764	\$	941,834	\$	3,817,598
O&M Expense Depreciation Expense Property Tax Payroll Rax		1,877,083 510,632 271,022 56,446		(64,305) (8,434) - (692)		1,812,778 502,198 271,022 55,754		2,426		1,815,204 502,198 271,022 55,754
Gross Receipts Tax Operating Income Before Income Taxes	\$	35,729 107,390	\$	218 90,675	\$	35,947 198,066	\$	11,773 927,635	\$	47,720 1,125,701
Interest Expense	Φ	323,359	Φ	(16,763)	Φ	306,596	Φ	927,633	Φ	306,596
Exceess Tax Depreciation		238,531		8,434		246,965				246,965
Current Federal Taxable Income		(454,500)		99,004		(355,496)		927,635		572,139
Federal Income Tax at 35% Deferred Federal Income Tax Investment Tax Credit Amortization	\$	(159,075) 83,486 (4,668)	\$	34,651 2,952 -	\$	(124,423) 86,438 (4,668)	\$	324,672 - -	\$	200,249 86,438 (4,668)
Total Federal Income Tax	\$	(80,257)	\$	37,603	\$	(42,654)	\$	324,672	\$	282,019
Notes: (1) Calculation of Interest Deduction	Φ.	44.070.004			Φ.	40.070.404			Φ.	40.070.404
Rate Base Weighted Cost of Debt	\$	11,073,931 2.92%			\$	10,872,191 2.82%			\$	10,872,191 2.82%
Interest Deduction	\$	323,359	\$	(16,763)	\$	306,596			\$	306,596
Federal Income Tax Effect at 35% Interest Synchronization Adjustment			\$	5,867 5,867						

Adjustment to Materials and Supplies to Reflect Most Recent 13 Month Average Balance Rate Year Ended December 31, 2012

	Balance (1)		
August September October November December January 2011	\$	101,586 101,027 108,169 85,305 86,030 77,218	
February March April May June		92,724 87,121 84,078 83,025 75,377	
July August		83,889 79,871	
Average Balance	\$	88,109	
Balance per Company		103,684	
Adjustment to Balance of Materials & Supplies	\$	(15,575)	

⁽¹⁾ Per Exhibit 3 (Michaelson), Schedule 1 and the response to Div. 2-3.

Cash Working Capital Analysis Rate Year Ended December 31, 2012

	Expense Amount	Vorking Capital
O&M Expense per Company (1)	1,880,222	235,028
Division Adjustments (2)		
Exclude Tank Painting Amortization	(38,574)	(4,822)
Incentive Compensation-Company Employees	(10,332)	(1,292)
Incentive Compensation-UWM&S Fees	(18,301)	(2,288)
Benefits Transferred Out	(1,078)	(135)
Corrected Medical Benefits	(7,931)	(991)
Rate Case Amortization	(26,708)	(3,339)
Other Outside Services	-	-
Adjustment to Cash Working Capital		(12,866)
Cash Working Capital Per Division		\$ 222,162

- (1) Per Exhibit 3 (Michaelson), Schedule 1, page 4 of 4.
- (2) Reflects exclusion of tank painting amortization and Division adjsustments as summarized on Ex. 1 (Joint Settlement) Sch. 3.

Adjustment to Deferred Tank Painting Costs Rate Year Ended December 31, 2012

	 Amount
Average Balance Ber Company	
Deferred Tank Painting	\$ 227,137
Accumulated Deferrred Income Taxes	79,498
Net Balance per Company	\$ 147,639
Adjustment to Reflect Amortization from Completion	
Monthly Amortization for Howland Aerator and Sherman Tanks	1,964
Months from May 2008 through January 31, 2012	 45
Additional Amortization	\$ 88,401
Accumulated Deferred Income Tax Effect	30,940
Net Reduction in Balance	\$ 57,461
Adjusted Balance per Division	
Deferred Tank Painting	138,736
Accumulated Deferrred Income Taxes	 48,558
Net Balance per Division	\$ 90,178

Adjustment to Accumulated Deferred Income Taxes to Reflect Federal Bonus Deprecaiton Rate Year Ended December 31, 2012

	 Amount
Increase in ADIT Balance due to Bonus Depreciation (1)	
December 2011	\$ 37,454
January 2012	45,598
February	45,598
March	45,598
April	45,598
May	45,598
June	45,598
July	45,598
August	45,598
September	45,598
October	45,598
November	45,598
December	 45,598
13 Month Average Increase	\$ 44,972

Note:

(1) Per response to Div. 6-1.

Adjustment to Company Incentive Compensation Expense Rate Year Ended December 31, 2012

		12 Base alary (1)	Historal Incentive Payment % (2)	Non Financial Percentage (3)	Ir	coverable ncentive npensation		
Supervisor Superindentent	\$ \$	64,277 78,632	5.00% 7.55%	60.00% 60.00%	\$	1,928 3,562		3,214 7,863
Manager UWRI Total	\$	99,695	12.45%	60.00%	\$	7,447 12,938	_	14,954 26,031
Amount per Company (1)						26,031		
Reduction in Total Eligible Incentive Co	mpen	sation			\$	(13,093)		
Amount Charged to Capital at 21.09% (1))					(2,761)		
Adjustment to O&M Expense					\$	(10,332)		
Adjustment to FICA Taxes at 7.65%						(692)		
Total Adjustment to Rate Year Expense					\$	(11,024)		

- (1) Amounts per Exhibit 4 (Lippai), Schedule 2A, page 1 of 4.
- (2) Percentages per Exhibit 4 (Lippai), Schedule 2A, page 1 of 4, multiplied by historical ratio of actual bonus to target bonus for Superintendent and Manager.

Adjustment to Incentive Compensation included in UWM&S Fees Rate Year Ended December 31, 2012

	Amount	
UWM&S Incentive Compenstion attributable to Meeeting Corporate Financial Goals (1)	\$	(17,000)
FICA Taxes at 7.65%		(1,301)
Adjustment to Rate Year UWM&S Fees	\$	(18,301)

Note:

(1) Per response to Div. 8-1.

Adjustment to Include OPEB Transition Obligation In Determination of Benefits Transferred Out Rate Year Ended December 31, 2012

	Amount	
OPEB Transition Obligation (1)	\$	5,113
Percentage of Benfiets Transferred Out (2)		21.09%
Adjustment to Operating Expense	\$	(1,078)

- (1) Amount per response to Div. 6-5.
- (2) Per Exhibit 4 (Lippai), Schedule 3A, page 1 of 1.

Adjustment to Medical Benefits Expense Rate Year Ended December 31, 2012

	Amount r Fliling (1)	_	corrected mount (2)	Ac	ljustment
Medical Waiver Payments	\$ 2,000	\$	3,000	\$	1,000
Health, Dental and Vision Insurance	118,851		107,800		(11,051)
Adjustment to Operating Expense	\$ 120,851	\$	110,800	\$	(10,051)
Amount Charged to Capital at 21.09% (3)					(2,120)
Adjustment to O&M Expense				\$	(7,931)

- (1) Per Exhibit 4 (Lippai), Schedule 8 and 8A, page 1 of 1.
- (2) Per response to Div. 2-23.
- (3) Per Exhibit 4 (Lippai), Schedule 3A, page 1 of 1.

Adjustment to Rate Case Expense Rate Year Ended December 31, 2012

	 Amount
Projected Rate Case Expense (1)	\$ 320,500
Settled Amortization Period -Years	4
Annual Amortization Expense	\$ 80,125
Amortization per Company (1)	 106,833
Adjustment to Amortization Expense	\$ (26,708)

Note:

(1) Per Exhibit 4 (Lippai), Schedule 13.

Adjustment to Outside Services Expense Rate Year Ended December 31, 2012

	A	mount
Increase in Other Outside Services per Company (1)	\$	4,403
Amount Per Division (2)		4,403
Adjustment to Outside Services Expense	\$	-

- (1) Per Exhibit 4 (Lippai), Schedule 15A.
- (2) Refer to testimony.

Adjustment to CIS Amortization Expense Rate Year Ended December 31, 2012

	 \mount
CIS Investment (1)	\$ 472,333
Settled Amortization Period - Years	 8
Annual Amortiztion Expense per Division	\$ 59,042
Amortization Expense per Company (1)	67,476
Adjustment to Amortization Expense	\$ (8,434)
Rate Year Accumulated Depreciation per Settled Amount (2)	\$ 41,877
Rate Year Accumulated Depreciation per Company (1)	\$ 47,859
Adjustment to Accumulated Depreciation	\$ (5,982)
Deferred Income Tax Effect of Reduction in Accumulated Depr. at 35%	\$ 2,094
Net Adjustment to Rate Base	\$ 3,888

- (1) Per Exhibit 3 (Michaelson), Schedule 3, page 13.
- (2) Calculated using Excel version of Exhibit 3, Schedule 3 with 8 year life.

Capital Structure and Rate of Return Rate Year Ended December 31, 2012

Capital Source	Capitalization Ratio	Cost Rate	Weighted Cost Rate
Common Equity	50.13%	9.85%	4.94%
Short Term Debt	4.04%	1.10%	0.04%
Long-Term Debt	45.83%	6.07%	2.78%
Total	100.00%	•	7.76%