

199—32.3(476) Proposal for reorganization—filing requirements. Any person who intends to accomplish a reorganization shall file supporting testimony and evidence with its proposal for reorganization, including but not limited to the following information:

32.3(1) General information.

a. A statement of the purposes of the reorganization and a description of the events that led to the reorganization.

b. An analysis of the alternatives to the proposed reorganization that were considered and their impact on rates and services, if any.

32.3(2) Reorganization details.

a. Written accounting policies and procedures for the subsequent operation, including the type of system of accounts to be used.

b. The situs of the books and records of the public utility after reorganization and their availability to the commission.

c. A description of the proposed accounting to be utilized in any transfer of assets necessary to accomplish reorganization.

d. The proposed method for:

(1) Accounting for and allocating officers' time between the public utility and any affiliates, and

(2) Compliance with the commission's rules on affiliate transactions and relationships.

e. Copies of all contracts that directly relate to the reorganization and a summary of any unwritten contracts or arrangements verified by an officer of the operating company.

f. Before and after organizational charts for the affected public utility and affiliates, including staffing changes.

g. A statement of any proposed physical removal of assets from the commission's jurisdiction to another jurisdiction or removal or transfer of assets from a regulated to a nonregulated environment.

32.3(3) Financial details.

a. An analysis of whether the affected public utility's ability to attract capital on reasonable terms, including the maintenance of a reasonable capital structure and corporate financial integrity, is impaired.

b. A description of the financing components of the proposed reorganization.

c. Information concerning the funding provided to any new entity.

d. Current and proposed reorganization balance sheets and capital structures.

e. Stockholder annual reports for two years preceding the year of filing for all affected companies.

f. Stockholder quarterly reports for the two quarters just prior to the date of the filing and any subsequent reports as they become available during the proceeding, for all affected companies.

g. The major credit rating agencies' reports for two years preceding the filing date of the merger and updates as they become available during the proceeding, for all affected companies.

h. Any proxy statement to the stockholders regarding the proposed reorganization. If such is not available at time of filing, a preliminary statement will be filed, followed by the final statement when available.

32.3(4) Impact of reorganization.

a. A cost-benefit analysis that describes the projected benefits and costs of reorganizing, including identification of source data. The benefits and costs should be quantified in terms of present value.

b. An analysis of the projected financial impact of the proposed reorganization on the ratepayers of the affected public utilities for the first five years after reorganization.

c. An analysis of the effect on the public interest. "Public interest" means the interest of the public at large, separate and distinct from the interest of the public utility's ratepayers. The analysis should include a discussion of the reorganization's impact on the economy of the state and the communities where the utility is located.

If more than one public utility is involved in a reorganization, an analysis shall be submitted for all public utilities involved.

32.3(5) Effect on service and reliability.

a. A report on quality of service and reliability levels of utility services for each of the five years prior to the year of filing, for all affected companies.

b. A detailed statement on how the proposed reorganized entity will maintain or enhance service and reliability, including any investment or operational plans that are available.

32.3(6) If any information required by these subrules is not applicable to the type of reorganization being proposed, the applicant shall state the reason(s) why the particular information is not applicable to the proposal.

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