



**Golden State**  
Water Company

A Subsidiary of American States Water Company

September 30, 2013

California Public Utilities Commission, Division of Water and Audits  
Attn: Rami Kahlon  
505 Van Ness Avenue  
San Francisco, CA 94102-3298

Re: Golden State Water Company Attestation Audit of Affiliate Transaction Rules

Dear Mr. Kahlon:

In compliance with Affiliate Transaction Rule VIII.E as adopted in Decision 10-10-019 on October 14, 2010, enclosed is a copy of the Golden State Water Company Attestation Audit of Affiliate Transaction Rules. Rule VIII.E requires an independent audit and reads:

**Independent Audits.** *Commencing in 2013, and biennially thereafter, the utility shall have an audit performed by independent auditors in the sum of all unregulated affiliates' revenue during the last two calendar years exceeds 5% of the total revenue of the utility and all of its affiliates during that period. The audits shall cover the last two calendar years which end on December 31, and shall verify that the utility is in compliance with these Rules. The utility shall submit the audit report to the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates no later than September 30 of the year in which the audit is performed. The Division of Water and Audits shall post the audit reports on the Commission's web site. The audits shall be at shareholder expense.*

The report covers the period of June 30, 2011 to December 31, 2012 and it was conducted by an independent consulting firm.

If you have any questions, please call John Garon at (909) 394-3600, extension 679.

Thank you,

**Keith Switzer**  
Vice President of Regulatory Affairs,  
Golden State Water Company



Golden State Water  
Company

Final Report

Attestation Audit of  
Affiliate Transaction Rules  
for the Period June 30,  
2011 to December 31,  
2012



August 30, 2013

August 30, 2013

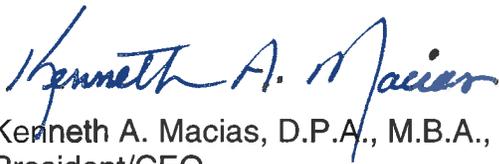
Mr. Keith Switzer  
Vice President for Regulatory Affairs  
Golden State Water Company  
630 East Foothill Blvd.  
San Dimas, CA 91773

Dear Mr. Switzer:

Enclosed is our final report of Golden State Water Company's compliance with California Public Utilities Commission's Rules for Water and Sewer Utilities Regarding Affiliate Transactions, adopted in D. 10-10-019 and as modified in D.11-10-034 and D.12-01-042. This report summarizes information collected by Macias Consulting Group, Inc. in July 2013.

We would like to thank all personnel for their assistance and cooperation during the audit. Their collective interest, cooperation, and dedication greatly enhanced the results of this project.

Sincerely,



Kenneth A. Macias, D.P.A., M.B.A., CPA  
President/CEO  
Macias Consulting Group, Inc.

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LOS ANGELES

NEWPORT BEACH

SAN DIEGO

SEATTLE

## Independent Accountant's Report

We have examined Golden State Water Company's compliance with California Public Utilities Commission's Standard Rules and Procedures for Water and Sewer Utilities Governing Affiliate Transactions and the Use of Regulated Assets for Non-Tariffed Utility Services during the period June 30, 2011 through December 31, 2012. Management is responsible for Golden State Water Company's compliance with those requirements. Our responsibility is to express an opinion on Golden State Water Company's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about Golden State Water Company's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on Golden State Water Company's compliance with specified requirements.

In our opinion, Golden State Water Company complied, in all material respects, with the aforementioned requirements for the period June 30, 2011 through December 31, 2012.

This report is intended solely for the information and use of Golden State Water Company and the California Public Utilities Commission and is not intended to be and should not be used by anyone other than these specified parties.

*Macias Consulting Group, Inc.*  
Macias Consulting Group, Inc.  
Sacramento, California

August 30, 2013

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## Executive Summary

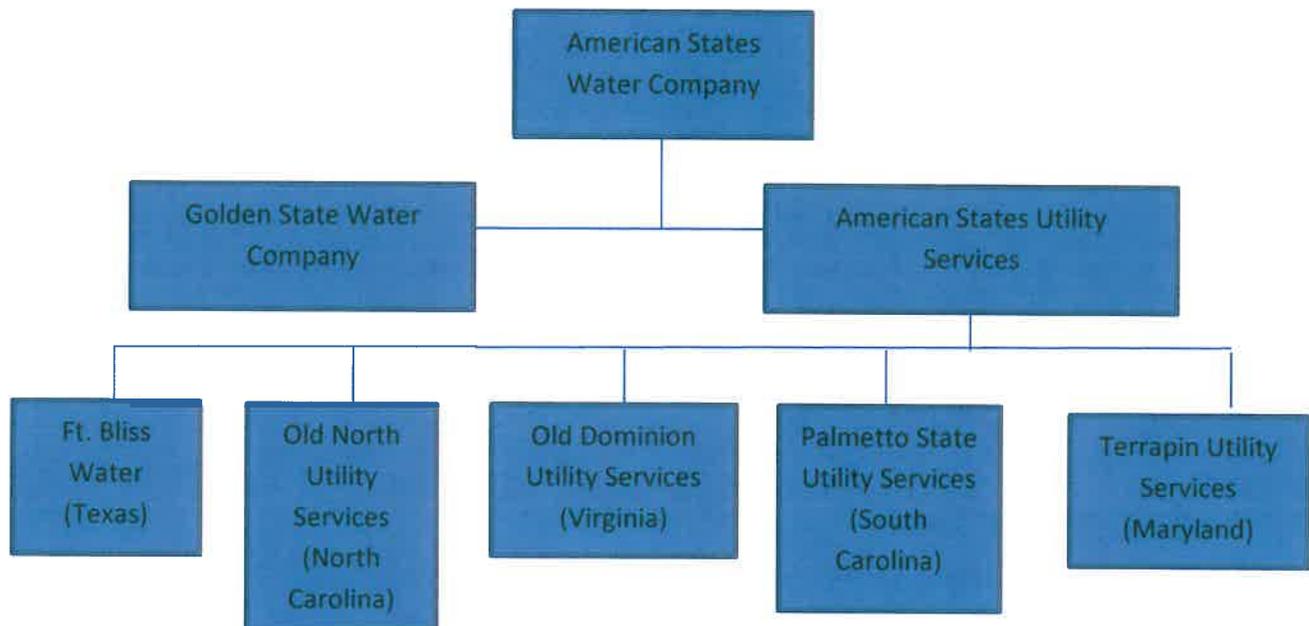
This audit addressed Golden State Water Company's (GSWC) compliance with the California Public Utilities Commission's (Commission) directives regarding its Rules and Procedures for Water and Sewer Utilities Regarding Affiliate Transactions and the Use of Regulated Assets for Non-Tariffed Utility Services (Rules). Our examination found that GSWC complied with all Rules except for Rule X.E and partial noncompliance with Rule IV.C. The details of these noncompliance issues are included in Appendix A.

## Background

In October 2010, the Commission adopted Decision (D.) 10-10-019, which provided Class A and B water utilities with a set of rules governing affiliate transactions. Up to that point, some water utilities were operating under Commission affiliate transaction rules designed primarily for the establishment of holding companies. The Commission adopted these affiliate transaction rules to provide "consistent and understandable rules for all subject water and sewer utilities." The Commission further stated in the Decision that "our newly adopted rules address our goals of protecting ratepayers, ensuring the financial health of the utility, and preventing anti-competitive behavior in the competitive marketplace."

Subsequently, D.11-10-034 and D.12-01-042 were issued to modify the Rules. The Rules took effect on June 30, 2011.

GSWC is wholly owned by its parent company American States Water Company (AWR). AWR also owns American States Utility Services (ASUS), which provides water and/or wastewater operation and maintenance services to a number of military bases outside of California, shown as follows:



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## Audit Purpose and Objective

The purpose of this audit is to comply with the audit requirements of Rule VIII.E, which requires each utility to engage an independent auditor biennially to verify compliance with the Rules. The Commission's guidance states that the first audits should begin in 2013 and are due by September 30 of the year in which the audit is performed. Macias Consulting Group (MCG) was selected by GSWC to conduct the audit.

## Audit Scope and Methodology

Since the Rules did not go into effect until June 30, 2011, the audit period covered by this first audit is June 30, 2011 through December 31, 2012. The audit fieldwork consisted of interviews, research, data analysis, observations and sample testing, conducted generally at GSWC's headquarters in San Dimas, CA during the period July 8, 2013 through July 31, 2013. Appendix A describes the audit methodology used to determine GSWC's compliance with each Rule.

## Audit Findings and Conclusions

Appendix A details the findings and conclusions for each Rule, which consists of sub-rules that provide the specific criteria. GSWC, in response to Rule VIII.C prepared a biennial compliance plan, which describes the procedures in place to ensure compliance with the Rules. We have provided GSWC's response to the compliance plan for each sub-rule, followed by MCG's conclusions and comments.

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## Appendix A – Audit Methodology, Findings and Conclusions

### *Rule I – Jurisdiction and Applicability*

Rule I.A – These Rules apply to all Class A and Class B California public utility water and sewer corporations or companies subject to regulation by the California Public Utilities Commission.

GSWC Compliance Plan: GSWC affirms that as a Class A water utility subject to Commission regulation; these Rules apply to it and its employees.

MCG Conclusion: Commission directives classify utilities as Class A if the utility serves 10,000 or more customers. GSWC serves over 255,000 customers in California.

Rule I.B – These Rules apply to transactions between a Commission-regulated utility and another affiliated entity that is engaged in the provision of products that use water or sewer services or the provision of services that relate to the use of water or sewer services, including the utility's parent company, and to the utility's use of regulated assets for non-tariffed utility services, unless specifically modified or exempted by the Commission. Transactions between a Commission-regulated utility and an affiliated utility regulated by a state regulatory commission (whether the utility is located in California or elsewhere) are exempt from these Rules, except for provisions of Rule IV.B and Rule X.

GSWC Compliance Plan: GSWC's affiliate, American States Utility Services, Inc. (ASUS), only operates water and wastewater systems outside of California and is regulated by the Public Utilities Commission in each state where it provides water and/or wastewater service; and therefore is exempt under Rule I.B. GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule IV.B and Rule X. Further, GSWC maintains a current list of covered affiliates, which contains a list of all affiliates of GSWC, as defined in Rule II.E. and for each affiliate a description of its purposes or activities, and the applicability of the Rules to the affiliates. GSWC reserves the right to reclassify an affiliate as the activities of that affiliate dictate.

MCG Conclusion: While GSWC makes a compelling case that ASUS is exempt from the rules because its subsidiaries operate outside of California and are regulated by the states they operate in, GSWC has, nonetheless, taken a conservative approach and is treating ASUS as if they were not exempt. Therefore, we conducted the compliance audit as if ASUS was not exempt from the Rules.

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Rule I.C - Utilities shall comply with all applicable State and Federal statutes, laws and administrative regulations.

GSWC Compliance Plan: GSWC affirms that it is in compliance with all applicable State and Federal statutes, laws and administrative regulations to which it is subject.

MCG Conclusion: GSWC believes it is complying with existing laws as demonstrated by the fact that they are continually audited by federal and state agencies, their public accounting firm and their Internal Audit Department with no serious deficiencies reported. We reviewed their annual financial audits for 2011 and 2012 and found that each year GSWC received an unqualified opinion that the financial statements present fairly the financial position of the company. Additionally, we reviewed a number of water quality reports, which showed GSWC to be in compliance with federal and state standards and we spoke with the Internal Audit Manager. After reviewing these reports and sources we have no reason to believe that GSWC's statement of compliance in Rule I.C is not accurate.

Rule I.D - Existing Commission rules for each utility and its parent company continue to apply except to the extent they conflict with these Rules. In such cases, these Rules supersede prior rules and guidelines, provided that nothing herein shall preclude (1) the Commission from adopting other utility-specific guidelines; or (2) a utility or its parent company from adopting other utility-specific guidelines, with advance Commission approval through Decision or Resolution. In the case of ambiguity regarding whether a conflict exists, there shall be a rebuttable presumption that these Rules apply.

GSWC Compliance Plan: GSWC notes that its Holding Company Rule 14 allowed debt of the holding company or affiliates to be guaranteed by the utility with prior approval by the Commission. Rule VII.D forbids the debt of the holding company or affiliates to be guaranteed by the utility. Rule VII.F adopts Holding Company Rules 12, 13, 15 and 16. Holding Company Rule 15 requires approval of issuance of holding company or affiliate debt if guaranteed by the Utility yet Affiliate Transaction Rule (ATR) VII.D forbids the debt of the holding company to be guaranteed by the utility. This appears to be a conflict. GSWC will abide by ATR VII.D.

MCG Conclusion: See our discussion of Rule VII.D later in this report.

Rule I.E - Where these Rules do not address an item currently addressed in a utility's existing rules imposed by this Commission, which govern that utility's transactions with its affiliate(s) or its use of regulated assets for non-tariffed utility services, the existing utility-specific rules continue to apply for that item only.

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GSWC Compliance Plan: GSWC notes that the following Holding Company Rules are not specifically addressed in Affiliate Transaction Rules:

11. Capital Requirements. The capital requirements of the Utility shall be given first priority by the Utility's board of directors and, consistent with its fiduciary responsibilities, by the holding company's board of directors, as well.

20. Unregulated Operations And Transfer Of Employees. (d) The Utility shall endeavor to transfer to its affiliates any employee, whose primary responsibility is to conduct unregulated operations, taking into consideration the Utility's obligations to any such employee, its obligations under any contract with its unions or others, and the cost of providing comparable terms of employment.

23. Transfer of Intangible Assets and Goods from the Utility. Any transfer without monetary consideration of any intangible asset or good from the Utility to any affiliate shall be priced at cost or fair market value, whichever is higher, if the asset or good is currently, or was at any time, included in the Utility's rate base, including (a) any asset or good booked to plant held for future use that is currently, or was at any time, included in the Utility's rate base or (b) any asset or good to which the Utility's ratepayers have contributed any carrying or operating cost. Any gain resulting from the transfer of any such asset or good shall be allocated in accordance with applicable provisions of the Public Utilities Code and policies of the Commission. Absent any change in the applicable policy of the Commission or provision of the Public Utilities Code, all gain from the transfer of any such asset or good without monetary consideration shall be allocated to ratepayers.

24. For the purposes of this settlement, intangible assets and goods shall mean all intellectual property (whether such property constitutes patents, trademarks, service marks, copyrights, or any other intellectual property). GSWC will continue to abide by these Holding Company Rules.

MCG Conclusion: GSWC appears to be in compliance with Rule I.E. Capital requirements (Holding Company Rule 11) are given a high priority by the Board of Directors and the Board's Audit Committee. We reviewed GSWC's Annual Capital Budget Report, which is prepared annually and approved by the Board's Audit Committee. We also observed that Audit Committee meeting agendas include a presentation on the status of GSWC's capital budget. Through discussions and a review of GSWC organization charts, we determined that there are no GSWC employees whose primary responsibilities include unregulated operations (Holding Company Rule 20). Concerning intangible assets (Holding Company Rules 23 and 24), we determined

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that both AWR and GSWC hold and annually amortize intangible assets; however, there were no assets of this class transferred during the period under audit.

Rule I.F - These Rules do not preclude or stay any form of civil relief, or rights or defenses thereto, that may be available under state or federal law.

GSWC Compliance Plan: GSWC affirms that these Rules do not preclude or stay any form of civil relief, or rights or defenses thereto, that may be available under state or federal law.

MCG Conclusion: GSWC affirms the Rule. Our inquiries and testing did not reveal any instances of non-compliance with this Rule.

Rule I.G - A California utility that is also a multi-state utility and subject to the jurisdiction of other state regulatory commissions, may file an application with this Commission, served on all parties to this proceeding and its most recent general rate case, requesting a limited exemption from these Rules or a part thereof, for transactions between the utility solely in its capacity serving its jurisdictional areas wholly outside of California, and its affiliates if such out-of-state operations do not substantially affect the utility's operations and the operating costs inside California. The applicant has the burden of proof.

GSWC Compliance Plan: Rule I.G does not apply to GSWC.

MCG Conclusion: We agree that Rule I.G does not apply to GSWC since it only operates as a regulated utility within the State of California.

Rule I.H - A California utility's affiliates that operate entirely outside of California are exempt from Rule III.B and Rule III.C of these Rules, for transactions between the utility and such affiliates, if the affiliates' operations do not substantially affect the utility's operations and the operating costs inside California.

GSWC Compliance Plan: GSWC's affiliate, ASUS, only operates water and wastewater systems outside of California and is regulated by the Public Utilities Commission in each state where it provides water and/or wastewater service. GSWC provides Corporate Support for ASUS and ASUS pays GSWC for services rendered. ASUS' operations, as noted in Rule I.H, do not substantially affect the utility's operations and therefore, GSWC considers ASUS exempt under Rule I.H, from Rule III.B and Rule III.C.

MCG Conclusion: We agree with GSWC's response based on our review of the corporate support provided by GSWC to ASUS as outlined in Rule V (Shared Corporate Support). The corporate support provided by GSWC to ASUS is allowed under Rule V and the costs related to such services are allocated to ASUS as provided for under Rule IV.B.

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Rule I.I - These Rules shall be interpreted broadly, to effectuate the Commission's stated objectives of protecting consumer and ratepayer interests and, as an element thereof, preventing anti-competitive conduct.

GSWC Compliance Plan: GSWC affirms that, for its particular circumstances, application of these Rules, broadly interpreted, will protect consumer and ratepayer interests and will prevent anti-competitive conduct.

MCG Conclusion: It is the Commission's view that the Rules, broadly interpreted, should always lean in favor of the ratepayer. GSWC affirms this Rule. MCG has not observed any actions taken by GSWC that would lead us to believe GSWC does not affirm this Rule as attested to by them.

## *Rule II. Definitions*

### II.A "Parent company" or "parent"

"Parent company" or "parent" is the entity, including a holding company or corporation that owns, or has substantial operational control (as defined in Rule II.E) of, the regulated utility.

### II.B "Utility"

"Utility" (unless specified as a water utility) refers to all water utilities and sewer utilities regulated by the Commission.

### II.C "Water utility"

"Water utility" refers to all water utilities regulated by the Commission.

### II.D "Sewer utility"

"Sewer utility" refers to all sewer utilities regulated by the Commission.

### II.E "Affiliate"

"Affiliate" means any entity whose outstanding voting securities are more than 10 percent owned, controlled, directly or indirectly, by a utility, by its parent company, or by any subsidiary of either that exerts substantial operational control.

For purposes of these Rules, "substantial operational control" includes, but is not limited to, the possession, directly or indirectly of the authority to direct or cause the direction of the management or policies of a company. A direct or indirect voting interest of more than 10 percent by the utility in an entity's company creates a rebuttable presumption of substantial operational control.

For purposes of these Rules "affiliate" includes the utility's parent company, or any company that directly or indirectly owns, controls, or holds the power to vote more than 10 percent of the outstanding voting securities of a utility or its parent company.

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Regulated subsidiaries of a utility, the revenues and expenses of which are subject to regulation by the Commission and are included by the Commission in establishing rates for the utility, are not included within the definition of affiliate for the purpose of these Rules. However, these Rules apply to all interactions any such regulated subsidiary has with other affiliated unregulated entities covered by these Rules.

For the purposes of this Rule, "affiliate" shall not include a mutual water company, a joint powers authority, other governmental or quasi-governmental agency or authority, a public/private partnership, a watermaster board, a water basin association, or a groundwater management authority in which a utility participates or in which a utility is a member or shareholder.

GSWC Compliance Plan: GSWC affirms and applies these definitions in the administration of its procedures, mechanisms and policies for ensuring compliance with these rules. This rule excludes the following entities from the definition of affiliate, with which GSWC has business relationships, and over which it exercises some degree of influence or control:

- American River (Folsom rights)
- Bear Valley Electric Services (which is a division of GSWC)
- Central Basin Water Association
- Central Coast Water Authority
- Chino Basin Watermaster
- Covina Irrigating Company
- Los Osos Groundwater Basin
- Main San Gabriel Basin Watermaster
- Mojave Basin Watermaster
- Mojave Water Agency
- Nipomo Mesa Management Area
- Ojai Basin Groundwater Management Agency
- Orange County Water District
- Pomona Valley Protection Association
- Regional Water Authority (Sacramento)
- Regional Water Quality Control Board Sacramento
- Central Groundwater Authority
- Sacramento Groundwater Authority
- San Gabriel Basin Water Quality Authority
- San Gabriel Valley Water Association
- Six Basin Watermaster
- Southeast Water Coalition Joint Powers Authority
- Three Valleys MWD - Miramar Plant
- Twitchell Management Authority
- West Basin Water Association
- West End Consolidated Water Company
- Yolo County Flood Control and Water Conservation District

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and all joint powers authorities ("JPA"), watermaster boards, public-private partnerships, groundwater basin management authorities, and/or mutual water companies that GSWC may enter into or conduct transactions with and any other entities as listed under the definition of "affiliate."

## II.F "Costs"

"Costs" are used in these Rules to refer to the total expenses assigned or allocated to different projects or activities through the utility's and parent company's accounting systems. Cost categories include:

1. *Direct Costs*. Direct costs are costs that can be clearly identified to specific projects or activities because the resource in question, or some measurable portion of that resource, has been dedicated to the project or activity. An example would be the hours of a worker's time spent on the effort, materials purchased and used specifically on that effort, or the proportion of a machine's hours dedicated to the effort.
2. *Direct Overhead Costs*. For organizations that produce multiple outputs, direct overhead costs are the common costs of a subset of the organization, such as supervisors and support staff of a division not assigned or traceable to specific projects, or machinery shared among a subset of the company's projects. Such overhead costs require allocation to specific projects through proxies and methodologies designed to accurately reflect the particular production aspects of each project; e.g., some processes are more capital-intensive than others and need less supervision input. Allocation methodologies for direct overhead costs can make use of several factors, often activity-based and often using "cost causation" as one of the principles in their design.
3. *Indirect Overhead Costs*. Indirect overhead costs are functions that affect the entire organization, such as the headquarters building, the Chief Executive Officer and Chief Financial Officer, General Counsel and associated legal support, personnel departments, security for this building or these offices, shareholder and public relations, insurance, depreciation, advertising, and similar functions. These are real costs of the organization and must be allocated to the ongoing projects and activities to determine the total cost of each. These are also sometimes called "General Overhead Costs."
4. *Fully-loaded* (also known as fully-allocated) costs. Fully-loaded (or fully-allocated) costs refer to the total cost of a project or activity, which is the sum of Direct, Direct Overhead, and Indirect Overhead costs, as defined in Rule II.F 1, 2 and 3.

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## II.G "Transaction"

"Transaction" means any transfer of an item of value such as a good, service, information or money between a utility and one or more of its affiliates.

## II.H "Property"

"Property" refers to any right or asset, tangible or intangible, to which an entity has legal or equitable title.

## II.I "Real Property"

"Real property" refers to any interest in real estate including leases, easements, and water rights. "Customer" means any person, firm, association, corporation or governmental agency supplied or entitled to be supplied with water, wastewater, or sewer service for compensation by a utility.

## II.J "Customer information"

"Customer information" means information and data specific to a utility customer which the utility acquired or developed in the course of its provision of utility services.

## II.K "Cross-subsidy"

"Cross-subsidy" means the unauthorized over-allocation of costs to captive ratepayers resulting in under-allocation of costs to a utility affiliate.

GSWC Compliance Plan: GSWC affirms these definitions and applies these definitions in the administration of its procedures, mechanisms and policies for ensuring compliance with these rules.

MCG Conclusion: GSWC applies and consistently uses these definitions in their "Affiliate Transaction Rules Compliance Plan" (dated 4/30/2012), "Affiliated Company Transactions Procedures" (revised 10/3/2012), and includes the definitions in their Affiliate Transaction Rules training.

### *Rule III. Utility Operations and Service Quality*

Rule III.A - A utility shall not allow transactions with affiliates to diminish GSWC staffing, resources, or activities in a manner that would result in degradation of the reliability, efficiency, adequacy, or cost of utility service or an adverse impact on customer service. Utility management attention shall not be diverted to such transactions in a way that would result in such degradation. The utility's parent and affiliates shall not acquire utility assets at any price if such transfer of assets would impair the utility's ability to fulfill its obligation to serve or to operate in a prudent and efficient manner.

GSWC Compliance Plan: GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule III.A. Further, GSWC's ongoing compliance with General Order 103-A precludes the possibility of degradation of the reliability, efficiency, adequacy, or cost of utility service (in particular, Section II of GO 103-A, Standards of

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Service, "requires that each utility shall operate its system so as to deliver reliable, high quality service to its customers at reasonable cost" and that "each water utility shall ensure that it complies with the [California Dept. of Public Health's] permit requirements and all applicable drinking water regulations"). Further, GSWC's compliance with Public Utilities Code Section 851 precludes the acquisition of utility assets in such a manner as to impair the utility's ability to fulfill its obligation to serve or to operate in a prudent and efficient manner.

In addition, GSWC notes that Rule III.A is similar to GSWC's Holding Company Rules 20 b and c. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: We found that, other than shared corporate support, GSWC and ASUS are maintained as completely separate entities. There is no degradation of utility service or impact to customer service related to the affiliates. Additionally, we examined the transactions recorded in the property, plant, and equipment accounts of the general ledger for GSWC and ASUS and found no transfers of assets from GSWC to its affiliates.

To determine that GSWC and ASUS maintain separate management offices, utility services, and customer service centers, we conducted interviews of GSWC management, GSWC customer service management and ASUS management. We also made site visits to GSWC headquarters, GSWC's customer service center and ASUS headquarters. We examined customer service reports at the GSWC customer service center and reviewed the websites for GSWC, ASUS and the parent company, American States Water Company.

Rule III.B - Except as otherwise provided by these Rules, a utility shall not

1. Provide leads to its affiliates;
2. Solicit business on behalf of its affiliates;
3. Acquire information on behalf of or to provide to its affiliates;
4. Share market analysis reports or any other types of proprietary or non-publicly available reports, including but not limited to market, forecast, planning or strategic reports, with its affiliates, except that a utility may share such information with a parent under the condition that the parent does not share the information with any other entity;
5. Request authorization from its customers to pass on customer information exclusively to its affiliates;
6. Give the appearance that the utility speaks on behalf of its affiliates; or

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7. Represent that, as a result of the affiliation with the utility, its affiliates or customers of its affiliates will receive any different treatment by the utility than the treatment the utility provides to other, unaffiliated companies or their customers.
  8. Provisions 3, 4 and 5 of Rule III.B shall not apply to utility affiliates that are nonprofit and whose sole purpose is to serve the functions of regulated utilities, the parents of regulated utilities, governmental or non-profit entities, including nonprofit affiliates of regulated utilities.
  9. Utilities may file an Advice Letter seeking an exemption to Rule III.B.8 within ninety days of the effective date of the Commission decision adopting these rules, requesting that a non-profit affiliate subject to Rule III.B.8 be allowed to serve the functions of other affiliates, as long as those other affiliates provide no more than five per cent of the annual revenues of the non-profit affiliate.

GSWC Compliance Plan: As noted in compliance to Rule I.H; GSWC's affiliate, ASUS, only operates water and wastewater systems outside of California and is regulated by the Public Utilities Commission in each state where it provides water and/or wastewater service. GSWC provides Corporate Support for ASUS, and ASUS pays GSWC for services rendered. ASUS' operations do not substantially affect the utility's operations and therefore, are exempt from Rule III B.

MCG Conclusion: We found no evidence ASUS operates water or wastewater systems inside California. See Rule IV.B for the allocation of GSWC's allocation of costs for providing corporate support to ASUS.

Rule III.C - Except as provided elsewhere in these rules, if a utility provides customer or utility information, services, or unused capacity or supply to an affiliate, it must offer such customer or utility information, services, or unused capacity or supply to all similarly situated market participants in a non-discriminatory manner, which includes offering on a timely basis.

GSWC Compliance Plan: As noted in compliance to Rule I.H; GSWC's affiliate, ASUS, only operates water and wastewater systems outside of California and is regulated by the Public Utilities Commission in each state where it provides water and/or wastewater service. GSWC provides corporate support for ASUS, and ASUS pays GSWC for services rendered. ASUS' operations do not substantially affect the utility's operations and therefore, are exempt from Rule III.C.

MCG Conclusion: We agree with GSWC's position on this Rule. We found no evidence that ASUS operates water or wastewater systems inside California or that ASUS' operations substantially affect GSWC's operations since the only working relationships between the two companies involve shared corporate support services.

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#### *Rule IV. Separation*

Rule IV.A - The utility shall maintain accounting records in accordance with Generally Accepted Accounting Principles, the Commission's Uniform System of Accounts, Commission decisions and resolutions, and the Public Utilities Code.

GSWC Compliance Plan: As a publicly traded Company, GSWC affirms that it maintains its accounting records in accordance with Generally Accepted Accounting Principles (GAAP), the Commission's Uniform System of Accounts, relevant Commission decisions and resolutions, and that its accounting records are consistent with the provisions in Public Utility Code Sections 314 and 701. Utility accounting records are available for review upon Commission request. American States Water Company financial statements and GSWC financial statements are audited for GAAP compliance by independent accountants on an annual basis. Furthermore, GSWC notes that Rule IV.A is similar to GSWC's Holding Company Rule 18. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: We reviewed the audited annual financial reports for 2011 and 2012 to confirm that Generally Accepted Accounting Principles were applied. We also reviewed the Commission's Uniform System of Accounts and GSWC's Chart of Accounts to confirm that GSWC was using the Commission's Uniform System of Accounts.

Rule IV.B - The utility, its parent and other affiliated companies shall allocate common costs among them in such a manner that the ratepayers of the utility shall not subsidize any parent or other affiliate of the utility.

GSWC Compliance Plan: GSWC affirms that it has adequate procedures, mechanisms and policies in place to comply with Rule IV.B. GSWC applies Rule II.F's definitions to its compliance with Rule IV.B. All such costs are reviewed and approved in each of GSWC's general rate cases. Furthermore, GSWC notes that Rule IV.B is similar to GSWC's Holding Company Rule 19. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: By reviewing accounting records and Commission guidance for charging common costs to affiliates, we determined that GSWC charged 10.22 percent of its entire General Office expenses and rate base to ASUS and its subsidiaries. This charge was supported by the Commission in D. 10-11-035. Further, in reviewing the prepared testimony of John Garon in GSWC's 2008 General Rate Case (GRC), we noted that GSWC is charging an amount equal to 3 per cent of the salaries and benefits of the President and Chief Executive Officer (CEO) and the Senior Vice President-

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Finance, Chief Financial Officer and Secretary (CFO) for time spent on quarterly conference calls, monthly financial reviews, quarterly Securities and Exchange Commission reviews and miscellaneous other tasks. GSWC reported these as direct charges in its Annual Report of Affiliated Transactions in both 2011 and 2012. During the course of this audit, GSWC determined it was more appropriate to reclassify these charges from direct to allocated charges since, in their opinion, they provide no direct services to AWR on a regular basis. Since there was no objection from either the Commission or the Division of Ratepayers Advocates in GRC proceedings on the adequacy of this 3 per cent charge, we believe that GSWC is in compliance with Rule IV.B.

Rule IV.C - The utility shall list all shared directors and officers between the utility and its affiliates in its annual report to the Commission. Not later than 30 days following a change to this list, the utility shall notify the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates of the change(s).

GSWC Compliance Plan: GSWC affirms that it has adequate procedures, mechanisms and policies in place to comply with Rule IV.C. GSWC provides a list of all shared directors and officers between the utility and its affiliates in its Annual Report to the Commission, and in the supporting documentation for its general rate case applications. GSWC affirms that it will notify the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates no later than 30 days following a change to the list of shared directors and officers.

MCG Conclusion: We confirmed that GSWC provided the Commission with a listing of shared directors and officers in the 2012 Annual Report of Affiliated Entities; however, in the same report for 2011, this listing was not included. GSWC said this was an oversight. MCG noted that the listing was included in the 2011 Annual Report, which includes the Form 10-k filed with the Securities and Exchange Commission.

Rule IV.D - Employees transferred or temporarily assigned from the utility to an affiliate shall not use non-public, proprietary utility information gained from the utility in a discriminatory or exclusive fashion to the benefit of the affiliate to the detriment of unaffiliated competitors.

GSWC Compliance Plan: GSWC will provide training to employees transferred or temporarily assigned to affiliates that fall under the applicability of this Rule, specifying that the employees shall not use non-public, proprietary utility information gained from the utility in a discriminatory or exclusive fashion to the benefit of the affiliate to the detriment of unaffiliated competitors.

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MCG Conclusion: We reviewed the employee training packet for the Affiliate Transaction Rules. Topics included warning employees about not using or sharing non-public, propriety utility information with affiliates. Included in the training was an acknowledgement form which further emphasized the employees understood the Rules and the importance of not sharing propriety information. We spoke with the Human Capital Management Director who told us that each employee receiving the training was required to sign the acknowledgement form, which was then filed in the employee's personnel folder. We randomly tested five employees' folders and found the acknowledgement forms in the personnel files as required.

Rule IV.E - All employee movement between a utility and its affiliates, as defined in Rule I.B, shall be consistent with the following provisions:

Rule IV.E.1 - A utility shall track and report to the Commission all employee movement between the utility and affiliates, consistent with Rule VIII.F.

GSWC Compliance Plan: GSWC interprets this Rule as being applicable to permanent movement only, and it affirms that it has adequate procedures, mechanisms and policies in place to comply with Rule IV.E.1. GSWC includes this information in its Annual Report to the Commission. GSWC's Affiliate Transactions Procedures document provides guidance for compliance with this Rule. The current version of the Affiliate Transactions Procedures document is available to the Commission upon request. These procedures may be updated periodically and issued by GSWC's affiliate rules compliance officer. Furthermore, GSWC notes that Rule IV.E.1 is similar to GSWC's Holding Company Rules 10 C and D. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: We reviewed the 2011 and 2012 Annual Reports of Affiliated Entities to determine if permanent transfers were included. There was a single transfer over the two-year period, occurring in 2012. The Human Capital Management Director confirmed that only one employee transferred from GSWC to ASUS during the period of the audit.

Rule IV.E.2 - When an employee of a utility is transferred, assigned, or otherwise employed by the affiliate, the affiliate shall make a one-time payment to the utility in an amount equivalent to 15% of the employee's base annual compensation. All such fees paid to the utility shall be accounted for in a separate memorandum account to track them for future ratemaking treatment on an annual basis, or as otherwise necessary to ensure that the utility's ratepayers receive the fees. This transfer payment provision does not apply to clerical workers.

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GSWC Compliance Plan: GSWC affirms that it has adequate procedures, mechanisms and policies in place to comply with Rule IV.E.2. GSWC includes this information in its Annual Report to the Commission. GSWC's Affiliate Transactions Procedures document provides guidance for compliance with this Rule. The current version of the Affiliate Transactions Procedures document is available to the Commission upon request. These procedures may be updated periodically and issued by GSWC's affiliate rules compliance officer.

MCG Conclusion: The 2012 Annual Report of Affiliated Entities included information about the transfer of one employee. We followed up to determine if the appropriate payment of 15 percent of the employee's base annual compensation was paid by ASUS to GSWC. We confirmed the payment was transferred as required.

Rule IV.E.3 - Utility employees may be used on a temporary or intermittent basis (less than 30 percent of an employee's chargeable time in any calendar year) by affiliates only if:

- a. All such use is documented, priced and reported in accordance with these Rules and existing Commission reporting requirements, except that when the affiliate obtains the services of a non-executive employee, compensation to the utility shall be priced at a minimum of the greater of fully loaded cost plus 5% of direct labor cost, or fair market values. When the affiliate obtains the services of an executive employee, compensation to the utility shall be priced at a minimum of the greater of fully loaded cost plus 15% of direct labor cost, or fair market value;
- b. Utility needs for utility employees always take priority over any affiliate requests;
- c. No more than 10% of full time equivalent utility employees may be on loan at a given time;
- d. Utility employees agree, in writing, that they will abide by these Rules; and
- e. Affiliate use of utility employees shall be conducted pursuant to a written agreement approved by the appropriate utility and affiliate officers.

GSWC Compliance Plan: GSWC affirms that it has adequate procedures, mechanisms and policies in place to comply with Rule IV.E.3. GSWC includes this information in its Annual Report to the Commission. GSWC's Affiliate Transactions Procedures document provides guidance for compliance with this Rule. The current version of the Affiliate Transactions Procedures document is available to the Commission upon request.

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These procedures may be updated periodically and issued by GSWC's affiliate rules compliance officer. Because of the cost and difficulty associated with developing or obtaining the fair market value ("FMV") of an employee's time, when the use of an employee is determined to be infrequent, less than 5% of an employee's chargeable time in any calendar year, GSWC will charge the Affiliate in compliance with Rules IV.B and VI.E to ensure that the utility does not cross subsidize the affiliate and forego an FMV determination.

MCG Conclusion: We agree that GSWC has documented procedures in place to ensure Rule IV.E.3 is followed. However, during the period under audit, no employees covered by Rule IV.E.3 were used on a temporary intermittent basis by the parent or the affiliate, according to officials in both the Regulatory Affairs and Human Capital Management departments.

#### *Rule V. Shared Corporate Support*

Rule V.A - A utility, its parent company, or a separate affiliate created solely to perform corporate support services may share with its affiliates, joint corporate oversight, governance, support systems, and personnel as further specified in these Rules. Any shared support shall be priced, reported and conducted in accordance with these Rules as well as other applicable Commission pricing and reporting requirements.

GSWC Compliance Plan: GSWC's Affiliate Transactions Procedures document states that the portion of the fully loaded costs of shared corporate services that benefits American States Water Company and/or affiliates shall be charged to American States Water and/or affiliates. GSWC interprets this rule as permitting allocations pursuant to existing practice, previous GRC decisions, etc., to the extent allocations are in compliance with Rule IV.B. Furthermore, GSWC provides shared corporate support to its affiliate company ASUS. Shared Corporate Support is allocated in Compliance with Rule IV.B and reviewed in GSWC's GRCs.

MCG Conclusion: We agree that shared services by GSWC to ASUS are accurately reported and fully reimbursed under Rule IV.B. During our review of Rule IV.B, GSWC subsequently determined it was more appropriate to reclassify these charges from direct to allocated charges since, in their opinion, they provide no direct services to AWR on a regular basis. (See our expanded discussion of this point in Rule IV.B.)

Rule V.B - Corporate support shall not be shared in a manner that allows or provides a means for the transfer of confidential information from the utility to the affiliate, creates the opportunity for preferential treatment or unfair competitive advantage, leads to

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customer confusion, or creates significant opportunities for cross-subsidy of affiliates. The restriction on transfer of confidential information from the utility to the affiliate does not apply to corporate support, shared services and access to capital.

GSWC Compliance Plan: GSWC interprets this Rule such that the restriction on transfer of confidential information from the utility to the affiliate does not apply to corporate support, shared services and access to capital. The provision of corporate support services will not provide a means for the transfer of confidential non-public Utility information from the Utility to an affiliate that would create the opportunity for preferential treatment or unfair competitive advantage, lead to customer confusion, or create significant opportunities for cross-subsidy of affiliates.

MCG Conclusion: We believe this Rule is worded such that the first and last sentences appear contradictory. GSWC firmly holds that the restriction on the transfer of confidential information does not apply to shared services. We agree with this conclusion based on a close reading of D.10-10-019, which states in the conclusion of law (point 23) *"It is reasonable to allow water and sewer utilities to share non-public or proprietary information with their affiliates for the limited purposes of shared corporate services, as long as there are sufficient limits on other sharing of nonpublic or proprietary information."*

Rule V.C - Examples of services that may be shared include: corporate governance and oversight, payroll, taxes, shareholder services, insurance, financial reporting, financial planning and analysis, corporate accounting, corporate security, human resources (compensation, benefits, employment policies), employee records, regulatory affairs, lobbying, legal, and pension management engineering, water or sewage for resale, water storage capacity, and purchasing of water distribution systems.

GSWC Compliance Plan: GSWC affirms that all of the services listed in Rule V.C can be shared between GSWC, its parent company (if applicable) and all covered affiliates.

MCG Conclusion: We found that GSWC does share a number of corporate services with ASUS, which fit the parameters of Rule V.C and are provided and paid for in accordance with Rules IV.B and V.A.

Rule V.D - Examples of services that may not be shared include: hedging and financial derivatives and arbitrage services, and marketing.

GSWC Compliance Plan: GSWC affirms that all of the services listed in Rule V.D cannot be shared between GSWC, its parent company (if applicable) and all covered affiliates.

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MCG Conclusion: We confirmed through interviews and review of documentation that these prohibited shared services are not provided by GSWC to ASUS.

*Rule VI. Pricing of Goods and Services between the Utility and Its Affiliate(s)*

To the extent that these Rules do not prohibit the transfer of goods and services between a utility and its affiliates:

GSWC Compliance Plan: Furthermore, GSWC notes that Rule VI is similar to GSWC's Holding Company Rules 21, 23, 24, 26, 27, and 28. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

Rule VI.A - Transfers from the utility to its affiliates of goods and services offered by the utility on the open market will be priced at fair market value.

Rule VI.B - Transfers from an affiliate to the utility of goods and services offered by the affiliate on the open market shall be priced at no more than fair market value.

Rule VI.C - For goods or services for which the price is regulated by a state agency, that price shall be deemed to be the fair market value, except that in cases where more than one state commission regulates the price of goods or services, this Commission's pricing provisions govern.

Rule VI.D - Goods and services produced, purchased or developed to be offered on the open market by the utility shall be provided to the utility's affiliates and unaffiliated companies on a nondiscriminatory basis, except as otherwise required or permitted by these Rules or applicable law.

Rule VI.E - Transfers from the utility to its affiliates of goods and services not produced, purchased or developed to be offered on the open market by the utility shall be priced at fully allocated cost plus 5% of direct labor cost.

Rule VI.F - Transfers from an affiliate to the utility of goods and services not produced, purchased or developed to be offered on the open market by the affiliate shall be priced at the lower of fully loaded cost or fair market value.

Rule VI.G - The utility shall develop a verifiable and independent appraisal of fair market value for any goods or services that are transferred to any affiliated company at fair market value under these Rules. The Commission's staff shall have access to all supporting documents used in the development of the fair market value. If sufficient support for the appraisal of fair market value does not exist to the reasonable satisfaction of the Commission's staff, the utility shall hire an independent consultant acceptable to the Commission staff to reappraise the fair market value for these transactions.

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GSWC's Compliance Plan for Rules VI.A, VI.B, VI.C, VI.D, VI.E, VI.F, and VI.G: GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VI.A. GSWC's Controller is responsible for ensuring that transfers are calculated and recorded appropriately. When the Controller questions the amount charged for the utility's goods or services, the utility's Vice President of Regulatory Affairs will be notified, as will the affected affiliate for review of the transaction.

Further, with respect to Rule VI.E, GSWC interprets the surrogate for fair market value as a preference for "shall be priced at fully allocated cost plus 5% of direct labor cost." Often, employee transfers will be done on an emergency basis where there is not sufficient time to ascertain "fair market value." Accordingly, GSWC will employ the formula in Rule VI.E, and it will interpret this approach as being consistent with the definitions in Rule II.F.

Furthermore, GSWC notes that Rule VI.G is similar to GSWC's Holding Company Rules 22 and 25. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: GSWC is in compliance with Rule VI. In its 2011 Annual Report of Affiliated Entities, GSWC reported \$10,093 of direct service provided to ASUS. Examination of the transaction details revealed that the charges were related to GSWC employees who performed work for ASUS in January, February, and March of 2011, which was prior to the implementation date of the Affiliate Transaction Rules. GSWC would have been required to report these charges under the Holding Company Rules in effect at the time, and therefore included them in the Report of Affiliate Transactions. GSWC also reported direct service provided to AWR of \$39,346 in 2011, and \$38,849 in 2012. This charge is 3 percent of the CFO and CEO's salaries and benefits, which represents time and effort spent working on AWR activities. During the course of the audit, GSWC reclassified these expenses from direct to allocated expenses. (See expanded discussion of this point in Rule IV.B.)

Both AWR and GSWC own water production rights in the Mojave Basin. Water production for the basin is administered by the Mojave Basin Area Watermaster. Depending on conditions, AWR water production rights can either be used by GSWC or offered to other water producers through the Watermaster. If the AWR rights are used by GSWC, GSWC pays the related Watermaster assessment fees and costs of production. However, GSWC does not pay AWR for the use of the rights. Therefore, this transaction occurs below fair market value under Rule VI.B.

#### *Rule VII. Financial Health of the Utility*

GSWC Compliance Plan: GSWC notes that Rule VII is similar to GSWC's Holding Company Rules 11-16; GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

VII.A - The parent shall provide the utility with adequate capital to fulfill all of its service obligations prescribed by the Commission.

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**GSWC Compliance Plan:** GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VII.A. GSWC's Vice President – Finance, Treasurer and Assistant Secretary maintains the utility's long-term capital investment estimates, as well as the utility's estimate of capital needed to meet its investment capital requirements.

Furthermore, GSWC notes that Rule VII.A is similar to GSWC's Holding Company Rule 12. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

**MCG Conclusion:** GSWC is in compliance with Rule VII.A. Per discussion with GSWC officials, GSWC has an established process to determine the long-term capital investment estimates and needs of the Organization. GSWC prepares a finance application and files it with the Commission as needed. This application conveys to the Commission the Organization's finance needs for the next five years. This projected estimate is reviewed quarterly. We reviewed the most recent application. Furthermore, the parent, AWR, has a \$100 million credit facility, enabling AWR to provide funds, as needed, to its subsidiaries, including GSWC. These "intercompany" loans are required to be paid to zero at least once every 24 months. GSWC said it has not needed AWR to draw on the credit facility on behalf of GSWC during the 18 months ended December 31, 2012, as GSWC has had enough cash from operating activities at its disposal. This explanation is consistent with our detailed review of GSWC's 2012 financial statements included in the 2012 Annual Report.

**VII.B -** If the parent is publicly traded, the utility shall notify the Director of the Commission's Division of Water and Audits and the Director of the Division of Ratepayer Advocates in writing within 30 days of any downgrading to the bonds of the parent, another affiliate, and/or the utility, and shall include with such notice the complete report of the issuing bond rating agency.

**GSWC Compliance Plan:** As a publicly traded company, GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VII.B and affirms that it will comply, as required.

**MCG Conclusion:** GSWC is in compliance with Rule VII.B. After discussions with GSWC officials and a review of GSWC's Annual Reports, we noted no downgrading of GSWC's bonds during the 18 months ended December 31, 2012. Rather, we noted that in 2010, the rating of GSWC's bonds was increased from A to A+.

**VII.C -**The creation of a new affiliate by the parent or another affiliate shall not adversely impact the utility's operations and provision of service.

**GSWC Compliance Plan:** As a publicly traded company, GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VII.C and affirms that the creation of a new affiliate by GSWC or its parent will not adversely affect the utility's operation and provision of service.

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MCG Conclusion: GSWC is in compliance with Rule VII.C. Per discussion with GSWC, no new affiliates were created by the parent or by existing affiliates during the 18 months ended December 31, 2012. Furthermore, nothing came to our attention during our performance of testing procedures related to the other Affiliate Transaction Rules that would indicate the creation of additional affiliates.

VII.D - Debt of the utility's parent or other affiliates shall not be issued or guaranteed or secured by the utility.

GSWC Compliance Plan: GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VII.D. GSWC interprets this rule as being applicable to debt issued by the parent on behalf of a non-regulated affiliate, not when the parent is issuing debt on behalf of the utility or another Commission-regulated affiliate.

Furthermore, GSWC notes that Rule VII.D is similar to GSWC's Holding Company Rule 14. GSWC has been in compliance with Holding Company Rules since 1998 and continues to do so. Holding Company Rule 14 allowed debt of the holding company or affiliates to be guaranteed by the utility with prior approval by the Commission. ATR VII.D forbids the debt of the holding company or affiliates to be guaranteed by the utility. GSWC will abide by ATR VII.D.

MCG Conclusion: GSWC is in compliance with Rule VII.D. GSWC officials said that GSWC does not guarantee or secure the debt of any entity, nor has it issued debt on behalf of any entity. Nothing came to our attention during our review of GSWC's Annual Reports or during our performance of testing procedures related to the other Rules that would indicate the issuance, guarantee or securitization of debt for, or on behalf of, any other entity.

VII.E - Financial Separation. Within three months of the effective date of the decision adopting these Rules, each utility with a parent company shall file a Tier III advice letter proposing provisions that are sufficient to prevent the utility from being pulled into the bankruptcy of its parent company. The process specified the Advice Letter Filing shall include a verification that the provisions have been implemented and signed by the utility's senior management (e.g., the Chief Executive Officer, Chief Financial Officer, and General Counsel).

GSWC Compliance Plan: Pursuant to the conditions stated in the letter from Commission Executive Director Paul Clanon to California Water Association Attorney Jose E. Guzman, Jr., dated December 9, 2010, GSWC filed its Tier III advice letter on March 31, 2011, demonstrating its compliance with Rule VII.E.

MCG Conclusion: We believe GSWC is in compliance with Rule VII.E. We obtained a copy of Advice Letter No. 1443-W, dated March 31, 2011, filed with the Commission. We also obtained a copy of a protest filed by the Division of Ratepayers Advocates, and the associated Advice Letter Suspension Notice issued by the Commission's Water Division, dated May 2, 2011. We noted that the Advice Letter Suspension Notice covered the period, May 2, 2011 to August 29, 2011, at which time a second

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suspension automatically commenced. GSWC said the issue remains unresolved at the Commission. GSWC has not received notice that Advice Letter No. 1443-W has been acted upon by the Commission.

VII.F - Rules VI, VII, VIII(B) and VIII(C) adopted in Decision 97-12-011 (applicable to California Water Service Company), and Rules 12, 13, 15 and 16 adopted in Decision 98-06-068 (applicable to Golden State Water Company), continue in effect for those companies only.

GSWC Compliance Plan: GSWC affirms that the stated Rules 12, 13, 15 and 16 in Decision 98-06-068 continue to be in effect. GSWC notes ATR VII.D forbids the debt of the holding company to be guaranteed by the utility. This appears to be in contradiction with Holding Company Rule 15. GSWC will abide by ATR VII.D.

MCG Conclusion: GSWC is in compliance with Rule VII.F. GSWC asserts that these rules contradict Holding Company Rule 15. As such, GSWC complies with rules 12, 13, 15 and 16 adopted in Decision 98-06-068, which appear to be the stricter of the two sets of rules. Nothing came to our attention during our review of GSWC's Annual Reports or during our performance of testing procedures related to the other Rules that would indicate non-compliance with Rule VII.F.

#### *Rule VIII. Regulatory Oversight*

Rule VIII.A - The officers and employees of the utility and its affiliated companies shall be available to appear and testify in any proceeding before the Commission involving the utility. If, in the proper exercise of the Commission staff's duties, the utility cannot supply appropriate personnel to address the staff's reasonable concerns, then the appropriate staff of the relevant utility affiliated companies including, if necessary, its parent company, shall be made available to the Commission staff.

GSWC Compliance Plan: GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VIII.A. GSWC will continue to make the officers and employees of the utility and its covered affiliates available to testify before the Commission, as necessary or required, consistent with the provisions of Public Utility Code Section 314 and Decision 98-06-068.

Furthermore, GSWC notes that Rule VIII.A is similar to GSWC's Holding Company Rule 8. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: After interviewing GSWC and ASUS management and reviewing the compliance procedures and training materials, we have no reason to believe that GSWC will not make staff available to appear before Commission proceedings.

Rule VIII.B - The utility and its affiliated companies shall provide the Commission, its staff, and its agents with access to the relevant books and records of such entities in

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connection with the exercise by the Commission of its regulatory responsibilities in examining any of the costs sought to be recovered by the utility in rate proceedings or in connection with a transaction or transactions between the utility and its affiliates. The utility shall continue to maintain its books and records in accordance with all Commission rules. The utility's books and records shall be maintained, housed and available in California.

GSWC Compliance Plan: GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VIII.B. GSWC will continue to make its books and records open for examination by the Commission and its staff, consistent with the provisions of Public Utility Code Section 314 and Decision 98-06-068.

Furthermore, GSWC notes that Rule VIII.B. is similar to GSWC's Holding Company Rule 9. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: During the course of this audit, GSWC provided all of the requested books and records. These books and records were maintained and housed at GSWC's San Dimas, California headquarters. Maintenance of the books in accordance with Commission rules was reported under Rule IV.A.

Rule VIII.C - Compliance Plans. Each utility shall include a compliance plan as part of its annual report, starting in 2011 with the 2010 annual report and biennially thereafter. The compliance plan shall include:

1. A list of all affiliates of the utility, as defined in Rule II.D, and for each affiliate a description of its purposes or activities, and whether the utility claims that Rule I.B makes any portion of these Rules applicable to the affiliate;
2. A description of the procedures in place to assure compliance with these Rules; and
3. A description of both the specific mechanisms and the procedures that the utility and parent company have in place to assure that the utility is not utilizing the parent company or any of its affiliates not covered by these Rules as a conduit to circumvent any of these Rules in any respect. The description shall address, but shall not be limited to (a) the dissemination of information transferred by the utility to an affiliate covered by these Rules, (b) the provision of services to its affiliates covered by these Rules or (c) the transfer of employees to its affiliates covered by these Rules in contravention of these Rules. A corporate officer from the utility and parent company shall verify the adequacy of these specific mechanisms and procedures to ensure that the utility is not utilizing the parent company or any of its affiliates not covered by these Rules as a conduit to circumvent any of these Rules.

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**GSWC Compliance Plan:** GSWC filed its initial compliance plan with the Commission with its 2011 Annual Report. GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VIII.C. GSWC's Regulatory Affairs Department is responsible for maintaining and updating this compliance plan. If changes are determined to be necessary to ensure compliance, this plan will be revised and updated annually or as needed. GSWC maintains a current list of applicable affiliates of the utility. Further, GSWC affirms that this plan complies with Rule VIII.C., and that the appropriate procedures and mechanisms are detailed in its Affiliate Transactions Procedures document.

**MCG Conclusion:** We reviewed copies of the 2011 and 2012 compliance plans and determined they contained the information required in items 1 through 3.

**Rule VIII.D - New Affiliates.** Upon the creation of a new affiliate, the utility shall immediately notify the Commission of its creation, as well as posting notice of this event on its web site. No later than 60 days after the creation of this affiliate, the utility shall file an information-only filing, as provided for in Rule 6.1 of General Order 96-B, with the Director of the Commission's Division of Water and Audits, with service on the Director of the Division of Ratepayer Advocates. The advice letter shall state the affiliate's purpose or activities and whether the utility claims these Rules are applicable to the new affiliate, and shall include a demonstration to the Commission that there are adequate procedures in place that will assure compliance with these Rules. The advice letter may include a request, including supporting explanation, that the affiliate transaction rules not be applied to the new affiliate. If the utility requests that the affiliate transactions rules not be applied to the new affiliate, in lieu of an information-only filing, the utility shall file a Tier 2 advice letter making such a request, including an explanation of why these Rules should not apply to the new affiliate.

**GSWC Compliance Plan:** GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VIII.D. GSWC will notify the Commission of the creation of any new affiliate. No later than 60 days after the creation of an applicable affiliate, the utility shall file an information-only filing, as provided for in Rule 6.1 of General Order 96-B, with the Director of the Commission's Division of Water and Audits, with service on the Director of the Division of Ratepayer Advocates, demonstrating how GSWC will implement these Rules with respect to the new affiliate. GSWC notes that its compliance will comport with the discussion in Rule II.E of this plan.

**MCG Conclusion:** We found no evidence that GSWC created a new affiliate during the period under audit.

**Rule VIII.E - Independent Audits.** Commencing in 2013, and biennially thereafter, the utility shall have an audit performed by independent auditors if the sum of all unregulated affiliates' revenue during the last two calendar years exceeds 5% of the total revenue of the utility and all of its affiliates during that period. The audits shall cover the last two calendar years which end on December 31, and shall verify that the utility is in compliance with these Rules. The utility shall submit the audit report to the

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Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates no later than September 30 of the year in which the audit is performed. The Division of Water and Audits shall post the audit reports on the Commission's web site. The audits shall be at shareholder expense.

GSWC Compliance Plan: GSWC will comply with this Rule, as stated, and will cooperate with the Commission's independent auditor, as well as the Division of Water and Audits during the audit.

MCG Conclusion: Macias Consulting Group performed the required audit for the period June 30, 2011 to December 31, 2012.

Rule VIII.F - Annual Affiliate Transaction Reports. Each year, by March 31, the utility shall submit a report to the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates that includes a summary of all transactions between the utility and its affiliated companies for the previous calendar year. The utility shall maintain such information on a monthly basis and make such information available to the Commission's staff upon request. The summary shall include a description of each transaction and an accounting of all costs associated with each transaction although each transaction need not be separately identified where multiple transactions occur in the same account (although supporting documentation for each individual transaction shall be made available to the Commission staff upon request). These transactions shall include the following:

1. Services provided by the utility to the affiliated companies;
2. Services provided by the affiliated companies to the utility;
3. Assets transferred from the utility to the affiliated companies;
4. Assets transferred from the affiliated companies to the utility;
5. Employees transferred from the utility to the-affiliated companies;
6. Employees transferred from the affiliated companies to the utility;
7. The financing arrangements and transactions between the utility and the affiliated companies;
8. Services provided by and/or assets transferred from the parent holding company to affiliate company which may have germane utility regulation impacts; and
9. Services provided by and / or assets transferred from affiliated company to the parent holding company which may have germane utility regulation impacts.

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GSWC Compliance Plan: GSWC maintains appropriate procedures and mechanisms to ensure compliance with Rule VIII. F. GSWC affirms that, as part of its Annual Report to the Commission, it will submit an affiliate transactions report to the Director of the Division of Water and Audits and the Director of the Division of Ratepayer Advocates that includes a summary of all transactions between the utility and its affiliated companies for the previous calendar year. With respect to Rule VIII.F.8, GSWC interprets this rule as being applicable to those affiliates and affiliate transactions covered in Rule I.B., and it affirms that the applicable services provided by, and/or assets transferred from, the parent holding company to the affiliate company will be included in the affiliate transactions report. Furthermore, GSWC notes that Rule VIII.F, except for items 8 and 9, is similar to GSWC's Holding Company Rule 10. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so. MCG Conclusion: We reviewed copies of the 2011 and 2012 affiliate transaction reports and determined they contained the information required in items 1 through 9.

#### *Rule IX. Confidentiality*

Any records or other information of a confidential nature furnished to the Commission pursuant to these Rules that are individually marked Confidential are not to be treated as public records and shall be treated in accordance with P. U. Code § 583 and the Commission's General Order 66-C, or their successors.

GSWC Compliance Plan: GSWC affirms compliance with Rule IX. Furthermore, GSWC notes that Rule IX is similar to GSWC's Holding Company Rule 30. GSWC has been in compliance with its Holding Company Rules since 1998 and continues to do so.

MCG Conclusion: P. U. Code § 583 makes it a misdemeanor for any current or former officer or employee of the Commission to divulge certain confidential information furnished to the commission by a public utility. To confirm that GSWC properly indicates confidential information we:

- Discussed Rule IX with GSWC regulatory affairs personnel
- Examined GSWC's training materials for officers and managers
- Examined GSWC's compliance plan
- Examined sample documents provided to consultants hired by the CPUC's Division of Ratepayer Advocates for proper indication of confidential information.

GSWC complies with Rule IX by properly indicating what information it submits is to be treated as confidential.

#### *Rule X. Provision of Non-Tariffed Products and Services (NTP&S)*

GSWC Compliance Plan: GSWC notes that this is a change from GSWC's Holding Company Rules which required that all unregulated businesses be conducted by one of GSWC's unregulated affiliates. In Decision 10-10-019, Ordering Paragraph 5 states: "Notwithstanding Paragraph 20 of the Settlement adopted by Decision 98-06-068 and

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attached thereto, Golden State Water Company may offer non-tariffed products and services consistent with the rules in Appendix A.”

Further, GSWC will comply with all provisions of Rule X. GSWC will file a Report on Non-Tariffed Products and Services annually with its Annual Report to the Commission, beginning on June 30, 2011.

X.A - Except as provided for in these rules, new products and services shall be offered through affiliates.

MCG Conclusion: GSWC is in compliance with Rule X.A. The only NTP&S offered by GSWC is the billing of sewer services to customers in certain jurisdictions, according to GSWC officials. As GSWC already provides regular water bills to these customers, no additional cost is incurred by GSWC to include the sewer charges on the bills. GSWC bills for the sewer services, collects the payments, and “remits” the payments to the respective cities/ratepayers through reduced rates. From our discussions with other GSWC employees, and our review of GSWC’s Annual Report and other documentation, nothing came to our attention which would cause us to believe that GSWC is providing other NTP&S which were not disclosed to us.

X.B - A utility may only offer on the open market the following products and services:

1. Existing products and services offered by the utility pursuant to tariff;
2. New products and services that are offered on a tariffed basis; and
3. Products and services that are offered on a non-tariffed basis (NTP&S) and that meet the following conditions:
  - a) The NTP&S utilizes a portion of the excess or unused capacity of a utility asset or resource;
  - b) Such asset or resource has been acquired for the purpose of and is necessary and useful in providing tariffed utility services;
  - c) The involved portion of such asset or resource may only be used to offer the product or service on a non-tariffed basis without adversely affecting the cost, quality or reliability of tariffed utility products and services;
  - d) The products and services can be marketed with minimal or no incremental ratepayer capital, minimal or no new forms of liability or business risk being incurred by utility ratepayers, and no undue diversion of utility management attention; and

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e) The utility's offering of the NTP&S does not violate any California law, regulation, or Commission policy regarding anti-competitive practices.

MCG Conclusion: See discussion under Rule X.A above. Based on the above, GSWC is in compliance with Rule X.B.

X.C - Revenues. Gross revenue from NTP&S projects shall be shared between the utility's shareholders and its ratepayers. In each general rate case, NPT&S revenues shall be determined and shared as follows:

1. Active NTP&S projects: 90% shareholder and 10% ratepayer.
2. Passive NTP&S projects: 70% shareholder and 30% ratepayer.
3. A utility shall classify all NTP&S as active or passive. For a new NTP&S not listed in the table, which requires approval by the Commission by advice letter pursuant to Rule X.G an "active" project requires a shareholder investment of at least \$125,000. Otherwise the new NTP&S shall be classified as passive. No costs recoverable through rates shall be counted toward the \$125,000 threshold.
4. Revenues received that are specified in a contract as pass-through of costs, without any mark-up, shall be excluded when determining revenue sharing. If an advice letter is required pursuant to Rule X.G, the utility shall specify in the advice letter any items other than postage, power, taxes, and purchased water for which it proposes pass-through treatment and must obtain Commission approval for such treatment.
5. For those utilities with annual Other Operating Revenue (OOR) of \$100,000 or more, revenue sharing shall occur only for revenues in excess of that amount. All NTP&S revenue below that level shall accrue to the benefit of ratepayers.
6. For those utilities with annual OOR below \$100,000, there shall be no sharing threshold, and ratepayers shall accrue all benefits for non-tariffed products and services.

MCG Conclusion: GSWC is in compliance with Rule X.C. As noted under Rule X.A above, the only NTP&S provided by GSWC was billing/collection services for certain jurisdictions. GSWC referred to the "Designation of Activities" schedule to determine that the billing/collection services provided by GSWC are designated as "Active" activities and fall under the category of "Customer Account Management Services." We obtained a copy of the "Designation of Activities" schedule and verified the classification. GSWC passed all revenue derived from this NTP&S activity to the rate payer through rate reductions, though, per the guidelines of Rule X, GSWC was entitled to retain 90% of the amounts in excess of \$100,000.

Furthermore, we obtained various schedules which 1) summarized the total revenues from the NTP&S, 2) rolled the total revenues balance into the total operating expense

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balance, and 3) allocated the total net operating expense to the various regions where the cities which benefit from the NTP&S reside. This allocation process is used, in part, to determine the various billing rates. It is through this process that the revenue generated from this NTP&S is returned to the rate payer.

GSWC finance and accounting staff indicated that monthly reports are generated from GSWC's accounting software which indicate the amount billed to customers as part of this NTP&S. Rather than returning 100% of amounts billed to the ratepayers, GSWC is allowed to hold back \$0.35 for each bill sent, as well as a small pre-determined uncollectible amount. The rate used to determine the uncollectible amount is determined independent of GSWC. We corroborated all of the information obtained through discussions.

X.D - Cost Allocation. All costs, direct and indirect, including all taxes, incurred due to NTP&S projects shall not be recovered through tariffed rates. These costs shall be tracked in separate accounts and any costs to be allocated between tariffed utility services and NTP&S shall be documented and justified in each utility's rate case. More specifically, all incremental investments, costs, and taxes due to non-tariffed utility products and services shall be absorbed by the utility shareholders, i.e., not recovered through tariffed rates.

MCG Conclusion: GSWC is in compliance with Rule X.D. GSWC did not incur additional costs by providing the one NTP&S as the bills for sewer services were included in the water bills which were already being sent to each customer by GSWC.

X.E - Annual Report of NTP&S Projects. Each utility shall include information regarding its NTP&S projects in its Annual Reports, including but not limited to the following:

1. A detailed description of each NTP&S activity;
2. Whether and why it is classified active or passive;
3. Gross revenue received;
4. Revenue allocated to ratepayers and to shareholders, as established in the company's current general rate case;
5. A complete identification of all regulated assets used in the transaction;
6. A complete list of all employees (by position) that participated in providing the non-tariffed service, with amount of time spent on provision of the service;
7. If the NTP&S has been classified as active through advice letter submission, provide the number of the advice letter and the authorizing Resolution; and

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8. If the NTP&S did not require approval through advice letter, provide the date notice was given to the Commission.

MCG Conclusion: GSWC is not in compliance with Rule X.E. During our review of the 2012 Annual Report of Affiliate Entities, we were unable to locate the items required per Rule X.E above for GSWC's one NTP&S. Based on discussions with GSWC, the items required by Rule X.E were excluded from the report because 100% of the revenue generated by GSWC was returned to the rate payers through rate reductions. GSWC has indicated they will now include the items required under Rule X.E in their Annual Report of Affiliate Entities.

X.F - When a utility initiates the offering of NTP&S that are designated as active or passive in the table below, the utility shall provide notice of such activity by letter to the Director of the Division of Water and Audits and the Program Manager of the Division of Ratepayer Advocates-Water Branch, within 30 days of instituting such activity.

MCG Conclusion: GSWC is in compliance with Rule X.F. GSWC said the current NTP&S has been provided for many years. There were no new NTP&S initiated during the 18 months ended December 31, 2012. As such, GSWC has nothing to report under Rule X.F.

X.G - Provision of New NTP&S. Any water or sewer utility that proposes to engage in the provision of new NTP&S not included in the table below, using the excess capacity of assets or resources reflected in the utility's revenue requirement, and which are proposed to be classified as active as described herein, shall file a Tier 3 advice letter (see Resolution ALJ-202) with the Director of the Division of Water and Audits seeking Commission approval. The advice letter shall be served on the service list for Rulemaking 09-04-012 and the service list for the utility's current or most recent general rate case. The advice letter shall contain the following:

1. A full description of the proposed NTP&S, including, without limitation, the identity of parties served (if known), revenue and cost forecasts, and the term of any contract to be employed.
2. A description of the accounting method to be used to allocate the incremental costs between tariffed services and caused by the NTP&S.
3. Copies of all operative documents for the proposed service.
4. A detailed description of any items other than postage, power, taxes, and purchased water for which the utility proposes pass-through treatment for purposes of calculating revenue sharing.
5. Complete identification of all utility regulated assets and personnel resources that will be used in the proposed transaction. Identify the particular excess capacity (or capacities) asset or resource to be used to provide the NTP&S.

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6. A complete list of all employees that will participate in providing the service, with an estimate of the amount of time each will spend.
  7. A showing that the proposed NTP&S may be offered without adversely affecting the cost, quality, or reliability of the utility services.
  8. A showing of how the NTP&S will be marketed with minimal or no incremental ratepayer capital, minimal or no new forms of liability or business risk, and no undue diversion of utility management attention.
  9. A showing of how the NTP&S does not violate any law, regulation, or Commission policy regarding anti-competitive practices.
  10. A justification for classifying the NTP&S as active. The utility shall demonstrate that there is or will be incremental shareholder investment above \$125,000.
  11. A statement that all risks incurred through this proposed NTP&S project shall be borne by the utility's shareholders.
  12. A description of the market served by the proposed NTP&S project, a list or description of the current incumbents in that market, and an analysis of how the utility's entry into the market will affect the market's competitiveness. Include in this analysis a description of how the utility will guard against using anti-competitive pricing in this market.
  13. Any other information, opinions, or documentation that might be relevant to the Commission's consideration of the NTP&S.

MCG Conclusion: Based on our discussions with GSWC, the current NTP&S has been provided for many years. There were no new NTP&S initiated during the 18 months ended December 31, 2012. As such, GSWC has nothing to report under Rule X.G and GSWC is in compliance with Rule X.G.