

BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

WJ 5

In the Matter of)	
)	
LAURELWOOD WATER ASSOCIATION, INC.)	ORDER
)	
An Investigation Pursuant to ORS 756.515 to)	
Determine Jurisdiction)	

DISPOSITION: JURISDICTION WITHDRAWN

INTRODUCTION

On April 14, 2005, Andrew Thayer submitted a letter to the Public Utility Commission of Oregon (PUC) advising that on March 28, 2005, customers of Laurelwood Water Systems, Inc., formed an association. Along with the letter, Mr. Thayer submitted a copy of the Articles of Incorporation (attached as Appendix A) filed with the Secretary of State on behalf of LAURELWOOD WATER ASSOCIATION, INC.

FINDINGS OF FACT

LAURELWOOD WATER ASSOCIATION, INC., is an association that provides water service only to members of the association.

Twenty percent or more of the members of LAURELWOOD WATER ASSOCIATION, INC., have not filed petitions with the PUC requesting that the association be subject to regulation by the PUC.

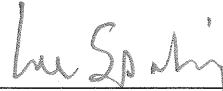
CONCLUSIONS OF LAW

LAURELWOOD WATER ASSOCIATION, INC., is no longer a public utility as defined in ORS 757.005 because it does not provide water service directly or indirectly to or for the public as defined in ORS 757.005(1)(a)(A), and 20 percent or more of the members have not filed petitions with the PUC pursuant to ORS 757.063.

ORDER

IT IS ORDERED that LAURELWOOD WATER ASSOCIATION, INC., is no longer a public utility as defined under ORS 757.005 or ORS 757.063.

Made, entered and effective MAY 06 2005.



Lee Sparling
Director
Utility Program



A party may request rehearing or reconsideration of this order pursuant to ORS 756.561. A request for rehearing or reconsideration must be filed with the commission within 60 days of the date of service of this order. The request must comply with the requirements in OAR 860-014-0095. A copy of any such request must also be served on each party to the proceeding as provided by OAR 860-013-0070(2). A party may appeal this order to a court pursuant to applicable law.



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Incorporation—Cooperative

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

FILED
MAR 28 2005
OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 278346-96

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF COOPERATIVE LAURELWOOD WATER ASSOCIATION, INC.

2) REGISTERED AGENT

Andrew Thayer

8) MEMBERSHIP STOCK

A. If there is no membership stock, state the amount of the membership fee and the limitations, if any, on the transfer of membership.

See attached Exhibit "A"

3) ADDRESS OF REGISTERED AGENT (Must be an Oregon Street Address, which is identical to the registered agent's business office. Must include city, state, zip; no PO Boxes.)

74305 Laurelwood Road

Rainier, OR 97048

4) MAILING ADDRESS FOR NOTICES

74305 Laurelwood Road

Rainier, OR 97048

B. If there is membership stock, state the classes of stock and the limitations on transfer, if any, applicable to such stock.

NONE

5) NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS

6) PURPOSE FOR WHICH COOPERATIVE IS ORGANIZED

To own, lease, construct, operate and maintain a community water system and any other lawful activity for which cooperatives may be organized.

9) BASIS OF DISTRIBUTION OF ASSETS In the Event of Dissolution or Liquidation.

See attached Exhibit "A"

7) CAPITAL STOCK (Indicate the number and par value, if any, of shares of each authorized class of stock. If more than one class is authorized, indicate the designation, preferences, limitation, and relative rights of each class.)

10) OPTIONAL PROVISIONS (Please attach a separate sheet. See Exhibit)

11) NAME AND ADDRESS OF EACH INCORPORATOR

Andrew Thayer,

74305 Laurelwood Road, Rainier, OR 97048

Robert Barnes, 74336 Laurelwood Rd., Rainier, OR

12) EXECUTION

Signature

Andrew Thayer
Robert Barnes

Printed Name

Andrew Thayer

Robert Barnes

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

13) CONTACT NAME (To resolve questions with this filing.)

Harold L. Olsen, Esq.

DAYTIME PHONE NUMBER (Include area code.)

(503) 397-4222

EXHIBIT "A"

- 8) There will be no new membership fee charged to property owners who are currently receiving water from Laurelwood Water system, Inc. Property owners who apply for new membership or additional memberships will be assessed a membership fee of \$500.00. Memberships can only be transferred to property owners who are served by the water system, subject to approval of the Board of Directors.
- 9) this corporation may be dissolved by resolution passed by a majority vote of the Board of Directors. The members at any duly called meeting of the members may adopt a motion directing the Board of Directors to initiate voluntary dissolution or liquidation of the cooperative. In either case, the notice of such a meeting must state that the dissolution or liquidation is up for consideration. If a motion or resolution to dissolve or liquidate is adopted, the motion or resolution shall include the manner of distribution of assets, and this manner may provide that the balance of the assets, after the payments of all debts of the cooperative have been paid in full, shall be reduced to cash and equally divided among the members, provided that any sum due the cooperative by a member shall be deducted from the member's share and the total deductions shall then be divided among the members. In the event that at the time the meeting is called to propose the dissolution or liquidation of the cooperative, if all or part of the assets of the cooperative are mortgaged or otherwise hypothecated, notice of the proposed meeting and its purpose must be delivered to the agent to whom payments on the mortgage indebtedness are or should be paid, and, thereafter, the mortgage holder shall have the option at any time within ninety (90) days of receipt of notice to elect to purchase the assets of the cooperative at their value subject to the mortgage or to arrange for a sale and transfer to some other person, group or entity at their value subject to the mortgage.

In the alternative, the assets may be distributed to a legal entity that agrees to continue operating and maintaining the water system.

- 10) The initial term of the Board of Directors shall be:

Position 1 and 2 - 2 years
Position 3, 4 and 5 - 1 year

and the initial Board of Directors shall be:

Position 1: Robert Barnes
Position 2: Andrew Thayer
Position 3: John Nicklous
Position 4: Paul Dinkelocker
Position 5: Gary Williams



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Registry Number: 278346-96
Type: COOPERATIVE

LAURELWOOD WATER ASSOCIATION, INC.
ANDREW THAYER
74305 LAURELWOOD RD
RAINIER OR 97048

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF INCORPORATION

Filed On
03/28/2005

Jurisdiction
OREGON

Name

LAURELWOOD WATER ASSOCIATION, INC.

Registered Agent

ANDREW THAYER
74305 LAURELWOOD RD
RAINIER OR 97048