

# Evergreen Water Company

248 EVERGREEN TERRACE RD

St. Maries, Id. 83861

208-245-2448

RECEIVED

2012 SEP 24 AM 9:02

IDAHO PUBLIC  
UTILITIES COMMISSION

9/20/2012

Idaho Public Utilities Commission

P O Box 83720

Boise, Id. 83720-0074

EVG-W-12-01

Attn: Joe Terry

Dear Mr. Terry,

As per your e-mail the enclosed should satisfy your requests.

Detailed statement of the qualifications of buyer

See articles of incorporation and ownership right agreement

Financial statement

See attached

Description of the buying organization

See articles of incorporation

Buyer's registration w/Secretary of state

Attached

Buyer's articles of incorporation

Attached

Statement of valuation of system

Attached last value by State tax commission

Buyer's address where records etc

See articles of incorporation

Copy of notice sent to customers

See ownership right agreement (we have copies of all 35 owners documents)

Evergreen Terrace Water association did not have to buy Evergreen Water Co. it was transferred at no cost to the Association.



Arlo Slack  
Manager

.. 260112

FILED FOR RECORD AT REQUEST OF:

**Evergreen Terrace Water Association**  
248 Evergreen Terrace Rd.  
St. Maries, ID 83861

RECEIVED

2011 JUN 2 AM 9 20  
16<sup>00</sup>

BEAVER COUNTY  
J. MICHELE REYNOLDS, CLERK  
*Jo*  
*Jo*  
TO Evergreen Terrace Water Ass  
248 Evergreen Terrace Rd  
St Maries ID 83861

**EVERGREEN TERRACE WATER ASSOCIATION  
OWNERSHIP RIGHT AGREEMENT**

AGREEMENT made this 26 day of May, 2011, between **EVERGREEN TERRACE WATER ASSOCIATION**, an Idaho non-profit corporation ("Evergreen Terrace"), and **BARRY C. BADGETT** ("Owner"). Owner owns that certain real estate identified as Parcel Number 001900100280 and more fully described as follows. Owner has 1 ownership right (also known as a hookup) in Evergreen Terrace.

LOT 28 EVERGREEN TERRACE, S25 T46N R2W

The Evergreen Terrace Articles of Incorporation and Bylaws, and the Water Users Agreement place restrictions on the transfer of such ownership rights. Such restrictions are necessary to insure that upon the transfer of the Owner's real property, Evergreen Terrace can collect all outstanding charges and assessments, and that no ownership right is transferred that is not in accordance with Evergreen Terrace's governing documents, rules, and regulations. No transfer of an ownership right shall be valid unless all charges and assessments have been paid and an Assignment and Assumption of Water Users Agreement has been provided to all necessary parties.

This Agreement shall bind the parties and run with the real property. Any assignment shall bind any successor or assigns of any party to this Agreement.

• 260112

DATED this 26 day of May, 2011.

EVERGREEN TERRACE WATER ASSOCIATION,  
an Idaho Miscellaneous and Mutual Corporation

By Jim Nilson  
President

"Evergreen Terrace"

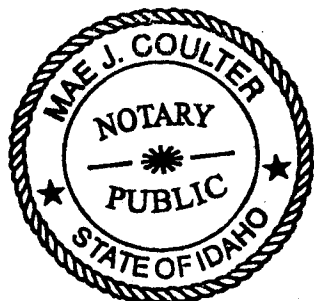
Barry Badgett

"Owner"

STATE OF IDAHO                    )  
  ) ss.  
County of Benewah            )

I certify that I know or have satisfactory evidence that Jim Nilson is the persons who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument, and acknowledged it as the President of **EVERGREEN TERRACE WATER ASSOCIATION**, to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

DATED: May 26, 2011.



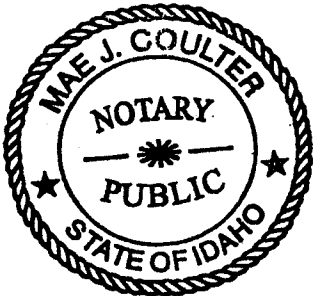
Mae J. Coulter  
NOTARY PUBLIC in and for the State  
of Idaho, residing at St. Maries

My appointment expires: 11-19-2013

STATE OF IDAHO )  
 ) ss.  
County of Benewah )

I certify that I know or have satisfactory evidence that  
Barry C. Badgett signed this instrument and acknowledged it to be  
their free and voluntary act, for the uses and purposes mentioned in the instrument.

DATED: May 24, 2011.



Mae J. Coulter  
NOTARY PUBLIC in and for the State  
of Idaho, residing at St. Marie's

My appointment expires: 11-19-2013

**AMENDED AND RESTATED  
ARTICLE OF INCORPORATION  
OF  
EVERGREEN TERRACE WATER ASSOCIATION, INC.**

We, the undersigned, adopt the following Amended and Restated Articles of Incorporation for Evergreen Terrace Water Association, Inc.

**Article I – Name**

The name of the corporation is “Evergreen Terrace Water Association, Inc.”

**Article II – Duration**

The duration of the Association shall be perpetual.

**Article III – Purposes**

The nature of the business of the Association and its object and purposes are as follows:

(1) To acquire, construct, own and operate a water distribution system for the mutual benefit of its members.

(2) In furthering the purposes hereinbefore set forth, this Association is organized and operated to receive, hold, invest and administer property, whether real or personal, and to exercise the powers herein after described.

**Article IV –Powers and Limitations**

4.1 Powers. In accomplishing the purposes of the Association, the Association shall have and be entitled to exercise all the powers enumerated in Idaho Code Chapter 30-3 as now enhanced and hereafter amended except as limited herein. Where any provision of these articles or the bylaws of the Association are more restrictive, the more restrictive provision shall apply.

4.2 Limitations.

a. The business of this Association shall be conducted strictly upon the cooperative basis and no serviced shall be rendered to or for any person, firm or corporation other than members of the Association and there shall be no profit earned by the Association nor any dividends declared from any accumulations in its treasury nor any division of the assets of the Association among the members thereof at any time unless upon the dissolution and liquidation of the Association or as required by law to maintain its non-profit and/or tax exempt status.

b. The number of members of the system shall be limited to not more than one hundred (100) which is based on the capacity of the proposed system.

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b. The number of members of the system shall be limited to not more than one hundred (100) which is based on the capacity of the proposed system.

## Article V – Membership and Voting

5.1 Membership. Members of the Association shall consist solely of those persons who are the fee simple owners of the real property within the service district of the Association who have agreed to pay the charges and assessments of the Associations and provide such security as required by the Board. Each connection to the system shall be entitled to one (1) unit of membership in the Association. Membership in the Association shall entitle the holder thereof to access the Association's system and the purchase of water from the Association; provided, however, that any member in default in payment of fees and assessments charged by the Association, as determined by the Board, shall not be entitled to any rights of a member hereunder.

5.2. Voting. Members in good standing with the Association shall be entitled to cast one (1) vote per lot owned in any meeting of the members. A member is deemed in good standing with the Association if all subscriptions, dues, fees, assessments and any other charges made by the Association that are due and not delinquent as of the date of the meeting are paid current at least five (5) days before the members act on the business of the Association.

5.3. Transfer of Membership. Membership shall be appurtenant to each lot described above and shall automatically pass with title to each lot.

5.4. Lien. The Association shall have a lien on the membership interest, and all rights related thereto, for all sums owned by any owner to the Association.

## Article VI – Registered Office and Agent

The registered office of this Association shall be 248 Evergreen Terrace Road, St. Maries, ID 83861, and the name of the initial registered agent of the Association at such address shall be Arlo Slack.

## Article VII – Board of Directors

The Board of Directors of the Association shall consist of not less than three (3) or more than nine (9). The Board of Directors shall be elected by the members in the manner set forth in the Bylaws of the Association.

As of the date of these Amended and Restated Articles of Incorporation, the Board of Directors is:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Arlo Slack	248 Evergreen Terrace Rd. St. Maries, ID	May 1, 2014
Gary Moss	568 Evergreen Terrace Rd. St. Maries, ID	May 1, 2012
Jim Shubert	170 Ponderosa Lane St. Maries, ID	May 1, 2014

Bryce Coulter	606 Evergreen Terrace Rd.	5/1/2013
	St. Maries, ID	
Jim Nilson	P.O. Box 726	5/1/2012
	St. Maries, ID	

Each member of the Board of Directors shall hold office and shall have all powers necessary to carry out the business of the Association until a full Board of the Association is appointed, but not later than the first annual meeting.

A Director may be removed by the three-quarter affirmative vote of the members present at a meeting of the membership.

No director shall be personally liable to the Association or its members for monetary damages for conduct as a director provided that such limitation of liability shall not apply to acts or omissions of intentional misconduct, knowing violation of a law, or for any transaction from which the director is not legally entitled. This provision is intended to provide the directors the maximum limitation of liability intended by Idaho Code Section 30-3-85, as now enacted or hereafter amended, revised, reenacted or replaced and interpretations thereof by the courts.

#### **Article VIII – Dissolution**

Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association and making provision for reimbursement of assessments or otherwise by the members, distribute all of the remaining assets of the Association on a patronage basis to all members past and present to the extent it is practicable. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

#### **Article IX – Assessments and Fees**

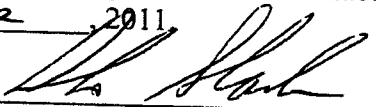
The Association is organized for the mutual benefit of its members and shall have no profit. The cost of acquiring, constructing, managing and operating the corporate water system shall be paid by fees and charges assessed to the members of the Association. Whenever the Board of Directors deems it necessary and advisable to establish or change the fees and charges for water, such fees and charges shall be established by the Board at a meeting called for that purposes in accordance with the provisions of the Bylaws of the Association. All assessments received by the Association will be used only for the payment of corporate debts, and to operate and maintain the water system owned by the Association. After all expenses of the Association are paid each year, and a reasonable reserve set aside as determined by the Board of Directors, any excess income of the Association shall be used to reduce or offset future fees and charges assessed by the Association.



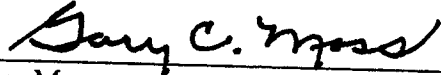
### Article X – Miscellaneous Provisions

Headings in these Amended and Restated Articles of Incorporation are intended to assist in location of specific provisions and are not controlling in interpreting the substantive provisions.


IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 1 day of June, 2011.



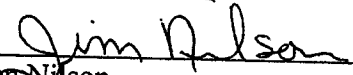
Arlo Slack



Gary Moss



Bryce Coulter



Jim Nilson



Jim Shubert



## IDAHO SECRETARY OF STATE Viewing Business Entity

Ben Ysursa, Secretary of State

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[ [Get a certificate of existence for EVERGREEN TERRACE WATER ASSOCIATION, INC.](#) ]

### **EVERGREEN TERRACE WATER ASSOCIATION, INC.**

248 EVERGREEN TERRACE RD  
ST MARIES, ID 83861

**Type of Business:** CORPORATION, GENERAL NON PROFIT

**Status:** GOODSTANDING, ANREPT SENT 06 Feb 2012

**State of Origin:** IDAHO

**Date of** 28 Apr 2009

**Origination/Authorization:**

**Initial Registered Agent:** ARLO SLACK  
248 EVERGREEN TERRACE RD  
ST MARIES, ID 83861

**Organizational ID / Filing Number:** C182927

**Number of Authorized Stock Shares:**

**Date of Last Annual Report:** 05 Mar 2012

**Original Filing:**

[ [Help Me Print/View TIFF](#) ]

**Filed 28 Apr 2009** INCORPORATION [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Amendments:**

[ [Help Me Print/View TIFF](#) ]

**Amendment Filed 08 Jun 2011** AMENDED & RESTATED [View Image \(PDF format\)](#) [View Image \(TIFF format\)](#)

**Annual Reports:**

[ [Help Me Print/View TIFF](#) ]

**Report for year 2012** ANNUAL REPORT [View Document Online](#)

**Report for year 2011** ANNUAL REPORT [View Document Online](#)

**Report for year 2010** ANNUAL REPORT [View Document Online](#)

[Idaho Secretary of State's Main Page](#)

[State of Idaho Home Page](#)

Comments, questions or suggestions can be emailed to: [sosinfo@sos.idaho.gov](mailto:sosinfo@sos.idaho.gov)

**IDAHO**  
State Tax Commission

PO Box 36 • Boise ID 83722-0410  
800 Park Blvd., Plaza IV • Boise ID 83712-7742

GH0110  
231

July 13, 2011

Letter ID: L1295707520  
Reference: 04010821

ARLO SLACK  
EVERGREEN WATER COMPANY  
248 EVERGREEN TERRACE RD  
SAINT MARIES ID 83861

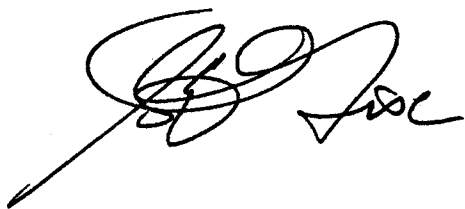
Dear ARLO SLACK:

The Idaho State Tax Commission recommends a value of \$ 35,000.00 for EVERGREEN WATER COMPANY. Any change to the recommended value will be at the discretion of the State Board of Equalization (SBOE).

If you would like to schedule a formal hearing before the SBOE, you must make your request in writing by August 1, 2011. Hearings are held from the second Monday through the fourth Monday in August. Telephone conferences are not allowed. SBOE decisions may be appealed to a district court within 30 days of receiving the decision. On the fourth Monday in August, the State Tax Commission will certify values for all centrally assessed Properties. All requests for a formal hearing should be sent to:

Valerie Dilley  
Administrative Assistant  
Idaho State Tax Commission  
PO Box 36  
Boise, ID 83722-0036  
208-334-7500

Sincerely,



Steve Fiscus  
Division Administrator  
County Support Division

1:01 PM  
09/04/12  
Cash Basis

**Evergreen Terrace Water Association**  
**Profit & Loss**  
**January 1 through September 4, 2012**

	Jan 1 - Sep 4, 12
<b>Ordinary Income/Expense</b>	
Income	
Late Fee Penalty	45.00
Water Service Fee	
Additional Usage	6.00
Water Service Fee - Other	11,006.00
Total Water Service Fee	11,012.00
Total Income	11,057.00
Gross Profit	11,057.00
Expense	
Contract Services	
Engineering	67,128.35
General Contractor	147,550.91
Legal Fees	3,381.00
Outside Contract Services	6,950.13
Contract Services - Other	1,960.00
Total Contract Services	226,970.39
Insurance	
Insurance - Liability	437.00
Total Insurance	437.00
Operations	
Analysis of Water	410.50
Bank Checking Fee	69.00
Building Permit	539.69
Chemicals	137.80
Newspaper Ad	227.70
Office Supplies	68.89
One Call Fee	9.72
Postage, Mailing Service	114.05
Utility Electric	691.35
Total Operations	2,268.70
Total Expense	229,676.09
Net Ordinary Income	-218,619.09
Other Income/Expense	
Other Income	
Bank Saving Dividend	0.06
Total Other Income	0.06
Net Other Income	0.06
Net Income	-218,619.03