

Received _____
Examined _____

**CLASS D
WATER UTILITIES**

U# _____

**2015
ANNUAL REPORT
OF**

MHC Acquisition One, LLC

(NAME UNDER WHICH CORPORATION, PARTNERSHIP, OR INDIVIDUAL IS DOING BUSINESS)

Two North Riverside Plaza, Suite 800 Chicago, IL 60606

(OFFICIAL MAILING ADDRESS)

ZIP

**TO THE
PUBLIC UTILITIES COMMISSION
STATE OF CALIFORNIA
FOR THE YEAR ENDED DECEMBER 31, 2015**

REPORT MUST BE FILED NOT LATER THAN MARCH 31, 2016

PEASLEY, ALDINGER & O'BYMACHOW
AN ACCOUNTANCY CORPORATION

MATT A. PEASLEY, CPA
CHRISTIAN L. ALDINGER, CPA

2120 MAIN STREET, SUITE 265
HUNTINGTON BEACH, CALIFORNIA 92648

(714) 536-4418
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ACCOUNTANT'S COMPILATION REPORT

May 31, 2016

MHC Acquisition One, LLC
Two North Riverside Plaza, Suite 800
Chicago, IL 60606

Management is responsible for the accompanying financial statements of MHC Acquisition One, LLC (Santa Cruz Utility Water system), which comprise the balance sheet as of December 31, 2015, and the related income statement included in the accompanying prescribed form. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements included in the accompanying prescribed form nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Other Matter

The financial statements included in the accompanying prescribed form are intended to comply with the requirements of the Public Utilities Commission of the State of California, and are not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America.

The supplementary information included in the prescribed form is presented for purposes of additional analysis and is not a required part of the basic financial statements. The supplementary information has been compiled from information that is the representation of management. We have not audited or reviewed the supplementary information and, accordingly, do not express an opinion or provide any assurance on such information.

PEASLEY, ALDINGER, & O'BYMACHOW
AN ACCOUNTANCY CORPORATION



Christian L. Aldinger
Certified Public Accountant

TABLE OF CONTENTS

	<u>Page</u>
Instructions	2
General Information	3
Excess Capacity and Non-Tariffed Services	4
Safe Drinking Water Bond Act / State Revolving Fund Data	5-6
Schedule A - Balance Sheet	7
Schedule B - Water Plant In Service	8
Schedule C - Reserve for Depreciation of Utility Plant	8
Schedule D - Capital Stock Outstanding (As of December 31, 2015)	9
Schedule E - Long-Term Debts	10
Schedule F - Income Statement	11
Schedule G - Source of Supply and Water Developed Wells	12
Schedule H - Water Delivered to Metered Customers	12
Schedule I - Employees and Their Compensation	12
Schedule J - Advances for Construction	13
Schedule K - Total Meters and Services (Active and Inactive)	13
Schedule L - Meter Testing Data	13
Schedule M - Service Connections at End of Year	13
Schedule N - Storage Facilities	13
Schedule O - Footages of Pipe (Excluding Service Pipes)	13
Facility Fees Data	14
Declaration	15

INSTRUCTIONS

1. Two completed and signed hard copies of this report and one electronic copy must be filed **NOT LATER THAN MARCH 31, 2016**, with:

CALIFORNIA PUBLIC UTILITIES COMMISSION
DIVISION OF WATER AND AUDITS
ATTN: KAYODE KAJOPAIYE
505 VAN NESS AVENUE, ROOM 3105
SAN FRANCISCO, CALIFORNIA 94102-3298
kok@cpuc.ca.gov

2. Failure to file the report on time may subject a utility to the penalties and sanctions provided by the Public Utilities Code.
3. The Oath on Page 15, must be signed by an authorized officer, partner, or owner.
4. The report must be prepared in ink, typed or computer generated.
5. The report must be filled in, and every question answered. **LEAVE NO SCHEDULE BLANK.** Insert the words "none" or "not applicable" or "n/a" when appropriate.
6. Certain balance sheet and income statement accounts flow to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
7. Some schedules provide for a "balance at beginning of year." The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference it should be explained by footnote.
8. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which it refers. Be certain that the inserts are securely attached to the report. If inserts are needed, prepare all inserts in one separate electronic file in Microsoft Excel format and file it with the electronic file of this report.
9. This report must cover the calendar year from January 1, 2015, through December 31, 2015. Fiscal year reports will not be accepted.

CLASS D WATER UTILITIES
(HAVING LESS THAN 500 SERVICE CONNECTIONS)

MHC Acquisition One, LLC
(Name under which corporation, partnership or individual is doing business)

Two North Riverside Plaza, Suite 800 Chicago, IL 60606
(Official mailing address)

Santa Cruz, Santa Cruz County
(Service Area - Town and County)

Telephone Number: 312-279-1486 Fax Number: 312-279-1839

Email Address: N/A

GENERAL INFORMATION
(Attach a supplementary statement, if necessary)
RETURN ORIGINAL TO COMMISSION, NO PHOTOCOPIES.

1. If a corporation show:
 - (A) Date of organization August 19, 1996 incorporated in the State of Delaware
 - (B) Names, titles and addresses of principal officers: Marguerite Nader, President and CEO; Paul Seavey, Executive VP, CFO & Treasurer; Roger Maynard, Executive VP - Asset Mgmt; Larisa Drake, Senior VP - Marketing; Kenneth Kroot, Senior VP - General Counsel & Secretary; Patrick Waite, Senior VP - Property Mgmt; Walter Jaccord, Legal and Assist. Secretary
2. If unincorporated provide the name and address of the owner(s) or the partners: N/A
3. Name, title, and telephone number of:
 - (A) One person listed above to receive correspondence: Marguerite Nader 312-279-1486
 - (B) Person responsible for operations and services: Jennifer McClellan 831-423-8660
4. Were any contracts or agreements in effect with any organization or person covering service, supervision and/or management of your business affairs during the year? (Yes or No) Yes
If so, what was the nature and the amount of each payment made under the agreement, to whom were payments made, and to what account was each payment charged?
Equity Lifestyles Properties, labor: \$4,828 acct 630, professional: \$17,337 acct 682.
5. State the names of associated companies or persons which, directly or indirectly, or through one or more intermediaries, control, or are controlled by, or are under common control with respondent:
MHC Acquisition QRS, Inc.; MHC Operating Limited Partnership Equity Lifestyles, Inc.

PUBLIC HEALTH STATUS

6. Has state or local health department inspection been made during the year?
7. Are routine laboratory tests of water being made?
8. Has state health department water supply permit been obtained? (Indicate date)
9. If no permit has been obtained, state whether application has been made and when.
10. Show expiration date if state permit is temporary.

Yes	No	Latest Date
	x	
	x	
	x	
	x	
		N/A

11. List Name, Grade, and License Number of all Licensed Operators:
Geo H. Wilson Plumbing Contractor #00056172
12. This annual report was prepared by:
 - Name of firm or consultant: Peasley, Aldinger & O'Bymachow
 - Address of firm or consultant: 2120 Main Street, Suite 265
Huntington Beach, CA 92648
 - Phone Number of firm or consultant: (714) 536-4418

Excess Capacity and Non-Tariffed Services

NOTE: In D.00-07-018, D.03-04-028, and D. 04-12-023, the CPUC set forth rules and requirements regarding water utilities provision of non-tariffed services using excess capacity. These decisions require water utilities to: 1) file an advice letter requesting Commission approval of that service, 2) provide information regarding non-tariffed goods/services in each company's Annual Report to the Commission.

Based on the information and filings required in D.00-07-018, D.03-04-028, and D.04-12-023, provide the following information by each individual non-tariffed goods and services provided in calendar year 2015:

Applies to All Non-Tariffed Goods/Services that require Approval by Advice Letter											
Row No.	Description of Non-Tariffed Good/Service	Active or Passive	Total Revenue Derived From Non-Tariffed Goods/Services (by account)	Revenue Account Number	Total Expenses Incurred to Provide Non-Tariffed Goods/Services (by Account)	Expense Account Number	Advice Letter and/or Resolution Number Approving Non-Tariffed Goods/Services	Total Income Tax Liability Incurred Because of Non-Tariffed Goods/Services (by Account)	Income Tax Liability Account Number	Gross Value of Regulated Assets Used in the Provision of a Non-Tariffed Goods/Services (by Account)	Regulated Asset Account Number

N/A

**FOR ALL WATER COMPANIES
SAFE DRINKING WATER BOND ACT/STATE REVOLVING FUND DATA**

Please provide the following information relating to each Safe Drinking Water Bond Act (SDWBA) or Safe Drinking Water State Revolving Fund (SRF) loan surcharge collection for the calendar year. Please use one page per loan.

1. Current Fiscal Agent: **N/A**

Name: _____
 Address: _____
 Phone Number: _____
 Account Number: _____
 Date Hired: _____

2. Total surcharge collected from customers during the 12 month reporting period:

\$ _____

Meter Size	No. of Metered Customers	Monthly Surcharge Per Customer
3/4 inch		
1 inch		
1 1/2 inch		
2 inch		
3 inch		
4 inch		
6 inch		
Number of Flat Rate Customers		
Total		

3. Summary of the bank account activities showing:

Balance at beginning of year	\$ _____
Deposits during the year	_____
Interest earned for calendar year	_____
Withdrawals from this account	_____
Balance at end of year	_____

4. Reason or Purpose of Withdrawal from this bank account:

**FOR ALL WATER COMPANIES
SAFE DRINKING WATER BOND ACT/STATE REVOLVING FUND DATA (Continued)**

5. Plant amounts included in Schedule A-1a, Account No. 101--Water Plant in Service which were funded using SDWBA or SRF funds: **N/A**

Line No.	Acct. No.	Title of Account (a)	Balance Beginning of Year (b)	Plant Additions During Year (c)	Plant Retirements During Year (d)	Other Debits* or (Credits) (e)	Balance End of Year (f)
1		NON-DEPRECIABLE PLANT					
2	301	Intangible Plant					
3	303	Land					
4		Total non-depreciable plant					
5		DEPRECIABLE PLANT					
6	304	Structures					
7	307	Wells					
8	317	Other Water Source Plant					
9	311	Pumping Equipment					
10	320	Water Treatment Plant					
11	330	Reservoirs, Tanks and Standpipes					
12	331	Water Mains					
13	333	Services and Meter Installations					
14	334	Meters					
15	335	Hydrants					
16	339	Other Equipment					
17	340	Office Furniture and Equipment					
18	341	Transportation Equipment					
19		Total depreciable plant					
20		Total water plant in service					

SCHEDULE A - BALANCE SHEET (AS OF DECEMBER 31, 2015)

Line	Acct.	Assets	Balance
1	101	Water Plant in Service (Excluding SDWBA)	205,507
2	101.1	Water Plant in Service - SDWBA	
3	101.2	Water Plant in Service - Prop 50	
4	103	Water Plant Held for Future Use	
5	104	Water Plant Purchased or Sold	
6	105	Water Plant Construction Work in Progress	
7	100.3	Construction Work in Progress (Prop 50)	
8	108	Accumulated Depreciation of Water Plant	(163,939)
9	108.1	Accumulated Amortization of SDWBA Loan	
10	114	Water Plant Acquisition Adjustments	
11	121	Non-water Utility Property and Other Assets	
12	121.3	Cash - Miscellaneous Special Deposits (Prop 50)	
13	122	Accumulated Depreciation of Non-water Utility Property	
14	124	Other Investments	
15	131	Cash	12,115
16	131.3	Cash - Miscellaneous Special Deposits (Prop 50)	
17	132	Special Deposits	
18	141	Accounts Receivable - Customers	257
19	142	Receivables from Associated Companies	
20	143	Accumulated Provision for Uncollectible Accounts	
21	151	Materials and Supplies	
22	174	Other Current Assets	
23	180	Deferred Charges	
24			
25			
26		Total Assets	53,940
Line	Acct.	Equity and Liabilities	Balance
27	201	Common Stock (for corporations only)	
28	204	Preferred Stock (for corporations only)	
29	211	Other Paid-in Capital (for corporations only)	
30	215	Retained earnings (for corporations only)	(692,461)
31	218	Proprietary Capital (for proprietorships and partnerships only)	
32	224	Long-Term Debt	
33	231	Accounts Payable	(15,037)
34	232	Short-Term Notes Payable	
35	233	Customer Deposits	
36	236	Taxes Accrued	
37	237	Interest Accrued	
38	241	Other Current Liabilities	760,342
39	250	Reserve for Depreciation of Utility Plant (Prop 50)	
40	252	Advances for Construction	
41	253	Other Credits	1,096
42	255	Accumulated Deferred Investment Tax Credits	
43	266.0	Contributions - Publicly Grant-Funded Plant (Prop 50)	
44	266.1	Accumulated Amortization of Contributions - Publicly Grant-Funded Plant (Prop 50)	
45	271	Contributions in Aid of Construction	
46	272	Accumulated Amortization of Contributions	
47	282	Accumulated Deferred Income Taxes - ACRS Depreciation	
48	283	Accumulated Deferred Income Taxes - Other	
49			
50			
51		Total Equity and Liabilities	53,940

SCHEDULE B - WATER PLANT IN SERVICE (AS OF DECEMBER 31, 2015)

Line	Acct	Title of Account	Balance Beg of Year	Plant Additions During year	Plant Retirements During year	Other Debits or (Credits)	Balance End of year
1	301	Intangible Plant	10,000				10,000
2	303	Land					
3	304	Structures					
4	307	Wells					
5	311	Pumping Equipment					
6	317	Other Water Source Plant					
7	320	Water Treatment Plant					
8	330	Reservoirs, Tanks and Standpipes					
9	331	Water Mains	97,400				97,400
10	333	Services and Meter Installations	23,562				23,562
11	334	Meters	36,022				36,022
12	335	Hydrants	15,698				15,698
13	339	Other Equipment	18,667	4,158			22,825
14	340	Office Furniture and Equipment					
15	341	Transportation Equipment					
16		Total water plant in service	201,349	4,158			205,507

* Debit or credit entries should be explained by footnotes or supplementary schedules

SCHEDULE C - RESERVE FOR DEPRECIATION OF UTILITY PLANT (AS OF DECEMBER 31, 2015)

Line	Item	Account 108 Water Plant	Account 108.1 SDWBA Loans	Water Plant Funded by Prop 50 (For information only)	
1	Balance in reserves at beginning of year	160,196			A. Method used to compute
2	Add: Credits to reserves during year				depreciation expense
3	(a) Charged to Account No. 272				(Acct. 403) and rate.
4	(b) Charged to Account No. 403	3,743			COMPOSITE 3.58%
5	(c) Charged to Account No. 407				B. Amount of depreciation expense
6	(d) Salvage recovered				or to be claimed on utility property
7	(e) All other credits				in your federal income tax return
8	Total credits	3,743			for the year covered by this
9	Deduct: Debits to reserves during year				report \$ N/A
10	(a) Book cost of property retired				
11	(b) Cost of removal				C. State method used to compute
12	(c) All other debits				tax depreciation, N/A
13	Total debits	-			
14	Balance in reserve at end of year	163,939			
15	(1) Explanation of all other credits				
16	(2) Explanation of all other debits				

SCHEDULE D - CAPITAL STOCK OUTSTANDING (AS OF DECEMBER 31, 2015)

Line	Description	Shareholder Name	Number of Shares	Par Value
1	Common Stocks	N/A	N/A	N/A
2	Common Stocks			
3	Common Stocks			
4	Common Stocks			
5	Common Stocks			
6	Common Stocks			
7	Common Stocks			
8	Common Stocks			
9	Common Stocks			
10	Common Stocks			
11	Common Stocks			
12	Common Stocks			
13	Common Stocks			
14	Common Stocks			
15	Common Stocks			
16	Total - Common Stocks			
17	Preferred Stocks	N/A	N/A	N/A
18	Preferred Stocks			
19	Preferred Stocks			
20	Preferred Stocks			
21	Preferred Stocks			
22	Preferred Stocks			
23	Preferred Stocks			
24	Preferred Stocks			
25	Preferred Stocks			
26	Preferred Stocks			
27	Preferred Stocks			
28	Preferred Stocks			
29	Preferred Stocks			
30	Preferred Stocks			
31	Preferred Stocks			
32	Total - Preferred Stocks			
33	Total annual dividends declared and/or paid to common stockholders			\$ N/A
34	Percentage of total annual dividend to common stockholders as a percentage of total net income (%)			N/A
35	Total annual dividends declared and/or paid to preferred stock shareholders			\$ N/A
36	Percentage of total annual dividend to preferred stockholders as a percentage of total net income (%)			N/A

Note: Please use duplicate page(s) to meet your company's needs if additional lines are needed.

SCHEDULE E - LONG-TERM DEBTS

Line	Lender Name	CPUC Order No.	Class	Date of Issuance	Date of Maturity	Principle Amount Authorized	Interest Rate (%)	Accrued Interest for Current Year	Interest Paid for Current Year	Outstanding Balance as of 12/31/2015
1	N/A									
2										
3										
4										
5										
6										
7										
8										
9										
10										
11	Total									

Note: Please use duplicate page(s) to meet your company's needs if additional lines are needed.

SCHEDULE F - INCOME STATEMENT

Line	Acct.	Description	Balance
1		Operating Revenues:	
2	460	Unmetered Water Revenue	
3	462	Fire Protection Revenue	
4	465	Irrigation Revenue	
5	470	Metered Water Revenue	55,483
6	475	Approved Total Surcharge Revenue(s)	
7	480	Other water revenue	
8		Total Revenue Received	55,483
9		Less: Revenue Deductions	
10		SDWBA/SRF Surcharge Revenue	
11		Total Operating Revenue	55,483
12		Operating Expenses:	
13	610	Purchased Water	67,756
14	615	Power	
15	618	Other Volume Related Expenses	
16	630	Employee Labor	718
17	640	Materials	
18	650	Contract Work	
19	660	Transportation Expense	
20	664	Other Plant Maintenance Expenses	
21	670	Office Salaries	
22	671	Management Salaries	
23	674	Employee Pensions and Benefits	
24	676	Uncollectible Accounts Expense	128
25	678	Office Services and Rentals	
26	681	Office Supplies and Expense	
27	682	Professional Services	14,869
28	684	Insurance	235
29	688	Regulatory Commission Expense	
30	689	General Expense	2,265
31		Total Operating Expenses	85,971
32	403	Depreciation Expense	3,743
33	407	SDWBA/SRF Loan Amortization Expense	
34	408	Taxes Other Than Income Taxes	1,572
35	409	State Corporate Income Tax Expense	800
36	410	Federal Corporate Income Tax Expense	
37		Total Operating Revenue Deductions	92,086
38		Utility Operating Income	(36,603)
39	421	Non-utility Income	(376)
40	426	Miscellaneous Non-utility Expense	0
41	427	Interest Expense	
42		Net Income	(36,227)

See Accompanying Accountant's Compilation Report

SCHEDULE G - SOURCES OF SUPPLY AND WATER DEVELOPED WELLS					
Location	No.	Diam. Inch	Depth to Water Feet	Pumping Capacity (g.p.m.)	Annual Quantities Pumped
N/A					
OTHER					
Streams or Springs Location of Diversion Point	Flow in Priority Right		(Unit) Diversions		Annual Quantities Diverted
	Claim	Capacity	Max	Min	Unit
N/A					
Purchased water (unit)					
Supplier: Santa Cruz Municipal Utilities			Annual Quantity		

SCHEDULE H - WATER DELIVERED TO METERED CUSTOMERS			
(If figures are available) (specify unit)			
Classification of Service	Month of Year		Total for Year
	Maximum	Minimum	
Residential			
Commercial	N/A		
Industrial			
Fire Protection			
Irrigation			
Other (specify)			
Total			

SCHEDULE I - EMPLOYEES AND THEIR COMPENSATION						
Line	Acct	Account	Number at End of Year	Salaries Charged to Expense	Salaries Charged to Plant Accounts	Total Salaries and Wages Paid
1	630	Employee Labor				
2	670	Office salaries	N/A			
3	671	Management salaries				
4		Total				

SCHEDULE J - ADVANCES FOR CONSTRUCTION	
Balance beginning of year	
Additions during year	N/A
Subtotal - Beginning balance plus additions during year	
Refunds	
Transfers to Acct. 271 - Contributions in Aid of Construction	
Balance end of year	

SCHEDULE K - TOTAL METERS AND SERVICES (Active and Inactive)		
Size	Meters	Services
5/8 x 3/4-in		
3/4-in	201	201
1-in		
-in		
-in		
Total	201	201

SCHEDULE L - METER-TESTING DATA	
Number of meters tested during year	N/A
1 Used, before repair	
2 Used, after repair	
3 Fast, requiring refund	
Numbers of meters in service requiring test per General Order No. 103	

SCHEDULE M - SERVICE CONNECTIONS AT END OF YEAR								
Classification	Active			Inactive			Total connections	
	Metered	Flat	Total	Metered	Flat	Total	Metered	Flat
Residences	198		198				198	
Industrial/Commercial								
Irrigation								
Fire Protection (public)								
Fire Protection (private)								
Other (specify) Park Facilities	3		3				3	
Total	201		201				201	

NOTE: Total connections (metered plus flat) should agree with total services in Schedule K.

SCHEDULE N - STORAGE FACILITIES			SCHEDULE O - FOOTAGES OF PIPE (EXCLUDING SERVICE PIPES)					
Description	No.	Combined capacity in gallons	Description	2" and under	2 1/4 to 3 1/4	4"	Other sizes (specify)	Totals
Concrete			Cast Iron					
Earth	N/A		Welded steel					
Wood			Standard screw					
Steel			Cement-asbestos					
Other			Plastic					
			Other (specify)	4,858	50	4,943		9,851
Total			Total	4,858	50	4,943		9,851

FACILITY FEES DATA

Please provide the following information relating to Facility Fees collected for the calendar year 2015, pursuant to Resolution No. W-4110.

1. Trust Account Information: **N/A**

Bank Name: _____
 Address: _____
 Account Number: _____
 Date Opened: _____

2. Facilities Fees collected for new connections during the calendar year:

A. Commercial

NAME	AMOUNT
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

B. Residential

NAME	AMOUNT
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____

3. Summary of the bank account activities showing:

	AMOUNT
Balance at beginning of year	\$ _____
Deposits during the year	_____
Interest earned for calendar year	_____
Withdrawals from this account	_____
Balance at end of year	_____

4. Reason or Purpose of Withdrawal from this bank account:

DECLARATION

(PLEASE VERIFY THAT ALL SCHEDULES ARE ACCURATE AND COMPLETE BEFORE SIGNING)

I, the undersigned Ronald C. Bunce
Officer, Partner, or Owner (Please Print)

of MHC Acquisition One, LLC (Santa Cruz Water Utility)
Name of Utility

under penalty of perjury do declare that this report has been prepared by me, or under my direction, from the books, papers and records of the respondent; that I have carefully examined the same, and declare the same to be a complete and correct statement of the business and affairs of the above-named respondent and the operations of its property for the period of January 1, 2015, through December 31, 2015.

Sr. Vice President
Title (Please Print)

Ronald C. Bunce
Signature

602/674-5690
Telephone Number

June 3, 2016
Date