

PREVAILED	Roll Call No. _____
FAILED	Ayes _____
WITHDRAWN	Noes _____
RULED OUT OF ORDER	

HOUSE MOTION _____

MR. SPEAKER:

I move that House Bill 1001(ss) be amended to read as follows:

- 1 Page 217, between lines 28 and 29, begin a new paragraph and
2 insert:
3 "SECTION 236. IC 8-1-2-84.1 IS ADDED TO THE INDIANA
4 CODE AS A NEW SECTION TO READ AS FOLLOWS
5 [EFFECTIVE JULY 1, 2002]: **Sec. 84.1. (a) Notwithstanding sections**
6 **83 and 84 of this chapter, this section applies to any of the**
7 **following:**
8 **(1) A transaction involving a merger, consolidation,**
9 **reorganization, or union involving a utility company.**
10 **(2) A tender offer or contract for the purchase, acquisition,**
11 **assignment, or transfer of stock of a utility company.**
12 **(3) Any transaction described in subdivision (1) or (2) that,**
13 **when combined with one (1) or more transactions described**
14 **in subdivision (1) or (2) and conducted within any three (3)**
15 **year period, causes fifty percent (50%) or more of the then**
16 **outstanding shares of a utility company's stock entitled to vote**
17 **generally in the election of the utility company's directors to**
18 **be beneficially held, directly or indirectly, immediately after**
19 **the transaction by persons that are different from the persons**
20 **that beneficially held, directly or indirectly, the shares of the**
21 **utility company's stock immediately before the transaction.**
22 **This section does not apply to a transaction involving an exempt**

1 wholesale generator or a direct or an indirect affiliate of an exempt
2 wholesale generator that is under the jurisdiction of the Federal
3 Energy Regulatory Commission and that is not controlled by or an
4 affiliate of a utility that engages in retail sales in Indiana.

5 (b) As used in this section, "utility company" means a utility or
6 a utility holding company.

7 (c) As used in this section, "utility" means every corporation,
8 company, partnership, limited liability company, individual,
9 association of individuals, their lessees, trustees, or receivers
10 appointed by a court that may own, operate, manage, or control
11 any plant or equipment within Indiana for the:

12 (1) production, transmission, delivery, or furnishing of heat,
13 light, or power to more than forty thousand (40,000) retail gas
14 or electric customers of the utility in Indiana;

15 (2) production, transmission, delivery, or furnishing of water;
16 or

17 (3) collection, treatment, purification, and disposal in a
18 sanitary manner of liquid and solid waste, sewage, night soil,
19 and industrial waste.

20 (d) As used in this section, "utility holding company" means a
21 corporation, company, partnership, or limited liability company
22 that owns a utility.

23 (e) Except as provided in subsection (f), without the prior
24 approval of the commission, a person may not, except in an
25 intracorporate transaction, consummate a transaction described
26 in subsection (a) that causes fifty percent (50%) or more of the
27 then outstanding shares of the utility company's stock entitled to
28 vote generally in the election of the utility company's directors to
29 be beneficially held, directly or indirectly, immediately after the
30 transaction by persons that are different from the persons that
31 beneficially held, directly or indirectly, the shares of the utility
32 company's stock immediately before the transaction.

33 (f) If the transaction to be consummated under subsection (e) is
34 a transaction described in subsection (a)(3), approval by the
35 commission is required only for the transaction in the combination
36 or series of transactions that triggers the fifty percent (50%)
37 threshold described in subsection (e). The commission may not
38 review any prior transaction that did not trigger the threshold.

39 (g) A utility shall file an application with the commission seeking
40 approval of a transaction subject to this section. The commission
41 shall approve a transaction subject to this section if the commission
42 finds after notice and hearing that the utility has demonstrated by
43 a preponderance of the evidence of record in the hearing that the
44 transaction is in the public interest.

45 (h) The commission shall enter an order either approving or
46 disapproving a transaction subject to this section not later than one
47 hundred thirty-five (135) days after the date a utility files an

1 application with the commission for approval of the proposed
 2 transaction. If the commission fails to issue an order within the one
 3 hundred thirty-five (135) day period allowed the commission under
 4 this subsection, the transaction shall be considered approved by
 5 operation of law as of the first day following the one hundred
 6 thirty-five (135) day period described in this subsection. If the
 7 transaction is approved by the commission or considered approved
 8 under this subsection, the commission may not take action in any
 9 state or federal administrative or judicial proceeding to oppose the
 10 transaction. Notwithstanding any other law, rule, or order, an
 11 order entered under this section is not subject to a petition for
 12 rehearing to the commission, and any appeal from the order must
 13 be filed in the supreme court not later than twenty (20) days after
 14 the date of the order.

15 (i) If commission approval of a transaction involving a:

16 (1) merger, consolidation, reorganization, or union involving
 17 a utility company; or

18 (2) tender offer or contract for the purchase, acquisition,
 19 assignment, or transfer of stock of a utility company;

20 is not required under this section, commission approval of the
 21 transaction is not required under any other provision of this title.

22 (j) Nothing in this chapter:

23 (1) prevents the holding of a utility company's stock lawfully
 24 acquired before July 1, 2002; or

25 (2) prohibits a merger, consolidation, reorganization, or union
 26 involving a utility company if the transaction was lawfully
 27 initiated before July 1, 2002."

28 Renumber all SECTIONS consecutively.

(Reference is to HB 1001(ss) as printed June 3, 2002.)

Representative Pelath