

MAINE STATE LEGISLATURE

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E I G H T Y - E I G H T H L E G I S L A T U R E

Legislative Document

No. 258

S. P. 117

In Senate, February 3, 1937.

Tabled by Senator Fernald of Waldo January 27, 1937, pending reference and 500 copies ordered printed.

ROYDEN V. BROWN, Secretary.

Presented by Senator Martin of Penobscot.

S T A T E O F M A I N E

I N T H E Y E A R O F O U R L O R D N I N E T E E N H U N D R E D
T H I R T Y - S E V E N

AN ACT Relating to Issue of Stocks, Bonds and Notes by Public Utilities.

Be it enacted by the People of the State of Maine, as follows:

R. S., c. 62, § 41, amended. Section 41 of chapter 62 of the revised statutes, as amended by chapter 120 of the public laws of 1931, is hereby further amended, to read as follows:

'Sec. 41. Authorization of issue of stocks, bonds, and notes by public utilities. Any public utility now organized and existing or hereafter incorporated under and by virtue of the laws of the state of Maine and doing business in the state may issue stocks, bonds which may be secured by mortgages on its property, franchises, or otherwise, notes or other evidences of indebtedness, payable at periods of more than 12 months after the date thereof, when necessary for the acquisition of property to be used for the purposes of carrying out its corporate powers, the construction, completion, extension, or improvement of its facilities, or for the improvement or maintenance of its service, or for the discharge of lawful refunding of its obligations, **including capital stock**, or to reimburse its treasury for moneys used for the acquisition of property, the construction, completion, extension, or improvement of its facilities, ~~or for~~

~~the discharge or lawful refunding of its obligations~~, and which actually were expended from income or from other moneys in the treasury of the corporation not secured by, or obtained from the issue of stocks, bonds, notes, or other evidences of indebtedness of such corporation, or for ~~such~~ **any other lawful purposes; as may be authorized by law**, provided and not otherwise, that upon written application, setting forth such information as the commission may require, there shall have been secured from the commission an order authorizing such issue and the amount thereof and stating that in the opinion of the commission the sum of the capital to be secured by the issue of said stocks, bonds, notes, or other evidences of indebtedness is required in good faith for purposes enumerated in this section; but the provisions of this chapter shall not apply to any stocks or bonds or other evidences of indebtedness heretofore lawfully authorized and issued; provided, however, that the commission may at the request of any public utility approve the issue of any stocks or bonds heretofore authorized but not issued. For the purpose of enabling the commission to determine whether it shall issue such an order, the commission shall make such inquiries for investigation, hold such hearings and examine such witnesses, books, papers, documents, or contracts as it may deem of importance in enabling it to reach a determination. No order of the commission authorizing the issue of any stocks, bonds, notes, or other evidences of indebtedness shall limit or restrict the powers of the commission in determining and fixing any rate, fare, toll, charge, classification, schedule, or joint rate as provided in this chapter; provided, however, that no public utility shall be required to apply to the commission for authority to issue stocks, bonds, notes, or other evidences of indebtedness for the acquisition of property, for the purposes of carrying out its corporate powers, the construction, completion, extension, or improvement of its facilities, or the improvement or maintenance of its service outside the state, and this proviso shall apply also to the following section.

Subject to the foregoing and subsequent provisions of this section any railroad corporation may issue bonds or other interest bearing securities maturing at periods of more than 12 months after the date thereof and may issue one or more classes of preferred stock which may have attached thereto warrants entitling the holder thereof to subscribe for shares of common stock **or preferred stock of any class** in such amounts, at such future date or dates, at such price or prices and on such terms and conditions as may be specified in said warrants; such bonds or other interest bearing obligations and such preferred stock also may be issued with provision therein **or thereon** that the same may be converted into shares of common stock **or preferred stock of any class** in such amounts, at such

future date or dates, at such price or prices and on such terms and conditions as may be specified in or on such bonds or other interest bearing obligations or in or on the certificates representing such preferred stock. **The foregoing provisions of this paragraph shall apply to securities of the character specified in this paragraph issued by any railroad corporation on or after October 1, 1934; and such securities need not be offered to the stockholders unless the stockholders, by majority vote, shall so require, and common or preferred stock of any class authorized to be hereafter issued to meet the purchase rights of such warrants issued on or after October 1, 1934, or in exchange for any such convertible securities so issued, shall be wholly exempt from any provisions of section 21 of chapter 63 requiring that certain increases in capital stock shall be offered to stockholders.**

Without in any way restricting the general language hereof, this section shall be construed to authorize any municipal or quasi-municipal corporation referred to in this chapter to issue, upon vote of its trustees or similar governing board, bonds, notes, or other evidences of indebtedness for the purposes herein specified and subject to the approval of the commission as herein provided. The trustees or similar governing boards of any such corporations may issue notes or other evidences of indebtedness payable at periods of less than 12 months after the date thereof when necessary to carry out the purposes of such corporations.

No railroad corporation ~~engaged in interstate commerce~~ **subject to the Interstate Commerce Act** shall be required to make application to the commission, or to procure its authority, consent, approval, or order, in respect of any of the matters set forth in this section or in sections 42 and 43 of this chapter, while and so long as such corporation is required by federal law to make application to and procure authority from the interstate commerce commission as a condition precedent to such proposed action, ~~but nothing herein contained shall exempt any such corporation from filing with the secretary of state due notice of increases in its capital stock or from the payment of any fees required by statute.~~ **Such corporation, however, shall file with the secretary of state due notice of any increase or other change in its capital stock authorized or issued, and shall pay such fees in respect thereof as may be required by statute; such notice shall be filed, and all fees required shall be paid, within 30 days after due authority has been given by the interstate commerce commission relative to the increase, or other change; no other notice shall be required to be given to the secretary of state by the corporation, and all increases or other changes in the authorized or issued capital stock of any corporation heretofore approved or authorized by the interstate commerce**

commission, and as to which a copy of the report and order of said commission has been filed with the secretary of state and the fees required by statute have been paid, shall be deemed to have been lawfully authorized, issued and made regardless of any other statutory provisions relative to notice to the secretary of state of increases or other changes in capital stock of corporations.'