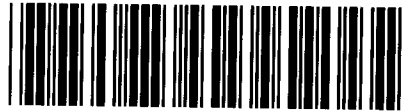


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Addendum StartPage: 0

SOAH DOCKET NO. 473-14-5144
PUC DOCKET NO. 42866

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PETITION OF TRAVIS COUNTY
MUNICIPAL UTILITY DISTRICT NO.
12 APPEALING CHANGE OF
WHOLESALE WATER RATES
IMPLEMENTED BY WEST
TRAVIS COUNTY PUBLIC UTILITY
AGENCY, CITY OF BEE CAVE, TEXAS
HAYS COUNTY, TEXAS AND WEST
TRAVIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 5

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PUBLIC UTILITY COMMISSION
BEFORE THE STATE OFFICE
FILING CLERK

OF

ADMINISTRATIVE HEARINGS

TRAVIS COUNTY MUNICIPAL UTILITY DISTRICT NO. 12'S
SUPPLEMENTAL RESPONSE TO
WEST TRAVIS COUNTY PUBLIC UTILITY AGENCY'S
THIRD REQUESTS FOR INFORMATION

COMES NOW Travis County Municipal Utility District No. 12 ("TCMUD 12 or District") and submits this Supplemental Response to West Travis County Public Utility Agency's ("WTCPUA's") Third Requests for Information ("RFIs").

WRITTEN RESPONSES


Attached hereto and incorporated herein by reference are TCMUD 12's written response to the aforementioned RFIs. Each response is set forth on or attached to a separate page upon which the request has been restated. Such responses are made in the spirit of cooperation without waiving TCMUD 12's right to contest the admissibility of any such matters upon hearing. TCMUD 12 hereby stipulates that these responses may be treated by all parties exactly as if they were filed under oath. TCMUD 12's original responses were filed on April 9, 2015. This supplemental response was inadvertently not filed on April 16, 2015, and was served on the parties by email on April 17, 2015 and subsequently filed on the next business day.

142
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Respectfully Submitted,

SMITH TROSTLE & HUERTA LLP

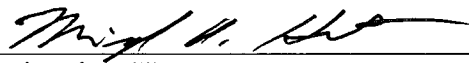
4401 Westgate Blvd., Ste. 330
Austin, Texas 78745
(512) 494-9500 (Telephone)
(512) 494-9505 (Facsimile)
ktrostle@smithtrostle.com

By: 
J. Kay Trostle
State Bar No. 20238300
Miguel A. Huerta
State Bar No. 00787733

**ATTORNEYS FOR TRAVIS COUNTY
MUNICIPAL UTILITY DISTRICT NO. 12**

CERTIFICATE OF SERVICE

I hereby certify that on this 17th day of April 2015 a true and correct copy of the above and foregoing document is being served via electronic mail, facsimile, U.S. mail and/or hand delivery to all parties of record and will be filed on Monday, April 20, 2015.


Miguel A. Huerta

QUESTION NO. 3-3

For the November 5, 2012, October 19, 2012, October 30, 2012, January 28, 2013 and March 25, 2013 meetings of the Wholesale Customer Committee that a representative of TCMUD 12 did *not* attend, as stated in TCMUD 12's responses to WTCPUA's First Requests for Admissions numbers 1-25, 1-27, 1-29, 1-33 and 1-35, provide an explanation for such nonattendance.

TCMUD 12'S RESPONSE:

TCMUD 12 objected to this request on basis of its relevancy and it being unduly burdensome. Subject to an agreement of Counsel for TCMUD 12 and WTPUA, the request was modified to include only three persons: Joe DiQuinzio, Sue Littlefield, and Jay Joyce. As a result, Counsel for TCMUD 12 agreed to withdraw the unduly burdensome objection but maintained the relevancy objection.

TCMUD 12'S SUPPLEMENTAL RESPONSE:

Subject to an agreement of Counsel for TCMUD 12 and WTPUA, the request was modified to include only three persons: Joe DiQuinzio, Sue Littlefield, and Jay Joyce.

Joe DiQuinzio, as the General Manager of the Districts, would not routinely attend such meetings.

Sue Littlefield was not engaged by the Districts to attend the meetings.

Jay Joyce was not authorized to attend the meetings in question by the TCMUD 12's Board or the General Manager.

<input type="checkbox"/>	Municipally-owned utility
<input type="checkbox"/>	District (MUD, SUD, WCID, etc.)
<input type="checkbox"/>	County
<input type="checkbox"/>	Other (please explain):

8. If the applicant is an *Individual* or sole proprietorship, provide the following information. If not, skip to the next question.

Name:		Email	
Address			
Telephone (AC):		Fax (AC):	

9. If the applicant is other than an *Individual*, provide the following information regarding the officers or partners of the legal entity applying for the transfer. You must complete either question 8 or question 9, whichever applies to the transferee applicant.

•Name:	Patrick King	Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:	Zachary A. King	Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

- Attach additional sheet(s) if necessary -

- Important:** • If the applicant is a for-profit corporation, please provide a copy of the corporation's "Certification of Account Status" from the State Comptroller Office. This "Certification of Account Status" can be obtained from: (See Attached Account Status)

Texas Comptroller of Public Accounts

P. O. Box 13528, Capitol Station

Austin, Texas 78711

1-800-252-5555

- If the applicant is an Article 1434a water supply or sewer service corporation or other non-profit corporation, please provide a copy of the Articles of Incorporation and By-Laws.

10. Contact person. Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney or accountant.

Name:	Bret W. Fenner, P.E.	Title:	Engineer
Address:	PO Box 500264, Austin TX 78750	Telephone (AC):	(512) 264-9124
Fax #	(512) 692-1967	Email	bretfenner@yahoo.com
Relationship to the applicant:	None		

- ☛ **IF THERE ARE MORE THAN TWO PARTIES INVOLVED IN THIS TRANSACTION, PLEASE ATTACH SHEETS PROVIDING THE INFORMATION REQUIRED IN QUESTION 6 THROUGH QUESTION 10 FOR EACH PARTY**

11. Please respond to each of the following questions. Attach additional sheets if necessary.

- A. Describe the experience and qualifications of the applicant to provide adequate utility service to the requested area

The applicant has an operating company that manages a number of water utility systems in the region. The applicant has contract operations company for the La Ventana system for a number of years. The applicant will maintain this utility in compliance with the rules and regulations of the TCEQ, as well as federal and local laws, rules and regulations.

- B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the PUC, TCEQ, Texas Department of Health (TDH), the Office of the Attorney General (OAG) or the Environmental Protection Agency (EPA) in the past for noncompliance with rules, orders or State Statutes? ☐ Yes ☒ No

If yes, please attach copies of any correspondence with these regulatory agencies concerning these enforcement actions and describe any actions and efforts to comply with those requirements. Attach additional sheets if needed.

--

- C. Describe the source and availability of funds required to make the planned or required improvements, if any, to meet minimum requirements of the TCEQ and PUC and ensure continuous and adequate service.

The utility has the financial capability to make improvements if necessary from cash flows generated from its operation and ownership of this water utility.

D. Describe the anticipated impact of this transaction on the quality of utility service and explain any anticipated changes in the quality of service.

There will not be any significant impact on the quality of utility service, as the applicant will operate this water utility after the sale and transfer of the utility through its operating company, Professional General Management Services, Inc. The applicant's operating company is located in the region and will be able to respond quickly to emergencies.

E. How will the transaction serve the public interest?

The applicant is a local company which also id the contract operations company for a number of water systems in the region. The applicant will maintain this utility in compliance with the rules and regulations of the TCEQ, as well as federal and local laws, rules and regulations. Since the applicant is located in the region it will be able to respond quickly to emergencies.

12. Please describe the nature of the proposed transaction:

The purpose of this transaction is for Southwest Liquids, Inc. to purchase the water assets of La Ventana Water Company and retain the seller's current water certificated service areas.
(See Attached Contract of Sale between the Parties)

13. If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the PUC, please provide the following information. Water supply or sewer service corporations and political subdivisions of the state should mark this section N/A:

A.

• Total Purchase Price: \$ 100,000.00

• Total Original Cost (as recorded on books of seller or merging entity):

\$ 976,563.00

• Accumulated Depreciation as of the proposed effective date of the transaction:

\$ 280,252.00

• Contributions in Aid of Construction:

- Specific surcharges approved by TCEQ or PUC:

\$ 0.00

- Revenues from explicit customer agreements:

\$ 0.00

- Developer Contributions (please explain):

None

- Other Contributions (please explain):

None

Total Contributions in Aid of Construction

• Net Book Value: \$ 696,311.00

- ☐ If the Original Cost or any of the above items has been established in a rate case proceeding by the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:

Application/Docket Number: Date:

- ☐ If the applicant is not under the rate jurisdiction of the TCEQ, only the purchase price and information related to Contributions in Aid of Construction is required.

Please provide any other information concerning the nature of the transaction you believe should be given consideration if not explained elsewhere in the application.

[attach additional sheet(s) if necessary]:

This application is only for the sale and transfer of the existing water service area. No additional service area is being requested nor is any service area being amended as a part of this application.

- C. Complete the following proposed entries listed below as shown in books of purchasing (or surviving) company. Additional entries may be made; the following are suggested only, and not intended to pose descriptive limitations.

Utility Plant in Service:	\$ 976,563.00
Plant Acquisition Adjustment:	\$ 0.00
Extraordinary Loss on Purchase:	\$ 0.00
Accumulated Depreciation of Plant:	\$ 280,252.00
Cash:	\$ 3,669.00
Notes Payable:	\$ 0.00
Mortgage Payable:	\$ 0.00
Others (please list):	N/A

As the purchaser, I understand that it is **my responsibility** in any future rate proceeding to provide written evidence and support for the original cost and installation date of all facilities used and useful for providing utility service.

Purchaser's Initials: PK Date: 4/6/2015

14. Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:

☒ All the customers will be charged the same rates as they were charged before the transaction.
☐ Some ☐ All customers will be charged different rates than they were charged before the transaction.

If rates are changing, please explain:

No change in the rates charged customers will results from this transaction.

☐ Applicant is an IOU and intends to file with the commission or municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction. If so, please explain:

☐ Other. Please explain:

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction. This information should be available from the water utility database (WUD) or Applicant's licensed water operator.

(See Attached List)

16. Financial, Managerial and Technical information for the acquiring entity.

Part D – Historical Financial Information

HISTORICAL BALANCE SHEETS	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
CURRENT ASSETS						
Cash						
Accounts Receivable						
Inventories						
Income Tax Receivable						
Other						
Total						
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS						
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
TOTAL						
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO EQUITY TO TOTAL ASSETS						

HISTORICAL INCOME STATEMENT	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
METER NUMBER						
Existing Number of Taps						
New Taps Per Year			No Historical Data Available			
Total Meters at Year End						
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees						
Other						
Gross Income						
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME						

HISTORICAL EXPENSE DETAIL	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense						
Auto Expense						
Insurance Expense						
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes						
Professional Fees						
Other						
Total						
% Increase Per Year						
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance						
Supplies						
Other						
Total						
% Increase Per Year						
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

No Historical
Data Available

PROJECTED BALANCE SHEETS

	START UP	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
CURRENT ASSETS						
Cash	3,669	3,669	27,981	23,550	55,519	59,087
Accounts Receivable	0	0	0	0	0	0
Inventories	0	0	0	0	0	0
Income Tax Receivable	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total	3,669	3,669	27,981	23,550	55,519	59,087
FIXED ASSETS						
Land	2,200	2,200	2,200	2,200	2,200	2,200
Collection/Distribution System	542,375	542,375	542,375	542,375	542,375	542,375
Buildings	0	0	0	0	0	0
Equipment	434,188	434,188	434,188	434,188	434,188	434,188
Other	0	0	0	0	0	0
Less: Accum. Depreciation or Reserves	280,252	300,270	320,288	340,306	360,324	380,342
Total	696,311	676,293	656,275	636,257	616,239	596,221
TOTAL ASSETS	669,980	679,962	684,256	659,807	671,758	655,308
CURRENT LIABILITIES						
Accounts Payable	0	0	0	0	0	0
Notes Payable, Current	0	0	0	0	0	0
Accrued Expenses	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total	0	0	0	0	0	0
LONGTERM LIABILITIES						
Notes Payable, Long-term	0	0	0	0	0	
Other	7,533	7,533	7,533	7,533	7,533	7,533
TOTAL LIABILITIES	7,533	7,533	7,533	7,533	7,533	7,533
OWNER'S EQUITY						
Paid in Capital	105,000	105,000	105,000	105,000	105,000	105,000
Retained Equity	558,748	542,448	540,173	491,755	500,138	480,119
Other	0	0	0	0	0	0
Current Period Profit or Loss	(1,301)	27,981	31,550	55,519	59,087	62,656
TOTAL OWNER'S EQUITY	662,447	675,429	676,723	652,274	664,225	647,775
TOTAL LIABILITIES AND EQUITY	669,980	679,962	684,256	659,807	671,758	655,308
WORKING CAPITAL	3,669	3,669	27,981	23,550	55,519	59,087
CURRENT RATIO	N/A	N/A	N/A	N/A	N/A	N/A
DEBT TO EQUITY RATIO	0	0	0	0	0	0
EQUITY TO TOTAL ASSETS	.99	.99	.99	.99	.99	.99

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER						
Existing Number of Taps	160	160	170	180	190	
New Taps Per Year	0	10	10	10	10	
Total Meters at Year End	160	170	180	190	200	
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees	106,530	112,650	139,170	145,290	151,410	
Other	0	0	0	0	0	
Gross Income	106,530	112,650	139,170	145,290	151,410	
OPERATING EXPENSES						
General & Administrative	6,850	15,510	8,170	8,830	9,490	
Interest	0	0	0	0	0	
Operational	71,699	73,590	75,481	77,373	79,264	
NET INCOME	27,981	23,550	55,519	59,087	62,656	

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries	0	0	0	0	0	
Office Expense	3,081	3,771	4,371	5,061	5,721	
Computer Expense	0	0	0	0	0	
Auto Expense	0	0	0	0	0	
Insurance Expense	0	0	0	0	0	
Telephone Expense	0	0	0	0	0	
Utilities Expense	0	0	0	0	0	
Depreciation Expense	0	0	0	0	0	
Property Taxes	0	0	0	0	0	
Professional Fees	3,769	11,739	3,769	3,769	3,769	
Other	0	0	0	0	0	
Total	6,850	15,510	8,170	8,830	9,490	
% Increase Per Year						
OPERATIONAL EXPENSES						
Salaries	31,485	33,376	35,267	37,159	39,050	
Auto Expense	0	0	0	0	0	
Utilities Expense	14,326	14,326	14,326	14,326	14,326	
Depreciation Expense	0	0	0	0	0	
Repair & Maintenance	9,819	9,819	9,819	9,819	9,819	
Supplies	6,424	6,424	6,424	6,424	6,424	
Other – Regulatory Fees	9,645	9,645	9,645	9,645	9,645	
Total	71,699	73,590	75,481	77,373	79,264	
% Increase Per Year						
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
Depreciation Schedule						
Other						

PROJECTED SOURCES AND USES OF CASH STATEMENTS

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
SOURCES OF CASH						
Net Income	27,981	23,550	55,519	59,087	62,656	
Depreciation (If Funded)	0	0	0	0	0	
Loan Proceeds	0	0	0	0	0	
Other	0	0	0	0	0	
Total Sources	27,981	23,550	55,519	59,087	62,656	
USES OF CASH						
Net Loss	0	0	0	0	0	
Principle Portion of Pmts.	0	0	0	0	0	
Fixed Asset Purchase	0	0	0	0	0	
Reserve	0	0	0	0	0	
Other	0	0	0	0	0	
Total Uses	0	0	0	0	0	
NET CASH FLOW	27,981	23,550	55,519	59,087	62,656	
DEBT SERVICE COVERAGE						
Cash Available for Debt	27,981	23,550	55,519	59,087	62,656	
SERVICE (CADS)						
Net Income (Loss)	27,981	23,550	55,519	59,087	62,656	
Depreciation, or Reserve Interest	0	0	0	0	0	
Total	27,981	23,550	55,519	59,087	62,656	
REQUIRED DEBT SERVICE (RDS)						
Principle Plus Interest	0	0	0	0	0	
DEBT SERVICE COVERAGE RATIO						
CADS Divided by RDS	N/A	N/A	N/A	N/A	N/A	

Part F – TCEQ Public Water or Sewer System Information

- ☛ Please answer questions 17 through 22 on a different sheet for each physically Distinct system being transferred or acquired.

17. A. For Water Systems. TCEQ Public Water System Identification Number:

1	0	5	0	1	3	1
---	---	---	---	---	---	---

Date of last inspection: May 16, 2014

B. For Wastewater Systems:

-TCEQ Discharge Permit Number: W Q -

-Name of Permittee:

-Date of application to transfer Discharge Permit submitted:

-Date of application to transfer Discharge Permit approved by TCEQ:

18. A. Are any improvements required to meet TCEQ or PUC standards? ☐ Yes ☒ No. If yes, please explain:

B. Is there a moratorium on new connections? ☐ Yes ☒ No. If yes, please explain:

C. Provide details of each required major capital improvement to correct the deficiencies and meet the TCEQ or PUC standards (attach additional sheets if necessary):

Description of the Required Improvement (See Attached Comprehensive Compliance Investigation)	Schedule to Complete	Estimated Cost

19. Does the system being transferred operate within the city limits of a municipality or within district boundaries? ☐ Yes ☒ No

If yes, indicate the number of customers within the city limits or district boundaries:
 Water Sewer

- ☛ Attach copy of franchise agreement or consent letter from the city or district.

20. Do you currently purchase water or sewer treatment capacity from another source? ☐ Yes ☒ No
☐ Water ☐ Sewer Purchased on a ☐ Regular ☐ Seasonal ☐ Emergency Basis

• Source: % of total supply:

21. List the number of existing connections to be effected by this transaction.

Water				Sewer	
	-Non Metered		-2" meter	-Residential Connection	
160	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
Total Water Connections:			160	Total Sewer Connections	0

20. Has the system reached 85% of its capacity based on TCEQ's minimum requirements? ☐ Yes ☒ No
 If yes, please explain what steps are being taken to address the capacity issues:

23. List the name, class, and license number of the operator(s) that will be responsible for the system:

Name	Class	License#
Professional General Management Services, Inc.		Corporate License No. 9

24. Attach the following maps with each copy of the application: (See Attached Maps)

- One small scale map clearly showing affected service area with enough detail to accurately locate the area if the application is for the transfer of all or a portion of a CCN.
- One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
 - A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - A map showing only the proposed area by:
 - metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - following verifiable natural and man-made landmarks, or
 - a copy of recorded plat map with metes and bounds.
 - A written description of the proposed service area.

Part G – Oaths and Notices

OATH FOR SELLER OR FORMER SERVICE PROVIDER

STATE OF New York

COUNTY OF New York

I, Constantine M. Dakolias, being duly sworn, file this application for sale, lease, rental or merger or consolidation as Authorized Representative (indicate relationship to applicant) that is, owner, member of partnership, title as officer of corporation, or other authorized representative of applicant; that, in such capacity, I am qualified and authorized to file and verify such application, am personally familiar with the documents filed with this application, and have complied with all the requirements contained in the application; and, that all such statements made and matters set forth therein with respect to applicant are true and correct. Statements about other parties are made on information and belief. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Commission.

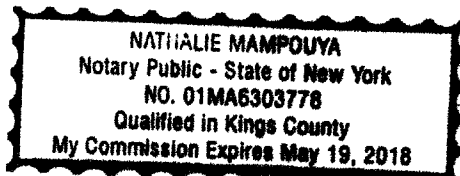
I further state that I have provided to the purchaser or transferee a written disclosure statement about any contributed property as required under Section 13.301(j) and copies of any outstanding Orders of the Texas Commission on Environmental Quality, the Public Utility Commission of Texas, or Attorney General and have also complied with the notice requirements in Section 13.301(k) of the Texas Water Code.

AFFIANT
(Utility's Authorized Representative)

If the Affiant to this form is any person other than the sole owner, partner, officer of the Applicant, or its attorney, a properly verified Power of Attorney must be enclosed.

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public in and for the State of ^{NY} ~~Texas~~, this day 6th of April, 20 15.

SEAL



NOTARY PUBLIC IN AND FOR THE
STATE OF ~~TEXAS~~ New York

PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES _____

One copy of this page must be submitted for each utility involved in this transaction.

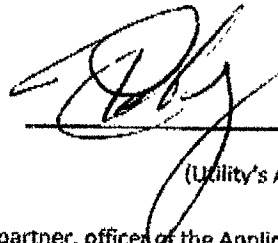
OATH FOR PURCHASER OR ACQUIRING ENTITY

STATE OF Texas
COUNTY OF Hays

I, Patrick C. King, being duly sworn, file this application for

sale, lease, rental or merger or consolidation as General Manager
(*indicate relationship to applicant*) that is, owner, member of partnership, title as officer of corporation, or other authorized representative of applicant; that, in such capacity, I am qualified and authorized to file and verify such application, am personally familiar with the documents filed with this application, and have complied with all the requirements contained in the application; and, that all such statements made and matters set forth therein with respect to applicant are true and correct. Statements about other parties are made on information and belief. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Commission.

I am also authorized and do agree to be bound by and comply with any outstanding orders of the Texas Commission on Environmental Quality, the Public Utility Commission of Texas or the Attorney General which have been issued to the system or facilities being acquired and recognize that I will be subject to administrative penalties or other enforcement actions if I do not comply.



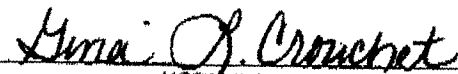
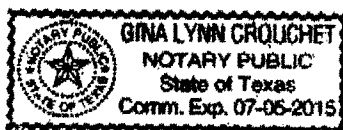
AFFIANT
(Utility's Authorized Representative)

If the Affiant to this form is any person other than the sole owner, partner, officer of the Applicant, or its attorney, a properly verified Power of Attorney must be enclosed.

Applicant represents that all other parties to this transaction have been furnished copies of this completed application.

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public in and for the State of Texas, this
day 6th of APRIL, 20 15.

SEAL



NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS

GINA L. CROUCHET

PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES

7/5/15

One copy of this page must be submitted for each utility involved in this transaction.

Notice to Current Customers, Neighboring Systems and Cities

Interim-La Ventana, LLC. d.b.a. La Ventana Water _____ 'S
(Seller's or Transferor's Name)

NOTICE OF INTENT TO SELL FACILITIES AND TRANSFER CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN) NO

12920

TO

Southwest Liquids, Inc.

(Purchaser's or Transferee's Name)

IN Hays _____ COUNTY, TEXAS

To: _____ Date Notice Mailed _____, 20 15
(Name of Customer, Neighboring System or City)

(Address)

City State Zip

Interim-La Ventana, LLC. d.b.a. La Ventana Water Company 26550 Ranch Road 12, Suite 1 Dripping Springs, Texas 78620
Sellers or Transferors' Name Address City/State/Zip Code

has submitted an application with the Public Utility Commission of Texas to sell facilities and transfer water or sewer (please select) CCN No. 12920 in Hays _____ [County Name]

County to:

Southwest Liquids, Inc. 1600 Stagecoach Ranch Road Dripping Springs, TX 78620-4973
Purchasers or Transferee's Name Address City/State/Zip Code

The sale is scheduled to take place as approved by the Commission (V.T.C.A., Water Code §13.301). The transaction and the transfer of the CCN include the following subdivision(s):

La Ventana (PWS #1050131)

The area subject to this transaction is located approximately 15 miles north-northwest [direction] of downtown San Marcos, [City or Town] Texas, and is **generally** bounded on the north by Elder Hill Road; on the east by Highway 150; on the south by South Rainbow Ranch Road; and on the west by Panther Creek Road

The total area being requested includes approximately 1150 acres and serves 160 current customers.

This transaction will have the following effect on the current customer's rates and services:

No change in the rates charged customers will results from this transaction.

Affected persons may file written protests and/or request a public hearing within 30 days of this notice.

To request a hearing, you must:

- (1) state your name, mailing address and daytime telephone number;
- (2) state the applicant's name, application number or another recognizable reference to this application;
- (3) include the statement "I/we request a public hearing";
- (4) write a brief description of how you, the persons you represent, or the public interest would be adversely affected by the proposed transaction and transfer of the CCN; and
- (5) state your proposed adjustment to the application or CCN which would satisfy your concerns and cause you to withdraw your request for a hearing.

Only those persons who submit a written request to be notified of a hearing will receive notice if a hearing is scheduled. The Commission will issue the CCN requested in the referenced application unless a hearing is scheduled to consider the transaction. If no protests or requests for hearing are filed during the comment period, the Commission may issue the CCN 30 days after publication of this notice.

Persons who wish to protest or request a hearing on this application should write the:

Filing Clerk
Public Utility Commission of Texas
1701 North Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

**Se desea informacion en Espanol, puede llamar al
1-888-782-8477**

Patrick King

Utility Representative

Southwest Liquids, Inc.

Utility Name

protests or requests for hearing are filed during the comment period, the Commission may issue the CCN 30 days after publication of this notice.

Persons who wish to protest or request a hearing on this application should write the:

Filing Clerk
Public Utility Commission of Texas
1701 North Congress Avenue
P.O. Box 13326
Austin, Texas 78711-3326

**Se desea informacion en Espanol, puede llamar al
1-888-782-8477**

Utility Representative

Utility Name

List of Utility Customer Deposits

2:37:12PM

DEPOSITS

La Ventana Water Co., LP

ACCT #	NAME	DEPOSITS	DATE	DATE REFUND	CERT #	DEPOSIT 2	DATE	DATE REFUND	CERT #	MEMBER
1	LA VENTANA DRIFTWO	\$0.00				\$0.00			0	
2	LA VENTANA DRIFTWO	\$0.00				\$0.00			0	
3	KIDD, RICHARD	\$0.00				\$0.00			0	
4	HOLLAND, KIM	\$50.00	8/8/02			\$0.00			0	
5	CARTER, GREG / RAY	\$50.00	7/9/02			\$0.00			0	
6	POLLARD, CHARLES	\$0.00				\$0.00			0	
7	MIXON, DAVID	\$0.00				\$0.00			0	
8	HABENICHT, DAVID	\$50.00	3/13/07			\$0.00			0	
9	ROSILIER, GLENN	\$0.00				\$0.00			0	
10	CARMAN, SUSAN / JOHN	\$50.00	9/14/06			\$0.00			0	
11	BARTELL, PETER / KARI	\$0.00				\$0.00			0	
12	MC BRIDE, GEOFF	\$50.00	8/12/04			\$0.00			0	
13	PILOT, JOHN / JULIA	\$0.00	10/13/06			\$0.00			0	
14	RIVERS, JASON	\$0.00	3/10/03	3/4/15		\$0.00			0	
15	FISHER, SCOTT / LYNN	\$50.00	9/13/05			\$0.00			0	
16	EVANS, MARIE / JEFF	\$0.00				\$0.00			0	
17	HARPER, RICHARD	\$50.00	7/10/06			\$0.00			0	
18	HINNENKAMP, GARY	\$0.00				\$0.00			0	
19	LURVEY, ROBERT	\$50.00	6/13/07			\$0.00			0	
20	OBERNESSER, GEORGE	\$0.00	7/10/06			\$0.00			0	
21	SIGMAN, MICHAEL	\$12.63	7/12/04			\$0.00			0	
22	GILL, PAULA	\$0.00	2/9/06	6/21/10		\$0.00			0	
23	CATTIN, NICOLE	\$0.00	5/17/12			\$0.00			0	
24	FREEMAN, HAROLD	\$50.00	7/10/06			\$0.00			0	
25	PEDERSON, LEE W.	\$50.00	3/10/03			\$0.00			0	
26	ANDERSON, DAVID / RC	\$50.00	11/10/03			\$0.00			0	
27	HENDERSHOTT, TREVO	\$0.00	11/14/05	11/29/12		\$0.00	4/27/12	11/29/12	0	
28	PATTERSON, CHUCK	\$0.00				\$0.00			0	
29	HUGHES, ROBERT H.	\$0.00				\$0.00			0	
30	DARCEY, GLENN / CARI	\$0.00				\$0.00			0	
31	SIERRA CLASSIC HOME	\$50.00	9/13/07			\$0.00			0	
32	LA VENTANA ROA	\$0.00				\$0.00			0	
33	HABERER, RYAN	\$50.00	7/10/06			\$0.00			0	
34	SUTTON, MICHELE / MA	\$0.00	6/13/07	8/15/08		\$0.00			0	SUTTON
35	BRUNO, RON	\$0.00	7/10/06			\$0.00			0	
36	FENSKE, BRIAN	\$50.00	4/9/03			\$0.00			0	
37	WILLIAMS, JAMES	\$0.00				\$0.00			0	
38	DOUPNIK, LADISLAV/LI	\$50.00	7/10/06			\$0.00			0	
39	DAVIS, JEFF	\$0.00	7/10/06	12/22/11		\$0.00			0	
40	LA VENTANA ROA	\$0.00				\$0.00			0	
41	PHILLIPS, DONALD / DO	\$50.00	10/13/06			\$0.00			0	
42	CREATIVE HOMES	\$0.00	12/11/06	8/15/08		\$0.00			0	
43	CUTLER, GARY	\$50.00	7/10/06			\$0.00			0	
44	RUSSELL, KAREN	\$50.00	11/9/07			\$0.00			0	
45	VACANT	\$0.00				\$0.00			0	
46	MC LAUGHLIN, RENE/ L	\$0.00				\$0.00			0	
47	MONREAL HOMES COR	\$0.00				\$0.00			0	
48	SHERRILL, DANNY	\$50.00	7/10/06			\$0.00			0	
49	BOARDMAN, BRUCE	\$50.00	8/7/06			\$0.00			0	
50	HART, WILLIAM	\$50.00	12/11/06			\$0.00			0	
51	DAVIS, WILLIAM	\$50.00	10/9/01			\$0.00			0	
52	ALVAREZ, HECTOR	\$50.00	6/13/05			\$0.00			0	

2:37:12PM

DEPOSITS**La Ventana Water Co., LP**

ACCT #	NAME	DEPOSITS	DATE	DATE REFUND	CERT #	DEPOSIT 2	DATE	DATE REFUND	CERT #	MEMBER
53	FAULKENBERRY, JELAI	\$50.00	9/13/07			\$0.00			0	
54	PHELPS, DENNIS	\$0.00	2/8/01			\$0.00			0	
55	LONGHORN DESIGN/OE	\$0.00				\$0.00			0	
56	GOWINS, GREG	\$50.00	4/12/04			\$0.00			0	
57	HARKINS, PATRICK	\$50.00	8/12/04			\$0.00			0	
58	WALTERS, JOHN	\$0.00				\$0.00			0	
59	SCHMIDT, ROBERT	\$50.00	8/10/07			\$0.00			0	
60	REINER, BRADLEY	\$50.00	10/9/03			\$0.00			0	
61	DEARTH, TODD	\$0.00		8/15/08		\$0.00			0	
62	YATES, JACK	\$0.00	10/13/06	7/29/08		\$0.00			0	
63	KRAMER, LINDA	\$0.00				\$0.00			0	
64	GONZALES, JEFFREY	\$50.00	10/9/03			\$0.00			0	
65	KILEY, JENNIFER/ MICH	\$50.00	10/13/06			\$0.00			0	
66	CHRISTIAN, DAVID	\$50.00	12/12/05			\$0.00			0	
67	ELLIOTT, ROBERT	\$50.00	1/9/04			\$0.00			0	
68	RIEBE, STEPHEN	\$50.00	8/13/03			\$0.00			0	
69	TINSLEY, DANNY/ GLAI	\$0.00				\$0.00			0	
70	HAMBURGER, KEN	\$50.00	7/9/03			\$0.00			0	
71	ROBINSON, JOHN	\$50.00	5/8/06			\$0.00			0	
72	VILLARREAL, RUDY	\$0.00				\$0.00			0	
73	EVANS, DENISE	\$50.00	9/13/05			\$0.00			0	
74	JONES, BEN / SHARON	\$0.00	7/10/06	8/15/08		\$0.00			0	
75	JONES, BEN / SHARON	\$0.00	7/10/06	8/15/08		\$0.00			0	
76	FILIPPO, MIKE / BETH	\$50.00	2/14/07			\$0.00			0	
77	BUTT, ALLEN	\$50.00	8/12/04			\$0.00			0	
78	TIMONEY, RICHARD	\$0.00				\$0.00			0	
79	KHAWAJA, EDDIE	\$0.00	4/13/12	8/9/12		\$0.00			0	
80	HATTON, CRAIG / SUSA	\$0.00	12/12/05	8/15/08		\$0.00			0	
81	PANNEK, MICHELLE/ M.	\$50.00	10/13/06			\$0.00			0	
82	CRIDER, MANLEY	\$0.00				\$0.00			0	
83	MEADOWS, TOM	\$0.00				\$0.00			0	
84	CZOP, JOHN	\$50.00	1/9/04			\$0.00			0	
85	LOVE, RICH / KAREN	\$50.00	2/8/01			\$0.00			0	
86	LICH, MARK	\$0.00				\$0.00			0	
87	SPROLES, DONNA	\$50.00	6/13/05			\$0.00			0	
88	MEGARITY, MICHAEL	\$50.00	7/10/06			\$0.00			0	
89	COLABUONO, ALAN	\$0.00				\$0.00			0	
90	SUELTMAN, TERRY	\$0.00				\$0.00			0	
91	PERRY, LLOYD/ DIANA	\$0.00				\$0.00			0	
92	CASSIDY, DAVID	\$0.00	2/9/06			\$0.00			0	
93	JENKINS, TOM	\$50.00	2/14/07			\$0.00			0	
94	JOHNSTON, DIRK/ PAUL	\$50.00	11/10/03			\$0.00			0	
95	DON THOMAS CUSTOM	\$0.00				\$0.00			0	
96	HAUBER, JANET	\$50.00	7/10/06			\$0.00			0	
97	COUSINS, MARVIN	\$0.00	12/12/05	8/15/08		\$0.00			0	
98	VESTER, MELISSA	\$0.00	11/10/04	4/25/13		\$0.00			0	
99	SIMMONS, HOWARD	\$0.00	7/10/06			\$0.00			0	
100	WALKER, KATHLEEN	\$0.00				\$0.00			0	
101	PETZOLT, MARVIN & SH	\$0.00				\$0.00			0	
102	BURNETT, JEFFREY	\$0.00				\$0.00			0	
103	HIRSCHMAN, HENRY	\$50.00				\$0.00			0	
104	JONES, THADDEUS/ MIC	\$0.00				\$0.00			0	

2:37:12PM

DEPOSITS

La Ventana Water Co., LP

ACCT #	NAME	DEPOSITS	DATE	DATE REFUND	CERT # DEPOSIT 2	DATE	DATE REFUND	CERT #	MEMBER
105	MC CLINTOCK, NATHAN	\$0.00	3/13/07		\$0.00			0	
106	SUDERMANN, ERHARD	\$50.00	10/13/06		\$0.00			0	
107	EGENOLF, DAVID	\$0.00			\$0.00			0	
108	PERDUE, MICHAEL	\$0.00			\$0.00			0	
109	SMITH, JAMES ARRING	\$50.00	5/12/06		\$0.00			0	
110	WADE, ROBERT S./ LYN	\$50.00	8/7/06		\$0.00			0	
111	HUPE, ROBERT	\$0.00			\$0.00			0	
112	MABIE, ED	\$0.00	10/16/06	5/22/13	\$0.00			0	
113	LAUER, CHARLES	\$0.00			\$0.00			0	
114	EDMONDSON, TOBY	\$50.00	2/7/02		\$0.00			0	
115	SOUTHERSBY LTD.	\$50.00	2/14/07		\$0.00			0	
116	DONNELL, COURTNEY	\$50.00	12/11/07		\$0.00			0	
117	WILSON, DON / JAJUAN	\$0.00	7/11/07	2/6/14	\$0.00			0	JONES, RUTH
118	FRANKENBERGER, HER	\$0.00			\$0.00			0	
119	WINDISCH, JERRY	\$50.00	9/13/04		\$0.00			0	
120	CINDRICH, NICK	\$50.00	8/7/06		\$0.00			0	
121	ARENDT, STEVE / KATH	\$50.00	9/13/07		\$0.00			0	
122	RODRIGUEZ, JENNIFER	\$50.00	12/11/07		\$0.00			0	
123	WILSON, BRUCE / DENK	\$50.00	9/13/07		\$0.00			0	
124	LEONARD, DANIEL / EL	\$0.00			\$0.00			0	
125	PARTNERS IN BUILDING	\$0.00			\$0.00			0	
126	SPENCER, APRIL	\$0.00	9/13/07		\$0.00			0	
127	LA VENTANA ROA	\$0.00			\$0.00			0	
128	BLACK, CARRIE	\$0.00	3/18/08	9/9/13	\$0.00			0	SUTTON, MARK / MI
130	CULP, EVA	\$50.00	8/18/11		\$0.00			0	ELY, WARREN
131	CROW, DONALD C.	\$0.00	4/3/08	9/9/13	\$0.00			0	
132	BAUSERMAN, STEVE	\$50.00	5/22/08		\$0.00			0	
133	ARMSTRONG, MARK / C	\$0.00	4/11/08		\$0.00			0	
134	ENGEL, BRIAN S. / MEL	\$0.00	4/11/08	2/6/14	\$0.00			0	
135	POPE, BRYAN / STEPHA	\$0.00			\$0.00			0	ELY, WARREN
136	PROMINENT REALTY	\$0.00	6/25/08		\$0.00			0	
137	AUSTIN, WILLIAM J.	\$50.00	7/9/08		\$0.00			0	
138	FISHER, DONALD / JUDI	\$0.00	7/9/08		\$0.00			0	
139	FOSTER, JEFF	\$0.00	8/18/08	7/13/11	\$0.00			0	
140	CRESS, MICHAEL / SHAI	\$0.00	7/30/08		\$0.00			0	
141	SALISBURY, MARK/STE	\$0.00	7/30/08	8/27/14	\$0.00			0	
142	JIMMY JACOBS CUSTON	\$0.00	8/6/08	9/9/13	\$0.00			0	SALISBURY, MARK/
143	PROMINENT REALTY	\$0.00	8/18/08	9/9/13	\$0.00			0	
144	COCHRANE, THOMAS/K.	\$50.00	9/29/08		\$0.00			0	
145	COCHRANE, THOMAS/K.	\$50.00	9/29/08		\$0.00			0	
146	BURNETT, CRAIG / JULI	\$50.00	9/5/08		\$0.00			0	
147	McBRAYER, MIKE	\$0.00	9/10/08	9/9/13	\$0.00			0	
148	McBRAYER, MIKE	\$0.00	9/10/08	7/7/14	\$0.00			0	
149	ZAPP, WERNER / SHELL	\$50.00	9/17/08		\$0.00			0	
150	VAN BRUNT, MIKE	\$0.00	11/5/08		\$0.00			0	
151	BERG, DEBORAH/MALC	\$50.00	10/14/08		\$0.00			0	
152	WEAVER/GRETCHEN &	\$0.00			\$0.00			0	
153	LA VENTANA ROA	\$0.00			\$0.00			0	
154	SEWELL PROPERTIES	\$0.00	2/6/09	9/9/13	\$0.00			0	
155	HICKMAN, ALLEN	\$50.00	3/13/09		\$0.00			0	
156	KEENAN, JACKIE	\$0.00	3/16/09	9/9/13	\$0.00			0	
157	WILLIAMS, ANDREA/TO	\$50.00	6/15/09		\$0.00			0	

2:37:12PM

La Ventana Water Co., LP

DEPOSITS

ACCT #	NAME	DEPOSITS	DATE	DATE REFUND	CERT # DEPOSIT 2	DATE	DATE REFUND	CERT #	MEMBER
158	BIGGERT, HENRY & ORI	\$50.00	7/8/09		\$0.00			0	
159	SMITH, ROBERT & SAR	\$50.00	7/15/09		\$0.00			0	
160	PRUDENTIAL TEXAS RE	\$0.00	7/22/09		\$0.00			0	
161	SALVO, VINNIE & ANGE	\$50.00	8/28/09		\$0.00			0	
162	FOWLER, JAMES & STAI	\$50.00	9/9/09		\$0.00			0	MARK & MICHELLE
163	BENDALL, THOMAS & E	\$50.00	9/18/09		\$0.00			0	
164	NORWOOD, BRYAN AL	\$0.00			\$0.00			0	
165	MCCURDY, BILL	\$0.00	10/7/09	7/24/12	\$0.00			0	
166	MESSER, GALEN & DEB	\$0.00	10/21/09		\$0.00			0	RYAN HABERER
167	RICE, RICHARD	\$50.00	12/18/09		\$0.00			0	
168	HEDLAND, BRITTANY &	\$50.00	1/8/10		\$0.00			0	
169	MILLER, MARK & JANIC	\$50.00	1/15/10		\$0.00			0	
170	JACKS, DON	\$50.00	1/28/10		\$0.00			0	
171	SWANNACK, SHAWNTE	\$50.00	3/5/10		\$0.00			0	
172	GARZA, MAURO & EVEI	\$50.00	4/21/10		\$0.00			0	
173	JIMENEZ, ARMANDO	\$0.00	3/19/10	8/13/10	\$0.00			0	
174	HAGEDORN, ALAN	\$50.00	4/29/10		\$0.00			0	
175	HUGHES, GUY & NANC	\$50.00	5/12/10		\$0.00			0	
176	GREGORY, GARY & SUS	\$50.00	5/26/10		\$0.00			0	
177	McCLASKEY, RICHARD	\$50.00	5/26/10		\$0.00			0	
178	NOLLEY, STUART	\$0.00	6/3/10		\$0.00			0	
179	WALLACE, FRED & GWI	\$50.00	6/2/10		\$0.00			0	
180	STITZER, AUSTIN B.	\$50.00	7/7/10		\$0.00			0	
181	ROSEN, RUDOLPH & JA	\$50.00	7/7/10		\$0.00			0	
182	NORWOOD, BRYAN ALI	\$0.00	7/7/10		\$0.00			0	
183	GOLDMAN, JEFF	\$0.00	7/26/10		\$0.00			0	
184	LA HAISE, COLLEEN & J	\$0.00	7/23/10		\$0.00			0	
185	BLACK, CARRIE	\$0.00	11/17/10		\$0.00			0	
186	CAMACHO, MARTHA &	\$50.00	8/5/10		\$0.00			0	
187	POLITTE, JANE & GARY	\$50.00	9/15/10		\$0.00			0	
188	JIMENEZ, ARMANDO	\$0.00	9/15/10		\$0.00			0	
190	CASTELLANA, IVY	\$0.00			\$0.00			0	
191	SIMONS, JAMES K.	\$50.00	1/17/11		\$0.00			0	
192	BROADVIEW CUSTOM I	\$0.00	1/10/11	7/23/11	\$0.00			0	
193	MERCEDES HOMES	\$0.00	3/24/11	7/5/12	\$0.00			0	
194	MERCEDES HOMES	\$0.00	3/24/11	9/9/13	\$0.00			0	
195	DECUIR, CHRIS & SUZE	\$50.00	4/26/11		\$0.00			0	
196	NALLE CUSTOM HOME	\$0.00	5/12/11	9/9/13	\$0.00			0	
197	DUNKELMANN, WILLIA	\$50.00	5/18/11		\$0.00			0	
198	SCHIFLETT III, J. RAYMO	\$50.00	7/14/11		\$0.00			0	lynn mc kindy-wife
199	MERCEDES HOMES	\$0.00	8/23/11	9/9/13	\$0.00			0	
200	GOTCHER, ALAN / LOUI	\$50.00	10/5/11		\$0.00			0	
201	MERCEDES PREMIER H	\$0.00	4/10/13		\$0.00			0	
202	MUNRO, YANIA / DOUG	\$50.00	10/19/11		\$0.00			0	
203	ZIMMERMAN, LISA	\$50.00	10/19/11		\$0.00			0	
204	AJ CUSTOM HOMES INC	\$0.00	10/27/11	8/9/12	\$0.00			0	
205	MERCEDES HOMES LLC	\$0.00	10/27/11	3/22/12	\$0.00			0	
206	MERCEDES HOMES	\$0.00	11/8/11		\$0.00			0	
207	MC COY, WM. / JILL	\$50.00	12/9/11		\$0.00			0	
208	ABERNETHY, SHERRON	\$0.00			\$0.00			0	
209	BROADVIEW CUSTOM I	\$0.00	2/3/12		\$0.00			0	
210	SCHRODER, DOUGLAS/I	\$50.00	3/6/12		\$0.00			0	

2:37:12PM

DEPOSITS

La Ventana Water Co., LP

ACCT #	NAME	DEPOSITS	DATE	DATE REFUND	CERT #	DEPOSIT 2	DATE	DATE REFUND	CERT #	MEMBER
211	WALKER, RANDY / KAY	\$50.00	3/16/12			\$0.00			0	
212	AJ CUSTOM HOMES	\$0.00	4/13/12	10/31/13		\$0.00			0	
213	STRAHAN, BILLIE JEAN	\$0.00	4/27/12	4/25/13		\$0.00			0	SALISBURY, MARK
214	D'AMATO, LORENZO / L	\$50.00	6/15/12			\$0.00			0	
215	COLEMAN, DALE / SHAI	\$50.00	6/21/12			\$0.00			0	
216	NALLE CUSTOM HOME	\$0.00	6/15/12	7/19/13		\$0.00			0	
217	DETMER, DEBBIE / KEV	\$50.00	6/28/12			\$0.00			0	
218	GIBSON, ZENA / ERIC	\$50.00	7/30/12			\$0.00			0	
219	TRACY, CHRISTOPHER	\$50.00	7/30/12			\$0.00			0	
220	PITCHFORD, THOMAS/L	\$0.00	8/10/12	11/29/12		\$0.00			0	
221	ERGO, MIKE / PHYLLIS	\$50.00	8/17/12			\$0.00			0	
222	AHLMAN, MICHELE / M	\$0.00	9/24/12			\$0.00			0	
223	STUCKI, JERRY / SUSAN	\$50.00	9/27/12			\$0.00			0	
224	KOLESAR, BILL HOGAN	\$50.00	10/26/12			\$0.00			0	
225	A J CUSTOM HOMES INC	\$0.00	10/26/12	7/3/13		\$0.00			0	
226	HERRINGTON, DAWN L	\$0.00	10/26/12	4/24/14		\$0.00			0	
227	PHILLIPS, NANCY A.	\$50.00	10/26/12			\$0.00			0	
228	RUSSELL, RICK / JOANN	\$50.00	10/26/12			\$0.00			0	
229	HAHN, MICHAEL / KIME	\$50.00	12/7/12			\$0.00			0	
230	NALLE CUSTOM HOME	\$0.00				\$0.00			0	
231	DANTI, DIANNE / KEN	\$50.00	1/17/13			\$0.00			0	DANTI
232	McGEE, STEVE / RENEE	\$50.00	2/26/13			\$0.00			0	
233	REINHARDT, CHARLES/J	\$50.00	3/19/13			\$0.00			0	
234	ADAMS, CODY	\$50.00	4/18/13			\$0.00			0	
235	NALLE CUSTOM HOME	\$0.00	5/21/13	2/6/14		\$0.00			0	
236	PLISOWSKI, MICHAEL/C	\$50.00	5/21/13			\$0.00			0	
237	McFELEA, JAMES / YVO	\$50.00	5/21/13			\$0.00			0	
238	A.J. CUSTOM HOMES IN	\$0.00	5/21/13			\$0.00			0	
239	LYNN JR., MILTON	\$50.00	5/21/13			\$0.00			0	
240	WALDON, BRYAN KEITH	\$50.00	5/21/13			\$0.00			0	
241	FRY, WALTER / BREND	\$50.00	6/10/13			\$0.00			0	
242	ALGUIRE, JESSICA	\$50.00	6/18/13			\$0.00			0	
243	GALAN CUSTOM HOME	\$0.00	6/18/13	12/12/13		\$0.00			0	
244	PRUDENTIAL TEXAS RE	\$0.00	6/27/13	4/23/14		\$0.00			0	
245	TANNER, KIM ALAN	\$50.00	10/22/13			\$0.00			0	
246	VERA, MELISSA	\$0.00	9/19/13			\$0.00			0	SALISBURY
247	DOVE, LEONARD SCOT	\$50.00	9/24/13			\$0.00			0	
248	HARTMAN, JUDY	\$50.00	10/22/13			\$0.00			0	ELY, WARREN
249	PEREZ, JOE	\$50.00	10/22/13			\$0.00			0	
250	JONES, RUTH	\$50.00	11/20/13			\$0.00			0	
251	NEILL, FRANCIS / MELA	\$50.00	11/20/13			\$0.00			0	
252	OGDEN, MARIAN	\$50.00	11/20/13			\$0.00			0	
253	NALLE CUSTOM HOME	\$50.00	11/25/13			\$0.00			0	
254	ZOERNER, STEVE / KRIS	\$50.00	11/25/13			\$0.00			0	
255	MURCHISON, KEN/JONN	\$50.00	11/25/13			\$0.00			0	
256	GOODROE, MICHAEL/SY	\$50.00	12/27/13			\$0.00			0	
257	HASSE, MARGARET / DX	\$50.00	12/27/13			\$0.00			0	
258	SMITH, BECKI / JON	\$50.00	12/27/13			\$0.00			0	
259	CREWS, TYLER	\$50.00	1/17/14			\$0.00			0	
260	O'BRIEN, JEFFREY/CYN	\$50.00	1/17/14			\$0.00			0	
261	AGUIRRE, LIONEL B.	\$50.00	3/24/14			\$0.00			0	
262	VACANT	\$0.00				\$0.00			0	

2:37:12PM

DEPOSITS**La Ventana Water Co., LP**

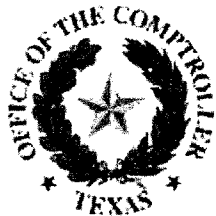
ACCT #	NAME	DEPOSITS	DATE	DATE REFUND	CERT #	DEPOSIT 2	DATE	DATE REFUND	CERT #	MEMBER
263	KOCH, ERIC	\$50.00	3/24/14			\$0.00			0	
264	KRETZSCHMAR, LILY/A	\$50.00	4/17/14			\$0.00			0	
265	SARGENT, WM. / JENNIF	\$50.00	4/29/14			\$0.00			0	
266	TIMBER HOMES INC.	\$50.00	4/29/14			\$0.00			0	
267	TIMBER HOMES INC	\$34.26	4/29/14			\$0.00			0	
268	RILEY, DUSTIN / KAITLI	\$50.00	5/21/14			\$0.00			0	
269	HALL, GLEN	\$50.00	5/28/14			\$0.00			0	
270	INGRAM, MITCH / MOLI	\$50.00	7/21/14			\$0.00			0	
271	VAN ZYL, JEAN / MARIJ	\$50.00	7/21/14			\$0.00			0	
272	MULCAHY, CHRISTINE	\$50.00	7/29/14			\$0.00			0	
273	COFANO, MICHAEL & L	\$50.00	7/29/14			\$0.00			0	
274	NALLE CUSTOM HOME	\$50.00	7/29/14			\$0.00			0	
275	TIMBER HOMES	\$50.00	8/19/14			\$0.00			0	
276	TIMBER HOMES	\$50.00	8/19/14			\$0.00			0	
277	SCHICK, CYNTHIA/BRY.	\$50.00	8/22/14			\$0.00			0	
278	WHITE, TERESA	\$50.00	8/28/14			\$0.00			0	
279	POE, CAROL / TED	\$50.00	9/17/14			\$0.00			0	
280	VINTAGE ESTATE HOMI	\$50.00	9/17/14			\$0.00			0	
281	CANCIALOSI, DAVID C.	\$50.00	9/17/14			\$0.00			0	
282	HALÉY, SHARON / ARCI	\$50.00	9/17/14			\$0.00			0	
283	WHITE, CHERYL	\$50.00	11/20/14			\$0.00			0	
284	LOWDEN, COY / BROOK	\$50.00	11/20/14			\$0.00			0	
285	FS INTERESTS, LLC	\$50.00	12/8/14			\$0.00			0	
286	MORRIS, DONNA / ROBI	\$50.00	12/22/14			\$0.00			0	
287	RAGSDALE, STEFANI/RC	\$50.00	12/22/14			\$0.00			0	
288	McMANUS, JEFFREY/SU	\$50.00	1/28/15			\$0.00			0	
289	MURCHISON, KEN	\$50.00	2/19/15			\$0.00			0	
290	BESSER / G. DODSON, JC	\$50.00	2/19/15			\$0.00			0	
291	HANSEN, GEORGE/LADC	\$50.00	2/23/15			\$0.00			0	
292	NALLE CUSTOM HOME	\$50.00	2/26/15			\$0.00			0	

290 Accounts listed**Total amount of Deposit 1: \$8,246.89****Total amount of Deposit 2: \$0.00**

All Customers

Professional General Management

Certificate of Account Status



Franchise Tax Account Status

As of: 03/13/2015 11:30:55 AM

This Page is Not Sufficient for Filings with the Secretary of State

SOUTHWEST LIQUIDS, INC.

Texas Taxpayer Number 32054103067
Mailing Address 1110 DEER CREEK CIR
DRIPPING SPGS, TX 78620-3018
Right to Transact Business ACTIVE
in Texas
State of Formation TX
Effective SOS Registration 05/19/2014
Date
Texas SOS File Number 0801993177
Registered Agent Name ZACHARY A. KING
Registered Office Street 1110 DEER CREEK CIRCLE
Address DRIPPING SPRINGS, TX 78620

Contract of Sale

**AMENDED AND RESTATED ASSIGNMENT OF PARTNERSHIP INTEREST, CCN AND
WATER SYSTEM**

THIS AMENDED AND RESTATED ASSIGNMENT OF PARTNERSHIP INTEREST, CCN AND WATER SYSTEM (the "Amended Assignment") is from INTERIM-LA VENTANA LLC, a Delaware limited liability company ("Assignor"), to SOUTHWEST LIQUIDS, INC., a Texas corporation ("Assignee") and is made pursuant to that certain Unimproved Property Contract dated effective as of April 2, 2014 (the "Contract") between Assignor, as Seller therein, and Dale Lowden and Lanette Lowden, as Buyer therein ("Buyer"). Buyer has assigned to Assignee by that certain Assignment of Unimproved Property Contract rights dated May 2014 ("Contract Rights Assignment") all of its rights, title and interests under the Contract to acquire Assignor's partnership interest in La Ventana Water Co., LP, a Texas limited partnership (the "Partnership"), the Certificate of Convenience and Necessity No. 12920 (the "CCN") issued by the Texas Commission on Environmental Quality ("TCEQ") to Assignor on August 20, 2013, and the facilities and lines ("Water System") acquired by Assignor pursuant to order of the TCEQ dated July 25, 2013. This Amended Assignment amends and restates that certain Assignment of Partnership Interest executed on or about June 23, 2014 by Assignor and Assignee. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Contract.

Assignor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD, TRANSFERRED, ASSIGNED, CONVEYED, SET OVER and DELIVERED, and by these presents does GRANT, BARGAIN, SELL, TRANSFER, ASSIGN, CONVEY, SET OVER and DELIVER unto Assignee, all of Assignor's right, privilege, benefit, title and interest in and to, or attributable to, including any and all obligations arising from, (i) Assignor's partnership interest in the Partnership, being all of the general partner and limited partner interest in the Partnership (the "Partnership Interest"), (ii) the CCN and (iii) the Water System.

TO HAVE AND TO HOLD, free and clear of all liens, mortgages and security interests directly encumbering Assignor's Partnership Interest, the CCN and the Water System (but not any liens, mortgages or security interests encumbering the assets of the Partnership, the CCN or the Water System), together with all and singular the rights, privileges and appurtenances thereto in any manner belonging, to Assignee, its successors and assigns, forever.

This Amended Assignment is made by Assignor and accepted by Assignee (i) expressly subject to the terms, conditions, representations, acknowledgments, releases and indemnities contained in the Contract applicable to the sale of the Partnership Interest, the CCN and the Water System as if fully set forth herein to the same extent as if Assignee were the Buyer under the Contract, including without limitation the provisions of Sections 11(A), (B) and (C) thereof, which sections for the avoidance of doubt are applicable to the Partnership Interest, the CCN and the Water System as well as the Property, and (ii) expressly subject to approval by the Public Utility Commission of Texas (the

"PUC") and/or any other regulatory agency having jurisdiction over this transaction, as contemplated by this Amended Assignment.

This Amended Assignment shall be governed by the laws of the State of Texas and shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.

This Amended Assignment may be executed in a number of identical counterparts which, when taken together, shall constitute one agreement; in making proof of this Amended Assignment, it shall not be necessary to produce or account for more than one such counterpart with each party's signature. Signatures transmitted electronically or by facsimile shall have the same effect as an original signature.

IN WITNESS WHEREOF, this Amended Assignment is executed by the parties hereto and shall be effective as of the date that the PUC approves the transfer of the Partnership Interest, the CCN and the Water System as contemplated by this Amended Assignment; provided, however, if such approval by the PUC and/or any other regulatory agency having jurisdiction over this transaction is not obtained by July 30, 2015, then this Amended Assignment shall be void and of no further force or effect unless expressly reinstated in writing by Assignor and accepted by Assignee.

ASSIGNOR:

INTERIM-LA VENTANA LLC,
a Delaware limited liability company

By: Fortress Value Recovery Fund I LLC
Its Managing Member

By: Fortress VRF Advisors I LLC
Its Investment Manager
As Agent and Attorney-in-Fact

By: _____
Name: CONSTANTINE M. DAKOLIAS
Title: PRESIDENT

ASSIGNEE:

SOUTHWEST LIQUIDS, INC., a Texas corporation

By: _____
Patrick C. King, President

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ASSIGNOR:

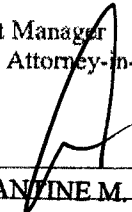
INTERIM-LA VENTANA LLC,
a Delaware limited liability company

By: Fortress Value Recovery Fund I LLC

Its Managing Member

By: Fortress VRF Advisors I LLC

Its Investment Manager
As Agent and Attorney-in-Fact

By: 
Name: CONSTANTINE M. DAKOLIAS
Title: PRESIDENT


ASSIGNEE:

SOUTHWEST LIQUIDS, INC., a Texas corporation

By: 
Patrick C. King, President

Buyer joins the execution of this instrument for the sole purpose of evidencing its consent to this Amended Assignment and the modifications effectuated hereby as Assignor under the Contract Rights Assignment.

BUYER:



DALE LOWDEN



LANETTE LOWDEN

Comprehensive Compliance Investigation & Utility's Response

Bryan W. Shaw, Ph.D., P.E., *Chairman*
Toby Baker, *Commissioner*
Zak Covar, *Commissioner*
Richard A. Hyde, P.E., *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

June 12, 2014

RECEIVED

JUN 13 2014

CERTIFIED MAIL 91 7199 9991 7033 2858 4442
RETURN RECEIPT REQUESTED

P G M S, Inc.

Mr. Patrick King, President
Professional General Management Services
26550 Ranch Road 12, Suite 1
Dripping Springs, Texas 78620

Re: Notice of Violation for the Comprehensive Compliance Investigation at:
Interim-La Ventana Water System, La Ventana Parkway, Driftwood (Hays
County), Texas
TCEQ Regulated Entity RN102678760, PWS ID No: 1050131
TCEQ Investigation No.: 1166771

Dear Mr. King:

On May 16, 2014, Chad Ahlgren of the Texas Commission on Environmental Quality (TCEQ) Austin Region Office conducted an investigation of the above-referenced regulated entity to evaluate compliance with applicable requirements for public water systems. Enclosed is a summary which lists the investigation findings. During the investigation, one violation was noted which was resolved with subsequent corrective action. In addition, a certain outstanding alleged violation was identified for which compliance documentation is required. Please submit to this office by **August 12, 2014**, a written description of corrective action taken and the required documentation demonstrating that compliance has been achieved for the outstanding alleged violation.

In the listing of the alleged violations, we have cited applicable requirements, including TCEQ rules. Please note that both the rules themselves and the agency brochure entitled *Obtaining TCEQ Rules* (GI 032) are located on our agency website at <http://www.tceq.state.tx.us> for your reference. If you would like a hard copy of this brochure mailed to you, you may call and request one from either the Austin Region Office at (512) 339-2929 or the Central Office Publications Ordering Team at 512-239-0028.

TCEQ Region 11 • P.O. Box 13087 • Austin, Texas 78711-3087 • 512-339-2929 • Fax 512-339-3795

Austin Headquarters: 512-239-1000 • tceq.texas.gov • How is our customer service? tceq.texas.gov/customersurvey

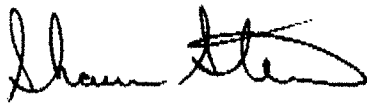
printed on recycled paper using soy based ink

Mr. Patrick King
June 12, 2014
Page 2

The TCEQ appreciates your assistance in this matter. Please note that the Legislature has granted TCEQ enforcement powers which we may exercise to ensure compliance with environmental regulatory requirements. We anticipate that you will resolve the alleged violation as required in order to protect the State's environment. If you have additional information that we are unaware of, you have the opportunity to contest the violation documented in this notice. Should you choose to do so, you must notify the Austin Region Office within 10 days from the date of this letter. At that time, I will schedule a violation review meeting to be conducted within 21 days from the date of this letter. However, please be advised that if you decide to participate in the violation review process, the TCEQ may still require you to adhere to the compliance schedule included in the attached Summary of Investigation Findings until an official decision is made regarding the status of any or all of the contested violations.

If you or members of your staff have any questions, please feel free to contact Mr. Ahlgren in the Austin Region Office at (512) 339-2929.

Sincerely,

A handwritten signature in black ink, appearing to read "Shawn Stewart", with a stylized flourish at the end.

Shawn Stewart
Water Section Work Leader
Austin Region Office

SS/cwa

Enclosures: Summary of Investigation Findings

Summary of Investigation Findings

LA VENTANA WATER SUPPLY SYSTEM

Investigation #

1166771

Investigation Date: 05/16/2014

, HAYS COUNTY,

Additional ID(s): 1050131

OUTSTANDING ALLEGED VIOLATIONS
ASSOCIATED TO A NOTICE OF VIOLATION

Track No: 537324 Compliance Due Date: 08/12/2014
30 TAC Chapter 290.46(j)

Alleged Violation:

Investigation: 1166771

Comment Date: 06/10/2014

Interim-La Ventana failed to conduct customer service inspections for new connections within its public water system.

Recommended Corrective Action: To achieve compliance, Interim-La Ventana shall ensure that customer service inspections are conducted for all new connections to the public water system. PGMS shall send documentation indicating compliance with this requirement to the TCEQ Austin Region (11) Office (P.O. Box 13087, MC R11, Austin, Texas 78711) on or before the compliance due date.

ALLEGED VIOLATIONS NOTED AND RESOLVED
ASSOCIATED TO A NOTICE OF VIOLATION

Track No: 413419
30 TAC Chapter 290.41(c)(1)(F)

Alleged Violation:

Investigation: 858195

Comment Date: 10/01/2010

The water system has not obtained either a sanitary control easement from one property owner whose property borders Well 1 or an exemption for this requirement.

Investigation: 1034970

Comment Date: 09/24/2012

At the time of the file review, the sanitary control easement near Well 1 had not been obtained. This will be reviewed during the next Comprehensive Compliance Investigation.

Investigation: 1166771

Comment Date: 06/03/2014

The violation concerning the sanitary easement for Well No. 1 will be resolved during the current investigation.

Recommended Corrective Action: The water system shall secure either the required sanitary control easement for Well 1 from the property owner or an exception to this requirement from the TCEQ.

Resolution: During the CCI, the investigator re-reviewed the drawings of the easement listed in the signed documentation and compared that to property boundaries as listed on the Hays County Appraisal District website for the area. It appeared that the current signed documentation met this requirement and/or met the intention of the rule. The violation will therefore be resolved at this time.

ADDITIONAL ISSUES

Description

Additional Comments

LA VENTANA WATER SUPPLY SYSTEM**Investigation # 1166771**

WATER STORAGE: Meets applicable
290.43 standards?

During the CCI, it was noted that there was a gap under the fence near the gate to the water plant. The system shall ensure that repairs are made to ensure that fence meets the definition of an intruder-resistant fence (30 TAC §290.38(37)). The rule states that the fence must be close enough to the ground to prevent intruder passage. The fence generally met this requirement except for the one small area near the gate.

Item 3

Both water well meters had been calibrated within the last three years as required, but the meter for Well 1 was off by 10% indicating that it should be repaired.

Professional General Management Services, Inc.

Water utility management, Project management,

Planning, Training, Consulting

26550 Ranch Road 12, Ste 1 * Dripping Springs, Texas 78620 * phone (512) 894-3322 * fax (512) 858- 1414

July 11, 2014

Mr. Shawn Stewart
Water Section Work Leader, Austin Region Office
Texas Commission on Environmental Quality
P.O. Box 13087
Austin, Texas 78711

Re: Interim-La Ventana Water system / CCI performed May 16, 2014
Notice of Violation letter dated June 12, 2014

Dear Mr. Stewart;

This is to acknowledge receipt of your letter dated June 12, 2014, with regard to the comprehensive compliance investigation performed to the Interim-La Ventana Water system on May 16, 2014. We anticipate having addressed the issues listed in your letter by the following schedule.

1. Conduct customer service inspections; we have scheduled the required customer service inspections to take place the week of July 14, 2014. Once completed, we will forward documentation to your office to demonstrate compliance with this requirement.
2. Obtain sanitary control easement for Well No. 1; from your letter of June 12, 2014, I understand this alleged violation is now resolved.
3. An additional issue was listed relating to a gap under the fence near the gate at the water plant. Work to correct this situation is scheduled to take place the week of July 14, 2014. Once completed, we will forward documentation to your office to demonstrate compliance with this requirement.

I hope you find this information helpful. If you have any questions, please do not hesitate to contact me by calling (512) 845-3230 or email pck@pgms.net.

Sincerely,



Patrick C. King, President

Professional General Management Services Inc.

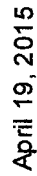
**List of Neighboring Water and/or
Sewer Utilities, Cities and Political
Subdivisions within 2 Miles**

15. List all neighboring water and /or sewer utilities, cities, and political subdivisions providing the same service within two (2) miles of area affected by this proposed transaction

1. CCN No. 13203 - Aqua Texas Inc.
2. Dobie Lane Acres North HOA
3. Dobie Lane Acres South HOA
4. Dripping Springs WSC
5. Hays County WCID No. 1
6. Hays Trinity Groundwater Conservation District
7. Lower Colorado River Authority
8. West Travis County Public Utility Agency

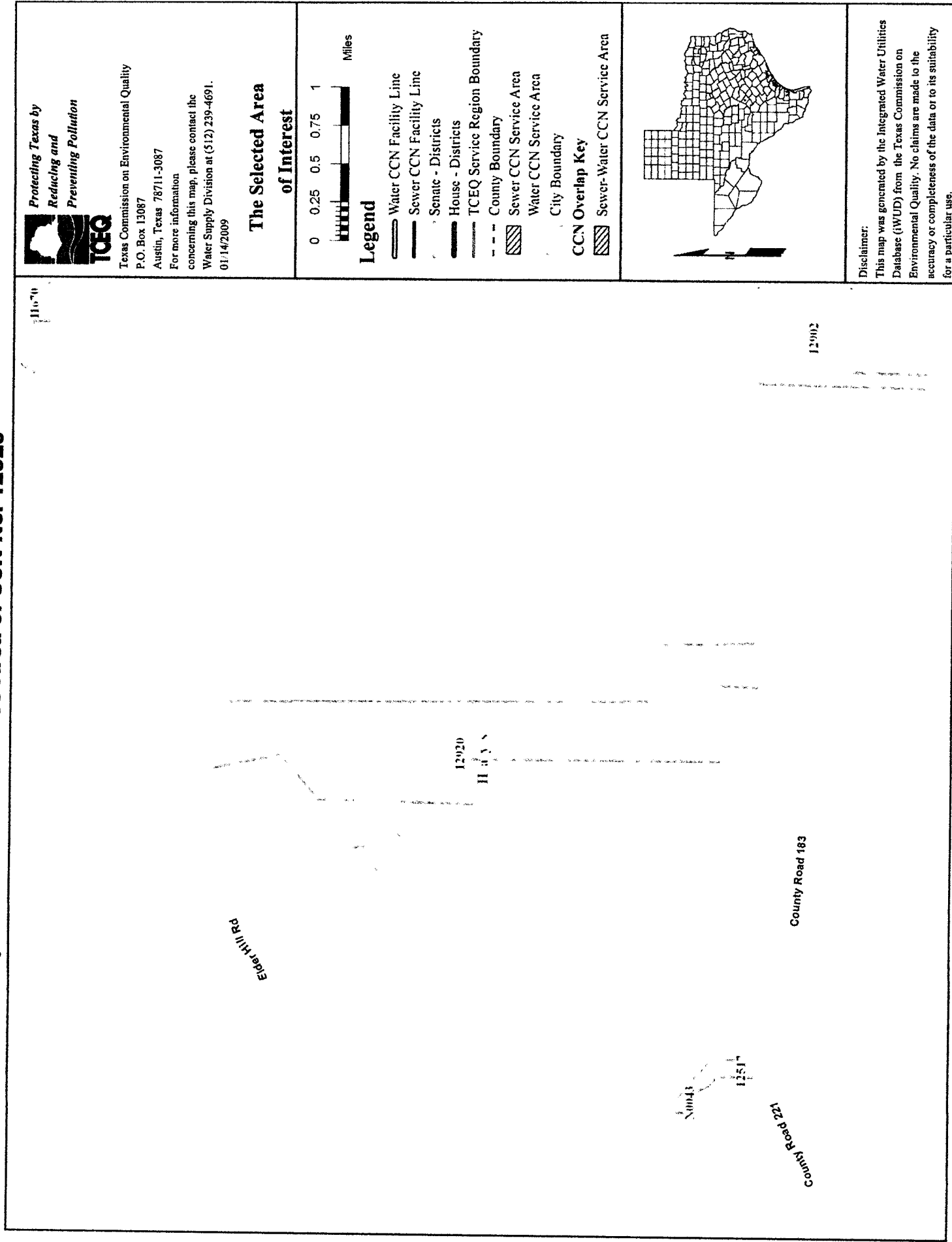
Maps

24.a. Map of the Transferred Service Area of All of CCN No. 12920

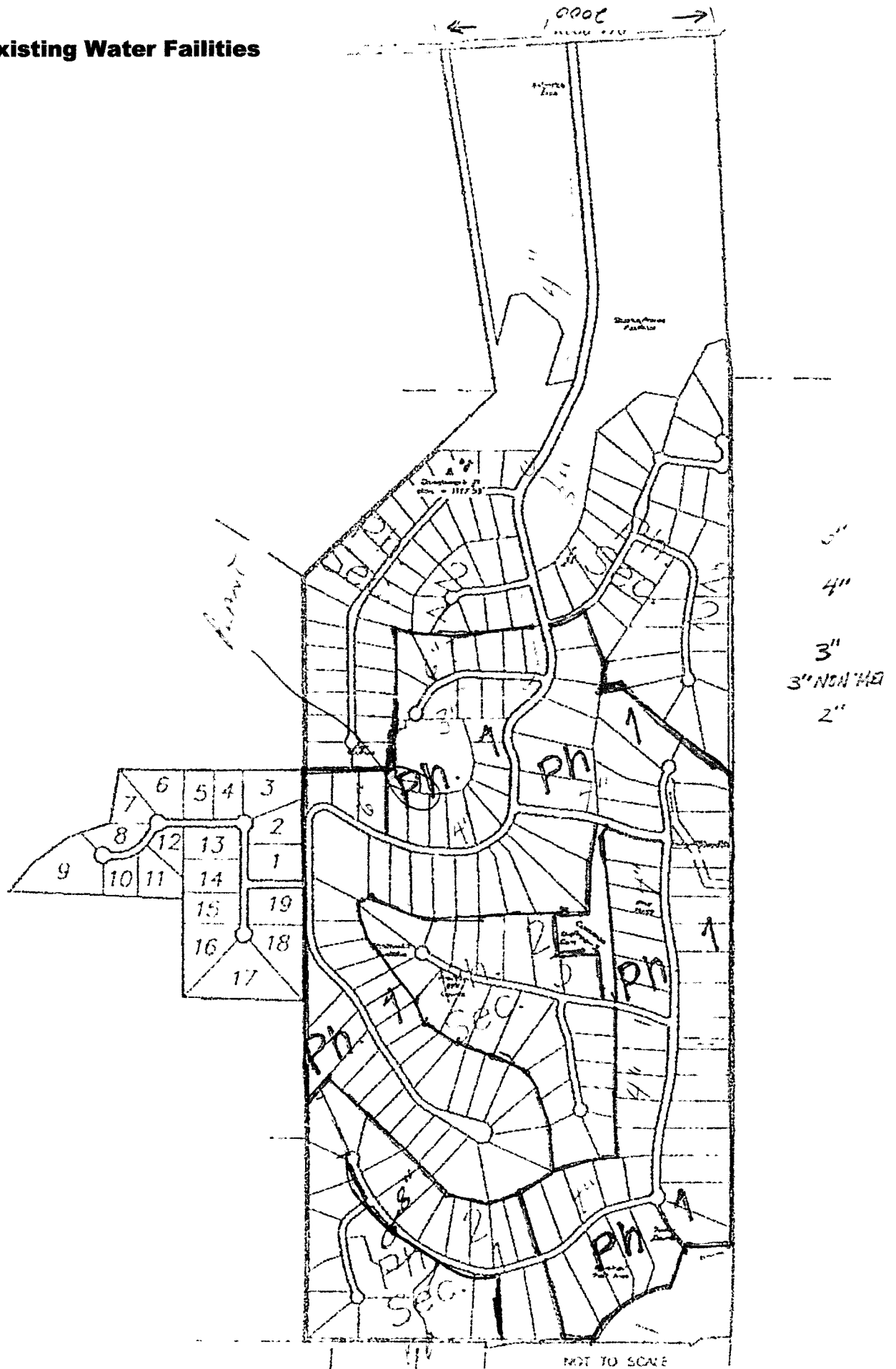


Southwest Liquids, Inc. - STM Application

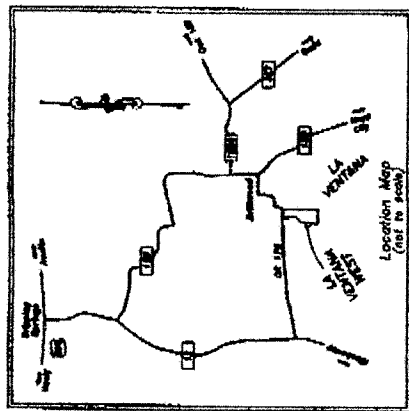
24. b. 1. General Location Map of Transferred Service Area of CCN No. 12920



24.b. Map of Existing Water Facilities



Southwest Liquids, Inc. - STM Application



La Ventana West

The intention of this subdivision is to provide well-served lots in a public subdivision. The lots are to be used for residential purposes and are to be developed in accordance with the applicable zoning and subdivision laws. The lots are to be developed in accordance with the applicable zoning and subdivision laws. The lots are to be developed in accordance with the applicable zoning and subdivision laws.

AL-900
John S. Sultemeier
Director of Environmental Health
Hays County Planning Administrator

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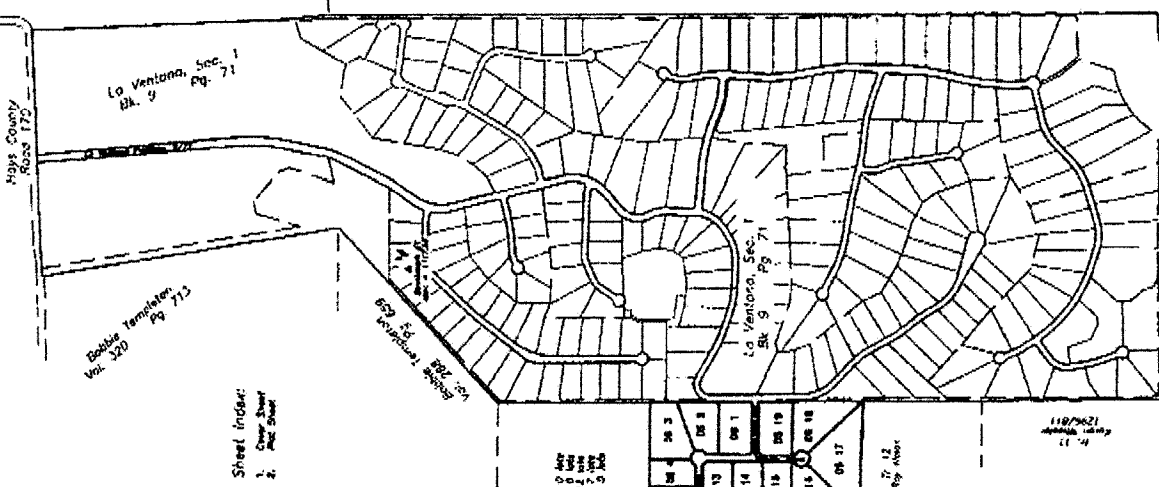
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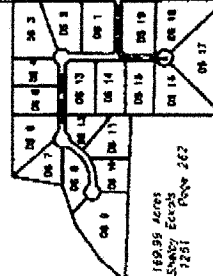
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Sydney & Louise Hall
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Page 169

Timothy N. Johnson
(Timothy N. Johnson)
(Independent Co-executor)
Vol. 1057 Pg. 47



LOT CATEGORIES
10 acres or larger
5 acres or larger
2 acres or larger
1 acre or larger
Less than 1 acre



Panther Creek Subdivision
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BUILDING SETBACKS
Front 30'
Side 15'
Rear 30'

La Ventana Sec. 1
Blk. 9
Pg. 713

La Ventana Sec. 1
Blk. 9
Pg. 713

SULTEMEIER SURVEYING
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Tomball, Texas 77455
(832) 866-7508