

Control Number: 43005



Item Number: 1

Addendum StartPage: 0

House Bill (HB) 1600 and Senate Bill (SB) 567 83rd Legislature, Regular Session, transferred the functions relating to the economic regulation of water and sewer utilities from the TCEQ to the PUC effective September 1, 2014.

APPLICATION FOR SALE, TRANSFER, SOR MERGER OF A RETAIL PUBLIC UTILITY

*RN#	1071973)3		*CN# _	601570773	* * * *	*If knc	own (See	instruction	SEP 15 ons)	2014
X Sale Acq		on of app			all the boxe of the X W X S		y): m(s) unde	er CCN 1	/o.:	BY	
X Tran	sfer of X	All 🔲 P	Portion		Certificated Certificate						2
	a portion o ivision inv		em or ce	ertificated	d service are	ea is affect	ed by this	s transact	ion, pleas	se specify	the areas
単 (基本) (基本) (基本) (基本) (基本) (基本) (基本) (基本)	· · · · · · · · · · · · · · · · · · ·	*		新	· · · · · · · · · · · · · · · · · · ·	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	18 18 18 18 18 18 18 18 18 18 18 18 18 1	P4_	3 4 4 5 ⁶ 2000 5 4 4 5 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6	general property of the second	18 18 18 18 18 18 18 18 18 18 18 18 18 1
and to:								24			
☐Ame ☐Mer X Canc	end the trange or consorted CCN of posed effect	sferee's blidate po the trans ctive date	CCN Nublic ut sferor (No.: tilities seller) s transact S 3 TH	12809 & tion: Earl	20814 iest date a (Must be at 5 APPL	llowed b least 120 Y TO T	y law days after	r proper no	otice is pro	vided)
	For the cur A. Name:				vice provide	#	ë ë		M	WANTE PARTY OF THE	
					(Individu	ıal, Corporat	ion or Othe	r Legal En	itity)		
who is	a(n):of II	ndividua	al X Co	rporation	n 🔲 WSC] HOA or	POA 🗀 (Other _		CONTRACTOR HERE	Sh was a second of the second
	B. Utility	Name (i	f differ	ent than	above):		ej		2	ž	ist.
	Address: _	P. O. Bo	x 613,	Mansfie	ld, Texas 7	6063		Telepl	hone: (AC	C) <u>817-47</u>	3-6080
Name:	applica Wallace	tion. In E. Harc	dicate i lie, Jr.	f this per	e informations the or	wner, oper	ator, engi Title:	ineer, atto	orney or a hief Ope	accountan rating O	t.
Address Fax:	s: <u>P. O. Bo</u>	x 613, N	<u> 1ansfie</u>	ld, Texa	s 76063	T	elephone: Email	` / —	The state of the s	The second secon	93 N
ı ux.	2 200	W	TE I	1	#	Cupouser	EIIIall	. <u>B</u>	naruiel l	@tx.rr.c	DIN .st

	ate increase for the system or fac ne effective date of the last rate in			
B. Was notice predecessor	of this increase provided to the Ts?	exas Commissio	on on Environmen	tal Quality or it
□No X Yes App	lication/Docket Number: 2013	-0510-UCR	Date	: August, 2012
Please provide a	list of all customers affected by the	nis transaction v	who have deposits	held by the transferor
	ny, and include the following info ss of Utility Customer	Date of	Amount of	Amount of Unpai
All denosits will	be refunded prior to closing	Deposit	Deposit	Interest on Depos
Tra deposits viii	ng m ² st	mana la	× **	E
en en	¥ 3			ς - τ - Β _{.0}
E was to				
				1.
Applicant: Aqua Utility Name:		Corporation, or (Other Legal Entity)	5.2. E & **
<u></u>	1106 Clayton Lane, Suite 400V	f different than ab V, Austin, Texa		* ± & ± ±
Fax: 512-990-4	110 Email:		Telephone (AC):	512-990-4400
CCN Numbers h	eld prior to the filing of this appl	ication: <u>13201</u>	and 21059	8. 4046
☐ Individual ☐ Home or Pro ☐ Partnership; X Corporation; for Texas: 320 ☐ Non-profit, n	perty Owners Association attach copy of partnership agreem provide charter number as record 14405503 nember-owned, member-controller Service Corporation); provide c	nent ed with the Offi ed Cooperative (ce of the Secretary	y of State
☐Municipally-☐District (MU☐County☐Other (please	D, SUD, WCID, etc.)	· · · · · · · · · · · · · · · · · · ·	an Maria Se Maria Hann II	200° 100° 100° 100° 100° 100° 100° 100°

Nam	ne:	. 20-22	35 3 a	14 × 45			tei V	Email	B /95%	35.75°
Addr	ess	- The Tax and the	2000000	es e		Owner DH		<u> </u>		5-
Telephon	e (AC):	N. S. A. S.					Fax (AC):		CLAST OF THE PROPERTY OF THE
partners of	f the leg	al entit	ty applyi		ansfer	: You mi	ıst comp	rmation regar lete either qu Γ 1		
•Name:	W.	380 	= =x× =, 3,2 ,	3	740 x 40 4 5 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		Tele	ephone (AC):		IIIIIIIIIPPIAIIPS III IV
Address:			N N	m sk		- N	Potential Section 1	***************************************		Jan 4
Position:	12.7 <u>2</u> 12.72		2 a.c. (1837) h. W.		4.5	Owners	hip % (i	applicable):	NA	
•Name:	** # # #	INI	£'x	***	ë	99 *	Teld	ephone (AC):		
Address:	.2-2	S- &	William B. F. & State .	28. 2K		- ×9.		phone (110).	<u> </u>	19
Position:	я ³ ¢	aŭs		inger.	· · · · · · · · · · · · · · · · · · ·	Owners	hip % (it	applicable):	31	
Name:		e, graper a sammana minda sam	Marie a r. voyage	ing and same in the same in th	Min xxxx	* 3	Teld	ephone (AC):		
Address:	2 2 2 ×		***************************************	· ·	well well of the		<u> I CI</u>	phone (11c).	**	1 <u>1 </u>
Position:	Pl e 3	yst.	Programme and the state of the	91 121 44 Sp. 1814 Sp. 1814 Sp. 1814	ž	Owners	hip % (it	applicable):	7	r.
Name:	* * * * *	refi re	23 8	B HA AF		× **	Tele	ephone (AC):	128.	
Address:	W * **			Ni .	anggagar or 🕏 📖	-74	essee and the second	. P. 10.10	i i	
Position:	* * * * * * * * * * * * * * * * * * *	8 A	TV.	H 2 5 7 8 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	E.X.	Owners	hip % (it	applicable):	77.1	ř.
Name:	en e	æ.	* * *	: 30 3 27 27 27 1H	se A.A.,	× × × × × × × × × × × × × × × × × × ×	Tele	phone (AC):		
Address:		*:*	- 10 .x	***************************************	7000	-anacomposition inchesors di	12010	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	£ %.	:
Position:	***************************************	Maa m	美 選		######################################	Owners	hip % (if	`applicable):		
Name:	****	active at	i in Ask-	361 XI	Water volume	1000 1000 1000 1000 1000 1000 1000 100	Tele	phone (AC):		······································
Address:	yrum wu llah tulliharn	4		R 9E			1 010	<u> </u>	L	
l l			······································							

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:

Texas Comptroller of Public Accounts

P. O. Box 13528, Capitol Station Austin, Texas 78711 1-800-252-5555

SEE ATTACHMENT 2

• 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:	Glen E. Lewis	Title:	Director of Corporate Dev.
Address:	1106 Clayton Ln, Suite 400W, Austin, TX 78723	Telephone	(AC): 512-990-4400 xt 56104
Fax #	512-990-4410	Email	gelewis@aquaamerica.com
Relations	hip to the applicant:	₹	E 8

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

Aqua Texas is a subsidiary of Aqua America, Inc., one of the largest publicly traded water and wastewater utilities in America. Aqua Texas currently operates more than 375 water systems and 44 wastewater systems in Texas. The Company has the financial ability to make all necessary repairs and improvements to the systems to keep them in full compliance with all TCEQ regulations. The Company's experienced operators are thoroughly knowledgeable about water and sewer operations, as well as the requirements for continuous and adequate service required by the TCEQ rules of operation of utility systems.

B. Has the applicant acquiring the CCN or facilities or an affiliated interest of the applicant been under enforcement action by the 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? X Yes \sum 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.

Aqua Texas, Inc. d/b/a Aqua Texas has received only a few notices of violation which were resolved or are in the process of resolution. Aqua Texas, Inc., Aqua Utilities, Inc., and Aqua Development, Inc. d/b/a Aqua Texas implemented action items required under an extensive Agreed Compliance Order for utility systems under enforcement or compliance orders inherited from AquaSource Utility, Inc. and AquaSource Development Company in 2003. That work is now complete. Aqua Texas systems receive periodic inspections and reports from TCEQ Staff. Records documenting all compliance and/or enforcement matters for Aqua Texas, Inc. and its affiliates are voluminous and available from TCEQ files. Waiver of production is requested.

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 ensure continuous and adequate service.

Aqua Texas has the financial ability through customer collections and infusions of capital from lenders, as well as capital contributions from its parent Aqua America, Inc., to make any required improvements necessary to meet TCEQ minimum requirements for continuous and adequate service.

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

The quality of service will remain at a high level due to the experienced operators employed by Aqua Texas. The quality of service will meet or exceed current levels. The Texas H2O Systems currently provide continuous and adequate service to all customers. Aqua Texas will deal promptly with any service issues which may arise.

E. How will the transaction serve the public interest?

Aqua Texas owns several water and sewer utilities in the area of the systems being acquired in this transaction. Economies of scale and regional methods of operation will be used to help keep expenses down in order to achieve lower customer rates.

12 Please describe the nature of the proposed transaction:

Aqua Texas will acquire the water and sewer assets owned by Texas H2O, Inc. through an asset purchase and will acquire the existing service areas of the Transferor. See copy of Purchase Agreement in ATTACHMENT 3.

- If the transferee applicant is an Investor Owned Utility (IOU) and will be under the rate jurisdiction of the TCEQ, 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:

*\$2,720,000

- Total Original Cost (as recorded on books of seller or merging entity):
- Accumulated Depreciation as of the proposed effective date of the transaction:

• Contributions in Aid of Construction: ***

Specific surcharges approved by TCEQ:Revenues from explicit customer agreements:

- Developer Contributions (please explain):

- Other Contributions (please explain):

\$0.00 \$0.00 \$0.00 \$0.00

No. marches

Total Contributions in Aid of Construction **\$0.00**

• Net Book Value: **

^{*} Please see Asset Purchase Agreement ("APA") included as Attachment 3. The purchase price stated above represents the agreed upon cash consideration portion of the sale/acquisition transaction and is subject to change at closing per the APA. Aqua Texas ("Buyer") also expects to pay 5%-10% of the cash consideration amount as closing costs. Other consideration and responsibilities agreed upon by Aqua Texas and Texas H20, Inc. ("Seller") as part of the acquisition transaction are described in the APA and are not liquidated amounts. Seller and Buyer represent and warrant that the agreed upon consideration to be exchanged for the Texas H20, Inc. assets is not the original cost, less depreciation, value (i.e., net book value) of the acquired assets.

^{**}Applicant requests waiver of production for these items. Buyer and Seller represent and warrant that complete reliable and verifiably accurate records of the total original cost, accumulated depreciation, and net book value of the assets to be transferred are not available. Buyer has not agreed to accept the values on Seller's books without further analysis which will be conducted if the APA transaction described in Attachment 3 is approved and closes. Further, the effective date of the transaction will be the closing TCEQ-10516 (Rev 09/2012)

date and is not yet known. The values for the items listed must be established as of that date. The Buyer will determine these values for acquired system assets after the transaction is closed through either available reliable and verifiably accurate documentation or a report of trended original cost (i.e., a trending study) prepared by a qualified engineering firm. These values will be recorded and used in future rate proceedings that incorporate the acquired assets into rate base.

*** Seller represents and warrants that the assets it will transfer to Aqua Texas were not and will not be funded with customer or developer contributions and has not recorded any such amounts on its books.

€	If the Original Cost or any of the above items has been established in a rate case proceeding the PUC, the TWC or the TCEQ, please provide the Application/Docket Number and date:	bу
	Application/Docket Number: Date:	1 1900
N/A - The Se	ller represents and warrants that the above items have not been established in a roto.	00.

N/A - The Seller represents and warrants that the above items have not been established in a rate case proceeding by the PUC, TWC, or the TCEQ for the assets it will transfer to Aqua Texas. The TCEQ did not establish the items requested in the 2012 water/sewer rate application filed by Texas H20, Inc. (TCEQ Docket No. 2013-0510-UCR).

- 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.
- B. 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]:

)wnei	rship a	and res	ponsibi	lity fo	r the ass	This is sets will be	trans	ferred to	Anna Te	vac but d	av_ta_de
tility	oper:	ations	will im	prove	under A	qua Texa	s' exp	erienced 1	managem	ent and o	ay-10 - u <i>a</i> neration
erso	nnel."	App. Delivery		* * E						B-	Por acro.
18.	16 16 16 16 16 16 16 16 16 16 16 16 16 1	A) And All Market (Market) (Ma	K E	Ħ	34 :81 <u>€</u> 2:	Fee	il;	K K	9. E	±. % s	26. K
.#·		feli	20 15 15 15 15 15 15 15 15 15 15 15 15 15	34	6.			4 [% % fg	in the second	
· ·	141	£ Xs	æ . .æ	B-			all-	94 9 ₁		Å	8
	.e.	äl M	EQ.	š. *	65				4	%E	
ď	#	35 jd.	3 A	è	盛					- W.	≱ 1
é		ā·	÷		15; 16	0		ä	76	÷ #	

C.	Complete the following proposed ensurviving) company. Additional entrintended to pose descriptive limitation	ies m	listed bay be	pelow as made; th	s show ne follo	n in bo owing a	oks of are sug	purchas	ing (o	r nd not
	Utility Plant in Service:	*	31	N.				.d.		# N
	Plant Acquisition Adjustment:	*	***************************************	* Year and	 		<u> </u>	::	2	
	Extraordinary Loss on Purchase:		1	n,	-11	4:	· · · · · · · · · · · · · · · · · · ·		Application of the second	1
	Accumulated Depreciation of Plant:	*			West of the second			- 777		m/K = 22 - 320
	Cash:	*	·	78.78 m. 1 77.11111		- 1 II	9; 32			C C
	•	HERENE PER PER PER PER PER PER PER PER PER PE			AWAREST 18 - ALTER					

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: *
	Notes Payable: *
	Mortgage Payable: *
	Mortgage Payable: * Others (please list): * ant requests waiver of production for these items Buyer and Seller represent and warrant that
original available be condi- effective listed mi- assets a documer engineer incorpor may not determin in rate	e reliable and verifiably accurate records needed to determine these items, such as the total cost, accumulated depreciation, and net book value of the assets to be transferred, are not e. Buyer has not agreed to accept the values on Seller's books without further analysis which will ucted if the APA transaction described in Attachment 3 is approved and closes. Further, the date of the transaction will be the closing date and is not yet known. The values for the items ust be established as of that date. The Buyer will determine these values for acquired system after the transaction is closed through either available reliable and verifiably accurate thation or a report of trended original cost (i.e., a trending study) prepared by a qualified ring firm. As appropriate, these values will be recorded and used in future rate proceedings that the acquired assets into rate base. However, some of the specific suggested items listed above be shown in the books of the Buyer or used in future rate proceedings. For example, TCEQ has need that "Plant Acquisition Adjustment" amounts will not be used for rate base determinations proceedings, but these amounts may be shown on the Buyer's books. As another example, redinary Loss on Purchase" is not an issue for this transaction.
	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: Aqua Texas Date:
14. F	Please indicate the proposed effect of this transaction on the rates to be charged to the affected customers:
; [Si	X 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. EE TARIFFS IN ATTACHMENT 4 re changing, please explain:
8	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:
# # #	E AN MI N H M M
	A H K T T T T T T T T T T T T T T T T T T
	HE NE
	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 ATTACHMENT 5

Aqua Texas respectfully requests that the TCEQ Executive Director specifically identify any additional entities for which notice is requested if the notice is otherwise approved.

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

WAIVER OF PRODUCTION REQUESTED EXCEPT FOR DOCUMENTS INCLUDED IN ATTACHMENT $\boldsymbol{6}$

HISTORICAL BALANCE SHEETS

	STORICAL		E SHEET	<u> </u>		
	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		i				·
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

	JI OILICILE	II TO IVIE	SIZILDIVII	2111		
	CURRENT	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
	YEAR (A)					'
METER NUMBER						
Existing Number of Taps						
New Taps Per Year						-
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 EXPENSES STATEMENT

GENERAL/ADMINISTRATIVE EXPENSES Salaries Office Expense Computer Expense Auto Expense Insurance Expense Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Salaries Office Expense Computer Expense Auto Expense Insurance Expense Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Office Expense Computer Expense Auto Expense Insurance Expense Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Computer Expense Auto Expense Insurance Expense Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Auto Expense Insurance Expense Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Auto Expense Insurance Expense Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					1
Telephone Expense Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total			f		
Utilities Expense Depreciation Expense Property Taxes Professional Fees Other Total					
Property Taxes Professional Fees Other Total				-	
Professional Fees Other Total					
Other Total					
Total					
0/ 7		-			
% 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					,

PROJECTED BALANCE SHEETS

III	START UP	YEAR 1	YEAR 2		VEAD 4	VEAD 6
CURRENT ASSETS	START UP	IEARI	I EAK Z	YEAR 3	YEAR 4	YEAR 5
Cash						-
Accounts Receivable						
Inventories						_
Income Tax Receivable			<u> </u>			
Other						
Total						
FIXED ASSETS						
Land			-			
Collection/Distribution System						
Buildings						
Equipment	<u> </u>	1				
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		·	1			
CURRENT RATIO						
DEBT TO EQUITY RATIO			· · · · · · · · · · · · · · · · · · ·			
EQUITY TO TOTAL ASSETS						

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER			T Eli II C	T EX IIC	I Li tit 3	TOTALS
Existing Number of Taps						
New Taps Per Year						
Total Meters at Year End						
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter					-	
GROSS WATER REVENUE				_l		
Fees						
Other						
Gross Income					1	
OPERATING EXPENSES						
General & Administrative						
Interest						
Other					1	
NET INCOME						

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
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						

PROJECTED SOURCES AND USES OF CASH STATEMENTS

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
SOURCES OF CASH						
Net Income						
Depreciation (If Funded)						-
Loan Proceeds						
Other						
Total Sources						
USES OF CASH						
Net Loss						
Principle Portion of Pmts.						
Fixed Asset Purchase						
Reserve						
Other						
Total Uses						
NET CASH FLOW			· · · · · · · · · · · · · · · · · · ·			
DEBT SERVICE COVERAGE						
Cash Available for Debt						
SERVICE (CADS)						
Net Income (Loss)						
Depreciation, or Reserve Interest				-		
Total						
REQUIRED DEBT SERVICE (RDS)						
Principle Plus Interest						
DEBT SERVICE COVERAGE RATIO						
CADS Divided by RDS						

BOYNTON WATER

17.	A. For Water Systems. TCEQ Public Water System Identif	ication Number: 1 1	1 0 0 4 2
	Date of last inspection: 12/14/11		
	B. For Wastewater Systems:		
	-TCEQ Discharge Permit Number: W Q -Name of Permitee: -Date of application to transfer Discharge Permi		
	-Date of application to transfer Discharge Permi		
18.	A. Are any improvements required to meet TCEQ standards	s? Yes X No. If yes, ple	ase explain:
	F > H A SI,	у у	92
	E N E	¥ 8:	· · · · · · · · · · · · · · · · · · ·
,	B. Is there a moratorium on new connections? Yes X No	o. If yes, please explain:	
		± .	<i>b</i>
	3	£	
(C. Provide details of each required major capital improvemen TCEQ standards (attach additional sheets if necessary):	t to correct the deficiencies	and meet the
	Description of the Required Improvement	Schedule to Complete	Estimated Cost
		* * * * * * * * * * * * * * * * * * *	
		2 2 3 NN A	34.5 T S 4. 4. 4.
19.	Does the system being transferred operate within the city lin boundaries? Yes X No	nits of a municipality or wi	thin district
	If yes, indicate the number of customers within the city limits Water Sewer	s or district boundaries:	
20.	Fy ug	y from another source? easonal Emergency Basi	Yes X No is

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

Water		Sewer
-Non Metered	-2"meter	-Residential Connection
72 -5/8" or 3/4" meter	-3" meter	-Commercial Connection
-1" meter	-4" meter	-Industrial Connection
-1 1/2" meter	-Other	-Other
Total Water Connection	ns: 72	Total Sewer Connections

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

			coordinate on the control of the first of the control of the contr		
	м	90	w:	SF	
			#·		**
		B _{0.1} (94)			76
# IL	2 Y B		v		E
:		å		用	
31 31 31 31 31 31 31 31 31 31 31 31 31 3				34EX	4 7

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

Parent company is a large multi-state water and wastewater utility system. Individual systems are operated by inhouse operators. All operators are licensed by the TCEQ. Adequate vehicles, tools, equipment and repair parts are on site or available locally. SEE ATTACHMENT 7.

Name	Class	License#
200	# * *	X & 10 ² 9 80 2
	(日本) (大学) (日本) (日本) (日本) (日本) (日本) (日本) (日本) (日本	E AN AN AN
		THE ME SECTION
	THE RESERVE THE RE	180
<u>マ</u> を ボ 名	8 S S	# 54 × 10 ± 11
AND SE	* * * * * * * * * * * * * * * * * * *	The state of the s
The state of the s	· · · · · · · · · · · · · · · · · · ·	8 15 ⁵ 16
(a) 2 (38), (b) 2 (38) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c	a SE F	* # **
	14g 15g	

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - b. 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:
 - 1. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 2. A map showing only the proposed area by:
 - i. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - ii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - iii. following verifiable natural and man-made landmarks, or
 - iv. a copy of recorded plat map with metes and bounds.
 - 3. A written description of the proposed service area.

SEE ATTACHMENT 8

CANYON CREEK ADDITION

17.	7. A. For Water Systems. TCEQ Public Water System Identific	ation Number: 1	1 1 0 0 7 0
	Date of last inspection: 3/21/13		
	B. For Wastewater Systems:		
	-TCEQ Discharge Permit Number: W Q -Name of Permitee: <u>Texas H2O, Inc.</u> -Date of application to transfer Discharge Permit -Date of application to transfer Discharge Permit -	submitted:	0 0 1 Pending
18.	3. A. Are any improvements required to meet TCEQ standards?	X Yes No. If yes, ple	ease explain:
	Well capacity – well pumps will be serviced or replaced. I improvements necessary to bring the system up to TCI before transfer of ownership to purchaser.	nstall additional isola EQ specifications wil	tion valves. All l be completed
	B. Is there a moratorium on new connections? Yes X No.	If yes, please explain:	
	F 10 E E	*	94 94
	C. Provide details of each required major capital improvement to TCEQ standards (attach additional sheets if necessary):	to correct the deficience	ies and meet the
	Description of the Required Improvement	Schedule to Complete	Estimated Cost
		81 W 81 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8 8	2 2 g
		, NI HANDE BOOK STATE OF THE ST	*:
	21.2	2	
19.	9. Does the system being transferred operate within the city limi boundaries? Yes X No	ts of a municipality or	within district
	If yes, indicate the number of customers within the city limits of the second water Sewer	or district boundaries:	
20.	The state of the s	from another source? X sonal X Emergency Ba	Yes No
21.	. List the number of <u>existing</u> connections to be effected by this	transaction.	

Wate	er		Sewer	
	-Non Metered	-2"meter	-Residential Connection	154
441	-5/8" or 3/4" meter	-3" meter	-Commercial Connection	
2	-1" meter	-4" meter	-Industrial Connection	
	-1 1/2" meter	-Other	-Other	
	Total Water Connections	443	Total Sewer Connections	154

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

All improvements	necessary to bring the system	up to TCEQ	specifications will	be completed
before transfer of	ownership to purchaser.	a)	ad ⁵⁵ r	
140	÷ K		_ 93	
		56 H	<u>~</u>	H)

Name	Class	License#
WE AND SERVICE STREET, SAN THE		1606
A B E Z Z		
	**************************************	# # # # # # # # # # # # # # # # # # #
A E Property Park Set on Sec of Sec of	3	
2x 1 1 2 2 3 1 2 3 2 3 3 3 3 3 3 3 3 3 3 3	開 ^{設2} 多 関 中 重	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
***	54 (8) % No. 10. 10. 10. 10. 10. 10. 10. 10. 10. 10	El III
2		The state of the s
· · · · · · · · · · · · · · · · · · ·		F E E E E E E E E E E E E E E E E E E E
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	10° ≥1	
	型 東京 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日 日	

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - c. 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:
 - 4. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 5. A map showing only the proposed area by:
 - v. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - vi. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - vii. following verifiable natural and man-made landmarks, or
 - viii. a copy of recorded plat map with metes and bounds.
 - 6. A written description of the proposed service area.

FOREST ACRES GARDENS

17.	A. For Water Systems. TCEQ Public Water System Identif	ication Number:	2 2	0 0 1 8	6
	Date of last inspection: 11/13/13				
	B. For Wastewater Systems:				
	-TCEQ Discharge Permit Number: W Q -Name of Permitee: -Date of application to transfer Discharge Permi -Date of application to transfer Discharge Permi	t submitted:]-		
18.	A. Are any improvements required to meet TCEQ standards	3? X Yes No. If ye	s, please	e explain:	
	Replace 5.5 hp well pump with 10 hp pump to increase necessary to bring the system up to TCEQ specification ownership to purchaser. B. Is there a moratorium on new connections? Yes X No.	s will be complete	d befor	nprovements e transfer of	
		E		P A	
ı	C. Provide details of each required major capital improvemen TCEQ standards (attach additional sheets if necessary):	t to correct the defic	ciencies	and meet the	
	Description of the Required Improvement	Schedule to Com	plete	Estimated Co	st
			<u> </u>	# 2 30 30 30 30 30 30 30 30 30 30 30 30 30	
		KE SA	<u> </u>	8 1/2 x x x	18 18 18 18 18 18 18 18 18 18 18 18 18 1
19.	Does the system being transferred operate within the city lin boundaries? Yes X No If yes, indicate the number of customers within the city limits Water Water Sewer			thin district	
EFF	Attach copy of franchise agreement or conser	nt letter from th	e city	or district.	
20.	Do you currently purchase water or sewer treatment capacity Water Sewer Purchased on a Regular Se • Source:	y from another sour easonal Emergen	icy Basi	Yes X No s	24 <u>.4. w </u>

Water		Sewer
2 -Non Metered	-2"meter	-Residential Connection
47 -5/8" or 3/4" meter	-3" meter	-Commercial Connection
23 -1" meter	-4" meter	-Industrial Connection
-1 1/2" meter	-Other	-Other
Total Water Connection	ons: 72	Total Sewer Connections

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

Replace 5.5 hp well pump with 10 hp pump to increase production. All improvements necessary to bring the system up to TCEQ specifications will be completed before transfer of ownership to purchaser.

Name	Class	License#
		N N N N N N N N N N N N N N N N N N N
		, x = 35.
2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	86 × 31 × 4	
2 A 2 A 2 A 2 A 2 A 2 A 2 A 2 A 2 A 2 A	## ## ################################	**
	The state of the s	H Jack St.
	20	T R R R R R
70 PR. 12 TO 15 TO	1000 1000 1000 1000 1000 1000 1000 100	E 86 98
3 ment 1 m 2 m 2 m 2 m 2 m 2 m 2 m 2 m 2 m 2 m		SE PE SE
1	High control in the c	E 1977
表 引	in the state of th	6 # F 65 951

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - d. 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:
 - 7. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 8. A map showing only the proposed area by:
 - ix. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - x. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xi. following verifiable natural and man-made landmarks, or
 - xii. a copy of recorded plat map with metes and bounds.
 - 9. A written description of the proposed service area.

GRANBURY INDUSTRIAL PARK

17. A. For Water Systems. TCEQ Public Water System Identif	ication Number: 1 1	1 0 1 2 7
Date of last inspection: 3/26/14		
B. For Wastewater Systems:		
-TCEQ Discharge Permit Number: W Q -Name of Permitee: -Date of application to transfer Discharge Permi -Date of application to transfer Discharge Permi	t submitted:	4
18. A. Are any improvements required to meet TCEQ standards	s? X Yes No. If yes, pleas	se explain:
Install 10,000 gallon ground storage tank and 3000 gall necessary to bring the system up to TCEQ specification ownership B. Is there a moratorium on new connections? Yes X No.	s will be completed befo	mprovements re transfer of
	н	W W
C. Provide details of each required major capital improvemen TCEQ standards (attach additional sheets if necessary):		.,
Description of the Required Improvement	Schedule to Complete	Estimated Cost
	· · · · · · · · · · · · · · · · · · ·	* * *
19. Does the system being transferred operate within the city line boundaries? Yes X No If yes, indicate the number of customers within the city limits. Water Sewer Attach copy of franchise agreement or conservation. Do you currently purchase water or sewer treatment capacity.	s or district boundaries: nt letter from the city y from another source?	or district. Yes X No
Water Sewer Purchased on a Regular S • Source:	easonal Emergency Bas	ris

Water		Sewer	
-Non Metered	-2"meter	-Residential Connection	
72 -5/8" or 3/4" meter	-3" meter	-Commercial Connection	
-1" meter	-4" meter	-Industrial Connection	
-1 1/2" meter	-Other	-Other	***************************************
Total Water Connecti	ons: 72	Total Sewer Connections	-97100

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

Resubm	itting pla	ıns to T	CEQ	for installation	of a 10,000	ga	llon gr	ound	storage	tanl	k ar	id 3000
gallon	pressure	tank.	All	improvements	necessary	to	bring	the	system	up	to	TCEQ
specifica	ations wil	l be con	nplete	d before transf	er of <mark>owne</mark> r:	ship	to pu	rchas	er.			_
- X	gill.		141									en ²

Name	Class	License#			
	が開 pp 14: 14: 14: 14: 14: 14: 14: 14: 14: 14:	M M M M			
*In 1985 # 18 4		K., M. H. H. H. J.			
B S S S S S S S S S S S S S S S S S S S	749 Say 18 75 Say 18 18 18 18 18 18 18 18 18 18 18 18 18	.e ac			
E HE KAN KAN	E 1995				
	E in the second				
THE REAL PROPERTY OF THE PERSON OF THE PERSO	H No.	N CONTRACTOR NO. CONT			
THE STATE OF THE S	184 A 18 18 A 18	# # # #			
Na	15 15 15 15 15 15 15 15 15 15 15 15 15 1	10 11gh			
(a) (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c	A A A A A A A A A A A A A A A A A A A				
N. M. C.	See and a see a				

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - e. 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:
 - 10. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 11. A map showing only the proposed area by:
 - xiii. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - xiv. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xv. following verifiable natural and man-made landmarks, or
 - xvi. a copy of recorded plat map with metes and bounds.
 - 12. A written description of the proposed service area.

HERITAGE OAKS ADDITION

		-	o water system	in identifie	tion Number:	2 2	0 0 0 9
	Date of last insp	pection:	11/13/13	· - manager.			
B. For V	Wastewater Syste	ms:					
	-TCEQ Dischart-Name of Perm -Date of applications -Date of applications -Date of applications - TCEQ Dischart - Date of applications - TCEQ Dischart - Date of applications - Date of a	nitee:ation to tra	ınsfer Dischar	_	ubmitted:	Q:	<u>s</u>
A. Are an	y improvements i	required to	meet TCEQ	standards?	X Yes No. If ye	s, pleas	e explain:
Submitted	d an Alternatë C	apacity R	equirement a	application	– awaiting resp	onse fr	om TCEQ.
F ₂ ,	2 to 18 18	E. S.	7. % M ₃		. *	944	# fr.
B. Is there	e a moratorium or	n new con	nections?	Yes X No.	If ves, please ext	olain:	3-4
	R Section 2011					/1 4111.	
'F'	^b H	-rêz					# <u>.</u>
×	क्य में	₩.					*
Descripti	ion of the Require				Schedule to Com	plete	Estimated Cos
					*		1 6
	% £5 4		18,	- 10 m	1 9: No.		18 18 18 18 18 18 18 18 18 18 18 18 18 1
<u> </u>		■ N	* **	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1 16 No.	X X X X	E 20 2 2 3
boundarie If yes, indi Atta Do you cu	system being tran es? Yes X No cate the number of Water ch copy of fran urrently purchase r Sewer	of custome nchise ag water or so	rs within the Sewe	city limits or er r consent nt capacity f	r district bounda letter from the rom another sour	ries: ne city rce?	or district. Yes X No

Water		Sewer
-Non Metered	-2"meter	-Residential Connection
30 -5/8" or 3/4" meter	-3" meter	-Commercial Connection
-1" meter	-4" meter	-Industrial Connection
-1 1/2" meter	-Other	-Other
Total Water Connec	tions: 30	Total Sewer Connections

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

	強							age of	4
	THE STATE OF THE S	uc ≅			a a	91		# # # # # # # # # # # # # # # # # # #	Tel:
						*			:P:
1 .		¥ ×	4	* *	8			W 18	383
	14		dyl	<i>**</i> -	·		93		
								76	

Name			Class				License#				
Y-5 _{2. A}	e e 4	× 元 元 元 元 元 元 元 元 元 元 元 元 元 元 元 元 元 元 元	* * * * * * * * * * * * * * * * * * * *	is "s. Yangi	ir dr	A E	2 z.J.	× ×	× M ×	RI 19; 34; 7;	* ***
	i .	\$ %		* *	7º	.Ca	5	P	: :	23	
*	,& : z			### #	*	4,× ,4	*		18: 14: 14: 14: 14: 14: 14: 14: 14: 14: 14	Hi di	uen .
16 ⁴²	. 4.2°	× F	2 X 39 XX	n a kar	A 1664	92. 5. 154 18.00	å.	MINISTER - 10057F 114 D-1164	- * * i	**************************************	* * * * *
# 5	, 21.35	- 35	14.5	3 44 3 44	9. 100-	8 8 28 28	p-	36.2	*** ****	**************************************	×
- X	E E	ы 4я			K.,	\$1	IN WI		****	m 252	
200304020	* ×	s ^a ^H rys *	1 ±	\$5	R.	:K	8 3		Æ	IV.	Fig. In
*7		W & T		- 2 es	, e	t		ji.	9 14-	Ţ.	e i di
15 5- 18 3- 2	2 X	(a), (b)		194. 2007.		×2	erier St	*	FOR	¥ 82 a	
*				, K 20 E			121	THE TOTAL CONTROL OF	di.	* .	

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - f. 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:
 - 13. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 14. A map showing only the proposed area by:
 - xvii. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - xviii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xix. following verifiable natural and man-made landmarks, or
 - xx. a copy of recorded plat map with metes and bounds.
 - 15. A written description of the proposed service area.

LONG CREEK WATER

7. A. For Water Systems. TCEQ Public Water System	Identification Number: 1 1	<u> 1 0 0 1 7</u>
Date of last inspection: 12/21/11	MADOLINE.	
B. For Wastewater Systems:		
-TCEQ Discharge Permit Number: -Name of Permitee: -Date of application to transfer Discharge -Date of application to transfer Discharge		2 S
A. Are any improvements required to meet TCEQ sta	andards? \square Yes X No. If yes, plo	ease explain:
f Z	ë 's	
E N ⁴⁴ .	2 2 2	99 7' -
C. Provide details of each required major capital impro TCEQ standards (attach additional sheets if necessa	evement to correct the deficiencie	s and meet the
Description of the Required Improvement	Schedule to Complete	Estimated Cost
B 8 3.4 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		
		# ## ## ## ## ## ## ## ## ## ## ## ## #
9. Does the system being transferred operate within the boundaries? Yes X No If yes, indicate the number of customers within the cit Water Sewer Attach copy of franchise agreement or	y limits or district boundaries:	
0. Do you currently purchase water or sewer treatment of Water Sewer Purchased on a Regul • Source:	capacity from another source?	Ves X No
List the number of <u>existing</u> connections to be effected		-

Water	90.000	& Sewer
-Non Metered	-2"meter	-Residential Connection
118 -5/8" or 3/4" meter	-3" meter	-Commercial Connection
-1" meter	-4" meter	-Industrial Connection
-1 1/2" meter	-Other	-Other
Total Water Connecti	ons: 118	Total Sewer Connections

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

,н		*	· · · · · · · · · · · · · · · · · · ·	and the state of t	· · · · · · · · · · · · · · · · · · ·	Proposed to the second state of the second state of the second se		and the constant of the consta	
	HPP						÷	*	ĺ
ei e : :::::::::::::::::::::::::::::::::		N/		ж	# ## #E				
	A STATE OF THE STA								

Name	Class	License#		
Take the second	5 9 ± 5	¥:		
· A · K · B · T	B B B B B B B B B B B B B B B B B B B	## ## ## ## ## ## ## ## ## ## ## ## ##		
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	TEL STATE OF THE S			
医	10 A			
H	₹. 1460 N. 2.40 E. 40 N. 2.40	VX 15 H 25 4: 4:		
2	E. W. 150	Br. Ca Ref.		
Market Service	X X X X X X X X X X X X X X X X X X X	THE SECOND SECON		
X X X X X X X X X X X X X X X X X X X	* * * * * * * * * * * * * * * * * * *			
	Box or Bernard	20 31		
The second secon	和 148	· · · · · · · · · · · · · · · · · · ·		

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - g. 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:
 - 16. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 17. A map showing only the proposed area by:
 - xxi. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - xxii. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xxiii. following verifiable natural and man-made landmarks, or
 - xxiv. a copy of recorded plat map with metes and bounds.
 - 18. A written description of the proposed service area.

RANCHO VILLA SUBDIVISION

Date of last inspection: 2/12/13		6 0 0 7
Date of fast hispection. 12/12/13		
B. For Wastewater Systems:		
-TCEQ Discharge Permit Number: W Q -Name of Permitee: -Date of application to transfer Discharge Perm		
-Date of application to transfer Discharge Perm	it approved by TCEQ:	
A. Are any improvements required to meet TCEQ standard	s? X Yes No. If yes, pleas	e explain:
Submitting an Alternate Capacity Requirement applicat	ion to TCEQ.	4: # # # # # # # # # # # # # # # # # # #
	ж ў тэн Н Я	رق اد اد
B. Is there a moratorium on new connections? Yes X No	o. If yes, please explain:	
# 2 N E N G E N F N F N	en en alliana e en en anadamente en antaño a en en en anadeiro en	W .
C. Provide details of each required major capital improvement TCEQ standards (attach additional sheets if necessary):		
Description of the Required Improvement	Schedule to Complete	Estimated Cos
Description of the Required Improvement	Schedule to Complete	Estimated Cos
	Schedule to Complete	Estimated Cos

Page 28 of 22

TCEQ-10516 (Rev 09/2012)

Water		Sewer
-1 voii ivictored	-2"meter	-Residential Connection
65 -5/8" or 3/4" meter	-3" meter	-Commercial Connection
-1" meter	-4" meter	-Industrial Connection
-1 1/2" meter	-Other	-Other
Total Water Connection	ons: 65	Total Sewer Connections

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

					ži	
20	86 - 960 680 -	THE SECOND SECOND	181 181		· · · · · · · · · · · · · · · · · · ·	
	漫 电光型		Ⅲ 麥	% vy Na	鑑	*

Name				Class		License#		
M X:	8 E	× ×	8.34.4	Н	and the second s	N and	ă a	
1	* 10 10 10 10 10 10 10 10 10 10 10 10 10	≥ ** ≥ *%	e)	* 5 4	3.7	# 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	AND N	
	15.2 2 12 4	That Note 20	K Ka	z *	ė.			
8. F	* 5	. 14	1901	7.5.	36	T 38	×	
E 765	m méré de m	% %	86 76. F	Ai 46	124 =	· · · · · · · · · · · · · · · · · · ·	ondramme	
* 5			9-26 9-6 1		i	H H H H H H H H H H H H H H H H H H H		
1 4 2 2 2 2 2 2 2 2 2	* * · · ·	18 gr 21	1 1 1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	× ×	16)	E E E E E		
<u> </u>	*	hika J	18 ME	*	£		ande.	
IN 1845 E	Xx	X42	e.		10		75 25 (5.18)	
			Ag ng		hy s	u 後 3		

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - h. 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:
 - 19. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 20. A map showing only the proposed area by:
 - xxv. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - xxvi. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xxvii. following verifiable natural and man-made landmarks, or
 - xxviii. a copy of recorded plat map with metes and bounds.
 - 21. A written description of the proposed service area.

RIDGE UTILITIES

	A. For Water Systems. ICEQ Public	3	ileation Number.	1 1 0 0 8 4
	Date of last inspection: 1	2/14/11		
	B. For Wastewater Systems:			
	-TCEQ Discharge Permit Name of Permitee: Tex		0 1 3 0 2 5 -	0 0 1
	-Date of application to tran	sfer Discharge Perm		Pending
	-Date of application to tran	sfer Discharge Perm	it approved by TCEQ:	
18.	A. Are any improvements required to n	meet TCEQ standards	s? Yes X No. If yes,	please explain:
	ž:	2		8'
	r r r r r r r r r r r r r r r r r r r		j.	41 36 T
Ĺ		4	76	
_	B. Is there a moratorium on new conne	ctions? Yes X No	o. If yes, please explain	:
	** ** ** ** ** ** ** ** ** ** ** ** **	+	5. N	The second secon
	л — — — — — — — — — — — — — — — — — — —	新電 ** 配	Ή	
	a T E Y	- New York	<i>3</i>	
C	C. Provide details of each required major TCEQ standards (attach additional she	capital improvement eets if necessary):	at to correct the deficience	cies and meet the
[Description of the Required Improven	nent	Schedule to Complete	e Estimated Cost
	A DESCRIPTION OF THE RESERVE OF THE	THE PARTY OF THE P	* * * * * * * * * * * * * * * * * * *	2 Double of Cost
			N 25	
Ŀ	2 5 4 KB		**************************************	New St. F. 6
	Does the system being transferred oper	ata zzzithin tha aitz li-		
19.	boundaries? Yes X No	ate within the city in	nits of a municipality of	within district
	boundaries? Yes X No If yes, indicate the number of customers			r within district
	boundaries? Yes X No If yes, indicate the number of customers			r within district
	boundaries? Yes X No If yes, indicate the number of customers Water	within the city limit Sewer	s or district boundaries:	
	If yes, indicate the number of customers Water Attach copy of franchise agr Do you currently purchase water or sew	within the city limit Sewer reement or conserver treatment capacit	s or district boundaries: nt letter from the ci	ity or district. □ Yes X No
-	If yes, indicate the number of customers Water Attach copy of franchise agr Do you currently purchase water or sew	within the city limit Sewer reement or conserver treatment capacit	s or district boundaries: nt letter from the ci	ity or district. □ Yes X No
 138	If yes, indicate the number of customers Water Attach copy of franchise agr Do you currently purchase water or sew Water Sewer Purchased	within the city limit Sewer reement or conserver treatment capacit	s or district boundaries: nt letter from the ci	ity or district. □ Yes X No

Water		Sewer		
	-2"meter	-Residential Connection	88	
108 -5/8" or 3/4" meter	-3" meter	-Commercial Connection	***************************************	
3 -1" meter	-4" meter	-Industrial Connection		
-1 1/2" meter	-Other	-Other	ál	
Total Water Connection	ns: 113 *** *** ****	Total Sewer Connections	88	

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

<i>*</i>			u 16	ti€ as ³ .	A	100000000000000000000000000000000000000	71172		- In the state of	
	*1	%					*	5.	*	90
7										
S N		HIN		. N	%					
	i E	9j. 9d	*	頭	991	H				

Name	Class	License#		
	10 M			
Max of the second secon		田 社		
6 4 5 5 8 8 EL 2 2	*			
	# H 38 # H			
	THE MIX TO THE MENT OF THE MEN	× 7 FE + 70		
	Par A SI	2 2 April 25 Figure 5		
1		Hart Hart		
	* 2 ° ° 2 °	PER VALUE &		
	PB E K	\$ 10 mm 1		

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - i. 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:
 - 22. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 23. A map showing only the proposed area by:
 - xxix. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - xxx. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xxxi. following verifiable natural and man-made landmarks, or
 - xxxii. a copy of recorded plat map with metes and bounds.
 - 24. A written description of the proposed service area.

SUNSET CANYON WATER - MOORE ESTATES

17.	. A. For Water Systems. TCEQ Public Water System Identi	fication Number: 1	1 1 0 1 0 2
	Date of last inspection: 12/21/11		
	B. For Wastewater Systems:		
	-TCEQ Discharge Permit Number: W (-Name of Permitee: -Date of application to transfer Discharge Perm		x x
	-Date of application to transfer Discharge Perm		
18.	A. Are any improvements required to meet TCEQ standard	ls? 🗌 Yes X No. If yes	, please explain:
	75. E.	ē	i¥ 48 €
	2 3		
	B. Is there a moratorium on new connections? Yes X N	o. If yes, please explain	n:
		e e	
	C. Provide details of each required major capital improvement TCEQ standards (attach additional sheets if necessary):	nt to correct the deficier	ncies and meet the
	Description of the Required Improvement	Schedule to Comple	te Estimated Cost
		± 100,000 5 1/2 N ²	# # # # # # # # # # # # # # # # # # #
		F 8 15 15 15 15 15 15 15 15 15 15 15 15 15	** B
19.	Does the system being transferred operate within the city liboundaries? Yes X No	mits of a municipality o	or within district
	If yes, indicate the number of customers within the city limit Water Sewer	ts or district boundaries	:
20.		ty from another source?	Yes X No
	 Water	Seasonal Emergency % of total supp	Basis

Water		Sewer	
-Non Metered	-2"meter	-Residential Connection	
37 -5/8" or 3/4" meter	-3" meter	-Commercial Connection	**************************************
-1" meter	-4" meter	-Industrial Connection	S.
-1 1/2" meter	-Other	-Other	The second secon
Total Water Connection	ons: 37	Total Sewer Connections	SOCIA

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

	3	· · · · · · · · · · · · · · · · · · ·			in a strong and a strong a strong and a strong a strong and a strong a strong a strong a strong a strong and a strong a stro
ŀ	*		IX		
ŀ	*				že ise
19		W	8	El PI	
		INI		p.	
	erfolfskilleller			<i>b</i>	Natice 19

Name	Class	License#	
16 16 16 16 16 16 16 16 16 16 16 16 16 1	4F 12	# ## # # # # # # # # # # # # # # # # #	
		:*	
100 M	建金 编		
		ME A CAR A C	
· · · · · · · · · · · · · · · · · · ·	NC NC	- <u> </u>	
A STATE OF THE STA	50 E E SA	E 37	
** ** ** ** ** ** ** ** ** ** ** ** **	<u>p</u> ⊠ 29 ≦	THE REST CONTRACTOR OF THE PROPERTY CONTRACTOR O	
	HE TO SEE SHEET BY	E 3 28 E	

- 24. Attach the following maps with each copy of the application:
 - a. 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.
 - j. 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:
 - 25. A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county.
 - 26. A map showing only the proposed area by:
 - xxxiii. metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - xxxiv. projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - xxxv. following verifiable natural and man-made landmarks, or
 - xxxvi. a copy of recorded plat map with metes and bounds.
 - 27. A written description of the proposed service area.

OATH FOR SELLER OR FORMER SERVICE PROVIDER

STATE OF	TEXAS			
COUNTY OF	Tarrant	<u> </u>		
sale, lease, ren (indicate relation other authorized verify such approximation and set forth therein information and	d representative of applicant); that, in plication, am personally familiar with the requirements contained in the an with respect to applicant are true a	,being duly sworn, file this application for tief Operating Officer of Texas H2O, Inc. member of partnership, title as officer of corporation, or such capacity, I am qualified and authorized to file and the the documents filed with this application, and have application; and, that all such statements made and matters and correct. Statements about other parties are made on ation is made in good faith and that this application does ion.		
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 Commission or Attorney General and have also complied with the notice requirements in Section 13.301(k) of the Water Code.				
		MeXarley		
		AFFIANT (Utility's Authorized Representative)		
If the Affiant to attorney, a prope	this form is any person other than the early verified Power of Attorney must b	sole owner, partner, officer of the Applicant, or its e enclosed.		
SUBSCRIBED A	AND SWORN TO BEFORE ME, a No	otary Public in and for the State of Texas,		
SEAL	·			
ROS NO O G	E L. SALAS TARY PUBLIC MINISTRON EXPRES: -07-2017	NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS Rose 1. Salas PRINT OR TYPE NAME OF NOTARY MY COMMISSION EXPIRES 6-7-2017		

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	TRAVIS		
I, Robert L.	Laughman	,being duly sworn, file this	s application for
or other author file and verify and have comp made and matte parties are made	ntal or merger or consolidation as Presidentship to applicant) that is, owner, membrized representative of applicant); that, in such application, am personally familiar died with all the requirements contained ers set forth therein with respect to applicate on information and belief. I further statistion does not duplicate any filing present.	ent of Aqua Texas, Inc. per of partnership, title as office such capacity, I am qualified with the documents filed with in the application; and, that all ant are true and correct. States te that the application is made	er of corporation, and authorized to this application, l such statements ments about other
I am also auth Commission or	orized and do agree to be bound by are the Attorney General which have been in that I will be subject to administrative pe	nd comply with any outstanding ssued to the system or facilities	es being acquired
		AFFIA (Utility's Authorize	** 1 *
If the Affiant to a properly verif	this form is any person other than the sole ied Power of Attorney must be enclosed.	e owner, partner, officer of the	Applicant, or its attorney,
Applicant repreapplication.	sents that all other parties to this transaction	on have been furnished copies	of this completed
SUBSCRIBED day 9th	AND SWORN TO BEFORE ME, a Nota of May , 20 14 .	ry Public in and for the State of	f Texas,
SEAL	LINDA B LEATHERWOOD My Commission Expires January 21, 2017	NOTARY PUBLIC D STATE OF	Leatherwood IN AND FOR THE

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

Application No. _____ Notice to Current Customers, Neighboring Systems and Cities

Texas H2O, Inc.	'S	
(Seller's or Transferor's Name)	10000	
NOTICE OF INTENT TO SELL FAC	ILITIES AND TRANSFER CERT	TFICATE OF CONVENIENCE AND
NECESSITY (CCN) NO 12809 &		Texas, Inc.
IN Hood, Johnson & Tarrant	COUNTIES,	(Purchaser's or Transferee's Name)
		152110
To:(Name of Customer, Neighborin	Date Notice Mailing System or City)	
(Address)		
City State		
City State	Zip	
Texas H2O, Inc.	P. O. Box 613	Mansfield, Texas 76063
Sellers or Transferors' Name	Address	City/State/Zip Code
Counties to: Aqua Texas, Inc.	1106 Clayton Ln,	400W Austin, Texas 78723
Purchasers or Transferee's Name	Address	
The sale is scheduled to take place as a transaction and the transfer of the CCN	pproved by the Executive Director include the following subdivision	(V.T.C.A., Water Code §13.301). The (s) and zip codes:
Boynton Water (Hood County):		
The area subject to this transaction is lo	ocated approximately 4	miles SSE [direction] of
downtown Granbury	,[City or Town] Texas, and is	generally bounded on the north by
downtown Granbury Rhea Court ;	on the east by	Davis Rd
on the south by Brazos River	and on the west by	Jackson Ln
Canyon Creek Addition (Hood Coun	<u>ty):</u>	
The area subject to this transaction is lo	cated approximately 3.6	miles SSE [direction] of
downtown Granbury Brazos River ;	, [City or Town] Texas, and is	generally bounded on the north by
Brazos River ;	on the east by	Brazos River
on the south by Williamson Ro	;and on the west by	Contrary Creek Rd
		<u> </u>
Forest Acres Gardens (Tarrant Coun		
The area subject to this transaction is lo	cated approximately 4.8 1	niles NW [direction] of

downtown Ma	nsfield	,[City or Town] Texas, an	nd is generally bounded on the north by Bennett Lawson Rd
Dick Price Rd	;0	n the east by	Bennett Lawson Rd
on the south by	Forest Acre C	ir ;and on the west by	Teague Rd
Granbury Industrial Pa	<u>rk (Hood Cou</u>	nty):	
The area subject to this tra	ansaction is loc	eated approximately 6.4	miles NE [direction] of
downtown Gra	nbury	,[City or Town] Texas, an	nd is generally bounded on the north by
Old Granbury F	<u>}</u> ;0	n the east by	West Sunchase
on the south by	E Hwy 377	;and on the west by	West Sunchase Gateway Hills Ln
Heritage Oaks Water (T	arrant County	<u>y):</u>	
The area subject to this tra	insaction is loc	ated approximately 1.2	miles <u>E</u> [direction] of
downtown Re	owley	,[City or Town] Texas, an	d is generally bounded on the north by
Shelby Rd	;0	n the east by	Whipporwill
on the south byM	itchell Saxon	;and on the west by	Whipporwill Banks Rd
Long Creek Water (Hoo			
The area subject to this tra	insaction is loc	ated approximately 5	milesNNW [direction] of
downtown Gra	inbury	, City or Town Texas, an	d is generally bounded on the north by
Long Creek Ct	;01	n the east by	Weatherford Hwy
on the south by	Thomas Rd	;and on the west by	Weatherford Hwy Brazos River
Rancho Villa Water (Joh	nson County)	<u>:</u>	
The area subject to this tra	insaction is loc	ated approximately 6.6	miles E [direction] of
downtown Alv	arado	,[City or Town] Texas, and	d is generally bounded on the north by
CR 119	;01	n the east by	FM 157
on the south by	FM 1807	;and on the west by	FM 157 CR-214
Ridge Utilities (Hood Co	<u>unty):</u> ngostion is loss	otod onnuccius talu	11 2000 544 4 5 5
downtown Con	IISACUOII IS IOCA	ated approximately 6	miles SE [direction] of
Down Plant Ct	noury	,[City or Town] Texas, and	d is generally bounded on the north by
on the south by Ma	;OI	i the east by	Lake Granbury
on the south by Ma	imbrino Hwy	;and on the west by	Mambrino Hwy
Sunget Conven Weter M			
Sunset Canyon Water M	ngoction is loss	Hood County):	
downtown Gra	iisaction is loca	aled approximately 4.4	miles NNW [direction] of
	- h	17 134	
Dawer Dd	nbury	,[City or Town] Texas, and	d is generally bounded on the north by
Berry Rd	nbury ;or	the east by	Peveler Rd
Berry Rd	nbury ;or	_ ,[City or Town] Texas, and the east by; and on the west by	d is generally bounded on the north by Peveler Rd Brazos River
Berry Rd	nbury ;or	the east by	Peveler Rd
;on the south by K	nbury ;or Killough Rd	the east by; and on the west by	Peveler Rd Brazos River
;on the south by K The total area being reques	nbury ;or Killough Rd sted includes ap	the east by	Peveler Rd Brazos River and serves 1088 current customers.

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 Executive Director 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 Executive Director 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:

Texas Commission on Environmental Quality
Water Supply Division
Utilities and Districts Section, MC-153
P. O. Box 13087, Austin, TX 78711-3087

Se desea informacion on Espanol, puede llamar al 512-239-0200.

	5. A
Utility R	epresentative
Aqua	Γexas, Inc.
Utili	ty Name

FORM B Application No. Notice to Current Customers, Neighboring Systems, Landowner and Cities 'S NOTICE OF INTENT TO SELL FACILITIES TO (Seller's or Transferor's Name) (Purchaser's or Transferee's Name) Purchaser's or Transferee's Name) TO OBTAIN OR AMEND A CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN) IN COUNTY, TEXAS Date Notice Mailed , 20 To: (Name of Customer, Neighboring System, Landowner or City) (Address) City State Zip Sellers or Transferors' Name Address City/State/Zip Code has submitted an application with the Texas Commission on Environmental Quality to sell water or sewer (please select) Facilities in [County Name] County to: Purchasers or Transferee's Name The transferee has also requested to obtain/amend a CCN in this application. The sale is scheduled to take place as approved by the Executive Director (V.T.C.A., Water Code §13.301). The transaction and the proposed service area include the following subdivision(s) and zip codes: The area subject to this transaction is located approximately _____ miles ____ [direction] of downtown ______, [City or Town] Texas, and is **generally** bounded on the north by ;on the east by ;and on the west by on the south by The total area being requested includes approximately _____ acres and serves _____ current customers.

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

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 Executive Director 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 Executive Director 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:

Texas Commission on Environmental Quality
Water Supply Division
Utilities and Districts Section, MC-153
P. O. Box 13087, Austin, TX 78711-3087

Se desea informacion on Espanol, puede llamar al 512-239-0200.

<u> </u>		
Utilit	y Representative	
E as	30 \$48.	* * *

ATTACHMENT SCHEDULE

Attachment 1	Officers of Aqua Texas, Inc.
Attachment 2	Certificates of Account Status
Attachment 3	Assets Purchase Agreement (W/O Attachments
Attachment 4	Tariff Rate Pages
Attachment 5	Utilities, Cities & Political Subdivisions
Attachment 6	Financial Information
Attachment 7	Operators
Attachment 8	Maps
Attachment 9	Inspection Reports

TCEQ-10516 (Rev 09/2012) Page 41 of 50

ATTACHMENT 1

OFFICERS OF AQUA TEXAS, INC.

TCEQ-10516 (Rev 09/2012)

OFFICERS OF AQUA TEXAS, INC.

Nicholas DeBenedictis Chairman and Chief Executive Officer

Christopher H. Franklin
David P. Smeltzer

Executive Vice President and Chief Operating Officer
Executive Vice President and Chief Financial Officer

Karl M. Kyriss Executive Vice President

William C. Ross Senior Vice President, Engineering and Environmental Affairs Christopher P. Luning Senior Vice President, General Counsel and Assistant Secretary

Robert L. Laughman President

Richard S. Fox Regional President

Daniel Rimann Vice President, Operations

Robert A. Kopas Regional Controller – Midwest and Southern Division

Crandal McDougall Controller Diana Moy Kelly Treasurer

Robert A. Rubin Assistant Treasurer Stan Szczgiel Assistant Treasurer

Maria Gordiany Secretary

Jacqueline Peyreferry Assistant Secretary

ATTACHMENT 2

CERTIFICATES OF ACCOUNT STATUS



Franchise Tax Account Status

As of: 05/19/2014 10:29:22 AM

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

AQUA TEXAS, INC.

Texas Taxpayer Number 32014405503

Mailing Address 1106 CLAYTON LN STE 400W

AUSTIN, TX 78723-2476

Right to Transact ACTIVE

Business in Texas

State of Formation TX

Effective SOS 02/13/2004

Registration Date

Texas SOS File Number 0800304878

Registered Agent Name CORPORATION SERVICE COMPANY D/B/A CSC-

LAWYERS INCO

Registered Office Street 211 E. 7TH STREET SUITE 620

Address AUSTIN, TX 78701

Texas H2O, Inc. to Aqua Texas, Inc.
1106 Clayton Lane, Suite 400W
Austin, Texas 78723
(512) 990-4400
ATTACHMENT 2 - Certificates of Account Status



Franchise Tax Account Status

As of: 04/09/2014 12:02:34 PM

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

TEXAS H2O, INC.

Texas Taxpayer Number 17526323500

Mailing Address 2401 CALLENDER RD STE 105

MANSFIELD, TX 76063-8869

Right to Transact ACTIVE

Business in Texas

State of Formation TX

Effective SOS 01/03/1996

Registration Date

Texas SOS File Number 0138395600

Registered Agent Name JESS W. LEWELLYN SR

Registered Office Street 208 E. BROAD ST., STE 109

Address MANSFIELD, TX 76063

ATTACHMENT 3

ASSETS PURCHASE AGREEMENT WITHOUT ATTACHMENTS

TCEQ-10516 (Rev 09/2012)

ASSET PURCHASE AGREEMENT

THIS ASSETS PURCHASE AGREEMENT, dated as of the Harday of March, 2014, is entered into by and between Texas H2O, Inc. ("Seller"), a Texas corporation, and Aqua Texas, Inc., a Texas corporation ("Aqua" or "Buyer"). Seller and Aqua are sometimes referred to herein individually as Party or collectively as Parties.

RECITALS

- A. Seller is a public utility that owns, maintains and operates water and wastewater utility systems (the "Systems") that provide retail water and/or wastewater utility service to residents within the Counties of Hood, Tarrant, Parker and Johnson in the State of Texas ("Service Area").
- B. The Systems are comprised of the following water and wastewater systems and include a total of 1088 active water and wastewater connections receiving services from Seller: Canyon Creek Water, Canyon Creek Wastewater, Ridge Water, Ridge Sewer, Forest Acres Water, Long Creek Water, Boynton Water, Granbury Industrial Park Water, Rancho Villa Water, Moore Estates Water and Heritage Oaks Water.
- C. Aqua is a public utility that furnishes retail water and wastewater services to the public in various portions of the State of Texas.
- D. Seller desires to sell, and Aqua desires to purchase, certain assets, properties and rights of Seller owned and used in connection with its Systems, all upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the recitals and the covenants, representations, warranties and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. SALE AND PURCHASE OF THE SELLER'S WATER SYSTEMS ASSETS

Subject to the terms and conditions hereinafter set forth, Aqua shall purchase from Seller, and Seller shall sell, assign, transfer, grant, convey and deliver to Aqua at Closing (hereinafter defined), all of the Systems assets, properties and rights of Seller (whether tangible or intangible, real, personal or mixed) which are held, used or useful in connection with the production, treatment and distribution of water and wastewater within the Service Area (the "Assets").

The Assets are being sold free and clear of all mortgages, liens, pledges, security interest, charges, taxes, claims, restrictions and encumbrances of any nature whatsoever.

1.1 Assets Further Defined

The Assets shall, without limitation to the definition stated above, include the specific assets, properties and rights of Seller set forth on <u>Schedule 1.1</u>, and the following:

- (a) all the land, buildings, pipes, pipelines, wells, pumping stations, lift stations, storage tanks, standpipes, fire hydrants, plants, storage ponds, spray fields, structures, improvements, fixtures, rights-of-way, rights, uses, licenses and easements owned by Seller, or in which Seller has an interest, and all hereditaments, tenements and appurtenances belonging or appertaining thereto;
- (b) all machinery owned by Seller listed in Schedule 1.1 as well as all leasehold improvements in which Seller has an interest.
 - (c) all supplies and inventories relating to the Systems listed in Schedule 1.1;
 - (d) all rights of Seller under any written or oral contract, easement, license, agreement, lease, plan, instrument, registration, permit, certificate, CCN, or other authorization or approval, of any nature, or other document, commitment, arrangement, undertaking, practice or authorization, relating to the Systems:
 - (e) all rights and choses in action of Seller arising out of occurrences before or after the Closing relating to the Systems;
- (f) all information, files, records, data, plans, contracts and recorded knowledge, including customer and supplier lists and property records, related to the foregoing.

1.2 Excluded Assets

Notwithstanding the foregoing, the Assets shall not include any of the following:

- (a) any and all customer water service lines that run from outside the meter box to each individual residence, commercial or industrial structure served by the Assets;
- (b) all piping and fixtures internal to each individual customer's structure;
- (c) Seller's cash and receivables as of the date of Closing; and
- (d) any assets listed in <u>Schedule 1.2(d)</u> which is attached hereto and incorporated herein by reference.
- (e) all equipment, tools, vehicles, furniture, furnishings, goods, and other tangible personal property not listed on Schedule 1.1.

1.3 Consideration

(a) The total purchase price ("Purchase Price") for the Assets is Two Million, Seven Hundred Twenty Thousand Dollars (\$2,720,000.00) payable at Closing. The total