



Control Number: 43547



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

43547

ARMBRUST & BROWN, L.L.P.

ATTORNEYS AND COUNSELORS

100 CONGRESS AVENUE, SUITE 1300
AUSTIN, TEXAS 78701-2744
512-435-2300

FACSIMILE 512-435-2360

CINDY ARIAS
(512) 435-2374
carias@abaustin.com

RECEIVED
JUL 07 2004
ENVIRONMENTAL QUALITY

July 2, 2004

Via Hand-Delivery

Texas Commission on Environmental Quality
Registration, Review and Reporting Division
Permits Administrative Review Section
Water Quality Applications Team
MC-156
P.O. Box 13087
Austin, Texas 78711-3087

RECEIVED

JUL 08 2004

Water Quality
Applications Team

Re: Manville Water Supply Corporation Application to Amend Certificate of Convenience and Necessity No. 11144 to Remove Territory Located in Wilbarger Creek Municipal Utility District No. 1

Dear Sir or Madam:

Enclosed please find an original and three copies of Manville Water Supply Corporation's Application to Amend Certificate of Convenience and Necessity No. 11144 to Remove Territory Located in Wilbarger Creek Municipal Utility District No. 1.

Please note that Manville Water Supply Corporation previously submitted this application for consideration on December 17, 2003. The previous application, Application No. 34477-C, was returned on June 23, 2004 for failure to prosecute. The initial notices to neighboring utilities which were delivered January 30, 2004 contained a map that incorrectly depicted the territory to be removed from Manville's CCN. The failure to prosecute was due to the fact that Applicant had not received a corrected map and therefore had not mailed revised Notices to neighboring utilities on the date that the application was returned.

We are respectfully requesting that the Commission waive the \$100 filing fee. A Notice for Publication, published on January 31 and February 7, 2004 in the Austin American-Statesman, as evidenced by Exhibit "F" attached to this application, did not contain a map or incorrect information. We are therefore respectfully requesting that the Commission also waive the publication requirement with review of this application.

ARMBRUST & BROWN, L.L.P.

Page 2

After filing, please return one file-stamped copy of this Application with the courier hand-delivering the same.

If you have any questions regarding the application please feel free to contact me or John J. Carlton at the address above.

Sincerely,

ARMBRUST & BROWN, L.L.P.



Cindy Arias
Legal Assistant to
John J. Carlton

CA:ms

Enclosures

**EXHIBITS TO APPLICATION OF
MANVILLE WATER SUPPLY CORPORATION TO
DECERTIFY A PORTION OF CERTIFICATE OF CONVENIENCE & NECESSITY**

- | | |
|--------------------|---|
| Exhibit "A" | Certificate of Incorporation and Articles of Incorporation for Manville Water Supply Corporation |
| Exhibit "B" | By-Laws – Manville Water Supply Corporation |
| Exhibit "C" | Request for Level of Service and Service Transfer Notice from ShadowGlen Residential Community, Ltd. |
| Exhibit "D" | Agreement Providing for An Orderly Transition to Urban-Level Service for a Part of the Area Subject to the Proposed Certificate |
| Exhibit "E" | May 26, 2000 Inspection Report letter |
| Exhibit "F" | Publisher's Affidavit from Austin American-Statesman evidencing publication of Notice on January 31 and February 7, 2004 |
| Exhibit "G" | Metes and Bounds Description of Wilbarger Creek Municipal Utility District No. 1, area to be released from Manville's CCN
Map of area to be released from Manville's CCN
Map of area to be released from Manville's CCN in digital format |



**APPLICATION TO OBTAIN OR AMEND A WATER OR SEWER
CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)**



*RN #

*CN #

COMMISS
SION. ☆
☆☆

*If known (See instructions)

PURPOSE OF THIS APPLICATION

OBTAIN

☐ New Water CCN☐ New Sewer CCN

AMEND

☒ Water CCN # 11144 ☐ Sewer CCN #

*See Attachment 1 for explanation.

RECEIVED

JUL 08 2004 A-104-4

Water Quality
Applications Team

1. APPLICANT INFORMATION

Utility Name: Manville Water Supply CorporationUtility Address (city/state/zip) P.O. Box 248Coupland, Texas 78615Utility Phone and Fax Number (512) 856-2488 Phone () Fax

Contact Person: Please provide information about the person to be contacted regarding this application. Indicate if this person is the owner, operator, engineer, attorney, accountant, or other title related to the applicant.

Name: John Carlton Title: AttorneyAddress: 100 Congress Ave., Suite 1300 Telephone (512) 435-2300City Austin St TX Zip 78701 Fax (512) 435-2360County(ies) in which service is proposed Travis

A. Provide the following information about the utility's certified operators

Name	Classes	License Number
Tony Graf	CC	453-82-7637
Edgar Prinz, Jr.	C	460-11-2398
Tomy Prinz	C	463-06-5097
Laverne Rohlack	C	466-56-2858

- Attach additional sheet(s) if necessary -

B. Check the appropriate box and provide information regarding the legal status of the applicant:

	Investor owned utility
	Individual
	Home or Property Owners Association
	For-profit corporation
X	Non-profit, member-owned, member-controlled cooperative corporation (Water Code Chapter 67, Water Supply or Sewer Service Corporation)

	Municipality	
	District	
	O th er	Please explain:

- C. If the applicant is a For-Profit Corporation:
- Please provide a copy of the corporation's "Certification of Account Status" from the Texas State Comptroller of Public Accounts.
 - Please provide the corporation's charter number as recorded with the Office of the Texas Secretary of State.
- D. If the applicant is a Water Code Chapter 67 water supply or sewer service corporation or other non-profit corporation:
- Please provide a copy of the Articles of Incorporation and By-Laws. **See attached Exhibit "A" and Exhibit "B".**
 - Please provide the corporation's charter number as recorded with the Office of the Texas Secretary of State **0026785701**

2. LOCATION INFORMATION

- A. Are there people already living in the proposed area?
YES _____ **NO X**
If YES, are any currently receiving utility service?
YES _____ NO _____, if YES, from Whom _____
- B. Have you received any requests for service in the requested service area?
YES X NO _____
If yes, please indicate the number of verbal and number of written requests and provide a clear explanation of the need for service in the requested area. **1**
On a separate page, list the name, address, and phone number of persons requesting service. Include any letters of intent, service inquiries, and/or any other documentation demonstrating a need for service in the proposed area. **See Exhibit "C" attached hereto.**
If no, please justify the need for service in the proposed area.
- C. Is any portion of the proposed service area inside an incorporated city?
YES _____ **NO X**
If YES, within the city limits of:
Provide a copy of any franchise, permit, or consent granted by the city. If not available, please explain:
- D. Is any portion of the proposed service area inside another utility's CCN area?
YES _____ **NO X**
If YES, has the current CCN holder agreed to decertify the proposed area.

YES _____ NO

If NO, are you seeking dual or single certification of the area? Explain why decertification of the area is in the public interest.

Manville Water Supply Corp. is seeking to decertify (or cancel) a portion of its CCN service area being transferred to Wilbarger Creek MUD #1, which consists of approximately 329.318 acres of land in Travis County, Texas, in accordance with that certain Agreement Providing for an Orderly Transition to Urban-Level Service for a Part of the Area Subject to the Proposed Certificate, attached hereto as Exhibit "D".

- E. Attach the following maps with each copy of the application: *(All maps should include applicant's name, address, telephone number, and date of drawing or revision. All maps should be folded to 8½ x 11 inches).*
- i. Subdivision plat or engineering plans or other large scale map showing the following:
- a. The exact proposed service area boundary showing locations of requests for service and locations of existing connections (if applicable).
 - ★ NOTE: Applicant may send their facility line map showing current connections (if available), OR estimate the number of connections along each side of the street on the large scale map.
 - b. The existing service area (if applicable).
 - c. Metes and bounds (if available).
 - d. Proposed and existing service area boundaries should be plotted on the map in relation to verifiable natural and man-made landmarks such as roads, creeks, rivers, railroads, etc.
 - e. Service area boundaries should be shown with such exactness that they can be located on the ground.
 - ★ NOTE: *Applicant may use a USGS 7.5"-minute series map if no other large scale map is available.*
- ii. Small scale location map delineating the proposed service area. This map will assist TNRCC staff in locating the proposed service area in relation to neighboring utility service areas. The proposed service area boundary may be delineated on a copy of the TNRCC official CCN map. *A copy of the TNRCC official CCN map may be obtained by contacting the Utilities & Districts Section at 512/239-6960 or by mailing a written request to the following address:*

Texas Natural Resource Conservation Commission
Water Permits & Resource Management Division
Utilities & Districts Section
MC-153
P.O. Box 13087
Austin, TX 78711-3087

★ NOTE: If the proposed service areas shown on the large scale map and small scale map do not delineate the same area, the more detailed large scale map will be used to delineate the official CCN service area.

iii. **Hard copy maps should include the following items:**

- a. Map scale should be prominently displayed.
- b. Color coding should be used to differentiate the applicants existing service areas from the proposed service area.
- c. Attach a written description of the proposed service area.
- d. Proposed service area should be the same on all maps.
- e. Include map information in digital format (if available), *see Section 3, GIS Information.*

3. **GIS INFORMATION**

We are currently developing a state wide Geographic Information Systems (GIS) coverage of all CCN service areas. The mylar maps are being retired. In order to assist us in this move, we are requesting that a digital file of the proposed CCN service area boundary be submitted with the 3 hard copy maps. **This is not a requirement.** It is understood that not all utilities employ the services of an engineering company or use mapping software to produce a map of the proposed CCN service area boundary. However, by submitting the information digitally, the evaluation of your CCN will be faster and more accurate. Also, by receiving the information in digital form it is easier for us to update and maintain the CCN GIS coverage.

A. **Digital Map Requirements** In order that your digital data can be properly used, the following information is necessary:

- i. Submit digital data of the proposed CCN service area on a 3.25" diskette or CD. Only one diskette or CD is necessary. Most files of CCNs (minus the base map) should be small enough to zip up and put on a diskette or CD.
- ii. The digital data should include all items represented in the hard copy maps (see Section 2, items E.i and E.ii).
- iii. Please identify data file format, projection information, map units and base map used. **Acceptable Data File Formats:**

1. ArcView shape file (preferred)
2. AutoCAD dwg file
3. Arc/Info E00 file
4. DXF file
5. Microstation dgn files

★ NOTE: If you use a format that is not listed, contact the Cartographer at the number listed below to see if we can use the data.

- a. **Projection, Datum, and Units Information** The data should be submitted in the Texas State Mapping System (TSMS) Projection. However, if it cannot be submitted in TSMS, list the Projection (e.g. State Plane Central Zone, NAD27) or coordinate system being used and Units (e.g. meters, feet, etc.)

- b. **Base Map Information**

List the base map used (e.g. TxDOT county digital road maps, USGS maps, etc.) Base map information should be included only if it has been produced in-house and is not easily available at most data repositories.

★ NOTE: TNRCC uses TxDOT county (urban) digital road maps as the official CCN base map. Copies of these files can be obtained from Texas Natural Resources Information Systems (TNRIS) at (512) 463-8337 or downloaded from the TNRIS website at <http://www.tnr.is.state.tx.us/DigitalData/TxDOT/txdot.htm>.

- c. **Read-me text file**

Data file format, base map used, projection and units information, and

other necessary information can be specified in a read-me text file.

- B. **Important Information** For those applicants that submit digital data:
- i. Please make sure the proposed service area boundary shown on the hard copy map is identical to the digital data. If the proposed service area shown on the digital data does not delineate the same area shown on the hard copy map, the hard copy map will be used to delineate the official CCN service area.
 - ii. Modifications may be made to submitted digital data in order to match the proposed service area boundary to features represented on the TxDOT base map, as opposed to the same features used in the applicants base map.
 - iii. If an applicant proposes to amend a portion of their existing CCN service area, the existing service area shown on the digital data must match the official CCN service area that was previously certificated to the utility. If it does not, then only the proposed portion of the digital data will be used.

If you have any questions about sending the data or our GIS CCN coverage, please contact the Cartographer of the Utilities & Districts Section, Water Permits & Resource Management Division at (512) 239-6960. Your cooperation and help is appreciated. Thank you.

4. **NEW SYSTEM INFORMATION OR UTILITIES REQUESTING A CCN FOR THE FIRST TIME**

- A. Please provide the following information:
- i. A list of all public drinking water supply systems or sewer systems within a 2 mile radius of the proposed system.
 - ii. Copies of written requests seeking to obtain service from each of the public drinking water supply systems or sewer systems listed in #4.a.i above or documentation that it is not economically feasible to obtain service from them.
 - iii. Copies of written responses from each system or evidence that they did not reply.
- B. Were your requests for service denied? **N/A**
- i. If yes, continue.
 - ii. If no, please provide a detailed analysis which justifies your reasons for not accepting service. A separate analysis must be prepared and submitted for each system that granted your request for service.
- C. Please summarize how the proposed utility system will be constructed and describe each projected construction phase, if any:
- D. Date of plat approval, if required:
Approved by:
- E. Date Plans & Specifications submitted for approval _____ Log No.
Attach copy of approval letter if available.
- F. Date construction is scheduled to commence
- G. Date service is scheduled to commence

5. **EXISTING SYSTEM INFORMATION**

H. Please provide the following information for each water and/or sewer system:

i. Water system's TNRCC Public Water System identification number:

2	2	7	0	0	3	3	;								;								
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							;								;								
--	--	--	--	--	--	--	---	--	--	--	--	--	--	--	---	--	--	--	--	--	--	--	--

ii. Sewer system's TNRCC Discharge Permit number: (for each system)

															;	W	Q																
--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

iii Date of last inspection April 7, 2000

iv Attach a copy of the most recent inspection report letter. **Attached as Exhibit "E".**

v For each system deficiency listed in the inspection report letter, attach a brief explanation listing the actions taken or being taken by the utility to correct the listed deficiencies, including the proposed completion dates. **See attached response letter as Exhibit "F".**

I. Using the current number of customers, is any facility component in systems named in # 5A above operating at 85% or greater of minimum standard capacity?

Yes _____ **No X**

Attach an explanation listing the actions to be taken to make system improvements including proposed completion dates (See 291.93(3)(A) of TNRCC Rules). **N/A**

J. List in the table below, the number of existing and/or proposed metered and non-metered connections (by size):

Water System NONE			Sewer System		
Connection	Existing	Proposed	Connection	Existing	Proposed
5/8" or 3/4" meter			Residential		
1" meter or larger			Commercial		
Non-Metered			Industrial		
Other:			Other:		
Total Water	0		Total Sewer	0	

K. If this application is for a water CCN only, please explain how sewer service is provided:

Sewer service will be provided by Wilbarger Creek MUD #1.

L. If this application is for a sewer CCN only, please explain how water service is provided:

- M. What is the effect of the granting or amending a certificate on a recipient of the certificate and on any retail public utility of the same kind already serving the proximate area:

- N. Do you currently purchase or plan to purchase water or sewer treatment capacity from another source?

i. **No** ☒ (skip the rest of this question and go to # 6)

ii. Water

Yes

Purchased on a () regular - () seasonal - () emergency basis?

Source	% of total supply

iii. Sewer treatment capacity

Yes

Purchased on a () regular - () seasonal - () emergency basis

Source	% of total treatment

- iv. Provide a **certified** copy of the most current water or sewer treatment capacity purchase agreement or contract.

6. FINANCIAL INFORMATION

- A. For new systems and for applicants with existing CCNs who are constructing a new stand alone system:

- the applicant must provide an analysis of all necessary costs for constructing, operating, and maintaining the system for which the CCN is requested for at least the first five years. In addition, if service has been offered by an existing water service provider as stated in # 4.A., but the applicant has determined that the cost of service as finally offered renders the project not economically feasible, the applicant must provide a comparison analysis of all necessary costs for acquiring and continuing to receive service from the existing system for the same period.
- Attach projected profit and loss statements, cash flow worksheets, and balance sheets (projected five year financial plan worksheet is attached) for each of the first five years of operation. Income from rates should correlate to the growth projections in # 6.A above.
- Attach a proposed rate schedule or tariff. Describe the procedure for determining the rates and fees and indicate date of last change, if applicable. Attach copies of any cost of service studies or rate analysis worksheets.

- B. For existing systems:
 - i. Attach a profit and loss statement and current balance sheet for existing businesses (end of last fiscal year is acceptable). Describe sources and terms for borrowed capital such as loans, bonds, or notes (profit and loss and balance sheet worksheets are attached, if needed).
 - ii. Attach a proposed rate schedule or tariff.
- ★ NOTE: An existing system may be required to provide the information in 6.A.i. above during the technical review phase if necessary for staff to completely evaluate the application.
- C. Identify any funds you are required to accumulate and restrict by lenders or capital providers.
- D. In lieu of the information in # 6.A. thru # 6.C., you may provide information concerning loan approvals within the last three (3) years from lending institutions or agencies including the most recent financial audit of the applicant.

7. NOTICE REQUIREMENTS

- E. All proposed notice forms must be completed and submitted with the application. However, do not mail or publish them until you receive written approval from the Commission to do so.
- F. The Commission cannot grant a CCN until proper notice of the application has been given. Commission rules do not allow a waiver of these notice requirements.
- G. It is the applicant's responsibility to ensure that proper notice is given to all entities that are required to receive notice.
- H. Recommended notice forms for publication, neighboring cities and systems, and customers are included with this application to use in preparing your proposed notices. (These notice forms are also available in Spanish upon request.)
- I. After reviewing and, if necessary, modifying the proposed notice, the Commission will send the notice to the applicant after the application is accepted for filing along with instructions for publication and/or mailing. Please review the notice carefully and note any additional neighboring utilities which may be included in the acceptance letter.
- J. Notice For Publication:
The applicant shall publish the notice in a newspaper having general circulation in the county or counties where a certificate of convenience and necessity is being requested, once each week for two consecutive weeks beginning with the week after the notice is received from the Commission. Proof of publication in the form of a publisher's affidavit shall be submitted to the Commission within 30 days of the last publication date. The affidavit shall state with specificity each county in which the newspaper is of general circulation.
- K. Notice To Neighboring Utilities:
 - i. List all neighboring retail public utilities and cities providing the same utility service within the following vicinities of the applicant's proposed certificate area; and

- ii. any city whose extra-territorial jurisdiction (ETJ) overlaps the proposed service area.
- iii. For applications for the issuance of a **NEW** certificate of public convenience and necessity, the applicant must mail the notice to all cities and neighboring retail public utilities providing the same utility service within **five (5) miles** of the requested service area, and any city with an ETJ which overlaps the proposed service area.
- iv. For applications for the **AMENDMENT** of certificate of public convenience and necessity, the applicant must mail the notice to all cities and neighboring retail public utilities providing the same utility service within **two (2) miles** of the requested service area, and any city with an extra-territorial jurisdiction which overlaps the proposed service area.

Cottonwood Creek MUD #1 (District #2404435)
Cottonwood Creek WCID #2 (District # 2404450)
Cottonwood Creek WCID #3 (District #2404460)
City of Manor (CCN No. 10947)
Aqua Water Supply Corporation (CCN No. 10294)
City of Austin
Wilbarger Creek MUD No. 1 (District #8635000)
Wilbarger Creek MUD No. 2 (District #8637500)

- v. Include a copy of the above mentioned location map (Section 2.E.ii) with notice.
- L. Notice to Customers
Investor Owned Utilities (IOUs) that are currently providing service without a certificate must provide individual mailed notice to all current customers. The notice must contain the current rates, the date those rates were instituted, and any other information required in the application.
- M. The Commission may require the applicant to deliver notice to other affected persons or agencies.

Do not publish or send copies of the proposed notices to anyone at the time you submit the application to the Commission. Wait until you receive written authorization to do so. This will occur after the Commission has reviewed the notices for completeness, and your application has been accepted for filing.

OATH

State of Texas

I, Tony Graf, being duly sworn, file this application as Manager of the Manville Water Supply Corporation (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 maps filed with this application, and have complied with all the requirements contained in this application; and, that all such statements made and matters set forth therein are true and correct. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Texas Natural Resource Conservation Commission.

I further represent that the Applicant will provide continuous and adequate service to all customers and qualified applicants for service within its certificated service area.

Tony Graf
AFFIANT
(Applicant'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 Texas, this 10 day of December, 2003.



Karl H. Moeller
NOTARY PUBLIC

Notice for Publication

NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE
AND NECESSITY (CCN) TO PROVIDE WATER/SEWER
UTILITY SERVICE IN TRAVIS COUNTY(IES)

Manville Water Supply Corporation has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Commission on Environmental Quality to provide water utility service in Travis County.

The District is located approximately 15 miles northeast of downtown Austin, Texas near Manor, Texas and is generally bounded on the north by undeveloped land and Gregg Lane; on the east by F.M. Road 973; on the west by Wilbarger Creek; and, on the south by Travis County MUD No. 2 and U. S. Highway 290 East.

A copy of the proposed service area map is available at Manville Water Supply Corp., P.O. Box 248, Coupland, Texas 78615.

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

Persons who wish to intervene or comment should write the:

Texas Natural Resource Conservation Commission
Water Permits and Resource Management Division
Utilities and Districts Section, MC-153
P. O. Box 13087
Austin, TX 78711-3087

within thirty (30) days from the date of this publication or notice. A public hearing will be held only if a legally sufficient hearing request is received or if the Commission on its own motion requests a hearing. Only those individuals who submit a written hearing request or a written request to be notified if a hearing is set will receive notice if a hearing is scheduled.

If a public hearing is requested, the Executive Director will not issue the CCN and will forward the application to the State Office of Administrative Hearings (SOAH) for a hearing. If no settlement is reached and an evidentiary hearing is held, the SOAH will submit a recommendation to the Commission for final decision. If an evidentiary hearing is held, it will be a legal proceeding similar to a civil trial in state district court.

Notice to Neighboring Systems and Cities

NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: Cottonwood Creek WCID #2 Date Notice Mailed: _____, 2004
(Neighboring System or City)
c/o Cole & Dougherty
(Address)
5120 Bayard Lane
Houston, Texas 77006-6512
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

The District is located approximately 15 miles northeast of downtown Austin, Texas near Manor, Texas and is generally bounded on the north by undeveloped land and Gregg Lane; on the east by F.M. Road 973; on the west by Wilbarger Creek; and, on the south by Travis County MUD No. 2 and U. S. Highway 290 East.

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NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: Cottonwood Creek WCID #3 Date Notice Mailed: _____, 2004
(Neighboring System or City)
c/o Armbrust & Brown, L.L.P.
(Address)
100 Congress Ave., Suite 1300
Austin, Texas 78701
(City State Zip)

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NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: Cottonwood Creek MUD #1 Date Notice Mailed: _____, 2004
(Neighboring System or City)
c/o Armbrust & Brown, L.L.P.
(Address)
100 Congress Ave., Suite 1300
Austin, Texas 78701
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

The District is located approximately 15 miles northeast of downtown Austin, Texas near Manor, Texas and is generally bounded on the north by undeveloped land and Gregg Lane; on the east by F.M. Road 973; on the west by Wilbarger Creek; and, on the south by Travis County MUD No. 2 and U. S. Highway 290 East.

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

Persons who wish to intervene or comment should write the:

Texas Natural Resource Conservation Commission
Water Permits and Resource Management Division
Utilities and Districts Section, MC-153
P. O. Box 13087
Austin, TX 78711-3087

within thirty (30) days from the date of this publication or notice. A public hearing will be held only if a legally sufficient hearing request is received or if the Commission on its own motion requests a hearing. Only those individuals who submit a written hearing request or a written request to be notified if a hearing is set will receive notice if a hearing is scheduled.

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NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: City of Manor Date Notice Mailed: _____, 2004
(Neighboring System or City)
P.O. Box 387.
(Address)
Manor, Texas 78653
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

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Notice to Neighboring Systems and Cities

NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: Wilbarger Creek MUD #1 Date Notice Mailed: _____, 2004
(Neighboring System or City)
c/o Armbrust & Brown, L.L.P.
(Address)
100 Congress Ave., Suite 1300
Austin, Texas 78701
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

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Water Permits and Resource Management Division
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P. O. Box 13087
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Notice to Neighboring Systems and Cities

NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: Wilbarger Creek MUD #2 Date Notice Mailed: _____, 2004
(Neighboring System or City)
c/o Armbrust & Brown, L.L.P.
(Address)
100 Congress Ave., Suite 1300
Austin, Texas 78701
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

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Notice to Neighboring Systems and Cities

NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: Aqua Water Supply Corporation Date Notice Mailed: _____, 2004
(Neighboring System or City)
P.O. Drawer P
(Address)
Bastrop, Texas 78602
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

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NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN TRAVIS COUNTY(IES)

To: City of Austin Date Notice Mailed: _____, 2004
(Neighboring System or City)
114 West 7th Street, 5th Floor
(Address)
P.O. Box 1088
Austin, Texas 78767
(City State Zip)

Manville Water Supply Corporation, P.O. Box 248, Coupland, Texas 78615 has filed an application to amend CCN No. 11144 and to decertify a portion(s) of Manville Water Supply Corporation with the Texas Natural Resource Conservation Commission to provide water utility service in Travis County.

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NOTICE OF APPLICATION FOR CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN)
TO PROVIDE WATER/SEWER UTILITY SERVICE IN _____ COUNTY

Dear Customer:

Date Notice Mailed _____, 2004

_____ has filed an application for a CCN to/

Name of Applicant

amend CCN No. _____ and to decertify a portion(s) of _____ Name of Decertificated Utility _____ with the Texas Natural Resource Conservation Commission to provide _____ (specify 1) water or 2) sewer or 3) water & sewer) utility service in _____ County(ies).

The proposed utility service area is located approximately _____ miles _____ [direction] of downtown _____, [City or Town] Texas

A copy of the proposed service area map is available at _____ (Utility Address and Phone Number)

The current utility rates which were first effective on _____, 200__ are:

• Monthly Flat Rate of \$_____ per connection

-OR-

• Monthly Base Rate including _____ gallons per connection for:

5/8" meter	\$
1" meter	\$
1½" meter	\$
2" meter	\$
Other _____	\$

Gallonge charge of \$_____ per 1,000 gallons above minimum (same for all meter sizes)

Miscellaneous Fees

-Regulatory Assessment	1%
-Tap Fee (Average Actual Cost)	\$
-Reconnection fee:	
-Non Payment (\$25.00 max)	\$_____ -
Transfer	\$
-Customer's request	\$
-Late fee	\$5.00 or 10%
-Returned Check charge	\$
-Customer Deposit (\$50.00 max)	\$
-Meter test fee (Actual Cost not exceed \$25.00)	\$
-Other Fees	\$

Your utility service rates and fees cannot be changed by this application. If you are currently paying rates, those rates must remain in effect unchanged. Rates may only be increased if the utility files and gives notice of a separate rate change application.

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

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IF A HEARING IS HELD, it is important that you or your representative attend to present your concerns. Your request serves only to cause a hearing to be held and is not used during the hearing.

Historical Profit & Loss Statement

	Current Year (a)	(a) - 1 year	(a) - 2 years	(a) - 3 years	(a) - 4 years
Number of connections					
Income:					
Gross Revenue					
Fees					
Other					
Gross Income					
Expenses: General & Administrative:					
Salary Expense					
Office Expense					
Computer Expense					
Auto Expense					
Insurance Expense					
Telephone Expense					
Utilities Expense					
Property Tax Expense					
Professional Fees					
Other					
Total General & Administrative					
Expenses: Operational					
Salary Expense					
Auto Expense					
Utilities Expense					
Supply Expense					
Maintenance & Repair Expense					
Other Expense					
Total Operational					
Total Expenses					
Net Income					

Historical Balance Sheets - ASSETS					
	Current Year (a)	(a) - 1 year	(a) - 2 years	(a) - 3 years	(a) - 4 years
CURRENT ASSETS					
Cash					
Cost Accounts Receivable					
Inventories					
Income Tax Receivables					
Other					
TOTAL CURRENT ASSETS					
FIXED ASSETS					
Land					
Collection/Distribution System					
Buildings					
Equipment					
Other					
TOTAL FIXED ASSETS					
Less:					
Accum Depreciation/Reserve					
NET FIXED ASSETS					
TOTAL ASSETS					
Historical Balance Sheets - LIABILITIES					
	Current Year (a)	(a) - 1 year	(a) - 2 years	(a) - 3 years	(a) - 4 years
CURRENT LIABILITIES					
Accounts Payable					
Notes Payable, Due < 1 Year					
Accrued Expenses					
Customer Deposits					
Other					
TOTAL CURRENT LIABILITIES					
LONG TERM LIABILITIES					
Notes Payable, Due > 1 Year					

Other					
TOTAL LONG TERM LIABILITIES					
OWNER'S EQUITY					
Paid-in Capital					
Retained Equity					
Other					
Current Period Profit or Loss					
TOTAL OWNER'S EQUITY					
TOTAL LIABILITIES & EQUITY					

Projected Profit & Loss Statement					
	Year 1	Year 2	Year 3	Year 4	Year 5
Number of connections					
Income:					
Gross Revenue					
Fees					
Other					
Gross Income					
Expenses: General & Administrative:					
Salary Expense					
Office Expense					
Computer Expense					
Auto Expense					
Insurance Expense					
Telephone Expense					
Utilities Expense					
Property Tax Expense					
Professional Fees					
Other					
Total General & Administrative					
Expenses: Operational					
Salary Expense					
Auto Expense					
Utilities Expense					
Supply Expense					
Maintenance & Repair Expense					
Other Expense					
Total Operational					
Total Expenses					
Net Income					

Projected Balance Sheets – ASSETS					
	Year 1	Year 2	Year 3	Year 4	Year 5
CURRENT ASSETS					
Cash					
Cost Accounts Receivable					
Inventories					
Income Tax Receivables					
Other					
TOTAL CURRENT ASSETS					
FIXED ASSETS					
Land					
Collection/Distribution System					
Buildings					
Equipment					
Other					
TOTAL FIXED ASSETS					
Less:					
Accum Depreciation/Reserve					
NET FIXED ASSETS					
TOTAL ASSETS					
Projected Balance Sheets - LIABILITIES					
	Year 1	Year 2	Year 3	Year 4	Year 5
CURRENT LIABILITIES					
Accounts Payable					
Notes Payable, Due < 1 Year					
Accrued Expenses					
Customer Deposits					
Other					
TOTAL CURRENT LIABILITIES					
LONG TERM LIABILITIES					
Notes Payable, Due > 1 Year					

Other					
TOTAL LONG TERM LIABILITIES					
OWNER'S EQUITY					
Paid-in Capital					
Retained Equity					
Other					
Current Period Profit or Loss					
TOTAL OWNER'S EQUITY					
TOTAL LIABILITIES & EQUITY					

Projected Statements of Sources & Uses of Cash					
	Year 1	Year 2	Year 3	Year 4	Year 5
SOURCES OF CASH					
Net Profit					
Depreciation (if funded)					
Loan Proceeds					
Other					
TOTAL SOURCES					
USES OF CASH					
Net Loss					
Principal portion of payments					
Fixed Asset Purchases					
Reserve					
Other					
TOTAL USES					
NET CASH FLOW					
AVAILABLE DEBT SERVICE COVERAGE (ADSC)					
Cash Available for Debt Service					
Net Profit/Loss					
Depreciation or Reserve					
Interest					
TOTAL ADSC					
REQUIRED DEBT SERVICE COVERAGE (RDSC)					
Principal + Interest					
DEBT SERVICE COVERAGE RATIO (ADSC/RDSC)					

EXHIBITS TO APPLICATION OF
MANVILLE WATER SUPPLY CORPORATION TO
DECERTIFY A PORTION OF CERTIFICATE OF CONVENIENCE & NECESSITY

- | | |
|--------------------|---|
| Exhibit "A" | Certificate of Incorporation and Articles of Incorporation for Manville Water Supply Corporation |
| Exhibit "B" | By-Laws – Manville Water Supply Corporation |
| Exhibit "C" | Request for Level of Service and Service Transfer Notice from ShadowGlen Residential Community, Ltd. |
| Exhibit "D" | Agreement Providing for An Orderly Transition to Urban-Level Service for a Part of the Area Subject to the Proposed Certificate |
| Exhibit "E" | May 26, 2000 Inspection Report letter |
| Exhibit "F" | Publisher's Affidavit from Austin American-Statesman evidencing publication of Notice on January 31 and February 7, 2004 |
| Exhibit "G" | Metes and Bounds Description of Wilbarger Creek Municipal Utility District No. 1, area to be released from Manville's CCN
Map of area to be released from Manville's CCN
Map of area to be released from Manville's CCN in digital format |

In the name and by the authority of



OFFICE OF THE SECRETARY OF STATE

**CERTIFICATE OF INCORPORATION
OF**

MANVILLE WATER SUPPLY CORPORATION

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

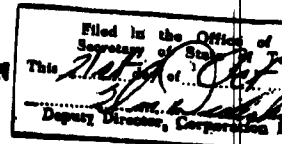
Dated OCTOBER 21, 1969

Martin D. [Signature]
Secretary of State



EXHIBIT A

ARTICLES OF INCORPORATION
OF
MANVILLE WATER SUPPLY CORPORATION



THE STATE OF TEXAS I
COUNTY OF TRAVIS I

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least three of whom are citizens of the State of Texas, acting as incorporators of a Corporation, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of the Corporation is Manville Water Supply Corporation.

ARTICLE II.

The Corporation is a non-profit Corporation organized under Article 1434a of the Revised Civil Statutes of Texas of 1925, as amended, supplemented by the Texas Non-Profit Corporation Act, Article 1.01 et seq., as amended, and is authorized to exercise all powers, privileges and rights conferred on a Corporation by these Acts, and all powers and rights incidental in carrying out the purposes for which the Corporation is formed, except such as are inconsistent with the express provisions of these Acts.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The Corporation is formed for the purpose of furnishing a water supply to individuals residing in the rural communities of Manor, Texas, and Pflugerville, Texas, and the surrounding rural areas. The places where the business of the Corporation is to be transacted shall be the Manor and Pflugerville Community in Travis County, Texas, and the surrounding rural areas.

ARTICLE V.

The address of the initial registered office of the Corporation is Route 1, Box 206, Manor, Texas, and the name of its initial

registered agent at such address is David W. Samuelson.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the Corporation is seven (7) and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>
David W. Samuelson	Rt. 1, Box 206	Manor, Texas
Theodor R. Timmerman		Pflugerville, Texas
William A. Thompson	Rt. 1, Box 3	Manor, Texas
Raymond Prinz	Rt. 1, Box	Coupland, Texas
Harry Lee Hamann	Rt. 1, Box 190	Coupland, Texas
Ward T. Blacklock	6409 Treadwell	Austin, Texas
S. J. Fowler	Rt. 2, Box 82 A	Manor, Texas

ARTICLE VII.

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>
David W. Samuelson	Rt. 1, Box 206	Manor, Texas
Theodor R. Timmerman		Pflugerville, Texas
William A. Thompson	Rt. 1, Box 3	Manor, Texas
Raymond Prinz	Rt. 1, Box	Coupland, Texas
Harry Lee Hamann	Rt. 1, Box 190	Coupland, Texas
Ward T. Blacklock	6409 Treadwell	Austin, Texas
S. J. Fowler	Rt. 2, Box 82 A	Manor, Texas

Each incorporator shall be a member of the Board of Directors who are to serve as directors until the first annual meeting of the members, or until their successors are elected and qualified.

ARTICLE VIII.

The Corporation is and shall continue to be a Corporation without capital stock, and membership in the Corporation shall be deemed personal estate and shall be transferable only on the books of the Corporation in such manner as the By-Laws may prescribe.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 17th day of October, 1969.

David W. Samuelson
David W. Samuelson

Theodor R. Timmerman
Theodor R. Timmerman

William A. Thompson

Raymond Prinz

Harry Lee Hamann

Ward T. Blacklock

S. J. Fowler

THE STATE OF TEXAS I
COUNTY OF TRAVIS I

I, VERNON M. PFLUGER, a Notary Public, do hereby certify that on this 17th day of October, 1969, personally appeared before me David W. Samuelson, Theodor R. Timmerman, William A. Thompson, Raymond Prinz, Harry Lee Hamann, and Ward T. Blacklock, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Ex-officio Vernon M. Pfluger
NOTARY PUBLIC IN AND FOR
TRAVIS COUNTY, TEXAS.
Justice of Peace, P.

My Commission expires December 31, 1970

THE STATE OF TEXAS I
COUNTY OF TRAVIS I

I, VERNON M. PFLUGER Notary Public, do hereby certify that on this 20th day of October, 1969, personally appeared before me S. J. Fowler, who being by me first duly sworn, declared that he is one of the persons who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Ex-officio Vernon M. Pfluger
NOTARY PUBLIC IN AND FOR
TRAVIS COUNTY, TEXAS.
Justice of Peace, P.

BY-LAWS
MANVILLE WATER SUPPLY CORPORATION

By-laws of Manville Water Supply Corporation, having been presented to the Board of Directors of said Corporation and duly adopted are as follows:

ARTICLE I.

The President shall preside at all members' and directors' meetings. He may, and upon demand of one-third (1/3) of the members, shall call a special meeting of the members or directors, and he may, and shall, upon demand of one-third (1/3) of the directors, call a special meeting of the directors or membership. Such special meetings shall be held upon giving the notice required in Article XII of the By-laws. He shall perform all other duties that usually pertain to the office or are delegated to him by the Board of Directors.

ARTICLE II.

The Vice-President shall, in case of the absence or disability of the President, perform the duties of the President.

ARTICLE III.

The Secretary-Treasurer shall have the custody of all the monies and securities of the Corporation. He shall keep regular books and shall keep minutes of all meetings of members and directors. All monies of the Corporation shall be deposited by him in such depository as shall be selected by the directors. Checks must be signed by him and the President, or Vice-President, in the absence of the President. He shall have custody of the seal of the Corporation and affix it as directed hereby or by resolution passed by the Board of Directors or members.

The position of the Secretary-Treasurer shall be placed under a fidelity bond in an amount which shall be set by the Board of Directors. The amount of said bond shall be set from time to time by the Board of Director, but shall be less than \$1,000.00

ARTICLE IV

SECTION 1. Election of Directors - The Board of Directors shall consist of nine (9) members, a majority of whom shall constitute a quorum. Upon the issuance of the Charter and annually thereafter on the second Thursday in February the Board of Directors shall elect a President, a Vice-President, and a Secretary-Treasurer. The Board shall be elected by the members at the members' regular annual meeting as provided for in Article IV, Section 3 and Article XI of the Bylaws, and the directors so elected shall serve for a term of three years. The directors shall serve without pay, but may be compensated for actual expenses by a majority vote of the directors. Upon the death or resignation of a member of the Board of Directors, a successor shall be elected by a majority vote of the directors remaining to serve out the remaining portion of the term thus vacated.

SECTION 2. Qualification and Tenure - The persons serving as directors of the Manville Water Supply Corporation shall compose the Board of Directors until their successors have been elected and shall have qualified. Those directors elected at the annual meeting of members on April, 1972, shall serve a term of One (1) year. Thereafter, directors shall be elected to serve in the following manner: Three (3) of such directors shall serve for One (1) year; Three (3) of such directors shall serve for Two (2) years; and Three (3) of such directors shall serve for Three (3) years, or until their

successors are elected and qualified. Directors selected at all annual meetings held after the annual meeting in 1973 shall serve for a term of three (3) years and may be elected to serve one successive Three (3) year term thereafter. After a director has served two full Three (3) year terms, and including any presently serving director who has served two or more Three (3) year terms, shall not thereafter be qualified to be nominated, elected or serve as a director of the corporation until he or she shall have been off the Board of Directors for a full Three (3) year period. When a membership is held jointly by a husband and wife, either one, but not both may be elected a director. Nothing in this section contained shall, or shall be construed to affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

Section 3. Nominations - It shall be the duty of the Board of Directors to appoint at their regular November meeting, a committee on nominations consisting of five (5) members who shall be selected so as to give representation on the committee to several geographical areas served or to be served by the Corporation. No member of the Board of Directors may be appointed a member of such committee. The committee shall make nominations only for the office of the directors whose terms expire at the date of the annual membership meeting, and the nominees shall be selected from members of the Corporation. The nomination committee shall prepare and post at the principal office of the Manville Water Supply Corporation at least (10) days before the meeting a list of such nominations for directors. Notwithstanding, anything in this

section contained failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of directors.

The Secretary shall have the names of those so nominated by the committee on nominations printed on ballots, which ballots shall be used at the meeting of the members at which directors are to be elected. All directors elected at meetings of the members shall be elected by the ballot as above outlined.

ARTICLE V.

Regular meetings of the Board of Directors shall be held at such time and place as the Board may determine at the next previous regular meeting. No further notice to the directors of such regular meetings shall be required, and it shall be the duty of each director to attend the same without further notice.

ARTICLE VI.

The Corporation shall conduct its business on a non-profit basis, and no dividends shall ever be paid upon the memberships of such Corporation. All profits arising from the operation of such business shall be annually paid out to the members who have, during the past year, transacted business with such Corporation, in direct proportion to the amount of business transacted, provided that no such dividends shall ever be paid while any indebtedness of the corporation remains unpaid.

Upon the discontinuance of the Corporation by dissolution or otherwise, all assets of the Corporation remaining after payment of the indebtedness of the Corporation shall be distributed among the members and former members in direct proportion to the amount of their patronage with the Corporation insofar as practicable. Any

indebtedness due the Corporation by a member for water service or otherwise shall be deducted from such member's share prior to final distribution. By application for and acceptance of membership in the Corporation, each member agrees that, upon such discontinuance of service by dissolution or otherwise, the assets transferred to that member shall be, in turn, immediately transferred by the individual member to a charitable organization in the State of Texas, selected by a majority of the members voting, which is organized to acquire, store, transport, sell or distribute water for public use and further is qualified for an exemption authorized by Chapter 11 of the Property Tax Code of the State of Texas.

ARTICLE VII.

The directors of the Corporation shall establish and maintain, so long as the Corporation is indebted to the Government, in a bank within the State of Texas, insured with the Federal Deposit Insurance Corporation, a reserve fund account separate and apart from other fund accounts of the Corporation. There shall be deposited in such fund the sum of \$ _____ per month from the revenues of the Corporation. Such deposits will continue until the total amount deposited equals \$ _____; provided, however, that after any withdrawals, such deposits shall be resumed until the amount accumulated in the fund is restored to \$ _____.

Withdrawals from this fund shall be made only for emergency repair obsolescence of equipment, and for making up any deficiencies in revenue for loan payments. One of the objects of this reserve fund is to assure, during the periods of non-water deliveries or water shortages, the availability of funds equal to the difference between

collection from the sale of water and collections that would have been made had the members been able to purchase the quantity of water used normally.

The Directors shall invest all sums in this fund not required to be expended within the year in which the same are deposited, in bonds or other evidence of indebtedness of the United States of America, or they shall deposit said sums at interest in a savings account, in a bank insured with the Federal Deposit Insurance Corporation. Securities so purchased shall be deemed at all times to be a part of the reserve fund account.

ARTICLE VIII.

Section 1. Every person (which includes any legal entity) owning or having a legal right to the control, possession or occupancy of property served or which may reasonably be served by the corporation shall have the right to become a member of the Corporation upon payment of the membership fee hereinafter provided and upon compliance with the reasonable requirements of the Corporation governing the purchase of water, charges for connections and operation of and service by the system. Membership shall not be denied because of the applicant's race, color, creed or national origin. It is the intent of the Corporation to provide service on a non-discriminatory basis to all persons desiring service to the extent that the capabilities of the system will reasonable permit. Membership and service may be denied when the additional service requested would prevent the system from providing adequate service.

Section 2. The membership fee shall be One Hundred Dollars (\$100.00) which shall entitle the member to one connection to the

water main of the Corporation, at a cost to be established by the Board of Directors. A person may own more than one membership but each member shall be entitled to only one vote regardless of the number of memberships owned. Membership certificates shall be in such form as shall be determined by the Board of Directors.

ARTICLE IX.

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof or in order to make a determination of members for any other proper purpose, ownership of memberships shall be deemed to be in those persons who are the record owners of memberships as evidenced by the membership transfer book on the 15th day of the month next preceding the month of the date upon which the action requiring such determination is to be taken.

ARTICLE X.

In order to insure that the business done by the Corporation shall continue within the capacity of its facilities and to prevent undue financial burden on the members of the Corporation, membership in the Corporation shall be transferred from the original members, their transferees, pledges, administrators or executors, or purchasers at judicial sale, to other persons, only after approval by the directors of the person proposing to buy said membership. Membership in the Corporation shall be deemed personal estate, and shall be transferable only upon surrender of membership certificate endorsed by the record owner to the transferee, and after all indebtedness due the Corporation has been paid by the transferrer member.

ARTICLE XI

There shall be a regular meeting of the members annually, on the second Tuesday of the month of February, to transact all business that may be properly brought before it. The Secretary-Treasurer shall give at least fifteen (15) days' written notice of such annual meeting to the membership indicating the time, place and purpose of such meeting and shall address and mail the notice to each member at his address last known to the Corporation. Voting by proxy shall be permitted, but it is required that not less than ten (10) percent of the members of the Corporation be present in person at any meeting, whether annual (general) or special, to constitute a quorum for the transaction of any business.

ARTICLE XIII

Special meeting of directors and members may be held with the unanimous written consent of such directors and /or members, respectively. Prior to any special meeting the President shall request in writing that the Secretary-Treasurer give ten (10) days' notice to such directors and/or members. Such notice shall indicate the time, place, and purpose of the meeting, and shall be addressed and mailed to such individuals at their addresses last known to the Corporation.

ARTICLE XIII

The business of the Corporation may be handled under the directions of the Board of Directors, by a manager to be elected by a majority vote of the Board, and he shall serve with or without compensation. The manager, with the approval of the Board of Directors, may employ, with or without compensation, such supervisory, clerical or

other employees as he may require to effectively operate the business of the Corporation.

ARTICLE XIV.

All members will be billed for water charges on the 25th day of each month, and bills will be payable before the 10th day of the following month. If payment is not made for regular or additional water charges or any other indebtedness owing the Corporation by the 20th day from the date of issuance of any such billing and if proper notice has been given, such member's utility service may be discontinued. After water service has been discontinued by reason of non-payment, member will be charged a \$50.00 reconnect charge if he should later pay the amount due the Corporation on prior bills and request to be reconnected to the facilities of the Corporation. In the event a member should surrender his membership certificate properly endorsed to the Secretary-Treasurer of the Corporation, his water service shall be discontinued and his obligation to pay for water service shall terminate except as for the minimum charge for the current month or the charge for water used during the current month, whichever is greater, and except as for any prior unpaid amount due the Corporation. In the event a membership is cancelled or a member surrenders his membership involuntarily, the former member's rights and interest in the assets of the Corporation at the time of the cancellation or withdrawal are not forfeited.

ARTICLE XV.

The Board of Directors shall have the authority to sell the membership of any member in the event of non-payment of any water charges or other indebtedness owing by said member within thirty (30) days

after demand for payment by mail, properly addressed to such delinquent member at the address of the member, last known to the Corporation. The proceeds of any sale of membership over and above the amount due the Corporation shall be paid to the delinquent member. In lieu of such sale of membership, the Board of Directors may purchase the membership on behalf of the Corporation at a price determined by the Board to be of fair value of the membership, provided that in the event of either a sale of the membership or the purchase thereof by the Corporation the proceeds of such sale shall be first applied to the payment of any indebtedness due the Corporation by the delinquent member.

ARTICLE XVI.

For so long as the Corporation is indebted for a loan or loans made to it by the United States of America through the Farmers Home Administration, the Corporation shall insure with a reputable insurance company such of its properties and in such amounts as is required by the State Director of the Farmers Home Administration for the State of Texas.

ARTICLE XVII.

The fiscal year of the Corporation shall be from November 1st to October 31st.

ARTICLE XVIII.

(a) If at the end of any fiscal year or in the event of emergency repairs, the Board of Directors determines the total amount derived from the collection of water charges to be insufficient for the payment of all costs incident to the operation of the Corporation's system during the year in which such charges are collected, the Board shall

make and levy an assessment against each member of the Corporation, as the Board may determine or as may be required by the Farmers Home Administration, so that the sum of such assessments and the amount collected from water and other charges is sufficient to fully pay all costs of operation, maintenance, replacement and repayments on indebtedness for the year's operations, but this provision shall not operate for the benefit of any third party creditor other than Farmers Home Administration without a favorable vote of the majority of the members. A proportionate amount of the necessary total of such assessments levied in any year shall be levied against each member in an amount which bears the same relation to the total assessment as the number of service connections supplying such member bears to the total number of service connections with the system of the Corporation.

(b) In the event a member should surrender his membership certificate properly endorsed to the Secretary-Treasurer of the Corporation, his obligation to pay such assessments shall be limited to assessments made and levied prior to the date of surrender of his membership certificate; provided, however, that this paragraph and the last sentence of Article XIV shall not apply to relieve a member of his obligation under special agreements covering multiple membership certificates held by one member which may have been required or approved by the Farmers Home Administration.

ARTICLE XIX.

The books and accounts of the Corporation shall be audited by a person competent to perform such audit at least once each year. The reports prepared by such auditor shall be submitted to the members at the annual meeting of such members.

ARTICLE XX.

These By-Laws may be altered, amended, or repealed by a vote of a majority of the members present at any regular meeting of the Corporation, or at any special meeting of the Corporation called for that purpose, except that the members shall not have the power to change the purposes of the Corporation so as to decrease its rights and power under the laws of the State, or to waive any requirements of bond or other provisions for the safety and security of the property and funds of the Corporation or its members, or to deprive any member of rights and privileges then existing, or so to amend the By-Laws as to effect a fundamental change in the policies of the Corporation. Notice of any amendment to be made at a special meeting of the members must be given at least ten (10) days before such meeting and must set forth the amendments to be considered. For so long as the Corporation is indebted for a loan or loans made to it by the United States of America through the Farmers Home Administration, these By-Laws shall not be altered, amended or repealed without the prior written consent of the State Director of the Farmers Home Administration for the State of Texas.

ARTICLE XXI.

The seal of the Corporation shall consist of a circle within which shall be inscribed "Manville Water Supply Corporation".

The above By-Laws and REGULATIONS were unanimously adopted by the Board of Directors of the Manville Water Supply Corporation, at a meeting held at Coupland Elementary School on the 25th day of April, A. D. 1972. As amended on the 3rd day of March 1977; As amended on the 30th day of September 1980; As amended on the 8th day of January 1980; As amended on the 12th day of January 1982. As amended on the 12th day of January 1988. As amended on the 14th day of January 1992