



Control Number: 44656



Item Number: 1

Addendum StartPage: 0



Application for Sale, Transfer, or Merger of a Retail Public Utility

Pursuant to Chapter 13.251 of the Texas Water Code

Docket Number: 44656

(this number will be assigned by the Public Utility Commission after your application is filed)

7 copies of the application, including the original, along with one copy of the portable electronic storage medium (such as CD or DVD) containing the GIS data shall be filed with

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

No later than seven days after filing the application for the boundary change, provide a copy of each paper map and a portable electronic storage medium (such as CD, flash drive or DVD) containing complete and identical data to the portable electronic storage medium submitted above to

Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

RECEIVED
2015 APR 17 PM 4:43
PUBLIC UTILITY COMMISSION
FILING CLERK

TABLE OF CONTENTS

Part A – General Information.....	2
Part B – Current Service Provider or Seller Information.....	2
Part C – Purchaser or Transferee Information	3
Part D – Historical Financial Information	9
Part E – Projected Information	12
Part F – Public Water System Information.....	16
Part G – Oaths and Notices	18

Part A – General Information

*RN# [REDACTED] *CN# CN603347162 * (PRIOR TCEQ ID numbers)

1. Proposed action of application (check all the boxes that apply):

- ☒ Sale of ☒ All ☐ Portion of the ☒ Water system(s) under CCN No.: 11922
☐ Acquisition ☐ Sewer system(s) under CCN No.: [REDACTED]
☐ Lease/Rental

- ☒ Transfer of ☒ All ☐ Portion of the ☒ Certificated water service area – CCN No.: 11922
☐ Certificated sewer service area – CCN No.: [REDACTED]

If only a portion of a system or certificated service area is affected by this transaction, please specify the areas or subdivision involved:

N/A. Entire CCN will be transferred.

and to:

- ☒ Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN
☐ Amend the transferee's CCN No.: Purchaser will take the seller's CCN.
☐ Merge or consolidate public utilities
☐ Cancel CCN of the transferor (seller)

2. Proposed effective date of this transaction: 9/1/2015
(Must be at least 120 days after proper notice is provided)

Part B – Current Service Provider or Seller Information

Questions 3 through 5 apply to the transferor (current service provider or seller)

3. For the current CCN holder or service provider please indicate:

A. Name: Ni America Texas, LLC

(Individual, Corporation or Other Legal Entity)

who is a(n):of ☐ Individual ☒ Corporation ☐ WSC ☐ HOA or POA ☐ Other [REDACTED]

B. Utility Name (if different than above): N/A. Same as above.

Address: 10913 Metronome, Houston, Texas 77043 Telephone: (AC) (713) 574-5952

C. 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: Ty Embrey

Title: Attorney

Address: 816 Congress Ave, Suite 1900, Austin, TX 787

Telephone: (AC) (512) 322-5829

PUCT Sale Merger Transfer (Previous TCEQ Form 10516)

Page 2 of 23 9/1/2014

Fax: (512) 475-0532

Email: lembrey@lglawfirm.com

4. About the last rate increase for the system or facilities being transferred:

A. What was the effective date of the last rate increase?

August 25, 2011 (phased in over 3 years)

SEE ATTACHMENT 1.

B. Was notice of this increase provided to the Public Utility Commission of Texas (commission or PUC) or a predecessor regulatory authority?

☐ No

☒ Yes

Application/Docket Number: TCEQ Docket No. 2011-0839-UCR

Date December 23, 2010

5. Please provide a list of all customers affected by this transaction who have deposits held by the transferor or seller utility, if any, and include the following information (attach additional sheets if necessary):

Name and Address of Utility Customer	Date of Deposit	Amount of Deposit	Amount of Unpaid Interest on Deposit
For Johnson County customers, see attachment 2.			
For Wise County customers, see attachment 3.			

Part C – Purchaser or Transferee Information

Questions 6 through 16 refer to the transferee or purchaser.

6. For the person or entity acquiring the facilities and/or CCN:

Applicant: NI Pacolet Milliken Utilities, LLC

(Individual, Corporation, or Other Legal Entity)

Utility Name: N/A. Same as above.

(If different than above)

Utility Address: 105 Corporate Drive, Suite A, Spartanburg, SC 29303

Fax: (864) 342-6146

Email: william.crawford@pacoletmilliken.com

Telephone (AC): (864) 342-6177

CCN Numbers held prior to the filing of this application:

N/A. No CCN Numbers held prior to this application.

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

☐ Individual

☐ Home or Property Owners Association

☐ Partnership; attach copy of partnership agreement

☒ Corporation; provide charter number as recorded with the Office of the Secretary of State for

Texas: N/A. No Texas Secretary of State charter number.

☐ Non-profit, member owned, member-controlled Cooperative Corporation (Article 1434(a) Water Sewer Service Corporation); provide charter number:

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

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

Name:	N/A. Applicant is not an individual.		Email:	
Address:				
Telephone (AC):		Fax (AC):		

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

•Name:	Ralph Walker	Telephone (AC):	(864) 342-6162
Address:	105 Corporate Drive, Suite A, Spartanburg, SC 29303		
Position:	President	Ownership % (if applicable):	0.00%

•Name:	Ed Wallace	Telephone (AC):	(864) 342-6162
Address:	105 Corporate Drive, Suite A, Spartanburg, SC 29303		
Position:	Vice President	Ownership % (if applicable):	0.00%

•Name:	William Crawford	Telephone (AC):	(864) 342-6162
Address:	105 Corporate Drive, Suite A, Spartanburg, SC 29303		
Position:	Vice President	Ownership % (if applicable):	0.00%

•Name:	Bryan Stone	Telephone (AC):	(864) 342-6162
Address:	105 Corporate Drive, Suite A, Spartanburg, SC 29303		
Position:	Vice President	Ownership % (if applicable):	0.00%

•Name:	Mark Daday	Telephone (AC):	(864) 342-6162
Address:	105 Corporate Drive, Suite A, Spartanburg, SC 29303		
Position:	Treasurer	Ownership % (if applicable):	0.00%

•Name:	Rick Thompson	Telephone (AC):	(864) 342-6162
Address:	105 Corporate Drive, Suite A, Spartanburg, SC 29303		
Position:	Secretary	Ownership % (if applicable):	0.00%

- Attach additional sheet(s) if necessary -

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

SEE ATTACHMENT 4.

Texas Comptroller of Public Accounts

P. O. Box 13528, Capitol Station

Austin, Texas 78711

1-800-252-5555

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

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

Name:	Ty Embrey	Title:	Attorney
Address:	816 Congress Avenue, Suite 1900	Telephone (AC):	
Fax #	(512) 472-0532	Email	tembrey@lglawfirm.com
Relationship to the applicant:	Attorney for applicant		

- 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

See attachment 5.

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

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

N/A. No enforcement action history.

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

N/A. There are no planned or required improvements at this time.

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

N/A. This transaction will not change any aspect of the quality of utility service.

E. How will the transaction serve the public interest?

See attachment 5.

12. Please describe the nature of the proposed transaction:

Ni America Texas, LLC is a wholly owned subsidiary of Ni America Capital Management, LLC. Ni America Capital Management, LLC is transferring ownership of Ni America Texas, LLC to Ni Pacolet Milliken Utilities, LLC. A copy of the equity purchase agreement between the parties' parent companies is attached as attachment 6.

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

A.

• Total Purchase Price: \$ 7,875,000.00

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

\$ 2,853,725.00

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

-\$ 783,966.00

• Contributions in Aid of Construction:

- Specific surcharges approved by TCEQ or PUC:

-\$ 16,635.00

- Revenues from explicit customer agreements:

\$ 0.00

- Developer Contributions (please explain):

None.

- Other Contributions (please explain):

None.

Total Contributions in Aid of Construction

• Net Book Value:

\$ 2,053,124.00

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

Application/Docket Number: Date:

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

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

[attach additional sheet(s) if necessary]:

For additional information regarding the applicants and the nature of the transaction, see attachment 5.

- 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:	\$ 2,853,725.00
Plant Acquisition Adjustment:	
Extraordinary Loss on Purchase:	
Accumulated Depreciation of Plant:	-\$ 783,966.00
Cash:	
Notes Payable:	\$ 2,952,702.00
Mortgage Payable:	
Others (please list):	

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: Date:

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

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

If rates are changing, please explain:

N/A. Rates are not changing. For the schedule of rates that will continue to be charged, see attachment 1.

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

☐ Other. Please explain:

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

See attachment 7.

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

Part D – Historical Financial Information

HISTORICAL BALANCE SHEETS	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
CURRENT ASSETS						
Cash	778,446.00	226,968.00	107,781.00	257,485.00		
Accounts Receivable	121,558.00	114,288.00	79,083.00	64,243.00		
Inventories						
Income Tax Receivable						
Other	3,032,551.00	3,033,481.00	1,709,394.00	822,541.00		
Total	3,932,555.00	3,374,737.00	1,896,258.00	1,144,269.00		
FIXED ASSETS						
Land	50,000.00	50,000.00	50,000.00	50,000.00		
Collection/Distribution System	2,803,725.00	2,773,496.00	2,719,796.00	2,489,911.00		
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves	-783,966.00	-630,682.00	-480,189.00	-335,835.00		
Total	2,069,759.00	2,192,814.00	2,289,607.00	2,204,076.00		
TOTAL ASSETS	6,002,314.00	5,567,551.00	4,185,865.00	3,348,345.00		
CURRENT LIABILITIES						
Accounts Payable	21,785.00	92,061.00	21,585.00	29,912.00		
Notes Payable, Current	243,641.00	158,020.00	102,450.00	46,620.00		
Accrued Expenses	68,800.00	25,375.00	28,855.00	29,582.00		
Other	681,748.00	485,422.00	320,595.00	165,147.00		
TOTAL	1,015,974.00	760,878.00	473,485.00	271,261.00		
LONGTERM LIABILITIES						
Notes Payable, Long-term	2,709,061.00	1,886,135.00	1,098,244.00	648,219.00		
Other	16,635.00	17,805.00	5,824.00	6,348.00		
TOTAL LIABILITIES	3,741,670.00	2,664,818.00	1,577,553.00	925,828.00		
OWNER'S EQUITY						
Paid in Capital	1,127,280.00	2,048,586.00	2,047,382.00	2,044,031.00		
Retained Equity	854,147.00	560,930.00	378,486.00	291,212.00		
Other						
Current Period Profit or Loss	279,217.00	293,217.00	182,444.00	87,274.00		
TOTAL OWNER'S EQUITY	2,260,644.00	2,902,733.00	2,608,312.00	2,422,517.00		
TOTAL LIABILITIES AND EQUITY	6,002,314.00	5,567,551.00	4,185,865.00	3,348,345.00		
WORKING CAPITAL	1,431,880.00	1,150,110.00	115,948.00	132,286.00		
CURRENT RATIO	2.41	2.51	1.24	1.49		
DEBT TO EQUITY RATIO EQUITY TO TOTAL ASSETS	37.66	52.14	62.31	72.35		

HISTORICAL INCOME STATEMENT	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
METER NUMBER						
Existing Number of Taps	962.00	953.00	942.00	919.00		
New Taps Per Year	69.00	9.00	11.00	23.00		
Total Meters at Year End	1,031.00	962.00	953.00	942.00		
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees	1,003,532.00	883,137.00	778,259.00	665,349.00		
Other	53,199.00	73,416.00	52,467.00	46,171.00		
Gross Income	1,056,731.00	956,553.00	830,726.00	711,520.00		
OPERATING EXPENSES						
General & Administrative	139,464.00	84,560.00	129,460.00	108,079.00		
Interest	148,766.00	83,758.00	48,559.00	65,163.00		
Other	489,284.00	495,018.00	470,263.00	451,004.00		
NET INCOME	279,217.00	293,217.00	182,444.00	87,274.00		

HISTORICAL EXPENSE DETAIL	CURRENT YEAR (A)	A-1 YEAR	A-2 YEAR	A-3 YEAR	A-4 YEAR	A-5 YEAR
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense						
Auto Expense						
Insurance Expense	4,949.00	5,279.00	5,109.00	7,442.00		
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes	39,598.00	37,425.00	37,213.00	36,907.00		
Professional Fees						
Other	94,917.00	41,856.00	87,138.00	63,730.00		
Total	139,464.00	84,560.00	129,460.00	108,079.00		
% Increase Per Year	64.93	-34.68	19.78			
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense	74,349.00	64,483.00	62,236.00	68,094.00		
Depreciation Expense	152,114.00	149,564.00	143,829.00	135,144.00		
Repair & Maintenance	27,164.00	28,062.00	39,502.00	63,359.00		
Supplies	6,043.00	7,338.00	13,078.00	5,044.00		
Other	229,614.00	245,571.00	211,618.00	179,363.00		
Total	489,284.00	495,018.00	470,263.00	451,004.00		
% Increase Per Year	-1.16	5.26	4.27			
ASSUMPTIONS						
Interest Rate/Terms	4.50	4.50	4.50	4.50		
Utility Cost/gal.	0.01	0.01	0.01	0.01		
Depreciation Schedule						
Other						

Part E – Projected Information

PROJECTED BALANCE SHEETS

	START UP	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
CURRENT ASSETS						
Cash	220,000.00					
Accounts Receivable	125,000.00					
Inventories						
Income Tax Receivable						
Other	3,100,000.00					
Total	3,445,000.00					
FIXED ASSETS						
Land	50,000.00					
Collection/Distribution System	2,936,966.00					
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves	-936,966.00					
Total	2,050,000.00					
TOTAL ASSETS	5,495,000.00					
CURRENT LIABILITIES						
Accounts Payable	25,000.00					
Notes Payable, Current	0.00					
Accrued Expenses	75,000.00					
Other	325,000.00					
Total	425,000.00					
LONGTERM LIABILITIES						
Notes Payable, Long-term	2,514,256.00					
Other	17,000.00					
TOTAL LIABILITIES	2,956,256.00					
OWNER'S EQUITY						
Paid in Capital	1,127,280.00					
Retained Equity	1,133,464.00					
Other						
Current Period Profit or Loss	278,000.00					
TOTAL OWNER'S EQUITY	2,538,744.00					
TOTAL LIABILITIES AND EQUITY	5,495,000.00					
WORKING CAPITAL	1,150,000.00					
CURRENT RATIO	2.10					
DEBT TO EQUITY RATIO	99.04					
EQUITY TO TOTAL ASSETS	41.65					

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER						
Existing Number of Taps	1,031					
New Taps Per Year	5					
Total Meters at Year End	1,036					
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees	1,007,000.00					
Other	55,000.00					
Gross Income	1,062,000.00					
OPERATING EXPENSES						
General & Administrative	140,000.00					
Interest	150,000.00					
Other	494,000.00					
NET INCOME	278,000.00					

PROJECTED EXPENSE DETAIL

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
GENERAL/ADMINISTRATIVE EXPENSES						
Salaries						
Office Expense						
Computer Expense						
Auto Expense						
Insurance Expense	5,000.00					
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes	40,000.00					
Professional Fees						
Other	95,000.00					
Total	140,000.00					
% Increase Per Year	38.00%	0.00%	0.00%	0.00%	0.00%	0.00%
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense	75,000.00					
Depreciation Expense	153,000.00					
Repair & Maintenance	28,000.00					
Supplies	8,000.00					
Other	230,000.00					
Total	494,000.00					
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
ASSUMPTIONS						
Interest Rate/Terms	4.50					
Utility Cost/gal.	0.05					
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						

Part F – TCEQ Public Water or Sewer System Information

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

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

--	--	--	--	--	--	--	--

SEE ATTACHMENT 8.

Date of last inspection:

--

B. For Wastewater Systems:

-TCEQ Discharge Permit Number:

W Q

--	--	--	--	--	--	--	--

--

-Name of Permittee: **N/A. No wastewater system.**

-Date of application to transfer Discharge Permit submitted:

--

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

--

18. A. Are any improvements required to meet TCEQ or PUC standards?

☐ Yes

☒ No. If yes, please explain:

N/A. No required improvements.

B. Is there a moratorium on new connections?

☐ Yes

☒ No. If yes, please explain:

N/A. No moratorium.

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

Description of the Required Improvement	Schedule to Complete	Estimated Cost
N/A. No required improvements.		

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

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

Water

Sewer

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

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

• Source: % of total supply: 0.00%

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

Water			Sewer		
	-Non Metered			-2" meter	
1,031	-5/8" or 3/4" meter			-3" meter	
	-1" meter			-4" meter	
	-1 1/2" meter			-Other	
Total Water Connections:		1,031	Total Sewer Connections		

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

N/A. System has not reached 85% capacity.

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

Name	Class	License#
Connie Fluharty	Water Operator B; Wastewater Operator B	WS0005287; VWW0050879
John Fluharty	Water Operator B; Wastewater Operator B	WS0007202; VWW0048770
Brandon Stone	Water Operator C; Wastewater Operator C	WS0011880; VWW0051968

24. Attach the following maps with each copy of the application:
- 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. **SEE ATTACHMENTS 9 & 10.**
 - One large scale map showing the proposed service area boundaries being sold, transferred, or merged and, if available, the existing and proposed facilities. Color coding should be used to differentiate existing from proposed facilities. Facilities and service area boundaries should be shown with such exactness that they can be located on the ground. If transferring area not currently in a CCN or a portion of an existing CCN area please attach the following hard copy maps with each copy of the application:
 - A general location map delineating the proposed service area with enough detail to accurately locate the proposed area within the county. **SEE ATTACHMENTS 9 & 10.**
 - A map showing only the proposed area by:
 - metes and bounds survey certified by a licensed state or registered professional land surveyor; or
 - projectable digital data with metadata (proposed areas should be in a single record and clearly labeled, data disk should be included); or
 - following verifiable natural and man-made landmarks, or
 - a copy of recorded plat map with metes and bounds.
 - A written description of the proposed service area.

Part G - Oaths and Notices

OATH FOR SELLER OR FORMER SERVICE PROVIDER

STATE OF Texas
COUNTY OF Harris

I, Ed Wallace, being duly sworn, file this application for sale, lease, rental or merger or consolidation as President

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

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

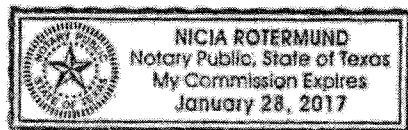
Ed Wallace

AFFIANT
(Utility's Authorized Representative)

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

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public in and for the State of Texas, this
day 10 of April, 20 15.

SEAL



Nicia Rotermund
NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS

Nicia Rotermund
PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES

1-28-2017

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

OATH FOR PURCHASER OR ACQUIRING ENTITY

STATE OF South Carolina

COUNTY OF Spartanburg

I, William P. Crawford, Jr, being duly sworn, file this application for

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

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



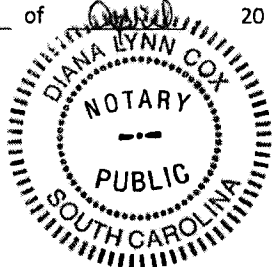
AFFIANT
(Utility's Authorized Representative)

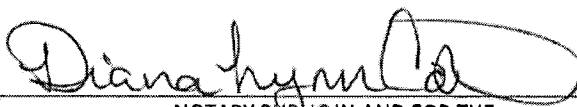
If the Affiant to this form is any person other than the sole owner, partner, officer of the Applicant, or its attorney, a properly verified Power of Attorney must be enclosed.

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

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public in and for the State of South Carolina, this
day 17 of April 20 15.

SEAL





NOTARY PUBLIC IN AND FOR THE
STATE OF SOUTH CAROLINA

Diana Lynn Cox

PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES

5/28/2020

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

Notice to Current Customers, Neighboring Systems and Cities

Ni America Texas, LLC 'S
(Seller's or Transferor's Name)

NOTICE OF INTENT TO SELL FACILITIES AND TRANSFER CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN) NO 11922 TO Ni Pacolet Milliken Utilities, LLC
(Purchaser's or Transferee's Name)

IN Johnson and Wise COUNTY, TEXAS

To: _____ Date Notice Mailed _____, 2015
(Name of Customer, Neighboring System or City)

(Address)

City State Zip

Ni America Texas Development, LLC, 10913 Metronome, Houston, TX 77043
Sellers or Transferors' Name Address City/State/Zip Code

has submitted an application with the Public Utility Commission of Texas to sell facilities and transfer
☒ water or sewer (please select) CCN No. 11922 in Johnson and Wise [County Name]

County to:

Ni Pacolet Milliken Utilities, LLC, 105 Corporate Drive, Suite A, Spartanburg, SC 29303
Purchasers or Transferee's Name Address City/State/Zip Code

The sale is scheduled to take place as approved by the Commission (V.T.C.A., Water Code §13.301).

IN JOHNSON COUNTY:

The transaction and the transfer of the CCN include the following subdivision(s):

Shaded Lane Estates

The area subject to this transaction is located approximately 5 miles east [direction] of Burleson, [City or Town] Texas, and is **generally** bounded on the north by County Road 529; on the east by County Road 608; on the south by Shaded Lane Circle; and on the west by County Road 606

The total area being requested includes approximately 640 acres and serves 202 current customers.

IN WISE COUNTY:

The transaction and the transfer of the CCN include the following subdivision(s):

Chisholm Hills; Coyote Ridge; Hills of Oliver Creek; Sage Brush Estates; Skyview Ranch; Windmill Trails; and Rio Rancho Estates

The area subject to this transaction is located approximately 5 miles southwest, 12 miles south southwest, and 13 miles south southeast [direction] of Decatur, [City or Town] Texas, and is **generally** bounded on the north by US Highway 380; on the east by FM 2264; on the south by FM 407; and on the west by CR 3555

The total area being requested includes approximately 5,120 acres and serves 829 current customers.

This transaction will have the following effect on the current customer's rates and services:
Customers' rates and services will not be affected by this transaction.

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

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

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

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

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

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

Ed Wallace

Utility Representative

Ni America Texas, LLC

Utility Name

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Index of Attachments

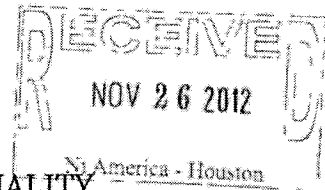
- Attachment 1 – Questions 4 & 14 – Current Tariff Approved by TCEQ 11-15-2012
- Attachment 2 – Question 5 – List of Customer Deposits for Johnson County Water System
- Attachment 3 – Question 5 – List of Customer Deposits for Wise County Water Systems
- Attachment 4 – Question 9 – Ni America Texas Certification of Account Status
- Attachment 5 – Questions 11 & 13 – Description of Applicants & Nature of the Transaction
- Attachment 6 – Question 12 – Equity Purchase Agreement between Pacolet Milliken & Ni America
- Attachment 7 – Question 15 – List of Neighboring Utilities, Cities, and Political Subdivisions
- Attachment 8 – Question 17 – List of Public Water Systems
- Attachment 9 – Question 24 – Johnson County General Location Maps
- Attachment 10 – Question 24 – Wise County General Location Maps

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Attachment 1, Questions 4 & 14

**Current Tariff Approved by TCEQ
11-15-2012**

Bryan W. Shaw, Ph.D., *Chairman*
Carlos Rubinstein, *Commissioner*
Toby Baker, *Commissioner*
Zak Covar, *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

November 15, 2012

RECEIVED
NOV 20 2012
Lloyd Gosselink

Ms. Georgia Crump
Lloyd Gosselink
816 Congress Ave., Ste. 1900
Austin, Texas 78701

Re: Minor tariff change request for Ni America Texas, LLC, Certificate of Convenience and Necessity No. 11922, in Johnson and Wise Counties

CN: 603347162; RN: 102677051

Dear Ms. Crump:

The Texas Commission on Environmental Quality (TCEQ or Commission) received your letter dated October 3, 2012, requesting the Commission add **credit cards** as a form of payment on Ni America Texas, LLC's water tariff pursuant to Title 30 of the Texas Administrative Code §291.21. Your request is approved as reflected in the enclosed tariff page.

If you have any questions, please contact Ms. Elizabeth Flores at (512) 239-6846, or by email at elizabeth.flores@tceq.texas.gov. If you contact the TCEQ by correspondence, please include MC 153 in the letterhead address.

Sincerely,

A handwritten signature in cursive script that reads "Tammy Benter".

Tammy Benter, Manager
Utilities & Districts Section
Water Supply Division

Enclosure

TB/EF/mm

SECTION 1.0 -- RATE SCHEDULE

Section 1.01 - Rates

<u>Meter Size</u>	<u>Monthly Minimum Charge</u>	<u>Gallorage Charge</u>
-------------------	-------------------------------	-------------------------

These rates are effective on August 25, 2011 for Brighton Cycle 1 and Brighton Cycle 2 customers.
 These rates are effective on August 29, 2011 for Shaded Lane customers.

5/8" or 3/4"	<u>\$40.00</u> (Includes 0 gallons)	<u>\$4.00</u> per 1,000 gallons up to 10,000 gallons
1"	<u>\$159.23</u>	<u>\$7.50</u> per 1,000 gallons over 10,000 gallons
1 1/2"	<u>\$318.45</u>	
2"	<u>\$509.52</u>	
3"	<u>\$955.35</u>	

On August 25, 2012, the 5/8" or 3/4" rate will be \$50.00 (Includes 0 gallons) for Brighton Cycle 1 and Brighton Cycle 2 customers, and on August 29, 2012, the 5/8" or 3/4" rate will be \$50.00 for Shaded Lane customers (Includes 0 gallons). No other changes to the rates listed in this tariff.

On August 25, 2013, the 5/8" or 3/4" rate will be \$60.00 (Includes 0 gallons) for Brighton Cycle 1 and Brighton Cycle 2 customers, and on August 29, 2013, the 5/8" or 3/4" rate will be \$60.00 for Shaded Lane customers (Includes 0 gallons). No other changes to the rates listed in this tariff.

FORM OF PAYMENT: The utility will accept the following forms of payment:
 Cash X, Check X, Money Order X, Credit Card X, Other (specify) _____
 THE UTILITY MAY REQUIRE EXACT CHANGE FOR PAYMENTS AND MAY REFUSE TO ACCEPT
 PAYMENTS MADE USING MORE THAN \$1.00 IN SMALL COINS. A WRITTEN RECEIPT WILL BE
 GIVEN FOR CASH PAYMENTS.

REGULATORY ASSESSMENT..... 1.0%
 TCEQ RULES REQUIRE THE UTILITY TO COLLECT A FEE OF ONE PERCENT OF THE RETAIL
 MONTHLY BILL.

Section 1.02 - Miscellaneous Fees

TAP FEE..... \$750.00
 TAP FEE COVERS THE UTILITY'S COSTS FOR MATERIALS AND LABOR TO INSTALL A
 STANDARD RESIDENTIAL 5/8" or 3/4" METER. AN ADDITIONAL FEE TO COVER UNIQUE
 COSTS IS PERMITTED IF LISTED ON THIS TARIFF.

TAP FEE (Unique costs)..... Actual Cost
 FOR EXAMPLE, A ROAD BORE FOR CUSTOMERS OUTSIDE OF SUBDIVISIONS OR RESIDENTIAL
 AREAS.

RATES LISTED ARE EFFECTIVE ONLY
 IF THIS PAGE HAS TCEQ APPROVAL STAMP

TEXAS COMM. ON ENVIRONMENTAL QUALITY
 36926-R, CCN 11922, AUG. 25, 2011 & AUG. 29, 2011
 APPROVED TARIFF BY RIEF

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Attachment 2, Question 5

List of Customer Deposits for Johnson County Water System

Shaded Lane Water Company
Interest on Customer Deposits
2014

Type	Date	Account No.	Num	Name	Address	Deposit Amount	Accrued Interest	Total
Deposit	01/27/04	62	7956182227	Cook, Donna	2517 Birch	50.00	13.28	63.28
Deposit	01/27/04	175	1789500474	Tepfer, Archie	2408 Cypress	50.00	13.28	63.28
Deposit	02/19/04		1755	M. Kerr	2424 Cypress	-	12.37	12.37
Deposit	05/04/04		2184855012	C. Bautista	2424 Aspen	50.00	12.28	62.28
Deposit	09/09/04	18	1049	Jarvis, Barbara	904 Shaded Lane	50.00	11.46	61.46
Deposit	09/15/04	30	4252	Flanagan-Foster, S	2429 Aspen	50.00	11.41	61.41
Deposit	09/30/04	164	1165	Davis, Holly Tarver	2432 Cypress Lane	-	8.68	8.68
Deposit	09/30/04		5675	Keefer, C Paul	2537 Willow Oak	50.00	11.28	61.28
Deposit	10/08/04		2952	B. Byrd	2529 Red Oak Lane	50.00	11.22	61.22
Deposit	11/17/04	218	08-06554342	Carmona, Norberto	2545 Redwood	-	10.60	10.60
Deposit	12/20/04	36	1201	Lacy, Kenneth	2441 Aspen Lane	50.00	10.61	60.61
Deposit	06/13/05	131	357	Rodriguez, Victor	2537 Willow Oak	50.00	9.16	59.16
Deposit	06/23/05	85	117	Thomas, Martha	2416 Birch Lane	50.00	9.11	59.11
Deposit	07/01/05	117	380	Drake, Thomas	2504 Willow Oak	50.00	9.03	59.03
Deposit	08/18/05	209	4655	Abbott, Michael	2524 Redwood Cir	50.00	8.66	58.66
Deposit	09/23/05	156	5450608372	Shipman, DeWayne	2504 Cypress Lane	50.00	8.36	58.36
Deposit	10/03/05	181	8-296461179	Sellers, Andrew	944 Shaded Lane	50.00	8.28	58.28
Deposit	06/12/06	160	1046	Hill, Amelia	2440 Cypress Lane	50.00	6.82	56.82
Deposit	06/21/06	134	641018958	Bird, Alecia	2542 Willow Oak	50.00	6.80	56.80
Deposit	06/21/06	210	155	Dempsey, Thomas	2528 Redwood Cir	-	6.27	6.27
Deposit	07/10/06		9497000339	Harrington, Dusty	2412 Birch Lane	50.00	6.85	56.85
Deposit	08/04/06	17	4804	Bradshaw, Lee	900 Shaded Lane	50.00	6.63	56.63
Deposit	10/18/06	180	1449	Soto, Oscar	940 Shaded Lane	50.00	6.31	56.31
Deposit	10/23/06	89	48996248829	Bumpous, Randall	2408 Birch Lane	-	5.88	5.88
Deposit	10/23/06	187	2140	Bennett, John	2308 CR 529	50.00	6.28	56.28
Deposit	01/16/07	25	266677690 5	Moyer, George	2416 Aspen Lane	50.00	5.89	55.89
Deposit	02/15/07	191	1013	Jordan, James	2540 Red Oak Lane	50.00	5.69	55.69
Deposit	02/15/07		268228051 2	Lee, Stacie	2412 Birch Lane	50.00	5.69	55.69
Deposit	02/23/07	208	1053	Arteese, Anita	2520 Redwood Circle	50.00	5.65	55.65
Deposit	04/23/07	182	267644684 7	Longley, Donna	948 Shaded Lane	-	4.45	4.45
Deposit	05/21/07	120	1212	Crank, Crystal	2512 Willow Oak	-	2.91	2.91
Deposit	05/24/07	91	1533	Groves, Jenny	920 Shaded Lane	-	4.42	4.42
Deposit	7/16/2007	114	1493	Saldana, Mildred	2505 Willow Oak	50.00	4.72	54.72
Deposit	7/24/2007	41	7638	Gallo, Teri	2509 Aspen Lane	50.00	4.68	54.68

Shaded Lane Water Company
Interest on Customer Deposits
2014

Type	Date	Account		Num	Name	Address	Deposit Amount	Accrued Interest		Total
		No.						Interest	Total	
Deposit	8/1/2007			1001	Trimble, Jason	2412 Birch Lane	50.00	1.57		51.57
Deposit	8/14/2007	67		2103	Wells, Bobby	2505 Birch Lane	-	3.99		3.99
Deposit	8/15/2007	32		5541	Kitchens, Dallas	2428 Aspen Lane	-	3.29		3.29
Deposit	8/15/2007			4110	Villanueva, Alfredo	2517 Aspen Lane	50.00	4.52		54.52
Deposit	9/24/2007	200		2057	Stanley, David	2502 Redwood Circle	50.00	4.29		54.29
Deposit	04/15/08	19			Coffel, Mark and Teresa	908 Shaded Lane	50.00	3.15		53.15
Deposit	04/28/08	265			Sullivan, Barbara	2420 Aspen Lane	-	1.15		1.15
Deposit	04/29/08	267			Welch, Nancy	2432 Birch Lane	-	1.23		1.23
Deposit	05/05/08	116			Stout, Cliff		(50.00)	-		(50.00)
Deposit	05/06/08	269			Smith, Chris	912 Shaded Lane	-	2.67		2.67
Deposit	05/08/08	268			Longtide Properties	2537 Redwood Circle	-	0.77		0.77
Deposit	05/08/08	270			Perkins, Steven	2412 Birch Lane	-	1.06		1.06
Deposit	05/16/08	266			Guedea, Todd and Sharon	2541 Cypress Lane	50.00	2.96		52.96
Deposit	08/04/08	272			Longtide Properties #2	2436 Willow Oak Lane	-	1.71		1.71
Deposit	08/18/08	273			Cockerell, Vicki	2433 Willow Oak Lane	-	1.32		1.32
Deposit	09/23/08	274			Meek, Rhonda	2537 Redwood Circle	50.00	2.08		52.08
Deposit	09/23/08	275			Etchieson, Lindsey	2504 Redwood Circle	50.00	2.08		52.08
Deposit	09/23/08	276			Odell, Tina	2437 Birch Lane	-	0.76		0.76
Deposit	10/03/08	277			Gibson, Kim	2421 Willow Oak Lane	-	1.10		1.10
Deposit	11/13/08	278			Durgin, Lewis	2412 Birch Lane	50.00	0.48		50.48
Deposit	11/10/08	279			The Waller Group, LLC	2524 Red Oak Lane	-	0.27		0.27
Deposit	12/01/08	280			Barnett, Chance	2525 Redwood Circle	50.00	1.69		51.69
Deposit	12/01/08	281			Hughes, Luther / Tolar, Greg	2420 CR 529	-	1.28		1.28
Deposit	01/12/09	282			Perkins, Jennifer	2417 Cypress Lane	50.00	1.45		51.45
Deposit	01/12/09	283			Hill, Jai	2524 Red Oak Lane	-	1.28		1.28
Deposit	01/20/09	284			Davis, Serissa L.	2541 Red Oak Lane	-	1.25		1.25
Deposit	01/26/09	285			Garza, Elida	2529 Birch Lane	-	-		-
Deposit	02/18/09	13			Boyd, Stormy	2508 Aspen Lane	50.00	1.34		51.34
Deposit	02/24/09	20			Wise, Whitney	2432 Cypress Lane	-	0.80		0.80
Deposit	02/24/09	74			Lents, Rickey	2437 Cypress Lane	-	1.24		1.24
Deposit	02/24/09	77			Calhoun, Ronald Jason	2509 Redwood Circle	50.00	1.33		51.33
Deposit	03/09/09	88			Cruz, Daniel	2529 Birch Lane	50.00	1.29		51.29
Deposit	03/09/09	107			Graham, Greg	2544 Red Oak Lane	-	0.11		0.11
Deposit	04/07/09	278			Welch, Debbie and Steve	2412 Birch Lane	-	0.48		0.48

Shaded Lane Water Company
Interest on Customer Deposits
2014

Type	Date	Account No.	Num	Name	Address	Deposit Amount	Accrued Interest	Total
Deposit	04/07/09	108		Hammond, Charles	2508 Red Oak Lane			
Deposit	04/13/09	109		Gonzales, Stacie	2442 Shaded Lane	50.00	1.21	51.21
Deposit	04/14/09	110		Ruiz, Martha	2517 Aspen Lane	50.00	1.19	51.19
Deposit	05/01/09	45		Wood, Chris and Clara	2544 Red Oak Lane	-	0.31	0.31
Deposit	05/05/09	136		Flanagan, Mike and Vicky	2428 Aspen Lane	-	1.11	1.11
Deposit	05/11/09	159		Kemp, Connie	2517 Redwood Circle	50.00	1.13	51.13
Deposit	05/26/09	171		Hale, Jeremy	2412 Birch Lane	50.00	1.11	51.11
Deposit	06/29/09	100		Sheila Fletcher	2417 Willow Oak Ln	-	0.56	0.56
Deposit	07/22/09	194		Kay Harris	2502 Redwood Circle	50.00	0.97	50.97
Deposit	07/27/09	201		Carolyn M. Wilkins	2421 Willow Oak Lane	50.00	0.38	50.38
Deposit	09/11/09	203		Brandi Myers	2436 Willow Oak Lane	36.26	0.76	37.02
Deposit	12/08/09	206		Katie Casiglione	2417 Aspen Lane	50.00	0.76	50.76
Deposit	12/08/09	211		Brian Williams	2520 Birch Lane	-	0.17	0.17
Deposit	12/11/09	214		David Lathrop	2517 Willow Oak	-	0.12	0.12
Deposit	12/14/09	194		Amanda Patton	2502 Redwood Circle	50.00	0.50	50.50
Deposit	01/04/10	222		Jessica Perkins	2412 Birch Lane	-	0.08	0.08
Deposit	01/06/10	221		Donna Hudson	2528 Redwood Cir	50.00	0.44	50.44
Deposit	01/06/10	220		Eleazar Perez	2432 Cypress Lane	-	0.35	0.35
Deposit	02/11/10	120		Ven-Ken, Inc.	2502 Redwood Circle	50.00	0.44	50.44
Deposit	02/25/10	20		Henry Uranga	5202 Redwood Circle	-	0.01	0.01
Deposit	02/04/10	214		Misty Kerr	3628 Willow Oak	-	0.32	0.32
Deposit	03/22/10	27		Kevin Lambert	2508 Willow Oak	50.00	0.42	50.42
Deposit	04/28/10	43		Charles Hubbard	2520 Birch Lane	50.00	0.40	50.40
Deposit	04/28/10	61		Brenda Jones	2524 Cypress Ln	50.00	0.39	50.39
Deposit	05/05/10	164		Shelly Blackwell	-	-	0.09	0.09
Deposit	05/31/10	190		Lynelle Hassenpflug	2576 Redwood Circle	50.00	0.38	50.38
Deposit	06/01/10	195		Billi Garza	2408 Birch Lane	50.00	0.37	50.37
Deposit	07/06/10	210		Elias Arellano	2540 Willow Oak	-	0.05	0.05
Deposit	08/03/10	223		Christa Weatherly	2545 Red Wood Circle	50.00	0.35	50.35
Deposit	08/26/10	224		Toma Dolliver	2529 Red Oak Lane	-	0.09	0.09
Deposit	09/14/10	198		Bonnie Watson	2432 Willow Oak Ln	50.00	0.33	50.33
Deposit	09/02/10	225		Juan Mata	2505 Birch Lane	50.00	0.32	50.32
Deposit	09/10/10	226		Donald O'Dell	2428 Cypress Ln	50.00	0.33	50.33
Deposit					912 Shaded Lane	50.00	0.32	50.32

Shaded Lane Water Company
Interest on Customer Deposits

2014

Type	Date	Account No.	Num	Name	Address	Deposit Amount	Accrued		Total
							Interest	Total Interest	
Deposit	10/07/10	228		Jason Clanton	2540 Willow Oak	50.00	0.31		50.31
Deposit	10/14/10	229		Kerry Weakley	24205 Willow Oak				50.31
Deposit	10/04/10	227		Robert Anders	2420 CR 529	50.00	0.31		50.31
Deposit	10/29/10	230		Autum Hart	2517 Willow Oak		0.08		0.08
Deposit	11/30/10	232		Charles Howitt	2525 Willow Oak Ln		0.09		0.09
Deposit	11/30/10	233		Ashley Trexler	936 Shaded Lane		0.06		0.06
Deposit	12/10/10	234		William Anderson	2524 Cypress Ln	50.00	0.28		50.28
Deposit	02/10/11	55		Patsy Sain	2533 Aspen Ln		0.21		0.21
Deposit	02/17/11	235		The Property Shop	2541 Red Oak Lane		0.03		0.03
Deposit	02/17/11	236		The Property Shop	3592 FM 2181		0.03		0.03
Deposit	04/04/11	84		Shannon Thomas	2420 Birch Ln	50.00	0.24		50.24
Deposit	04/28/11	237		Humberto Barrer Esquibel	2537 Red Oak Ln	50.00	0.23		50.23
Deposit	04/29/11	110		Martha Ruiz	2517 Aspen Lane	50.00	0.23		50.23
Deposit	05/23/11	238		Jana Jackson	2541 Red Oak Lane	50.00	0.23		50.23
Deposit	05/24/11	239		Shane Fincher	P.O. Box 454	50.00	0.23		50.23
Deposit	06/07/11	240		The Property Shop	2500 Redwood Cr	5.85	0.02		5.87
Deposit	06/24/11	241		Ronald Newcomer	920 Shaded Lane		0.18		0.18
Deposit	07/07/11	242		1st Choice House Buyers	2504 CR 529		0.07		0.07
Deposit	07/22/11	243		Elisabeth Gray	948 Shaded Lane		0.03		0.03
Deposit	07/28/11	244		Stephanie Smith	936 Shaded Lane		0.06		0.06
Deposit	07/31/11	245		Dolores Stone	2509 Willow Oak Ln	50.00	0.21		50.21
Deposit	08/12/11	60		Groniser, Michael	2525 Birch Ln		0.05		0.05
Deposit	08/04/11	246		Byrd, Kevin	2540 Willow Oak	50.00	0.21		50.21
Deposit	08/19/11	247		Joshua Bell	2517 Willow Oak		0.14		0.14
Deposit	08/31/11	250		Hall, Maria	2500 Redwood Cr	50.00	0.20		50.20
Deposit	09/30/11	249		Canales, Austin	2413 Aspen Lane		0.03		0.03
Deposit	09/30/11	251		Cundiff, Ann	2416 Willow Oak Lane	50.00	0.19		50.19
Deposit	10/31/11	252		Czapinski, Kim	2525 Willow Oak Ln	50.00	0.19		50.19
Deposit	11/30/11	253		Gilbert, Amanda	2524 Cypress Lane		0.02		0.02
Deposit	12/06/11	254		Ells, Karla	948 Shaded Lane	50.00	0.18		50.18
Deposit	12/06/11	273		Poole, Dale	2433 Willow Oak Lane		0.09		0.09
Deposit	01/31/12	255		French, John	2424 Cypress Lane	50.00	0.17		50.17
Deposit	01/31/12	256		Hill, Kim	2524 Red Oak Dr.	50.00	0.17		50.17
Deposit	02/29/12	257		Powell, Deanna	2504 Redwood Circle	50.00	0.16		50.16

Shaded Lane Water Company
Interest on Customer Deposits
2014

Type	Date	Account No.	Num	Name	Address	Deposit Amount	Accrued Interest	Total
Deposit	02/29/12	258		Saenz, Robert	2525 Birch Lane	9.60		9.60
Deposit	02/29/12	259		Zeman, Dale	2524 Cypress Lane		0.08	0.08
Deposit	02/29/12	260		Manriquez, Basilia	2524 Birch Lane	50.00	0.16	50.16
Deposit	04/30/12	261		Kuhn, Valerie	2409 Willow Oak Ln		0.13	0.13
Deposit	04/30/12	268		Paty, Elle	2429 Cypress Ln		0.14	0.14
Deposit	06/30/12	270		Lacy, Leah	2441 Cypress Ln	50.00	0.14	50.14
Deposit	06/30/12	271		Siegler, Lessie	2412 Aspen Lane	50.00	0.14	50.14
Deposit	06/30/12	279		Sain, Stacy	2512 Willow Oak		0.01	0.01
Deposit	06/30/12	285		McCullars, Brennan	2524 Aspen Lane	50.00	0.14	50.14
Deposit	07/16/12	288		Remax of Cleburne	2421 Willow Oak Lane		0.01	0.01
Deposit	08/01/12	289		Witzel, James	2448 Shaded Ln Cr	50.00	0.13	50.13
Deposit	08/13/12	290		Roberts, Kelly	2441 Aspen Lane	50.00	0.13	50.13
Deposit	08/13/12	291		Smith, Mitzi	2412 CR 529		0.04	0.04
Deposit	09/26/12	37		Sanchez, Idalia	2501 Aspen Ln	50.00	0.13	50.13
Deposit	10/29/12	292		Lane, Robert	2421 Willow Oak Lane	50.00	0.12	50.12
Deposit	11/21/12	293		GCSG Investments	2429 Willow Oak Ln		0.01	0.01
Deposit	12/31/12	294		Roth, Mendy	2429 Willow Oak Ln	50.00	0.11	50.11
Deposit	01/09/13	295		Lewis, Jill	2512 Willow Oak	50.00	0.11	50.11
Deposit	02/20/13	186		Cummings, Scott	2312 CR 529	50.00	0.10	50.10
Deposit	04/30/13	120		Ven-Ken, Inc.	2502 Redwood Circle	50.00	0.09	50.09
Deposit	04/10/13	296		Vicki Lewis Real Estate	2525 Cypress Lane	50.00	0.09	50.09
Deposit	05/13/13	297		Rankin, Kathy	2437 Cypress Lane	50.00	0.09	50.09
Deposit	06/27/13	294		Shawn Rendon		50.00	0.08	50.08
Deposit	06/24/13	298		Champ Properties		50.00	0.08	50.08
Deposit	06/24/13	299		Champ Properties		50.00	0.08	50.08
Deposit	06/28/13	300		Champ Properties		50.00	0.08	50.08
Deposit	08/07/13	301		David Wayne Thomas Jr	2520 Redwood Circle	50.00	0.08	50.08
Deposit	08/19/13	120		Clint Kersh	2420 Birch Ln	50.00	0.07	50.07
Deposit	09/09/13	302		Destany Woods		50.00	0.07	50.07
Deposit	09/23/13	303		Jacob Hubbard	2537 Redwood Circle	50.00	0.07	50.07
Deposit	10/04/13	221		Ven Ken Inc.	2521 Redwood Circle	50.00	0.07	50.07
Deposit	10/23/13	298		Chuck Johnston	2528 Redwood Cir	50.00	0.06	50.06
Deposit	10/30/13	304		Timothy Sain	2525 Cypress St	50.00	0.06	50.06
Deposit	12/11/13	17		Bradshaw, Lee	2517 Willow Oak		0.02	0.02
					900 Shaded Lane	50.00	0.05	50.05

Shaded Lane Water Company
Interest on Customer Deposits
2014

2014										
Type	Date	Account		Num	Name	Address	Deposit Amount	Accrued Interest		Total
		No.						Total	Interest	
Deposit	12/09/13	169			Champ Properties	2420 Cypress Lane		0.01		0.01
Deposit	12/16/13	306			Karen Conn Lawyer	2521 Aspen Lane	50.00	0.05		50.05
Deposit	12/27/13	307			Lugenia Doran	2413 Aspen Lane	50.00	0.05		50.05
Deposit	01/13/14	308			Greg Murphy	936 Shaded Lane	-	0.02		0.02
Deposit	01/13/14	309			Ben Ross	2420 Aspen Lane	-	0.01		0.01
Deposit	01/20/14	310			Bradshaw, Lee	CR 529	50.00	0.04		50.04
Deposit	02/28/14	311			Richard Wallace	2428 CR 529	50.00	0.04		50.04
Deposit	02/28/14	312			Opal Tabor	2504 CR 529	50.00	0.04		50.04
Deposit	03/07/14	313			Katelyn Flood	2517 Willow Oak Lane	50.00	0.04		50.04
Deposit	03/19/14	315			Christine Byrd	2533 Aspen Ln	50.00	0.04		50.04
Deposit	03/25/14	316			Tracey Hall	2420 Cypress Lane	-	0.02		0.02
Deposit	03/25/14	317			Julie Chasteen	920 Shaded Lane	50.00	0.03		50.03
Deposit	04/11/14	318			Tina O'Dell	2412 CR 529	50.00	0.03		50.03
Deposit	04/11/14	319			Jerry Heaslet	2529 Willow Oak Lane	50.00	0.03		50.03
Deposit	04/11/14	320			Patrick Robbins	2420 Aspen Lane	50.00	0.03		50.03
Deposit	05/12/14	321			Debora Hausler	2544 Red Oak Lane	50.00	0.03		50.03
Deposit	05/23/14	322			Brandy Duran	936 Shaded Lane	50.00	0.02		50.02
Deposit	06/18/14	323			Michelle Elenz	2525 Cypress Lane	50.00	0.02		50.02
Deposit	06/18/14	324			Marcos & Maria Bramasco	2524 Cypress Lane	50.00	0.02		50.02
Deposit	06/30/14	325			Esmeralda Mendez	2509 Red Oak Lane	50.00	0.02		50.02
Deposit	08/28/14	327			Heather Minnich	2409 Willow Oak Ln	50.00	0.01		50.01
Deposit	09/09/14	328			Alfredo Gomez	2516 Cypress Lane	50.00	0.01		50.01
Deposit	10/06/14	329			Laurie Conejo	2420 Cypress Lane	50.00	0.01		50.01
Deposit	10/06/14	330			Domenica Kingsborough	2429 Cypress Ln	50.00	0.01		50.01
Deposit	11/12/14	326			Vitaly Tarankov	2320 CR 529	50.00	0.01		50.01
Deposit	11/12/14	331			Dee Green	2512 Redwood Circle	50.00	0.01		50.01
Deposit	11/14/14	332			Connie Williams	2440 Birch Lane	50.00	-		50.00
Deposit	12/04/14	333			Hilda Acevedo	2516 Red Oak	50.00	-		50.00
Deposit	12/15/14	334			Devalon Burk	2528 Redwood Cir	50.00	-		50.00
Deposit	12/18/14	335			Joshua Postert	2500 Aspen Lane	50.00	-		50.00
							352.95			5,804.66
										(59.48)

Shaded Lane Water Company
Interest on Customer Deposits
2014

Type	Date	Account No.	Num	Name	Address	Deposit Amount	Accrued Interest	Total
							Total Interest	
							(17.40)	(17.40)
							6,351.71	5,727.78

Interest rates used

2004	6.00%
2005	6.00%
2006	3.09%
2007	4.68%
2008	4.69%
2009	2.09%
2010	0.34%
2011	0.19%
2012	0.12%
2013	0.12%
2014	0.09%

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Attachment 3, Question 5

List of Customer Deposits for Wise County Water Systems

Brighton Water Systems
Interest on Customer Deposits

<u>Acct #</u>	<u>Name</u>	<u>Date</u>	<u>Deposit</u> <u>@ 5/31/09</u>	<u>Total</u> <u>Accr Int</u>	<u>Total</u> <u>Balance</u>
325222-004	Dusk & Nicole Marrov	03/07/14	50.00	0.04	50.04
325576-002	Brooke Williams	03/07/14	50.00	0.04	50.04
382553-003	Trevor Gillespie	03/26/14	50.00	0.03	50.03
717100-001	Juan C Lopez	03/07/14	50.00	0.04	50.04
900448-002	Isidro Nieto	03/13/14	50.00	0.04	50.04
913319-001	Daniel Rodriguez	03/07/14	50.00	0.04	50.04
100000-002	Terry Stevens Jr.	04/11/14	50.00	0.03	50.03
100330-001	Longtide Homes	04/11/14	50.00	0.02	50.02
111011-002	Josh Snow	04/14/14	50.00	0.03	50.03
122331-001	Keith Jessel	04/28/14	50.00	0.03	50.03
149100-001	Longtide Homes	04/11/14	50.00	0.02	50.02
311937-005	Melynda Card	04/23/14	50.00	0.03	50.03
316595-126	VLMC, Inc.	04/11/14	50.00	0.02	50.02
326104-009	Ashley David	04/14/14	50.00	0.02	50.02
326121-003	Jeff Nash	04/28/14	50.00	0.03	50.03
380903-006	Jennifer Gartney	04/17/14	50.00	0.01	50.01
381293-003	Santa Homes LP	04/24/14	50.00	0.02	50.02
900195-007	Charles Bryan Kirkland	04/11/14	50.00	0.03	50.03
900274-004	Stacie Gray	04/21/14	50.00	0.03	50.03
111006-002	Aida Q Getty	05/12/14	50.00	0.03	50.03
111007-002	Belinda Martell	05/12/14	50.00	0.03	50.03
149000-002	Rachelle Oliver	05/13/14	50.00	0.03	50.03
183090-004	Stacy Collins	05/28/14	50.00	0.03	50.03
312646-005	Maria Molina	05/23/14	50.00	0.03	50.03
313323-006	PALM HARBOR HOMES	05/13/14	50.00	0.03	50.03
318599-003	Daniel Spivey	05/12/14	50.00	0.03	50.03
318927-004	PALM HARBOR HOMES	05/13/14	50.00	0.03	50.03
324686-004	Donald Norris	05/28/14	50.00	0.03	50.03
325190-003	Lecia Lewis	05/14/14	50.00	0.01	50.01
325837-004	PALM HARBOR HOMES	05/13/14	50.00	0.01	50.01
326104-010	Laura Reyes	05/23/14	50.00	0.03	50.03
381915-004	Rodney Tedder	05/28/14	50.00	0.03	50.03
900189-002	Amy Edwards	05/28/14	50.00	0.03	50.03
900664-005	Brandon Loggains	05/12/14	50.00	0.03	50.03
912377-004	Amber Mantooth	05/16/14	50.00	0.02	50.02
111008-002	Brandon Kennimer	06/24/14	50.00	0.02	50.02
182793-003	Eli Zarate Jr.	06/18/14	50.00	0.02	50.02
311406-002	Christa Routh	06/10/14	50.00	0.03	50.03

Brighton Water Systems
Interest on Customer Deposits

Acct #	Name	Date	Deposit @ 5/31/09	Total Accr Int	Total Balance
317751-003	Champ Properties	06/30/14	50.00	0.02	50.02
318999-003	John Kuban	06/04/14	50.00	0.01	50.01
319000-005	Gabriela Roman	06/13/14	50.00	0.02	50.02
324391-005	First American Mort Trust	06/19/14	50.00	0.02	50.02
324686-005	Manuel Gonzalez	06/17/14	50.00	0.03	50.03
325190-004	Megan Wells	06/11/14	50.00	0.02	50.02
325793-004	Chris Meekins	06/27/14	50.00	0.02	50.02
325837-005	Kevin Poe	06/12/14	50.00	0.02	50.02
325919-002	Karen Howard	06/13/14	50.00	0.02	50.02
381678-008	Wanda Miller	06/30/14	50.00	0.03	50.03
900910-002	Daniel Barnes	06/05/14	50.00	0.02	50.02
100004-001	Jessica Chambers	07/15/14	50.00	0.02	50.02
100005-001	Alberto Fierro Mata	07/17/14	50.00	0.02	50.02
100007-001	Ashley Nemas	07/22/14	50.00	0.02	50.02
100008-001	Richard Rivet	07/23/14	50.00	0.02	50.02
100009-001	Ashlyn Homes, Inc.	07/28/14	50.00	0.02	50.02
100011-001	Estela Gonzalez	07/28/14	50.00	0.02	50.02
100012-001	Angie Guinn	07/30/14	50.00	0.02	50.02
111005-002	Jose Maya	07/09/14	50.00	0.02	50.02
183810-004	Carlos Sapina	07/28/14	50.00	0.02	50.02
310558-004	Miranda Sipes	07/16/14	50.00	0.02	50.02
313690-003	Santa Homes LP	07/11/14	50.00	0.02	50.02
315060-004	Crystal Butler	07/18/14	50.00	0.02	50.02
318261-005	Dirk Preble	07/30/14	50.00	0.02	50.02
318621-008	Briselda Rodriques	07/11/14	50.00	0.02	50.02
318999-004	Sarah Blanton	07/21/14	50.00	0.02	50.02
319050-003	Joseph V Fischer	07/24/14	50.00	0.02	50.02
325876-004	Norman Monfort	07/08/14	50.00	0.02	50.02
380716-005	Douglas Pearson	07/30/14	50.00	0.02	50.02
380903-007	Laura Rueola	07/30/14	50.00	0.02	50.02
381168-004	Roy Rich	07/21/14	50.00	0.02	50.02
381549-003	Stephen Smith	07/30/14	50.00	0.02	50.02
381753-005	Sarah Therrien	07/11/14	50.00	0.02	50.02
382001-004	Stacey Guyot	07/29/14	50.00	0.02	50.02
382399-005	Texas Land Home Sales	07/03/14	50.00	0.02	50.02
900011-003	Jerry Devries	07/30/14	50.00	0.02	50.02
900527-002	Bryan Smith	07/08/14	50.00	0.02	50.02
311439-001	Gary D Walls Jr.	07/09/14	50.00	0.02	50.02

Brighton Water Systems
Interest on Customer Deposits

<u>Acct #</u>	<u>Name</u>	<u>Date</u>	<u>Deposit @ 5/31/09</u>	<u>Total Accr Int</u>	<u>Total Balance</u>
380716-004	Kristi K Frazier Special	07/17/14	50.00		50.00
111003-002	Stephen Mild	08/11/14	50.00	0.02	50.02
149100-002	Esther Wissmann	08/05/14	50.00	0.02	50.02
149505-002	James & Dusty Crafton	08/05/14	50.00	0.02	50.02
180377-003	Cory Schwenn	08/28/14	50.00	0.01	50.01
310459-003	Edmond Volner	08/06/14	50.00	0.02	50.02
313977-004	Edmond Volner	08/06/14	50.00	0.02	50.02
314568-003	Victoria Idell	08/29/14	50.00	0.02	50.02
315551-004	Pamela Ramussen	08/05/14	50.00	0.02	50.02
319707-007	Miriam Gandara Fabiola	08/05/14	50.00	0.02	50.02
324220-004	Brennan Malone	08/15/14	50.00	0.02	50.02
325093-004	Karman McGinn	08/14/14	50.00	0.02	50.02
325126-005	Brian & Emily Ross	08/13/14	50.00	0.02	50.02
900354-003	James W Walker	08/22/14	50.00	0.02	50.02
100013-001	Barbara Mencus	09/18/14	50.00	0.01	50.01
100015-001	Lorraine Rodd	09/12/14	50.00	0.01	50.01
100330-002	Tim & Mary Van Etten	09/08/14	50.00	0.01	50.01
111002-002	Carson Bennett	09/10/14	50.00	0.01	50.01
111004-002	Daisy Gonzalez	09/03/14	50.00	0.01	50.01
111012-003	Jeana Glazier	09/30/14	50.00	0.01	50.01
181986-003	Ponder Enterprises, Inc.	09/09/14	50.00		50.00
181986-004	Chelsea Berkley	09/23/14	50.00	0.01	50.01
316595-127	Joshua Fox	09/09/14	50.00	0.01	50.01
317729-003	Kristi K Frazier Sp Needs	09/03/14	50.00	0.01	50.01
324109-003	Michael Smith	09/24/14	50.00	0.01	50.01
325127-004	Jimmy Foreman	09/22/14	50.00	0.01	50.01
325256-004	Ponder Enterprises, Inc.	09/09/14	50.00	0.01	50.01
325256-005	Martha Cacillo	09/24/14	50.00	0.01	50.01
381293-004	Charles Braun	09/22/14	50.00	0.01	50.01
381711-006	Tod Radford	09/24/14	50.00	0.01	50.01
382014-003	Paige Phillips	09/29/14	50.00	0.01	50.01
900147-005	Jeremy Harp	09/03/14	50.00	0.01	50.01
900195-008	Enola Fabela	09/30/14	50.00	0.01	50.01
100320-001	Riverside Homebuilders	10/28/14	50.00	0.01	50.01
100321-001	Riverside Homebuilders	10/28/14	50.00	0.01	50.01
100323-001	Riverside Homebuilders	10/28/14	50.00	0.01	50.01
100324-001	Riverside Homebuilders	10/17/14	50.00	0.01	50.01
100325-001	Riverside Homebuilders	10/17/14	50.00	0.01	50.01

Brighton Water Systems
Interest on Customer Deposits

<u>Acct #</u>	<u>Name</u>	<u>Date</u>	<u>Deposit @ 5/31/09</u>	<u>Total Accr Int</u>	<u>Total Balance</u>
100326-001	Riverside Homebuilders	10/17/14	50.00	0.01	50.01
310558-005	Loren Davis	10/23/14	50.00	0.01	50.01
311752-003	Steve Scott	10/14/14	50.00	0.01	50.01
312594-004	Jimmy Gleaton	10/06/14	50.00	0.01	50.01
313690-004	Ezequiel Salos	10/06/14	50.00	0.01	50.01
314732-008	April Geiger	10/30/14	50.00	0.01	50.01
315640-006	Tammy Brady	10/16/14	50.00	0.01	50.01
318569-004	Jackie Zimmerman	10/06/14	50.00	0.01	50.01
318668-003	Daniel Maes, Jr.	10/13/14	50.00	0.01	50.01
319296-003	Re/Max Preferred Prop	10/23/14	50.00	0.01	50.01
323807-003	Steve Shepherd	10/31/14	50.00	0.01	50.01
324876-007	Wesley Markham	10/30/14	50.00	0.01	50.01
325730-004	Griselda Lopez	10/29/14	50.00	0.01	50.01
327044-006	Steve Joyner	10/06/14	50.00	0.01	50.01
380769-004	Ponder Enterprises, Inc.	10/30/14	50.00	-	50.00
381481-006	Angela Bumgarner	10/06/14	50.00	0.01	50.01
381851-011	Jim Whittle	10/06/14	50.00	0.01	50.01
382252-007	Anthony Herberger	10/31/14	50.00	0.01	50.01
382259-005	Brian Wheeler	10/23/14	50.00	0.01	50.01
900005-006	Kristi K Frazier Spec	10/09/14	50.00	0.01	50.01
900147-006	Jason Campbell	10/08/14	50.00	0.01	50.01
900723-004	Shauna Wheeler	10/21/14	50.00	0.01	50.01
100354-001	Steve Basham	11/19/14	50.00	0.01	50.01
317751-004	Haniyyah Castro	11/18/14	50.00	0.01	50.01
324182-003	Cinthia Fernandez	11/10/14	50.00	0.01	50.01
324579-003	Chase Thomas	11/10/14	50.00	0.01	50.01
180377-004	Kelli Baker	11/24/14	50.00	-	50.00
380769-005	Mike Hinton	11/26/14	50.00	-	50.00
381035-008	Nicole Troutman	11/05/14	50.00	0.01	50.01
381851-001	Adam Hoots	11/10/14	50.00	0.01	50.01
900902-004	David Davis	11/05/14	50.00	0.01	50.01
912377-005	David Oliver	11/24/14	50.00	-	50.00
100132-001	Kelly Hampton	12/10/14	50.00	-	50.00
100151-001	Ponder Enterprises, Inc.	12/09/14	50.00	-	50.00
100168-001	Ponder Enterprises, Inc.	12/09/14	50.00	-	50.00
100257-001	Maribelda Ugarte	12/05/14	50.00	-	50.00
100490-001	Denis Sansoucoe	12/15/14	50.00	-	50.00
319157-005	Joseph Marcus	12/03/14	50.00	-	50.00

Brighton Water Systems
Interest on Customer Deposits

<u>Acct #</u>	<u>Name</u>	<u>Date</u>	<u>Deposit @ 5/31/09</u>	<u>Total Accr Int</u>	<u>Total Balance</u>
323807-004	Jeromi Hibbs	12/03/14	50.00	-	50.00
382415-003	Tracey George	12/15/14	50.00	-	50.00
900005-007	Javier Arreguin	12/08/14	50.00	-	50.00
900133-005	Jeremy Avgline	12/08/14	50.00	-	50.00
900799-003	JoAnna Sammons	12/23/14	50.00	-	50.00
Total			\$ 53,410.00	\$ 741.92	\$ 54,151.92
2009	Applied Deposits/Interest		2,280.00	62.80	2,342.80
2010	Applied and Refunded Deposits/Interest		4,026.90	80.65	3,857.32
2011	Applied and Refunded Deposits/Interest		3,697.99	47.12	3,745.11
2012	Applied and Refunded Deposits/Interest		4,455.43	40.73	4,146.16
2013	Applied and Refunded Deposits/Interest		3,500.00	0.08	3,500.08
Jan-14	Applied and Refunded Deposits/Interest		200.00		
Feb-14	Applied and Refunded Deposits/Interest		550.00		
Mar-14	Applied and Refunded Deposits/Interest		948.88		
Apr-14	Applied and Refunded Deposits/Interest		150.00		
May-14	Applied and Refunded Deposits/Interest		450.00		
Jun-14	Applied and Refunded Deposits/Interest		400.00		
Jul-14	Applied and Refunded Deposits/Interest		950.00		
Aug-14	Applied and Refunded Deposits/Interest		350.00		
Sep-14	Applied and Refunded Deposits/Interest		800.00		
Oct-14	Applied and Refunded Deposits/Interest		450.00		
Nov-14	Applied and Refunded Deposits/Interest		450.00		
Dec-14	Applied and Refunded Deposits/Interest		350.00		
2014	Applied and Refunded Deposits/Interest		6,048.88	-	-
Total per General Ledger			\$ 29,400.80	\$ 510.55	\$ 36,560.46

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Attachment 4, Question 9

Ni America Texas Certification of Account Status



Franchise Tax Account Status

As of: 04/09/2015 02:05:06 PM

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

NI AMERICA TEXAS, LLC	
Texas Taxpayer Number	32034207814
Mailing Address	10913 METRONOME DR HOUSTON, TX 77043-2201
Right to Transact Business in Texas	ACTIVE
State of Formation	DE
Effective SOS Registration Date	11/27/2007
Texas SOS File Number	0800902877
Registered Agent Name	CORPORATION SERVICE COMPANY DBA CSC - LAWYERS INCO
Registered Office Street Address	211 E. 7TH STREET SUITE 620 AUSTIN, TX 78701

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Attachment 5, Questions 11 & 13

Description of Applicants & Nature of the Transaction

Attachment 5

Description of Applicants and Nature of the Transaction

Ni Pacolet Milliken Utilities, LLC (Buyer) intends to retain the existing third party contract operator to continue to perform the duties and responsibilities in a manner consistent with its current duties and responsibilities performed for Ni America Texas.

Because the Purchase Agreement is structured as a purchase of equity interests, this Application does not involve a transfer of the facilities or the land owned by Ni America Texas or occupied by the Ni America Texas' systems, and Ni America Texas will continue to own or lease the land on which its facilities are located.

Additionally, Ni America Texas will continue to offer services from its existing tariff following the transfer of equity interests to Buyer.

This transfer is in the public interest. Although the ultimate owner of Ni America Texas will change, Ni America Texas will continue to own, manage and control the facilities it currently owns, manages and controls. Buyer intends to retain current management to manage Ni America Texas' operations. Since Buyer intends to retain both current management and the existing contract operator of Ni America Texas, the transition of the utilities operations upon consummation of the transaction will be seamless and efficient, and the day-to-day operations of the utility will continue to be managed and operated as they are currently managed and operated. Buyer's acquisition of the equity interests in Ni America Texas therefore will not result in any material change in the regular daily operation or management of its water or wastewater systems.

Further, Buyer is a wholly-owned subsidiary of a private, financially sound family-owned investment company, Pacolet Milliken Enterprises (PME), with a forward-looking mandate to preserve and grow its assets. Buyer and its parent corporation desire to provide high quality service to the Ni America Texas customers at an economical value based on a conservative balance of equity and debt, and in accordance with prudent standards prevailing in the industry. Buyer's parent corporation (including the family that owns it) has been prudent and successful in its other business interests, which date back to the 1860's. For example, the Buyer will be a sister company of Lockhart Power Company, a regulated electrical power utility in South Carolina that was founded by the Milliken Family in 1912.

The Buyer has designated Ralph Walker, its CEO, and William Crawford, its General Counsel, to oversee the day-to-day activities carried out by Ni America Texas management and contract operator in the operation of Ni America Texas' utilities. Mr. Walker has led PME's Energy operations for the past three years. He has over 28 years of experience as the president of energy infrastructure companies and independent power producing companies. In 1982, he established Aquenergy Systems, Inc., which became the largest independent developer and operator of hydroelectric projects in the southeastern United States. Mr. Crawford is a transactional lawyer with over 25 years of experience. He has been with PME for two years. Prior to that, he was the general counsel of the 45th largest bank holding company in the United States. He was also in private practice for a number of years, where he had a successful transactional and regulatory practice (primarily in the financial institutions area).

Ni America Texas, LLC
10913 Metronome, Houston, TX 77043
STM Application to Transfer CCN No. 11922 to Ni Pacolet Milliken Utilities, LLC

Attachment 6, Question 12

Equity Purchase Agreement between Pacolet Milliken & Ni America

EXECUTION VERSION

EQUITY PURCHASE AGREEMENT

dated as of

February 26, 2015

by and between

PACOLET MILLIKEN ENTERPRISES, INC. and

NI AMERICA CAPITAL MANAGEMENT LLC

relating to the purchase and sale of

100% of the equity interests

of each of

NI SOUTH CAROLINA UTILITIES INC.,

NI SOUTH CAROLINA LLC,

NI FLORIDA, LLC,

NI AMERICA TEXAS, LLC and

NI AMERICA OPERATING, LLC

TABLE OF CONTENTS

PAGE

ARTICLE 1 DEFINITIONS

Section 1.01. <i>Definitions</i>	1
Section 1.02. <i>Other Definitional and Interpretative Provisions</i>	7

ARTICLE 2 PURCHASE AND SALE

Section 2.01. <i>Purchase and Sale</i>	8
Section 2.02. <i>Initial Closing</i>	8
Section 2.03. <i>Florida Closing</i>	9
Section 2.04. <i>Texas Closing</i>	10
Section 2.05. <i>Closing Balance Sheets</i>	10
Section 2.06. <i>Adjustment of Purchase Price</i>	12
Section 2.07. <i>Allocation of Purchase Price</i>	13

ARTICLE 3 REPRESENTATIONS AND WARRANTIES OF SELLER

Section 3.01. <i>Corporate Existence and Power</i>	15
Section 3.02. <i>Seller Authorization</i>	15
Section 3.03. <i>Governmental Authorization</i>	15
Section 3.04. <i>Noncontravention</i>	16
Section 3.05. <i>Capitalization</i>	16
Section 3.06. <i>Ownership of Equity Interests</i>	16
Section 3.07. <i>Subsidiaries</i>	16
Section 3.08. <i>Financial Statements</i>	17
Section 3.09. <i>Absence of Certain Changes</i>	17
Section 3.10. <i>No Undisclosed Material Liabilities</i>	18
Section 3.11. <i>Material Contracts</i>	18
Section 3.12. <i>Litigation</i>	19
Section 3.13. <i>Compliance with Laws; Permits</i>	20
Section 3.14. <i>Properties</i>	20
Section 3.15. <i>Intellectual Property</i>	21
Section 3.16. <i>Insurance Coverage</i>	21
Section 3.17. <i>Individual Service Providers</i>	22
Section 3.18. <i>Employee Benefit Plans</i>	22
Section 3.19. <i>Regulation as a Utility</i>	23
Section 3.20. <i>Environmental Matters</i>	23
Section 3.21. <i>Taxes</i>	24
Section 3.22. <i>Finders' Fees</i>	25

ARTICLE 4
REPRESENTATIONS AND WARRANTIES OF BUYER

Section 4.01. <i>Corporate Existence and Power</i>	25
Section 4.02. <i>Corporate Authorization</i>	25
Section 4.03. <i>Governmental Authorization</i>	25
Section 4.04. <i>Noncontravention</i>	26
Section 4.05. <i>Litigation</i>	26
Section 4.06. <i>Finders' Fees</i>	26
Section 4.07. <i>Financing</i>	26
Section 4.08. <i>Purchase for Investment</i>	26
Section 4.09. <i>Inspections; No Other Representations</i>	26

ARTICLE 5
COVENANTS OF SELLER

Section 5.01. <i>Conduct of the Company</i>	27
Section 5.02. <i>Access to Information</i>	29
Section 5.03. <i>Restriction on Solicitation of Employees</i>	30
Section 5.04. <i>Seller Confidentiality</i>	30
Section 5.05. <i>Resignations</i>	30
Section 5.06. <i>Holdback</i>	31
Section 5.07. <i>Florida Capital Expenditures</i>	31

ARTICLE 6
COVENANTS OF BUYER

Section 6.01. <i>Confidentiality</i>	31
Section 6.02. <i>Access</i>	32
Section 6.03. <i>Waiver of Conflicts Regarding Representation; Non-assertion of Attorney-Client Privilege</i>	32

ARTICLE 7
COVENANTS OF BUYER AND SELLER

Section 7.01. <i>Reasonable Best Efforts; Further Assurances</i>	33
Section 7.02. <i>Public Announcements</i>	36
Section 7.03. <i>Notices of Certain Events</i>	36
Section 7.04. <i>Tax Covenants</i>	36
Section 7.05. <i>CoBank Arrangement</i>	39

ARTICLE 8
EMPLOYEE BENEFITS

Section 8.01. <i>Individual Service Providers</i>	39
Section 8.02. <i>Buyer Service Provider Plans</i>	40
Section 8.03. <i>No Third-Party Beneficiaries</i>	41

ARTICLE 9
CONDITIONS TO INITIAL CLOSING

Section 9.01. <i>Conditions to Obligations of Buyer and Seller</i>	41
Section 9.02. <i>Conditions to Obligation of Buyer</i>	41
Section 9.03. <i>Conditions to Obligation of Seller</i>	42
Section 9.04. <i>Frustration of Closing Conditions</i>	42

ARTICLE 10
CONDITIONS TO FLORIDA CLOSING AND TEXAS CLOSING

Section 10.01. <i>Conditions to Florida Closing</i>	42
Section 10.02. <i>Conditions to Texas Closing</i>	43
Section 10.03. <i>Frustration of Closing Conditions</i>	44

ARTICLE 11
SURVIVAL; INDEMNIFICATION

Section 11.01. <i>Survival</i>	44
Section 11.02. <i>Indemnification</i>	44
Section 11.03. <i>Third-Party Claim Procedures</i>	46
Section 11.04. <i>Direct Claim Procedures</i>	47
Section 11.05. <i>Calculation of Damages</i>	47
Section 11.06. <i>Assignment of Claims</i>	48
Section 11.07. <i>Treatment of Payments</i>	48
Section 11.08. <i>Waiver of Claims; Exclusive Remedy</i>	48

ARTICLE 12
TERMINATION

Section 12.01. <i>Grounds for Termination of the Agreement</i>	49
Section 12.02. <i>Grounds for Termination of Florida Transactions</i>	49
Section 12.03. <i>Grounds For Termination Of Texas Transactions</i>	50
Section 12.04. <i>Effect Of Termination</i>	50

ARTICLE 13
MISCELLANEOUS

Section 13.01. <i>Notices</i>	51
Section 13.02. <i>Amendments and Waivers</i>	52
Section 13.03. <i>Expenses</i>	52
Section 13.04. <i>Successors and Assigns</i>	52
Section 13.05. <i>Governing Law</i>	52
Section 13.06. <i>Jurisdiction</i>	52
Section 13.07. <i>WAIVER OF JURY TRIAL</i>	53
Section 13.08. <i>Counterparts; Effectiveness; Third-Party Beneficiaries</i>	53
Section 13.09. <i>Non-Recourse</i>	53
Section 13.10. <i>Entire Agreement</i>	53

Section 13.11. <i>Severability</i>	53
Section 13.12. <i>Disclosure Schedules</i>	54
Section 13.13. <i>Specific Performance</i>	54

Exhibits

Exhibit A	Accounting Policies
Exhibit B	Employee Services Agreement
Exhibit C	Assignment and Assumption Agreement for South Carolina Closing
Exhibit D	Assignment and Assumption Agreement for Florida Closing
Exhibit E	Assignment and Assumption Agreement for Texas Closing
Exhibit F	Form of Closing Statement