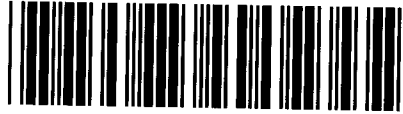




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Addendum StartPage: 0

APPLICATION OF NI PACOLET
MILLIKEN UTILITIES, LLC TO
PURCHASE AND TRANSFER THE
STOCK OF NI AMERICA TEXAS, LLC §
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PUBLIC UTILITY COMMISSION
OF TEXAS

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JOINT MOTION TO ADMIT EVIDENCE

The Staff of the Public Utility Commission of Texas (Commission Staff) and Ni America Texas, LLC (Ni America) file this Joint Motion to Admit Evidence. Staff and Ni America request that certain evidence be admitted into the record in support of their filed Proposed Notice of Approval. In support of their Joint Motion to Admit Evidence, Staff and Ni America state the following:

I. Background

On April 17, 2015, Ni America and Ni Pacolet Milliken Utilities, LLC (Ni Pacolet) (collectively, Applicants) filed an application for the sale, transfer, or merger (STM) of water certificate of convenience and necessity (CCN) No. 11922 with the Commission. The CCN No. 11922 service area is located in Johnson and Wise Counties, Texas. On May 14, 2015, Applicants filed a motion to have the application considered as an application for approval of the purchase and transfer of voting stock in another utility pursuant to Tex. Water Code § 13.302 and 16 TAC § 24.111. On May 19, 2015, the Administrative Law Judge (ALJ) granted Applicants' motion to reclassify the transaction as an application for the purchase and transfer of voting stock.

On October 2, 2015, Staff filed its Recommendation on Final Disposition. Staff recommended that the Commission approve the application and approve the requested purchase and transfer of voting stock from Ni America to Ni Pacolet.

On October 9, 2015, Staff and Applicants filed their Proposed Notice of Approval.

II. Joint Motion to Admit Evidence

Staff and Applicants request that the following evidence be admitted as evidence in the record:

- a. Exhibit 1: Application of Ni America and Ni Pacolet for Sale, Transfer, or Merger of a Retail Public Utility and accompanying Attachments 1, 2, 3, 4, 5, 6, 7, 8, 9,

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- and 10 (filed on April 17, 2015);
- b. Exhibit 2: Supplement to Ni America and Ni Pacolet's Sale, Transfer, or Merger Application with Original Signed Application Pages 7 and 19 (filed on April 28, 2015);
 - c. Exhibit 3: Ni America and Ni Pacolet's Motion to Have Application Considered as Purchase and Transfer of Voting Stock in Another Utility (filed on May 14, 2015);
 - d. Exhibit 4: Ni America and Ni Pacolet's Amendment to Stock Transfer Application Pursuant to Order No. 2 and accompanying Exhibits A, B, and C (filed on June 1, 2015);
 - e. Exhibit 5: **CONFIDENTIAL** PME and Subsidiaries consolidated financial statements for years ended December 31, 2013 and 2014 and letter from independent auditor of PME regarding Ni Pacolet financials (filed confidentially on July 22, 2015).
 - f. Exhibit 6: Ni America and Ni Pacolet's Supplement to Stock Transfer Application Pursuant to Order No. 3 (filed on July 24, 2015).
 - g. Exhibit 7: **CONFIDENTIAL** Ni America's consolidated balance sheet and consolidated income statement and statement of cash flows for the year 2014 and as of May 31, 2015. (filed confidentially on July 24, 2015).
 - h. Exhibit 8: Ni America and Ni Pacolet's Additional Supplement to Stock Transfer Application Pursuant to Order No. 3 and accompanying Exhibit A (filed on July 30, 2015).
 - i. Exhibit 9: **CONFIDENTIAL** Exhibits A, E, and F to Equity Purchase Agreement between PME and Ni America Capital Management, LLC (filed confidentially on August 6, 2015).
 - j. Exhibit 10: Staff's recommendation on final disposition (filed on October 2, 2015).

III. Conclusion

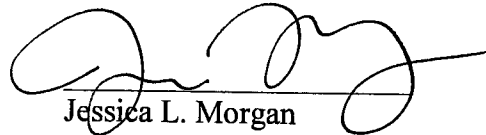
Staff and Applicants request that the evidence specified in this Joint Motion to Admit Evidence be admitted into the record. Staff and Applicants further request any and all other relief to which they are justly entitled.

Dated: October 9, 2015

Respectfully Submitted,

Margaret Uhlig Pemberton
Division Director
Legal Division

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Managing Attorney
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*Commission Staff of the Public Utility
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- and -

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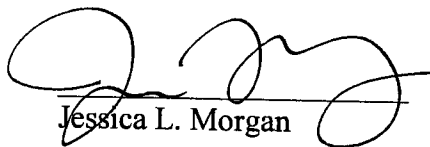


Attorney for Ni America Texas, LLC

DOCKET NO. 44656

CERTIFICATE OF SERVICE

I certify that a copy of this document will be served on all parties of record on this October 9, 2015, in accordance with 16 TAC § 22.74.


Jessica L. Morgan