



Control Number: 44794



Item Number: 18

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DOCKET NO. 44794

APPLICATION OF QUADVEST, L.P. AND §
WESTSIDE WATER, LLC FOR SALE, §
TRANSFER, OR MERGER OF FACILITIES §
AND CERTIFICATE RIGHTS IN HARRIS, §
WALLER, AND FORT BEND COUNTIES §
§

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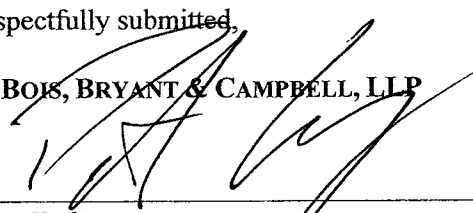
JOINT STATUS REPORT AND NOTICE OF TRANSACTION

Pursuant to Order No. 4 issued in this docket and 16 Tex. Admin. Code § 24.109(g), Quadvest, L.P. ("Quadvest") hereby files, for itself with permission from Westside Water, LLC ("Westside"), this Joint Status Report and Notice of Transaction, and states the following:

1. On November 6, 2015, Quadvest and Westside closed on that certain Asset Purchase Agreement dated June 1, 2015 providing for the sale of the water and wastewater system assets that are the subject of this docket.
2. Pursuant to 16 Tex. Admin. Code § 24.109(g), attached as Exhibit A is a fully-executed Bill of Sale evidencing the closing.
3. Westside transferred the customer deposits to Quadvest on November 6, 2015, as part of the closing. Westside will be filing a notice in this docket evidencing the transfer of the deposits on that date.
4. As contemplated in the Commission Staff's Final Recommendation, Quadvest hereby reports that it has initiated the process of obtaining a public water system ("PWS") certification for Lake Pointe Estates. Specifically, Quadvest has contracted a licensed professional engineer to prepare the necessary documentation and pursue the issuance of the certificate, and anticipates that the documentation will be submitted to the Texas Commission on Environmental Quality within 30 days of this filing.
5. Quadvest anticipates obtaining the PWS certificate from TCEQ well in advance of the October 19, 2016 deadline to submit all closing documents in this matter.

Respectfully submitted,

DUBOIS, BRYANT & CAMPBELL, LLP



Peter T. Gregg
State Bar No. 00784174
303 Colorado, Suite 2300
Austin, Texas 78701
(512) 457-8000
(512) 457-8008 (fax)

ATTORNEYS FOR QUADVEST, L.P.

CERTIFICATE OF SERVICE

By my signature above, I hereby certify that on the 18th day of November, 2015, the foregoing document was serviced via first class mail to the following:

Douglas M. Brown, Attorney
Public Utility Commission of Texas
1701 N. Congress Ave.
P.O. Box 13326
Austin, Texas 78711-3326

Alexander White
Andrews Kurth, LLP
600 Travis, Suite 4200
Houston, TX 77002
ATTORNEYS FOR WESTSIDE WATER, LLC

EXHIBIT A

BILL OF SALE

This Bill of Sale ("**Bill of Sale**"), is dated to be effective as of 12:01 a.m., Houston, Texas time on November 10, 2015 (the "**Effective Date**"), is entered into by and between Westside Water, LLC, a Texas limited liability company ("**Grantor**") and Quadvest, L.P., a Texas limited partnership ("**Grantee**").

WITNESSETH:

WHEREAS, Grantor and Grantee are parties to that certain Asset Purchase Agreement dated June 1, 2015 (as amended, the "**Agreement**"), providing, on the terms and conditions set forth in the Agreement, for the transfer to Grantee of substantially all of the assets and the business of the Grantor related to that certain production water and wastewater utility system operated by Grantor and located in Harris County and Fort Bend County, Texas (the "**Business**"), and the assumption by Grantee of certain specified liabilities and obligations of Grantor; and

NOW, THEREFORE, in consideration of the premises and of delivery this date by Grantee to Grantor of the consideration specified by the Agreement, the receipt of which by Grantor is hereby acknowledged, Grantor, as of the Effective Date, has conveyed, granted, bargained, sold, transferred, set over, assigned, remised, released, delivered and confirmed and by this Bill of Sale, does convey, grant, bargain, sell, transfer, set over, assign, remise, release, deliver and confirm unto Grantee, its successors and assigns, forever, all of Grantor's right, title and interest in and to the following (collectively, the "**Assets**"):

(a) the fixtures, equipment and other tangible assets and personal property listed on Exhibit A attached hereto; and

(b) all personal property owned by Grantor and located on the real property described on Exhibit B attached hereto.

TO HAVE AND TO HOLD, as of the Effective Date, said Assets with all of the appurtenances thereto, unto Grantee, its successors and assigns, for its and their use forever.

In exchange for the transfer and conveyance of the Assets hereby conveyed, transferred, assigned and delivered or intended so to be, Grantee has delivered and by this Bill of Sale does deliver, unto Grantor or pursuant to Grantor's instructions, in accordance with the Agreement, and Grantor hereby acknowledges receipt of, the consideration specified in the Agreement as provided to be delivered to Grantor pursuant to the Agreement.

AND THE PARTIES HERETO FURTHER MUTUALLY COVENANT AND AGREE AS FOLLOWS:

1. Grantor covenants and agrees with Grantee that Grantor will, whenever and as often as required so to do by Grantee, its successors and assigns, execute, acknowledge and deliver such other instruments of conveyance and transfer and take such other action as reasonably may be required more effectively to convey, transfer to and vest in Grantee, its successors and assigns, and to put Grantee, its successors and assigns in possession of, any

property conveyed, transferred and delivered hereunder, and in the case of contracts which cannot be transferred effectively without the consent of third parties, to cooperate with Grantee in any reasonable arrangement specified by Grantee to obtain such consents and to take such other action as may be reasonably necessary to assure to Grantee, its successors and assigns, all rights and benefits thereof.

2. Nothing in this Bill of Sale, express or implied, is intended or shall be construed to confer upon, or give to, any person, firm or corporation other than the parties hereto and their respective successors or assigns, any right or remedy under or by reason of this Bill of Sale or any term, covenant or condition hereof, and all the terms, covenants, conditions, promises and agreements contained in this Bill of Sale shall be for the sole and exclusive benefit of the parties hereto and their successors and assigns.

3. This Bill of Sale is executed and delivered pursuant to the Agreement.

IN WITNESS WHEREOF, each of the parties hereto have caused this Bill of Sale to be executed by their duly authorized representatives to be effective as of the day and year first above written.

GRANTOR:

WESTSIDE WATER, LLC
a Texas limited liability company

By: 
Suzanne P. Kornblit, President

GRANTEE:

QUADVEST, L.P.

By: Quadvest Management, L.L.C.,
a Texas limited liability company,
its General Partner

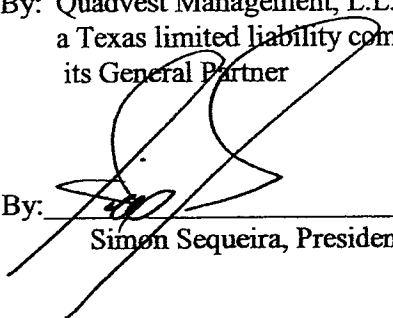
By: 
Simon Sequeira, President

EXHIBIT A

Lakes of Fairhaven Wastewater Treatment Plant

- Influent Triplex Wastewater Pumping Station including sewage wetwell, three submersible pumps, piping & valves and controls.
- 120,000 gpd Concrete WWTP including air piping, diffusers and valves, sludge collection equipment, effluent flow meter
- Tilt-Wall Concrete Blower/Chemical Feed Building with 3 Blowers, Blower Controls, Bleach Pump, Bleach Storage Tank, Effluent Flow Recorder, Electrical Gutter, Disconnects, Conduit and Wiring
- Yard Piping and Valves between Influent Pumping Station and Treatment Plant, Effluent Weir and Outfall Pipe, Plant Drain Piping
- Electrical Service including site conduit and wiring
- 8 foot high wood fencing and gates

Lakes of Fairhaven Groundwater Plant

- Well No. 2 and associated meter
- Well No. 3 and associated meter
- Well No. 4 and associated meter
- Well No. 5 and associated meter
- 125,000 gallon Ground Storage Tank No. 1
- 125,000 gallon Ground Storage Tank No. 2
- Tilt-Wall Concrete Booster Pump/Chemical Feed Building
- Booster Pump No. 1 (20 HP)
- Booster Pump No. 2 (20 HP)
- Booster Pump No. 3 (25 HP)
- Booster Pump No. 4 (25 HP)
- Well Control Panels
- Booster Pump Control Panel
- Electrical Conduit and Wiring in Building
- Disinfectant Bleach Feed Pumps and Storage Tanks
- Polyphosphate Feeding System
- Well and Booster Pump Controls
- 6,000 gallon Hydropneumatic Tank No. 1
- 6,000 gallon Hydropneumatic Tank No. 2
- 300 kW natural gas generator
- 400 Amp Automatic Transfer Switch
- Yard Piping & Valves
- Electrical Service, Conduit and Wiring on the Site
- 8 foot high Wood Fencing

Lake Pointe Estates Assets

- 8600 ft. of water line
- 46 Sanitary manholes
- 4 mainline blow offs
- 8600 feet of Sanitary sewer main
- 10 main line water valves
- 1 sanitary lift station with a wet well, 2 lift pumps and control panel
- Saddles, lateral extensions, inline valves, flush valves and all other associated components relating to the distribution and collection systems serving the Lake Pointe Estates subdivision

Lake Pointe Estates Meter List

Service Address	Meter Size
24918 TEAL LAKE CT	1"
24918 TEAL LAKE CT	1"
24811 LAGUNA EDGE DR	1"
2202 BRITTON RIDGE DR	1"
24910 TEAL LAKE CT	1 1/2"
24930 N POINTE PL	5/8"
24800 LAKE POINTE ESTATES	5/8"
24911 N POINTE PLACE	5/8"
2227 BRAER RIDGE DR	3/4"
2502 BRITTON RIDGE DR	3/4"
24902 MIST LAKE CT	3/4"
24911 MIST LAKE CT	3/4"
24818 BOULDER LAKE CT	3/4"
24803 BOULDER LAKE CT	3/4"
24811 BOULDER LAKE CT	3/4"
24800 LAKE POINT ESTATES DR	3/4"
24903 LAGUNA EDGE DR	3/4"
2602 BRITTON RIDGE DR	3/4"
24927 N POINT PL	3/4"
2519 BRAER RIDGE DR	3/4"
24819 LAGUNA EDGE DR	3/4"
24826 N POINT PL	3/4"
BY 2601 1/2 BRITTON RIDGE	3/4"
BY 2409 1/2 BRITTON RIDGE	3/4"
BY 2219 1/2 BRITTON RIDGE	3/4"
BY 2228 1/2 BRAER RIDGE	3/4"
BY 2402 1/2 BRAER RIDGE	3/4"
BY 2602 1/2 BRAER RIDGE	3/4"
24803 MILLS LAKE CT	3/4"
24819 BOULDER LAKE CT	3/4"
24903 MIST LAKE CT	3/4"

Lake Pointe Estates Meter List (con't.)

2402 BRITTON RIDGE DR	3/4"
24811 MILLS LAKE CT	3/4"
2603 BRAER RIDGE DR	3/4"
24818 N POINT PL	3/4"
24902 N POINT PL	3/4"
24910 N POINT PL	3/4"
2218 BRITTON RIDGE DR	3/4"
24835 LAGUNA EDGE DR	3/4"
24910 MIST LAKE CT	3/4"
2419 BRAER RIDGE DR	3/4"
24914 LAGUNA EDGE DR	3/4"
24922 LAGUNA EDGE DR	3/4"
24802 BOULDER LAKE CT	3/4"
24823 N POINT PL	3/4"
24802 MILLS LAKE CT	3/4"
24918 MIST LAKE CT	3/4"
2001 GREEN BUSH RD	2"
24903 N POINT PL	1"
2611 BRAER RIDGE DR	1"
2510 BRITTON RIDGE DR	1"
2319 BRAER RIDGE DR	1"
2503 BRAER RIDGE DR	1"
2203 BRAER RIDGE DR	1"
24918 N POINT PL	1"
2310 BRITTON RIDGE DR	1"
24830 LAGUNA EDGE DR	1"
24906 LAGUNA EDGE DR	1"
24919 MIST LAKE CT	1"
24935 LAGUNA EDGE DR	1"
24803 LAGUNA EDGE DR	1"
2318 BRITTON RIDGE LN	1"
2311 BRAER RIDGE DR	1"
24811 LAGUNA EDGE DR	1"
24927 LAGUNA EDGE DR	1"
2518 BRITTON RIDGE DR	1"
2418 BRITTON RIDGE DR	1"
2511 BRAER RIDGE DR	1"
2403 BRAER RIDGE DR	1"
24811 N POINT PL	1"
2618 BRITTON RIDGE DR	1"
24827 LAGUNA EDGE DR	1"
24918 TEAL LAKE CT	1"
2219 BRAER RIDGE DR	1"
24911 LAGUNA EDGE DR	1"

Lake Pointe Estates Meter List (con't.)

24926 N POINT PL	1"
2211 BRAER RIDGE DR	1"
2302 BRITTON RIDGE DR	1"
24834 N POINT PL	1"
2610 BRITTON RIDGE DR	1"
2303 BRAER RIDGE DR	1"
24819 MILLS LAKE CT	1"
2202 BRITTON RIDGE DR	1"
24902 TEAL LAKE CT	1"
2619 BRAER RIDGE DR	1"
24810 N POINT PL	1"
2410 BRITTON RIDGE DR	1"
24802 N POINT PL	1"
24818 MILLS LAKE CT	1"
2411 BRAER RIDGE DR	1"
24814 LAGUNA EDGE DR	1"
24822 LAGUNA EDGE DR	1"
24919 LAGUNA EDGE DR	1"
24919 TEAL LAKE CT	1"
2210 BRITTON RIDGE DR	1"
24903 TEAL LAKE CT	1 1/2"
24910 TEAL LAKE CT	1 1/2"
24831 N POINT PL	1 1/2"
24810 BOULDER LAKE CT	1 1/2"

LAKES OF FAIRHAVEN WATER DISTRIBUTION & SEWAGE COLLECTION ASSTS

Section One (South of Little Cypress Creek)	# Customer Services	Length of 8" W.L.	Length of 6" W.L.	Length of 4" W.L.	Length of 3" W.L.	Length of 2" W.L.	# Fire Hydrants	Length of 8" San Swr	# San Swr Manholes
West Cameron Ridge	14			1000				856	2
Parish Timbers Ct.	7					540		432	
Bowden Crest Dr.	13			1338				1218	6
West Farwood Terrace	19		1766					1834	14
Ivy Manor Ct.	6					287		160	1
Calico Peak Way	14		364	1383				1802	10
Ruby Valley Ct.	16				925			752	2
Pricewood Manor Ct.	16			585	865			772	2
East Cameron Ridge	22			1386				1174	6
Ledgefield	28		570	1428				1796	9
Lakes of Fairhaven Dr.				700					
Prescott Manor	13			514	106	780		1175	7
Rankin Meadows Ct.	7					558		427	1
East Farwood Terrace	15				917			704	3

Sections Two, Three & Five (North of Little)	# Customer Services	Length of 8" W.L.	Length of 6" W.L.	Length of 4" W.L.	Length of 3" W.L.	Length of 2" W.L.	# Fire Hydrants	Length of 8" San Swr	# San Swr Manholes
Fairhava Forest Dr.		387					1	323	2
Fairhaven Forest Ct.	9	1058	390				3	1570	11
Fairhaven Sunrise Ct.	12	131			654			578	4
Fairhaven Sunset Ct.	7				385			218	1
Haven Forest Ct.	7				385			221	1
Fairhaven Park Ct.	4				305			147	2
Fairhaven Gateway	12	494	395				1	744	3
Fairhaven Creek	12	1438						1543	8
Refuge Creek Dr.	10		1187				3	1009	4
Safe Haven Dr.	12		780				2	861	2
Fairhaven Lake Dr.	13		894				2	826	4
Refuge Lake Dr.	17		1815				2	847	3
Walton Terrace			402						
Fairhaven Creek	8	897						828	4
Lakeside Haven Dr.	16		1058				2	1140	3
Refuge Creek Dr.	18		1321				1	960	5
Fairhaven Falls Dr.	16		1325				2	1610	6
Fairhaven Island Ct.	5				296		1	121	1
Fairhaven Meadow Dr.	12		396		232		1	529	3
Fairhaven Creek	27	307	1624					1939	10
Fairhaven Hills Dr.	21		771	988				1636	5
Little Rock Dr.	22		1629	421				1997	8
Harbor Water Dr.	21		1400					1271	5
Refuge Forest Dr.	17		1135					1007	4
Fairhaven Bend Ct.	9		233		446			450	4
Little Rock Ct.	5				219			96	1

Each "Customer Service" includes a saddle & tap, corporation stop, service line (1" poly tubing), curb stop (meter valve), water meter and meter box.

FAIRHAVEN ESTATES WATER DISTRIBUTION & SEWAGE COLLECTION ASSTS

Section One (South of Little Cypress Creek)	# Customer Services	Length of 8" W.L.	Length of 6" W.L.	Length of 4" W.L.	Length of 3" W.L.	Length of 2" W.L.	# Fire Hydrants	Length of 8" San Swr	# San Swr Manholes
Sheffield Park Dr.	21	1900	228	259			7	1966	15
Fairhaven Manor Cir.	8		625	228			2	432	5

Each "Customer Service" includes a saddle & tap, corporation stop, service line (1" poly tubing), curb stop (meter valve), water meter and meter box.

EXHIBIT B

TRACT 1

FIELD NOTE DESCRIPTION OF 2.5887 ACRE (112,765 SQUARE FEET) OF LAND, BEING ALL OF THAT CERTAIN CALLED 2.5887 ACRE TRACT CONVEYED TO WESTSIDE WATER, LLC, BY DEED RECORDED UNDER HARRIS COUNTY CLERK'S FILE NO. Y579237 AND LOCATED IN THE J.W. MOODY SURVEY, A-547 AND THE ISAAC D. STEELE SURVEY, A-755, HARRIS COUNTY, TEXAS, SAID 2.5887 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at a 5/8 inch iron rod found in the East line of the residue of that certain called 121.518 acre tract recorded under Harris County Clerk's File No. V710565 for the Northwest corner of Lot 20, Block 3 in Lakes of Fairhaven, Section 1, as recorded in Film Code No. 553034 of the Harris County Map Records, said iron rod also marks the Southwesterly corner of the herein described tract; THENCE, North 00°18'44" West, along the Easterly line of said called 121.518 acre tract, a distance of 353.33 feet to a 5/8 inch iron rod found for an angle point;

THENCE, North 37°53'03" West, along the Northeasterly line of said called 121.518 acre tract, a distance of 441.96 feet to a 5/8 inch iron rod found for the Westerly corner of the herein described tract;

THENCE, North 52°06'57" East, a distance of 215.33 feet to a 5/8 inch iron rod found for corner;

THENCE, South 37°53'03" East, a distance of 175.79 feet to a 5/8 inch iron rod found for corner;

THENCE, South 52°06'57" West, a distance of 155.33 feet to a 5/8 inch iron rod found for corner;

THENCE, South 37°53'03" East, a distance of 633.15 feet to a 5/8 inch iron rod found in the Northwesterly line of said Block 3 of Lakes of Fairhaven Section 1 for the Southeasterly corner of the herein described tract;

THENCE, South 69°37'50" West, along the Northwesterly line of said Block 3, a distance of 288.84 feet to the POINT OF BEGINNING and containing 2.5887 acres (112,765 square feet) of land, more or less.

TRACT 2

Easement rights in and to Reserve J of Lakes of Fairhaven, Section ONE (1), being a subdivision of 176.324 acres of land, out of that certain called 520.750 acre tract of land recorded under Harris County Clerk's File No. W707964 and located in the J.W. Moody Survey, A-547, and the Isaac D. Steele Survey, A-755, which has been platted and subdivided as SECTION ONE LAKES OF FAIRHAVEN, a subdivision in recorded under Film Code No. 553034 of the Map and Plat Records of Harris County, Texas, as set forth and described in that certain instruments

recorded under Clerk's File No(s). 20080527258 and 20090178876 of the Real Property Records of Harris County, Texas.

TRACT 3

Easement estate for sanitary control located in and out of that certain 121.518 acres located in the J.W. Moody Survey, Abstract 547 and the Isaac D. Steele Survey, Abstract 755, Harris County, Texas, said 121.518 acres being described under Clerk's File No. V143451 of the Real Property Records of Harris County, Texas, also located in Lots 19 and 20, Block 3, of Lakes of Fairhaven, Section 1, a subdivision in Harris County, Texas, according to the map or plat thereof, recorded in Film Code No. 553034 of the Map Records of Harris County, Texas, and also located in Lots 20 and 21, Block 1, of Fairhaven Estates, a subdivision in Harris County, Texas, according to the map or plat thereof, recorded in Film Code No. 632229 of the Map Records of Harris County, Texas, said easements as set forth and described in instruments recorded under Clerk's File No(s). Y148054, Y148055 and Y148056, all of the Real Property Records of Harris County, Texas.

TRACT 4

Easement estate for sanitary control located in and out of that certain 121.518 acres located in the J.W. Moody Survey, Abstract 547 and the Isaac D. Steele Survey, Abstract 755, Harris County, Texas, said 121.518 acres being described under Clerk's File No. V143451 of the Real Property Records of Harris County, Texas, and also located in Lots 20 and 21, Block 1, of Fairhaven Estates, a subdivision in Harris County, Texas, according to the map or plat thereof, recorded in Film Code No. 632229 of the Map Records of Harris County, Texas, said easements as set forth and described in instruments recorded under Clerk's File No(s). 20120024283 and 20120024284, both of the Real Property Records of Harris County, Texas.

TRACT 5

Easement estate for sanitary control located in and out of that certain 121.518 acres located in the J.W. Moody Survey, Abstract 547 and the Isaac D. Steele Survey, Abstract 755, Harris County, Texas, said 121.518 acres being described under Clerk's File No. V143451 of the Real Property Records of Harris County, Texas, and also located in Lots 21 and 22, Block 1, of Fairhaven Estate, a subdivision in Harris County, Texas, according to the map or plat thereof, recorded in Film Code No. 632229 of the Map Records of Harris County, Texas, said easements as set forth and described in instruments recorded under Clerk's File No(s). X333166 and 20150239393, both of the Real Property Records of Harris County, Texas.