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SOAH DOCKET NO. 473-17-0685.WS
PUC DOCKET NO. 46150

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APPLICATION OF PK-RE § BEFORE THE STATE OFFICE
DEVELOPMENT COMPANY, INC. §
d/b/a OAK SHORES WATER SYSTEM §
AND UNDINE DEVELOPMENT LLC § OF
FOR SALE, TRANSFER, OR MERGER §
OF FACILITIES AND CERTIFICATE §
RIGHTS IN TRAVIS COUNTY § ADMINISTRATIVE HEARINGS

**UNDINE'S FIRST SUPPLEMENTAL RESPONSE TO COMMISSION STAFF'S
SECOND REQUEST FOR INFORMATION**

Undine Development LLC ("Undine") files this First Supplemental Response to the Second Request for Information ("RFI") filed by Public Utility Commission ("Commission") Staff. Pursuant to 16 Tex. Admin. Code § 22.144(c)(2)(F), these responses may be treated as if they were filed under oath.

Pursuant to the Protective Order, counsel for Undine has reviewed the information sufficiently to state in good faith that the information is exempt from public disclosure under the Public Information Act and merits the Protected Materials designation. The materials so designated contain competitively sensitive business operations and financial information that has not been publicly disclosed.

Respectfully submitted,

**LLOYD GOSSELINK ROCHELLE
& TOWNSEND, P.C.**

816 Congress Avenue, Suite 1900

Austin, Texas 78701

(512) 322-5800

(512) 472-0532 (Fax)

gcrump@lglawfirm.com

jmauldin@lglawfirm.com



GEORGIA N. CRUMP

State Bar No. 05185500

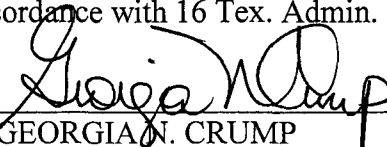
JAMIE L. MAULDIN

State Bar No. 24065694

ATTORNEYS FOR UNDINE DEVELOPMENT LLC

CERTIFICATE OF SERVICE

I hereby certify that on August 15, 2017, true and correct copy of the foregoing document has been served on all parties of record in accordance with 16 Tex. Admin. Code § 22.74.



GEORGIA N. CRUMP

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**UNDINE'S FIRST SUPPLEMENTAL RESPONSE TO
COMMISSION STAFF'S SECOND RFI
August 15, 2017**

Staff 2-2 Provide a copy of the projected financial statements (balance sheet, cash flow, and income statement) for five years from 2017 to 2021 for Undine Development, LLC.

Supplemental Response

The requested information was provided in Attachment G of the Application, filed on July 11, 2017. In addition, the Confidential Consolidated Balance Sheet provided herewith reflects that Undine's initial equity financing is sufficient to finance the purchase of the PK-RE system.

See Confidential Attachment Staff 2-2, filed under seal.

Prepared by: Charlie Liebold
Sponsored by: Charlie Liebold

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**UNDINE'S FIRST SUPPLEMENTAL RESPONSE TO
COMMISSION STAFF'S SECOND RFI
August 15, 2017**

Staff 2-4 If Undine is planning to obtain loans to fund the acquisition costs of the system, please provide a copy of documentation of the proposed or existing loan for this transaction.

Supplemental Response

On June 16, 2017, Undine secured initial equity financing as reflected in the Confidential Consolidated Balance Sheet. [REDACTED]
[REDACTED].

See Confidential Attachment Staff 2-2, filed under seal.

Prepared by: Charlie Liebold
Sponsored by: Charlie Liebold

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August 15, 2017**

Staff 2-5 Please refer to page 5 of the application, Question No. 11.C, which states: "Describe the source and availability of funds required to make the planned or required improvements, if any, to meet the minimum requirements of the TCEQ and PUC and ensure continuous and adequate service." The Applicant responded: "Undine Development, LLC is funded through personal equity and bank financing. Additional funding information will be provided upon request." Please provide the following information:

- a. Provide the name of the bank which will provide financing;
- b. Provide the amount of the approved credit line of Undine Development, LLC and its owner, if any;
- c. List whose personal equity is mentioned in the above statement; and
- d. Provide evidence that funds are available to invest in "personal equity."

Supplemental Response

- a. Undine expects to obtain bank financing from [REDACTED].
- b. On June 16, 2017, Undine secured initial equity financing as reflected in the Confidential Consolidated Balance Sheet. [REDACTED].
- c. No supplemental information required.
- d. On June 16, 2017, Undine secured initial equity financing as reflected in the Confidential Consolidated Balance Sheet. [REDACTED].

See Confidential Attachment Staff 2-2, filed under seal.

Prepared by: Charlie Liebold
Sponsored by: Charlie Liebold