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DOCKET NO. 46150

2019 OCT 12 AM 11:16
BEFORE THE
PUBLIC UTILITY COMMISSION
OF TEXAS

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

**MOTION FOR EXTENSION OF TIME TO COMPLETE
APPROVED SALE TRANSACTION**

COMES NOW, Undine Texas, LLC (Undine) and files this Motion for extension of time to complete the sale transaction previously approved by the Public Utility Commission of Texas (Commission), and as good cause therefore would show the following:

I. INTRODUCTION AND PROCEDURAL HISTORY

On July 11, 2016, PK-RE Development Company, Inc. d/b/a Oak Shores Water System (PK-RE) and Undine Development LLC filed an Application for Sale, Transfer, or Merger (STM).¹ The Commission issued Order No. 4 in this docket on November 20, 2017, approving the sale and transfer transaction, and authorizing the parties to proceed to consummate the transaction.²

Pursuant to 16 Tex. Admin. Code § 24.109(o), the Commission’s approval of a transaction expires 180 days following the date of the Commission order allowing the transaction to proceed. Under this rule, if closing documents are not submitted within this period, or an extension granted, approval of the transaction is void. However, this rule also provides that the approval may be extended for good cause shown. On May 17, 2018, Undine filed a Motion for Extension of Time to Complete the Approved Sale Transaction requesting an additional 120 days

¹ Application of PK-RE Development Company d/b/a Oak Shores Water System and Undine Development, LLC for Sale, Transfer, or Merger of Facilities and Certificate Rights in Travis County (July 11, 2016).

² Order No. 4, Approving Sale and Transfer to Proceed (Nov. 20, 2017).

to finalize the transaction with PK-RE.³ On May 18, 2018, the Commission issued Order No. 5 approving the requested extension to September 16, 2018.⁴ On September 11, 2018, Undine filed a Motion for Extension of Time to Complete the Approved Sale Transaction requesting an additional 30 days to finalize the transaction with PK-RE.⁵ On September 13, 2018, the Commission issued Order No. 6 approving the requested extension to October 16, 2018.⁶

II. GOOD CAUSE

Undine has been diligently working to finalize and close the transaction since the Commission issued its approval in November 2017. Undine and its principals are continuing to finalize the Asset Purchase Agreement and the additional documents and tasks needed to close on the utility.

In performing due diligence on these systems, Undine discovered a number of complex issues, the resolution of which has necessarily required additional time and resulted in the closing date being extended beyond the parties' originally-anticipated time-line. Undine has been working with PK-RE to resolve the outstanding issues and finalize the transaction in a timely manner.

Undine respectfully submits that good cause exists for an extension of the time period provided by statute for the closing of the transaction with PK-RE. Undine has been diligent and has expended significant amounts of time and resources in its efforts to identify and resolve numerous issues in order to bring this transaction to closure. This request for additional time will preserve the investment made by all the parties in pursuing the resolution of this transaction, and will enable the transaction to proceed to closure.

³ Motion for Extension of Time to Complete Approved Sale Transaction (May 17, 2018).

⁴ Order No. 5, Extending Time to Complete Transaction (May 18, 2018).

⁵ Motion for Extension of Time to Complete Approved Sale Transaction (Sep. 11, 2018).

⁶ Order No. 6, Granting Second Request for Extension of Time to Complete Sale Transaction (Sep. 13, 2018).

Undine requests that the Commission extend the time approving the sale and transfer transaction of PK-RE for an additional thirty days (30) days until November 15, 2018. If the transaction closes before this date, Undine will notify the Commission.

III. CONCLUSION

Undine respectfully submits that good cause exists for an extension of time to complete the approved transaction, and requests that the Commission issue an order granting the extension of time requested herein. Undine further asks for all other relief in law or equity to which it is entitled.

Respectfully submitted,

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

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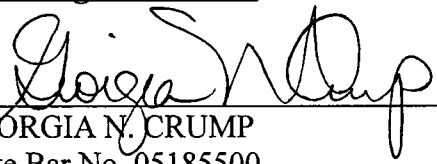
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ATTORNEYS FOR UNDINE TEXAS, LLC

CERTIFICATE OF SERVICE

I hereby certify that on October 12, 2018, 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