



Control Number: 46183



Item Number: 1

Addendum StartPage: 0



JOHNSON
PETROV LLP
ATTORNEYS AT LAW

46183

July 15, 2016

apetrov@johnsonpetrov.com

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

RECEIVED
2015 JUL 19 AM 11:03
PUBLIC UTILITY COMMISSION
FILING CLERK

RE: Application for Sale, Transfer, or Merger of a Retail Public Utility
Creekside Water System
Water System CCN No. 12032
Sewer System CCN No. 20670

Dear Filing Clerk:

Enclosed please find an original and seven copies of an Application for Sale, Transfer, or Merger of a Retail Public Utility for AMC Creekside LLC c/o RHP Properties, Inc.

Please feel free to contact me directly with any questions you may have regarding this matter.

Sincerely,

Alan P. Petrov

Enclosures



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

Pursuant to Chapter 13.251 of the Texas Water Code

Docket Number: _____

(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

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Part A – General Information

*RN# **RN101442424** *CN# **CN604398917, CN602537086** * (PRIOR TCEQ ID numbers)

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

<input type="checkbox"/>	Sale of	<input checked="" type="checkbox"/> All	<input type="checkbox"/> Portion	of the	<input checked="" type="checkbox"/>	Water system(s) under CCN No.:	12032
<input checked="" type="checkbox"/>	Acquisition				<input checked="" type="checkbox"/>	Sewer system(s) under CCN No.:	20670
<input type="checkbox"/>	Lease/Rental						

<input checked="" type="checkbox"/>	Transfer of	<input checked="" type="checkbox"/> All	<input type="checkbox"/> Portion	of the	<input checked="" type="checkbox"/>	Certificated water service area – CCN No.:	12032
					<input checked="" type="checkbox"/>	Certificated sewer service area – CCN No.:	20670

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

and to:

<input checked="" type="checkbox"/>	Obtain a CCN for the transferee (purchaser) – indicate if purchaser will take the seller's CCN	
<input type="checkbox"/>	Amend the transferee's CCN No.:	The purchaser will take the seller's CCN.
<input type="checkbox"/>	Merge or consolidate public utilities	N/A
<input type="checkbox"/>	Cancel CCN of the transferor (seller)	N/A

2. Proposed effective date of this transaction:

(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: **CP Limited Partnership (operated by Aqua Utilities, Inc.)**

(Individual, Corporation or Other Legal Entity)

who is a(n): of ☐ Individual ☐ Corporation ☐ WSC ☐ HOA or POA ☒ Other **Limited Partnership**

B. Utility Name (if different than above): **Creekside Water System**

Address: **4000 Ace Ln., Lewisville, TX 75067-8054** Telephone: (AC) **(972) 316-1600**

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: **Alan P. Petrov**

Title: **Attorney**

Address: **2929 Allen Parkway, Ste. 3150, Houston, TX 77019** Telephone: (AC) **(713) 489-8977**

Fax: (713) 358-3530

Email: apetrov@johnsonpetrov.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?

7/1/2012

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: See Attachment 1 Date 03/30/2012

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
None			

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: AMC Creekside LLC

(Individual, Corporation, or Other Legal Entity)

Utility Name: AMC Creekside LLC

(If different than above)

Utility Address: 4000 Ace Ln., Lewisville, TX 75067-8054

Fax: Email: Telephone (AC):

CCN Numbers held prior to the filing of this application: None

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:

- ☐ 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 checked="" type="checkbox"/>	Other (please explain): Linked Utility Company - See Attachment 2

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

Name:	N/A	Email:	N/A
Address:	N/A		
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:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		Ownership % (if applicable):	0.00%

•Name:		Telephone (AC):	
Address:			
Position:		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:

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:	Alan P. Petrov	Title:	Attorney
Address:	2929 Allen Parkway, Suite 3150	Telephone (AC):	(713) 489-8977
Fax #	(713) 358-3530	Email	apetrov@johnsonpetrov.com
Relationship to the applicant:	Attorney		

- ☛ **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

The Applicant has owned and operated the property since December 2011. The Applicant's parent company, RHP Properties, indirectly owns and operates other manufactured home communities that provide utility service to it's residents.

- 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.

See Attachment 4.
Prior to acquiring the system, the utility entered into an agreed enforcement order with the TCEQ. The current operator has added a new water pump to increase GPMs to acceptable levels and has also installed a generator for emergency power back-up and is in compliance with all regulatory requirements.

- 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.

There are no improvements required.

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

The quality of service will improve with more experienced management.

E. How will the transaction serve the public interest?

The Applicant is providing water and sewer utilities to its manufactured home community residents, which includes approximately 500 homesite manufactured homes. The transfer is to a larger, more experienced entity.

12. Please describe the nature of the proposed transaction:

The Applicant has owned and operated the manufactured home community since 2011. The prior owner of the applicant failed to properly transfer the CCN at that time. The current owner is making this application to comply with all state regulatory requirements.

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: [REDACTED]
- Total Original Cost (as recorded on books of seller or merging entity): [REDACTED]
- Accumulated Depreciation as of the proposed effective date of the transaction: [REDACTED]
- Contributions in Aid of Construction:
 - Specific surcharges approved by TCEQ or PUC: [REDACTED]
 - Revenues from explicit customer agreements: [REDACTED]

- Developer Contributions (please explain):

[REDACTED]

- Other Contributions (please explain):

[REDACTED]

Total Contributions in Aid of Construction

[REDACTED]

• Net Book Value:

[REDACTED]

- ☐ 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]:

The Utility Plant functions to serve the Creekside Manufactured Housing Community (the "Property"), all of which is owned and operated by the Applicant. The Applicant purchased the Property, including the Utility Plant, as a real estate asset in a single transaction that did not separate out the books and records of the Utility Plant. Since there are no entries in the Applicant's books specific to the Utility Plant, some of the information requested does not exist. The Seller was not the original owner of the Utility Plant and did not provide the Applicant with information regarding the total original cost of the Utility Plant. Finally, the Applicant is not requesting any rate based adjustment due to this transaction and, as such, believes that this information should be deemed non-essential to this Application.

- 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:	<input type="text"/>
Plant Acquisition Adjustment:	<input type="text"/>
Extraordinary Loss on Purchase:	<input type="text"/>
Accumulated Depreciation of Plant:	<input type="text"/>
Cash:	<input type="text"/>
Notes Payable:	<input type="text"/>
Mortgage Payable:	<input type="text"/>
Others (please list):	<input type="text"/>

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 - The rates are not changing.

☐ 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:

N/A - Applicant does not intend to file with the municipal regulatory authority an application to change rates of some/all of its customers as a result of this transaction.

☐ Other. Please explain:

N/A

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.

City of Lewisville; Town of Flower Mound (CCN # 10982/20032); City of Grapevine (CCN # 10084/20032); City of Coppell (CCN # 10063/20020); Dallas County; Denton County; Denton County Levee Improvement District 1 (ID # 2721870); Denton County Road Utility District 1 (ID # 2723000); North Texas Groundwater Conservation District; Upper Trinity Regional Water District (ID # 8149000); Northern Trinity Groundwater Conservation District (ID # 5983238); Tarrant County; Trinity River Authority of Texas (ID # 80000000)

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						
Accounts Receivable	263,413.00					
Inventories						
Income Tax Receivable						
Other						
Total	263,413.00					
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS	263,413.00					
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
TOTAL	330,389.00					
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss	-66,976.00					
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO EQUITY TO TOTAL ASSETS						

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						
New Taps Per Year						
Total Meters at Year End	580.00					
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter	132,725 00					
GROSS WATER REVENUE						
Fees						
Other						
Gross Income	130,688 00					
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME	263,413 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	7,328.00					
Computer Expense						
Auto Expense						
Insurance Expense	7,997.00					
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes	43,886.00					
Professional Fees	11,337.00					
Other						
Total	70,548.00					
% Increase Per Year						
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense	178,353.00					
Depreciation Expense						
Repair & Maintenance	57,488.00					
Supplies	24,000.00					
Other						
Total	259,841.00					
% Increase Per Year						
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
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						
Accounts Receivable						
Inventories						
Income Tax Receivable						
Other						
Total						
FIXED ASSETS						
Land						
Collection/Distribution System						
Buildings						
Equipment						
Other						
Less: Accum. Depreciation or Reserves						
Total						
TOTAL ASSETS						
CURRENT LIABILITIES						
Accounts Payable						
Notes Payable, Current						
Accrued Expenses						
Other						
Total						
LONGTERM LIABILITIES						
Notes Payable, Long-term						
Other						
TOTAL LIABILITIES						
OWNER'S EQUITY						
Paid in Capital						
Retained Equity						
Other						
Current Period Profit or Loss						
TOTAL OWNER'S EQUITY						
TOTAL LIABILITIES AND EQUITY						
WORKING CAPITAL						
CURRENT RATIO						
DEBT TO EQUITY RATIO						
EQUITY TO TOTAL ASSETS						

PROJECTED INCOME STATEMENT

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	TOTALS
METER NUMBER						
Existing Number of Taps						
New Taps Per Year						
Total Meters at Year End						
METER REVENUE						
Fees Per Meter						
Cost Per Meter						
Operating Revenue Per Meter						
GROSS WATER REVENUE						
Fees						
Other						
Gross Income						
OPERATING EXPENSES						
General & Administrative						
Interest						
Other						
NET INCOME						

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						
Telephone Expense						
Utilities Expense						
Depreciation Expense						
Property Taxes						
Professional Fees						
Other						
Total						
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
OPERATIONAL EXPENSES						
Salaries						
Auto Expense						
Utilities Expense						
Depreciation Expense						
Repair & Maintenance						
Supplies						
Other						
Total						
% Increase Per Year	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
ASSUMPTIONS						
Interest Rate/Terms						
Utility Cost/gal.						
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:

0	6	1	0	1	9	1
---	---	---	---	---	---	---

Date of last inspection: 10/17/2013

B. For Wastewater Systems:

-TCEQ Discharge Permit Number:

W Q

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

-Name of Permittee: N/A- Contracted through the city of Lewisville.

-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:

B. Is there a moratorium on new connections?

☐

Yes

☒

No. If yes, please explain:

There is no moratorium; however, the utility is currently built out. This is a manufactured home community and there are only 583 homesites with total connections when filled to capacity, in addition to the 2 connections to the office and clubhouse. There are no plans to build out any more homesites. There are currently 556 active connections.

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		

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:

580

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? ☒ Yes ☐ No
☐ Water ☒ Sewer Purchased on a ☒ Regular ☐ Seasonal ☐ Emergency Basis

• Source: **City of Lewisville, Steve Babin, Manager** % of total supply: **100.00%**

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

Water			Sewer		
	-Non Metered		-2" meter	-Residential Connection	
580	-5/8" or 3/4" meter		-3" meter	-Commercial Connection	
	-1" meter		-4" meter	-Industrial Connection	
	-1 1/2" meter		-Other	-Other	
Total Water Connections:		580	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:

The system serves a mobile home community that is currently built out. As a result no expansion is anticipated or necessary.

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

Name	Class	License#
Aqua Texas, Inc.	Groundwater B	WG0010513
9450 Silver Creek Road		
Fort Worth, Texas 76108		

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.
- 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.
 - 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 Illinois
COUNTY OF COOK

I, Thomas Curatolo, being duly sworn, file this application for sale, lease, rental or merger or consolidation as Authorized Agent of Hometown Communities Limited Partnership (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(j) 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.

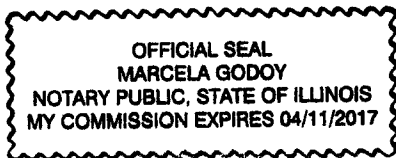
Thomas Curatolo
AFFIANT

(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 Illinois, this day 15th of June, 20 16.

SEAL



Marcela Godoy

NOTARY PUBLIC IN AND FOR THE
STATE OF ~~TEXAS~~ Illinois

Marcela Godoy
PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES

4/11/2017

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

OATH FOR PURCHASER OR ACQUIRING ENTITY

STATE OF TEXAS

COUNTY OF DENTON

I, Ross H. Partrich, being duly sworn, file this application for

sale, lease, rental or merger or consolidation as Authorized Signatory of AMC Creekside LLC (applicant)
(*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 Michigan, this
day 24 of June, 20 16.

SEAL



NOTARY PUBLIC IN AND FOR THE
STATE OF ~~TEXAS~~ Michigan

Stephen Frontera

PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES

4/26/21

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

Notice to Current Customers, Neighboring Systems and Cities

[REDACTED] 'S
(Seller's or Transferor's Name)

NOTICE OF INTENT TO SELL FACILITIES AND TRANSFER CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN) NO [REDACTED] TO [REDACTED]

(Purchaser's or Transferee's Name)

IN [REDACTED] COUNTY, TEXAS

To: [REDACTED] Date Notice Mailed [REDACTED], 20 [REDACTED]
(Name of Customer, Neighboring System or City)

(Address)

[REDACTED]
City State Zip

[REDACTED] 4000 Ace Lane [REDACTED] TX 75075-4004
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. [REDACTED] in [REDACTED] [County Name]

County to:

[REDACTED] 4000 Ace Lane [REDACTED] TX 75075-4004
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). The transaction and the transfer of the CCN include the following subdivision(s):

[REDACTED]

The area subject to this transaction is located approximately [REDACTED] miles [REDACTED] [direction] of downtown [REDACTED] [City or Town] Texas, and is **generally** bounded on the north by

[REDACTED] ;on the east by [REDACTED]
;on the south by [REDACTED] ;and on the west by [REDACTED]

The total area being requested includes approximately [REDACTED] acres and serves [REDACTED] current customers.
This transaction will have the following effect on the current customer's rates and services:

[REDACTED]

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**

Utility Representative

Creekside Water System

Utility Name

Notice to Current Customers, Neighboring Systems, Landowner and Cities

_____'S NOTICE OF INTENT TO SELL FACILITIES TO

(Seller's or Transferor's Name)

AND FOR _____

(Purchaser's or Transferee's Name)

Purchaser's or Transferee's Name)

TO OBTAIN OR AMEND A CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN) IN

COUNTY, TEXASTo: _____ Date Notice Mailed _____, 20 ____
(Name of Customer, Neighboring System, Landowner or City)_____
(Address)_____
City

State

Zip

Sellers or Transferors' Name

Address

City/State/Zip Code

has submitted an application with the Public Utility Commission of Texas to sell water or sewer (please
select) Facilities in _____ [County Name] County to:_____
Purchasers or Transferee's Name

Address

City/State/Zip Code

The transferee has also requested to obtain/amend a CCN in this application. The sale is scheduled to take place as approved by the
Commission (Texas Water Code §13.301). The transaction and the proposed service area include the following subdivision(s):
_____The area subject to this transaction is located approximately _____ miles _____ [direction] of
downtown _____, [City or Town] Texas, and is **generally** bounded on the north by _____;on the east by _____
;on the south by _____ ;and on the west by _____The total area being requested includes approximately _____ acres and serves _____ current customers.
This transaction will have the following effect on the current customer's rates and services:

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**

Utility Representative

Utility Name

APPLICATION OF CP LIMITED PARTNERSHIP
FOR SALE, TRANSFER OR MERGER OF A RETAIL PUBLIC FACILITY
WATER SYSTEM CCN NO. 12032
SEWER SYSTEM CCN NO. 20670

Applicant:

AMC Creekside LLC
c/o RHP Properties, Inc.
31200 Northwestern Highway
Farmington Hills, MI 48334

Attachments to Application	
Attachment	Description
1.	Question 4B- Pass Through Provision Rate Application
2.	Question 7- Certificate of Formation
3.	Question 9- Certification of Account Status
4.	Question 11B- Texas Commission on Environmental Quality Correspondence, Rules, and Orders
5.	Question 16- Financial Sheets
6.	Question 19- Franchise Agreement (Consent From the City)
7.	Question 24- Large and Small Scale Maps
8.	Water Utility Tariff
9.	Sewer Utility Tariff
10.	Quitclaim Bill of Sale

ATTACHMENT 1

Question 4B

Pass Through Provision Rate Application

**AMC Creekside LLC
31200 Northwestern Highway
Farmington Hills, MI 48334**

Sewer Rate Increase

effective 7/1/2012



PASS THROUGH PROVISION RATE APPLICATION

Addition of Pass Through Provision to Approved Tariff
For Utilities Subject to Purchased Water/Sewer
or Groundwater Conservation District Water Use Fees

Instructions: Please Answers All Questions Completely

Attach three copies of Notice Mailed to Customers

Send three copies of this Application and All Supporting Documents to TCEQ

Date of Application	Drought Contingency Plan TCEQ Approval Date	Application No.: (FOR TCEQ USE)	
03/30/2012			
Name of Utility: Creekside Utility Inc.			
Utility Mailing Address: 4000 Ace Lane Lewisville TX 75067			
Utility Telephone No: 972-316-1600		Number of Connections	583
Water or Sewer CCN No.	PWS ID or TPDES Permit No.	County (ies)	
20670	0610191	Denton	
Underground Water District		Wholesale Provider (W/S)	
Yes		Sewer	
<p><input checked="" type="checkbox"/> This application is designed to allow your utility to add the following fees to your tariff:</p> <p>a) pass through increases in purchased water or sewer or;</p> <p>b) pass through of groundwater conservation district water use fees</p> <p>Please explain which groundwater conservation district or wholesale water or sewer provider has or proposes to increase fees for water (or sewer) used by your utility. Be sure to attach supporting documentation.</p> <p>increase Sewer rate to City of Lewisville current rate as of April 1, 2012</p>			
<p>FAQ:</p> <p><input checked="" type="checkbox"/> When can your utility start passing through these costs to its customers?</p> <p>Once your groundwater conservation district or wholesale water or sewer service provide notifies you (in writing) of increased fees <u>and</u> after this application is approved.</p> <p><input checked="" type="checkbox"/> How can your utility start charging adjusted water rates:</p> <p>After :</p> <p>(1) receiving TCEQ approval of the pass through provision submitted in this application;</p> <p>(2) mailing notice to your customers 60 days prior to the usual billing period in which the revised rates will take effect, and;</p> <p>(3) providing TCEQ</p> <p>a) a copy of the notice of increase or contract from the groundwater conservation district or wholesale provider and</p> <p>b) a copy of notice to customers to the TCEQ.</p>			
Utility Contact Name (s)	Dana Robinson	E-mail	drobinson@amcreit.com
Phone:	972-316-1600	Fax Number	469-209-6022

► **Note:** Please identify the items listed below and any assumptions used to calculate the adjusted gallonage rate and to project revenues and expenses.

Water Loss (%): (Gals Pumped - Gals Billed) / Gas Pumped X 100 = 0 %

Current Rates Charged: Base Rate (includes 2,000 gals): Gallonage Charge (per 1,000 gallons):

\$ 3.20 /1,000 gallons

"5/8 or 3/4" \$ 7.96 Additional gallonage charges: \$ 0 /1,000 gallons

1" \$ _____

2" \$ _____

Larger \$ _____

EXAMPLE OF A PASS THROUGH PROVISION:

for utilities subject to changes in cost imposed by any non-affiliated provider of purchased water or sewer or a groundwater conservation district having jurisdiction over the Utility, these increases (decreases) shall be passed through as an adjustment to the gallonage charge according to the formula:

Adjusted Gallonage Rate (AG) = $G + [B/(1 - L)]$, Where:

AG = adjusted gallonage charge, rounded to nearest one cent;

G = approved gallonage charge, per 1,000 gallons;

B = change in fee (per 1,000 gallons);

L = water or sewer line loss for preceding 12 months, not to exceed 0.15 (15%)

SHOW YOUR PROPOSED CALCULATIONS:

\$7.96 for first 2,000 gal TO \$8.20 for first 2,000 gal
\$3.20 for every 1,000 gal after 3.30 for every additional 1,000 gal
Prices Based on current City of Louisville rates

IF GALLONS ARE INCLUDED IN MINIMUM BILL YOU MUST ALSO ADJUST YOUR BASE RATE AND SHOW YOUR CALCULATIONS.

Adjusted Base Rate (ABR) = $BR + [(B \times N)/(1 - L)]$, Where:

ABR = adjusted base rate, rounded to nearest one cent;

BR = approved base rate charge;

B = change in fee (per 1,000 gallons);

N = no. of 1000 Gals included in base rate (do not use zero);

L = water or sewer line loss for preceding 12 months, not to exceed 0.15 (15%)

IF AN ALTERNATE METHOD OF CALCULATION IS USED, PLEASE EXPLAIN AND DEFINE CLEARLY.

PASS THROUGH PROVISION CHECKLIST

The utility must submit to TCEQ 3 copies

- ☒ Completed application form. If an alternate method of calculating the adjusted rate is used, it must be accompanied by a written explanation;
- ☒ Completed Affidavit;
- ☒ Notice to Customers;
- ☒ Written documentation that the utility is being required to pay for an increase in purchased water/sewer or a groundwater conservation district water use fee;
- ☒ Tariff reflecting the applicant's current rates (must be current and on file with the (TCEQ)); and
- ☒ Approved Drought Contingency Plan in Tariff (must be current and on file with the (TCEQ)).

Note: The cost of the pass through charges to customers cannot exceed the increased or decreased cost to the utility.

Send all the required information to:

**Texas Commission on Environmental Quality
Water Supply Division
Utilities and Districts Section (MC-153)
P. O. Box 13087
Austin, TX 78711-3087**

Upon Approval of Application: The TCEQ will:

- ★ Mail your approval letter (with a copy of the approved pass through provision in your tariff) page to you, and;
- ★ Include a copy of the notice required to be mailed to your customers in the form of a bill insert (to be used upon implementing any pass through of change in fees).

PASS THROUGH RATE PROVISION:

Section 3.5 of the Sewer Connection agreement between the City of Lewisville, Texas and Creekside Mobile Community Investor's provides that the "City recognizes that, as a private retail utility, Creekside is entitled to pass on to its individual customers the prorata cost of municipal wastewater service invoiced by City to Creekside ... and to recover its investment and depreciation costs of its existing collection and wastewater treatment system, and of its soon to be incurred costs of connection to the City's wastewater system and closure of Creekside's wastewater treatment plant, together with all reasonable costs of wastewater maintenance, repair, operation, billing and administration. Accordingly, as Creekside's Regulatory Authority having original jurisdiction over Creekside's service rates and tariffs under Texas Water Code Section 13.042, City agrees that it will give due, deliberate, and expeditious consideration to all such costs of treatment and disposal service and invested capital, depreciation and operations expenses when presented to City in conjunction with a Statement of Intent to change rates filed by Creekside. City agrees that by entering into this agreement with Creekside, Creekside's utility operations and the financial integrity thereof will not be compromised or jeopardized in the exercise of City's authority and original jurisdiction to establish fair and reasonable retail service rates.

This tariff change is being implemented in accordance with the utility's approved purchased sewer adjustment clause to recognize increases in the cost of purchased sewage treatment. The cost of these charges to customers will not exceed the increased cost of purchased sewage treatment.

To implement or modify the pass through provision, the utility must comply with all notice and other requirements of 30 TAC 291.21(h).

In the event that the application is set for hearing, the rates derived from the specific pass through provision requested by the utility may be decreased or increased by order of the Commission. You may inspect a copy of the application at the City of Lewisville Public Library or the City Secretary's office both of which are located at 1197 West Main, Lewisville, Texas 75067. A copy of the application is also available at Creekside's business office located at 4000 Ace Lane, Lewisville, Texas 75067.

NOTICE OF PROPOSED PASS THROUGH RATE CHANGE SEWER

Creekside Manufactured Home Community
Company Name

20670
CCN Number

has submitted a pass through rate provision application with the City of Lewisville (City). The proposed rates listed on the next page will apply to service received after the effective date provided below. The proposed adjusted rates will be implemented only upon written notice from a purchased water or sewer provider or an groundwater conservation district requiring a change in fees and only after mailed notice to the customers prior to the beginning of the billing period in which the adjusted rate takes effect. Unless protests are received from 10 percent of the ratepayers within 90 days of the effective date or unless the City staff requests a hearing, no hearing will be held and the water use fee pass through rate provision will be approved as proposed. Please read all information carefully. Protests should be mailed to:

City of Lewisville
ATTN: Steve Bacchus
151 W. Church St.
Lewisville, Texas 75057

Creekside Manufactured Home Community
Subdivisions/Systems Affected by Pass Through Provisions

4000 Ace Lane	Lewisville	TX	75067	972-376-1600
Company Address	City	State	Zip	Phone #

April 5, 2012
Date Customer Notice Mailed

July 1, 2012
Effective Date of the Increase

12th of the month
Date Meters Typically Read

CURRENT RATES

\$7.96 for first 2000 gallons

\$3.20 for each additional 1000 gallons

PROPOSED RATES

\$8.20 for first 2000 gallons

\$3.30 for each additional 1000 gallons

FORM OF PAYMENT: The utility will accept the following form(s) of payment:

Cash _____, Check ☒, Money Order ☒, Credit Card _____, 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

AFFIDAVIT

STATE OF TX
COUNTY OF Denton

I, Dana Robinson being duly sworn, file this **APPLICATION FOR and NOTICE OF PROPOSED PASS THROUGH PROVISION** as Community Manager
(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 this application, and have complied with all the requirements contained in this application; and, that all such statements made and matters set forth therein are true and correct. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Texas Commission on Environmental Quality.

I represent that the Utility filing this NOTICE is subject to purchased water or sewer treatment or to a groundwater conservation district water use fee which affects the utility's water costs.

I represent that the Applicant will provide continuous and adequate service to all customers and qualified applicants for service within its certified service area.

I further represent that a copy of the attached NOTICE was provided by Mail
(mail or hand delivery)
to each customer or other affected party on or about April 5, , 20 12

[Signature]
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 30 day of March, 20 12

SEAL

[Signature]
NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS
Shamane Rodriguez
PRINT OR TYPE NAME OF NOTARY

MY COMMISSION EXPIRES 8/18/13





April 5, 2012

Dear Residents:

This letter is to notify you that a sewer rate increase will go into effect on July 1, 2012. The City of Lewisville raised their sewer rate, and Creekside purchases sewage treatment from the City. Unfortunately this means that we must pass along the increase to our residents. Below you will find the new rates effective July 1, 2012

CURRENT RATES

\$7.96 for first 2000 gallons

\$3.20 for each additional 1000 gallons

PROPOSED RATES

\$8.20 for first 2000 gallons

\$3.30 for each additional 1000 gallons

Sincerely,

Dana Robinson
Community Manager

NOTICE OF PROPOSED PASS THROUGH RATE CHANGE SEWER

Creeside Manufactured Home Community
Company Name

20670
CCN Number

has submitted a pass through rate provision application with the City of Lewisville (City). The proposed rates listed on the next page will apply to service received after the effective date provided below. The proposed adjusted rates will be implemented only upon written notice from a purchased water or sewer provider or an groundwater conservation district requiring a change in fees and only after mailed notice to the customers prior to the beginning of the billing period in which the adjusted rate takes effect. Unless protests are received from 10 percent of the ratepayers within 90 days of the effective date or unless the City staff requests a hearing, no hearing will be held and the water use fee pass through rate provision will be approved as proposed. Please read all information carefully. Protests should be mailed to:

City of Lewisville
ATTN: Steve Bacchus
151 W. Church St.
Lewisville, Texas 75057

Creeside Manufactured Home Community
Subdivisions/Systems Affected by Pass Through Provisions

4000 Ace Lane	Lewisville	TX	75067	972-376-1600
Company Address	City	State	Zip	Phone #

December 23, 2008
Date Customer Notice Mailed

April 1, 2009
Effective Date of the Increase

12th of the month
Date Meters Typically Read

PASS THROUGH RATE PROVISION:

Section 3.5 of the Sewer Connection agreement between the City of Lewisville, Texas and Creekside Mobile Community Investor's provides that the "City recognizes that, as a private retail utility, Creekside is entitled to pass on to its individual customers the prorata cost of municipal wastewater service invoiced by City to Creekside ... and to recover its investment and depreciation costs of its existing collection and wastewater treatment system, and of its soon to be incurred costs of connection to the City's wastewater system and closure of Creekside's wastewater treatment plant, together with all reasonable costs of wastewater maintenance, repair, operation, billing and administration. Accordingly, as Creekside's Regulatory Authority having original jurisdiction over Creekside's service rates and tariffs under Texas Water Code Section 13.042, City agrees that it will give due, deliberate, and expeditious consideration to all such costs of treatment and disposal service and invested capital, depreciation and operations expenses when presented to City in conjunction with a Statement of Intent to change rates filed by Creekside. City agrees that by entering into this agreement with Creekside, Creekside's utility operations and the financial integrity thereof will not be compromised or jeopardized in the exercise of City's authority and original jurisdiction to establish fair and reasonable retail service rates.

This tariff change is being implemented in accordance with the utility's approved purchased sewer

NOTICE OF PROPOSED PASS THROUGH RATE PROVISION

Creekside Utility Inc.
Company Name

20620
CCN Number

has submitted a pass through rate provision application with the Texas Commission on Environmental Quality (Commission). The proposed adjusted rates will be implemented only upon written notice from a purchased water or sewer provider or an groundwater conservation district requiring a change in fees and only after mailed notice to the customers prior to the beginning of the billing period in which the adjusted rate takes effect. Unless protests are received from 10 percent of the ratepayers within 90 days of the effective date or unless the Commission staff requests a hearing, no hearing will be held and the water use fee pass through rate provision will be approved as proposed. Please read all information carefully. Protests should be mailed to:

Texas Commission on Environmental Quality
Utility Certification & Rate Analysis Team, MC 153
P. O. Box 13087
Austin, Texas 78711-3087

Creekside Utility Inc.
Subdivisions /Systems Affected by Pass Through Provision

4000 Alce Lane Levittsville TX 78067 97231611
Company Address City State Zip Phone #

12/23/08
Date Customer Notice Mailed

4/1/09
Effective Date of the Increase

12th of every month
Date Meters Typically Read

PASS THROUGH RATE PROVISION:

(INSERT YOUR UTILITY'S PASS THROUGH PROVISION HERE)

On file with city

To implement or modify the pass through provision, the utility must comply with all notice and other requirements of 30 TAC 291.21(h).

In the event that the application is set for hearing, the rates derived from the specific pass through provision requested by the utility may be decreased or increased by order of the Commission. You may inspect a copy of the application at your utility's office or at the Commission's office at Park 35 - Building F, Third Floor, 12100 Park 35 Circle, Austin, Texas. Additional information about the application can be obtained by contacting the Utilities & Districts Section at 512/239-6960. Information about how you can participate in the rate setting process can be obtained by contacting the Public Interest Counsel at 512/239-6363.

[Creekside's Letter Head]

December 23, 2008

Dear Residents:

This letter is to inform you that a sewer rate increase will go into effect April 1, 2009. Creekside Community purchases sewage treatment services from the City of Lewisville. The cost of sewage treatment purchased from the City has increased. Therefore, Creekside finds it necessary to increase the sewer rate charged to its residents to the rate the City charges Creekside for sewage treatment. The proposed new rate is included on the attached Notice of Proposed Pass Through Rate Change Sewer.

Thank you for your attention to this matter

Sincerely,

PASS THROUGH RATE PROVISION:

Section 3.5 of the Sewer Connection agreement between the City of Lewisville, Texas and Creekside Mobile Community Investor's provides that the "City recognizes that, as a private retail utility, Creekside is entitled to pass on to its individual customers the prorata cost of municipal wastewater service invoiced by City to Creekside ... and to recover its investment and depreciation costs of its existing collection and wastewater treatment system, and of its soon to be incurred costs of connection to the City's wastewater system and closure of Creekside's wastewater treatment plant, together with all reasonable costs of wastewater maintenance, repair, operation, billing and administration. Accordingly, as Creekside's Regulatory Authority having original jurisdiction over Creekside's service rates and tariffs under Texas Water Code Section 13.042, City agrees that it will give due, deliberate, and expeditious consideration to all such costs of treatment and disposal service and invested capital, depreciation and operations expenses when presented to City in conjunction with a Statement of Intent to change rates filed by Creekside. City agrees that by entering into this agreement with Creekside, Creekside's utility operations and the financial integrity thereof will not be compromised or jeopardized in the exercise of City's authority and original jurisdiction to establish fair and reasonable retail service rates.

This tariff change is being implemented in accordance with the utility's approved purchased sewer adjustment clause to recognize increases in the cost of purchased sewage treatment. The cost of these charges to customers will not exceed the increased cost of purchased sewage treatment.

To implement or modify the pass through provision, the utility must comply with all notice and other requirements of 30 TAC 291.21(h).

In the event that the application is set for hearing, the rates derived from the specific pass through provision requested by the utility may be decreased or increased by order of the Commission. You may inspect a copy of the application at the City of Lewisville Public Library or the City Secretary's office both of which are located at 1197 West Main, Lewisville, Texas 75067. A copy of the application is also available at Creekside's business office located at 4000 Ace Lane, Lewisville, Texas 75067.

NOTICE OF PROPOSED PASS THROUGH RATE PROVISION

Creekside Utility Inc.

20670

Company Name

CCN Number

has submitted a pass through rate provision application with the Texas Commission on Environmental Quality (Commission). **The proposed adjusted rates will be implemented only upon written notice from a purchased water or sewer provider or an groundwater conservation district requiring a change in fees and only after mailed notice to the customers prior to the beginning of the billing period in which the adjusted rate takes effect.** Unless protests are received from 10 percent of the ratepayers within 90 days of the effective date or unless the Commission staff requests a hearing, no hearing will be held and the water use fee pass through rate provision will be approved as proposed. Please read all information carefully. Protests should be mailed to:

Texas Commission on Environmental Quality
Utility Financial Review Team, MC 153
P. O. Box 13087
Austin, Texas 78711-3087

Creekside Utility Inc.

Subdivisions /Systems Affected by Pass Through Provision

Zip Codes Affected by Pass Through Provision				
4000 Ace Lane	Lewisville	TX	75067	972-316-1600
Company Address	City	State	Zip	Phone #
July 1, 2012				
Date Customer Notice Mailed		Effective Date of the Increase		

PASS THROUGH RATE PROVISION:

(INSERT YOUR UTILITY'S PASS THROUGH PROVISION HERE)

See Pass Through Rate Provision on
Separate Sheet Attached

To implement or modify the pass through provision, the utility must comply with all notice and other requirements of 30 TAC 291.21(h).

In the event that the application is set for hearing, the rates derived from the specific pass through provision requested by the utility may be decreased or increased by order of the Commission. You may inspect a copy of the application at your utility's office or at the Commission's office at Park 35 - Building F, Third Floor, 12100 Park 35 Circle, Austin, Texas. Additional information about the application can be obtained by contacting the Utilities & Districts Section at 512/239-4691. Information about how you can participate in the rate setting process can be obtained by contacting the Public Interest Counsel at 512/239-6363.

NOTICE OF PROPOSED PASS THROUGH RATE CHANGE SEWER

Creekside Manufactured Home Community

20670

Company Name

CCN Number

has submitted a pass through rate provision application with the City of Lewisville (City). The proposed rates listed on the next page will apply to service received after the effective date provided below. The proposed adjusted rates will be implemented only upon written notice from a purchased water or sewer provider or an groundwater conservation district requiring a change in fees and only after mailed notice to the customers prior to the beginning of the billing period in which the adjusted rate takes effect. Unless protests are received from 10 percent of the ratepayers within 90 days of the effective date or unless the City staff requests a hearing, no hearing will be held and the water use fee pass through rate provision will be approved as proposed. Please read all information carefully. Protests should be mailed to:

**City of Lewisville
ATTN: Steve Bacchus
151 W. Church St.
Lewisville, Texas 75057**

Creekside Manufactured Home Community Subdivisions/Systems Affected by Pass Through Provisions

4000 Ace Lane	Lewisville	TX	75067	972-376-1600
Company Address	City	State	Zip	Phone #

December 23, 2008
Date Customer Notice Mailed

April 1, 2009
Effective Date of the Increase

12th of the month
Date Meters Typically Read

CURRENT RATES

\$7.37 for first 2000 gallons

\$2.96 for each additional 1000 gallons

PROPOSED RATES

\$7.96 for first 2000 gallons

\$3.20 for each additional 1000 gallons

FORM OF PAYMENT: The utility will accept the following form(s) of payment:

Cash _____, Check X, Money Order X, Credit Card _____, 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

PASS THROUGH RATE PROVISION:

Section 3.5 of the Sewer Connection agreement between the City of Lewisville, Texas and Creekside Mobile Community Investor's provides that the "City recognizes that, as a private retail utility, Creekside is entitled to pass on to its individual customers the prorata cost of municipal wastewater service invoiced by City to Creekside ... and to recover its investment and depreciation costs of its existing collection and wastewater treatment system, and of its soon to be incurred costs of connection to the City's wastewater system and closure of Creekside's wastewater treatment plant, together with all reasonable costs of wastewater maintenance, repair, operation, billing and administration. Accordingly, as Creekside's Regulatory Authority having original jurisdiction over Creekside's service rates and tariffs under Texas Water Code Section 13.042, City agrees that it will give due, deliberate, and expeditious consideration to all such costs of treatment and disposal service and invested capital, depreciation and operations expenses when presented to City in conjunction with a Statement of Intent to change rates filed by Creekside. City agrees that by entering into this agreement with Creekside, Creekside's utility operations and the financial integrity thereof will not be compromised or jeopardized in the exercise of City's authority and original jurisdiction to establish fair and reasonable retail service rates.

This tariff change is being implemented in accordance with the utility's approved purchased sewer adjustment clause to recognize increases in the cost of purchased sewage treatment. The cost of these charges to customers will not exceed the increased cost of purchased sewage treatment.

To implement or modify the pass through provision, the utility must comply with all notice and other requirements of 30 TAC 291.21(h).

In the event that the application is set for hearing, the rates derived from the specific pass through provision requested by the utility may be decreased or increased by order of the Commission. You may inspect a copy of the application at the City of Lewisville Public Library or the City Secretary's office both of which are located at 1197 West Main, Lewisville, Texas 75067. A copy of the application is also available at Creekside's business office located at 4000 Ace Lane, Lewisville, Texas 75067.

December 23, 2008

Dear Residents:

This letter is to inform you that a sewer rate increase will go into effect April 1, 2009. Creekside Community purchases sewage treatment services from the City of Lewisville. The cost of sewage treatment purchased from the City has increased. Therefore, Creekside finds it necessary to increase the sewer rate charged to its residents to the current City of Lewisville rate fee in which the City charges Creekside for sewage treatment. Below you will find the new rates effective April 1, 2009.

CURRENT RATES

\$7.37 for first 2000 gallons

\$2.96 for each additional 1000 gallons

PROPOSED RATES

\$7.96 for first 2000 gallons

\$3.20 for each additional 1000 gallons

Thank you for your attention to this matter

Thank you,

Dana Robinson
Community Manager

ATTACHMENT 2

Question 7

Certificate of Formation

AMC Creekside LLC
31200 Northwestern Highway
Farmington Hills, MI 48334

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMC CREEKSIDE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

5064956 8300

140377221

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1237683

DATE: 03-25-14

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AMC CREEKSIDE LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE FOURTEENTH DAY OF NOVEMBER, A.D. 2011, AT 12:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "AMC CREEKSIDE LLC".

5064956 8100H

140377221

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1237684

DATE: 03-25-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:27 PM 11/14/2011
FILED 12:28 PM 11/14/2011
SRV 111191932 - 5064956 FILE

**CERTIFICATE OF FORMATION
OF
AMC CREEKSIDE LLC**

November 14, 2011

The undersigned, being an authorized person of AMC Creekside LLC, and desiring to form a limited liability company under the Delaware Limited Liability Company Act, Chapter 18, Title 6, Delaware Code, Section 18-101 et seq. (the "Act"), hereby certifies pursuant to Section 18-201(a) of the Act, as follows:

1. Name of Limited Liability Company. The name of the limited liability company (the "Company") is: AMC Creekside LLC.

2. Registered Office and Agent. The address of the Company's registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of the Company's registered agent for service of process are: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

This Certificate of Formation was duly executed in accordance with and is being filed pursuant to the provisions of Section 18-201 of the Act.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of
AMC Creekside LLC as of the date first above written.

/s/ Erik D. Hagen _____

Authorized Person

Name: Erik D. Hagen

Form 304
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$750



Application for
Registration
of a Foreign Limited
Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
NOV 21 2011
Corporations Section

1. The entity is a foreign limited liability company. The name of the entity is:

AMC Creekside LLC

Provide the full legal name of the entity as stated in the entity's formation document in its jurisdiction of formation.

2A. The name of the entity in its jurisdiction of formation does not contain the word "limited liability company" or "limited company" (or an abbreviation thereof). The name of the entity with the word or abbreviation that it elects to add for use in Texas is:

2B. The entity name is not available in Texas. The assumed name under which the entity will qualify and transact business in Texas is:

The assumed name must include an acceptable organizational identifier or an accepted abbreviation of one of these terms.

3. Its federal employer identification number is: 45-3816728

☐ Federal employer identification number information is not available at this time.

4. It is organized under the laws of: (set forth state or foreign country) Delaware

and the date of its formation in that jurisdiction is: 11/14/2011

mm/dd/yyyy

5. As of the date of filing, the undersigned certifies that the foreign limited liability company currently exists as a valid limited liability company under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the limited liability company that it proposes to pursue in the transaction of business in Texas are set forth below.
any lawful act or activity for which limited liability companies may be formed including, but not limited to
owning & operating manufactured housing communities

The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: 12/01/2011

mm/dd/yyyy

Late fees may apply (see instructions).

8. The principal office address of the limited liability company is:

14131 Midway Road, Suite 550
Address

Addison
City

TX
State

USA
Country

75001
Zip/Postal Code

RECEIVED

NOV 21 2011

Secretary of State

Complete item 9A or 9B, but not both. Complete item 9C.

☐ 9A. The registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

☐ 9B. The registered agent is an individual resident of the state whose name is:

First Name

M.I.

Last Name

Suffix

9C. The business address of the registered agent and the registered office address is:

350 North St. Paul Street, Suite 2900 Dallas

TX 75201-4234

Street Address

City

State

Zip Code

10. The entity hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each governing person is:

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)
IF INDIVIDUAL

First Name

M.I.

Last Name

Suffix

OR

IF ORGANIZATION

American Manufactured Communities Operating Partnership LP

Organization Name

14131 Midway Road, Suite 550

Addison

TX USA 75001

Street or Mailing Address

City

State

Country

Zip Code

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)
IF INDIVIDUAL

First Name

M.I.

Last Name

Suffix

OR

IF ORGANIZATION

Organization Name

Street or Mailing Address

City

State

Country

Zip Code

NAME AND ADDRESS OF GOVERNING PERSON (Enter the name of either an individual or an organization, but not both.)
IF INDIVIDUAL

First Name

M.I.

Last Name

Suffix

OR

IF ORGANIZATION

Organization Name

Street or Mailing Address

City

State

Country

Zip Code

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

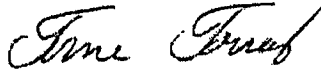
Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: November 17th, 2011



Signature of authorized person (see instructions)

Tome Tomaj, authorized person

Printed or typed name of authorized person.