



Control Number: 48388



Item Number: 10

Addendum StartPage: 0

**DOCKET NO. 48388**

**APPLICATION OF CHUCK BELL §  
DBA CHUCK BELL WATER §  
SYSTEMS, LLC AND UNDINE §  
TEXAS, LLC FOR SALE, TRANSFER, §  
OR MERGER OF FACILITIES AND §  
CERTIFICATE RIGHTS IN §  
JOHNSON AND TARRANT §  
COUNTIES §**

**PUBLIC UTILITY COMMISSION**

**OF TEXAS**

2018 MAY 31 PM 4:38

FILING CLERK

**UNDINE TEXAS, LLC'S RESPONSE TO**  
**ORDER NO. 1**

TO THE HONORABLE ADMINISTRATIVE LAW JUDGE:

Undine Texas, LLC ("Undine") files this response to Order No. 1. In support thereof, Undine states the following:

**I. BACKGROUND**

On May 24, 2018, Undine filed with the Public Utility Commission of Texas ("Commission") an application for sale, transfer, or merger of a retail public utility in Johnson and Tarrant Counties. On May 30, 2018, the Administrative Law Judge ("ALJ") filed Order No. 1 requiring Commission Staff's Recommendation and directing Undine to provide information and supporting documentation on or before June 4, 2018. Accordingly, this response is timely filed.

**II. SUPPLEMENTAL INFORMATION**

In response to Order No. 1, Undine hereby files the following information:

1. The legal name and all assumed names, if any, under which the applicant conducts business. If the applicant uses an assumed name, provide a currently valid certificate of assumed name.

**Response:**

**Undine conducts business under the name of Undine Texas, LLC (Employer Identification Number 37-1817184). It does not conduct business under an assumed name.**

2. The form of business in Texas (*e.g.*, corporation, partnership, sole proprietorship). Charter or Authorization number, date business was formed, and date change was made (if applicable).

**Response:**

**Undine operates as a limited liability company. Attached as Exhibit A is Undine's Certificate of Formation dated October 23, 2015 and attached as Exhibit B is the Secretary of State Certificate of Filing for Undine dated November 25, 2015.**

3. Legal name of parent company, if any, and a description of its primary business interests and the name of any companies affiliated with the applicant with which it does any business. Provide the state and date in which the parent company is registered. (*The Commission requires registration with the Secretary of State for all forms of business, except sole proprietorships*).

**Response:**

**The legal name of Undine's parent company is Undine, LLC (Employer Identification Number 47-5574862). Attached as Exhibit C is the Certificate of Formation in the State of Delaware for Undine, LLC dated October 23, 2015 and attached as Exhibit D is the Secretary of State Certificate of Filing for Undine, LLC dated November 25, 2015. Undine, LLC is a holding company for its direct or indirect wholly-owned subsidiaries, including**

**Undine. The primary business of Undine, LLC and its subsidiaries is the acquisition, ownership and operation of water and wastewater utilities.**

Respectfully submitted,

**DuBois, Bryant & Campbell, LLP**

By: 

Peter T. Gregg  
State Bar No. 00784174  
303 Colorado, Suite 2300  
Austin, Texas 78701  
[pgregg@dbcllp.com](mailto:pgregg@dbcllp.com)  
(512) 457-8000  
(512) 457-8008 (fax)

**Attorneys for Undine Texas, LLC**

**CERTIFICATE OF SERVICE**

I do hereby certify that a true and correct copy of the foregoing document was served on the persons as indicated below on this the 31st day of May, 2018:

Alexander Petak  
Public Utility Commission of Texas  
Legal Division  
1701 N. Congress Avenue  
P. O. Box 13326  
Austin, Texas 78711-3326  
[alexander.petak@puc.texas.gov](mailto:alexander.petak@puc.texas.gov)

**EXHIBIT A**

**Undine's Certificate of Formation**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:53 AM 10/23/2015  
FILED 11:53 AM 10/23/2015  
SR 20150625658 - File Number 5860781

**CERTIFICATE OF FORMATION**

**OF**

**UNDINE TEXAS, LLC**

1. The name of the limited liability company is Undine Texas, LLC.
2. The address of its registered office in the State of Delaware is: 2711 Centerville Rd., Suite 400, in the City of Wilmington, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Undine Texas, LLC this 23rd day of October, 2015.

By: 

Daniel Cohen, Authorized Person

**EXHIBIT B**

**Secretary of State Certificate of Filing for Undine**



## Office of the Secretary of State

November 30, 2015

Gardere Wynne Sewell LLP  
1601 Elm Street, Suite 3000  
Dallas, TX 75201 USA

RE: Undine Texas, LLC  
File Number: 802339329

-----  
It has been our pleasure to file the application for registration and issue the enclosed certificate of filing evidencing the authority of the foreign limited liability company (llc) to transact business in Texas.

Unless exempted, the foreign entity is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the foreign entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The registered foreign entity is not required to file annual reports with the Secretary of State. An application for amended registration must be filed with the Secretary of State if the foreign entity changes its name, changes the purposes to be pursued in Texas, or changes the assumed name it elected to use on its application for registration. It is important for the foreign entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the revocation of the entity's registration by the Secretary of State.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: William Johnson

Fax: (512) 463-5709  
TID: 10292

Dial: 7-1-1 for Relay Services  
Document: 642386710003



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Undine Texas, LLC  
File Number: 802339329

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Registration for the above named Foreign Limited Liability Company (LLC) to transact business in this State has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the authority of the entity to transact business in this State from and after the effective date shown below for the purpose or purposes set forth in the application under the name of

Undine Texas, LLC

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 11/25/2015

Effective: 11/25/2015



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos  
Secretary of State

D:\Texas Sec. of State - corporation section COMPANY:

**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 25 2015**  
**Corporations Section**

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

Undine Texas, 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: \_\_\_\_\_

☒ 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: 10/23/2015

*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 business or activity under the law of this state.

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: Upon qualification

*mm/dd/yyyy*

*Late fees may apply (see instructions).*

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

P.O. Box 1966

*Address*

Cypress

*City*

TX

*State*

USA

*Country*

77410

*Zip/Postal Code*

D:\Texas Sec. of State - corporation section COMPANY:

Complete items 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:

OR

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

Carey		Thomas	
First Name	M.I.	Last Name	Suffix

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

21102 Refuge Creek Dr.	Cypress	TX	77433
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:

<b>NAME AND ADDRESS OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
First Name	M.I.	Last Name	Suffix	
OR				
<b>IF ORGANIZATION</b>				
Undine, LLC				
Organization Name				
P.O. Box 1966	Cypress	TX	USA	77410
Street or Mailing Address	City	State	Country	Zip Code

<b>NAME AND ADDRESS OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
First Name	M.I.	Last Name	Suffix	
OR				
<b>IF ORGANIZATION</b>				
Organization Name				
Street or Mailing Address	City	State	Country	Zip Code

<b>NAME AND ADDRESS OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
First Name	M.I.	Last Name	Suffix	
OR				
<b>IF ORGANIZATION</b>				
Organization Name				
Street or Mailing Address	City	State	Country	Zip Code

O:Texas Sec. of State - corporation section COMPANY:

**Supplemental Provisions/Information**

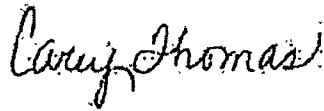
Text Area: [The attached addendum, if any, is incorporated herein by reference.]

**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 90<sup>th</sup> 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.

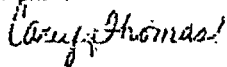
Date: Nov. 23, 2015\_\_\_\_\_  
Signature of authorized person (see instructions)**Carey Thomas**\_\_\_\_\_  
Printed or typed name of authorized person.

D:\Texas Sec. of State - corporation section COMPANY:

Form 401-A  
(Revised 12/09)

Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for <b>Undine Texas, LLC</b>		
<i>Name of represented entity</i>		
I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.		
X: 	Carey Thomas	11/23/2015
<i>Signature of registered agent</i>	<i>Printed name of registered agent</i>	<i>Date (mm/dd/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I am authorized to act on behalf of _____		
<i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:		
<i>Name of represented entity</i>		
The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.		
X: _____	_____	_____
<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i>	<i>Date (mm/dd/yyyy)</i>

**EXHIBIT C**

**Certificate of Formation in the State of Delaware for Undine, LLC**

TO: Delaware Sec. of State COMPANY:

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:53 AM 10/23/2015  
FILED 11:53 AM 10/23/2015  
SR 20150625654 - FileNumber 5831919

## CERTIFICATE OF FORMATION

OF

UNDINE, LLC

1. The name of the limited liability company is Undine, LLC.

2. The address of its registered office in the State of Delaware is: 2711 Centerville Rd., Suite 400, in the City of Wilmington, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Undine, LLC this 23rd day of October, 2015.

By:   
Daniel Cohen, Authorized Person

4862

**EXHIBIT D**

**Secretary of State Certificate of Filing for Undine, LLC**



## Office of the Secretary of State

November 30, 2015

Gardere Wynne Sewell LLP  
1601 Elm Street, Suite 3000  
Dallas, TX 75201 USA

RE: Undine, LLC  
File Number: 802339315

It has been our pleasure to file the application for registration and issue the enclosed certificate of filing evidencing the authority of the foreign limited liability company (llc) to transact business in Texas.

Unless exempted, the foreign entity is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the foreign entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The registered foreign entity is not required to file annual reports with the Secretary of State. An application for amended registration must be filed with the Secretary of State if the foreign entity changes its name, changes the purposes to be pursued in Texas, or changes the assumed name it elected to use on its application for registration. It is important for the foreign entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the revocation of the entity's registration by the Secretary of State.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Undine, LLC  
File Number: 802339315

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Registration for the above named Foreign Limited Liability Company (LLC) to transact business in this State has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the authority of the entity to transact business in this State from and after the effective date shown below for the purpose or purposes set forth in the application under the name of

Undine, LLC

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 11/25/2015

Effective: 11/25/2015



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos  
Secretary of State

O:Texas Sec. of State - corporation section COMPANY:

**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 25 2015**  
**Corporations Section**

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

Undine, 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: \_\_\_\_\_

☒ 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: 10/23/2015

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 business or activity under the law of this state.

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: Upon qualification

mm/dd/yyyy

Late fees may apply (see instructions).

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

P.O. Box 1966

Cypress

TX

USA

77410

Address

City

State

Country

Zip/Postal Code

D:\Texas Sec. of State - corporation section COMPANY:

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:

OR

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

Carey

Thomas

First Name

M.I.

Last Name

Suffix

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

21102 Refuge Creek Dr.

Cypress

TX

77433

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:

<b>NAME AND ADDRESS OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
First Name	M.I.	Last Name	Suffix	
OR				
<b>IF ORGANIZATION</b>				
Undine Utility, LLC				
Organization Name				
P.O. Box 1966	Cypress	TX	USA	77410
Street or Mailing Address	City	State	Country	Zip Code

<b>NAME AND ADDRESS OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
First Name	M.I.	Last Name	Suffix	
OR				
<b>IF ORGANIZATION</b>				
Organization Name				
Street or Mailing Address	City	State	Country	Zip Code

<b>NAME AND ADDRESS OF GOVERNING PERSON</b> (Enter the name of either an individual or an organization, but not both.)				
<b>IF INDIVIDUAL</b>				
First Name	M.I.	Last Name	Suffix	
OR				
<b>IF ORGANIZATION</b>				
Organization Name				
Street or Mailing Address	City	State	Country	Zip Code

O:Texas Sec. of State - corporation section COMPANY:

**Supplemental Provisions/Information**

Text Area (The attached addendum, if any, is incorporated herein by reference.)

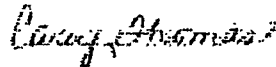
**Effectiveness of Filing** (Select either A, B, or C.)

- 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 90<sup>th</sup> 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: Nov. 23, 2015

Signature of authorized person (see instructions)

Carey Thomas

Printed or typed name of authorized person.

Form 401-A  
(Revised 12/09)



**Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for <u>Undine, LLC</u>		
<i>Name of represented entity</i>		
I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.		
X: <u>Carey Thomas</u>	<u>Carey Thomas</u>	<u>11/23/2015</u>
<i>Signature of registered agent</i>	<i>Printed name of registered agent</i>	<i>Date (month/day/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<u>Acceptance of Appointment and Consent to Serve as Registered Agent</u>		
I am authorized to act on behalf of _____		
<i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:		
<i>Name of represented entity</i>		
The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.		
X: _____	_____	_____
<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i>	<i>Date (month/day/yyyy)</i>