

Control Number: 48396



Item Number: 5

Addendum StartPage: 0

PUC DOCKET NO. 48396

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APPLICATION OF THE CITY OF	§
JUSTIN AND AQUA TEXAS, INC.	§
FOR APPROVAL OF SERVICE AREA	§
CONTRACT UNDER TEXAS WATER	§
CODE § 13.248 AND TO AMEND	§
CERTIFICATES OF CONVENIENCE	§
AND NECESSITY IN DENTON	§
COUNTY	8

PUBLIC UTILITY COMMISSION PM 2: 17 OF TEXAS

AQUA TEXAS' RESPONSE TO ORDER NO. 1

COMES NOW, Aqua Texas, Inc. ("Aqua Texas") and files this response to Order No. 1 Requiring Commission Staff's Recommendation. In support thereof, Aqua Texas would show the following.

On May 29, 2018, the City of Justin and Aqua Texas filed an application for approval of a service area contract and to amend their water CCNs in Denton County. On June 4, 2018, the Commission issued Order No. 1 Requiring Commission Staff's Recommendation which ordered Aqua Texas to file supplemental information and documentation.¹

Order No. 1 required Aqua Texas to file the following information and documentation:

- 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.
- 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).
- 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.

¹ Order No. 1 contained a deadline of June 4, 2018 to comply with the Order, which was not possible since the Order was not issued until June 4, 2018.

In response, Aqua Texas hereby submits the following information.

- 1. Aqua Texas, Inc. operates in Texas under the assumed name Aqua Texas. A copy of Aqua Texas' Assumed Name Certificate on file with the Texas Secretary of State is attached as **Exhibit A**.
- 2. Aqua Texas, Inc. is a corporation formed on February 13, 2004. Its Articles of Incorporation are attached as **Exhibit B**. Aqua Texas's Authorization number can be found on its Texas Franchise Tax Public Information Report for 2017 attached hereto as **Exhibit C**.
- 3. The legal name of Aqua Texas' parent company is Aqua America, Inc., which is a corporation subsisting in the State of Pennsylvania. A Subsistence Certificate issued for Aqua America, Inc. is attached as **Exhibit D**. Aqua America serves as a holding company for independently operated water and wastewater utility companies that serves about 3 million people in Pennsylvania, Ohio, North Carolina, Illinois, Texas, New Jersey, Indiana, and Virginia.

Aqua Texas, and all its affiliates, are 100% owned by Aqua America. Aqua Texas affiliates with which it conducts business or which provide Aqua Texas with services include: Aqua Utilities, Inc., Aqua Development, Inc., Aqua Operations, Inc., Kerrville South Water Company, Inc., Harper Water Company, Inc., and Aqua Services, Inc. Aqua Texas' affiliates have previously been reported to the Commission in Aqua Texas' Annual Reports, most recently in PUC Docket 46928 (Water and Wastewater Utilities 2016 Annual Reports), Item No. 80, page 11.

<u>PRAYER</u>

Aqua Texas, Inc. respectfully requests that the Honorable ALJ issue an order approving the City of Justin and Aqua Texas, Inc.'s application for approval of a service area contract and to amend their water CCNs in Denton County as previously filed. The Applicants further request such other relief to which they are justly entitled at law or in equity.

Respectfully submitted,

Geoffrey P. Kirshbaum

State Bar No. 24029665 TERRILL & WALDROP

810 West 10th Street

Austin, Texas 78701

Tel: (512) 474-9100 Fax: (512) 474-9888

gkirshbaum@terrillwaldrop.com

Kirchban

ATTORNEY FOR AQUA TEXAS, INC.

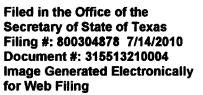
CERTIFICATE OF SERVICE

I certify that a copy of this document will be served on all parties of record on June 20, 2018 in accordance with P.U.C. Procedural Rule 22.74.

Geoffrey P. Kirshbaum



Office of the Secretary of State Corporations Section P.O. Box 13697 Austin, Texas 78711-3697 (Form 503)





ASSUMED NAME CERTIFICATE FOR FILING WITH THE SECRETARY OF STATE

1. The assumed name under which the business or professional service is or is to be conducted or rendered is:

Aqua Texas

2. The name of the entity as stated in its certificate of formation, application for registration, or comparable document is:

Aqua Texas, Inc.

- 3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is <u>TEXAS</u> and the address of its registered or similar office in that jurisdiction is: <u>211 E. 7th Street, Suite 620, Austin, TX, USA 78701-3218</u>
- 4. The period, not to exceed 10 years, during which the assumed name will be used is: **07/14.2020**
- 5. The entity is a : **Domestic For-Profit Corporation**
- 6. The entity's principal office address in Texas is:

1106 Clayton Lane, Suite 400 W, Austin, TX, USA 78723

- 7. The entity is not organized under the laws of Texas and is not required by law to maintain a registered agent and registered office in Texas. Its office address outside the state is:
- 8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:

ALL COUNTIES

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Aqua Texas, Inc.

Name of the entity

By: Roy H. Stahl

Signature of officer, general partner, manager, representative or attorney-in-fact of the entity

FILING OFFICE COPY

Form 201 (revised 9/03)

Return in Duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709

Filing Fee: \$300



Articles of Incorporation
Pursuant to Article 3.02
Texas Business
Corporation Act

This space reserved for office use.

FILED In the Office of the Secretary of State of Texas

FEB 1 3 2004

Corporations Section

1)	field Ci	o por ate Name			
The name of the corporation is as set for	rth below:				
Aqua Texas, Inc. The name must contain the word "corporation," "come the same as, deceptively similar to or similar to the file with the secretary of state. A preliminary check for the secretary of state.	it of an existing	corporate, limited liability co			
Article 2 Registered Agent and f			regither Vor	(Caulo	asplice C)
A. The initial registered agent is an	organizatio	n (cannot be corporation as	amed above) l	by the	name of:
CT Corporation System	_				
OR		_			
B. The initial registered agent is an	individual	resident of the state wh	ose name i	is set fo	orth below:
First Name	M.I.	Last Name			Suffix
C. The business address of the registere	d agent and	the registered office a	ddress is:		<u></u>
Street Address	City	the registered office	State	Zip Co	de
350 N. St. Paul St.	Dallas		TX	75201	
	Vitide 3	Directors			
The number of directors constituting the person or persons who are to serve as di their successors are elected and qualified	rectors unti	l the first annual meeti			
Director 1: First Name	M.I.	Last Name			Suffix
Nicholas	-	DeBenedictis			
Street Address	City		State	Zip Co	ode
762 W. Lancaster Ave.	Bryn Mawr		Pa	19010)
Director 2: First Name	M.I.	Last Name			Sulfix
Street Address	City		State	Zip Co	de



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Director 3: First Name	M.I.	Last Name		Suffix
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Street Address	City	<u> </u>	State	Zip Code
Silver Addiess				
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	Article 4 M	thorized Share		
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A. The total number of sha	res the corporation	is authorized to	issue is	
and the par value of each of the	authorized shares	is \$	_	
OR (You must select and complete	<u>elther</u> option A <u>or</u> op	tion B, <u>do not sele</u>	ct both)	
B. The total number of share	•	is authorized to	issue is 1000	
and the shares shall have no par				
If the shares are to be divided into classes, value (or statement of no par value), and the				
supplemental information on this form.				
	Article 5	Duration		
The period of duration is perpet				
	Vinde (n Purpose		
The purpose for which the corp	oration is organize	d is for the trans	saction of any an	d all lawful business
for which corporations may be				Act.
	Supplemental Pr		atton	
Text Aren: [The attached addendum, if any	y, is incorporated herein l	by reference.		
	nco	porator		
The name and address of the inc	corporator is set for	th below.		
Name:				· · · · · · · · · · · · · · · · · · ·
Aqua America, Inc.				
Street Address	City		State	Zip Code
762 W. Lancaster Ave.	Bara Mari	_		10040
102 W. Calicaster Ave.	Bryn Maw	·····	PA	19010
	Harrisa	Date of Filing		
This document will become			ed by the secreta	my of state
OR	Ottobare when the	. Goodiness is in	ed by the sector	ly of state.
☐ This document will become	effective at a later	date, which is n	ot more than nin	cty (90) days from
the date of its filing by the secre				(50) (20)
77		cution		
The undersigned incorporator si			subject to the per	nallies imposed by
law for the submission of a false	or traudulent doc	ument.		
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Filing Number: 800304878

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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions



ETcode 13196 ■Taxpayer number ■Report year You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information 32014405503 we have on file about you. Contact us at 1-800-252-1381. 2017 Taxpayername Aqua Texas, Inc Blacken box if the malling address has changed. Secretary of State (SOS) file number or Comptroller file number Mailing address 1106 Clayton Lane, Suite 400 W City Austin State ZIP code plus 4 PA 78723 0800304878 Blacken box if there are currently no changes from previous year, if no information is displayed, complete the applicable information in Sections A, B and C. Principal office 1106 Clayton Lane, Suite 400 W Austin TX 78723 Principal place of business 1106 Clayton Lane, Suite 400 W Austin TX 78723 You must report officer, director, member, general partner and manager information as of the date you complete this report. Please sign below! This report must be signed to satisfy franchise tax requirements. 3201440550317 SECTION A Name, title and mailing address of each officer, director, member, general partner or manager. Name Director m m d d y y Title X YES Term expiration CHRISTOPHER H. FRANKILN CEO ZIP Code 78723 Mailing address 1106 CLAYTON LANE, SUITE 400 W City State ŤΧ AUSTIN Name Title Director d d X YES Tem expiration DAVID P. SMELTZER CFO ZIP Code 78723 Mailing address 1106 CLAYTON LANE, SUITE 400 W City State TX AUSTIN Name Title Director X YES Tem RICHARD S. FOX coo expiration ZIP Code 78723 Mailing address 1106 CLAYTON LANE, SUITE 400 W City AUSTIN SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more. Name of owned (subsidiary) corporation, LLC, LP, PA or finencial institution Percentage of ownership State of formation Texas SOS Se number, if any Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution State of formation Texas SOS file number, if any Percentage of ownership SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity. Name of owned (parent) corporation, LLC, LP, PA or financial institution State of formation Texas SOS file number, if any Percentage of ownership 100.000 Aqua America, Inc Registered agent and registered office currently on file (see instructions if you need to make changes) You must make a filing with the Secretary of State to change registered agent, registered office or general partner information. Agent: Corporation Service Company Office: 211 E. 7th Street, Suite 620 ZIP Code 78701 City Austin State TX The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax R sheets for Sections A, B and C, if necessary. The information will be available for public inspection. I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation. LLC, LP, PA or financial institution. Title Date Area code and phone number sign _l here (610) 645-1135 SENIOR VICE PRESIDEN VE/DE PIR IND



TX2017 Ver. 8.0

05-102

Texas Franchise Tax Public Information Report

(Rev.9-15/33) To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

■Tcode 13190 ■Taxpayer number	a Report	year		You have certain ric	ghts under Chapter 552 and 559,
				ment Code, to revie	w, request and correct information
32014405503 Taxpayer name Agua Tevas Toc	201	71	we h		ou. Contact us at 1-800-252-1381.
signa Tenas, Tile			_ ■ []		malling address has changed.
Mailing address 1106 Clayton Lane, Suite 400 W					ry of State (SOS) file number or blier file number
City Austin State	PA.	ZIP code plus 4	78723	080030	4878
Blacken box if there are currently no changes from pre-	vious year, if no inform	ation is displayed, complete	e the applicabl	e information in Secti	ions A, B and C
Principal office					
Principal place of business You must report officer, director, member, general partner as Please sign below! This report must be sign.	-				3201440550317
SECTION A Name, title and mailing address of each office	er, director, member, g	eneral partner or manager.			J201 11 0JJ0J17
Name	Title		Director		mmdd y y
			X YES	Tem	
DANIEL J. SCHULLER	V.P.		<u> </u>	expiration	- les s
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	IN		State TX	ZIP Code 78723
Name	Title		Director		mm dd y y
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Name	Title	IN	Director	12	m m d d y y
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WILLIAM C. ROSS	SRVP		_ '	Term expiration	
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	IN		State TX	ZIP Code 78723
SECTION B Enter information for each corporation,	LLC, LP, PA or fir	ancial institution, if an	y, in which th	nis entity owns an i	interest of 10 percent or more.
Name of owned (subsidiary) corporation, LLC, LP, PA or finar	ncial institution	State of formation	Texas	SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or finan	ncial institution	State of formation	Texas	SOS file number, if any	Percentage of ownership
SECTION C Enter information for each corporation	. LLC. LP. PA or fi	nancial institution, if an	v. that owns	an interest of 10 p	percent or more in this entity.
Name of owned (parent) corporation, LLC, LP, PA or financial		State of formation		SOS file number, if any	
Registered agent and registered office currently on file (see in Agent:	nstructions if you need	to make changes)		ke a filing with the Sec red office or general p	cretary of State to change registered arriver information.
Office:		City		Stu	ite ZIP Code
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I declare that the information in this document and any attachmobien mailed to each person named in this report who is an offit LLC, LP, PA or financial institution.	ents is true and correct	to the best of my knowledg	=		
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SECTION B	Enter information	for each corpora	ition. L	LC. LP. PA or fi	nancial i	nstitution, if any	, in w	nich this	entity o	wns a	n inte	rest c	f 10 p	erce	nt or n	nore
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Name of owned (parent) corporation, Registered agent and registered office Agent: Office: The information on this form is required by Section 171.203 of the Tex Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tex Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation,

LLC, LP, PA or financial institution.						
sign here	Title	Date		Area c	ode and phone r	iumber
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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liebility Companies (LLC), Limited Pertnerships (LP), Professional Associations (PA) and Financial Institutions

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						ent Code, to re	_	· ·	
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City Austin	State P.	A		ZIP code plus 4	78723	0800	304878		
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Principal place of business									
You must report officer, director, member, general partn Please sign below! This report must be									
SECTION A Name, title and mailing address of each	_	•		•			320	144055	0317
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SECTION B Enter information for each corporati	ion, LLC	, LP, PA or fir	nancial i	nstitution, if any	in which this	entity owns a	n intere	st of 10 perc	ent or mor
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SECTION C Enter information for each corporati	ion , LLC	, LP, PA or fi	nancial	institution, if any	, that owns a	n interest of 1	0 percer	nt or more in	this entity.
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I declare that the information in this document and any atta	chments is	true and correct	to the be	st of my knowledge	and belief, as	of the date belo	w, and th	at a copy of	this report ha
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Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liebility Companies (LLC), Limited Partnerships (LP), Professional Associations (PA) and Financial Institutions

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Principal office Principal place of business							_			
ou must report officer, director, member, general po				-		ort.				
Please sign below! This report must	be signed	to satisfy t	ranchis	e tax require	ments.			32	201440550	317
ECTION A Name, title and mailing address of ea	ech officer, direc	tor, member, g	eneral part	ner or manager.						
Name		Title			Director		1	m	m dd	У
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ELIZABETH TAYLOR		ASecretary			<u></u>		expiration		TID Code	
Mailing address 1106 CLAYTON LANE, SUITE 40	00 W	City AUST	IN		Director		State	TX	m d d	78723
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SECTION B Enter information for each corpo	ration LLC	IP PA or fin	ancial in	stitution, if any	/ in which	this	entity owr	s an inte	rest of 10 perce	nt or mo
Name of owned (subsidiary) corporation, LLC, LP, PA			State of I	•			S file numbe		Percentage of	
Name of owned (subsidiary) corporation, LLC, LP, PA	or financial ins	titution	State of (formation	Te	xas SO	S file numbe	r, if any	Percentage of	ownersh
SECTION C Enter information for each corpo	ration , LLC,	LP, PA or fir	nancial in	stitution, if an	y, that ow	ns an	interest o	of 10 perc	ent or more in t	his entil
Name of owned (parent) corporation, LLC, LP, PA or	financial institut	lion	State of	formation	Te	xas SO	S file numbe	r, If any	Percentage of	ownersh
Registered agent and registered office currently on file Agent:	(see instruction	ons if you n ee d	to make c	hanges)					ry of State to change r information	registered
Office:				City				State	ZIP Cox	ie
The Information on this form is required by Section 171.20 theets for Sections A, B and C, if necessary. The information w				, LP, PA or financ	del Institutio	n that	files a Texa	s Franchise	Tax Report. Use a	dditional
I declare that the information in this document and any		 		of an boundarie			d the date	helow end	that a copy of thi	
been mailed to each person named in this report who is				•						
Sign	· · · · · · · · · · · · · · · · · · ·	Title	e		Date			Area	code and phone	number
here										
	Texa	s Comptro	oller Off	icial Use O	nly					
							VE/D	E	PIR IND	



COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

06/12/2018

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

AQUA AMERICA, INC.

is duly registered as a Pennsylvania Business Corporation under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.

OF THE COUNTY OF

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Acting Secretary of the Commonwealth

Certification Number: TSC180612121116-1

Verify this certificate online at http://www.corporations.pa.gov/orders/verify