

Control Number: 48396



Item Number: 5

Addendum StartPage: 0

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2018 JUN 20 PM 2:17

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

PUBLIC UTILITY COMMISSION OF TEXAS

PUBLIC UTILITY COMMISSION FILING CLERK

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**.

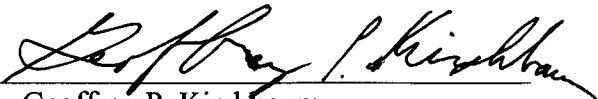
3. The legal name of Aqua Texas' parent company is Aqua America, Inc., which is a corporation subsisting in the State of Pennsylvania. A Subsistence Certificate issued for Aqua America, Inc. is attached as **Exhibit D**. Aqua America serves as a holding company for independently operated water and wastewater 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.

PRAYER

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,

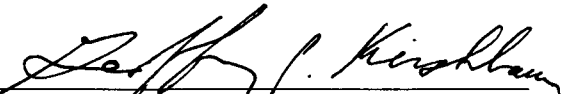
By: 

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

ATTORNEY FOR AQUA TEXAS, INC.

CERTIFICATE OF SERVICE

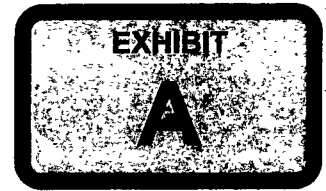
I certify that a copy of this document will be served on all parties of record on June 20, 2018 in accordance with P.U.C. Procedural Rule 22.74.


Geoffrey P. Kirshbaum



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

Filed in the Office of the
Secretary of State of Texas
Filing #: 800304878 7/14/2010
Document #: 315513210004
Image Generated Electronically
for Web Filing



**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 **TEXAS** and the address of its registered or similar office in that jurisdiction is:

211 E. 7th Street, Suite 620, Austin, TX, USA 78701-3218

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



This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

FEB 13 2004

Corporations Section

**Articles of Incorporation
Pursuant to Article 3.02
Texas Business
Corporation Act**

Article 1 - Corporate Name

The name of the corporation is as set forth below:

Aqua Texas, Inc.

The name must contain the word "corporation," "company," "incorporated," or an abbreviation of one of these terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 - Registered Agent and Registered Office (see also and complete either A or B and complete C)

A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

CT Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

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

Street Address	City	State	Zip Code
350 N. St. Paul St.	Dallas	TX	75201

Article 3 - Directors

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix
Nicholas	-	DeBenedictis	

Street Address	City	State	Zip Code
762 W. Lancaster Ave.	Bryn Mawr	Pa	19010

Director 2: First Name	M.I.	Last Name	Suffix

Street Address	City	State	Zip Code



Director 3: First Name	M.I.	Last Name	Suffix
Street Address	City	State	Zip Code

Article 4 - Authorized Shares

A. The total number of shares the corporation is authorized to issue is _____ and the par value of each of the authorized shares is \$ _____

OR (You must select and complete either option A or option B, do not select both.)

B. The total number of shares the corporation is authorized to issue is *1 000* and the shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

Article 5 - Duration

The period of duration is perpetual.

Article 6 - Purpose

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

Supplemental Provisions/Information

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

Incorporator

The name and address of the incorporator is set forth below.

Name:

Aqua America, Inc.

Street Address	City	State	Zip Code
762 W. Lancaster Ave.	Bryn Mawr	PA	19010

Effective Date of Filing

This document will become effective when the document is filed by the secretary of state.

OR

This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____

Execution

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.


Signature of incorporator

6D5238 3.000

TX2017 05-102
Ver. 8.0 (Rev.9-15/33)

Texas Franchise Tax Public Information Report

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



Tcode 13196

Taxpayer number

Report year

32014405503

2017

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1361.

Taxpayer name: Aqua Texas, Inc. Mailing address: 1106 Clayton Lane, Suite 400 W Austin TX 78723. City: Austin, State: PA, ZIP code plus 4: 78723. Secretary of State (SOS) file number or Comptroller file number: 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.

Table with 4 columns: Name, Title, Director (YES/NO), Term expiration (m m d d y y). Rows include Christopher H. Frankiln (CEO), David P. Smeltzer (CFO), and Richard S. Fox (COO).

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.

Table with 4 columns: 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.

Table with 4 columns: Name of owned (parent) corporation, LLC, LP, PA or financial institution, State of formation, Texas SOS file number, if any, Percentage of ownership. Row: Aqua America, Inc., PA, 100.000.

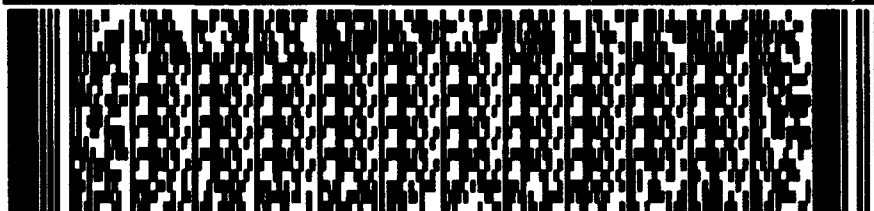
Registered agent and registered office currently on file (see instructions if you need to make changes). Agent: Corporation Service Company, Office: 211 E. 7th Street, Suite 620, City: Austin, State: TX, ZIP Code: 78701.

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 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.

Signature line: sign here, Title: SENIOR VICE PRESIDEN, Date, Area code and phone number: (610) 645-1135.

Texas Comptroller Official Use Only



VE/DE [] PIR IND []



7002

Texas Franchise Tax Public Information Report

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

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

32014405503		2017	
Taxpayer name Aqua Texas, Inc			<input type="checkbox"/> Blacken box if the mailing address has changed.
Mailing address 1106 Clayton Lane, Suite 400 W			Secretary of State (SOS) file number or Comptroller file number
City Austin	State PA	ZIP code plus 4 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 _____

Principal place of business _____

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	Title	Director	Term expiration
DANIEL J. SCHULLER	V. P.	<input checked="" type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
CHRISTOPHER P. LUNING	SRVP	<input checked="" type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
WILLIAM C. ROSS	SRVP	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723

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 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

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.*

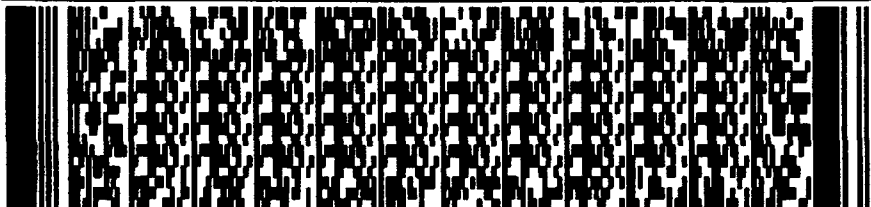
Agent	Office	City	State	ZIP Code
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I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named 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 code and phone number
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VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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6D5238 3.000

TX2017 05-102
Ver. 8.0 (Rev.9-15/33)

Texas Franchise Tax Public Information Report

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

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,
Government Code, to review, request and correct information
we have on file about you. Contact us at 1-800-252-1381.

32014405503		2017	
Taxpayer name Aqua Texas, Inc			<input type="checkbox"/> Blacken box if the mailing address has changed.
Mailing address 1106 Clayton Lane, Suite 400 W			Secretary of State (SOS) file number or Comptroller file number
City Austin	State PA	ZIP code plus 4 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 _____
Principal place of business _____

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 ROBERT A. RUBIN	Title SRVP	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
Name ROBERT A. LAUGHMAN	Title President	Director <input checked="" type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
Name DANIEL RIMANN	Title V.P.	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723

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 financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
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
--------------------------------------------------------------------------	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file (see instructions if you need to make changes)
Agent: _____ You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Office: _____	City _____	State _____	ZIP Code _____
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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 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 code and phone number _____
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Texas Comptroller Official Use Only

	VE/DE <input type="checkbox"/>	PIR IND <input type="checkbox"/>
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7002

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TX2017 05-102
Ver. 8.0 (Rev.9-15/33)

Texas Franchise Tax Public Information Report

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

Tcode 13196

■ Taxpayer number **32014405503** ■ Report year **2017**

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

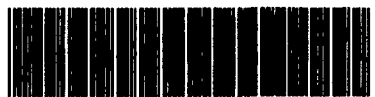
Taxpayer name Aqua Texas, Inc
Mailing address 1106 Clayton Lane, Suite 400 W
City Austin State PA ZIP code plus 4 78723
Secretary of State (SOS) file number or Comptroller file number 0800304878

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
Principal place of business

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	Title	Director	Term expiration
ROBERT A. KOPAS	Controller	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
CRANDAL MCDOUGALL	Controller	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
STAN SZCZGIEL	Treasurer	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723

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Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

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Registered agent and registered office currently on file (see instructions if you need to make changes) Agent: Office: City State ZIP Code

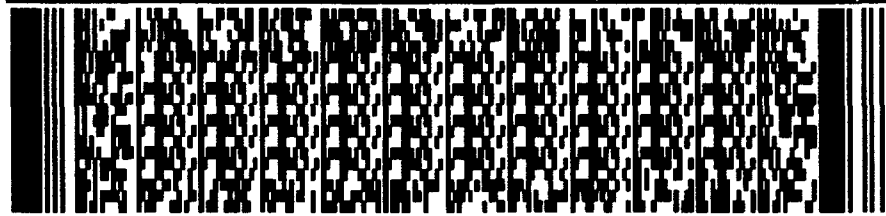
Office: City State ZIP Code

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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 code and phone number

Texas Comptroller Official Use Only



VE/DE PIR IND



7002

6D5238 3.000

TX2017 05-102
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Taxpayer number

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2017

You have certain rights under Chapter 552 and 559, Government Code, to review, request and correct information we have on file about you. Contact us at 1-800-252-1381.

Taxpayer name Aqua Texas, Inc		<input type="checkbox"/> Blacken box if the mailing address has changed.	
Mailing address 1106 Clayton Lane, Suite 400 W		Secretary of State (SOS) file number or Comptroller file number 0800304878	
City Austin	State PA	ZIP code plus 4 78723	

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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	Title	Director	Term expiration
ELIZABETH TAYLOR	ASecretary	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
LISA PIOTROWSKI	ASecretary	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723
LINDA LEATHERWOOD	ASecretary	<input type="checkbox"/> YES	m m d d y y
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUSTIN	State TX	ZIP Code 78723

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Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

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Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

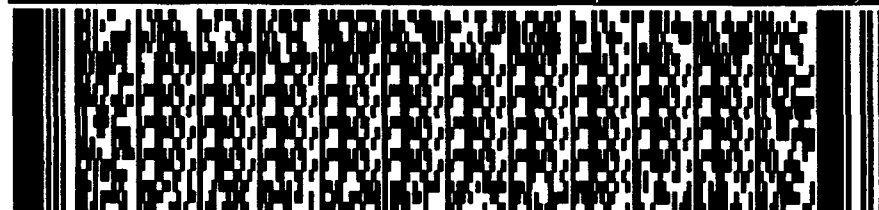
Registered agent and registered office currently on file (see instructions if you need to make changes)		You must make a filing with the Secretary of State to change registered agent, registered office or general partner information	
Agent:	Office:	City	State ZIP Code

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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.

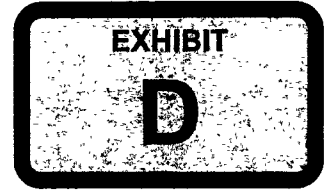
sign here	Title	Date	Area code and phone number
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Texas Comptroller Official Use Only



VE/DE	<input type="checkbox"/>	PIR IND	<input type="checkbox"/>
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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.



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

Robert Lanes

Acting Secretary of the Commonwealth

Certification Number: TSC180612121116-1

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