



Control Number: 48533



Item Number: 26

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DOCKET NO. 48533

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APPLICATION OF BAMMEL FOREST  
UTILITY COMPANY AND QUADVEST,  
L.P. FOR SALE, TRANSFER, OR  
MERGER OF FACILITIES AND  
CERTIFICATE RIGHTS IN HARRIS  
COUNTY

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§  
§

PUBLIC UTILITY COMMISSION  
FILING CLERK  
OF TEXAS

**NOTICE OF PROOF THAT TRANSACTION HAS BEEN CONSUMMATED AND  
CUSTOMER DEPOSITS HAVE BEEN PROPERLY ADDRESSED**

Quadvest, L.P. ("Quadvest") hereby files this Notice and states the following:

1. Order No. 4 (AIS Item 25), issued on October 25, 2018, approved the sale and transfer transaction in the referenced matter and required the applicants to submit, within 180 days of the Order and not later than 30 days after the consummation of the transaction, proof to the Commission that the transaction has been consummated and that the customer deposits have been addressed. This Notice is timely filed pursuant to Order No. 4.

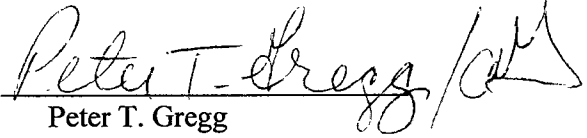
2. Attached hereto as Exhibit A is a fully-executed Bill of Sale evidencing the consummation of the transaction on November 13, 2018.

3. Attached hereto as Exhibit B is an Affidavit of Customer Deposits evidencing the full transfer of the customer deposits from Bammel Forest Utility Company to Quadvest on December 19, 2018, noting that Attachment 1 to Exhibit B is being submitted under a claim of confidentiality under 16 Tex. Admin. Code § 22.71(d) to protect personal identifying information relating to customer names and addresses.

4. Quadvest has therefore submitted all documents or information required by Order No. 4. Accordingly, consistent with Order No. 4, Quadvest hereby requests that the Commission staff file a recommendation to approve the sufficiency of the documents.

Respectfully submitted,

**DuBois, Bryant & Campbell, LLP**

By: 

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**Attorneys for Quadvest, L.P.**

**CERTIFICATE OF SERVICE**

I do hereby certify by my signature above that a true and correct copy of the foregoing document was served on the persons below by U.S. Mail and Email on this the 7<sup>th</sup> day of January, 2019:

Justine Isabelle Caedo Tan  
Public Utility Commission of Texas  
Legal Division  
1701 N. Congress Avenue  
P.O. Box 13326  
Austin, Texas 78711-3326  
[Justine.Tan@puc.texas.gov](mailto:Justine.Tan@puc.texas.gov)

**EXHIBIT A**  
**BILL OF SALE**

## **BILL OF SALE**

This Bill of Sale ("**Bill of Sale**"), is dated to be effective as of 12:01 a.m., Houston, Texas time on November 13, 2018 (the "**Effective Date**"), is entered into by and between Bammel Forest Utility Co., a Texas corporation ("**Grantor**") and Quadvest, L.P., a Texas limited partnership ("**Grantee**").

### **WITNESSETH:**

WHEREAS, Grantor and Grantee are parties to that certain Asset Purchase Agreement dated June 20, 2018 (the "**Agreement**"), providing, on the terms and conditions set forth in the Agreement, for the transfer to Grantee of substantially all of the assets and the business of the Grantor related to that certain water utility system operated by Grantor and located in Harris County, Texas (the "**Business**"), and the assumption by Grantee of certain specified liabilities and obligations of Grantor; and

**NOW, THEREFORE**, in consideration of the premises and of delivery this date by Grantee to Grantor of the consideration specified by the Agreement, the receipt of which by Grantor is hereby acknowledged, Grantor, as of the Effective Date, has conveyed, granted, bargained, sold, transferred, set over, assigned, remised, released, delivered and confirmed and by this Bill of Sale, does convey, grant, bargain, sell, transfer, set over, assign, remise, release, deliver and confirm unto Grantee, its successors and assigns, forever, all of Grantor's right, title and interest in and to the following (collectively, the "**Assets**"):

(a) the fixtures, equipment and other tangible assets and personal property described in **Section II(a)** of the Agreement, as further described on **Exhibit "A"** attached hereto, incorporated herein and made a part hereof; and

(b) all personal property owned by Grantor and located on the Property described on **Exhibit "B"** attached hereto, incorporated herein and made a part hereof.

**TO HAVE AND TO HOLD**, as of the Effective Date, said Assets with all of the appurtenances thereto, unto Grantee, its successors and assigns, for its and their use forever.

In exchange for the transfer and conveyance of the Assets hereby conveyed, transferred, assigned and delivered or intended so to be, Grantee has delivered and by this Bill of Sale does deliver, unto Grantor or pursuant to Grantor's instructions, in accordance with the Agreement, and Grantor hereby acknowledges receipt of, the consideration specified in the Agreement as provided to be delivered to Grantor pursuant to the Agreement.

**AND THE PARTIES HERETO FURTHER MUTUALLY COVENANT AND AGREE AS FOLLOWS:**

1. Grantor covenants and agrees with Grantee that Grantor will, whenever and as often as required so to do by Grantee, its successors and assigns, execute, acknowledge and deliver such other instruments of conveyance and transfer and take such other action as reasonably may be required more effectively to convey, transfer to and vest in Grantee, its successors and assigns, and to put Grantee, its successors and assigns in possession of, any

property conveyed, transferred and delivered hereunder, and in the case of ~~contracts~~ which cannot be transferred effectively without the consent of third parties, to cooperate with Grantee in any reasonable arrangement specified by Grantee to obtain such consents and to take such other action as may be reasonably necessary to assure to Grantee, its successors and assigns, all rights and benefits thereof.

2. Nothing in this Bill of Sale, express or implied, is intended or shall be construed to confer upon, or give to, any person, firm or corporation other than the parties hereto and their respective successors or assigns, any right or remedy under or by reason of this Bill of Sale or any term, covenant or condition hereof, and all the terms, covenants, conditions, promises and agreements contained in this Bill of Sale shall be for the sole and exclusive benefit of the parties hereto and their successors and assigns.

3. This Bill of Sale is executed and delivered pursuant to the Agreement.

[Remainder of Page Left Intentionally Blank; Signatures Appear on Next Page]

IN WITNESS WHEREOF, each of the parties hereto have caused this Bill of Sale to be executed by their duly authorized representatives to be effective as of the day and year first above written.

**GRANTOR:**

BAMMEL FOREST UTILITY CO.,  
a Texas corporation

By: Richard A. Dale  
Name: Richard Dale  
Title: President

**GRANTEE:**

QUADVEST, L.P.,  
A Texas limited partnership

By: Quadvest Management, L.L.C., a Texas limited  
liability company, its general partner

By: [Signature]  
Name: Simon J. Quercia  
Title: President

**EXHIBIT "A"**

**Facilities and Fixtures**

- A. Pump House #1 – 18’-6” x 12’ x 8’ tall (CMU Construction)  
Pump House #1 – 16’ x 16’ x 8’ tall (CMU Construction)
- B. Pressure Tank #1 – 20’ x 6’ dia (approx. 4,250 gallons) (non-ASME rated)  
Pressure Tank #2 – 20’ x 6’ dia (approx. 4,250 gallons) (non-ASME rated)
- C. Ground Storage Tank #1 – 30’ x 24’ tall (approx. 127,000 gallons)  
Ground Storage Tank #2 – 16’ x 24’ tall (approx. 38,000 gallons)
- D. 4” Backflow Preventer with 4” Water Meter  
4” Inter-connect Water Line under Kuykendahl Road to PFUC
- E. All associated water lines, fire plugs, and water meters in Bammel Forest CCN (Bammel Forest, Pecan Forest and Bammel Timbers).
- F. Jockey Pump – 7.5 HP Model # CI 1206E2JABB867D
- G. Distribution Pump #1 – 25 HP 500 gpm, Serial # 1971089594-10  
Distribution Pump #2 – 25 HP, Serial # 344BF
- H. Air Compressor – 60 gallon, Serial # LF/17/07—00010
- I. Control Panels
- J. Manual Transfer Switch
- K. Chlorine Equipment, various
- L. Liquid Ammonium Sulfate Equipment, including injector pumps, various
- M. Generac Generator – natural gas, Model QT03624JNAX, Serial # 6561980

**EXHIBIT "B"**

**Property Description**

Res A7 A10 & A11, Bammel Forest Section 1, more formally known as 16113 Kuykendahl Road, Houston, Texas 77068 (15,682 sq.f.t), being HCAD Tax ID# 088-287-000-0140, as more particularly described below:

**TRACT 1:**

A PART OF RESERVE "A", OUT OF THE SOUTHEAST CORNER OF BAMMEL FOREST SECTION 1 ADDITION, IN THE GEORGE H. DELESDESNIER SURVEY, HARRIS COUNTY, TEXAS, ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN VOLUME 53, PAGE 8, MAP RECORDS OF HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGIN AT THE PIPE AT THE SOUTHEAST CORNER OF RESERVE "A", SAME BEING THE SOUTHEAST CORNER OF SECTION 1 OF BAMMEL FOREST ADDITION;  
THENCE NORTH 32 DEGREES 27' WEST ALONG THE WESTERLY LINE OF KUYKENDAHL ROAD (80 FEET IN WIDTH) 50 FEET TO A POINT;  
THENCE SOUTH 59 DEGREES 07' WEST 150.00 FEET TO A PIPE;  
THENCE SOUTH 32 DEGREES 27' EAST 50.00 FEET TO A POINT;  
THENCE NORTH 59 DEGREES 07' EAST 150.00 FEET ALONG THE SOUTH LINE OF RESERVE "A" AND ALONG THE SOUTH LINE OF BAMMEL FOREST SECTION 1, TO THE PIPE THE PLACE OF BEGINNING.

**TRACT 2:**

1000 SQUARE FEET OF LAND OUT OF RESERVE "A" OF THE BAMMEL FOREST ADDITION SECTION 1, THE PLAT OF SAID ADDITION BEING OF RECORD IN VOLUME 53, PAGE 8 OF THE HARRIS COUNTY MAP RECORDS; SAID 1000 SQUARE FEET TRACT BEING IMMEDIATELY NORTH OF AND ADJACENT TO THE EASTERLY 100 FEET OF A 50 BY 150 FT TRACT OUT OF THE SOUTHEAST CORNER OF SAID RESERVE "A", DESCRIBED IN DEED RECORDED IN VOLUME 3836, PAGE 284 OF THE HARRIS COUNTY DEED RECORDS, SAID 1000 SQUARE FOOT TRACT BEING MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT A 1 INCH IRON PIPE FOUND MARKING THE SOUTHEAST CORNER OF SAID RESERVE "A";  
THENCE IN A NORTHWESTERLY DIRECTION WITH THE WESTERLY RIGHT-OF-WAY LINE OF KUYKENDAHL ROAD, 50.00 FEET TO A 1 INCH SQUARE IRON PIPE SET FOR THE SOUTHEAST CORNER AND PLACE OF BEGINNING OF THE 1000 SQUARE FOOT TRACT HEREIN DESCRIBED;

THENCE IN A SOUTHWESTERLY DIRECTION AND WITH THE NORTHERLY LINE OF SAID 50 BY 150 FOOT TRACT, SAME RUNNING PARALLEL WITH THE SOUTHERLY LINE OF SAID RESERVE "A", 100.00 FEET TO A 1 INCH SQUARE IRON PIPE SET FOR THE SOUTHWEST CORNER OF THE 1000 SQUARE FOOT TRACT HEREIN DESCRIBED;

THENCE IN A NORTHWESTERLY DIRECTION AND BEING PARALLEL WITH THE WESTERLY RIGHT-OF-WAY LINE OF SAID KUYKENDAHL ROAD, 10.00 FEET TO A 1 INCH SQUARE IRON PIPE SET FOR THE NORTHWEST CORNER OF THE 1000 SQUARE FOOT TRACT HEREIN DESCRIBED;

THENCE IN A NORTHEASTERLY DIRECTION AND PARALLEL WITH THE SOUTHERLY LINE OF SAID RESERVE "A", 100.00 FEET TO A 1 INCH SQUARE IRON PIPE SET ON THE WESTERLY RIGHT-OF-WAY LINE OF KUYKENDAHL ROAD FOR THE NORTHEAST CORNER OF THE 1000 SQUARE FOOT TRACT HEREIN DESCRIBED;

THENCE IN A SOUTHEASTERLY DIRECTION AND WITH THE WESTERLY RIGHT-OF-WAY LINE OF KUYKENDAHL ROAD, 10.00 FEET TO THE PLACE OF BEGINNING AND CONTAINING 1000 SQUARE FEET OF LAND, MORE OR LESS.

TRACT 3:

BEING A PART OF RESERVE "A" WHICH IS A PORTION OF Bammel Forest, Section 1, a subdivision in the George A. Delesdernier Survey, Harris County, Texas, said subdivision being recorded in Volume 53, Page 8 of the Map Records of Harris County, Texas, and the portion of Reserve "A" being more particularly described as follows:

BEGINNING AT A 1 INCH IRON PIPE IN THE SOUTHEAST LINE OF RESERVE "A", SAID IRON PIPE BEING AT A CHAIN LINK FENCE CORNER AND SOUTH 59 DEGREES 13' 40" WEST 100.00 FEET FROM AN IRON PIPE MARKING THE EAST CORNER OF SAID RESERVE "A";

THENCE SOUTH 59 DEGREES 13' 40" WEST WITH THE SOUTHEAST LINE OF RESERVE "A", 150.04 FEET TO AN IRON ROD FOR CORNER;

THENCE NORTH 30 DEGREES 46' 20" WEST PERPENDICULAR TO THE SOUTHEAST LINE OF RESERVE "A", 59.97 FEET TO AN IRON ROD FOR CORNER;

THENCE NORTH 59 DEGREES 13' 40" EAST, PARALLEL TO THE SOUTHEAST LINE OF RESERVE "A", 148.03 FEET TO AN IRON PIPE AT A CHAIN LINK FENCE CORNER;

THENCE SOUTH 32 DEGREES 41' 30" EAST WITH THE CHAIN LINK FENCE, 60.00 FEET TO THE PLACE OF BEGINNING.

TRACT 4:

BEING A PART OF RESERVE "A" WHICH IS A PORTION OF Bammel Forest, SECTION 1, A SUBDIVISION IN THE GEORGE A. DELESDEERNIER SURVEY, HARRIS COUNTY, TEXAS, SAID SUBDIVISION BEING RECORDED IN VOLUME 53, PAGE 8 OF THE MAP RECORDS OF HARRIS COUNTY, TEXAS, AND THE PORTION OF RESERVE "A" BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A 1 INCH IRON PIPE IN THE NORTHEAST LINE OF RESERVE "A", SAME BEING THE SOUTHWEST RIGHT-OF-WAY LINE OF KUYKENDAHL ROAD, SAID 1 INCH IRON PIPE BEING NORTH 32 DEGREES 41' 30" WEST, 60.00 FEET FROM A 1 INCH IRON PIPE MARKING THE EAST CORNER OF RESERVE "A";  
THENCE NORTH 32 DEGREES 41' 30" WEST WITH THE NORTHEAST LINE OF RESERVE "A" A DISTANCE OF 6.00 FEET TO AN IRON ROD FOR CORNER;  
THENCE SOUTH 59 DEGREES 13' 40" WEST, PARALLEL TO THE SOUTHEAST LINE OF RESERVE "A", A DISTANCE OF 133.35 FEET TO AN IRON ROD FOR CORNER;  
THENCE SOUTH 30 DEGREES 46' 20" EAST, A DISTANCE OF 6.00 FEET TO AN IRON ROD FOR CORNER;  
THENCE NORTH 59 DEGREES 13' 40" EAST, PARALLEL TO THE SOUTHEAST LINE OF RESERVE "A", A DISTANCE OF 133.55 FEET TO THE PLACE OF BEGINNING.

**EXHIBIT B**

**AFFIDAVIT OF CUSTOMER DEPOSIT TRANSFER**

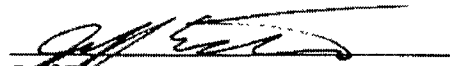
PUBLIC UTILITY COMMISSION OF TEXAS

DOCKET NO. 48533

STATE OF TEXAS           §  
                                     §  
COUNTY OF Montgomery §


**AFFIDAVIT OF CUSTOMER DEPOSIT TRANSFER**

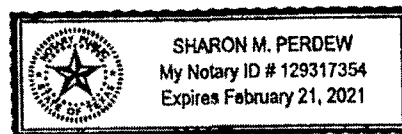
I, Jeff Eastman, CFO of Quadvest, L.P. ("Quadvest"), hereby certify that the customer deposits held by Bammel Forest Utility Company were fully transferred to Quadvest on December 19, 2018. For a detailed summary, please see Attachment 1 of this Affidavit.

  
Jeff Eastman

STATE OF TEXAS           §  
                                     §  
COUNTY OF Montgomery §

SWORN to and SUBSCRIBED before me, the undersigned authority, on the 7<sup>th</sup> day of January, 2019 by Jeff Eastman.

  
Notary Public, State of Texas



**ATTACHMENT 1**  
**DETAILED SUMMARY**  
**CONFIDENTIAL**

# **CONFIDENTIAL**

**DOCKET NO.:** 48533

**STYLE:** Application of Bammel Forest Utility Company and Quadvest, L.P. for Sale, Transfer, or Merger of Facilities and Certificate Rights in Harris County

**SUBMITTING PARTY:** Quadvest, L.P.

**BRIEF DESCRIPTION OF CONTENTS:** Detailed Summary of Customer Deposit Transfer

**BATE STAMP OR SEQUENTIAL PAGE NUMBER RANGE:** 14 TO 15

**ENVELOPE #:** 1 OF 1

**ADDITIONAL INFORMATION REQUIRED BY PROTECTIVE ORDER:**

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**DATE SUBMITTED TO COMMISSION:** January 7, 2019