

Control Number: 48565



Item Number: 4

Addendum StartPage: 0

PUC DOCKET NO. 48565

§

\$ \$ \$ \$ \$ \$ \$ \$ \$

APPLICATION OF AQUA TEXAS, INC. AND TOWN OF BUFFALO GAP FOR SALE, TRANSFER, OR MERGER OF FACILITIES AND CERTIFICATE RIGHTS IN TAYLOR COUNTY (GAP WATER SYSTEM)

Provide and the second s

142

PUBLIC UTILITY COMMISISION 2018 AUG - 9 PM 1: 02 OF TEXAS FILING CLERK

APPLICANTS' RESPONSE TO ORDER NO. 1

COME NOW, Aqua Texas, Inc. ("Aqua Texas") and the Town of Buffalo Gap and file this response to Order No. 1 Requiring Commission Staff's Recommendation. In support thereof, Aqua Texas and the Town of Buffalo Gap would show the following.

On August 2, 2018, Aqua Texas and the Town of Buffalo Gap filed an application for Sale,

Transfer of Merger of Facilities and Certificate Rights in Denton County related to the Gap Water

System. On August 7, 2018, the Commission issued Order No. 1 Requiring Commission Staff's

Recommendation which ordered Aqua Texas and the Town of Buffalo Gap to file supplemental

information and documentation. The deadline for filing such information was on or before August

13, 2018. Therefore, this pleading is timely filed.

Order No. 1 required Aqua Texas and the Town of Buffalo Gap 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.

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 47833 (Water and Wastewater Utilities 2017 Annual Reports), Item No. 120, page 11.

In response, the Town of Buffalo Gap submits the following information:

1. The Town of Buffalo Gap operates under the name the Town of Buffalo Gap.

The Town of Buffalo Gap is a general-law municipality incorporated on September
 28, 1959.

3. Not applicable.

Page 2

PRAYER

Aqua Texas, Inc. and the Town of Buffalo Gap respectfully request that the Honorable ALJ issue an order approving Aqua Texas, Inc. and the Town of Buffalo Gap's application as previously filed. The Applicants further request such other relief to which they are justly entitled at law or in equity.

Respectfully submitted,

Minhhan 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.

Eileen M, Hayman State Bar No. 24076684 MESSER ROCKFELLER FORT 500 Chestnut, Suite 1061 Abilene, Texas 79602 Tel: (325-701-7960 Fax: (325) 701-7961 eileen@txmunicipallaw.com

ATTORNEY FOR TOWN OF BUFFALO GAP

CERTIFICATE OF SERVICE

I certify that a copy of this document will be served on all parties of record on August 9, 2018 in accordance with P.U.C. Procedural Rule 22.74.

P. Kinha

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

د دور ۱۹۸۹ میروند بازد. مرکز ۱۹۹۲ میروند میروند از میروند بازداری میروند از میروند میروند میروند میروند میروند از میروند از میروند از م

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.

<u>Aqua Texas, Inc.</u>

.

.

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

_ . ..

÷ .

.

-

		This space :	reserved for o	ffice use.		
Form 201 (revised 9/03)				FILED		
Return in Duplicate to:	FIN X IE			n the Office of the		
Secretary of State			Secr	etary of State of Texa		
P.O. Box 13697	Articles of Incorp	oration		FEB 1 3 2004		
Austin, TX 78711-3697	Pursuant to Arti					
FAX: 512/463-5709	Texas Busin	Co	Corporations Section			
Filing Fee: \$300	Corporation	Act				
			· · · · · · · · · · · · · · · · · · ·			
	Arnele I – C	orporate Name				
The name of the corporatio	on is as set forth below:					
Aqua Texas, Inc.						
The name must contain the word "co						
he the same as, deceptively similar I file with the secretary of state. A pr	to or similar to that of an existin	ng corporate, limited liability				
	Enderly energistered		ha nation As	n Baustonuplete Ca		
A. The initial registere	ed agent is an organizati	On (cannot be corporation	named above	by the name of:		
CT Corporation System						
OR						
	d agent is an individual		whose nam			
First Name	<u>M.I.</u>	Last Name		Suffix		
A 71.1 1 1	f the registered agent ar	nd the registered offic	e address is			
	City		State	Zip Code		
			State TX	75201		
Street Address	City	Directors				
Street Address 350 N. St. Paul St.	City Dallas Acticle 3		TX	75201		
Street Address 350 N. St. Paul St. The number of directors co	City Dallas Veticle 3 onstituting the initial box	ard of directors and th	TX e names an	75201 d addresses of the		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected	City Dallas Vericle 3 onstituting the initial bos to serve as directors un l and qualified are set fo	ard of directors and th til the first annual me orth below:	TX e names an	75201 d addresses of the reholders or until		
Street Address	City Dallas Vericle 3 onstituting the initial box to serve as directors un	ard of directors and th til the first annual me	TX e names an	75201 d addresses of the		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected	City Dallas Vericle 3 onstituting the initial bos to serve as directors un l and qualified are set fo	ard of directors and th til the first annual me orth below:	TX e names an	75201 d addresses of the reholders or until		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected Director 1: First Name	City Dallas Vericle 3 onstituting the initial bos to serve as directors un l and qualified are set fo	ard of directors and th til the first annual me Orth below: Last Nume	TX e names an	75201 d addresses of the reholders or until		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected Director 1: First Name Nicholas Street Address	City Dallas Vericle 3 onstituting the initial box to serve as directors un l and qualified are set for M.1. - City	ard of directors and th til the first annual me Orth below: Last Nume DeBenedictis	TX e names an eting of sha	75201 d addresses of the reholders or until Suffix Zip Code		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected Director 1: First Name Nicholas Street Address 762 W. Lancaster Ave.	City Dallas Acticle 3 onstituting the initial box to serve as directors un l and qualified are set for M.1. - City Bryn Maw	ard of directors and th til the first annual me Orth below: Last Nume DeBenedictis	TX e names an eting of sha	75201 d addresses of the reholders or until Suffix Zip Code 19010		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected Director 1: First Name Nicholas Street Address	City Dallas Vericle 3 onstituting the initial box to serve as directors un l and qualified are set for M.1. - City	ard of directors and th til the first annual me Orth below: Last Nume DeBenedictis	TX e names an eting of sha	75201 d addresses of the reholders or until Suffix Zip Code		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected Director 1: First Name Nicholas Street Address 762 W. Lancaster Ave.	City Dallas Acticle 3 onstituting the initial box to serve as directors un l and qualified are set for M.1. - City Bryn Maw	ard of directors and th til the first annual me Orth below: Last Nume DeBenedictis	TX e names an eting of sha	75201 d addresses of the reholders or until Suffix Zip Code 19010		
Street Address 350 N. St. Paul St. The number of directors co person or persons who are their successors are elected Director 1: First Name Nicholas Street Address 762 W. Lancaster Ave.	City Dallas Acticle 3 onstituting the initial box to serve as directors un l and qualified are set for M.1. - City Bryn Maw	ard of directors and th til the first annual me Orth below: Last Nume DeBenedictis	TX e names an eting of sha	75201 d addresses of the reholders or until Suffix Zip Code 19010		

---- .



Director 3: First Name	M.I.	Last Name		Suffix
Street Address	City	<u></u>	State	ZipCode
	}		}	
	Article F	Nathonized Shares		
		Author Act Subjects		
A. The total number of sha	res the corporation	on is authorized to ju	ssue is	
and the par value of each of the	•			
OR (You must select and complete			(hoth)	
B. The total number of sha				
and the shares shall have no par	-			
If the shares are to be divided into classes	, you must set forth the			
value (or statement of no par value), and t supplemental information on this form.	the preferences, limitat	ions, and relative rights of	each class in the sp	ace provided for
supplemental intornation on ints form.	Article	5 Duration		
The period of duration is perpe				
	Anticia	eo Parpose		
		•		
The purpose for which the corp for which corporations may be				
ior which corporations may be		rovisions/Informa		
was a first a start for all the start				
Text Area: [The attached addendum, if an	y, is incorporated herei	in by reference.]		
				······································
	Inc	orporator		
The name and address of the in	comorator is set f	forth helow		

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	PĄ	19010						

Effective Date of Filmg

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

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

XHIBIT Chapter 552 and and correct inform us at 1-800-252-1 ress has changed SOS) file number of her nd C.
and correct informa us at 1-800-252-1 frees has changed SOS) file number of ober nd C.
and correct informa us at 1-800-252-1 frees has changed SOS) file number of ober nd C.
us at 1-800-252-1 Iress has changed SOS) file number o her nd C.
ress has changed. SOS) file number of her nd C. 40550317
nber nd C. 40550317
nd C. 40550317
40550317
40550317
40550317
dd y
ZIP Code 78723
dd y
DP Code 78723
d d y
ZIP Code 78723
ur coue /8/23
10 percent or m
entage of ownersh
entage of ownersh
more in this entit entage of ownersh
0.000
e to change registered
e to change registered tion.
e to change registered
d d 2IP Code 10 perce entage o more in entage o

7002

173108852109 17298

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),

	Professio	nal Association	is (PA) a	nd Financial Institu	tions							
■Tcode 13196		- Danad										
Taxpayer number		Report	year				ou have cert	-		-		
32014405503		201	7		G		nt Code, to e on file ab		•			
Taxpayername Aqua Texas, Inc						В	lacken box	if the mail	ling add	ress has	chang	yed.
Malling address 1106 Clayton Lane, Suite 400 W								retary of nptroller			numb	eror
City Austin	State PA			ZIP code plus 4	781	723	08	0030487	8			
Blacken box if there are currently no changes from	m previous ve	ar: if no inform	ation is c	isplaved, complete	the ap	dicable in	formation in	Sections	A, B an	d C		
Principal office												
Principal place of business							_]			ی سر خد		
You must report officer, director, member, general par		-				•						
Please sign below! This report must I	-	•		•	ments	B.		32	20144	10550	317	1
SECTION A Name, title and mailing address of eac Name	n onicer, direc	tor, member, g	enerai p	anner or manager.	Direct	or	T	m	m	d d	y	/ y
						YES	Term					
DANIEL J. SCHULLER		V. P.					expiration					
Mailing address 1106 CLAYTON LANE, SUITE 400	W	City AUST	IN		<u></u>		State T			IP Code		
Name		Title			Direct		1	m	<i>m</i>	d d	y	<u>y y</u>
CHRISTOPHER P. LUNING		SRVP				YES	Term					
Mailing address 1106 CLAYTON LANE, SUITE 400) W	City AUST	IN					 x	Z	IP Code	787	23
Name		Title		·····	Direct	or		m	m	d d	y	y y
						YES	Term					
WILLIAM C. ROSS Mailing address 1106 CLAYTON LANE, SUITE 400	W	SRVP City AUST	TN		1			x	Z	IP Code	787	23
· · · · · · · · · · · · · · · · · · ·								••				
SECTION B Enter information for each corpora			ancial	institution, if any	, in wh	ich this	entity own:	s an inte	rest of	10 perc	ent or	more
Name of owned (subsidiary) corporation, LLC, LP, PA (or financial ins	titution	State	of formation		Texas SO	S file number,	if any	Perce	intage o	fowne	rship
Name of owned (subsidiary) corporation, LLC, LP, PA o	or financial ins	titution	State	of formation		Texas SO	S file number	if any	Perce	ntage o	fowne	nship
SECTION C Enter information for each corpora	ation, LLC,	LP, PA or fi	nancial	institution, if an	y, that :	owns an	interest of	10 perc	ent or (more in	this e	entity.
Name of owned (parent) corporation, LLC, LP, PA or fir				of formation			S file number			intage o		
Registered agent and registered office currently on file Agent.	(see instruction	ons if you need	to mek	e changes)			filing with ti office or gen				e regisi	tered
Office.				City			• • • • • • • • • •	State		ZIP C	xde	
The Information on this form is required by Section 171.203				LC, LP, PA or finance	al Instit	ution that	files a Texas	Franchise	Tax Rep	ort. Use	additio	nal
shoets for Sections A, B and C, if necessary. The information will												
I declare that the information in this document and any a been mailed to each person named in this report who is LLC, LP, PA or financial institution.												
sign 🔪		Titi	e		Date			Area	code a	nd phon	e numi	ber
here				_								
	Теха	s Comptro	oller C	Official Use O	nty							
an a			r R 4				VE/D		Pl	RIND		
		ر بولواليدي روسياليدي ا	ĽÞi				FARE HILL H					



6D5238 3.000

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

Texas Franchise Tax Public Information Report

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

ETcode 13196 ETaxpayer number		Report	ear		Y	'ou heve certel	in rights u	ınder	Chapter	552 and
						nt Code, to n	-		•	
32014405503		2017			we hav	e on file abo	nt you. Co	ontect	tus at 1-8	00-252-1
Taxpayer name Aqua Texas, Inc						Blacken box If	the mailin	ng ada	dress has	changed
Aailing address 1106 Clayton Lane, Suite 400 W					-		etary of S ptroller fi		(SOS) file (number
	State PA		ZIP cod	le plus 4	78723	080	0304878	1		
Blacken box if there are currently no changes from	previous ye	ar, if no informa	tion is displayed	, complete t	he applicable i	nformation in S	ections A	∖, Β #	nd C.	
Principal office		·····								
Principal place of business		· · · · · -				¹ shere where	AN GRAN AND A			
'ou must report officer, director, member, general partr Please sign below! This report must b					•					
	-	•		•			320	014	40550	317
ECTION A Name, title and mailing address of each	officer, direc		eneral partner or		Disector				<i>d d</i>	
Name		Title		ľ	Director		<i>m</i>	m	d d	У
		COMP			∐ YES	Term expiration	ł			
ROBERT A. RUBIN Mailing address 1106 CLAYTON LANE. SUITE 400		SRVP City AUSTI		1		State TX			ZIP Code	78723
Mailing address 1106 CLAYTON LANE, SUITE 400	M	City AUSTI Title	N		Director			m	d d	<u> 78723</u> Y
					X YES					
ROBERT A. LAUGHMAN		President				Term expiration				
Mailing address 1106 CLAYTON LANE, SUITE 400	W	City AUSTI	N	J		State TX			ZIP Code	78723
Name		Title		1	Director	1	m	m	d d	y
					∏ ves	Term				
DANIEL RIMANN		V.P.				expiration				
Mailing address 1106 CLAYTON LANE, SUITE 400	W	City AUSTI	IN .			State TX			ZIP Code	78723
SECTION B Enter information for each corporat										
Name of owned (subsidiary) corporation, LLC, LP, PA or	r tinancial Insi	RUtion	State of forma	lion	Texas Si	OS file number, l	rany	Perc	entage of	OWNERS
Name of owned (subsidiary) corporation, LLC, LP, PA or	financial loci	Pution	State of forma		Town St	OS file number, l		Perr	entage of	owners
Rame of owned (subsidially) colliciation, EEC, EF, FA of			State of Iofina							
SECTION C Enter information for each corporat	tion 11C	D DA or fir	ancial institu	tion if any	that owns a	n interest of	10 perce	i entor	more in	this ent
Name of owned (parent) corporation, LLC, LP, PA or fina			State of forma			OS file number, I			entage of	
		1								
Registered agent and registered office currently on file (2	see Instructio	ans If you need	to make change		You must make agent, registere					e registeri
Agent: Office:			City				State		ZIP Co	de
			-							
The information on this form is required by Section 171.203 of the information of the sections A, B and C, if necessary. The information will be				PA or financia	N Institution the	CTERS & HEXES I	ranchise			0010018
I declare that the information in this document and any att	achments is t	nue and correct	to the best of m	v knowledge	and belief, as	of the dale be	low, and t	that a	copy of th	nie report
been mailed to each person named in this report who is a										
LLC, LP, PA or financial institution.						_				
sign 📐		Tetk	8		Date		Area	code :	and phone	numbe
here								_		
under under Andere aus der Steinen der Bestehnen ander Bergenen under Berg Bergenen under Bergenen under Berg	∙∵⊭ Texa	s Comptro	oller Officia	I Use Or	nly name of	1 WIE - CONVERSION	25-449*	د مود	r ₩1971 (¥. 3	52425
	, i='.T.D.	에 눈 같다.	╹ ╔ ┊┪ <u></u>	Muis 🛙		VE/DE		P	ir ind	
EN NUMERON (* 1876), DE LA SUBARTINA DE LA SUB							_			
	[] [] []	GY (- GY (
		D(LD(N Y T B						
	' [_[X'[יינ-גיי				1153 114 I 1 91	ii 115 15 1	11 11		
			T 4 (T 7	۱ ۳۲ ,						
			▖₽▎▟▐▁▓▖▖				II 114 IV I	12 31	912 5 12 0 1	H I (LA)

7002

4 م

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 Liebliity Companies (LLC), Limited Partnerships (LP),

LI016220118	vesociations	(PA) anu i	manciel	msuluuons

32014405503 2017 Government Co we have on the set of the	ve certain rights under Chapter 552 and 559				
Taxpayer name Aqua Texas, Inc Mailing address 1106 Clayton Lane, Suite 400 W	Government Code, to review, request and correct informat we have on file about you. Contact us at 1-800-252-13				
1106 Clayton Lane, Suite 400 W	n box if the mailing address has changed.				
	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.



3201440550317

ents.

SECTION A Name, title and mailing address of each officer, d		eneral partner or r			T						
Name	Title		Direc			г	m	m	d	.	уу
			1	YES	Term						
ROBERT A. KOPAS	Controlle				expiration	k			710 0		
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	1N			State	ТХ			ZIP Coo		723
Name	Title		Direc	tor		г	m	m	đ	đ	<u>y y</u>
				YES	Tem						
CRANDAL MCDOUGALL	Controlle	r			expiration						_
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	IN			State	тх			ZIP Co		723
Name	Title		Direc	tor			m	m	d	d	уу
				YES	Term						
STAN SZCZGIEL	Treasurer				expiration	וו					
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	IN			State	тх			ZIP Co	ie 78	723
SECTION B Enter information for each corporation, LLC		ancial institution	vn if anv in w	hich this	entity own	is an	interr	est of	10 oe	rcent (or more
Name of owned (subsidiary) corporation, LLC, LP, PA or financial		State of formati	T		S file numbe			-	entage		
							•		•		•
Name of owned (subsidiary) corporation, LLC, LP, PA or financial	institution	State of formati	on.	Texes SO	S file numbe	r, if an	iy	Perc	entage	ofowr	ership
							-				
SECTION C Enter information for each corporation , LL	C, LP, PA or fi	nancial instituti	on, if any, that	owns an	interest c	of 10	perce	nt or	more	in this	entity.
Name of owned (parent) corporation, LLC, LP, PA or financial inst	itution	State of formati	n	Texas SO	S file numbe	r, if an	y	Perc	entage	ofown	ership
							_				
Registered agent and registered office currently on file (see instru Agent:	ctions if you need	to make changes			filing with office or ge					nge regi	stered
Office:		Сжу				S	tate		ZIP	Code	
The information on this form is required by Section 171.203 of the Tax	Code for each corr	oration, LLC, LP, P/	or financial inst	itution that	files a Texa	s Fran	chise 1	ax Re	port. Us	e addit	onal
sheets for Sections A, B and C, if necessary. The Information will be available											
I declare that the information in this document and any attachments	is true and correct	to the best of my	knowledge and	belief, as o	f the date	below.	, and 1	harta:	copy of	this re	porthas
been mailed to each person named in this report who is an officer,	director, member,	general partner or i	manager and who	o is not cu	rrently emp	loyed	by the	s or a	related	corpor	stion,
LLC, LP, PA or financial institution.											
sign N	Tit	le	Date				Area o	ode a	and pho	xne nur	nber
here											
Te	xas Comptre	oller Official	Use Only								
Maili Mi." . I V.A. L.P.L. 2/04 01/04/04/04.01/04.1.1	L		U.,', 🖬 🔢	1	VE/D	E		P	RIND	ЪТ	Π
						_				L	_
	و الله از الله از	ار و نو از و نو از									
	F10, F10,	190,190,1	1252								
	، العار العامر			l							
	intra later		\\ ∠ P == 	l							
		1, 1, 1, 1, 1, 1	"C	1							
		L #1512 L 1		1	11 83 (M 		1 3 1 E I	12 UH	RE 18	# (194 M I.

00
00

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

12106

Texas Franchise Tax Public Information Report

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

Taxpayer number		Report year	—	You have certain rights under Chapter 552 and 6 Government Code, to review, request and correct informa					
32014405503 Taxpayer name Aqua Texas, Inc		2017			neve on file	about you. Contect us at 1-900-252-1381. 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.



3201440550317

Please sign below! This report must be signed to satisfy franchise tax requirements.

SECTION A Name, title and mailing address of each officer, di		ner or manager.												
Name	Title			Direct			<i>m</i>	m	d	d	У	y		
					YES	Term		ļ						
ELIZABETH TAYLOR		ASecretary			en			<u>L</u>						
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	City AUSTIN				State	тx			ZIP C				
Name	Title			Direct	or			m	m	d	d	<u>y</u>	y	
					YES	Term								
LISA PIOTROWSKI	ASecretar	у				expirat	ion	<u> </u>						
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	City AUSTIN			State					ZIP C		7872	3	
Name	Title			Direc	or]		m	m	d	đ	y	У	
					YES	Term		l						
LINDA LEATHERWOOD	ASecretar	у				expirat	ion	L						
Mailing address 1106 CLAYTON LANE, SUITE 400 W	City AUST	City AUSTIN				State	тX			ZIP C	Code	7872	3	
SECTION B Enter information for each corporation, LL	C. LP. PA or fir	nancial in	stitution, if any	y, in wt	nich this	entity ov	wins a	n inte	rest c	<u>і </u>	perce	nt or i	nor	
Name of owned (subsidiary) corporation, LLC, LP, PA or financial					Texas SOS file num						Percentage of ownership			
									1_					
Name of owned (subsidiary) corporation, LLC, LP, PA or financial	Institution	stitution State of formation			Texas SC	iber, if :	any	ny Percentage of ownership						
SECTION C Enter information for each corporation , LL	C, LP, PA or fi	inancial ir	nstitution, if an	iy, that	owns ar	n interes	t of 1	0 perc	ent o	r mor	e in ti	his er	itity.	
Name of owned (parent) corporation, LLC, LP, PA or financial inst				Texas SOS file number,										
Registered agent and registered office currently on file (see instru Agent:	ictions if you need	to make o	changes)	You m	uet make registered	a filing wi d office or	th the genera	Secretal Secretal	ry ol Si v Infori	late to c	:henge	registe	rød	
Office:		City				State				ZIP Code				
The information on this form is required by Section 171.203 of the Tax	Code for each con	oration 110	IP PA or finan	cial insti	tution that	files a Te	Dans Fr	anchise	Tax	Report.	Use a	ddition	<u></u>	
heets for Sections A, B and C, if necessary. The information will be available											_			
I declare that the information in this document and any attachments	is true and correct	to the bes	it of my knowledg	e and i	elief, as	of the dat	e beic	w. and	that	a copy	of thi	s repo	rt ha	
been mailed to each person named in this report who is an officer,														
LLC, LP, PA or financial institution.		•												
sign k	Tit	le		Date				Area	code	and p	hone	numb	Br	
here														
Te	xas Comptre	olier Of	ficial Use C	Dnly										
	LAV LIL		ر الاتحد ا			VE	/DE	ΠÖ	1	PIR IN	٧D			
									<u> </u>				_	
		i Cita di												
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, 1 0, 1												
	أملطنا إباد		' 10', 1', 1', 1 ', 1								HH #			
						<u>i : a a i : : :</u>				Amen a			۲	



7002

EXHIBIT	
D	

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