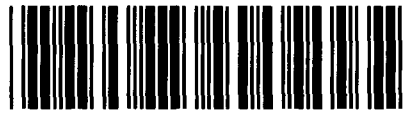




Control Number: 49169



Item Number: 29

Addendum StartPage: 0

DOCKET NO. 49169

APPLICATION OF UNDINE TEXAS, §  
LLC AND UNDINE TEXAS §  
ENVIRONMENTAL, LLC FOR SALE, §  
TRANSFER, OR MERGER OF §  
FACILITIES AND CERTIFICATE §  
RIGHTS IN BRAZORIA COUNTY §

PUBLIC UTILITY COMMISSION  
OF TEXAS

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FILED

**APPLICANTS' NOTICE OF COMPLETED TRANSACTION**

Applicants, Undine Texas, LLC and Undine Texas Environmental, LLC (collectively "Undine"), hereby file this Notice of Completed Transaction ("Notice") and state the following:

1. Order No. 6 (AIS Item 25), issued on July 25, 2019, approved the sale and transfer transaction in the referenced matter and required Undine 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.

2. Attached hereto as Exhibit A is a fully-executed Bill of Sale evidencing the consummation of the transaction.


3. Attached hereto as Exhibit B is an Affidavit of Customer Deposits evidencing the transfer of the customer deposits from Undine Texas, LLC to Undine Texas Environmental, LLC, 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. Undine has therefore submitted all documents or information required by Order No. 6. Accordingly, consistent with Order No. 6, Undine hereby requests that Commission Staff file a recommendation to approve the sufficiency of the documents.

Respectfully submitted,

**DuBois, Bryant & Campbell, LLP**

By: \_\_\_\_\_

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

**Attorneys for Undine Texas, LLC;  
Undine Texas Environmental, LLC**

**CERTIFICATE OF SERVICE**

I hereby certify by my signature above that a true and correct copy of the foregoing document was served on the persons as indicated below on this the 8<sup>th</sup> day of October, 2019:

Karen S. Hubbard  
Public Utility Commission of Texas  
Legal Division  
1701 N. Congress Avenue  
P. O. Box 13326  
Austin, Texas 78711-3326  
[karen.hubbard@puc.texas.gov](mailto:karen.hubbard@puc.texas.gov)

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

**BILL OF SALE AND ASSIGNMENT AGREEMENT**

Undine Texas, LLC (“Grantor”), as a contribution of capital to its wholly owned subsidiary, Undine Texas Environmental, LLC (“Grantee”), does hereby grant, sell, transfer, deliver, assign and convey unto Grantee the assets described on Exhibit A hereto (the “Assets”).

TO HAVE AND TO HOLD THE Assets, together with all rights and appurtenances thereto in anyway belonging, unto Grantee, its successors and assigns, forever, and Grantor does hereby bind itself and its successors to COVENANT, AGREE and FOREVER DEFEND good and valid title to the Assets unto Grantee, its successors and assigns, to and for its use against the lawful claims of any and all persons lawfully claiming or to claim the same or any part hereof.

The Assets are hereby conveyed free and clear of all claims, liens, mortgages, security interests, charges, leases, encumbrances, licenses, or sublicenses and other restrictions of any kind and nature.

Grantor hereby constitutes and appoints Grantee, its successors and assigns, the true and lawful attorney of Grantor for and in the name or otherwise on behalf of Grantor, with full power of substitution, to do and execute all acts, deeds, matters and things whatsoever necessary for the assignment, transfer and/or conveyance of any interest in the Assets to Grantee, its successors and assigns. The power of attorney contained herein, being coupled with an interest, shall not be revoked by the dissolution of Grantor or be otherwise revocable.

If any term or provision hereof shall be held to be invalid or unenforceable for any reason, such term or provision hereof shall be ineffective to the extent of such invalidity or unenforceability without invalidating or otherwise affecting the remaining terms and provisions hereof, which shall remain in full force and effect, nor shall the invalidity or a portion of any provision of this Bill of Sale affect the balance of such provision.

This Bill of Sale shall be binding upon and shall enure to the benefit of the parties hereto and their respective permitted successors and assigns.

This Bill of Sale shall be governed by and interpreted in accordance with the laws of the State of Texas.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has executed this Bill of Sale and Assignment Agreement to be effective as of the 31<sup>st</sup> day of January, 2019.

GRANTOR:

**UNDINE TEXAS, LLC**

By: Carey A. Thomas  
Name: Carey A. Thomas  
Title: Vice President & Secretary

GRANTEE:

**UNDINE TEXAS ENVIRONMENTAL, LLC**

By: Carey A. Thomas  
Name: Carey A. Thomas  
Title: Vice President & Secretary

## Exhibit A

### Assets

All assets related to the sewer systems for the Angle Acres sewer system and the Beechwood sewer system in Brazoria County, Texas including but not limited to the following assets:

13-ANGLE ACRES	CHLOR/CHEM
13-ANGLE ACRES	CHLOR/CHEM
13-ANGLE ACRES	CHLOR/CHEM
13-ANGLE ACRES	CHLOR/CHEM
25-BEECHWOOD	CHLOR/CHEM
13-ANGLE ACRES	COLL SYS
25-BEECHWOOD	COLL SYS
25-BEECHWOOD	DISPOSAL FAC
13-ANGLE ACRES	LAND
25-BEECHWOOD	LAND
13-ANGLE ACRES	MECH/ELECT/PIPING
13-ANGLE ACRES	MECH/ELECT/PIPING
25-BEECHWOOD	MECH/ELECT/PIPING
25-BEECHWOOD	MECH/ELECT/PIPING
13-Angle	PUMP/LIFT
13-ANGLE ACRES	PUMP/LIFT
13-ANGLE ACRES	PUMP/LIFT
13-ANGLE ACRES	PUMP/LIFT
13-ANGLE ACRES	PUMP/LIFT
13-ANGLE ACRES	PUMP/LIFT
13-ANGLE ACRES	PUMP/LIFT
25-BEECHWOOD	PUMP/LIFT
25-BEECHWOOD	PUMP/LIFT
25-BEECHWOOD	PUMP/LIFT
25-Beechwood	PUMP/LIFT
25-Beechwood	PUMP/LIFT
Various	PUMP/LIFT
13-Angle	STRUCT/IMP
13-ANGLE ACRES	STRUCT/IMP
25-BEECHWOOD	STRUCT/IMP
Misc	STRUCT/IMP
13-ANGLE ACRES	TREAT EQUIP
13-ANGLE ACRES	TREAT EQUIP
13-ANGLE ACRES	TREAT EQUIP
13-ANGLE ACRES	TREAT EQUIP
13-ANGLE ACRES	TREAT EQUIP
13-ANGLE ACRES	TREAT EQUIP
13-ANGLE ACRES	TREAT EQUIP
25-BEECHWOOD	TREAT EQUIP
25-BEECHWOOD	TREAT EQUIP

13-Angle Acres  
25-Beechwood  
13-Angle Acres  
25-Beechwood

PUMP/LIFT  
PUMP/LIFT  
STRUCT/IMP  
STRUCT/IMP



**EXHIBIT B**

**AFFIDAVIT OF CUSTOMER DEPOSIT TRANSFER**

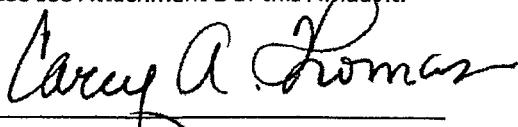
PUBLIC UTILITY COMMISSION OF TEXAS

DOCKET NO. 49169

STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS   §

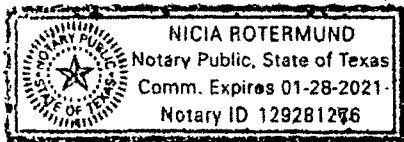
AFFIDAVIT OF CUSTOMER DEPOSIT TRANSFER

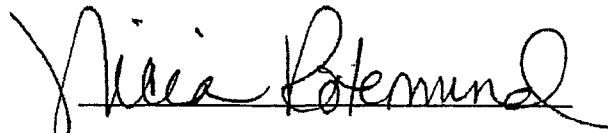
I, Carey A. Thomas, Vice President and Secretary of Undine Texas Environmental, LLC ("Undine"), hereby certify that the customer deposits held by Undine Texas, LLC were transferred to Undine on September 30, 2019. For a detailed summary, please see Attachment 1 of this Affidavit.

  
\_\_\_\_\_  
Carey A. Thomas  
Vice President & Secretary

STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS   §

SWORN to and SUBSCRIBED before me, the undersigned authority, on the 7 day of October, 2019 by Carey A. Thomas.



  
\_\_\_\_\_  
Notary Public, State of Texas

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