

Control Number: 49169



Item Number: 8

Addendum StartPage: 0

DOCKET NO. 49169

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

2019 FEB 19 AM 9:43
PUBLIC UTILITY COMMISSION

APPLICANTS' RESPONSE TO
ORDER NO. 1

COME NOW, Undine Texas, LLC and Undine Texas Environmental, LLC ("Undine" or "Applicants") and file this Response to Order No. 1.

Request No. 1: The legal name and all assumed names, if any, under which the applicants conduct business. If the applicants use an assumed name, provide a currently valid certificate of assumed name.

Response:

The legal name of the seller party is Undine Texas, LLC. It does not conduct business under an assumed name. The legal name of the buyer party is Undine Texas Environmental, LLC. It does not conduct business under an assumed name.

Request No. 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).

Response:

The seller party, Undine Texas, LLC, operates as a Delaware, USA, foreign limited liability company. The business was formed on November 25, 2015. Attached as Exhibit A-1 are Undine Texas, LLC's Certificate of Fact and Certificate of Good Standing.

The buyer party, Undine Texas Environmental, LLC, operates as a domestic limited liability company. The business was formed on April 15, 2013. Attached as Exhibit A-2 is Undine Texas Environmental, LLC's Certificate of Fact.

Request No. 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. *(The Commission requires registration with the Secretary of State of all forms of business, except sole proprietorships.)*

Response:

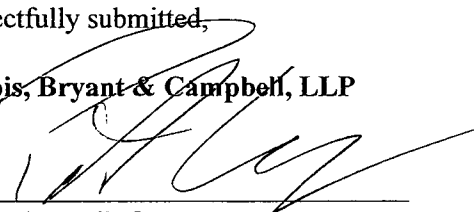
Undine, LLC is the Sole Member of seller Undine Texas, LLC. The Primary business of Undine, LLC is owning and operating water and wastewater utilities. Attached as Exhibit B is the Certificate of Fact for Undine, LLC showing Undine, LLC as a Delaware, USA, Foreign Limited Company registered on November 25, 2015.

Undine Texas, LLC is the Sole Member of buyer Undine Texas Environmental, LLC. The Primary business of Undine Texas, LLC is owning and operating water utilities.

Respectfully submitted,

DuBois, Bryant & Campbell, LLP

By: _____

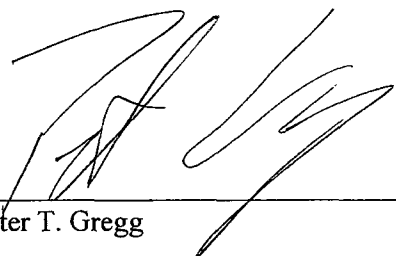

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(512) 457-8000
(512) 457-8008 (fax)

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

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document was served on the persons as indicated below on this the ^{19th} ~~10th~~ day of February, 2019:

Public Utility Commission of Texas
Legal Division
1701 N. Congress Avenue
P. O. Box 13326
Austin, Texas 78711-3326
First Class Mail



Peter T. Gregg

EXHIBIT A-1

**UNDINE TEXAS, LLC CERTIFICATE OF FACT AND
CERTIFICATE OF GOOD STANDING**



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Application for Registration for Undine Texas, LLC (file number 802339329), a DELAWARE, USA, Foreign Limited Liability Company (LLC), was filed in this office on November 25, 2015.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 13, 2019.



A handwritten signature in black ink, appearing to read "David Whitley".

David Whitley
Secretary of State

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNDINE TEXAS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNDINE TEXAS, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.




Jeffrey W. Bullock, Secretary of State

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SR# 20190989150

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202256273

Date: 02-13-19

EXHIBIT A-2

UNDINE TEXAS ENVIRONMENTAL, LLC'S CERTIFICATE OF FACT



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Undine Texas Environmental, LLC (file number 801768069), a Domestic Limited Liability Company (LLC), was filed in this office on April 15, 2013.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 13, 2019.



A handwritten signature in black ink, appearing to read "David Whitley".

David Whitley
Secretary of State

EXHIBIT B

UNDINE, LLC'S CERTIFICATE OF FACT



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Application for Registration for Undine, LLC (file number 802339315), a DELAWARE, USA, Foreign Limited Liability Company (LLC), was filed in this office on November 25, 2015.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 13, 2019.



A handwritten signature in black ink, appearing to read "David Whitley".

David Whitley
Secretary of State