



Control Number: 49260



Item Number: 9

Addendum StartPage: 0

APPLICATION OF TEXAS WATER §
SYSTEMS, INC. AND UNDINE TEXAS, §
LLC FOR SALE, TRANSFER, OR §
MERGER OF FACILITIES AND §
CERTIFICATE RIGHTS IN GREGG, §
HENDERSON, LIMESTONE, SMITH §
AND UPSHUR COUNTIES §

PUBLIC UTILITY COMMISSION
OF TEXAS
2019 MAR -8 AM 11:53
FILED
PUBLIC CLERK

**APPLICANTS' RESPONSE TO
ORDER NO. 1**

COME NOW, Undine Texas, LLC and Texas Water Systems, Inc. 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 Texas Water Systems, Inc. It does not conduct business under an assumed name. The legal name of the buyer party is Undine Texas, 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, Texas Water Systems, Inc., operates as a Texas, USA corporation. The business was formed on October 19, 1998. Attached as Exhibit A-1 is Texas Water Systems, Inc.'s Certificate of Fact.

The buyer 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-2 is Undine Texas, LLC's Certificate of Fact and Certificate of Good Standing.

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:

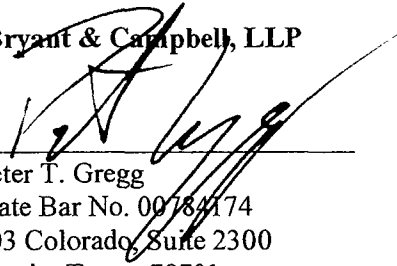
Texas Water Systems, Inc. and TWS Management, Inc. are owned by TWS Holdings Corporation. The primary business of TWS Holdings Corporation is owning and operating a management and water system. Attached as Exhibit B-1 is the Franchise Tax Account Status for TWS Holdings Corporation showing TWS Holdings Corporation as a Texas, USA, corporation registered on July 27, 2006.

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-2 is the Certificate of Fact for Undine, LLC showing Undine, LLC as a Delaware, USA, foreign limited company registered on November 25, 2015.

Respectfully submitted,

DuBois, Bryant & Campbell, LLP

By: _____

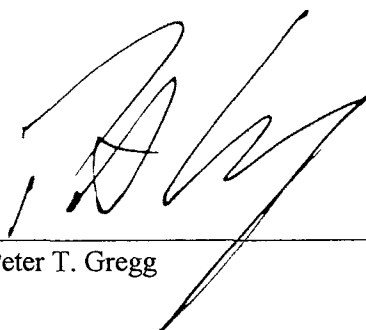

Peter T. Gregg
State Bar No. 00784174
303 Colorado, Suite 2300
Austin, Texas 78701
pgregg@dbcllp.com
(512) 457-8000
(512) 457-8008 (fax)

Attorneys for Undine Texas, 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 8 day of March, 2019:

Kennedy R Meier
Public Utility Commission of Texas
Legal Division
1701 N. Congress Avenue
P. O. Box 13326
Austin, Texas 78711-3326
Kennedy.meier@puc.texas.gov
First Class Mail



Peter T. Gregg

EXHIBIT A-1

TEXAS WATER SYSTEM, INC.'S CERTIFICATE OF FACT

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



David Whitley
Secretary of State

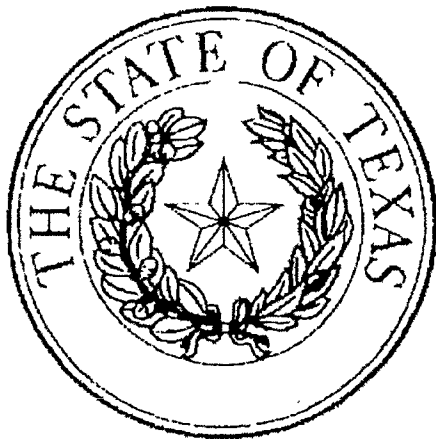
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for TEXAS WATER SYSTEMS, INC. (file number 109227500), a Domestic For-Profit Corporation, was filed in this office on October 19, 1988.

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 March 07, 2019.



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

David Whitley
Secretary of State

EXHIBIT A-2

UNDINE TEXAS, LLC'S CERTIFICATE OF FACT AND
CERTIFICATE OF GOOD STANDING

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.



5860781 8300

SR# 20190989150

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock Secretary of State" is printed.

Authentication: 202256273

Date: 02-13-19



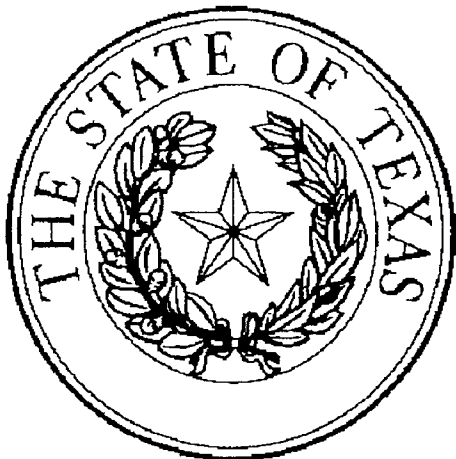
Office of the Secretary of State

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

EXHIBIT B-1

TWS HOLDINGS CORPORATION'S FRANCHISE TAX ACCOUNT STATUS



Franchise Tax Account Status

As of : 03/07/2019 10:07:54

This Page is Not Sufficient for Filings with the Secretary of State

TWS MANAGEMENT, INC.

Texas Taxpayer Number 32020299072

Mailing Address 7891 US HIGHWAY 271 TYLER, TX 75708-4002

Right to Transact Business in Texas ACTIVE

State of Formation TX

Effective SOS Registration Date 07/28/2006

Texas SOS File Number 0800686811

Registered Agent Name JAMES K BROWN

Registered Office Street Address 7891 HWY 271 TYLER, TX 75708



Franchise Tax Account Status

As of : 03/07/2019 10:06:31

This Page is Not Sufficient for Filings with the Secretary of State

TEXAS WATER SYSTEMS, INC.

Texas Taxpayer Number 17522535883

Mailing Address 7891 US HIGHWAY 271 TYLER, TX 75708-4002

Right to Transact Business in Texas ACTIVE

State of Formation TX

Effective SOS Registration Date 10/19/1988

Texas SOS File Number 0109227500

Registered Agent Name JAMES BROWN

Registered Office Street Address 7891 HWY 271 TYLER, TX 75708



Franchise Tax Account Status

As of : 03/07/2019 10:05:24

This Page is Not Sufficient for Filings with the Secretary of State

TWS HOLDINGS, INC.

Texas Taxpayer Number 32020300045

Mailing Address 7891 US HIGHWAY 271 TYLER, TX 75708-4002

Right to Transact Business in
Texas ACTIVE

State of Formation TX

Effective SOS Registration Date 07/27/2006

Texas SOS File Number 0800686684

Registered Agent Name JAMES K BROWN

Registered Office Street Address 7891 HWY 271 TYLER, TX 75708

EXHIBIT B-2

UNDINE, LLC'S CERTIFICATE OF FACT

Delaware

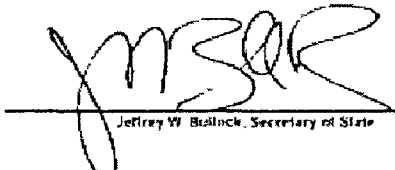
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNDINE, 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, 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

5831919 8300

SR# 20190989149

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

Authentication: 202256272

Date: 02-13-19



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