

**Undine Texas Environmental, LLC
Accounts 767-768, Sewer Regulatory Expenses
For the Test Year Ended September 30, 2019**

Orbit 2018	767 1 Permits						
Orbit 2018	General Journa	10/31/2018	338	To record October 2018 Amort of Permit for Orbit	667 1 Water - Permits	212 33	212 33
Orbit 2018	General Journa	11/30/2018	364	To record November 2018 Amort of Permit for Orbit	667 1 Water - Permits	205 48	417 81
Orbit 2018	General Journa	12/31/2018	384	To record December 2018 Amort of Permit for Orbit	667 1 Water - Permits	212 32	630 13
Orbit 2018	Total 767 1 Permits					<u>830 13 ###</u>	<u>630 13</u>

Orbit	767 1 Permits						
Orbit	General Journa	01/31/2019	423	To record January 2019 Amort of Permit for Orbit	667 1 Water - Permits	212 33	212 33
Orbit	General Journa	02/28/2019	446	To record February 2019 Amort of Permit for Orbit	667 1 Water - Permits	191 98	404 31
Orbit	General Journa	03/31/2019	478	To record March 2019 Amort of Permit for Orbit	667 1 Water - Permits	212 33	616 64
Orbit	General Journa	04/30/2019	501	To record April 2019 Amort of Permit for Orbit	667 1 Water - Permits	205 28	821 92
Orbit	General Journa	05/31/2019	525	To record May 2019 Amort of Permit for Orbit	667 1 Water - Permits	212 33	1,034 25
Orbit	General Journa	06/30/2019	547	To record June 2019 Amort of Permit for Orbit	667 1 Water - Permits	205 48	1,239 73
Orbit	General Journa	07/31/2019	574	To record July 2019 Amort of Permit for Orbit	667 1 Water - Permits	212 33	1 452 06
Orbit	General Journa	08/31/2019	601	To record August 2019 Amort of Permit for Orbit	667 1 Water - Permits	212 33	1 664 39
Orbit	General Journa	09/30/2019	626	To record September 2019 Amort of Permit for Orbit	667 1 Water - Permits	205 48	1 869 87
Orbit	Total 767 1 Permits					<u>1,869 87 ###</u>	<u>1,869 87</u>

Orbit	767 WW - Reg Comm Exp Other - Other							
Orbit	Bill	04/24/2019	143709007	Houston Chronicle	Agle Acres WW Permit Renewal Permit No WQ0012420001	20000 Accounts Payable	1 290 18	1 290 18
Orbit	Bill	04/24/2019	143709008	Houston Chronicle	Beechwood WW Permit Renewal Permit No WQ002113001	20000 Accounts Payable	1 280 18	2 570 36
Orbit	Bill	04/28/2019	143709009	Houston Chronicle	Agle Acres WW Permit Renewal Permit No WQ0012420001	20000 Accounts Payable	946 50	3 516 86
Orbit	Bill	04/28/2019	143709010	Houston Chronicle	Beechwood WW Permit Renewal Permit No WQ002113001	20000 Accounts Payable	946 50	4 463 36
Orbit	Total 767 WW - Reg Comm Exp Other - Other						<u>4 463 36 ###</u>	<u>4 463 36</u>

Sugartree	767 1 Permits						
Sugartree	General Journa	10/31/2018	183	To record October 2018 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	104 17
Sugartree	General Journa	11/30/2018	200	To record November 2018 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	208 34
Sugartree	General Journa	12/31/2018	215	To record December 2018 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 13	312 47
Sugartree	Total 767 1 Permits					<u>0 00 ###</u>	<u>312 47</u>

	767 1 Permits						
	General Journa	01/31/2019	230	To record January 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	104 17
	Bill	02/28/2019	February 2019 Cash Jeff Goebel	Sugar Tree Wastewater permit Renewal	20000 Accounts Payable	108 25	212 42
	General Journa	02/28/2019	242	To record February 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	316 59
	General Journa	03/31/2019	256	To record March 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	420 76
	General Journa	04/30/2019	270	To record April 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	524 93
	Bill	05/31/2019	May 2019 Amex American Express	May 2019 Amex - Carey (Sugar Tree Permit Renewal Notices)	20000 Accounts Payable	743 55	1 268 48
	General Journa	05/31/2019	284	To record May 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	1 372 65
	General Journa	06/01/2019	303	To expense Prepaid WW Permit	162 2 Prepaid WW Permits	815 00	2 187 65
	General Journa	06/30/2019	298	To record June 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	2 291 82
	General Journa	07/31/2019	317	To record July 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	2 395 99
	General Journa	08/31/2019	334	To record August 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	2 500 16
	Bill	08/31/2019	August 2019 American Express	Sugar Tree Permit notices	20000 Accounts Payable	549 55	3 449 71
	General Journa	09/30/2019	348	To record September 2019 TCEQ Annual Permit Amortization	162 2 Prepaid WW Permits	104 17	3 553 88
	Total 767 1 Permits					<u>3 553 88 ###</u>	<u>3 553 88</u>

21,898.24

Gulf Coast	Budget	5,404 08
	Actuals	<u>(4,415 12)</u>
		<u>988.96</u>

Bolivar	Budget	2,219 04
	Actuals	<u>(25 62)</u>
		<u>2,193.42</u>

Sewer Total Regulatory Expenses 25,080.62

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-10 Please provide the number of full time and/or part time employees that worked for UT and UTE for 2018 and 2019.

RESPONSE: UT and UTE do not have employees. All staff are employed by Undine Operating, LLC. During 2018 and 2019, Undine Operating, LLC had 17 full-time employees and no part-time employees.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-11 Please provide names of employees that work for Undine Texas, LLC and Undine Texas Environmental, LLC and one or more of the affiliated companies. Provide name, position, and detailed job description.

RESPONSE: Detailed job descriptions for all employees were provided in response to Staff 1-22. Undine Texas, LLC and Undine Texas Environmental, LLC have no employees. All staff are employed by Undine Operating, LLC. These employees' names and job titles are as follows:

Employee Name	Title
Michael Ashfield	Senior Vice President
Kevin Binder	Accountant
Sarah Carlock	Manager of Compliance
Darrell Faykus	Billing & Customer Service Manager
Jeffrey O. Goebel	Manager of Business Development
Eric Griffin	Controller
Charles E. Leibold	CAO and Vice President
Rick Melcher	Manager of Regulatory and Public Relations
Cory Pendleton	Senior Financial Analyst
Katie Ransbottom	Senior Transactions Specialist
Jessika Rivas	Accounts Payable Clerk
Nicia Rotermund	Executive Assistant
Carey A. Thomas	Senior Vice President of Human Resources & Admin
William A. Thomas	Senior Vice President of Capital Projects
Edward R. Wallace, Sr.	President and CEO
Rickey Wallace	Manager
Benny Wilkinson	Director

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-12 Please provide all studies, work papers, or other documents that show the salaries, allowances, medical insurance benefits, pension, retirement benefits, and other remuneration paid to employees during the test year are reasonable.

RESPONSE: Please see Attachment Staff 4-12 and Confidential Attachment Staff 4-12 for details to justify payroll and employee benefits. Undine Operating, LLC ("Undine") salaries compare favorably to the Salary Studies for Publicly-Traded Water and Wastewater Companies, AWWA Large and Medium Utilities, and Robert Half. The total Undine salaries are on the low end of those from the four studies listed above. Employee benefits are commensurate with Undine's need for recruiting, retaining highly motivative, experienced employees. Annually, Undine analyzes ways to decrease the rising costs of Health Care and has initiated several cost containment measures to control these expenses. Undine has never had, nor does it currently provide a 401(k) plan, or an incentive cash bonus plan.

Prepared by: Benny Wilkinson
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Publicly Traded Water Company

Executives

https://www.sec.gov/Archives/edgar/data/78128/000155278120000228/e20166_wtrg-def14a.htm#i20152a012

<https://www.sec.gov/Archives/edgar/data/766829/000076682920000074/sjw2020def14aproxy.htm#sCBFDB19566B95D76AB80ECDA5B1F99B9>

https://www.sec.gov/Archives/edgar/data/92472/000110465909054422/a09-25984_1def14a.htm#SummaryCompensationTable_152659

https://www.sec.gov/Archives/edgar/data/1410636/000119312520092636/d844706ddef14a.htm#toc844706_48

<https://www.sec.gov/Archives/edgar/data/108985/000010898520000035/proxy2020.htm#SUMMARYCOMPENSATIONTABLE>

https://www.sec.gov/Archives/edgar/data/66004/000117494720000533/def14a-23883_msx.htm#a_038

<https://www.sec.gov/Archives/edgar/data/1035201/000104746920002330/a2241225zdef14a.htm#cda3>

Other

<https://www.glassdoor.com/Salary/Quadvest-Salaries-E953696.htm>

<https://www.glassdoor.com/Salary/Corix-Group-Salaries-E471227.htm>

<https://www.glassdoor.com/Salary/San-Jose-Water-Company-Salaries-E31754.htm>

https://www.glassdoor.com/Overview/Working-at-SouthWest-Water-Company-El_IE1895.11,34.htm

<https://www.glassdoor.com/Salary/Aqua-America-Salaries-E527.htm>

<https://www.glassdoor.com/Salary/American-Water-Salaries-E44.htm>

AWWA Large

“2019 AWWA Compensation Survey: Large Water and Wastewater Utilities .” *American Water Works Association* , Sept. 2019.

AWWA Medium-Sized

“2019 AWWA Compensation Survey: Medium-Sized Water and Wastewater Utilities .” *American Water Works Association* , Sept. 2019.

Robert Half

“2020 Salary Guide: Accounting and Finance.” *Robert Half International, Inc.* , 2020.

Employee Benefits

Undine Operating, LLC is a relatively new company, with a fast-paced environment, where it is crucial that one must have constant drive and energy. It demands higher performance expectations and with that comes higher stress to accomplish goals. Undine is bound by demanding external factors, such as requests from potential Sellers, the State Regulators, Management, and the Board of Directors. Undine recruits highly motivated, self-driven, passionate, and the top performers for this essential business.

All of Undine's employees are versatile in their roles where time is shared among multiple people across different departments. It is very common to have multiple sources of work and receive unexpected interruptions and distractions many times throughout the day. Multitasking is expected. A high-volume, fast-paced environment can be frustrating and rewarding at the same time and it can potentially affect how one feels about their job and company. Undine believes it is understaffed compared to other similar companies and does not over hire. Due to the nature of our business and Acquisitions, the company is constantly experiencing growing pains.

According to The Society for Human Resource Management, Companies must offer a competitive benefits package if they want to attract top talent. It is for those reasons that Undine provides "employer-sponsored benefits". Undine pays 100 percent of their Employees, spouse, and children('s), where applicable, Health and Dental Insurance. Undine also pays 100 percent of only the Employees Long Term Disability Plan, Accidental Death and Dismemberment, a \$50,000 Life Insurance Policy, paid time off, as well as eight paid Holiday's a year. Undine also offers voluntary benefits such as Short-Term Disability, additional Life Insurance, and a pre-tax Flexible Spending Account, which the Employee bears the burden for those costs.

Every year at Annual Open Enrollment, Undine researches and analyses possible ways to decrease the rising costs of its Health Care expenses. Undine has cut costs in Health Care by increasing deductibles, and out-of-pockets expenses. Additionally, we have switched Providers, such as moving from Lincoln to Omaha, but received the same, or equivalent coverages for less. Undine has never had, nor does it currently provide a 401(k) plan, or an incentive cash bonus plan.

SOAH DOCKET NO. 473-20-3110.WS

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-13 Please provide a list of items, expenses, that were allocated and/or direct billed to Undine Texas, LLC and Undine Texas Environmental, LLC from any affiliate.

RESPONSE: Please see the response to Staff 4-5 for all allocations of expense from Undine Operating, LLC to Undine Texas, LLC (Water) and to Undine Texas Environmental, LLC (Sewer).

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-14 Please provide an explanation of specific benefits and/or services that UT and UTE receive from each affiliate in return for the costs allocated and/or direct billed from the affiliate. Please identify the specific cost that is tied to each specific benefit or service.

RESPONSE: Undine Operating, LLC provides all back-office support and all management services to the utilities included in UT, UTE, and Undine Development, LLC, as further detailed in the response to Staff 4-5. These services include, but not limited to, operations oversight, regulatory compliance, customer service, human resource functions, accounting, and IT. For these services, UT, UTE, and Undine Development, LLC receive an allocation of expenses incurred by Undine Operating, LLC. By providing the necessary services needed to manage and operate these utilities on a consolidated basis, the customers of UT and UTE share in the related cost savings as compared to these systems being operated each on an independent basis

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-15 For each category of expenses that were allocated and/or direct billed from an affiliate and included in this rate change application, please provide the total dollar amount of expenses in each category along with the percentage of the total amount allocated and/or direct billed that the expense category accounts for.

RESPONSE: Please see the response to Staff 4-5 for the amount of expense allocated to Undine Texas, LLC (71.18%) and Undine Texas Environmental, LLC (22.43) by account. Undine Development, LLC was allocated 6.39% of the total overhead but it is not included in this rate change application.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-16 Reference the response to OPUC 1-10 stating that Undine does not have a cost allocation manual. Please provide any study or other document showing the basis of allocation and direct billing of costs from each affiliate.

RESPONSE: Please refer to the response to Staff 4-4 for the methodology of how costs are allocated from Undine Operating, LLC to Undine Texas, LLC and Undine Texas Environmental, LLC. Undine Operating, LLC allocates expenses to each company based on equivalent residential connections (ERCs).

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-17 Please provide any study or other document showing that the costs allocated, and the percentage of allocation and/or direct billing are reasonable.

RESPONSE: Please refer to the response to Staff 4-4 for the methodology used to allocate costs from Undine Operating, LLC to Undine Texas, LLC and Undine Texas Environmental, LLC. Undine Operating, LLC provides all operations oversight, regulatory compliance, customer service, human resource functions, accounting, and IT services to the utilities under Undine Texas, LLC, Undine Texas Environmental, LLC, and Undine Development, LLC. By providing these services on a consolidated basis, it eliminates the need for each utility to carry the full burden of providing these critical support and managerial services. The customers of both Undine Texas and Undine Texas Environmental benefit directly from the economies of scale realized through this consolidated approach. Undine believes taking a consolidated approach to providing these services is considerably more cost effective and efficient and therefore reasonable.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-18 Did UT or UTE provide any services to affiliated companies during the test year?

RESPONSE: No.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-19 Please provide the allocation schedule of UT and UTE cost of service/expenses allocated and/or direct billed to affiliated companies for the test year, but not limited to Undine Texas, LLC and Undine Texas Environmental, LLC. Provide a breakdown of costs distributed to the affiliated companies.

RESPONSE: Please refer to the response to Staff 4-5 for the amount of expenses that were allocated from Undine Operating, LLC to UT and UTE. Undine Development, LLC also receives an overhead allocation, but it is excluded from this rate change application. There were not any allocations between other Undine affiliates.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-20 Please identify all companies to whom UT or UTE allocate or direct bill their costs or expenses.

RESPONSE: There were no allocations or direct bills from UT or UTE to any other Undine affiliates.

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Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-21 Please identify the accounting method used to record income and expenses in accordance with GAAP and the NARUC.

RESPONSE: Undine keeps its books on a GAAP basis and makes appropriate adjustments in rate filings to reflect the NARUC basis of Accounting.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

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**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-22 Please provide copy of 2018 and 2019 financial reports for each affiliate whose costs were allocated and/or direct billed to UT or UTE during the test year.

RESPONSE: Please see Attachment Staff 4-22 for the 2018 and 2019 Financial Statements for Undine Operating, LLC. Undine Operating, LLC is the only affiliated entity that allocates costs to UT or UTE.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

Undine Operating, LLC
Balance Sheet
At December 31, 2018

Attachment Staff 4-22

Assets	
Current Assets	
Cash and Cash Equivalents	\$ 8,656
A/R - Other	6,461
Prepays	76,138
A/R - Undine Texas LLC	13,415
A/R - Undine Development	15,694
A/R - EMCAD	82,059
A/R - Orbit	570,329
A/R - Sugar Tree	24,950
A/R - Suburban	100,284
A/R - Community	4,740
A/R - Consumers	64,880
A/R - Greenshores (Water)	3,262
A/R - Greenshores (Sewer)	3,320
A/R - Gulf Coast (Water)	3,901
A/R - Gulf Coast (Sewer)	3,163
Other Current Assets	-
Total Current Assets	<u>\$ 981,251</u>
Non-Current Assets	
Non-Utility Fixed Assets (net)	\$ 360,981
Other Special Deposits	18,400
Total Non-Current Assets	<u>\$ 379,381</u>
Total Assets	<u><u>\$ 1,360,631</u></u>
Liabilities & Equity	
Liabilities	
Current Liabilities	
Accounts Payable	\$ 134,183
A/P - Undine Group LLC	623,944
A/P - Undine LLC	6,713,532
A/P - Undine Texas LLC	379,539
A/P - Undine Development	24,645
Other Misc Accruals	59,506
Other Current Liabilities	-
Total Current Liabilities	<u>\$ 7,935,350</u>
Non-Current Liabilities	
CIAC	\$ -
Accum Amortization of CIAC	-
Total Non-Current Liabilities	<u>\$ -</u>
Total Liabilities	<u>\$ 7,935,350</u>
Equity	
Member Equity	\$ -
Other Paid-In Capital	-
Retained Earning (Deficit)	(3,034,390)
Net Income (Loss)	(3,540,328)
Total Equity	<u>\$ (6,574,718)</u>
Total Liabilities & Equity	<u><u>\$ 1,360,631</u></u>

Undine Operating, LLC
Income Statement
For the Twelve Months Ended December 31, 2018

Attachment Staff 4-22

Management Expenses		
Payroll	\$	1,744,916
Payroll Taxes & Employee Benefits		402,751
Corporate Travel		57,498
Corp Legal, Audit and Professional fees		214,394
Bad Debt Expense		8,698
Due Diligence - Legal		624,819
Due Diligence - Engineering		22,107
Due Diligence - Travel		8,345
Due Diligence - Other		215,656
Office Costs		437,787
Total Management Expenses	<u>\$</u>	<u>3,736,971</u>
EBITDA	<u>\$</u>	<u>(3,736,971)</u>
EBITDA as % of Revenue		
Depreciation and amortization	\$	30,162
Amortization of CIAC		-
Interest Income		8,698
Interest Expense		-
Management Fee (1)		(218,107)
Net Income (Loss)	<u><u>\$</u></u>	<u><u>(3,540,328)</u></u>

Undine Operating, LLC
Statement of Cash Flows
For the Twelve Months Ended December 31, 2018

Attachment Staff 4-22

Operating	
Net Income (Loss)	\$ (3,540,328)
Add: Depreciation/Amortization	30,162
Working Capital	
A/R from Utility Customers (net)	-
Prepays	(61,584)
Inventory	-
Intercompany Receivables	(724,696)
Other Current Assets	(6,270)
Accounts Payable	(219,408)
Customer Deposits	-
Intercompany Payables	4,841,891
Accrued Taxes Other Than Income	-
Other Misc Accruals	(9,119)
Other Current Liabilities	-
Net Change in Working Capital	3,820,813
Cash Provided by (Used In) Operating Activities	\$ 310,647
Investing	
Fixed Assets (Capex)	\$ (297,318)
Capitalized Salaries and Benefits	-
Investment in/Advances to Affiliates	-
Other Special Deposits	(14,000)
Fixed Assets (Acquisition)	-
Cash Provided by (Used In) Investing Activities	\$ (311,318)
Financing	
CIAC	\$ -
Member Equity	-
Cash Provided by (Used In) Financing Activities	-
Total Cash Increase (Decrease)	\$ (671)
Beginning Balance	9,327
Ending Balance	\$ 8,656

Undine Operating, LLC
Balance Sheet
At December 31, 2019

Attachment Staff 4-22

Assets	
Current Assets	
Cash and Cash Equivalents	\$ 4,357
A/R - Other (Primarily Suburban Pass-Through)	83,683
Prepays	43,563
A/R - Undine Texas LLC	18,840
A/R - Undine Development	15,694
A/R - EMCAD	119,374
A/R - Orbit	834,641
A/R - Sugar Tree	50,089
A/R - Undine Texas Environmental, LLC	433
A/R - Suburban	280,952
A/R - Community	22,494
A/R - Consumers	270,666
A/R - Greenshores (Water)	58,697
A/R - Greenshores (Sewer)	58,756
A/R - Gulf Coast (Water)	33,161
A/R - Gulf Coast (Sewer)	24,119
A/R - Chuck Bell	39,345
A/R - Bolivar	15,141
Other Current Assets	-
Total Current Assets	<u>\$ 1,974,005</u>
Non-Current Assets	
Non-Utility Fixed Assets (net)	\$ 305,553
Deferred Rate Case Expense	149,229
Other Special Deposits	18,482
Total Non-Current Assets	<u>\$ 473,265</u>
Total Assets	<u><u>\$ 2,447,270</u></u>
Liabilities & Equity	
Liabilities	
Current Liabilities	
Accounts Payable	\$ 151,634
A/P - Undine Group LLC	624,034
A/P - Undine LLC	11,163,532
A/P - Undine Texas LLC	379,730
A/P - Undine Development	24,645
Other Misc Accruals	74,430
Other Current Liabilities	-
Total Current Liabilities	<u>\$ 12,418,006</u>
Non-Current Liabilities	
CIAC	\$ -
Accum Amortization of CIAC	-
Long-Term Debt	-
Total Non-Current Liabilities	<u>\$ -</u>
Total Liabilities	<u>\$ 12,418,006</u>
Equity	
Member Equity	\$ -
Other Paid-In Capital	-
Retained Earning (Deficit)	(6,574,718)
Net Income (Loss)	(3,396,018)
Total Equity	<u>\$ (9,970,736)</u>
Total Liabilities & Equity	<u><u>\$ 2,447,270</u></u>

Undine Operating, LLC
Income Statement
For the Twelve Months Ended December 31, 2019

Attachment Staff 4-22

Management Expenses	
Payroll	\$ 1,826,359
Payroll Taxes & Employee Benefits	434,760
Corporate Travel	92,149
Corp Legal, Audit and Professional fees	400,210
Due Diligence - Legal	310,767
Due Diligence - Engineering	5,000
Due Diligence - Travel	2,391
Due Diligence - Other	78,562
Office Costs	584,653
Total Management Expenses	\$ 3,734,850
EBITDA	\$ (3,734,850)
EBITDA as % of Revenue	
Depreciation and amortization	\$ 65,714
Amortization of CIAC	-
Interest Income (Primarily AFUDC)	-
Interest Expense	-
Interest Expense - Debt	-
Other Income (Expense)	-
Management Fee (1)	(404,546)
Net Income (Loss)	\$ (3,396,018)

Undine Operating, LLC
Statement of Cash Flows
For the Twelve Months Ended December 31, 2019

Attachment Staff 4-22

Operating	
Net Income (Loss)	\$ (3,396,018)
Add: Depreciation/Amortization	65,714
Working Capital	
A/R from Utility Customers (net)	-
Prepays	32,575
Inventory	-
Deferred Rate Case Expense	(149,229)
Preliminary Survey & Investigation	-
Intercompany Receivables	(952,406)
Other Current Assets	(77,222)
Accounts Payable	17,451
Customer Deposits	-
Intercompany Payables	4,450,281
Accrued Taxes Other Than Income	-
Accrued Interest - Debt	
Other Misc Accruals	14,924
Other Current Liabilities	-
Net Change in Working Capital	3,336,374
Cash Provided by (Used In) Operating Activities	\$ 6,070
Investing	
Fixed Assets (Capex)	\$ (10,287)
Capitalized Salaries and Benefits	-
Investment in/Advances to Affiliates	-
Other Special Deposits	(82)
Fixed Assets (Acquisition)	-
Cash Provided by (Used In) Investing Activities	\$ (10,369)
Financing	
Notes Payable	\$ -
CIAC	-
Member Equity	-
Cash Provided by (Used In) Financing Activities	-
Total Cash Increase (Decrease)	\$ (4,299)
Beginning Balance	8,656
Ending Balance	\$ 4,357

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-23 Please provide any justification for the reasonableness and necessity for Undine Texas, LLC and Undine Texas Environmental, LLC to include in their cost of service the allocated and/or direct billed costs from the affiliated companies.

RESPONSE: Undine Operating, LLC provides critical support and managerial services to Undine Texas, LLC and Undine Texas Environmental, LLC. These services eliminate the need for each utility to carry the full burden of providing these critical services individually. As such, the customers of both Undine Texas and Undine Texas Environmental benefit directly from the economies of scale realized through these allocated services and significantly reduce the staff needed to provide these services to separate utility operations. Please see the response to Staff 4-17 for justification for the reasonableness and necessity of these allocations.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-24 Please provide copies of all invoices for any legal and consulting services included in the cost of service for the test year, including direct billed or allocated costs from affiliates.

RESPONSE: The only consultant utilized by Undine is Donald J. Clayton, a rate consultant who prepared this rate application. He works for Tangibl and those invoices are included with the rate case expenses provided in Staff 4-1. Please see Legal services invoices provided in Attachment Staff 4-24.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

Undine Operating LLC
Legal Invoices
October 1, 2018 through September 30, 2019

Attachment Staff 4-24

Type	Date	Num	Name	Memo	Item	Debit
833 - Contract Services - Legal - Other						
Bill	10/31/2018	95393	Dubois Bryant & Campbell	General Regulatory - October 2018	1	\$ 855 00
Bill	11/30/2018	96042	Dubois Bryant & Campbell	Legal - Orbit - Regulatory (post-closing) - November	2	175 00
Bill	12/31/2018	96697	Dubois Bryant & Campbell	Legal - Undine Texas	3	892 50
Bill	12/31/2018	96697	Dubois Bryant & Campbell	Legal - Environmental	4	892 50
Bill	02/28/2019	97538	Dubois Bryant & Campbell	Legal - Gulf Coast - Potential gas plant customer	5	595 00
Bill	02/28/2019	97486	Dubois Bryant & Campbell	Legal - Gulf coast - Regulatory transaction costs	6	1,645 00
Bill	02/28/2019	97487	Dubois Bryant & Campbell	Legal - Bolivar - Regulatory transaction costs	7	315 00
Bill	02/28/2019	97539	Dubois Bryant & Campbell	Legal - Orbit - Post close regulatory transfer sewer assets into Undine TX Environmental	8	840 00
Bill	03/31/2019	98236	Dubois Bryant & Campbell	Legal - Consumers - General	9	420 00
Bill	03/31/2019	98238	Dubois Bryant & Campbell	Legal - Gulf Coast - Regulatory transaction costs	10	140 00
Bill	03/31/2019	98240	Dubois Bryant & Campbell	Legal - Orbit - General regulatory - transfer of former orbit assets	11	1,400 00
Bill	03/31/2019	98242	Dubois Bryant & Campbell	Legal - Undine Texas - General regulatory	12	840 00
Bill	04/30/2019	98856	Dubois Bryant & Campbell	Legal - Texas - Corporate Regulatory (DCP & CCN matters)	13	4,375 00
Bill	04/30/2019	98858	Dubois Bryant & Campbell	Legal - Gulf Coast - Regulatory transaction costs - April 2019	14	70 00
Bill	04/30/2019	98860	Dubois Bryant & Campbell	Legal - Orbit - Regulatory transaction costs - April 2019	15	280 00
Bill	04/30/2019	98862	Dubois Bryant & Campbell	Legal - Texas - Corporate Regulatory	16	105 00
Bill	05/31/2019	99320	Dubois Bryant & Campbell	Legal - Texas - Corporate Regulatory - May 2019	17	175 00
Bill	05/31/2019	99323	Dubois Bryant & Campbell	Legal - Orbit - Regulatory transaction costs - May 2019	18	175 00
Bill	05/31/2019	99326	Dubois Bryant & Campbell	Legal - Greenshores - Operation costs related to regulatory GS assets into UT and UTE - May 2019	19	175 00
Bill	06/30/2019	99955	Dubois Bryant & Campbell	Legal - Texas - Corporate Regulatory - June 2019	20	140 00
Bill	06/30/2019	99957	Dubois Bryant & Campbell	Legal - Texas - WW asset transfer to UTE - Orbit & Greenshore - June 2019	21	630 00
Bill	06/30/2019	99960	Dubois Bryant & Campbell	Legal - Greenshores - Water asset transfer from Undine Development to Undine Texas - June 2019	22	245 00
Bill	07/31/2019	100793	Dubois Bryant & Campbell	Legal - Chuck Bell - Regulatory - July 2019	23	70 00
Bill	07/31/2019	100795	Dubois Bryant & Campbell	Legal - Texas - Orbit transfer of assets - July 2019	24	525 00
Bill	07/31/2019	100810	Dubois Bryant & Campbell	Legal - Texas - challenging CCN ext request of FW - July 2019	25	280 00
Bill	07/31/2019	100799	Dubois Bryant & Campbell	Legal - Greenshores - Water asset transfer from Undine Development to Undine Texas - July 2019	26	665 00
Bill	08/31/2019	101316	Dubois Bryant & Campbell	STM/CNN close out - aquisition costs - August 2019	27	488 41
Bill	08/31/2019	101321	Dubois Bryant & Campbell	Legal - Greenshores - Regulatory (internal STM trasfer) - August 2019	28	3,640 00
Bill	08/31/2019	101319	Dubois Bryant & Campbell	Legal - Genral Corp - August 2019	29	210 00
Bill	09/30/2019	101937	Dubois Bryant & Campbell	Legal - General Corp - CCN/temtory review of closed and open STM - September 2019	30	1,050 00
Bill	09/30/2019	101938	Dubois Bryant & Campbell	Legal - Chuck Bell - regulatory transaction related - September 2019	31	350 00
Bill	09/30/2019	101939	Dubois Bryant & Campbell	Legal - Gulf Coast - PUC Approval - September 2019	32	6 82
Bill	09/30/2019	101941	Dubois Bryant & Campbell	Legal - General Corp - transfer orbit sewer to UTE - September 2019	33	210 00
Bill	09/30/2019	101943	Dubois Bryant & Campbell	Legal - General Corp - CCN challenge - September 2019	34	280 00
Bill	09/30/2019	101945	Dubois Bryant & Campbell	Legal - Greenshores - Regulatory (internal STM transfer) - September 2019	35	1,680 00
Bill	11/10/2018	40115356	Foley & Lardner LLP	Undine name change, review consumers/suburban resolution, confer consumers, change to consent	36	1,660 00
Bill	11/30/2018	40132602	Foley & Lardner LLP	Conference on Consumers, Correspondance on Orbit clean-up, post closing PK-RE, transfer of sewe	37	3 973 00
Bill	11/30/2018	40132608	Foley & Lardner LLP	US TM Undine Logo, reviewed certificate of registration, daft comm to client	38	240 66
Bill	12/31/2018	40144769	Foley & Lardner LLP	Legal - Consumers (Peach Creek) & Grand Parkway 99 Condemnation project	39	360 00
Bill	12/31/2018	40144771	Foley & Lardner LLP	Legal - Undine Trademarking - December 2018	40	240 66
Bill	12/31/2018	40144774	Foley & Lardner LLP	General Corporate Legal - December 2018	41	2 434 00
Bill	02/13/2019	40158427	Foley & Lardner LLP	Legal - Corporate General	42	16,320 00
Bill	02/13/2019	40158431	Foley & Lardner LLP	Legal - Aquisition of Gulf Coast Utility	43	370 00
Bill	03/01/2019	40171975	Foley & Lardner LLP	To properly record DD expenses from Foley Gardere Invoice 40171975	44	(1,578 60)
Bill	02/28/2019	40171975	Foley & Lardner LLP	Legal - Corporate General	45	9 002 23
Bill	02/28/2019	40171977	Foley & Lardner LLP	Legal - Greenshores - Post close transactions	46	1,000 00
Bill	02/28/2019	40171981	Foley & Lardner LLP	Legal - Consumers GPI (99 Project - Peach Creek)	47	800 00
Bill	02/28/2019	40171981	Foley & Lardner LLP	Legal - Consumers Post close transactions	48	1,400 00
Bill	03/31/2019	40183893	Foley & Lardner LLP	Legal - Los Robles	49	709 53
Bill	03/31/2019	40183893	Foley & Lardner LLP	Legal - Butch	50	1,677 78
Bill	03/31/2019	40183893	Foley & Lardner LLP	Legal - Corp General for PK-RE, Consumers, Pace	51	7,224 30
Bill	03/31/2019	40183895	Foley & Lardner LLP	Legal - Consumers	52	600 00
Bill	04/30/2019	40197151	Foley & Lardner LLP	Legal - Corporate General	53	1 784 21
Bill	04/30/2019	40197151	Foley & Lardner LLP	Legal - Butch Hardy	54	2,942 12
Bill	04/30/2019	40197151	Foley & Lardner LLP	Legal - expense incurred - Secretary of State	55	3 00
Bill	04/30/2019	40197153	Foley & Lardner LLP	Legal - GPI (99) Project - Consumers (Peach Creek)	56	520 00
Bill	04/30/2019	40197153	Foley & Lardner LLP	Legal - Consumers transaction costs - post close real estate clean up	57	2 670 00
Bill	05/31/2019	40212697	Foley & Lardner LLP	Legal - Audit Response Letter - May 2019	58	2,736 54
Bill	05/31/2019	40212697	Foley & Lardner LLP	Legal - Chuck Bell Real Estate - May 2019	59	2,551 16
Bill	05/31/2019	40212697	Foley & Lardner LLP	Legal - Butch Hardy - May 2019	60	57 50

Undine Operating LLC
Legal Invoices
 October 1, 2018 through September 30, 2019

Attachment Staff 4-24

Type	Date	Num	Name	Memo	Item	Debit
833 - Contract Services - Legal - Other						
Bill	05/31/2019	40212697	Foley & Lardner LLP	Legal - Grand Parkway/99 Peach Creek - May 2019	61	513 82
Bill	05/31/2019	40212698	Foley & Lardner LLP	Legal - Consumers (post close real estate)	62	953 00
Bill	05/31/2019	40212698	Foley & Lardner LLP	Legal - Chuck Bell (post close real estate)	63	247 00
Bill	05/31/2019	40212698	Foley & Lardner LLP	Legal - Consumers/Peach Creek GPI 99 project	64	200 00
Bill	05/31/2019	40212699	Foley & Lardner LLP	Legal - Consumers - Peach Creek GPI 99 project	65	4 300 00
Bill	05/31/2019	40212699	Foley & Lardner LLP	Legal - Consumers - Post close real estate clean up	66	100 00
Bill	06/30/2019	40226166	Foley & Lardner LLP	Legal - Chuck Bell - real estate clean-up as part of aquistion	67	1,400 00
Bill	06/30/2019	40226195	Foley & Lardner LLP	Legal - Corporate General - June 2019	68	1 382 97
Bill	06/30/2019	40226195	Foley & Lardner LLP	Legal - Chuck Bell Real Estate - June 2019	69	1 702 15
Bill	08/01/2019	40241542	Foley & Lardner LLP	Legal - Chuck Bell	70	269 23
Bill	08/01/2019	40241542	Foley & Lardner LLP	Legal - Gulf Coast	71	161 54
Bill	08/01/2019	40241542	Foley & Lardner LLP	Legal - IRIS Alert - alert system for notifying customers (All Utilities)	72	1 200 00
Bill	08/01/2019	40241543	Foley & Lardner LLP	Legal - Chuck Bell - real estate clean up & legal transaction costs	73	812 09
Bill	08/01/2019	40241544	Foley & Lardner LLP	Legal - Consumers GPI 99 project & Peach Creek Plant move	74	2,100 00
Bill	08/01/2019	40241545	Foley & Lardner LLP	Legal - Orbit legal corporate	75	265 00
Bill	09/01/2019	40256046	Foley & Lardner LLP	Legal - Corporate General	76	3,385 87
Bill	09/01/2019	40256046	Foley & Lardner LLP	Legal - Orbit - Transaction costs	77	507 64
Bill	09/01/2019	40256046	Foley & Lardner LLP	Legal - Chuck Bell Real Estate Cleanup	78	429 27
Bill	09/01/2019	40256046	Foley & Lardner LLP	Greenshores Legal - General	79	160 98
Bill	09/01/2019	40256047	Foley & Lardner LLP	Legal - Chuck Bell	80	1,600 00
Bill	09/01/2019	40256048	Foley & Lardner LLP	Legal - Hwy 99 Project	81	800 00
Bill	09/30/2019	40269925	Foley & Lardner LLP	Legal - Corporate General - September 2019	82	10,021 00
Bill	09/30/2019	40269926	Foley & Lardner LLP	Legal - Chuck Bell post closing real estate clean up	83	654 16
Bill	09/30/2019	40269927	Foley & Lardner LLP	Legal - Consumers GPI 99 project	84	200 00
Bill	11/30/2018	97496688	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban - Additional time incurred to close approval from PUC	85	2,299 00
Bill	12/31/2018	97497510	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban - Rate case clean-up - part of transaction cost	86	911 50
Bill	01/31/2019	97498015	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban - regulatory post close for PUC approval & Operational	87	2,543 72
Bill	02/28/2019	97499096	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Greenshores general regulatory legal charges	88	730 00
Bill	02/28/2019	97499097	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban - general regulatory legal charges	89	827 50
Bill	03/31/2019	97499736	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Greenshores transaction - still satisfying PUC filings	90	2,377 84
Bill	03/31/2019	97499737	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban & Consumers - general regulatory legal charges	91	5,428 00
Bill	04/30/2019	97500656	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Greenshores transaction	92	567 50
Bill	04/30/2019	97500657	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban - general regulatory & operational legal charges	93	1 587 70
Bill	05/31/2019	97501228	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Minor Tariff Changes - May 2019	94	11,281 50
Bill	06/30/2019	97501955	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Consumers STM follow up	95	1,469 00
Bill	06/30/2019	97501955	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Consumers Passthrough (rate)	96	935 00
Bill	07/31/2019	97502688	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Consumers STM follow-up	97	5 189 49
Bill	08/31/2019	97503423	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Consumers - Regulatory - rates	98	1,435 50
Bill	08/31/2019	97503423	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Greenshores - internal STM	99	324 50
Bill	09/30/2019	97504898	Lloyd Gosselink Rochelle & Townsend, PC	Legal - Suburban - Pass-thru filings	100	12,692 00
Bill	07/01/2019	369	Texas Alliance Water Providers	Annual Membership Dues (2019-2020)	101	8 094 00
Bill	10/01/2018	20233	Wisdom Law, PLLC	Legal - TCEQ/Compliance Issues - Consumers, etc	102	2,450 00
Bill	10/31/2018	20242	Wisdom Law, PLLC	Legal - TCEQ, customer complaints @ Beechwood	103	840 00
Bill	01/31/2019	20256	Wisdom Law, PLLC	Corp Legal - Forest manor - Community	104	805 00
Bill	06/30/2019	20282	Wisdom Law PLLC	Legal - Sugartree Phosphorus exceedance	105	385 00
Bill	07/31/2019	20287	Wisdom Law, PLLC	Legal - Sugartree Phosphorus exceedance	106	490 00
Bill	08/31/2019	20291	Wisdom Law, PLLC	Legal - Sugartree Agreed order	107	315 00
Bill	09/30/2019	20295	Wisdom Law, PLLC	Legal - Sugartree	108	455 00
Total 833 Contract Services - Legal - Other						\$182,332 79

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-25 Identify any costs, by NARUC account, related to any litigation involving UT, UTE, or their affiliates that is included in any cost category in the test year or known and measurable changes. Also identify where the cost is included in the application and describe the exact nature of the litigation.

RESPONSE: There are no litigation costs incurred by Undine that are included in this rate application.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-26 Are UT and UTE requesting recovery of any social dues or charitable contributions in the cost of service? If so, please identify and quantify these amounts and indicate where these amounts are presented within the application.

RESPONSE: UT and UTE are not requesting recovery of any social dues or charitable contributions in the cost of service.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-27 Has UT or UTE:

- i. experienced any reductions in work force since the end of the test year; or
- ii. anticipate any reductions in force in 2019? If yes, please describe and quantify the anticipated reductions.

RESPONSE: UT and UTE have no employees. All managerial and support staff are employed by Undine Operating, LLC. Undine Operating, LLC has not experienced any work force reductions since the end of the test year. A reduction in work force is not anticipated in the future.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-28 Does UT or UTE's requested cost of service include any amounts for moving allowances, signing bonuses, or severance packages? If so, please specify by type, amount, NARUC account, and whether the amounts were directly incurred or allocated from an affiliate.

RESPONSE: UT and UTE have no employees. All staff are employed by Undine Operating, LLC. Undine Operating, LLC did not incur, nor subsequently allocate any expenses to UT or UTE, for employee moving allowances, signing bonuses, or severance packages.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-29 Please provide the historical level of outside services expense for UT and UTE for the years 2017, 2018, and 2019 by NARUC account.

RESPONSE: Please refer to Attachment Staff 4-29 for a detail by NARUC account of outside services expenses for 2017, 2018, and 2019 for UT and UTE. The outside services expense for Greenshores Water and Greenshores Sewer is not part of this rate application.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

Undine Group LLC
 Outside Services
 2017-2019

Attachment Staff 4-29

2017	Undine Utility LLC	Undine Operating LLC	EMCAD	Orbit Water Systems	Sugartree	TOTAL
Corporate Overhead						
830 · Contract Services - IT	15,436 13	13,440.00	0.00	0 00	0.00	28,876 13
832 · Contract Services - Accounting	45,000 00	45,000 00	0.00	0.00	0 00	90,000 00
833 · Contract Services - Legal	193,648 41	247,109.37	0 00	0.00	0 00	440,757 78
836 · Contract Services - Other	3,966 08	20,326.65	0 00	0 00	0 00	24,292 73
	<u>258,050 62</u>	<u>325,876 02</u>	<u>0 00</u>	<u>0 00</u>	<u>0 00</u>	<u>583,926 64</u>
Undine Texas, LLC						
631 · Contract Services - Engineering	0 00	0 00	0 00	11,660 00	0 00	11,660 00
634 · Contract Services - Mgmt Fees	0 00	0.00	0.00	149,187 82	0.00	149,187 82
635 · Contract Services - Testing	0 00	0.00	0.00	19,085 10	0.00	19,085.10
636 · Contract Services - Other	0 00	0.00	0.00	29,041 88	0 00	29,041 88
642 · Rental of Equipment	0.00	0 00	0 00	1,453.72	0 00	1,453 72
	<u>0.00</u>	<u>0 00</u>	<u>0 00</u>	<u>210,428 52</u>	<u>0 00</u>	<u>210,428.52</u>
Undine Texas Environmental, LLC						
731 · WW - Contract Svc - Engineering	0 00	0 00	0 00	0 00	740.00	740 00
734 · WW - Contract Svc - Mgmt Fees	0 00	0 00	91,498 00	7,308 00	7,649 00	106,455 00
735 · WW - Contract Service - Testing	0.00	0.00	13,948.31	4,512 35	1,587.00	20,047 66
736 · WW - Contract Service - Other	0.00	0.00	13,953 00	1,918 37	7,298.45	23,169 82
	<u>0 00</u>	<u>0 00</u>	<u>119,399 31</u>	<u>13,738 72</u>	<u>17,274 45</u>	<u>150,412 48</u>

Undine Group LLC
Outside Services
2017-2019

Attachment Staff 4-29

2018

	Undine Utility LLC	Undine Operating LLC	EMCAD	Orbit Water Systems	Sugartree	Consumers	Suburban
Corporate Overhead							
830 · Contract Services - IT	0.00	26,880.00	0.00	0.00	0.00	0.00	0.00
832 · Contract Services - Accounting	0.00	85,177.75	0.00	0.00	0.00	0.00	0.00
833 · Contract Services - Legal	0.00	108,698.78	0.00	0.00	0.00	0.00	0.00
836 · Contract Services - Other	0.00	20,517.39	0.00	0.00	0.00	0.00	0.00
	<u>0.00</u>	<u>241,273.92</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Undine Texas, LLC							
631 · Contract Services - Engineering	0.00	0.00	0.00	2,250.00	0.00	0.00	0.00
634 · Contract Services - Mgmt Fees	0.00	0.00	0.00	431,308.79	0.00	203,987.23	157,762.41
635 · Contract Services - Testing	0.00	0.00	0.00	42,691.53	0.00	4,620.00	6,788.32
636 · Contract Services - Other	0.00	0.00	0.00	142,351.12	0.00	20,910.70	12,657.15
641 · Rental of Bldg & Real Prop	0.00	0.00	0.00	0.00	0.00	1,537.50	0.00
642 · Rental of Equipment	0.00	0.00	0.00	1,768.08	0.00	1,768.08	0.00
	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>620,369.52</u>	<u>0.00</u>	<u>232,823.51</u>	<u>177,207.88</u>
Undine Texas Environmental, LLC							
731 · WW - Contract Svc - Engineering	0.00	0.00	0.00	0.00	740.00	0.00	0.00
734 · WW - Contract Svc - Mgmt Fees	0.00	0.00	147,033.34	35,161.00	47,116.78	0.00	0.00
735 · WW - Contract Service - Testing	0.00	0.00	8,981.00	10,053.50	5,183.00	0.00	0.00
736 · WW - Contract Service - Other	0.00	0.00	9,282.82	17,713.84	6,313.79	0.00	0.00
741 · WW - Rental Bldg & Real Prop	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<u>0.00</u>	<u>0.00</u>	<u>165,297.16</u>	<u>62,928.34</u>	<u>59,353.57</u>	<u>0.00</u>	<u>0.00</u>

	Community	Gulf Coast Water	Gulf Coast Wastewater	Greenshor es Water	Greenshores Wastewater	TOTAL
Corporate Overhead						
830 · Contract Services - IT	0.00	0.00	0.00	0.00	0.00	26,880.00
832 · Contract Services - Accounting	0.00	0.00	0.00	0.00	0.00	85,177.75
833 · Contract Services - Legal	0.00	0.00	0.00	0.00	0.00	108,698.78
836 · Contract Services - Other	0.00	0.00	0.00	0.00	0.00	20,517.39
	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>241,273.92</u>
Undine Texas, LLC						
631 · Contract Services - Engineering	170.00	0.00	0.00	0.00	0.00	2,420.00
634 · Contract Services - Mgmt Fees	26,382.78	18,963.67	0.00	11,353.64	0.00	849,758.52
635 · Contract Services - Testing	832.34	1,606.00	0.00	0.00	0.00	56,538.19
636 · Contract Services - Other	3,546.94	117.59	0.00	15,508.15	0.00	195,091.65
641 · Rental of Bldg & Real Prop	0.00	666.67	0.00	0.00	0.00	2,204.17
642 · Rental of Equipment	0.00	0.00	0.00	0.00	0.00	3,536.16
	<u>30,932.06</u>	<u>21,353.93</u>	<u>0.00</u>	<u>26,861.79</u>	<u>0.00</u>	<u>1,109,548.69</u>
Undine Texas Environmental, LLC						
731 · WW - Contract Svc - Engineering	0.00	0.00	0.00	0.00	0.00	740.00
734 · WW - Contract Svc - Mgmt Fees	0.00	0.00	17,713.40	0.00	7,779.34	254,803.86
735 · WW - Contract Service - Testing	0.00	0.00	0.00	0.00	0.00	24,217.50
736 · WW - Contract Service - Other	0.00	0.00	9,321.48	0.00	4,601.51	47,233.44
741 · WW - Rental Bldg & Real Prop	0.00	0.00	666.66	0.00	0.00	666.66
	<u>0.00</u>	<u>0.00</u>	<u>27,701.54</u>	<u>0.00</u>	<u>12,380.85</u>	<u>327,661.46</u>

Undine Group LLC
Outside Services
2017--2019

Attachment Staff 4-29

2019

	Undine Operating LLC	EMCAD	Orbit Water Systems	Sugartree	Consumers	Suburban	Community
Corporate Overhead							
830 · Contract Services - IT	28,173.60	0.00	0.00	0.00	0.00	0.00	0.00
832 · Contract Services - Accounting	124,101.37	0.00	0.00	0.00	0.00	0.00	0.00
833 · Contract Services - Legal	240,723.79	0.00	0.00	0.00	0.00	0.00	0.00
836 · Contract Services - Other	35,384.80	0.00	0.00	0.00	0.00	0.00	0.00
	<u>428,383.56</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Undine Texas, LLC							
631 · Contract Services - Engineering	0.00	0.00	500.00	0.00	0.00	0.00	0.00
634 · Contract Services - Mgmt Fees	0.00	0.00	414,879.08	0.00	397,393.09	308,930.97	51,575.47
635 · Contract Services - Testing	0.00	0.00	67,934.69	0.00	31,108.38	22,238.28	4,729.74
636 · Contract Services - Other	0.00	0.00	113,374.35	0.00	62,423.83	39,745.04	7,715.16
641 · Rental of Bldg & Real Prop	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<u>0.00</u>	<u>0.00</u>	<u>596,688.12</u>	<u>0.00</u>	<u>490,925.30</u>	<u>370,914.29</u>	<u>64,020.37</u>
Undine Texas Environmental, LLC							
731 · WW - Contract Svc - Engineering	0.00	0.00	0.00	0.00	0.00	0.00	0.00
734 · WW - Contract Svc - Mgmt Fees	0.00	149,846.18	35,189.48	50,854.76	0.00	0.00	0.00
735 · WW - Contract Service - Testing	0.00	9,483.00	11,129.79	5,844.00	0.00	0.00	0.00
736 · WW - Contract Service - Other	0.00	12,650.79	11,819.28	7,158.70	0.00	0.00	0.00
741 · WW - Rental Bldg & Real Prop	0.00	0.00	0.00	0.00	0.00	0.00	0.00
742 · WW - Rental of Equipment	0.00	0.00	158.05	0.00	0.00	0.00	0.00
	<u>0.00</u>	<u>171,979.97</u>	<u>58,296.60</u>	<u>63,857.46</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
						Greenshore s	
	Gulf Coast Water	Gulf Coast Wastewater	Chuck Bell	Bollvar	Greenshores Water	Wastewater	TOTAL
Corporate Overhead							
830 · Contract Services - IT	0.00	0.00	0.00	0.00	0.00	0.00	28,173.60
832 · Contract Services - Accounting	0.00	0.00	0.00	0.00	0.00	0.00	124,101.37
833 · Contract Services - Legal	0.00	0.00	0.00	0.00	0.00	0.00	240,723.79
836 · Contract Services - Other	0.00	0.00	0.00	0.00	0.00	0.00	35,384.80
	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>428,383.56</u>
Undine Texas, LLC							
631 · Contract Services - Engineering	0.00	0.00	0.00	0.00	0.00	0.00	500.00
634 · Contract Services - Mgmt Fees	134,278.74	0.00	102,355.82	0.00	76,232.10	0.00	1,485,645.27
635 · Contract Services - Testing	3,604.78	0.00	10,779.32	0.00	7,380.99	0.00	147,776.18
636 · Contract Services - Other	3,452.08	0.00	6,870.72	0.00	46,722.31	0.00	280,303.49
641 · Rental of Bldg & Real Prop	6,233.50	0.00	0.00	0.00	0.00	0.00	6,233.50
	<u>147,569.10</u>	<u>0.00</u>	<u>120,005.86</u>	<u>0.00</u>	<u>130,335.40</u>	<u>0.00</u>	<u>1,920,458.44</u>
Undine Texas Environmental, LLC							
731 · WW - Contract Svc - Engineering	0.00	0.00	0.00		0.00	0.00	-
734 · WW - Contract Svc - Mgmt Fees	0.00	122,514.40	0.00	58,106.35	0.00	55,025.23	471,536.40
735 · WW - Contract Service - Testing	0.00	12,916.00	0.00	1,232.64	0.00	9,031.85	49,637.28
736 · WW - Contract Service - Other	0.00	19,207.43	0.00	2,687.59	0.00	6,974.25	60,498.04
741 · WW - Rental Bldg & Real Prop	0.00	6,233.50	0.00	0.00	0.00	0.00	6,233.50
742 · WW - Rental of Equipment	0.00	559.75	0.00	0.00	0.00	0.00	717.80
	<u>0.00</u>	<u>161,431.08</u>	<u>0.00</u>	<u>62,026.58</u>	<u>0.00</u>	<u>71,031.33</u>	<u>588,623.02</u>

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-30 Please list each instance of two or more vendors providing the same or similar services to UT or UTE during the test year? If any instances exist, please detail why two or more vendors were used.

RESPONSE: UT and UTE utilize multiple contractors to provide similar services in different areas of Texas. However, these services are provided at different systems and are therefore not double-counted or duplicative operations or maintenance. Therefore, it does not adversely affect customer rates. UT and UTE both utilize Utility Partners to provide system operations as detailed in their contract. Utility Partners has the authority to provide operators and other qualified employees and contractors to perform all operations duties. UT and UTE also hire other vendors/contractors on a price, ability, logistics, and availability basis to perform other repairs, maintenance, and rehabilitation, as needed, on any utility system. These vendors/contractors are listed in Attachment Staff 4-30. These vendors/contractors are hired to perform a specific job each time they are utilized.

See Attachment Staff 4-30 for a list of vendors used by UT and UTE during the test year.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

Water Systems Vendors

Accurate Meter & Backflow
 Asset Management Technologies LLC
 AVR
 AWC, Inc
 Bio Chem Lab, Inc
 Core & Main
 Crisp Analytical Laboratories, LLC
 DSHS Central Lab MC2004
 Eastex Environmental Laboratory
 Gulf Coast Pump & Supply
 Hays Utility South Corp
 Hearn Engineering, Inc.
 Honest Answering
 JML Lawn Services
 Joe Martinez Landscape Services
 LCRA
 Magna Flow Environmental, Inc
 Michael Martin
 MJ Enterprise
 NWDLS
 O'Day Drilling Co., Inc
 PNP Development, LLC
 Professional Telemessaging
 Purify
 Rural Environmental Service, LLC
 Sarentec LLC
 Sean Thompson
 Sevelin Landscapes and Design
 Utility Group of Texas, LLC
 Utility Partners LLC
 Water Utility Services, Inc.
 Worldwide Power Products

Wastewater System Vendors

All-Service Backflow
 ASAP Septic TCEQ 252627
 Asset Management Technologies LLC
 AVR
 Bio Chem Lab, Inc.
 Bowman Environmental Enterprises LLC
 Cayton McDonald
 DSHS Central Lab MC2004
 Eastex Environmental Laboratory
 Hays Utility South Corp
 Honest Answering
 JML Lawn Services
 La Services
 Magna Flow Environmental, Inc
 Michael Martin
 NWDLS
 O'Day Drilling Co., Inc.
 PNP Development, LLC
 Purify
 Sarentec LLC
 Sundance Disposal Solutions
 Tex Tech Environmental, Inc.
 Texas Utilities & Environmental, LLC
 Utility Group of Texas, LLC
 Utility Partners LLC
 Worldwide Power Products

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-31 Do any of the outside services included in the cost of service represent legislative advocacy expenses? If so, please detail each expense and identify where it is included in the application.

RESPONSE: None of the outside services included in the cost of service represent legislative advocacy expenses.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-32 Do any of the contract work expenses amounting to \$1,898,180 and \$810,387, for water and sewer respectively, relate to rate case expenses? If yes, please provide the total amount related to rate case expenses and supporting details.

RESPONSE: No. All rate case expenses are recorded in a deferred rate case expense account (on the Balance Sheet) on the Undine Operating, LLC general ledger.

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-33 Reference the response to OPUC 1-11. Do UT and UTE's requested costs of service include amounts for employee perquisites such as luxury automobiles, financial planning, and tax gross-ups? If so, please provide an explanation of the types of perquisites included, a copy of any policies regarding the payment of such perquisites, and the amount of such payments included in the cost of service by NARUC account. Indicate which amounts are directly incurred by UT and UTE and which amounts are allocated from an affiliate.

RESPONSE: No. UT and UTE's requested costs of service do not include amounts for employee perquisites such as luxury automobiles, financial planning, tax gross-ups, or any other perquisites.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-34 Please provide a list of shareholders of UT and UTE that are also affiliated with any of the affiliate, including any employees.

RESPONSE: UT and UTE do not have separate shareholders or investment members. Undine Group, LLC has two equity investment partners which are members and 14 employees who are also members. All members invest at the Undine Group, LLC company (the top company) level, so each member effectively is invested in each individual company.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-35 Please provide minutes from board meetings or other executive approvals authorizing any pay increases included in the application for non-bargaining employees.

RESPONSE: There have been only a few instances of employee payroll increases since Undine Group, LLC began operating in late 2015. The President and Senior Vice President of Human Resources and Administration have been granted the authority by the board to review and approve employee pay increases. These increases are done to recognize and reward an employee for their increased responsibility and authority within Undine Operating, LLC. Only one increase was approved during the Test Year, amounting to an annual payroll increase of only \$8,500 (a .4% increase in total payroll).

Prepared by: Benny Wilkinson
Sponsored by: Edward R. Wallace, Sr.

SOAH DOCKET NO. 473-20-3110.WS

DOCKET NO. 50200

**UNDINE TEXAS, LLC AND UNDINE TEXAS ENVIRONMENTAL, LLC'S RESPONSE
TO COMMISSION STAFF'S FOURTH REQUEST FOR INFORMATION**

Staff 4-36 Please provide the contractual changes or other written authorization documenting any payroll increase for bargaining employees included in the application.

RESPONSE: All employees of Undine Operating, LLC are salaried. There are no employees covered by a collective bargaining contract.

Prepared by: Benny Wilkinson

Sponsored by: Edward R. Wallace, Sr.

Quote Amount: \$18.70

Note: Quote is based on information supplied and is subject to ancillary charges and billing audit.

(Click **Back** to Return to Order)

Corp Couriers-AUS (512) 479-4007

Name	Phone	Email	Account	Vehicle Type
Office Services	512-322-5800	ricoh@lglawfirm.com	1201	ANY

Service Type	Return Service	Pieces	Weight	BOL No.	Reference
EXPRESS	NONE	7	3.0 LBS		HEC 3799-04

Pickup From	Deliver To
Lloyd Gosselink Rochelle & Townsend Mail Room 816 Congress Ave 1900 AUSTIN, TX 78701 Phone: 512-322-5844 0 Pickup Date: 05/11/20 Ready Time: NOW Pickup Instructions: Requesting filing no later than 1 pm.	PUC Central Records 1701 N. Congress Ave. Room 8-100 Austin, TX 78701 Phone: 5123225871 Ext: Delivery Instructions: Deliver 5 copies of filing and 2 confidential envelopes to Central Records

Quote Amount: \$18.70

Note: Quote is based on information supplied and is subject to ancillary charges and billing audit.

(Click **Back** to Return to Order)

Corp Couriers-AUS (512) 479-4007

Name	Phone	Email	Account	Vehicle Type
Office Services	512-322-5800	ricoh@lglawfirm.com	1201	ANY

Service Type	Return Service	Pieces	Weight	BOL No.	Reference
EXPRESS	NONE	7	3.0 LBS		HEC 3799-04

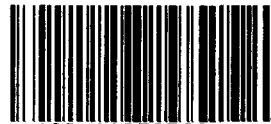
Pickup From	Deliver To
Lloyd Gosselink Rochelle & Townsend Mail Room 816 Congress Ave 1900 AUSTIN, TX 78701 Phone: 512-322-5844 0 Pickup Date: 05/11/20 Ready Time: NOW Pickup Instructions: Requesting filing no later than 1 pm.	PUC Central Records 1701 N. Congress Ave. Room 8-100 Austin, TX 78701 Phone: 5123225871 Ext: Delivery Instructions: Deliver 5 copies of filing and 2 confidential envelopes to Central Records

Bill of Lading

User Name: Office Services
Company: Lloyd Gosselink Attorneys

Corp Couriers-AUS

(512) 479-4007



089-00959329

Control Number: 959329

eTrac Number: 153861216

Submitter Information		Shipping Information	
Account:	1201	Service Type:	EXPRESS
Name:	LLOYD GOSSELINK ATTORNEYS AT LAW	Return Service:	None
Requested By:	OFFICE SERVICES	Pieces:	7
Reference:	HEC 3799-04	Weight:	3.0 Lbs.
BOL No.:		Charges:	0.00
Entered:	11-MAY-2020 11:41	Quote:	18.70
Last Updated:	11-MAY-2020 12:41 (EST)		
Pick Up From		Deliver To	
LLOYD GOSSELINK ROCHELLE & TOWNSEND MAIL ROOM 816 CONGRESS AVE 1900 AUSTIN, TX 78701 Phone: 512-322-5844		PUC CENTRAL RECORDS 1701 N. CONGRESS AVE. ROOM 8-100 AUSTIN, TX 78701 Phone: 512-322-5871	
Pickup Details		Delivery Details	
Requested Date:	11-MAY-2020	Requested Date:	11-MAY-2020
Ready Time:	NOW	Deliver By:	12:31
Pickup Instructions:	REQUESTING FILING NO LATER THAN 1 PM.	Delivery Instructions:	DELIVER 5 COPIES OF FILING AND 2 CONFIDENTIAL ENVELOPES TO CENTRAL RECORDS
Actual Date:		Actual Date:	
Arrival Time:		Arrival Time:	
Departure Time:		Departure Time:	
Driver:	_____	Received by:	X _____
Date:	_____	Print Name:	_____
Time:	_____		

Bill of Lading

User Name: Office Services
Company: Lloyd Gosselink Attorneys

Corp Couriers-AUS

(512) 479-4007



Control Number: 959329

eTrac Number: 153861216

089-00959329

Submitter Information	Shipping Information
Account: 1201 Name: LLOYD GOSSELINK ATTORNEYS AT LAW Requested By: OFFICE SERVICES Reference: HEC 3799-04 BOL No.: Entered: 11-MAY-2020 11:41 Last Updated: 11-MAY-2020 12:41 (EST)	Service Type: EXPRESS Return Service: None Pieces: 7 Weight: 3.0 Lbs. Charges: 0.00 Quote: 18.70
Pick Up From	Deliver To
LLOYD GOSSELINK ROCHELLE & TOWNSEND MAIL ROOM 816 CONGRESS AVE 1900 AUSTIN, TX 78701 Phone: 512-322-5844	PUC CENTRAL RECORDS 1701 N. CONGRESS AVE. ROOM 8-100 AUSTIN, TX 78701 Phone: 512-322-5871
Pickup Details	Delivery Details
Requested Date: 11-MAY-2020 Ready Time: NOW Pickup Instructions: REQUESTING FILING NO LATER THAN 1 PM. Actual Date: Arrival Time: Departure Time:	Requested Date: 11-MAY-2020 Deliver By: 12:31 Delivery Instructions: DELIVER 5 COPIES OF FILING AND 2 CONFIDENTIAL ENVELOPES TO CENTRAL RECORDS Actual Date: Arrival Time: Departure Time:
Driver: _____ Date: _____ Time: _____	Received by: X _____ Print Name: _____