



Control Number: 51632



Item Number: 23

Addendum StartPage: 0

DOCKET NO. 51632

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APPLICATION OF TERRA §  
SOUTHWEST, INC. AND UNDINE §  
TEXAS, LLC FOR SALE, TRANSFER, §  
OR MERGER OF FACILITIES AND §  
CERTIFICATE RIGHTS IN DENTON §  
COUNTY §

PUBLIC UTILITY COMMISSION  
OF TEXAS

**UNDINE TEXAS, LLC'S SUPPLEMENTAL RESPONSE TO ORDER NO. 2**

TO THE HONORABLE ADMINISTRATIVE LAW JUDGE:

Undine Texas, LLC ("Undine") hereby files this Supplemental Response to Order No. 2.

In support thereof, Undine supplies the following:

Attached as **Exhibit A** is the Little Elm Dual Certificate Letter with updated maps.

Attached as **Exhibit B** is the updated information for the STM for general description and 2-mile radius.

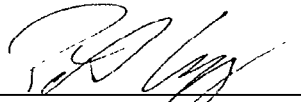
Attached as **Exhibit C** is Terra Southwest, Inc.'s 2019 Annual Report (submitted confidentially).

In addition, the updated digital mapping data is being provided in the enclosed CDs and contemporaneously through the PUC Interchange Filer.

Regarding the payment of the 2018 Regulatory Assessment Fee, the seller has not been able to provide proof of payment for the fee for purposes of this filing. Under hereby represents that such payment will be made and addressed as a term of closing between the Parties.

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**

**CERTIFICATE OF SERVICE**

I 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 12th day of April, 2021:

Creighton Murray  
Public Utility Commission of Texas  
Legal Division  
1701 N. Congress Avenue  
P. O. Box 13326  
Austin, Texas 78711-3326  
[creighton.murray@puc.texas.gov](mailto:creighton.murray@puc.texas.gov)

**EXHIBIT A**

**Little Elm Dual Certificate Letter  
and  
Updated Maps**



March 26, 2021

Town of Little Elm  
PO Box 129  
Little Elm, Texas 75068

Re: Application of Terra Southwest, LLC ("Terra") and Undine Texas, LLC ("Undine") for Sale, Transfer or Merger of a Retail Public Utility in Denton County (Docket No. 51632)

Dear Town of Little Elm Representative:

On December 16, 2020, Terra and Undine submitted an application to the Public Utility Commission of Texas ("PUC") for the sale, transfer or merger of a retail public utility and certificate rights from Terra to Undine (the "Application"). Based on our review, the Application includes an area of overlap with the Town of Little Elm ("Little Elm") CCN No. 11202. The attached map specifies the area of overlap.

This letter requests that Little Elm agree to dual certification of the area identified on the attached maps for its CCN 11202 so that Terra and Undine may incorporate those areas into the service areas that are otherwise the subject of the Application. We note that Little Elm does not now, nor has it ever, supplied drinking water service to customers within the area highlighted on the attached maps. Undine and Terra seek Little Elm's dual certification of the area for no compensation under Texas Water Code §13.254.

If approved, the dual certification will allow Undine to exercise its authority to provide retail, public water utility service under Undine's STM Application to the portion of Little Elm's CCN No. 11202 requested for dual certification.

[SIGNATURE PAGE FOLLOWS]

If you agree to dual certification of the identified area pursuant to the terms of this letter, please so indicate by signing in the area indicated below. We appreciate your consideration in this matter.

Sincerely,

Carey A. Thomas

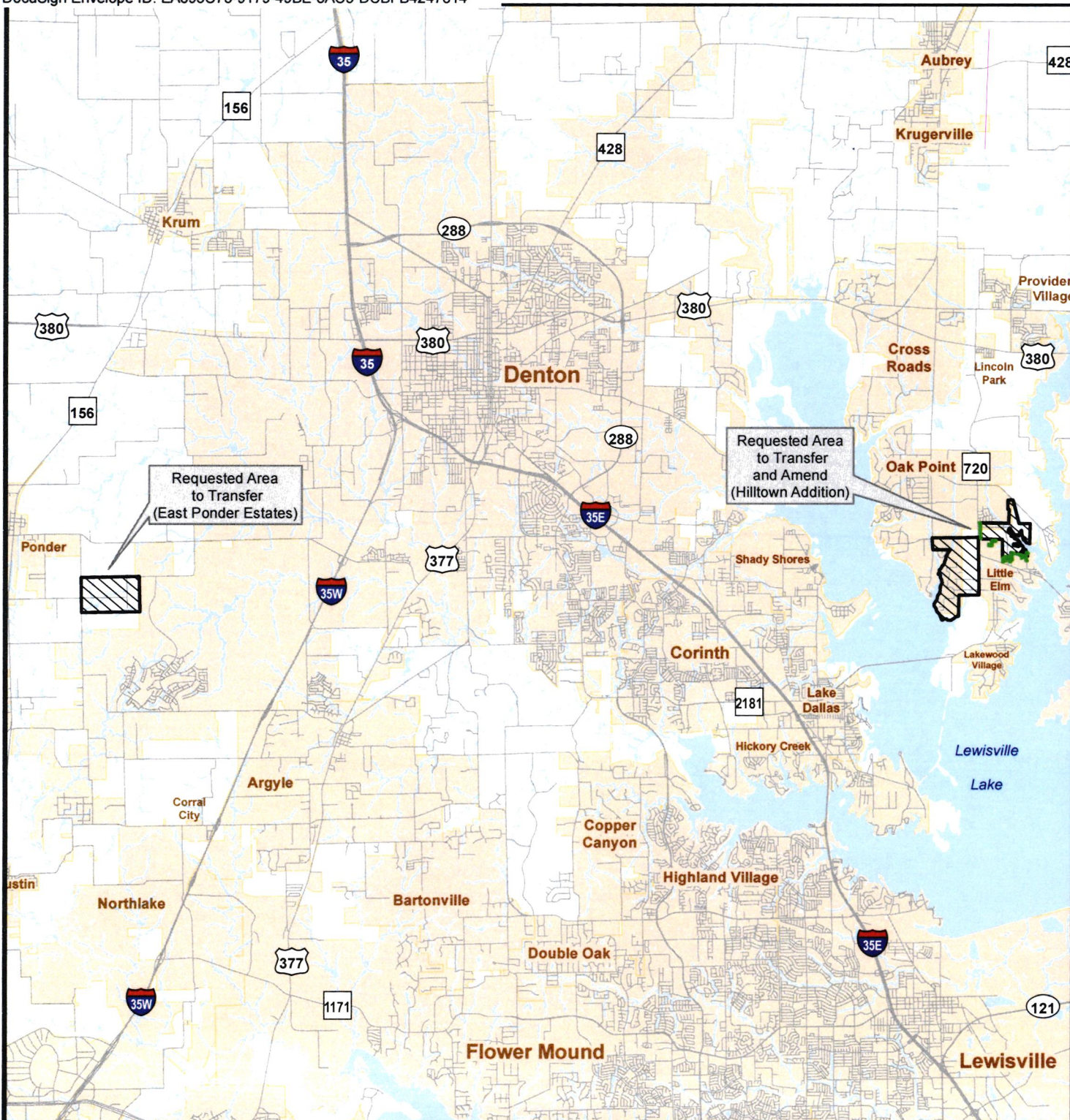
By the signature below, Town of Little Elm agrees to dual certification of the area identified in this letter according to the terms of this letter.

Signature: DocuSigned by  
David Hillock  
89F45A73F0884AF

Name: David Hillock

Title: Mayor

Date: 4/6/2021



### General Location - REVISED

Undine Texas, LLC

Application to Transfer Terra Southwest, Inc., CCN No. 11608 to Undine Texas, LLC, CCN No. 13260  
and to Amend CCN to Include Existing Customers and Request Dual Certification with Town of Little Elm, CCN No. 11202  
in Denton County



0 0.5 1 1.5 2 2.5  
Miles

#### Requested Water Service Area to Transfer and Amend



CCN 11608 - Terra Southwest, Inc



Amend to Add Existing Customers within Hilltown Addition

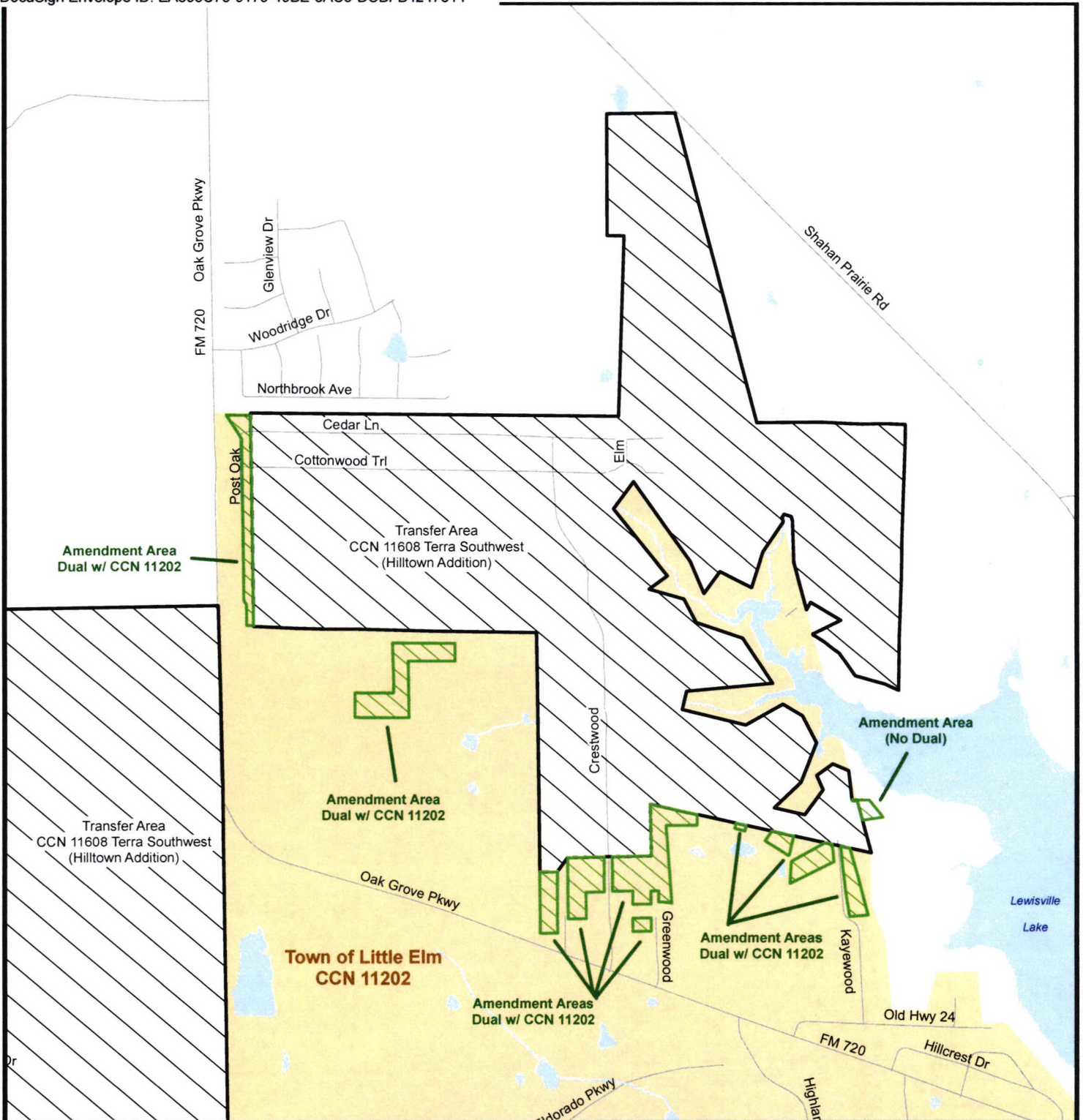
Map by: S. Burt, ASBGI

Date: March 15, 2021

Base: TxDOT Roadways 2015

Project: General Location








### Hilltown Addition Amendment Areas - REVISED

Undine Texas, LLC

Application to Transfer Terra Southwest, Inc., CCN No. 11608 to Undine Texas, LLC, CCN No. 13260  
and to Amend CCN to Include Existing Customers and Request Dual Certification with Town of Little Elm, CCN No. 11202  
in Denton County



0 500 1,000  
Feet

-  Amend to Add Existing Customers within Hilltown Addition
-  CCN 11608 - Terra Southwest, Inc.
-  CCN 11202 - Town of Little Elm

Map by: S. Burt, ASBGI  
Date: March 15, 2021  
Base: TxDOT roadways 2015  
Project: Hilltown Addition Amend

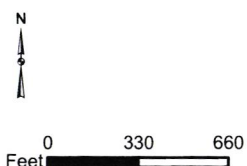




### Customers' "Points of Service" in Hilltown Addition - REVISED

Undine Texas, LLC

Application to Transfer Terra Southwest, Inc., CCN No. 11608 to Undine Texas, LLC, CCN No. 13260  
and to Amend CCN to Include Existing Customers and Request Dual Certification with Town of Little Elm, CCN No. 11202  
in Denton County



- Customers
- Amend to Add Existing Customers within Hilltown Addition
- CCN 11608 - Terra Southwest, Inc.

Map by: S. Burt, ASBGI  
Date: March 15, 2021  
Base: ESRI World Imagery, Denton CAD Parcels  
Project: Customers Points of Service

**EXHIBIT B**

**Updated Information for the STM  
for General Description and 2-Mile Radius**



**Undine Texas, LLC, CCN 13260**

**Application to Transfer Terra Southwest, CCN No. 11608 and Amend to Include Existing Customers in Denton County**

Transfer Areas – East Ponder Estates, approx. 451 acres

Hilltown Addition, approx. 866 acres

Amendment Areas – Existing Customers in Hilltown Addition, approx. 18 acres

Proposed Water CCN area for transfer and Amend is **within**:

County – Denton

City Limits – Denton (East Ponder Estates)

Little Elm and Oak Point (Hilltown Addition)

ETJ - Denton and Ponder (East Ponder Estates)

Little Elm and Oak Point (Hilltown Addition)

CCN – City of Denton, CCN 10195 (East Ponder Estates-dual)

Town of Little Elm, CCN 11202 (Hilltown Addition transfer area-dual and amend areas-overlap)

Districts –Upper Trinity Regional Water District (all areas)

Oak Point WCID 1 – Hilltown Transfer Area Only

Oak Point WCID 2 – Hilltown Transfer Area only

GCD – North Texas GCD (all areas)

East Ponder Estates - Entities within 2 Miles/Notice list:

City of Denton (CCN 10195)

Town of Northlake (CCN 12915)

Town of Ponder (CCN 12951)

Town of Dish

Ponder Enterprises (CCN 12810)

Aqua Texas, Inc. (CCN 13201)

Upper Trinity Regional Water District

North Texas GCD

Denton County Judge Andy Eads

Hilltown Addition - Entities within 2 Miles/Notice list:

Community Water Service Inc. (CCN 10019)

City of Lakewood Village (CCN 10201)

Town of Little Elm (CCN 11202)

Town of Hackberry (CCN 12015)

Lake Cities MUA (CCN 10166)

Aqua Texas, Inc. (CCN 13201)

Knob Hill Water System (CCN 11414)

Mustang SUD (CCN 11856)

Last Resort Properties (CCN 12503)

Denton County FWSD 8A (CCN 13018)

Denton County FWSD 11-B

City of Oak Point

City of Shady Shores

City of Lake Dallas

Denton County MUD 4  
Denton County MUD 5  
Denton County MUD 8 – inactive/dormant  
Oak Point WCID 1  
Oak Point WCID 2  
Oak Point WCID 3  
Oak Point WCID 4  
Valencia on the Lake WCID  
Upper Trinity Regional Water District  
North Texas GCD  
Denton County Judge Andy Eads

Addresses for Notice List

City of Denton  
901-A Texas St.  
Denton, TX 76209

Town of Northlake  
PO Box 729  
Justin, TX 76247

Town of Ponder  
PO Box 297  
Ponder, TX 76259

Town of Dish  
5413 Tim Donald Rd  
Dish, TX 76247

Ponder Enterprises Inc.  
5772 Tim Donald Rd  
Justin, TX 76247

Aqua Texas, Inc.  
1106 Clayton Ln, Ste 400W  
Austin, TX 78723

Community Water Service, Inc.  
PO Box 850155  
Mesquite, TX 75185

City of Lakewood Village  
100 Highridge Dr  
Lakewood Village, TX 75068

Town of Little Elm  
PO Box 129  
Little Elm, TX 75068

Town of Hackberry  
119 Maxwell Rd  
Frisco, TX 75034

Lake Cities MUA  
501 N. Shady Shores Dr  
Lake Dallas, TX 75065

Knob Hill Water System  
2861 High Meadow  
Little Elm, TX 75068

Harris-Galveston Coastal Subsidence District  
1660 W Bay Area Blvd  
Friendswood, TX 77546

Mustang SUD  
7985 FM 2931  
Aubrey, TX 76227

Last Resort Properties  
PO Box 162  
Little Elm, TX 75068

Denton County FWSD 8-A  
19 Briar Hollow Ln, Ste 245  
Houston, TX 77027

Denton County FWSD 11-B  
19 Briar Hollow Ln, Ste 245  
Houston, TX 77027

Denton County MUD 4  
1980 Post Oak Blvd Ste 1380  
Houston, TX 77056

Denton County MUD 5  
1980 Post Oak Blvd Ste 1380  
Houston, TX 77056

Oak Point WCID 1  
3100 McKinnon St, Ste 1100  
Dallas, TX 75201



Oak Point WCID 2  
3100 McKinnon St, Ste 1100  
Dallas, TX 75201

Oak Point WCID 3  
14755 Preston Rd, Ste 600  
Dallas, TX 75254

Oak Point WCID 4  
14755 Preston Rd, Ste 600  
Dallas, TX 75254

City of Oak Point  
100 Naylor Rd  
Oak Point, TX 75068

City of Shady Shores  
101 S. Shady Shores Rd  
Shady Shores, TX 76208

City of Lake Dallas  
212 Main St.  
Lake Dallas, TX 75065

Upper Trinity Regional Water District  
PO Box 305  
Lewisville, TX 75067

Valencia on the Lake WCID  
C/o Kelly Hart & Hallman, LLP  
201 Main St. Ste 2500  
Fort Worth, TX 76102

North Texas GCD  
PO Box 508  
Gainesville, TX 76241

Denton County Judge Andy Eads  
110 W. Hickory St  
Denton, TX 76201

#### Written Description

The East Ponder Estates area subject to this transaction is located approximately 7.4 miles southwest of downtown Denton, TX, and is generally bounded on the north by H Lively Road; on the east by Ed Robson Blvd.; on the south by 0.26 mile south of Seaborn Road; and on the west by Florance Road.

The Hilltown Addition areas subject to this transaction are located approximately 8.6 miles southeast of downtown Denton, TX, and is generally bounded on the north by Martingale Trail and Shahan Prairie Road; on the east by Shahan Prairie Road and Lewisville Lake; on the south by Lewisville Lake; and on the west by Lewisville Lake and Yacht Club Road.

Transfer Areas = approx. 1,308 acres

Amend Areas = approx. 18 acres

Total area being requested includes approximately 1,326 acres and serves 901 current customers.

**Attachment C**

**Terra Southwest, Inc.**  
**2019 Annual Report**

**(CONFIDENTIAL)**

# CONFIDENTIAL

**DOCKET NO.:** 51632

**STYLE:** Application of Terra Southwest, Inc. and Undine Texas, LLC for Sale, Transfer or Merger of Facilities and Certificate Rights in Denton County

**SUBMITTING PARTY:** Undine Texas, LLC

**BRIEF DESCRIPTION OF CONTENTS:** Exhibit C – Terra Southwest Inc.'s 2019 Annual Report

**BATE STAMP OR SEQUENTIAL PAGE NUMBER RANGE:** 16 to 30

**ENVELOPE #:** 1 OF 1

**ADDITIONAL INFORMATION REQUIRED BY PROTECTIVE ORDER:**

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**DATE SUBMITTED TO COMMISSION:** April 12, 2021