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APPLICATION OF L AND T	§	PUBLIC UTILITY COMMISSION
WATERWORKS LLC AND TEXAS	§	
WATER UTILITIES, L.P. FOR SALE,	§	OF TEXAS
TRANSFER, OR MERGER OF	§	
FACILITIES AND CERTIFICATE	§	
RIGHTS IN FREESTONE AND	§	
HENDERSON COUNTIES	§	

**RESPONSE TO ORDER NO. 26 AND
UPDATED JOINT MOTION TO ADMIT ADDITIONAL EVIDENCE**

COME NOW Texas Water Utilities, L.P. (TWU) and L and T Waterworks LLC (L&T) (collectively, Applicants), together with Public Utility Commission of Texas (Commission) Staff (collectively, the Parties) and file this Response to Order No. 26 and Updated Joint Motion to Admit Additional Evidence. In support thereof, the Parties show the following:

I. BACKGROUND

On March 8, 2021, L&T and TWU (collectively, the Applicants) filed an application for approval of the sale, transfer, or merger (STM) of facilities and certificate rights in Freestone and Henderson Counties under Texas Water Code (TWC) § 13.301 and 16 Texas Administrative Code (TAC) § 24.239. Specifically, the Applicants seek to: (a) transfer all of L&T's facilities and certificated water service area under CCN numbers 12919 and 12993 to TWU; (b) to amend TWU's CCN number 12983 to include the water facilities and service area previously included in L&T's CCN numbers 12919 and 12993; (c) to cancel L&T's water CCN numbers 12919 and 12993; (d) to dually certificate the portion of the requested area under TWU's CCN 12983 and Turlington WSC's CCN number 12793; (e) to decertify a portion of the service area held by L&T's CCN number 12919; and (f) to decertify a portion of the water service area held by South Freestone County WSC under CCN number 10791 and amend TWU's CCN number 12983 to include the decertified area. The requested sale and transfer includes approximately 1,657 acres and 133 customers.

On November 7, 2022 and December 13, 2022, the Applicants filed proof of closing documents with the Commission. Commission Staff filed its sufficiency recommendation as to the closing documents on December 15, 2022. On February 27, 2023, TWU filed its Unopposed Motion for Good Cause Exception to the procedural requirement that L&T file a signed consent form.

On February 21, 2023, Order No. 24 was issued, requiring the Parties to file a joint motion to admit evidence and proposed notice of approval by March 10, 2023. On March 10, 2023, the Parties filed the joint motion to admit evidence and proposed notice of approval. On March 22, 2023, Order No. 26 was issued, requiring that the Parties clarify whether the maps, certificate, and tariff filed with the joint motion to admit evidence and proposed notice of approval on March 10, 2023 are the versions they request be admitted into evidence—and file an updated motion to admit evidence—by April 5, 2023. This pleading is therefore timely filed.

II. RESPONSE TO ORDER NO. 26

The maps, certificate, and tariff filed with the joint motion to admit evidence and proposed notice of approval on March 10, 2023 are the versions the Parties would request to be admitted into evidence.

III. UPDATED JOINT MOTION TO ADMIT ADDITIONAL EVIDENCE

The Parties move to admit the following additional evidence into the record of this proceeding:

- (a) The Applicants' proof of closing documents, filed on November 7, 2022 and December 13, 2022 (Interchange Item Nos. 59 and 63);
- (b) Commission Staff's recommendation on the sufficiency of the closing documents, filed on December 15, 2022 (Interchange Item No. 64);
- (c) TWU's signed consent form concurring with Commission Staff's proposed final maps, certificate, and tariff filed on January 24, 2023 (Interchange Item No. 66);
- (d) The CCN maps attached to the joint motion to admit evidence and proposed notice of approval filed on March 10, 2023 (Interchange Item No. 74);
- (e) The CCN certificate attached to the joint motion to admit evidence and proposed notice of approval filed on March 10, 2023 (Interchange Item No. 74);
- (f) The proposed tariff attached to the joint motion to admit evidence and proposed notice of approval filed on March 10, 2023 (Interchange Item No. 74); and
- (g) TWU's Unopposed Motion for Good Cause Exception, filed on February 27, 2023 (Interchange Item No. 72).

IV. CONCLUSION

The Parties respectfully request that the Commission grant the Joint Motion to Admit Additional Evidence.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I certify that, unless otherwise ordered by the presiding officer, notice of the filing of this document was provided to all parties of record via electronic mail on March 30, 2023, in accordance with the Order Suspending Rules, issued in Project No. 50664.

/s/ William A. Faulk, III

William A. Faulk, III