



Filing Receipt

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DOCKET NO. 53630

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

APPLICANTS' NOTICE OF COMPLETED TRANSACTION

COME NOW Orbit Systems, Inc. (Orbit) and Undine Texas Environmental, LLC (Undine) (collectively, the Applicants) and file this evidence that the sale, merger, or transfer of Orbit's certificated area and facilities under CCN number 20682 to Undine is complete.

I.

On June 17, 2024, the administrative law judge (ALJ) filed Order No. 31, approving the transaction as proposed. The order requires the applicants to file proof within 30 days that the transaction has been completed and customer deposits, if any, have been addressed. Therefore, this pleading is timely filed.

Attached hereto as **Exhibit A** is a fully executed Bill of Sale evidencing the consummation of the transaction on June 6, 2024, and the Affidavit of Vance Tillman, Chief Financial Officer of Undine, confirming that the customer deposits held by Orbit were transferred to Undine on June 6, 2024. Attached hereto as **Exhibit B**, submitted confidentially, is the list of customer deposits as of June 6, 2024.

The undersigned counsel for Undine represents that Orbit has authorized them to file this Response on Orbit's behalf.

II.

For the reasons detailed above, Applicants respectfully request a final order or notice of approval be issued in this matter.

Dated: June 20, 2024.

Respectfully submitted,

Gregg Law PC



Peter T. Gregg
State Bar No. 00784174
910 West Ave., No. 3
Austin, Texas 78701
Phone: 512-522-0702
Fax: 512-727-6070
pgregg@gregglawpc.com

Attorneys for Undine Texas Environmental, LLC

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CERTIFICATE OF SERVICE

I certify by my signature above that unless otherwise ordered by the presiding officer, notice of the filing of this document was provided to all parties of record on June 20, 2024 in accordance with the Second Order Suspending Rules filed in Project No. 50664.

EXHIBIT A

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

June 6, 2024

Pursuant to the terms of that certain Asset Purchase Agreement (the "*Purchase Agreement*"), dated as of September 6, 2023 by and among Undine Texas, LLC, a Delaware limited liability company ("*Undine Texas*"), Undine Texas Environmental, LLC, a Texas limited liability company ("*Undine Environmental*"), and together with Undine Texas, "*Grantee*"), Orbit Systems, Inc., a Texas corporation ("*Grantor*"), Peggy Paul, Charles B. Walker and Jeffrey T. Walker, and for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid to Grantor by Grantee, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant, sell, transfer, deliver, assign and convey unto Grantee the Assets, excluding the Real Property (which is being conveyed pursuant to a separate Deed). All capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Purchase Agreement.

TO HAVE AND TO HOLD THE Assets, together with all rights and appurtenances thereto in anyway belonging, unto Grantee, its successors and assigns, forever, and Grantor does hereby bind itself and its successors to COVENANT, AGREE and FOREVER DEFEND good and valid title to the Assets unto Grantee, its successors and assigns, to and for its use against the lawful claims of any and all persons lawfully claiming or to claim the same or any part hereof, subject to and in accordance with the indemnification provisions as set forth in the Purchase Agreement at Sections 8.1 and 8.2. As to the division of the Assets between Undine Texas and Undine Environmental, Undine Texas shall receive the Assets primarily related to water utility systems and Undine Environmental shall receive the Assets primarily related to wastewater utility systems, as determined by Grantee. Without limiting the generality of the foregoing, Exhibit A sets forth certain contracts that are being assigned to Undine Texas and certain contracts that are being assigned to Undine Environmental.

The Assets are hereby conveyed free and clear of all claims, liens, mortgages, security interests, charges, leases, encumbrances, licenses, or sublicenses and other restrictions of any kind and nature except for the Permitted Encumbrances.

Grantor hereby constitutes and appoints Grantee, its successors and assigns, the true and lawful attorney of Grantor for and in the name or otherwise on behalf of Grantor, with full power of substitution, to do and execute all acts, deeds, matters and things whatsoever necessary for the assignment, transfer and/or conveyance of any interest in the Assets to Grantee, its successors and assigns. The power of attorney contained herein, being coupled with an interest, shall not be revoked by the dissolution of Grantor or be otherwise revocable.

If any term or provision hereof shall be held to be invalid or unenforceable for any reason, such term or provision hereof shall be ineffective to the extent of such invalidity or unenforceability without invalidating or otherwise affecting the remaining terms and provisions hereof, which shall remain in full force and effect, nor shall the invalidity or a portion of any provision of this Bill of Sale affect the balance of such provision.

The Assets do not include the Excluded Assets.

The Grantee, upon execution below, accepts this Bill of Sale and Assignment and Assumption Agreement, and to the extent provided for in the Purchase Agreement, hereby assumes the Assumed Liabilities but no other liabilities or obligations of the Grantor.

This Bill of Sale shall be binding upon and shall inure to the benefit of the parties hereto and their respective permitted successors and assigns.

This Bill of Sale shall be governed by and interpreted in accordance with the laws of the State of Texas.

Nothing herein shall be deemed to alter, amend, or supersede the Purchase Agreement, the terms of which shall in all respects be controlling, including the representations and warranties made by the Seller in the Purchase Agreement, which shall survive in accordance with the terms thereof.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has executed this Bill of Sale and Assignment and Assumption Agreement to be effective as of the date first set forth above.

GRANTOR:

ORBIT SYSTEMS, INC.

By: Peggy J Paul
Name: Peggy J. Paul
Title: President

GRANTEE:

UNDINE TEXAS, LLC

By: _____
Name: Carey A. Thomas
Title: Senior Vice President

UNDINE TEXAS ENVIRONMENTAL, LLC

By: _____
Name: Carey A. Thomas
Title: Senior Vice President

IN WITNESS WHEREOF, Grantor has executed this Bill of Sale and Assignment and Assumption Agreement to be effective as of the date first set forth above.

GRANTOR:

ORBIT SYSTEMS, INC.

By: _____

Name: Peggy J. Paul

Title: President

GRANTEE:

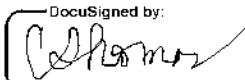
UNDINE TEXAS, LLC

By:  _____
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Name: Carey A. Thomas

Title: Senior Vice President

UNDINE TEXAS ENVIRONMENTAL, LLC

By:  _____
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Name: Carey A. Thomas

Title: Senior Vice President

Exhibit A

Undine Texas:

1. Wholesale Water Supply Contract by and between Grasslands Subdivision PWS ID #0200360 and Stoneridge Lake PWS ID #0200624 dated April 12, 2022
2. Sales Confirmation by and between ENGIE Resources LLC and Orbit Systems, Inc. dated June 7, 2019 regarding the purchase and sale of electric energy and related services to and subject to the Master Electric Energy Sales Agreement by and between the same parties dated August 19, 2011
3. Wholesale Water Supply Contract by and between Rosharon Township PWS ID #0200036 and Oak Meadows Estates Subdivision PWS ID #0200566 dated June 15, 2022

Undine Environmental:

None.

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ENVIRONMENTAL, LLC FOR SALE,
TRANSFER, OR MERGER OF
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RIGHTS IN BRAZORIA COUNTY

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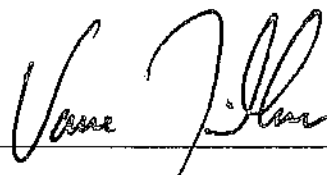
PUBLIC UTILITY COMMISSION

OF TEXAS

STATE OF TEXAS §
§
COUNTY OF HARRIS §

AFFIDAVIT OF UNDINE COMMITMENT

I, Vance Tillman, Chief Financial Officer of Undine Texas Environmental, LLC hereby certify that the customer deposits held by Orbit Systems, Inc. were transferred to Undine Texas Environmental, LLC on June 6, 2024. For a detailed summary, please see Attachment 1 of this Affidavit.



Vance Tillman
Chief Financial Officer

SWORN AND SUBSCRIBED TO BEFORE ME by Vance Tillman, Chief Financial Officer of Undine Texas Environmental, LLC, on this 20th day of June, 2024.

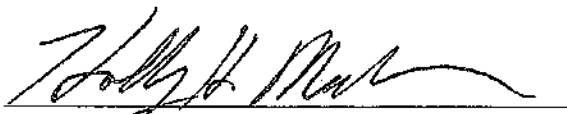
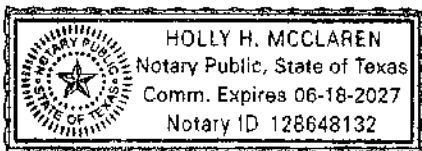

Notary Public
State of Texas

EXHIBIT B

(Submitted Confidentially)