



## Filing Receipt

**Received - 2022-11-03 02:08:35 PM**

**Control Number - 53718**

**ItemNumber - 25**

**DOCKET NO. 53718**

<b>APPLICATION OF CSWR-TEXAS</b>	<b>§</b>	<b>PUBLIC UTILITY COMMISSION</b>
<b>UTILITY OPERATING COMPANY,</b>	<b>§</b>	
<b>LLC TO AMEND ITS CERTIFICATE</b>	<b>§</b>	<b>OF TEXAS</b>
<b>OF CONVENIENCE AND NECESSITY</b>	<b>§</b>	
<b>AND TO DECERTIFY RANCH</b>	<b>§</b>	
<b>COUNTRY OF TEXAS WATER</b>	<b>§</b>	
<b>SYSTEMS, INC.’S CERTIFICATE</b>	<b>§</b>	
<b>RIGHTS IN AUSTIN COUNTY</b>	<b>§</b>	

**COMMISSION STAFF’S SUPPLEMENTAL RECOMMENDATION ON ADMINISTRATIVE COMPLETENESS AND NOTICE AND PROPOSED PROCEDURAL SCHEDULE**

On June 14, 2022, CSWR-Texas Utility Operating Company, LLC (CSWR Texas) filed an application to amend its Certificate of Convenience and Necessity (CCN) No. 13290 in Austin County, and to decertify Ranch Country of Texas Water Systems Inc.'s (Ranch Country) CCN No. 12916 in Austin County. The applicant requests the amendment to add 37 acres with 26 customer connections and to cancel Ranch Country's CCN. CSWR filed supplemental information on June 15, June 20, August 4, August 16, August 22, and September 27, 2022.

On October 3, 2022, the administrative law judge (ALJ) filed Order No. 4, establishing a deadline of November 3, 2022, for the Staff (Staff) of the Public Utility Commission of Texas (Commission) to file supplemental comments on the administrative completeness of the application and proposed notice and to propose a procedural schedule for the further processing of this docket. Therefore, this pleading is timely filed.

**I. REQUEST TO RESTYLE DOCKET**

On September 27, 2022, CSWR Texas filed supplemental information to its application altering the nature of the application from an amendment to its CCN in Austin County to a Sale, Transfer, or Merger (STM) application. Accordingly, Staff respectfully requests that the docket be restyled to “*Application of Ranch Country of Texas Water Systems, Inc. and CSWR Texas Utility Operating Company, LLC for Sale, Transfer, or Merger of Facilities and Certificate Rights in Austin County.*”

**II. ADMINISTRATIVE COMPLETENESS**

Staff has reviewed the application and supplemental information and, as detailed in the attached memoranda from Jolie Mathis, Infrastructure Division, and Ethan Blanchard, Rate Regulation Division, recommends that the application is administratively complete. Staff’s recommendation on administrative completeness is not a comment on the merits of the application

**III. NOTICE**

At this time, Staff recommends that CSWR Texas proceed with providing public notice to all landowners, neighboring utilities, political subdivisions, and other persons listed in the attached memorandum using the notice form provided by Ms. Mathis. Along with each individual notice, Staff recommends that CSWR Texas provide an accurate map delineating the requested service area. Staff further recommends that CSWR Texas publish notice of the application for two consecutive weeks in a newspaper of general circulation in Austin County.

Once notice has been provided, Staff recommends that CSWR Texas file proof of notice as described in the attached memorandum, including an affidavit specifying the name and address of every person and entity to whom notice was provided, the date that the notice was provided, and a copy of the map provided with the notice. CSWR Texas should also provide a completed publisher’s affidavit and a copy of the newspaper tear sheets demonstrating publication. Finally, Staff recommends that CSWR Texas use the attached notices and affidavits to meet these requirements.

**IV. PROCEDURAL SCHEDULE**

Staff recommends the application be found administratively complete. Staff therefore proposes the following procedural schedule:

<b>Event</b>	<b>Date</b>
Deadline for CSWR Texas to file with the Commission signed affidavits that the notice was given along with a copy of the notice and map sent to the affected parties and published in a newspaper of general circulation	December 19, 2022
Deadline for Staff to file a recommendation on sufficiency of notice	December 29, 2022

Deadline to intervene	30 days after notice is issued
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## V. CONCLUSION

For the reasons detailed above, Staff recommends that the docket be restyled as requested, that the application be found administratively complete, that CSWR Texas be directed to provide notice as described in Ms. Mathis' attached memorandum, and that the proposed procedural schedule be adopted. Staff respectfully requests the entry of an order consistent with these recommendations.

Dated: November 3, 2022

Respectfully submitted,

**PUBLIC UTILITY COMMISSION OF TEXAS  
LEGAL DIVISION**

Keith Rogas  
Division Director

John Harrison  
Managing Attorney

/s/ Forrest Smith  
Forrest Smith  
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[Forrest.Smith@puc.texas.gov](mailto:Forrest.Smith@puc.texas.gov)

**DOCKET NO. 53718**

**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 November 3, 2022, in accordance with the Order Suspending Rules, issued in Project No. 50664.

/s/ Forrest Smith

Forrest Smith

# *Public Utility Commission of Texas*

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## **Memorandum**

**TO:** Forrest Smith, Attorney  
Legal Division

**FROM:** Jolie Mathis, Utility Engineering Specialist  
Infrastructure Division

**DATE:** November 3, 2022

**RE:** Docket No. 53718 – *Application of CSWR-Texas Utility Operating Company, LLC and Ranch Country of Texas Water Systems, Inc. for Sale, Transfer, or Merger of Facilities and Certificate Rights in Austin County*

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On September 29, 2022, CSWR-Texas Utility Operating Company, LLC (CSWR Texas) and Ranch Country of Texas Water Systems, Inc. dba Lakeside Estates Water System (Lakeside Estates) (collectively, Applicants) filed an application for sale, transfer, or merger (STM) of facilities and certificate rights in Austin County, Texas, under Texas Water Code (TWC) § 13.301 and 16 Texas Administrative Code (TAC) § 24.239.

Specifically, CSWR Texas, water Certificate of Convenience and Necessity (CCN) No. 13290, seeks approval to acquire facilities from Lakeside Estates under water CCN No. 12916.

Based on the mapping review by Dave Babicki, Infrastructure Division, the revised maps and digital mapping data submitted with Item 19 on August 22, 2022 are sufficient.

### *Requested Area (Incorrect Location)*

- The requested area includes 0 customer connections and approximately 37 acres, comprised of decertified area from Ranch Country of Texas Water Systems, Inc. dba Lakeside Estates Water System (CCN No. 12916).

### *Requested Area (Correct Location)*

- The requested area includes 26 customer connections and approximately 37 acres, comprised of uncertificated area to Amend to CSWR-Texas Utility Operating Company, LLC (CCN No. 13290).

The application proposes the subtraction of approximately 37 acres from CCN No. 12916 and the addition of approximately 37 acres to CCN No. 13290.

The application indicates that the total acreage being requested is approximately 4 acres, however, the mapping review determined the requested area is approximately 37 acres.

Based on the mapping review and my technical and managerial review of the additional information filed by CSWR Texas on August 22, 2022, I recommend that the application be deemed administratively complete. I further recommend that CSWR Texas be ordered to do the following:

- 1) Provide notice of the application by first-class mail to the following:
  - a. Cities, districts, and neighboring retail public utilities providing the same utility service whose corporate boundaries or certificated service area are located within two miles from the outer boundary of the requested area:
    - *Austin County Water Supply Corporation (WSC) (CCN No. 12044)*
    - *Brazos River Authority*
    - *City of Sealy*
  - b. The county judge of each county that is wholly or partially included in the requested area:
    - *Austin County Judge*
  - c. Each groundwater conservation district that is wholly or partially included in the requested area:
    - *Bluebonnet Groundwater Conservation District (GCD)*
  - d. Each landowner of a tract of land that is at least 25 acres and is wholly or partly located in the requested area. Notice must be mailed to the owner of the tract of land according to the most current tax appraisal rolls of the applicable central appraisal district at the time the application was filed.
  - e. Any affected customers, and other affected parties in the requested area.

Addresses can be obtained from the Water Utility Database at <http://www.puc.texas.gov/watersearch>. District information and addresses can be obtained from the Texas Commission on Environmental Quality's (TCEQ) web site located at <https://www14.tceq.texas.gov/iwud/index.cfm>.

- 2) Publish notice once each week for two consecutive weeks in a newspaper having general circulation in the county where the requested area is located. Proof in the form of a publisher's affidavit must be filed within 30 days of the publication date. The affidavit must state with specificity each county in which the newspaper is of general circulation. Within 30 days of the date the notice was mailed, CSWR Texas must file an affidavit specifying the notice that was provided to every person and entity to whom notice was provided and the date the notice was mailed.
- 3) Provide notice using the attached notice forms.

- 4) Provide a copy of the maps deemed sufficient during administrative review delineating the requested area with each individual notice to neighboring utilities, other affected parties, landowners and customers.
- 5) File in the docket a copy of notice and the maps deemed sufficient during administrative review along with the signed affidavit specifying every person and entity to whom notice was provided, the date that the notice was provided, and the publisher's affidavit and tear sheets for proof of newspaper publication.

Staff may determine that additional information is needed to make a final recommendation in this docket. If additional information is needed, Staff may send requests for information (RFI) to CSWR Texas. CSWR Texas will have 20 days from the receipt of the RFI to respond.



# *Public Utility Commission of Texas*

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## **Memorandum**

**TO:** Forrest Smith  
Legal Division

**FROM:** Ethan Blanchard  
Rate Regulation Division

**DATE:** November 3, 2022

**RE:** Docket No. 53718 – *Application of Ranch Country of Texas Water Systems, Inc. and CSWR-Texas Utility Operating Company, LLC for Sale, Transfer, or Merger of Facilities and Certificate Rights in Austin County*

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On June 14, 2022, CSWR-Texas Utility Operating Company (CSWR Texas) and Ranch Country of Texas Water Systems, Inc. filed an application for the sale and transfer of facilities and certificate rights in Austin County under the provisions of Texas Water Code § 13.301 and 16 Texas Administrative Code § 24.239.

An owner or operator of a retail public utility must have the financial resources to operate and manage the utility and to provide continuous and adequate service to the current and requested utility service areas, as established by 16 Texas Administrative Code (TAC) § 24.11. CSWR Texas must demonstrate that it meets one of the five leverage tests under 16 TAC § 24.11(e)(2) as well as the operations test under 16 TAC § 24.11(e)(3).

### ***Leverage Test***

CSWR Texas filed an affidavit stating that CSWR, LLC is capable, available, and willing to cover temporary cash shortages, fund initial necessary capital improvements, and cover operating expense shortfalls.<sup>1</sup>

My analysis is based on financial statements ending December 31, 2021. These financial statements contain an unqualified auditor's opinion from RSM US LLP stating that the financial

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<sup>1</sup> Application, *Confidential 53718 CSWR Supplemental Attachment G-1 to Application*, item no. 12, at bates 6 (Jun. 20, 2022).

statements present fairly, in all material respects, the financial position of CSWR, LLC as of December 31, 2021.<sup>2</sup>

CSWR Texas provided the financial statements CSWR, LLC, which demonstrates debt-to-equity ratio of 0.11.<sup>3</sup> The calculations for which can be found in confidential Attachment EB-1. Based upon my review of the financial statements of CSWR, LLC, I recommend a finding that CSWR, LLC meets the leverage test specified in 16 TAC § 24.11(e)(2)(A). Therefore, I recommend a finding that—through its affiliate—CSWR Texas meets the leverage test as specified in 16 TAC § 24.11(e)(2)(E).

### ***Operations Test***

An owner or operator must demonstrate sufficient available cash to cover projected cash shortages for operations and maintenance expense during the first five years of operations; or an affiliated interest may provide a written guaranty of coverage of temporary cash shortages if the affiliated interest also satisfies the leverage test, as required by 16 TAC § 24.11(e)(3).

CSWR Texas' financial projections show that there are no projected operating shortages in the first five years of operations.<sup>4</sup> Additionally, CSWR, LLC provided a written guaranty and also satisfied the leverage test. Therefore, I recommend a finding that CSWR Texas meets the operations test specified in 16 TAC § 24.11(e)(3).

### ***Planned Capital Improvements and Purchase Price***

An applicant proposing substantial additions to a new CCN area must provide documentation of adequate funding for the purchase of an existing system plus any improvements necessary to provide continuous and adequate service to the existing customers per 16 TAC § 24.11(e)(5)(A).

The applicant has filed documentation demonstrating adequate cash funding of the purchase price and planned system improvements for the Ranch Country water system alongside

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<sup>2</sup> Application, *Confidential 53718 CSWR's Attachment F to the Application*, item no. 4, at bates 4 (Jun. 14, 2022).

<sup>3</sup> *Id.*, at bates 5.

<sup>4</sup> Application, *Confidential 53718 CSWR's Supplemental Attachment G to the Application*, item no. 18, at bates 2 (Aug. 16, 2022).

all of CSWR Texas' other purchased systems and planned system improvements.<sup>5</sup> Therefore, I recommend a finding that CSWR Texas satisfies the requirements of 16 TAC § 24.11(e)(5)(A).

***Recommendation***

Because CSWR Texas meets the financial tests, I do not recommend that the Commission require additional financial assurance.

Consequently, I recommend a finding that CSWR Texas demonstrates the financial and managerial capability needed to provide continuous and adequate service to the area subject to this application. My conclusions are based on information provided by CSWR Texas before the date of this memorandum and may not reflect any changes in CSWR Texas' status after this review.

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<sup>5</sup> *Id.*, at 8. The calculations for which can be found in confidential Attachment EB-1

***Notice to Current Customers, Landowners, Neighboring Systems, and Cities***  
CSWR-TEXAS UTILITY OPERATING COMPANY, LLC, CERTIFICATE(S) OF  
CONVENIENCE AND NECESSITY (CCN) NO. 13290, NOTICE OF INTENT TO  
PURCHASE WATER FACILITIES UNDER CCN NO. 12916 FROM RANCH COUNTRY OF  
TEXAS WATER SYSTEMS, INC. DBA LAKESIDE ESTATES WATER SYSTEM IN  
AUSTIN COUNTY, TEXAS

To: \_\_\_\_\_ Date Notice Mailed: \_\_\_\_\_, 20\_\_\_\_  
(Name of Customer, Neighboring System, or City)  
\_\_\_\_\_  
(Address)  
\_\_\_\_\_  
(City State Zip)

CSWR-Texas Utility Operating Company, LLC (Purchaser's Name)	1630 Des Peres Rd, Suite 140 (Address)
St. Louis, MO (City), (State)	63131 (Zip Code)

has submitted an application with the Public Utility Commission of Texas (Commission) to purchase all of the water facilities under CCN No. 12916 in Austin County, TX from:

Ranch Country of Texas Water Systems (Seller's Name)	P.O. Box 790 (Address)	Sealy, TX (City), (State)	77474 (Zip Code)
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The sale is scheduled to take place if approved by the Commission (Texas Water Code § 13.301). The transaction and the transfer of the CCN includes the following:  
Lakeside Estates.

**Requested Area (Incorrect Location)**

The requested area includes 0 customer connections, is located approximately 5 mile(s) northwest of downtown Sealy, Texas, and is generally bounded on the north by Kloss Road; on the east by the intersection of Brockstein Road and Grace Lane; on the south by Hillboldt Road; and on the west by the intersection of Hillboldt Road and Kloss Road.

The requested area includes approximately 37 acres, comprised of decertified area from Ranch Country of Texas Water Systems, Inc. dba Lakeside Estates Water System (CCN No. 12916).

**Requested Area (Correct Location)**

The requested area includes 26 customer connections, is located approximately 4 mile(s) northwest of downtown Sealy, Texas, and is generally bounded on the north by Brockstein Road; on the east by Farm to Market 1094; on the south by Farm to Market 2187; and on the west by Hillboldt Road.

The requested area includes approximately 37 acres, comprised of uncertificated area to Amend to CSWR-Texas Utility Operating Company, LLC (CCN No. 13290).

**The application proposes the subtraction of approximately 37 acres from CCN No. 12916 and the addition of approximately 37 acres to CCN No. 13290.**

**See enclosed maps showing the requested area.**

This transaction will not have an effect on the current customer's rates and services.

*Persons who wish to intervene in the proceeding or comment upon action sought should contact the Public Utility Commission, P.O. Box 13326, Austin, Texas 78711-3326, or call the Public Utility Commission at (512) 936-7120 or (888) 782-8477. Hearing- and speech-impaired individuals with text telephones (TTY) may contact the commission at (512) 936-7136. The deadline for intervention in the proceeding is (30 days from the mailing or publication of notice, whichever occurs later, unless otherwise provided by the presiding officer). You must send a letter requesting intervention to the commission which is received by that date. The letter must include the person's name, address, email address and fax number if applicable.*

If a valid public hearing is requested, the Commission will forward the application to the State Office of Administrative Hearings (SOAH) for a hearing. If no settlement is reached and an evidentiary hearing is held, SOAH will submit a recommendation to the Commission for final decision. An evidentiary hearing is a legal proceeding similar to a civil trial in state district court.

A landowner with a tract of land at least 25 acres or more, that is partially or wholly located within the requested area, may file a written request with the Commission to be excluded from the requested area ("opt out") within (30) days from the date that notice was provided by the Utility. All opt out requests must include a large-scale map, a metes and bounds description of the landowner's tract of land, landowner's name, address, email address and fax number, if applicable.

Persons who wish to request this option should file the required documents with the:

Public Utility Commission of Texas  
Central Records  
1701 N. Congress, P. O. Box 13326  
Austin, TX 78711-3326

In addition, the landowner must also send a copy of the opt out request to the Utility. Staff may request additional information regarding your request.

Si desea información en español, puede llamar al 1-888-782-8477.

\_\_\_\_\_  
Utility Representative

\_\_\_\_\_  
Utility Name

# PUBLIC UTILITY COMMISSION OF TEXAS



AFFIDAVIT OF NOTICE TO CURRENT CUSTOMERS, LANDOWNERS, NEIGHBORING UTILITIES, AND AFFECTED PARTIES  
DOCKET NO. 53718

STATE OF TEXAS  
COUNTY OF \_\_\_\_\_

\_\_\_\_\_ has provided individual notice to the following entities and customers:

DATE OF NOTICE

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

### OATH

I, \_\_\_\_\_, being duly sworn, file this form as \_\_\_\_\_ (indicate relationship to applicant, that is, owner, member of partnership, title of officer of corporation, or other authorized representative of applicant); that in such capacity, I am qualified and authorized to file and verify such form, am personally familiar with the notices given with this application, and have complied with all notice requirements in the application and application acceptance letter; and that all such statements made and matters set forth therein are true and correct.

\_\_\_\_\_  
Applicant's Authorized Representative

If the applicant to this form is any person other than the sole owner, partner, officer of the applicant, or its attorney, a properly verified Power of Attorney must be enclosed.

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, to certify which witness my hand and seal of office.

\_\_\_\_\_  
Notary Public in and for the State of Texas

\_\_\_\_\_  
Print or Type Name of Notary Public

Commission Expires \_\_\_\_\_

Notice Form Updated: March 31, 2022

**Notice for Publication**

CSWR-TEXAS UTILITY OPERATING COMPANY, LLC, CERTIFICATE(S) OF CONVENIENCE AND NECESSITY (CCN) NO. 13290, NOTICE OF INTENT TO PURCHASE WATER FACILITIES UNDER CCN NO. 12916 FROM RANCH COUNTRY OF TEXAS WATER SYSTEMS, INC. DBA LAKESIDE ESTATES WATER SYSTEM IN AUSTIN COUNTY, TEXAS

CSWR-Texas Utility Operating Company, LLC 1630 Des Peres Rd, Suite 140  
(Purchaser's Name) (Address)

St. Louis, MO 63131  
(City), (State) (Zip Code)

has submitted an application with the Public Utility Commission of Texas (Commission) to purchase all of the water facilities under CCN No. 12916 in Austin County, TX from:

Ranch Country of Texas Water Systems P.O. Box 790 Sealy, TX 77474  
(Seller's Name) (Address) (City), (State) (Zip Code)

The sale is scheduled to take place if approved by the Commission (Texas Water Code § 13.301). The transaction and the transfer of the CCN includes the following:  
Lakeside Estates.

**Requested Area (Incorrect Location)**

The requested area includes 0 customer connections, is located approximately 5 mile(s) northwest of downtown Sealy, Texas, and is generally bounded on the north by Kloss Road; on the east by the intersection of Brockstein Road and Grace Lane; on the south by Hillboldt Road; and on the west by the intersection of Hillboldt Road and Kloss Road.

The requested area includes approximately 37 acres, comprised of decertified area from Ranch Country of Texas Water Systems, Inc. dba Lakeside Estates Water System (CCN No. 12916).

**Requested Area (Correct Location)**

The requested area includes 26 customer connections, is located approximately 4 mile(s) northwest of downtown Sealy, Texas, and is generally bounded on the north by Brockstein Road; on the east by Farm to Market 1094; on the south by Farm to Market 2187; and on the west by Hillboldt Road.

The requested area includes approximately 37 acres, comprised of uncertificated area to Amend to CSWR-Texas Utility Operating Company, LLC (CCN No. 13290).

**The application proposes the subtraction of approximately 37 acres from CCN No. 12916 and the addition of approximately 37 acres to CCN No. 13290.**

**A copy of the maps showing the requested area are available at: 1011 West 31<sup>st</sup> St., Austin, TX 78705**

This transaction will not have an effect on the current customer's rates and services.

*Persons who wish to intervene in the proceeding or comment upon action sought should contact the Public Utility Commission, P.O. Box 13326, Austin, Texas 78711-3326, or call the Public Utility Commission at (512) 936-7120 or (888) 782-8477. Hearing- and speech-impaired individuals with text telephones (TTY) may contact the commission at (512) 936-7136. The deadline for intervention in the proceeding is (30 days from the mailing or publication of notice, whichever occurs later, unless otherwise provided by the presiding officer). You must send a letter requesting intervention to the commission which is received by that date. The letter must include the person's name, address, email address and fax number if applicable.*

If a valid public hearing is requested, the Commission will forward the application to the State Office of Administrative Hearings (SOAH) for a hearing. If no settlement is reached and an evidentiary hearing is held, SOAH will submit a recommendation to the Commission for a final decision. An evidentiary hearing is a legal proceeding similar to a civil trial in state district court.

A landowner with a tract of land at least 25 acres or more, that is partially or wholly located within the uncertificated requested area, may file a written request with the Commission to be excluded from the requested area ("opt out") within (30) days from the date that notice was provided by the Utility. All opt out requests must include a large-scale map, a metes and bounds description of the landowner's tract of land, landowner's name, address, email address and fax number, if applicable.

Persons who wish to request this option should file the required documents with the:

Public Utility Commission of Texas  
Central Records  
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Austin, TX 78711-3326

In addition, the landowner must also send a copy of the opt out request to the Utility. Staff may request additional information regarding your request.

Si desea información en español, puede llamar al 1-888-782-8477.



# PUBLIC UTILITY COMMISSION OF TEXAS



## PUBLISHER'S AFFIDAVIT DOCKET NO. 53718

STATE OF TEXAS  
COUNTY OF \_\_\_\_\_

Before me, the undersigned authority, on this day personally appeared \_\_\_\_\_,

who being by me duly sworn, deposes and that (s)he is the

\_\_\_\_\_ of the \_\_\_\_\_  
(TITLE) (NAME OF NEWSPAPER)

that said newspaper is regularly published in \_\_\_\_\_  
(COUNTY/COUNTIES)

and generally circulated in \_\_\_\_\_, Texas;  
(COUNTY/COUNTIES)

and that the attached notice was published in said newspaper on the following dates, to wit:

\_\_\_\_\_  
(DATES)

\_\_\_\_\_  
(SIGNATURE OF NEWSPAPER REPRESENTATIVE)

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
to certify which witness my hand and seal of office.

\_\_\_\_\_  
Notary Public in and for the State of Texas

\_\_\_\_\_  
Print or Type Name of Notary Public

Commission Expires \_\_\_\_\_