



Filing Receipt

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June 23, 2023

VIA E-FILING

Public Utility Commission of Texas
ATTN: Central Records
1702 N. Congress Avenue, Room 8-100
P.O. Box 13326
Austin, TX 78701

Re: Docket No. 53920; Application of Texas Water Utilities, L.P. and Creek Water Utility LLC for Sale, Transfer, or Merger of Facilities and Certificate Rights in Marion County

To the Commission:

Order No. 15 in this docket, dated March 15, 2023, required the applicants to file proof that the transaction has been consummated and customer deposits have been addressed. Order No. 23 extended the deadline to file this information to June 26, 2023. The transaction contemplated in Order No. 15 of this docket has been consummated. As proof thereof, the applicants provide the attached Bill of Sale dated May 18, 2023.

At closing, Texas Water Utilities, L.P. (transferee) did not purchase the accounts receivable of Creek Water Utility LLC (transferor). Therefore, Creek Water Utility LLC will be responsible for refunding customer deposits. As proof thereof, the applicants provide the attached affidavit of Susan Baker, along with a confidential list of the four customer deposits outstanding at the time of closing.

Please contact me if any additional information is required.

Very truly yours,


Eleanor D'Ambrosio
Attorney for Texas Water Utilities, L.P.

BILL OF SALE AND ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, adequacy, and sufficiency of which are hereby acknowledged, subject to the receipt of the consent of the Public Utility Commission of Texas, Creek Water Utility LLC ("Seller") hereby sells, grants, conveys, assigns, transfers and sets over to Texas Water Utilities, L.P. ("Buyer"), its successors and assigns, all right, title and interest in and to all the Assets, as such term is defined in the Asset Purchase Agreement dated June 20, 2022 between Seller and Buyer.


TO HAVE AND TO HOLD the Assets, together with all rights and appurtenances thereto in any way belonging, unto Buyer, its successors and assigns, forever, and Seller does hereby bind itself and its successors to WARRANT and FOREVER DEFEND title to the Assets unto Buyer, its successors and assigns, against the claims of any and all persons lawfully claiming or to claim the same or any part hereof.


Seller warrants that there are no liens, encumbrances or security agreements affecting the Assets.

12TH IN WITNESS WHEREOF, Seller has executed this Bill of Sale and Assignment as of this day of May, 2023.

TEXAS WATER UTILITIES, L.P., a Texas limited partnership, by and through its general partner, **TEXAS WATER SERVICES GROUP, LLC**, a Texas limited liability company

CREEK WATER UTILITY LLC, a Texas limited liability company

By: 
Name: Jeffrey L. McIntyre
Its: President

By: 
Name: Susan Baker
Its: Sole Owner

DOCKET NO. 53920

APPLICATION OF TEXAS WATER § PUBLIC UTILITY COMMISSION
UTILITIES L.P. AND CREEK WATER §
UTILITY LLC FOR SALE, TRANSFER, § OF TEXAS
OR MERGER OF FACILITIES AND §
CERTIFICATE RIGHTS IN MARION §
COUNTY §

AFFIDAVIT OF SUSAN BAKER

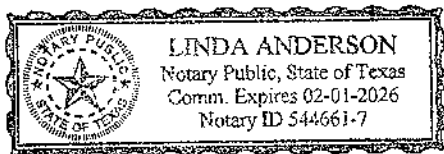
STATE OF TEXAS)
)
COUNTY OF MARION)

BEFORE ME, the undersigned authority, on this day personally appeared Susan Baker who being by me first duly sworn, on oath deposed and said the following:

1. My name is Susan Baker. I am over the age of 18 and am otherwise competent to make this affidavit. Until the closing of the transaction with Texas Water Utilities, L.P. (TWU) on May 18, 2023, I was the owner of Creek Water Utility LLC (CWU). I have personal knowledge of the facts stated herein and those facts are true and correct.
2. On May 18, 2023, CWU held deposits from the four customer accounts listed on confidential Exhibit 1 to this affidavit.
3. On 20 May 2023, CWU issued final bills with a due date of 10 June 2023 to all customers affected by the sale and transfer to TWU.
4. Upon satisfactory payment in full of the final bill, CWU will immediately refund any deposit held.
5. If no final payment is received within 30 days of the due date, CWU will apply the deposit to the outstanding balance on the account as shown on the final bill and immediately refund any remaining portion of the deposit to the customer.
6. If the amount of the final payment remitted to CWU is less than the total outstanding balance on the account as shown on the final bill, CWU will apply the deposit to the outstanding balance and immediately refund any remaining portion of the deposit to the customer.

Susan Baker
SUSAN BAKER

SUBSCRIBED AND SWORN TO before me this 6 day of June, 2023.



Linda Anderson
Notary Public, State of Texas

**Exhibit 1 is CONFIDENTIAL
and being filed under seal**