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DOCKET NO. 54543

APPLICATION OF CSWR-TEXAS	§	
UTILITY OPERATING COMPANY, LLC	§	
AND VALLEY VISTA HOMEOWNERS	§	PUBLIC UTILITY COMMISSION
ASSOCIATION, INC. FOR SALE,	§	
TRANSFER, OR MERGER OF	§	OF TEXAS
FACILITIES AND CERTIFICATE	§	
RIGHTS IN UVALDE COUNTY	§	

**CSWR-TEXAS UTILITY OPERATING COMPANY, LLC'S
THIRD SUPPLEMENT TO APPLICATION**

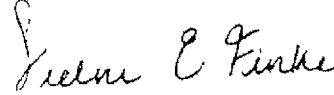
CSWR-Texas Utility Operating Company, LLC (“CSWR-Texas” or the “Company”) submits this Third Supplement to its Application. Pursuant to Commission Staff’s request, the Company is supplementing the application as follows:

- Thomas L. Kirkpatrick, the President and Director of TB GP, LLC (“TB GP”) at the time of TB GP’s dissolution, has agreed to enter into an agreement on behalf of TB GP with CSWR-Texas to transfer any Certificate of Convenience and Necessity (“CCN”) rights the Commission believes are currently assigned to TB GP. A copy of the above-referenced amendment to the purchase agreement is attached as Attachment A to this pleading.
- TB GP is being added as a second transferor and third joint applicant to this application for the sole purpose of clarifying that any CCN rights the Commission believes are currently assigned to TB GP are being transferred to CSWR-Texas as part of this proceeding. An Oath of Transferor from TB GP is attached as Attachment B to this pleading.
- Because TB GP is transferring the CCN rights, Valley Vista HOA is now transferring the water system and associated facilities and acreage to CSWR-Texas.
- A copy of TB GP’s CCN is attached as Attachment C to this pleading.

CSWR-Texas also submits the attached updated maps, as Attachment D to this pleading, pursuant to its discussions with Commission Staff.

Respectfully submitted,

L. Russell Mitten
General Counsel
Central States Water Resources, Inc.
1630 Des Peres Rd., Suite 140
Des Peres, MO 63131
(314) 380-8595
(314) 763-4743 (Fax)



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**ATTORNEYS FOR CSWR-TEXAS
UTILITY OPERATING COMPANY,
LLC**

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of April 2023, a true and correct copy of the foregoing document was served on all parties of record via electronic mail in accordance with the Second Order Suspending Rules issued in Project No. 50664.



Sidne E. Finke

**SECOND AMENDMENT TO
AGREEMENT FOR SALE OF UTILITY SYSTEM**

This Second Amendment to Agreement for Sale of Utility System (“**Second Amendment**”) is made and entered into this 21st day of March, 2023, by and between CENTRAL STATES WATER RESOURCES, INC., a Missouri corporation (“**Buyer**”), VALLEY VISTA HOMEOWNERS ASSOCIATION, INC., a Texas nonprofit corporation (“**Seller**”) and TB GP, L.L.C. d/b/a VALLEY VISTA WATER COMPANY, a dissolved Texas limited liability company, (“**TB GP**”), collectively the “**Parties**”.

RECITALS

WHEREAS, Buyer and Seller entered into that certain Agreement for Sale of Utility System dated August 8, 2022, amended on November 1, 2022, with respect to the sale and purchase of a certain water system in Uvalde County, Texas (the “**Agreement**”); and

WHEREAS, by entering into this Second Amendment, the Parties desire to further amend and modify certain provisions of the Agreement.

WHEREAS, TB GP is a prior owner of the System, as such term is defined in the Agreement, and the Certificate of Convenience and Necessity (“**CCN**”) for the System is in TB GP’s name;

WHEREAS, TB GP joins in the Agreement only as to Section 29, such section being added by this Second Amendment;

NOW, THEREFORE, in consideration of the foregoing recitals and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties hereby agree as follows:

AGREEMENT

1. The following shall be added as Section 29 of the Agreement:

29. CCN & Residual Interest in System. TB GP agrees to transfer the CCN for the System to Buyer in conjunction with the Closing of the System and agrees to do all acts and things necessary and to cooperate with and assist Buyer and Seller in transferring the CCN from TB GP to Buyer. In addition, prior to the Closing, TB GP agrees to execute a Bill of Sale and General Assignment transferring any and all residual interest it has in the System, if any, to Seller, so that Seller may in turn transfer all interest in the System to Buyer at Closing.

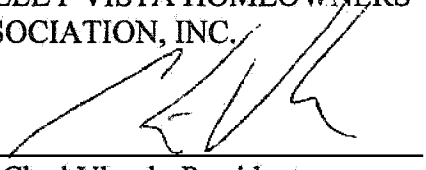
2. The remaining terms of the Agreement shall remain unchanged, and shall remain in full force and effect except as provided herein. If any provision of this Second Amendment conflicts with the Agreement, the provisions of this Second Amendment shall control.

3. The undersigned hereby affirm that the actions taken and to be taken and the promises made pursuant to this Second Amendment are fully authorized by the respective entities and that the officer or agent executing this document is authorized to do so.

IN WITNESS WHEREOF, the Parties have duly executed this Second Amendment as of the day and year first above written either simultaneously or in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

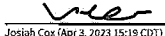
SELLER:

VALLEY VISTA HOMEOWNERS
ASSOCIATION, INC.

By: 
Chad Vlasak, President

BUYER:

CENTRAL STATES WATER
RESOURCES, INC.

By: 
Josiah Cox (Apr 3, 2023 15:19 CDT)
Josiah M. Cox, President

As to Section 29:

TB GP, L.L.C., a dissolved Texas limited
liability company

By: _____
Thomas L. Kirkpatrick, President
& Director at time of dissolution

3. The undersigned hereby affirm that the actions taken and to be taken and the promises made pursuant to this Second Amendment are fully authorized by the respective entities and that the officer or agent executing this document is authorized to do so.

IN WITNESS WHEREOF, the Parties have duly executed this Second Amendment as of the day and year first above written either simultaneously or in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.


SELLER:

VALLEY VISTA HOMEOWNERS
ASSOCIATION, INC.

By: _____
Chad Vlasak, President

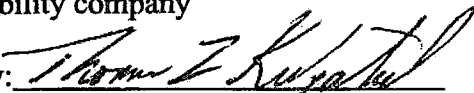
BUYER:

CENTRAL STATES WATER
RESOURCES, INC.

By:  _____
Josiah Cox (Apr 3, 2023 15:19 CDT)
Josiah M. Cox, President

As to Section 29:

TB GP, L.L.C., a dissolved Texas limited
liability company

By:  _____
Thomas L. Kirkpatrick, President
& Director at time of dissolution






Valley Vista HOA_executed Second Amendment94

Final Audit Report

2023-04-03

Created:	2023-04-03
By:	Kimberly Faulkner (kfaulkner@cswrgroup.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAsGjj_cKS1N6ufjUpqD57G0TCLjhVHwUO

"Valley Vista HOA_executed Second Amendment94" History

-  Document created by Kimberly Faulkner (kfaulkner@cswrgroup.com)
2023-04-03 - 8:03:16 PM GMT- IP address: 68.3.235.228
-  Document emailed to Josiah Cox (jcox@cswrgroup.com) for signature
2023-04-03 - 8:03:49 PM GMT
-  Email viewed by Josiah Cox (jcox@cswrgroup.com)
2023-04-03 - 8:19:09 PM GMT- IP address: 104.47.55.254
-  Document e-signed by Josiah Cox (jcox@cswrgroup.com)
Signature Date: 2023-04-03 - 8:19:19 PM GMT - Time Source: server- IP address: 107.119.41.20
-  Agreement completed.
2023-04-03 - 8:19:19 PM GMT

Names and email addresses are entered into the Acrobat Sign service by Acrobat Sign users and are unverified unless otherwise noted.

Oath for Transferee (Acquiring Entity)

STATE OF Texas

COUNTY OF Real

I, Thomas L. Kirkpatrick being duly sworn, file this application for sale, transfer, merger, consolidation, acquisition, lease, or rental, as TBGP, L.L.C. President at time of dissolution
(owner, member of partnership, title as officer of corporation, or authorized representative)

I attest that, in such capacity, I am qualified and authorized to file and verify such application, am personally familiar with the documents filed with this application, and have complied with all the requirements contained in the application; and, that all such statements made and matters set forth therein with respect to Applicant are true and correct. Statements about other parties are made on information and belief. I further state that the application is made in good faith and that this application does not duplicate any filing presently before the Commission.

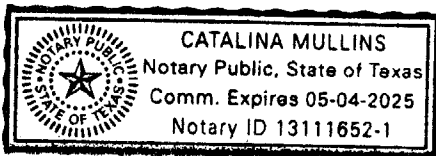
I further state that I have been provided with a copy of the 16 TAC § 24.239 Commission rules. I am also authorized to agree and do agree to be bound by and comply with any outstanding enforcement orders of the Texas Commission on Environmental Quality, the Public Utility Commission of Texas or the Attorney General which have been issued to the system or facilities being acquired and recognize that I will be subject to administrative penalties or other enforcement actions if I do not comply.

[Signature]
AFFIANT
(Utility's Authorized Representative)

If the Affiant 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 BEFORE ME, a Notary Public in and for the State of Texas
this day the 3rd of April, 2023

SEAL



Catalina Mullins
NOTARY PUBLIC IN AND FOR THE
STATE OF TEXAS
Catalina Mullins
PRINT OR TYPE NAME OF NOTARY

My commission expires: 5-4-2025



Texas Commission On Environmental Quality

By These Presents Be It Known To All That

TB GP, LLC dba Valley Vista Water Company

having duly applied for certification to provide water utility service for the convenience and necessity of the public, and it having been determined by this commission that the public convenience and necessity would in fact be advanced by the provision of such service by this Applicant, is entitled to and is hereby granted this

Certificate of Convenience and Necessity No. 13147

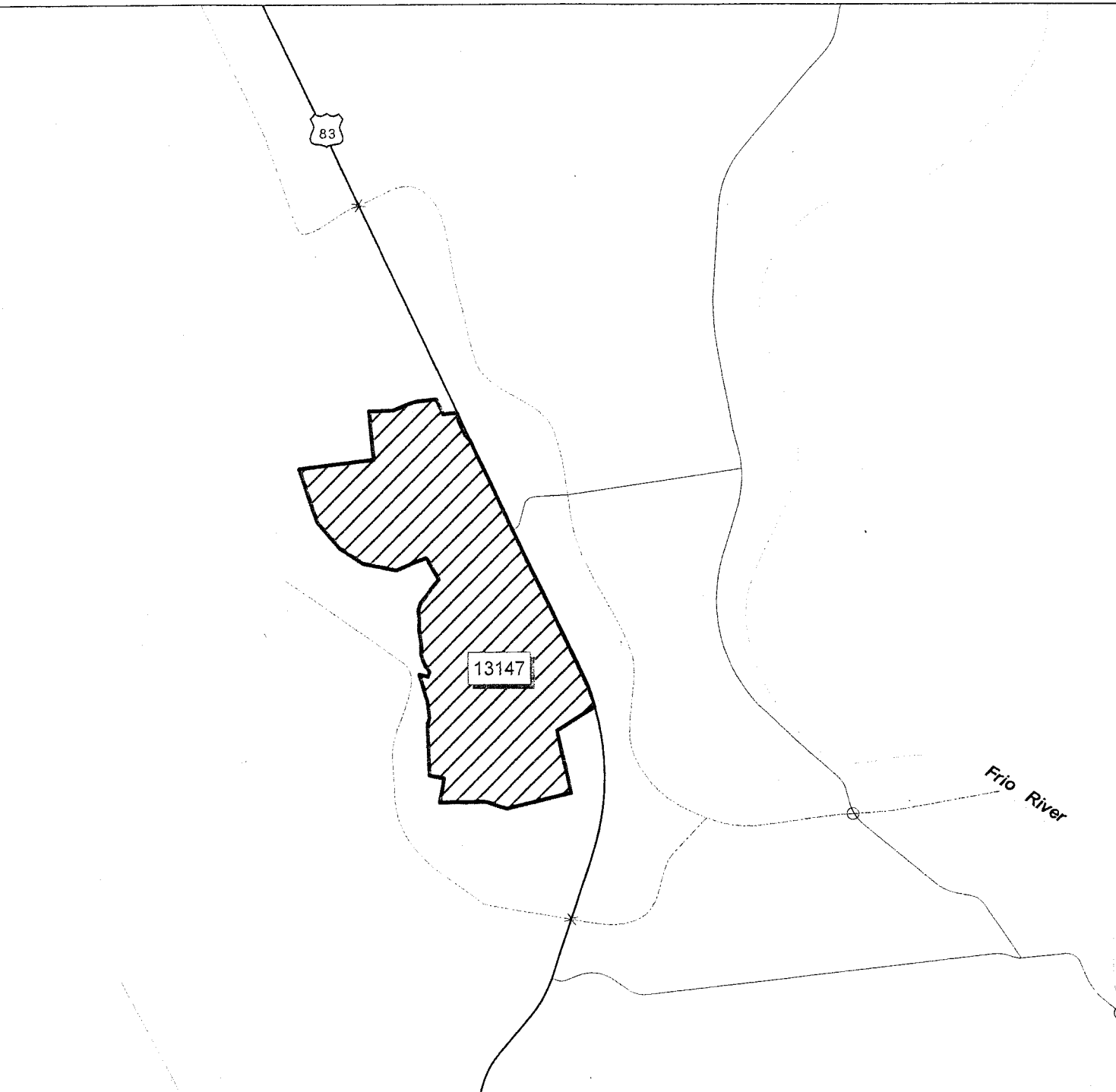
to provide continuous and adequate water utility service to that service area or those service areas in Uvalde County as by final Order or Orders duly entered by this Commission, which Order or Orders resulting from Application No. 35776-C are on file at the Commission offices in Austin, Texas; and are matters of official record available for public inspection; and be it known further that these presents do evidence the authority and the duty of TB GP, LLC dba Valley Vista Water Company to provide such utility service in accordance with the laws of this State and Rules of this Commission, subject only to any power and responsibility of this Commission to revoke or amend this Certificate in whole or in part upon a subsequent showing that the public convenience and necessity would be better served thereby.

Issued at Austin, Texas, this MAY 06 2008

A handwritten signature in cursive script, appearing to read "D. H. ...", written over a horizontal line.

For the Commission

TB GP, LLC dba Valley Vista Water Company
Water Service Area
CCN No. 13147
Application No. 35776-C
Uvalde County



2000 0 2000 Feet

1 inch = 2,000 feet



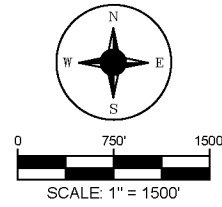
Map by S. Jaster 2/22/2008
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Project path: c:\gis\projects\applications\35776-c.apr

Attachment D

Valley Vista - Detailed Map and General Location Map

TRANSFER OF TB GP, LLC dba VALLEY VISTA WATER COMPANY (CCN NO. 13147)
TO CSWR-TEXAS UTILITY OPERATING COMPANY (CCN NO. 13290)

Detailed Map



LEGEND


 Requested Area to Transfer

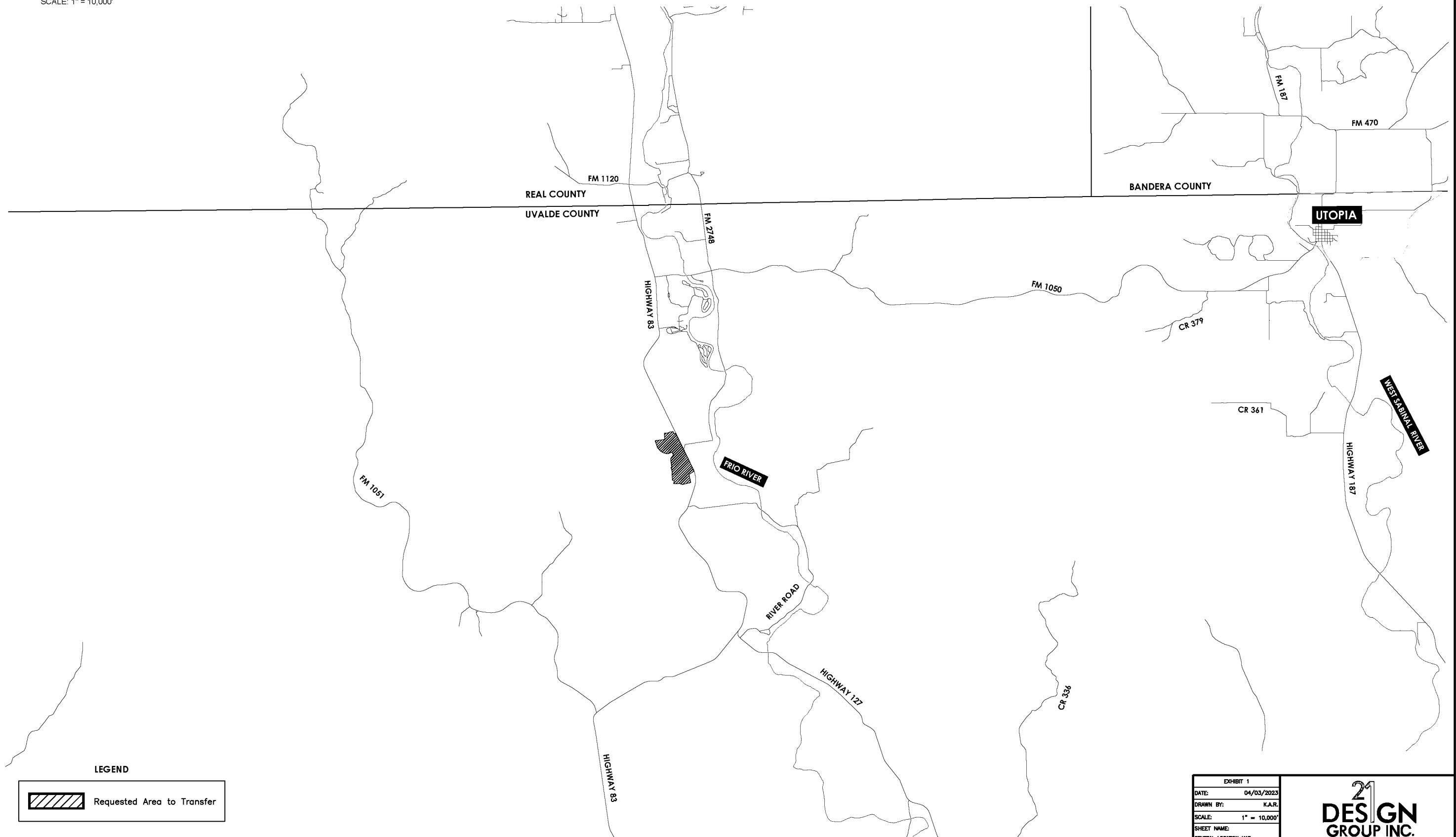
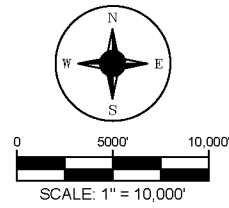
EXHIBIT 2
DATE: 04/03/2023
DRAWN BY: K.A.R.
SCALE: 1" = 1500'
SHEET NAME:
DETAILED MAP

21
DESIGN
GROUP INC.

1351 Jefferson, Suite 301
Washington, MO 63090
mail@21designgroup.net
P: 636-432-9029

TRANSFER OF TB GP, LLC dba VALLEY VISTA WATER COMPANY (CCN NO. 13147)
 TO CSWR-TEXAS UTILITY OPERATING COMPANY (CCN NO. 13290)

General Location Map



LEGEND



EXHIBIT 1	
DATE:	04/03/2023
DRAWN BY:	K.A.R.
SCALE:	1" = 10,000'
SHEET NAME:	GENERAL LOCATION MAP
CORRECT LOCATION	



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 mail@21designgroup.net
 P: 636-432-5029