



Filing Receipt

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February 24, 2025

VIA E-FILING

Central Records Filing Clerk
Public Utility Commission of Texas
1702 N. Congress Ave., Room 8-100
Austin, TX 78701

Re: Docket No. 54617; *Application of Texas Water Utilities, L.P and Southern Horizons Development, Inc. for Sale, Transfer, or Merger of Facilities and Certificate Rights in Liberty and Montgomery Counties*

Dear Central Records:

The transaction between Texas Water Utilities, L.P. and Southern Horizons Development, Inc. closed on January 27, 2025. Pursuant to the Order adopted by the Public Utility Commission of Texas on January 23, 2025, TWU is filing proof that the transaction has been completed and customer deposits have been addressed.¹ Provided with this letter are the following attachments:

- Attachment 1 – Bill of Sale
- Attachment 2 – Customer Deposit Affidavit
 - Confidential Attachment A – list of customer deposits with interest calculation

TWU will also be filing a comprehensive water tariff in Docket No. 57557, *Compliance Tariff for Final Order in Docket No. 54617 (Application of Texas Water Utilities, LP and Southern Horizons Development, Inc. for Sale, Transfer, or Merger of Facilities and Certificate of Rights in Liberty and Montgomery Counties)*.

Sincerely,

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

¹ Order at Ordering Paragraph No. 6 (Jan. 23, 2025).

ATTACHMENT 1

BILL OF SALE

Southern Horizons Development, Inc. and Southern Horizons, L.P. (each a “Grantor” and collectively the “Grantors”), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each does hereby grant, bargain, sell, assign, transfer, convey, set over, and deliver to Texas Water Utilities, L.P. (“Grantee”), all right, title and interest in and to the Facilities and Fixtures and any other portion of the System or Assets owned by each Seller that is considered personal property (as such terms are defined in that certain Asset Purchase Agreement, dated September 1, 2022, by and between Grantors and Grantee (the “Purchase Agreement”)) (“the Property”). Capitalized terms used but undefined herein shall have the meanings ascribed to them in the Purchase Agreement.

TO HAVE AND TO HOLD the Property unto Grantee, its successors and assigns.

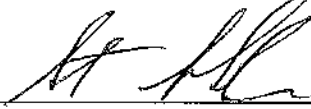
Each GRANTOR hereby covenants with Grantee that such Grantor is the lawful owner of the respective Property and that such Grantor has good right to sell the same as aforesaid, that the respective Property is free from all encumbrances, liens, security agreements or charges, and that such Grantor will warrant and defend the sale of the respective Property against the lawful claims and demands of all persons whomsoever.

This Bill of Sale shall be construed under and enforced in accordance with the laws of the State of Texas.

EXECUTED AND DELIVERED this 27th day of January, 2025.

GRANTORS:

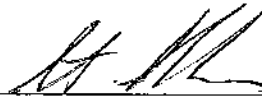
SOUTHERN HORIZONS DEVELOPMENT, INC.

By: 

Name: Steve Sullivan

Title: PRESIDENT

SOUTHERN HORIZONS, L.P.

By: 

Name: Steve Sullivan

Title: PRESIDENT

GRANTEE:

TEXAS WATER UTILITIES, L.P.

By: TEXAS WATER SERVICES GROUP, LLC, its
general partner

By: _____

Name: Jeffrey L. McIntyre

Title: President

EXECUTED AND DELIVERED this 27th day of January, 2025.

GRANTORS:

SOUTHERN HORIZONS DEVELOPMENT, INC.

By: _____

Name: _____

Title: _____

SOUTHERN HORIZONS, L.P.

By: _____

Name: _____

Title: _____

GRANTEE:

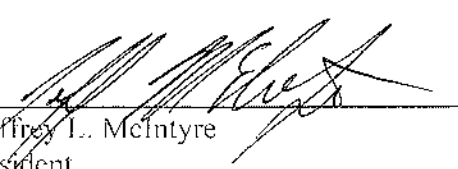
TEXAS WATER UTILITIES, L.P.

By: TEXAS WATER SERVICES GROUP, LLC, its
general partner

By: _____

Name: Jeffrey L. McIntyre

Title: President



ATTACHMENT 2

PUC DOCKET NO. 54617
SOAH DOCKET NO. 473-24-13127.WS

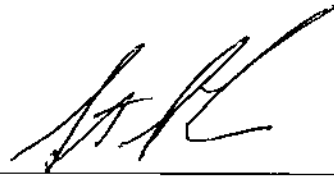
APPLICATION OF TEXAS WATER § PUBLIC UTILITY COMMISSION
UTILITIES, L.P. AND SOUTHERN §
HORIZONS DEVELOPMENT, INC. FOR §
SALE, TRANSFER, OR MERGER OF § OF TEXAS
FACILITIES AND CERTIFICATE §
RIGHTS IN LIBERTY AND §
MONTGOMERY COUNTIES §

AFFIDAVIT OF STEVE SULLIVAN

STATE OF TEXAS)
COUNTY OF Harrison)

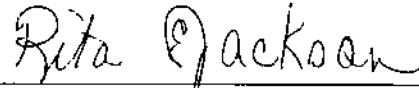
BEFORE ME, the undersigned authority, on this day personally appeared Steve Sullivan who being by me first duly sworn, on oath deposed and said the following:

1. My name is Steve Sullivan. 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. on January 27, 2025, I was the owner of Southern Horizons Development, Inc. (Southern Horizons). I have personal knowledge of the facts stated herein and those facts are true and correct.
2. On January 27, 2025, Southern Horizons held deposits for 391 customer accounts. A list of customer accounts is provided as confidential Attachment A. The list includes the name and address of each customer with a deposit on record, the date the deposit was made, the amount of the deposit, and the amount of unpaid interest on the deposit.
3. On January 23, 2025, Southern Horizons issued a final bill for each account with a due date of February 20, 2025.
4. Upon satisfactory payment in full of the final bill, Southern Horizons will immediately refund any deposit held, with interest.
5. If satisfactory payment in full is not received by the due date, Southern Horizons will apply any deposit held to the final bill and refund any remaining portion of the deposit with interest.



Steve Sullivan

SUBSCRIBED AND SWORN TO before me this 14 day of February, 2025.



Notary Public, State of Texas



**Attachment A is CONFIDENTIAL and being
filed pursuant to the Protective Order.**