

**TO THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN RE: INVESTIGATION AS TO)
WHETHER A SHOW CAUSE ORDER) DOCKET NO. 11-00065
SHOULD BE ISSUED AGAINST BERRY'S)
CHAPEL UTILITY, INC.)
)
)
)**

RESPONSE OF BERRY'S CHAPEL UTILITY, INC. TO TRA INVESTIGATIVE STAFF

To: Jerry Kettles, Chief
Economic Analysis & Policy Division
TRA Investigative Staff
460 James Robertson Parkway
Nashville, TN 37243-0505

Dear Mr. Kettles,

Below is our response to your memo dated March 1, 2012 titled: Docket No. 11-00065: Investigation as to Whether A Show Cause Order Should Be Issued Against Berry's Chapel Utility, Inc. and/or Lynwood Utility Corporation for Violation of TRA Rules and Tennessee Statutes. We have numbered our responses to coincide with your Question number sequence.

Section 1 – Certification and Ownership

1. Henry Walker to provide.
2. See Attachment #2 and Attachment #2A that contains copies of all the membership applications.
3. When a new customer signs up for water they are mailed BCUI's Membership Application/Sewer Service Request. Nothing is distributed with the application, financials are provided upon request.
4. There are no owners of BCUI, it is a non-profit corporation for the mutual benefit of its' customers. See Charter on file with the Secretary of State of TN office.
5. There are no owners, see answer #4 above.
6. No. See Attachment #6 company By-Laws.
7. See Attachment #7, the merger agreement.
8. See Attachment #7 the merger agreement and Attachment #8 "Action without Meeting" documentation.

Section 2 – Financial Matters

9. See Attachment #9 for worksheet.
10. Yes.
11. Price paid for by owners of Lynwood at time of purchase for stock.
12. See the worksheet provided in Attachment #9 and the Engineering Valuation report included as Attachment #12.
13. No

14. See response to #4.
15. See response to #9 and Attachment #9.
16. See Attachment #16 from Chad Milton.
17. See Attachment #17.
18. See Attachment #18.
19. Two years of audited balance sheets are required to audit the Statement of Cash Flows & Operations and Statement of Fund Balances.
20. Assuming loans can be obtained (two banks have already declined), the funds from those loans will be used to refinance the Tennessee Commerce Bank loans and fund items listed in response to question #21 below.

Section 3 – Other Questions

21. See the “SCOTT DAVIS TESTIMONY & SAD-2” for the information requested. This has already been filed in Docket 11-00180. Due to lack of funds, no actions have been taken to cure deficiencies.
22. Tyler Ring - 632 Legends Crest Dr. Franklin, TN 37069 – receives wastewater from BCUI;
John Ring - 516 Lake Valley Ct. Franklin, TN 37069 - receives wastewater services from BCUI;
James Ford – 9697 Aurora Ct. Brentwood, TN 37027 - does not receive wastewater services from BCUI.
23. See Attachment #23 provided.
24. The annual premium on this policy is \$10,049.

ATTACHMENT #2

ATTACHMENT # 2

APPLICATION FOR MEMBERSHIPS RECEIVED											
	NAME	ADDRESS	SEWER CUST	YES	NO	MEMBER	YES	NO	BOARD	YES	NOTES
1	Matt & Laura Benjamin	681 Legends Crest Dr		X			X			X	
2	J. MAC & JULIE BROWN	608 WILLIAMSBURG DR		X			X				
3	JAMES & SARAH BRYSON	713 MOCKINGBIRD DR		X				X			
4	DOUGLAS BARRY &										
	PATRICIA S. CAMPBELL	1505 COUNTRY CLUB PL		X			X				
5	HAROLD CARPENTER	232 GILLETTE		X			X				
6	JAMIE & RUSSIE CARTER	131 RIVERWOOD DR		X				X	CHANGED HIS MIND DOES NOT WANT TO BE A MEMBER		
7	RALPH & MARTHA CONWILL	677 LEGENDS CREST DR		X				X	HE WANTS TO TALK TO TYLER AFTER APRIL 16TH		
8	TOM & ROBIN S. DAVIS	665 LEGENDS CREST DR		X			X				
9	BRIAN & ELIZABETH DERRYBERRY	2108 LAKE RIDGE WAY		X			X			X	
10	DON & DANIELLE GIBSON	1213 KILRUSH DR		X			X				
11	JOHNTHAN & NANETTE GILL	217 LAKE RIDGE CT		X			X				
12	DAVID & BRENDA JOHNSON	1209 GILLETTE CT		X			X				
13	KRIS & ALLISON KLAUSNER	307 CYPRESS CT		X				X			
14	PAUL & HOLLY KRUSE	156 COTTONWOOD DR		X			X				
15	MARC M.KOCHAMBA										
	KIMBERLY R. KOCHAMBA	628 AYLESFORD LN		X			X				

CHANGED HIS MIND DOES NOT WANT TO BE A MEMBER

HE WANTS TO TALK TO TYLER AFTER APRIL 16TH

APPLICATION FOR MEMBERSHIPS RECEIVED											
	NAME	ADDRESS	SEWER CUST	YES	NO	MEMBER	YES	NO	BOARD	YES	NOTES
16	MARY ANN LEECH	167 COTTONWOOD DR		X				X			
17	HUNTER & KRISTIN MURRAY	111 COTTONWOOD CR		X				X			
18	CHARLES & DEBORAH NASH	393 LAKE VALLEY DR		X				X			
19	DANNY & TRACI ORTON	201 LAKE RIDGE CT		X				X			
20	JIM & ELISA PARKER	229 CHAPELWOOD DR		X			X				Owe for 4 mo of sewer bill
21	JOHN & LISA PAXTON	407 WOODHAVEN CT		X			X				
22	JOHN & KATHLEEN SHAW	2127 HARTLAND RD		X			X			X	
23	DON & JANE SMITH	146 RIVERWOOD DR		X				X			
24	STEVEN TATE	217 CHAPELWOOD DR		X			X			X	
25	RICK & BRENDA WAGERS	3120 BRAINTREE RD		X				X			
26	WAHER N WALLACE JR	173 RIVERWOOD DR			X			X		X	HAVE TO BE MEM.
27	BRAD & ANITA WIGGINS	275 GILLETTE DR			X			X			NOT SEWER CUST?
28	TYLER RING	632 LEGENDS CREST DR		X			X			X	
29	JOHN RING	516 LAKE VALLEY CT		X			X			X	
30	JOHN SAVELLI	175 COTTONWOOD DR		X			X				
31	RANDALL B SMITH	309 LAKE VALLEY DR		X			X			X	

APPLICATION FOR MEMBERSHIPS RECEIVED											
	NAME	ADDRESS	SEWER CUST	YES	NO	MEMBER	YES	NO	BOARD	YES	NOTES
32	JEFF & LISA BRIDGES	224 CHAPELWOOD	REC: 5/12/11	X				X			
33	MICHAEL POE	296 LAKE VALLEY DR	REC: 5/12/11	X			X			X	
34	JACK & JOAN LESTER	602 COUNTRYSIDE DR	REC: 5/11/11	X			X				
35	ROBERT EDWARA	636 LEGENDS CREST DR	REC: 5/16/11	X				X			
36	TOM WHITE	103 COTTONWOOD CR		X			X				
37	CLARK HOOK	100 STABLE CT		X			X			X	
38	DON & TAMARA BOYER	141 COTTONWOOD DR		X			X				
39	WAYNE & LYNN HEADLEY	656 ALYESFORD LN		X			X				
40	BRAD & DEBRA JENSEN	505 ARBOR DR		X			X				
41	DAVID LEGWAND	333 LAKE VALLEY DRIVE									
		MAILING: 26310 SO. OFFSHORE DR. HARRISON TOWNSHIP 48045									
42	DON & MARY MEYER	505 LAKE VALLEY CT		X				X			
43	CINDY BROWN (KILGORE)	116 COTTONWOOD CR		X			X				
44	GINGER DUNCAN	129 COTTONWOOD CR		X			X				
45	SUSAN BKEHTYAR	235 COUNTRYSIDE Dr		X			X				
	membership applications excel										
				42			29	15		9	

Changed Name in Comp.
on 2-22-12
AM

BERRY'S CHAPEL UTILITY INC
321 BILLINGSLEY COURT, SUITE 4
FRANKLIN, TN 37067

PHONE: 615/790-3632 FAX: 615/599-0797
berryschapel@gmail.com

20846600-95

MEMBER APPLICATION AND SEWER SERVICE REQUEST

DATE OF APPLICATION: 1/16/12

RECEIPT #: ✓

DATE NEW SERVICE TO BEGIN: _____

CURRENT CUSTOMER: Cindy Brown Kildgore Name Change

RESIDENTIAL/INDIVIDUAL: _____

CUSTOMER: _____ PROPERTY OWNER ☒ TENANT _____

CUSTOMER SERVICE ADDRESS: 116 Cottonwood Circle

SUBDIVISION: Cottonwood

HOME PHONE #: 615-591-8808 WORK PHONE #: 615-343-4401

CELL #: 615-715-1070 E-MAIL ADDRESS: Cindy.brown@vanderbilt.edu

CUSTOMER'S MAILING ADDRESS (FOR BILLING PURPOSES): 116 Cottonwood Circle
(IF DIFFERENT FROM SERVICE ADDRESS)

IF TENANT, PROPERTY OWNER'S NAME: _____

PROPERTY OWNER'S ADDRESS: _____

CUSTOMER'S SIGNATURE: Cindy Kildgore

PROPERTY OWNER'S SIGNATURE: Cindy Kildgore

BERRY'S CHAPEL UTILITY, INC. REP: _____

ALL RATES AND OPERATING REGULATIONS OF BERRY'S CHAPEL UTILITY, INC. ARE SET BY THE
TENNESSEE REGULATORY AUTHORITY (615)741-2904

102:16p

p.2

BERRY'S CHAPEL UTILITY INC
321 BILLINGSLEY COURT, SUITE 4
FRANKLIN, TN 37067
PHONE: 615/790-3632 FAX: 615/599-0797
berryschapel@gmail.com

MEMBER APPLICATION AND SEWER SERVICE REQUEST

DATE OF APPLICATION: 11/4/11 RECEIPT #: _____

DATE NEW SERVICE TO BEGIN: 11/4/11

CURRENT CUSTOMER: Ginger Duncan

RESIDENTIAL/INDIVIDUAL: Ginger Duncan

CUSTOMER: Ginger Duncan PROPERTY OWNER ☒ TENANT ☐

CUSTOMER SERVICE ADDRESS: 129 Cottonwood Circle Franklin, TN 37069

SUBDIVISION: Cottonwood

HOME PHONE #: 270 217 9111 WORK PHONE #: 615 298 7573

CELL # 270 217 9111 E-MAIL ADDRESS: ginger.duncan@ingrambarge.com

CUSTOMER'S MAILING ADDRESS (FOR BILLING PURPOSES): _____
(IF DIFFERENT FROM SERVICE ADDRESS)

IF TENANT, PROPERTY OWNER'S NAME: _____

PROPERTY OWNER'S ADDRESS: _____

CUSTOMER'S SIGNATURE: Ginger Duncan

PROPERTY OWNER'S SIGNATURE: Ginger Duncan

BERRY'S CHAPEL UTILITY, INC. REP: _____

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FRANKLIN, TN 37067
PHONE: 615/790-3632 FAX: 615/599-0797
berryschapel@gmail.com

MEMBER APPLICATION AND SEWER SERVICE REQUEST

DATE OF APPLICATION: 1/14/12 RECEIPT #: _____

DATE NEW SERVICE TO BEGIN: Now

CURRENT CUSTOMER: Susan Bekhtyar

RESIDENTIAL/INDIVIDUAL: Susan Bekhtyar

CUSTOMER: _____ PROPERTY OWNER ☒ TENANT _____

CUSTOMER SERVICE ADDRESS: 235 Countyside Dr Franklin

SUBDIVISION: Cottonwood Dr

HOME PHONE #: 615-595-6351 WORK PHONE #: _____

CELL # 615-500-6351 E-MAIL ADDRESS: scbek@aol.com

CUSTOMER'S MAILING ADDRESS (FOR BILLING PURPOSES): Same
(IF DIFFERENT FROM SERVICE ADDRESS)

IF TENANT, PROPERTY OWNER'S NAME: _____

PROPERTY OWNER'S ADDRESS: _____

CUSTOMER'S SIGNATURE: Susan Bekhtyar

PROPERTY OWNER'S SIGNATURE: Susan Bekhtyar

BERRY'S CHAPEL UTILITY, INC. REP: Laura Morison

ALL RATES AND OPERATING REGULATIONS OF BERRY'S CHAPEL UTILITY, INC. ARE SET BY THE
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BERRY'S CHAPEL UTILITY, INC.

321 Billingsly Court, Suite 4
Franklin, TN 37065
(615) 790-3632

* * * * *

APPLICATION FOR MEMBERSHIP

On March 24, 2011, the corporate charter of Berry's Chapel Utility, Inc., a Tennessee nonprofit corporation, was amended to provide that the corporation have members. As a corporation with members, the board of directors will be elected by the members. The corporation's members must be sewer customers of Berry's Chapel Utility, Inc.

Please check:

- ☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *
- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: LAURA & MATT BENJAMIN

ADDRESS: 681 LEGENDS CREST DR.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: _____ WORK PHONE: 615-861-0156

EMAIL (optional): M.BENJAMIN226925@COMCAST.NET

Matt ☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

* A husband and wife receiving service in the same residence shall have a joint membership and are entitled one joint vote as members.

Rec 5-17-11

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* * * * *

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Please check:

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☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Jeffrey W. + LISA H. Bridges

ADDRESS: 224 CHAPELWOOD DR.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-591-8990 WORK PHONE: 615-665-1811

EMAIL (optional): _____

_____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: DON & TAMARA BOYER

ADDRESS: 141 COTTONWOOD DRIVE

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-794-7860 WORK PHONE: _____

EMAIL (optional): _____

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Please check:

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: J. MAC & JULIE BROWN

ADDRESS: 608 WILLIAMSBURG DR

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 790 8416 WORK PHONE: 277 4500

EMAIL (optional): ~~JOB~~ JMACBROWN@GMAIL.COM

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: James & Sarah Bryson

ADDRESS: 713 Mockingbird Drive

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-300-1170 WORK PHONE: 615-777-2020

EMAIL (optional): _____

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- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Douglas Barry + Patricia S. Campbell

ADDRESS: 1505 Country Club Place

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 794 0955 WORK PHONE: 874-6473

EMAIL (optional): ccampbell@psccomcast.net

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: HAROLD GARRETT

ADDRESS: 232 Gillette

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 899-5798 WORK PHONE: _____

EMAIL (optional): _____

____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Jamie Carter

131 Riverwood Drive
Franklin, Tennessee 37069
Home (615) 591-2076
Cell phone 615-804-6001
Jamie1964@comcast.net



To: Tyler Ring / Berry's Chapel Utility, Inc.

Fax: (615) 599 - 0797
cover)

Pages: 1 (Including

Phone: ()

Date: 4-6-2011

RE: Membership in Berry's Chapel Utility Co-Op

Comments

Tyler or who it may concern,

Over this past weekend, I mailed in a membership form to you to become a member of the utility coop. I have since reconsidered this action, and DO NOT wish to be a member. Please tear up my membership form and remove my name (and my wife's) from any membership roles.

Thank you,

A handwritten signature in cursive script that reads 'Jamie Carter'. The signature is fluid and elegant, with a long horizontal stroke extending from the end.

Jamie & Russie Carter

Jamie Carter

BERRY'S CHAPEL UTILITY, INC.

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Jamie and Russie Carter
ADDRESS: 131 Riverwood Drive
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 615-591-2076 WORK PHONE: 615-804-6001
EMAIL (optional): jamie1964@comcast.net

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☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME:

Ralph & Martha Conwill

ADDRESS:

677 Legends Crest Dr

CITY:

STATE:

ZIP:

37069

HOME PHONE:

599-4721

WORK PHONE:

EMAIL (optional):

I will wait for the results of the TRA hearing.

I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

* Tyler: I would like to discuss it when you having time. - After April 16th.
* A husband and wife receiving service in the same residence shall have a joint membership and are entitled one joint vote as members.

Ralph

Rec 5-9-11

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* * * * *

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Please check:

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Tom & Robin S. Davis

ADDRESS: 665 Legends Crest Dr.

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 591-4062 WORK PHONE: 615-850-2730

EMAIL (optional): rdconstruction5033@att.net

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Rec 4-22-11

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.
BD.

NAME: BRYAN AND ELIZABETH DERRYBERRY

ADDRESS: 2108 LAKE RIDGE WAY

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 790-6654 WORK PHONE: 794-2351

EMAIL (optional): Strawberry30e@comcast.net

☒ BD. I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec 5-16-11

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☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: MR Robert Edward
ADDRESS: 636 Legends Crest Drive
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 615 472 8746 WORK PHONE: 615 368 2368
EMAIL (optional): robert@aleaproproperties.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Don + Daniella Gibson

ADDRESS: 1213 Kilnash Drive

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 595-8345 WORK PHONE: 945-9006/945-9005

EMAIL (optional): doctorsgibson@comcast.net

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Please check:

- ☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *
- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Jonathan & Nanette Gill

ADDRESS: 217 Lake Ridge Ct.

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 790-2511 WORK PHONE: 429-5489

EMAIL (optional): _____

_____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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BERRY'S CHAPEL UTILITY, INC.

321 Billingsly Court, Suite 4

Franklin, TN 37065

(615) 790-3632

* * * * *

APPLICATION FOR MEMBERSHIP

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: WAYNE AND LYNN HEADLEY

ADDRESS: 656 AYLESFORD LN.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: (615) 790 9202 WORK PHONE: (615) 260-0103

EMAIL (optional): headley58@hotmail.com

 I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec. 5-20-11

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Franklin, TN 37065

(615) 790-3632

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: CLARK HOOK

ADDRESS: 100 STABLE COURT

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-599-9727 WORK PHONE: 615-300-0071

EMAIL (optional): hooksnookis@comcast.net

☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: BRAD & DEBRA JENSEN

ADDRESS: 503 ARBOR DR

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615 791-9964 WORK PHONE: _____

EMAIL (optional): Debra.jensen@comcast.net

_____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

- ☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *
- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: David & Breuba Johnson

ADDRESS: 1209 Gillette Ct

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 794-5757 WORK PHONE: 770-8284

EMAIL (optional): david.johnson.425@gmail.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Mrs and Allison Klausner

ADDRESS: 307 Cypress Ct

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-591-7106 WORK PHONE: 708-0420 (Allison)

EMAIL (optional): allison.klausner@yahoo.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: MARC M. KOCHAMBA / KIMBERLY R. KOCHAMBA

ADDRESS: 628 AYLESFORD LANE

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-595-2547 WORK PHONE: 615-828-1076

EMAIL (optional): KKOCHAMBA@BELLSOUTH.NET

KOCHAMBAEMMAUS@YAHOO.COM

I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: PAUL and HOLLY KRUSE
ADDRESS: 156 Cottonwood Drive
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 615-555-7166 WORK PHONE: 615-477-2167
EMAIL (optional): pkruise@bunelaw.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Mary Ann Leech
ADDRESS: 167 Cottonwood Dr.
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 790-3524 WORK PHONE:
EMAIL (optional):

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec 11-14-11

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Franklin, TN 37065
(615) 790-3632

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SERVICE ADDRESS: 333 LAKE VALLEY DRIVE
FRANKLIN TN

Please check:

ACCOUNT NUMBER: 071-02380-02

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: DAVID LEGWAND

ADDRESS: 26310 SOUTH OFFSHORE DRIVE

CITY: HANCOCK TOWNSHIP STATE: MICHIGAN ZIP: 48045

HOME PHONE: 586-493-9877 WORK PHONE:

EMAIL (optional):

I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec 5-11-11

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(615) 790-3632

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Jack and Joan Lester
ADDRESS: 602 Countryside Court
CITY: Franklin STATE: TN ZIP: 37069-4148
HOME PHONE: 615 794-7939 WORK PHONE: _____
EMAIL (optional): _____

_____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec 5-26-11

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Franklin, TN 37065

(615) 790-3632

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Please check:

☐ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Don + Mary Meyer
ADDRESS: 505 Lake Valley Court
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 591-1567 WORK PHONE: 324-8902
EMAIL (optional): d.meyer@cornerstone senior.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Hunter and Kristin Murray
ADDRESS: 111 Cottonwood Circle
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 615-794-2448 WORK PHONE: 615-479-5162
EMAIL (optional): hunter@northwind-partners.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

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☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: CHARLES NASH & DEBORAH NASH

ADDRESS: 393 LAKE VALLEY DRIVE

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 794-8512 WORK PHONE: 297-1660

EMAIL (optional): _____

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Danny and Traci Orton
ADDRESS: 201 Lake Ridge Ct.
CITY: Franklin STATE: In ZIP: 37069
HOME PHONE: 794-2541 WORK PHONE: 477-3276
EMAIL (optional): traciorton@comcast.net

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

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- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Jim & Elisa Parker

ADDRESS: 229 Chapelwood DR

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-591-3905 WORK PHONE: 615-589-6241

EMAIL (optional): parker@realtracs.com

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: JOHN & LISA PAXTON
ADDRESS: 407 Woodhaven Ct
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 615-791-1159 WORK PHONE: _____
EMAIL (optional): JFPaxton@comcast.net

_____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec 5-12-11 Rec 5-31-11

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☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

X - M.T.P.

NAME: MICHAEL T. POE (POE)

ADDRESS: 296 LAKE VALLEY DR.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-794-3124 WORK PHONE: _____

EMAIL (optional): MPOE3@CSC.COM

M.T.P.

☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec 5-12-11

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Please check:

- ☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. * *Place to be cust. + member to be on the Board.*
- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

Send Back to get ✓ marks 5-17-11 LM

NAME: MICHAEL T. POE (POE)

ADDRESS: 296 LAKE VALLEY DR.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-794-3124 WORK PHONE: _____

EMAIL (optional): MPOE3@CSC.COM

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He called on 5-25 + wanted to know what to do. He just did not understand the form. He is going to check he wants to become a member + initial + send back.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: John Ring + Janice Ring

ADDRESS: 516 Lake Valley Ct.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615/599-0784 WORK PHONE: 615/599-0784

EMAIL (optional): _____

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: TYLER & WENDY KING

ADDRESS: 632 LEGENDS CREST DR.

CITY: FRANKLIN STATE: TN ZIP: 37069

HOME PHONE: 615-599-8154 WORK PHONE: 615-599-0784

EMAIL (optional): _____

☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: John Savelli

ADDRESS: 175 Cottonwood Dr.

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615 775 1327 WORK PHONE: 615 394 8348

EMAIL (optional): ETACAPP@AOL.com

 I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

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- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: John & Kathleen Shaw

ADDRESS: 2127 Hartland Road

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-790-7018 WORK PHONE: _____

EMAIL (optional): _____

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Don + Jane Smith

ADDRESS: 146 Riverwood Dr.

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 426-7958 WORK PHONE: 426-7958

EMAIL (optional): ddawgsmith@comcast.net

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec
4-28-11

BERRY'S CHAPEL UTILITY, INC.

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Please check:

- ☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *
- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Randall B. Smith

ADDRESS: 309 Lake Valley Dr.

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-533-3213 WORK PHONE: 615-771-9949

EMAIL (optional): Rsmith@celebrationTN.com

☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Rec'd 4-19-11
Just Back
for ✓ mark
Rec'd 5-25-11

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Please check:

- ☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *
- ☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Steve . Tate

ADDRESS: 217 Chapelwood Drive

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-708-6755 WORK PHONE: 615-771-0713

EMAIL (optional): theFeelgoods@comcast.net

☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

* A husband and wife receiving service in the same residence shall have a joint membership and are entitled one joint vote as members.

BERRY'S CHAPEL UTILITY, INC.

321 Billingsly Court, Suite 4
Franklin, TN 37065
(615) 790-3632

* * * * *

APPLICATION FOR MEMBERSHIP

On March 24, 2011, the corporate charter of Berry's Chapel Utility, Inc., a Tennessee nonprofit corporation, was amended to provide that the corporation have members. As a corporation with members, the board of directors will be elected by the members. The corporation's members must be sewer customers of Berry's Chapel Utility, Inc.

Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *
☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Rick & Brenda Wagers
ADDRESS: 3120 Braintree Rd
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: 794-8065 WORK PHONE: 395-5365
EMAIL (optional): _____

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

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Please check:

☐ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☐ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Walter N. Wallace, Jr
ADDRESS: 173 Riverwood DR, E
CITY: Franklin STATE: TN ZIP: 37269
HOME PHONE: 615-794-4911 WORK PHONE: 615-750-1056
EMAIL (optional): Walter-N-WallaceJR @ ml-com

☒ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

* A husband and wife receiving service in the same residence shall have a joint membership and are entitled one joint vote as members.

Rec: 5-23-11

BERRY'S CHAPEL UTILITY, INC.

321 Billingsly Court, Suite 4

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(615) 790-3632

* * * * *

APPLICATION FOR MEMBERSHIP

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Please check:

☒ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Tom White

ADDRESS: 103 Cottonwood Circle

CITY: Franklin STATE: TN ZIP: 37069

HOME PHONE: 615-599-2634 WORK PHONE: _____

EMAIL (optional): _____

____ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

* A husband and wife receiving service in the same residence shall have a joint membership and are entitled one joint vote as members.

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* * * * *

APPLICATION FOR MEMBERSHIP

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Please check:

☐ I am (We are) a sewer customer of Berry's Chapel Utility, Inc. *

☒ I (We) want to become a member of Berry's Chapel Utility, Inc.

NAME: Brael + Anita Wiggins
ADDRESS: 275 Gillette Drive
CITY: Franklin STATE: TN ZIP: 37069
HOME PHONE: (615) 595-2872 WORK PHONE: (615) 346-7903
EMAIL (optional): _____

☐ I am interested in serving on the new Board of Directors of Berry's Chapel Utility, Inc. and agree to have my name placed in nomination for election to the Board at the first membership meeting.

* A husband and wife receiving service in the same residence shall have a joint membership and are entitled one joint vote as members.

ATTACHMENT # 6

BYLAWS OF BERRY'S CHAPEL UTILITY, INC.

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, *T.C.A. § 48-51-101, et seq.* (the "Act").

SECTION 1 – OFFICES AND REGISTERED AGENT

Section 1.01. *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. *Principal Office.* The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

SECTION 2 MEMBERS

Section 2.01. *Eligibility.* Any natural person, firm, association, corporation, cooperative, business trust, partnership, federal, state or local government, or departments, agencies or any other political subdivision thereof (each hereinafter referred to as "person," "applicant," "him" or "his") that receives sewer service from Berry's Chapel Utility, Inc. (hereinafter called the "Corporation") at one or more premises owned or directly occupied or used by the person is eligible to become a member of the Corporation.

Section 2.02. *Admission of Members.* An eligible person shall become a member upon completing and executing an application for membership and delivering it to the Corporation.

Section 2.03. *Rights and Obligations.* Except as set forth in Section 2.04, each member shall have one (1) vote and shall have the same rights and obligations with respect to voting, dissolution, redemption, transfer and all other matters as all other members.

Section 2.04. *Joint Membership.* A husband and wife, by specifically so requesting in writing, may be accepted into joint membership or, if one of them is already a member, may automatically convert such membership into a joint membership. The words "member," "applicant," "person," "his," and "him," as used in these Bylaws, shall include a husband and wife applying for or holding a joint membership, unless otherwise clearly distinguished in the text; and all provisions relating to the rights, powers, terms, conditions, obligations,

responsibilities and liabilities of membership shall apply equally, severally and jointly to them. Without limiting the generality of the foregoing:

- (a) the presence at a meeting of either or both shall constitute the presence of one member and a joint waiver of notice of the meeting;
- (b) the vote of either or both shall constitute, respectively, one joint vote; provided, if both be present but in disagreement on such vote, each shall cast only one-half (1/2) vote;
- (c) notice to, or waiver of notice signed by, either or both shall constitute, respectively, a joint notice or waiver of notice; and
- (d) suspension or termination in any manner of either shall constitute suspension or termination of the joint membership.

Section 2.05. *Excess Payments to be Credited as Member-Furnished Capital.* All amounts paid for sewer service in excess of the cost thereof shall be treated as member-furnished capital as provided in Section 7 of these Bylaws.

Section 2.06. *Resignation.* A member may resign at any time by delivering to the Secretary of the Corporation a written notice of such resignation signed by the member which shall be included in the corporate records. A resignation shall not be effective before the date and time the Secretary actually receives written notice of it. A person's membership shall be terminated upon his death.

Section 2.07. *Termination by Withdrawal.* A member may withdraw from membership upon such generally applicable conditions as the Board of Directors shall prescribe and upon either (a) ceasing to (or, with the approval of the Board of Directors resigning his membership in favor of a new applicant who also shall) own or directly occupy or use all premises being furnished sewer service, or (b) totally and permanently abandoning the use of sewer service on such premises.

Section 2.08 *Expulsion or Suspension.* A member may be expelled or suspended by the Board of Directors, but notice and an opportunity to be heard shall first be given to the member as set forth below, and the expulsion or suspension procedure shall be fair, reasonable and carried out in good faith:

- (a) The member shall be given not less than fifteen (15) days' prior written notice of the expulsion or suspension, and the reason(s) therefor; and
- (b) The member must be given the opportunity to be heard, orally or in writing, by the Board of Directors not less than five (5) days before the effective date of the expulsion or suspension.

For purposes of this Section 2.08 only, any written notice given by mail shall be sent postage prepaid by first class United States mail or by certified United States mail, return receipt requested, and sent to the last address of the member shown on the Corporation's records.

Section 2.09. *Effect of Death, Legal Separation or Divorce Upon a Joint Membership.* Upon the death of either spouse of a joint membership, such membership shall continue to be held solely by the survivor, in the same manner and to the same effect as though such membership had never been joint; Upon the legal separation or divorce of the holders of a joint membership, such membership shall continue to be held solely by the one who continues directly to occupy or use the premises covered by such membership in the same manner and to the same effect as though such membership had never been joint.

Section 2.10. *Transfers and Encumbrances.* No member shall transfer, by operation of law or otherwise, or encumber in any way his membership or any right arising therefrom.

Section 2.11. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held at such date, time and place as fixed by the Board of Directors. At the annual meeting, the members shall elect Directors, receive reports on the activities and financial condition of the Corporation, and transact such other business as may properly come before the meeting.

Section 2.12. *Special Meetings.* A special meeting of the members may be called by the Board of Directors, by that number of directors that is one (1) less than a majority of the directors in office, or by a petition signed by no fewer than ten (10%) percent of the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided in Section 2.13. The notice of a special meeting shall include the purpose or purposes of the meeting.

Section 2.13. *Notice of Meetings.*

(a) The Corporation shall notify its members of the date, time and place of each annual and special meeting of members no fewer than ten (10), nor more than forty-five (45) days before the meeting date. Notice of a meeting shall be by mail (and, in the case of a special meeting, at the direction of those calling the meeting). Any such notice may be included with member service billings or as an integral part of the Corporation's monthly publication. Such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid and mailed not later than or earlier than the required days prior to the meeting date.

(b) The incidental and non-intended failure of any member to receive such notice shall not invalidate any action which may be taken by the members at any such meeting, and the attendance in person of a member at any meeting of the members shall constitute a waiver of notice of such meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business, or one or more items of business, on the ground that the meeting shall not have been lawfully called or convened. Any member attending any meeting for the purpose of making such objection shall notify the Secretary prior to or at the beginning of the meeting of his objection. Appearance at meeting is waiver of notice.

Section 2.16. *Quorum.* A quorum for the transaction of business at meetings of the members shall be five percent (5%) of all members.

Section 2.17. *Voting Requirements.* Each member shall be entitled to only one vote upon each matter submitted to a vote at any meeting of the members regardless of the number of memberships held. Voting by members other than members who are natural persons shall be allowed upon the presentation to the Corporation, prior to or upon registration at each member meeting, of satisfactory evidence entitling the person presenting the same to vote. At all meetings of the members, all questions shall be decided by a majority of the members voting thereon, except as otherwise provided by law or by the Corporation's Charter or these Bylaws.

Section 2.18. *Action by Written Ballot.* Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (c) Specify the time by which the ballot must be received by the Corporation in order to be counted.

SECTION 3 BOARD OF DIRECTORS

Section 3.01. *General Powers and Qualifications.* All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons, must receive sewer service from the Corporation at his residence and shall be at least eighteen (18) years of age.

Section 3.02. *Number of Directors.* The Board of Directors shall be comprised of five (5) Directors, but these Bylaws may be amended from time to time to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors.

Section 3.03. *Election and Tenure.* Directors shall be elected by the members at each annual meeting of the members, and each Director shall be elected to serve for a term of one (1) year, or until his or her successor is elected and qualifies; subject, however, to the removal of any Director by the members as provided in these Bylaws. The three Directors serving on the Corporation's Board of Directors on the effective date of these bylaws shall continue to serve

until the first annual meeting of the members. Nominations for members to serve on the Board of Directors shall be submitted to the Corporation before or at the annual meeting.

Section 3.04. *Regular Meetings.* Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

Section 3.05. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

Section 3.06. *Notice of Meetings.* Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 3.07. *Waiver of Notice.* If a Director attends or participates in a meeting, he waives any required notice to him of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.08. *Quorum and Voting.* A quorum of the Board of Directors consists of a majority (but no fewer than two (2)) of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, unless these Bylaws, the Charter or the Act require the vote of a greater number of Directors.

Section 3.09. *Vacancy.* If a vacancy occurs on the Board of Directors during the term of a Director, the vacancy shall be filled by the affirmative vote of the remaining Directors until the next annual member meeting.

Section 3.10. *Removal of Directors.* The members may remove any one (1) or more Directors, with or without cause, at any special meeting that is specifically called for that purpose.

Section 3.11. *Action Without Meeting.* Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 3.12. *Indemnification.* With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 3.13. *Immunity.* To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

SECTION 4 – OFFICERS

Section 4.01. *Required Officers.* The officers of the Corporation shall be a President, Vice-President and Secretary-Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. Except for the offices of President and Secretary-Treasurer, the same individual may simultaneously hold more than one (1) office in the Corporation. All officers must be natural persons and shall be at least eighteen (18) years of age.

Section 4.02. *Election.* Each year at a meeting fixed and held by the Board of Directors, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 4.03. *Term of Office.* The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 4.04. *Powers and Duties of Officers.* The powers and duties of the officers of the Corporation shall be as follows:

- (a) *President.* The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer of the Corporation.
- (b) *Vice President.* The Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.
- (c) *Secretary-Treasurer.* The Secretary-Treasurer shall attend all meetings of the Board of Directors of the Corporation and shall be responsible for preparing the minutes of such

meetings. The Secretary-Treasurer shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. In the event the Secretary-Treasurer is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof. The Secretary-Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Secretary-Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Secretary-Treasurer and of the financial condition of the Corporation. The Secretary-Treasurer shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he shall act.

Section 4.05. *Removal.* The Board of Directors may remove any officer at any time with or without cause.

Section 4.06. *Vacancies.* Any vacancies occurring in the offices of the President, Vice President, Secretary-Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 4.07. *Delegation of Powers and Duties.* In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 4.08. *Indemnification.* With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

SECTION 5 – RECORDS AND REPORTS

Section 5.01. *Corporate Records.* The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, appropriate accounting records, and a list of its members in alphabetical order by class showing their respective addresses and the number of votes each member is entitled to vote.

Section 5.02. *Records at Principal Office.* The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (d) The minutes of all meetings of members and the records of all actions taken by members without a meeting for the past three (3) years;
- (e) All written communications to members generally within the past three (3) years, including the past three (3) years' annual financial statements;
- (f) A list of the names and business or home addresses of its current Directors and officers; and
- (g) The most recent annual report delivered to the Tennessee Secretary of State.

Section 5.03. *Annual Financial Statements.* The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act.

SECTION 6 – MISCELLANEOUS PROVISIONS

Section 6.01. *Fiscal Year.* The fiscal year of the Corporation shall be July 1 through June 30.

Section 6.02. *No Seal.* The Corporation shall have no seal.

Section 6.03. *Notices.* Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier or by electronic mail. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Section 6.04. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 6.05. *Negotiable Instruments.* All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 6.06. *Deposits.* The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

SECTION 7 – NONPROFIT OPERATION

Section 7.01. *Interest or Dividends on Capital Prohibited.* The Corporation shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its patrons.

Section 7.02. *Disposition of Revenues; Distribution of Excess.* With respect to the Corporation's furnishing of sewer service, the revenues therefrom for any fiscal year, in excess of the amount thereof necessary:

- (a) to defray expenses of the Corporation, including the operation and maintenance of its facilities during such fiscal year;
- (b) to pay interest and principal obligations of the Corporation coming due in such fiscal year;
- (c) to finance, or to provide a reserve to finance, the construction or acquisition by the Corporation of additional facilities to the extent determined by the Board;
- (d) to provide a reasonable reserve for working capital;
- (e) to provide a reserve for the payment of indebtedness of the Corporation maturing more than one year after the date of the incurrence of such indebtedness in an amount not less than the total of the interest and principal payments in respect thereof required to be made during the next following year; and
- (f) to comply with any covenant or obligation of the Corporation pursuant to any contract in which it has entered;

Shall be distributed or credited by the Corporation to patrons:

- (a) as patronage refunds prorated in accordance with the patronage of the Corporation by the respective patrons paid for during or with respect to such fiscal year; or
- (b) by way of general reductions of rates or other charges; or
- (c) by any combination of such methods.

Section 7.03. *Use of Contributed Capital.* The primary purpose of the Corporation is to furnish its patrons with sewer service at the lowest rates and charges consistent with prudent management and sound economy. Therefore, all amounts received and receivable from the furnishing of sewer service to patrons, members and non-members alike, in excess of operating costs and expenses properly chargeable thereto are at the moment of receipt by the Corporation received with the understanding that they are furnished by the patrons as capital. Capital contributed by the patrons shall be used only for capital purposes, including, without limitation, new sewer system improvements, the retirement of sewer system indebtedness at or prior to maturity, and working capital adequate for all purposes, and for facilitation of general rate reductions.

Section 7.04. *Ascertainment of Contributed Capital.* The Corporation shall maintain such books and records as will enable it at any time, upon reasonable notice, to compute the amount of capital contributed during any given accounting period by each of its patrons.

Section 7.05. *Contract.* The patrons of the Corporation, by dealing with the Corporation, acknowledge that the provisions of this Section of the Bylaws shall constitute and be a contract between the Corporation and non-member patrons, and both the Corporation and such patrons are bound by such contract as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provision of this Section of the Bylaws shall be called to the attention of such patrons by being posted in the Corporation's offices.

SECTION 8 - WAIVER OF NOTICE

Any member or director may waive, in writing, any notice of meetings required to be given by these Bylaws or any notice that may otherwise be legally required, either before or after such notice is required to be given.

SECTION 9 - RULES OF ORDER

Parliamentary procedure at all meetings of the members, of the Board of Directors, of any committee provided for in these Bylaws and of any other committee of the members or Board of Directors which may from time to time be duly established shall be governed by the most recent edition of Robert's Rules of Order, except to the extent such procedure is otherwise determined by law or by the Corporation's Charter or Bylaws. This Article shall be subordinate to any other provision of these Bylaws pertaining to the votes required for action by members, directors or committees.

SECTION 10 – RATES AND RULES AND REGULATIONS

The Board of Directors shall set the Corporation's rates and charges for sewer service and shall establish the rules and regulations governing the provision of sewer service by the Corporation. The Corporation's rates and charges and rules and regulations governing the provision of sewer services on the effective date of these Bylaws are attached as Appendix A to these Bylaws. The Board of Directors may change, alter and amend the rates and charges for sewer service and the

rules and regulations governing the provision of sewer service at any time. The Corporation's rates and charges for sewer service and the rules and regulations governing the provision of sewer services shall become a part of every contract with any patron receiving sewer service from the Corporation.

SECTION 11 – AMENDMENT OF BYLAWS

Section 11.01. *By Members.* The Members may amend or repeal these Bylaws at any annual or special meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose, or one (1) of the purposes, of the meeting is to amend the Bylaws and shall also contain a description of the amendment to be considered. An amendment to these Bylaws must be approved by the members by the lesser of: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast. These Bylaws may also be amended by the members without a meeting in the same manner as provided therefor herein, except that such action to amend must be by: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast, whichever is less.

Section 11.02. *By Board of Directors.* By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws, including bylaws adopted by the members, at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Directors then in office.

APPENDIX A

MONTHLY SEWER SERVICE BILLING

RESIDENTIAL, CONDOMINIUM, HOUSE OR APARTMENT

Charge per 1,000 gallons	
(Actual or Assumed Flow)	\$8.35
Minimum Monthly Charge	\$15.00
	\$25.00 — Effective November 1, 2010
Facilities Charge	\$20.00 — Effective November 1, 2010

NON-RESIDENTIAL

Charge per 1,000 gallons	
(Actual or Assumed Flow)	\$10.34
Minimum Monthly Charge	\$15.00
	\$30.00 — Effective November 1, 2010
Facilities Charge	\$30.00 — Effective November 1, 2010

TAP FEES

<u>RESIDENTIAL</u>	\$3,500.00
--------------------------	------------

NON-RESIDENTIAL

Charge per gallon per day	
(Computed by multiplying the peak monthly	
Usage during the first year by 12 divided	
by 365 days)	\$7.86

SEWER CONNECTION FEES

<u>RESIDENTIAL OR NON RESIDENTIAL</u>	\$250.00
---	----------

GENERAL FEES

<u>RETURNED CHECK CHARGE</u>	\$30.00
------------------------------------	---------

RULES AND REGULATIONS FOR SEWER SERVICE

Statement of Purpose

The general purposes of these rules and regulations are:

1. To establish procedures for furnishing sewerage and sewage treatment services on a uniform basis to customers within the service area boundary of the BERRY'S CHAPEL UTILITY, INC..
2. To provide standards and procedures for:
 - a. Acceptable sewage characteristics
 - b. Excessive sewage volume
 - c. Engineering design standards
 - d. Construction and inspection requirements
 - e. Quality of material

Definition of Terms

1. Corporation - The Corporation shall mean the Berry's Chapel Utility, Inc.
2. Engineer - The word Engineer shall mean the consulting engineer of the Berry's Chapel Utility, Inc.
3. Customer - The word Customer shall mean any person, firm, corporation, association or government unit furnished sewerage services by the Corporation.
4. Property - The word Property shall mean all facilities owned and operated by the Corporation.

5. Trunk Sewer - The words Trunk Sewer shall mean a sewer that runs parallel to a natural drainage channel and receives sewage from many tributary branches and terminates at the sewage treatment plant or major lift station.
6. Collector Sewer - The words Collector Sewer shall mean those sewers running within the development and conveying the sewage to the trunk sewer.
7. Lateral Sewer - The words Lateral Sewer shall mean those sewers extending from the Collector Sewer to the property line of the Customer
8. Building Sewer - The words Building Sewer shall mean that sewer extending from the Customer's property line to his place of business or residence.

Authorization of Rules and Regulations

The BERRY'S CHAPEL UTILITY, INC., a corporation organized and engaged in business as a public utility in the State of Tennessee under a Certificate of Convenience and Necessity issued by the Tennessee Public Service Commission on June 14, 1976 under Docket No. U-6162, submits the following statement of its rules and regulations.

Effect of Rules and Regulations

All provisions of these rules and regulations shall be incorporated in each contract with each sewerage Customer of Berry's Chapel Utility, Inc..

Utility Items on Private Property

The Corporation shall not furnish on or maintain any items or appurtenances for sewer service on the customer's premises without execution of an agreement for an easement or encroachment. No property of the Corporation shall be located on the premises of customers except the sewer shut-off valve, and the Corporation shall be responsible for the shut-off valve. The Building Sewer shall be maintained by the Customer.

Discontinuance of Service

Sewer service may be discontinued for the following reasons:

1. Non-payment of bill as hereinafter set forth.
2. For misrepresentation in the application for service.
3. For adding to the Property or fixtures without notice to the Corporation.
4. For failure to protect the connections, service lines or fixtures in good order.
5. For tampering with any service pipes or any Property of the Corporation in any way whatsoever.
6. Vacancy of premises.
7. For violation of any rules of the Corporation.
8. For disconnecting or re-connecting service by any party other than a duly authorized agent of the Corporation without the consent of the Corporation.

Non-Payment Penalties

The Corporation has contracted with the City of Franklin and with H. B. & T. S. Utility District which utilities provide water service to the Corporation's customers to bill and collect its sewer charges. These water utilities have agreed to terminate water service for the non-payment of sewer charges to enforce the collection of sewer charges. Any penalty for late payment of sewer charges, fees related to the termination of water service to enforce the payment of sewer charges, and any reconnection fees will be the fees charged by these water utilities for these services. No service shall be turned on again if discontinued for non-payment (or any other valid reason) until all charges have been paid.

Change of Ownership, Tenancy or Service

A new application and agreement must be made and approved by the Corporation on any change in ownership of property, or in tenancy, or in the service as described in the application. In the event of failure of a new owner or tenant to make such application, the Corporation shall have the right to discontinue service until such new application is made and approved.

Security Deposits

Each new Customer, before connection or reconnection, of the service may be required to make a refundable deposit to secure payment of sewerage bills in an amount double the monthly bill for that particular type of customer. Interest as approved by the Authority will be paid on any such refundable Deposit.

Special Pretreatment Sewage Requirements

For all sewerage connections, in addition to the customary tap fees, the Corporation reserves the right to require any non-residential user to provide special treatment for any high strength effluent before discharge into its sewerage system. The Corporation may, upon the basis of recognized engineering standards and treatment cost, increase the tap fees or sewer service charges to cover the cost of treatment of high strength effluent or industrial waste with the approval of the Authority, and may impose recognized engineering standards as to the maximum size of solids and constituents in such waste discharged into its sewerage system.

Damages

The Corporation shall in no event be responsible for maintaining any service line owned by the Customer, for damages created by sewage escaping therefrom, or for defects in lines or fixtures on the property of the Customer. The Customer shall at all times comply with all

regulations of the Corporation relating to the service lines and shall make all changes in the Customer's line required on account of grade or otherwise.

All leaks in any pipe are fixture on the premises of the Customer shall be immediately repaired. On failure to repair any such leak, the service may be discontinued until repairs are made.

In Event of Emergency

The Corporation shall not be liable to the Customer for interruption in service or for damages or inconvenience as a result of any interruption, stoppage, etc., which is beyond the reasonable control of the Corporation.

Extension Plan

The Corporation will furnish sewer services to all property owners whose lands abut the trunk sewer. The sewer service charges and tap fees included in this tariff do not include costs for constructing collector and lateral sewers and do include costs for constructing trunk sewers and lift stations. Any collector and/or lateral sewers required to service such abutting properties shall be constructed at the cost of the party desiring it, and these sewers shall become the property of the Corporation to be credited to the account for contribution in aid of construction. If the said desiring party does not wish to construct his own collector and lateral sewers, the Corporation may construct them and charge the desiring party the total project costs for same. The desiring party shall obtain at its expense the easements required by the Corporation for any collector and/or lateral sewers.

Plans for any extensions shall be reviewed and approved by the Engineer prior to construction.

Contributions in Aid of Construction & Advances in Aid of Construction

All contributions and advances that are treated as taxable revenues by the IRS, whether in the form of property or cash, shall be increased by a cash flow payment to the utility, in an amount equal to 33% of the contribution or advance. The contribution or advance will be equal to the "original cost" if in the form of property or face value if in the form of cash.

Contracts for Service

Each customer before installation of service shall be required to execute on the appropriate forms furnished by the Corporation or its designated representative.

FILED

RECEIVED
STATE OF TENNESSEE

**ARTICLES OF AMENDMENT TO THE
CHARTER
OF
BERRY'S CHAPEL UTILITY, INC.**

2011 MAR 24 PM 3:45

THE HARGETT
SECRETARY OF STATE

Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Berry's Chapel Utility, Inc.
2. The text of the amendment to paragraph 6 of the corporation's charter adopted is:
 6. This corporation will have members.
3. This amendment was duly adopted on March 11, 2011 by the board of directors without members' approval, as such was not required.
4. Additional approval of the amendment by anyone other than the board of directors is not required.

DATED this 11th day of March, 2011.



Tyler L. Ring, Director - President

ranstetter-mail



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

March 24, 2011

Berry's Chapel Utility, Inc.

321 Billingsly Court
Suite 4
Franklin, TN 37065

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

Control # : 635712 Status: Active
Filing Type: Corporation Non-Profit - Domestic

Document Receipt

Receipt # : 401534

Filing Fee: \$20.00

Payment-Cash - Berry's Chapel Utility, Inc., Franklin, TN

\$20.00

Amendment Type: Articles of Amendment

Image # : 6857-1015

Filed Date: 03/24/2011 3:45 PM

This will acknowledge the filing of the attached articles of amendment with an effective date as indicated above. When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

BK/PG:5293/40-41

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CHARTER	
04/04/2011	02:36 PM
BATCH	211586
MTG TAX	0.00
TRN TAX	0.00
REC FEE	5.00
DP FEE	2.00
REG FEE	0.00
TOTAL	7.00

STATE OF TENNESSEE, WILLIAMSON COUNTY

SADIE WADE
REGISTER OF DEEDS

ATTACHMENT # 7

AGREEMENT AND PLAN OF MERGER

Pursuant to the provisions of Section 48-61-101 of the Tennessee Nonprofit Corporation Act, **Lynwood Utility Corporation (Lynwood)**, and **Berry's Chapel Utility, Inc. (Berry's Chapel)** enter into this AGREEMENT AND PLAN OF MERGER this 18th day of August, 2010.

1. Merger.

(a) On the effective date set forth in this section and upon the terms and subject to the conditions set forth in this Agreement, Lynwood shall be merged with and into Berry's Chapel whereupon the separate existence of Lynwood will cease and Berry's Chapel shall be the surviving corporation in the merger (the Surviving Corporation).

(b) As soon as practicable after the satisfaction or waiver of the conditions to obligations of the parties to consummate the Merger, Lynwood and Berry's Chapel will file articles of merger with the Tennessee Secretary of State and make all other filings and recordings required by applicable law in connection with the merger.

(c) The effective date of the Merger is September 1, 2010.

(d) On the effective date of the Merger, Lynwood will no longer exist as a separate corporation, and all responsibility, coverage and liability for the terms and conditions of Lynwood's NPDES Permit TN0029718 shall transfer to Berry's Chapel.

2. The Surviving Corporation.

(a) The charter of the Surviving Corporation in effect on the effective date shall be the charter of the Surviving Corporation until amended in accordance with applicable law.

(b) The by-laws of the Surviving Corporation in effect on the effective date shall be the charter of the Surviving Corporation until amended in accordance with applicable law.

STATE OF TENNESSEE

2010 AUG 20 PM 3:13

SECRETARY OF STATE

6759.0427

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STATE OF TENNESSEE

2010 AUG 20 PM 3: 13

TIM J. FLETCHER
SECRETARY OF STATE

3. Effect of the Merger.

The Merger shall have the effect set forth in T.C.A. § 48-61-105. Upon the Merger, Berry's Chapel, the surviving corporation, shall assume the contracts, obligations and liabilities of every nature of Lynwood and shall thereupon and thereafter possess all rights, privileges, immunities, assets, property, debts, liabilities and choses in action of the merging corporations, without the necessity of any other formal documentation, except as may be required by law.

4. Covenants.

(a) For the Lynwood sewer system, Berry's Chapel shall issue a promissory note to John Ring in the approximate amount of \$1,200,000 and a promissory note to Tyler L. Ring in the approximate amount of \$1,200,000, John Ring and Tyler Ring being the shareholders of Southern Utility Corporation, the sole shareholder of Lynwood, with such promissory notes to be secured by a second mortgage on the real property and a first lien on the personal property of Berry's Chapel. Each promissory note shall have the following terms:

Date of maturity – September 1, 2030

Interest rate 2% for the first two years of the note
 2.5% for the third year of the note
 3.0 % for the remaining 17 years of the note

Payments Beginning on September 1, 2013, an annual payment in the amount of \$50,000 will be due on August 31st of each year with a balloon payment on August 31, 2030.

(b) With the Merger of Lynwood with and into Berry's Chapel, all shares of stock of Lynwood shall thereupon be cancelled and extinguished in all respects.

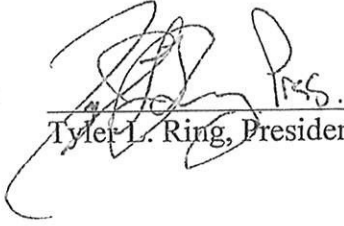
(c) On the effective date of the Merger, the Lynwood sewer treatment and collection

system shall be transferred to the books and records of Berry's Chapel at the fair market value on the effective date with an approximate value of \$5,580,000.

IN WITNESS WHEREOF, the parties have caused their names to be subscribed hereto on the day and year first above written.

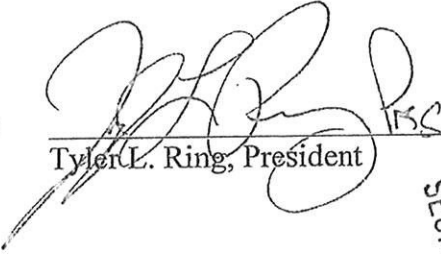
LYNWOOD UTILITY CORPORATION

By:


Tyler L. Ring, President

BERRY'S CHAPEL UTILITY, INC.

By:


Tyler L. Ring, President

STATE OF TENNESSEE
2010 AUG 20 PM 3:13
TERRY H. HARRIS
SECRETARY OF STATE

6759.0429



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

Berry's Chapel Utility, Inc.
321 Billingsly Court
Suite 4
Franklin, TN 37065 USA

August 20, 2010

Control # 635712

Effective Date: 09/01/2010 12:00 AM

Document Receipt

Receipt #: 238062

Filing Fee: \$100.00

Payment-Check/MO - BRANSTETTER STRANCH & JENNINGS, PLLC, NASHVILLE, \$100.00

ACKNOWLEDGMENT OF MERGER

LYNWOOD UTILITY CORPORATION (Williamson County) (Qualified Non-survivor)

merged into **Berry's Chapel Utility, Inc. (Williamson County) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett, Secretary of State
Business Services Division

Processed By: Cynthia Dunn

ATTACHMENT #9

[illegible]

engineering report

January 2009

Preliminary Engineering Report

Lynwood Wastewater System Valuation

Prepared for

Lynwood Utility Corporation

Working to better our communities & environment



TABLE OF CONTENTS

Section 1 - Introduction.....	1-1
1.1 General Information.....	1-1
1.2 Financial Information	1-1
Section 2 – Collection System	2-1
2.1 Cottonwood	2-1
2.2 Legends Ridge	2-1
2.3 River Landing.....	2-1
2.4 Other Areas	2-1
Section 3 – Wastewater Treatment Plant	3-1
3.1 General Information.....	3-1
3.2 NPDES Permit and Compliance Issues	3-1
3.3 Headworks	3-2
3.4 Aeration Basins	3-2
3.5 Intermediate Clarifier.....	3-3
3.6 Denitrification Basins	3-3
3.7 Final Clarifier	3-4
3.8 Sand Filters.....	3-4
3.9 Chlorination/Dechlorination	3-4
3.10 Sludge Treatment and Disposal	3-5
3.11 Laboratory Building and General Area.....	3-5
3.12 Other Improvements	3-5
Section 4 – Estimate of Worth	4-1

SECTION 1

INTRODUCTION

1.1 General Information

Established in 1976 to serve the Cottonwood subdivision, Lynwood Utility Corporation consisted of a 125,000- gallon per day (gpd) package wastewater treatment plant known as the Lynwood Wastewater Treatment Plant (WWTP) and sewer lines to serve 484 houses. In 1995, David Terry purchased the wastewater treatment plant and collection system, and the plant was expanded to 200,000-gpd capacity to serve the 167 lots of Legends Ridge. By 1998, the River Landing development was expected to add another 187 lots to the treatment plant's service area, and the plant was expanded again to 400,000 gpd. Part of the Tennessee Department of Environment and Conservation (TDEC) requirements when the permitted capacity of the plant was increased was that a portion of the additional capacity would be reserved to serve areas within the Meadowgreen, Hillsboro Acres, and Farmington subdivisions with failing septic tanks should an agreement with these subdivisions and Williamson County be reached.

The system currently has approximately 68,700 feet of 8- and 10-inch sewer lines, 270 manholes and 17,200 feet of 2-inch through 6-inch force mains. There are five sewage pumping stations in the system: two at River Landing, one at the wastewater treatment plant, one at Legends Ridge, and one at Walnut Grove Elementary School. Four of the pumping stations are maintained by Lynwood Utility Corporation, while the one at Walnut Grove Elementary School is maintained by the Williamson County School Board. Lynwood Utility Corporation is a private company regulated by the Tennessee Regulatory Authority.

1.2 Financial Information

Currently, Lynwood Utility Corporation reports that it owes approximately \$960,000 in long term debt, and about \$240,000 in short term debt. In addition, there are needed improvements to the wastewater treatment plant expected to cost approximately \$400,000.

Current sewer rates are \$6.53 per 1000 gallons, with the usage taken from the water meter readings. Walnut Grove Elementary School is charged a flat rate of \$891.00 per month. A rate increase is planned for summer 2009.

SECTION 2

COLLECTION SYSTEM

2.1 Cottonwood

Cottonwood subdivision, constructed in 1976, consists of 484 single family homes, and is currently built out. There are approximately 125 feet of 10-inch concrete sewer line, 190 feet of 10-inch PVC sewer line, 36,600 feet of 8-inch PVC sewer line, and 102 manholes in the Cottonwood development. Most of the sewers are in the roads. There is one sewage pumping station located at the treatment plant site with a capacity of 535 gallons per minutes (gpm).

In 1999, an Inflow and Infiltration Study was done on the Cottonwood portion of the system by E. Roberts Alley & Associates. During the study, television inspections were performed on all of the sewers in this development. The report recommended that five manhole covers be changed to watertight covers, and that two existing watertight manhole covers be repaired. In addition, 33 point repairs, and 304 feet of sewer line replacement were recommended. The estimated cost in the Alley Inflow and Infiltration Study for this sewer rehabilitation project was \$98,360. Approximately 90 percent of this work has been completed as of November 2008.

2.2 Legends Ridge

The Legends Ridge development was constructed in phases starting in 1995. There are 176 total lots in the development. There are approximately 14,300 feet of 8-inch PVC sewer, 50 manholes, and one 180-gpm pump station in Legends Ridge. There are sewer lines in virtually every street, but the topography required that many sewer lines also be installed in the back of the houses. No rehabilitation work has been done on these sewers; however, because these sewers are relatively new PVC construction, there is likely no need for rehabilitation at this time.

2.3 River Landing

The River Landing development consists of 187 lots. Sewers for this development are complete. The development contains two pumping stations, one with a capacity of 100 gpm, and one with a capacity of 320 gpm. There are approximately 300 feet of 6-inch PVC sewer lines, 89 manholes and 4700 feet of 4-inch PVC force main installed.

2.4 Other Areas

There are two additional existing neighborhoods in the Lynwood certified service area: Chapel Wood, and Harts Landmark. The Chapel Wood subdivision currently has six lots on grinder pumps with 1,000 feet of 2-inch force main, and 250 feet of 2-1/2-inch force main. The Harts Landmark subdivision is planning to install 27 grinder pumps, but these pumps are not yet in service. There are three existing

neighborhoods immediately adjacent to Lynwood's certificated service area: Meadowgreen, Hillsboro Acres, and Farmington. Meadowgreen consists of 178 single-family homes, Hillsboro Acres contains 144 single-family homes, and Farmington has 90 single-family homes. There are 12 lots in Farmington that have had grinder pump stations installed along with 2,350 feet of 2-inch force main, and 2,000 feet of 3-inch force main. All of the remaining lots in these three subdivisions are on septic tanks. In 1999, E. Roberts Alley & Associates prepared a plan for extending sewer service into these areas. In the report, the costs were estimated for conventional sewers, and for providing sewer service using a septic tank effluent pumping (STEP) system. The estimated costs to provide sewer service were as follows:

Development	Estimated Cost Conventional Sewers	Estimated Cost STEP System
Meadowgreen	\$3,148,145	\$1,979,360
Hillsboro Acres	\$2,935,945	\$1,169,650
Farmington	\$1,914,600	\$1,082,650

There are reports of failing septic tanks in these developments. In addition, Lynwood's National Pollutant Discharge Elimination System (NPDES) Permit requires that Lynwood Utility Corporation negotiate with representatives of these subdivisions and Williamson County to provide sewer service to the homes in these areas. A good faith effort to come to some agreement to provide sewer service is required. Lynwood has submitted a proposal to Williamson County setting forth the terms and conditions under which Lynwood Utility Corporation will agree to treat the wastewater from these areas. Lynwood Utility Corporation reports that Williamson County has agreed to install the sewer collection systems to serve these three subdivision. To date, Williamson County has not accepted Lynwood Utility Corporation's proposal to treat the wastewater from these three subdivisions. Therefore, the cost of these improvements has not been included as a liability in the valuation.

SECTION 3

WASTEWATER TREATMENT PLANT

3.1 General Information

The Lynwood WWTP, an extended air activated sludge plant, was constructed in four phases. In 1976, the original 125,000 gpd package plant was built to serve the Cottonwood subdivision. The plant was expanded in 1995 to 200,000 gpd to serve Legends Ridge, and a third expansion in 1998 expanded the plant to 400,000 gpd in order to serve River Landing. In 2003, the plant was converted to a two-stage nitrification/denitrification process to allow the plant to meet nutrient limits included in the permit, but the plant capacity was not increased. Current dry weather, influent flow averages about 155,000 gpd, and maximum flow appears to be about 574,000 gpd.

The plant is operated under contract. In addition, the plant is manned on a full-time basis. In general, maintenance of the building, basins and grounds appears to be fair, although some areas do require attention. It is evident that additional funds have been expended for maintenance items in the last few years.

3.2 NPDES Permit and Compliance Issues

Lynwood Utility has an NPDES Permit to discharge 0.4 million gallons per day (MGD) to the Harpeth River issued on December 1, 2003. The permit expired on July 31, 2006, and has not been reissued. Permit limits are shown in Table 3.1.

TABLE 3.1 - NPDES Permit Limits

Effluent Characteristic	Monthly Average Limit
CBOD ₅ (May 1 – Oct. 31)	5 mg/L
CBOD ₅ (Nov. 1 – April 30)	10 mg/L
Ammonia as N (May 1 – Oct. 31)	2 mg/L
Ammonia as N (Nov. 1 – April 30)	5 mg/L
Suspended Solids	30 mg/L
Total Chlorine Residual	0.03 mg/L max.
Dissolved Oxygen	6.0 mg/L min.
Total Nitrogen as N	3.0 mg/L
Total Phosphorus	report

In the one-year period from October 1, 2007 through September 30, 2008, one permit violation was reported as shown in Table 3.2.

TABLE 3.2 - Effluent Violations

Type of Violation	Number of Violations	Comments
Sewer System Overflow	1 (8/15/2007)	Line blocked by tree roots

3.3 Headworks

The headworks consist of three bar screens in series. The first screen has 1-½-inch openings, and is followed by a screen with 1-inch openings, which in turn is followed by a ½-inch screen. The screenings are manually raked and collected on top of the concrete structure. Liberal amounts of powdered calcium hypochlorite (HTH) are used to control odors.

Flow from the bar screens is discharged to a four-way splitter box that combines the return sludge with the influent flow, and splits the flow between the aeration basins. The flow split relies on baffle walls between the outlet pipes to each basins to split the flow evenly. This does not result in an even split.

3.4 Aeration Basins

There are four aeration basins. The two older basins, constructed with the original 1976 plant, are 30.5 feet wide, 77.5 feet long, and have a 9.0 foot liquid depth. They are aerated by fine bubble fixed header diffusers. The two new basins, completed as part of the expansion from 200,000 to 400,000 gpd capacity, each are 28.5 feet wide, 58 feet long, and have a 13.4-foot liquid depth. These basins are equipped with floating aerators. The two new basins are currently out of service due to the excessive detention times provided when all four basins are utilized. Table 3.3 shows the design data on the aeration basins.

TABLE 3.3 - Aeration Basins

Flow, gpd	Hydraulic Detention Time, Hours All Four Basins in Service	Volumetric Loading, lb BOD/1000 cf All Four Basins in Service	Hydraulic Retention Time, Hours Three Basins in Service	Hydraulic Retention Time, Hours Two Older Basins in Service
125,000	125	2.4	93	61
200,000	78	3.8	58	38
400,000	39	7.7	29	19
Accepted Value ¹	6 -15	5 - 30		

¹Metcalfe & Eddy, 3rd Edition, for two stage denitrification systems

It is evident that the detention time in the aeration basins, with all four basins in service, exceeds the recommended maximum even at design flow. Operating the plant with the two new basins out of service, as is the current operating mode, appears to be the best solution.

The mixed liquor suspended solids (MLSS) in the aeration basins are generally reported as being 60 to about 140 mg/L on the Monthly Operating Reports (MORs). The MLSS should be in the range of 2000 to 4000 mg/L; therefore it appears that this data is some type of error. Visual observation of the basins indicates that the solids levels are reasonable. It could be that the values being reported are actually settleable solids for the basins rather than suspended solids.

3.5 Intermediate Clarifier

There is one 40-foot diameter circular intermediate clarifier with a 10.75 foot liquid depth. The clarifier is a center feed, peripheral takeoff type with a double effluent weir located approximately one foot off the exterior wall. Table 3.4 shows the design data for the clarifier.

TABLE 3.4 - Intermediate Clarifier

Flow, gpd	Surface Overflow Rate, gpd/sf
125,000	99.5
200,000	159.2
400,000	318
Accepted Value ¹	200 – 400 average 600 – 800 peak

¹Metcalf & Eddy, 3rd Edition

The clarifier appears to operate adequately. Sludge is removed from the clarifier by airlift pumps. Airlift pumps are generally unreliable as return and waste sludge pumps because the pumping rate is likely to vary widely.

3.6 Denitrification Basins

Effluent from the intermediate clarifier flows to the denitrification splitter box, which evenly splits the flow between the two denitrification basins, which were added as part of the 2003 improvements. The anoxic portion of each basin is 41 feet by 41 feet with a liquid depth of 16.0 feet. The aerobic portion of each basin is 10 feet by 41.3 feet with a liquid depth of 11.0 feet. The anoxic portion of each basin is equipped with a floating mixer, and the aerobic portion is provided with coarse bubble aeration. Table 3.5 shows the design data for the denitrification basins.

TABLE 3.5 - Denitrification Basins

Flow, gpd	Anoxic Hydraulic Detention Time (Hours)	Aerobic Hydraulic Detention Time (Hours)
125,000	77.3	13.0
200,000	48.3	8.2
400,000	24.1	4.1
Accepted Value ¹	0.2 - 2	0.5

¹Metcalf & Eddy, 3rd Edition, for two-stage denitrification systems

Although the denitrification basins are much larger than necessary, they appear to be operating reasonably well and the plant is meeting the total nitrogen limit.

3.7 Final Clarifier

One 40-foot diameter circular final clarifier with a 12.0-foot liquid depth was added in 2003 to remove solids from the wastewater prior to disinfection. The clarifier is a center feed, peripheral takeoff type. Table 3.6 shows the design data for the clarifier.

TABLE 3.6 - Final Clarifier

Flow, gpd	Surface Overflow Rate, gpd/sf
125,000	99.5
200,000	159.2
400,000	318
Accepted Value ¹	200 – 400 average 600 – 800 peak

¹Metcalf & Eddy, 3rd Edition

The clarifier appears to operate adequately. Sludge is removed from the clarifier by airlift pumps. Airlift pumps are generally unreliable as return and waste sludge pumps, because the pumping rate is likely to vary widely.

3.8 Sand Filters

There were at one time two operable sand filters located above the chlorine contact basin, which also served as a clearwell for the filters. These sand filters are currently out of service, and appear to be inoperable. Some of the equipment appears to be missing.

3.9 Chlorination/Dechlorination

The chlorine contact chamber, which includes extra volume because it was originally intended to function as a clearwell for the sand filters, has a total volume of 34,500 gallons. The detention time in the chlorine contact chamber is 396 minutes at 125,000 gpd of flow, 248 minutes at a flow of 200,000 gpd, and 124 minutes at 400,000 gpd. All of these values are well above the 30-minute minimum detention time required for disinfection. Prior to discharge, the effluent is dechlorinated, and passes

through a post aeration basin. The post aeration basin appears to operate well. Effluent flow is measured by a v-notch weir that seems to operate well.

Chlorine is fed from 250-pound cylinders. Sulfur dioxide, in 250-pound cylinders, is used as the dechlorination agent. The chlorination and dechlorination equipment appears to be adequate. The chlorine and sulfur dioxide are housed in separate rooms adjacent to the Laboratory Building.

3.10 Sludge Treatment and Disposal

The sludge is wasted from the final clarifier to an aerobic digester with a volume of 18,850 gallons. According to the MORs, approximately 142,800 gallons per month are wasted, which corresponds to 4,885 gallons per day of sludge wasting. This results in an average sludge digestion time of a little over 6 hours if only the digester is used for sludge storage. While the detention time is very low, the sludge is disposed of in a landfill, and therefore additional digestion is not required. One of the two aeration basins that are out of service could be used for sludge storage, which would provide additional detention time in an emergency situation. Sludge from the digester is pumped to two specially designed sludge boxes. The boxes are regularly decanted, and a sludge hauler empties the boxes about once per week. The thickened sludge is hauled to a landfill.

3.11 Laboratory Building and General Area

The Laboratory Building houses the blower room, a small laboratory, a polymer storage area, a general storage area, and the chlorine and sulfur dioxide rooms. The blower room has no mechanical ventilation, and the room is very hot.

There are other problems at the plant. Some piping between basins is located on top of the sidewalk, presenting a tripping hazard. Hoses and electrical extension cords run along sidewalks, and there are extension cords which appear to be permanent installations which are plugged into non-weatherproof outlets. Some areas, such as the chlorine contact chamber, may need additional handrails. Some of the air piping is leaking. In addition, much of the facility is in need of painting. There are obviously some capital improvements that need to be made in order to have permanent solutions to some of these issues.

3.12 Other Improvements

Lynwood Utility recognizes that there are certain improvements that need to be made at the treatment plant. These improvements include:

- Standby electrical generator
- A coagulant chemical feed system to aide in phosphorus removal
- Two tertiary dual media filters

According to Lynwood Utility, these improvements are expected to cost approximately \$400,000.

SECTION 4

ESTIMATE OF WORTH

Table 4.1 shows the estimated present worth of each portion of Lynwood Utility. Each portion's worth was determined by establishing an estimated cost for installation at today's prices, and using straight-line depreciation with an assumed life of as shown in the table. Liabilities include expected costs, such as the cost of planned improvements at the treatment plant, as well as debt repayment.

The total construction cost of all assets escalated to a current (December, 2008) value is \$11.798 million. Subtracting total depreciation on these assets of approximately \$5.176 million yields a depreciated asset value of approximately \$6.62 million. Total liabilities reported by Lynwood Utilities are \$1.6 million, leaving a net asset value of \$5,021,975 for the utility.

TABLE 4.1 - Estimated Worth – Lynwood Utility

Area	Item Description	Project Cost Information			Cost Year Cost Index	December 2008 Cost Index	Escalation Factor	December 2008 Construction Cost
		Year of Construction	Construction Cost ^{1,2}	Dollar Value in Year				
WWTP	Initial Plant Construction 125,000 gpd	1976	\$ 625,000	2000	6221	8551.32	1.375	\$ 859,000
WWTP	Plant Expansion to 200,000 gpd	1995	\$ 300,000	2000	6221	8551.32	1.375	\$ 412,000
WWTP	Plant Expansion to 400,000 gpd	1998	\$ 800,000	2000	6221	8551.32	1.375	\$ 1,100,000
WWTP	Plant Improvements	2003	\$ 750,000	2003	6694	8551.32	1.277	\$ 958,000
Cottonwood	Sewers	1976						\$ 3,068,000
	Pump Station (525 gpm)	1976						\$ 477,000
Legends Ridge	Legends Ridge I	1995-1999						\$ 1,347,000
	Legends Ridge First Addition, Section 1	2004						\$ 70,000
	Legends Ridge First Addition, Section 2	2004						\$ 95,000
	Legends Ridge First Addition, Section 3	2006						\$ 57,000
	Legends Ridge Second Addition	2006						\$ 187,000
	Pump Station (180 gpm)	1995						\$ 365,000
River Landing	River Landing, Section A	1999						\$ 164,000
	River Landing, Section B	2001						\$ 204,000
	River Landing, Section C	1999						\$ 303,000
	River Landing, Section D	2000						\$ 290,000
	River Landing, Section E	2001-2003						\$ 831,000
	Pump Station (320 gpm)	1999						\$ 415,000
	Pump Station (100 gpm)	2001						\$ 337,000
Meadowgreen	178 connections, none installed							
Hillsboro Acres	144 connections, none installed							
Farmington	Force Main	2001-2002						\$ 150,000
	8 grinders	2002-2007						\$ 40,000
Chapel Wood	Force Main	2001-2002						\$ 44,000
	5 grinders	2003, 2008						\$ 25,000
Harts Landmark	27 grinders, none installed							
Construction Cost for Plant, Pump Stations, Sewer and Force Mains								\$ 11,798,000

Notes:

- 1.) Construction cost for initial plant construction and 1995 and 1998 expansions from JIG July 2000 report, estimated construction cost in Year 2000 dollars.
- 2.) Design, Construction Service / Inspection fees not included.
- 3.) Assumed service life does not consider impact of current condition of equipment / system.

Service Life		Depreciation							
Years	Description	Initial Cost C_i	Salvage Value C_{s20}	Maximum Service Life ¹ (Years)	Years into Service Life (Years)	Total Depreciation $C_T = C_i - C_{s20}$	Depreciation per Year (Straight Line Method)	Depreciation to Date	Present Value
30-40	Structures and Improvements	\$ 859,000	\$	40	33	\$ 859,000	\$ 21,475	\$ 708,675	\$ 150,325
30-40	Structures and Improvements	\$ 412,000	\$	40	13	\$ 412,000	\$ 10,300	\$ 133,900	\$ 278,100
30-40	Structures and Improvements	\$ 1,100,000	\$	40	9	\$ 1,100,000	\$ 27,500	\$ 247,500	\$ 852,500
30-40	Structures and Improvements	\$ 958,000	\$	40	5	\$ 958,000	\$ 23,950	\$ 119,750	\$ 838,250
35-40	Sewer / Force Mains	\$ 3,068,000	\$	40	32	\$ 3,068,000	\$ 76,700	\$ 2,454,400	\$ 613,600
30-40 20-30	Structures and Improvements Electric Pumping Equipment	\$ 477,000	\$	40	32	\$ 477,000	\$ 11,925	\$ 381,600	\$ 95,400
35-40	Sewer / Force Mains	\$ 1,347,000	\$	40	13	\$ 1,347,000	\$ 33,675	\$ 437,775	\$ 909,225
		\$ 70,000	\$	40	4	\$ 70,000	\$ 1,750	\$ 7,000	\$ 63,000
		\$ 95,000	\$	40	4	\$ 95,000	\$ 2,375	\$ 9,500	\$ 85,500
		\$ 57,000	\$	40	2	\$ 57,000	\$ 1,425	\$ 2,850	\$ 54,150
		\$ 187,000	\$	40	2	\$ 187,000	\$ 4,675	\$ 9,350	\$ 177,650
30-40 20-30	Structures and Improvements Electric Pumping Equipment	\$ 365,000	\$	40	13	\$ 365,000	\$ 9,125	\$ 118,625	\$ 246,375
35-40	Sewer / Force Mains	\$ 164,000	\$	40	9	\$ 164,000	\$ 4,100	\$ 36,900	\$ 127,100
		\$ 204,000	\$	40	7	\$ 204,000	\$ 5,100	\$ 35,700	\$ 168,300
		\$ 303,000	\$	40	9	\$ 303,000	\$ 7,575	\$ 68,175	\$ 234,825
		\$ 290,000	\$	40	8	\$ 290,000	\$ 7,250	\$ 58,000	\$ 232,000
		\$ 831,000	\$	40	7	\$ 831,000	\$ 20,775	\$ 145,425	\$ 685,575
30-40	Structures and Improvements	\$ 415,000	\$	40	9	\$ 415,000	\$ 10,375	\$ 93,375	\$ 321,625
20-30	Electric Pumping Equipment	\$ 337,000	\$	40	7	\$ 337,000	\$ 8,425	\$ 58,975	\$ 278,025
35-40	Sewer / Force Mains	\$ 150,000	\$	40	7	\$ 150,000	\$ 3,750	\$ 26,250	\$ 123,750
		\$ 40,000	\$	25	6	\$ 40,000	\$ 1,600	\$ 9,600	\$ 30,400
35-40	Sewer / Force Mains	\$ 44,000	\$	40	7	\$ 44,000	\$ 1,100	\$ 7,700	\$ 36,300
		\$ 25,000	\$	25	5	\$ 25,000	\$ 1,000	\$ 5,000	\$ 20,000
Total Depreciation								\$ 5,176,025	
								Total Assets	\$ 6,621,975
								Total Liabilities	\$ (1,600,000)
								Total Net Worth	\$ 5,021,975



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

March 7, 2011

Mr. Tyler Ring
Berry's Chapel Utility, Inc.
321 Billingsly Court, Suite 4
Franklin, TN 37065

Dear Tyler:

We are pleased to confirm our understanding of the services we are to provide for Berry's Chapel Utility, Inc. for the period ended June 30, 2011.

Our Responsibilities

We will audit the statement of financial position of Berry's Chapel Utility, Inc. (the "Organization") as of June 30, 2011.

The objective of our audit is the expression of an opinion about whether your financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. If our opinion is other than unqualified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or to issue a report as a result of this engagement.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts and direct confirmation of receivables and certain assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will also request written representations from the Organization's attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about the financial statements and related matters.

Mr. Tyler Ring
Berry's Chapel Utility, Inc.
March 7, 2011
Page 4

Our Fees

We consider many factors in billing for our services, including the hourly billing rates of the individuals assigned to the engagement plus our direct expenses, the complexity of the engagement and the special skills needed to handle the engagement. Based on our understanding of the scope of our services and the assistance to be provided by your staff, our fee for these services will be \$6,000 for the audit services, plus out-of-pocket expenses. If it should become necessary for us to perform other services such as assistance in preparation of the schedules, the charges for those services will be discussed with you before they are incurred and billed separately. Fees for general, tax, or other consulting services will be billed at our standard hourly rates.

The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss with you and arrive at a new fee estimate before we incur the additional costs. Our invoices for these fees will be rendered as work progresses and are payable on presentation.

We reserve the right to withdraw from the engagement if our progress billings are not paid when due. In accordance with our firm policies, work may be suspended if your account becomes overdue and will not be resumed until your account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination, even if we have not completed our report. You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket expenditures through the date of termination.

Other Matters

If you intend to publish or otherwise reproduce the financial statements and make reference to our firm, you agree to provide us with printers' proofs or masters for our review and approval before printing. You also agree to provide us with a copy of the final reproduced material for our approval before it is distributed.

With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your Internet website, you understand that electronic sites are a means of distributing information and, therefore, we are not required to read the information contained in those sites or to consider the consistency of other information in the electronic site with the original document.

In all events, you agree that when you disseminate the audited financial statements by whatever method you will include all documents comprising the financial statements, including the accountants' opinion.

You agree that in the event any dispute should arise concerning this engagement, the jurisdiction and venue for any dispute shall be either a state court located in Williamson County, Tennessee, or the Federal District Court located in Davidson County, Tennessee, and Tennessee law shall apply.

Mr. Tyler Ring
Berry's Chapel Utility, Inc.
March 7, 2011
Page 5

Occasionally, in these types of engagements, our clients may want to make an offer of employment to an employee of our firm. We would prefer this not to happen because we expend significant time and money in the training of these individuals and the other clients they serve are inconvenienced if they leave the firm. Accordingly, Berry's Chapel Utility, Inc., its affiliates and any of their employees, agree that, during the term of the engagement and for a period of one year after the termination of the engagement, Berry's Chapel Utility, Inc. will not, directly or indirectly, make an offer of employment to an employee of our firm and its affiliates who was actively involved in the performance of the services under this engagement. Lattimore Black Morgan & Cain, PC also agrees that during the term of the engagement and for a period of one year after the termination of the agreement that it will not make an offer of employment to anyone at Berry's Chapel Utility, Inc. actively involved in the performance of services under the engagement.

* * * * *

We appreciate the opportunity to be of service to you and believe this letter accurately summarizes the significant terms of the engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy in the space provided and return it to us.

Very truly yours,

LATTIMORE BLACK MORGAN & CAIN, PC



W. Joseph Atkins

Response:

This letter correctly sets forth the understanding of Berry's Chapel Utility, Inc.

Officer signature: _____

Title: RESIDENT

Date: 3/11/11



LATTIMORE BLACK MORGAN & CAIN, PC
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

To the Board of Directors
Berry's Chapel Utility, Inc.:

We have audited the balance sheet of Berry's Chapel Utility, Inc. (the "Utility") as of June 30, 2011, and have issued our report thereon dated October 21, 2011. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated March 7, 2011. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Utility are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during the 2011 fiscal year. We noted no transactions entered into by the Utility during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements are:

- fair values allocated to assets acquired and liabilities assumed in the merger of the Utility and Lynnwood Utility Corporation on September 1, 2010
- the reasonableness of depreciable lives for utility plant
- anticipated collection of accounts receivable
- recognition of regulatory assets
- evaluation of the Utility's ability to continue as a going concern and assessment of disclosures of management's plans

We evaluated the key factors and assumptions used to develop the estimate in determining that it is reasonable in relation to the financial statements taken as a whole.

The disclosures in the financial statements are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. Additionally, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated October 21, 2011.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Utility's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Utility's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Independence

We are not aware of any relationships between our firm and the Utility that, in our professional judgment, may reasonably be thought to bear on our independence which have occurred during the period from September 1, 2010 (date of merger) through the date of this letter.

Other Matters

During the course of our audit, we became aware of a matter that is an opportunity for strengthening internal controls and operating efficiency. A summary of our comment and recommendation follows.

Segregation of Duties

Because of limited number of available personnel, it is not always possible to adequately segregate certain incompatible duties, so that no one employee has access to both physical assets and the related accounting records, or to all phases of a transaction. Consequently, the possibility exists that unintentional or intentional errors or irregularities could exist and not be promptly detected.

While our audit did not reveal any significant errors or irregularities resulting from this lack of segregation of employee duties and responsibilities, the Board of Directors should monitor the day-to-day operations of the Utility and review the monthly financial statements, including budgeted amounts for revenues and expenses.

This information is intended solely for the use of the Board of Directors and management of the Utility and is not intended to be and should not be used by anyone other than these specified parties.

Cattimore Black Morgan & Cain, P.C.

Brentwood, Tennessee

October 21, 2011

ATTACHMENT # 18

Berry's Chapel Utility, Inc.

Year End: June 30, 2011

Adjusting Journal Entries

Date: 7/1/2010 To 6/30/2011

Prepared by	Reviewed by
CH 10/19/2011	CM 10/20/2011

A. 2

Number	Date	Name	Account No	Reference	Debit	Credit	Net Income (Loss)	Amount Chg	Recurrence
Net Income (Loss) Before Adjustments							(291,462.00)		
A1	6/30/2011	DEFERRED ODOR CONTROL	171.30	K. 2	19,847.00				
A1	6/30/2011	SLUDGE REMOVAL	711.10	K. 2		19,847.00			
		To adjust the deferred odor control asset to actual			19,847.00	19,847.00	(271,615.00)	19,847.00	
A2	6/30/2011	ACCOUNTS RECEIVABLE	141.10			14,514.00			
A2	6/30/2011	RESERVE FOR BAD DEBTS	141.20		14,514.00				
A2	6/30/2011	DEFERRED COST - FLOOD DAMAGE	171.40		23,966.00				
A2	6/30/2011	DEFERRED COST - FLOOD DAMAGE	171.40			69,866.00			
A2	6/30/2011	BEGINING FUND BALANCE	270.10			23,666.00			
A2	6/30/2011	FACILITY CHARGE - HB & TS	501.21		48,240.00				
A2	6/30/2011	FACILITY CHARGE - COF	501.22		35,000.00				
A2	6/30/2011	FACILITY CHARGE - MVUD	501.23		840.00				
A2	6/30/2011	Customer Accounting - BAD DEBT EXPENSE	732.40			14,514.00			
		Entry to reduce allowance for doubtful accounts and revenue for inclusion in deferred flood regulatory asset.			122,560.00	122,560.00	(341,181.00)	(69,566.00)	
A3	6/30/2011	ACCOUNTS RECEIVABLE	141.10		45,413.00				
A3	6/30/2011	BEGINING FUND BALANCE	270.10			45,413.00			
		Proposed entry to record revenues on accrual basis for Jun billings of COF (\$19,785) and HB&TS customers (\$25628) and reduce beginning fund balance for estimated August billings collected and recorded in September 2010 (assumed to equal Jun 2011 billings).			45,413.00	45,413.00	(341,181.00)	0.00	
							187,820.00	187,820.00	(341,181.00) (49,719.00)

ATTACHMENT #23



March 8, 2011

Mr. Tyler L. Ring
President
Berry's Chapel Utility, Inc.
321 Billingsley Court
Suite 4
Franklin, TN 37065

Dear Tyler,

DVL appreciates the opportunity to submit this proposal in support of Berry's Chapel Utility District and its wastewater treatment service to approximately 850 customers in Williamson County. As expressed by you during our recent visit, Berry's Chapel Utility District is seeking to implement a strategy that heightens communication to its customer base, including the conveyance of material information regarding its rate structure.

DVL concurs with the Utility's leadership that the creation of a web site is of paramount importance and should be the first communications resource put into place. Concurrently, the Utility should step up its frequency of written correspondence to customers with consistent messages regarding rate increase issues. Obviously, there are additional communications tactics that can be subsequently be developed and executed based on budget availability. We would be pleased to discuss other ideas at the appropriate time.

WEB SITE

DVL provides a broad spectrum of interactive services in web site design and production. For Berry's Chapel Utility District, we propose to design, write, program and provide content training to your designated employee, thereby providing you the ability to update your site on an as-needed basis.

The following estimate outlines our proposed approach and services:

Design

Includes two-to-three design options. Design utilizes Client's existing logo (if available) and color palette. Once a design is chosen by Berry's Chapel Utility, an interior page will be developed.

HTML Programming

General development of 10 – 15 individual pages (cost estimates) is based on the following site map:

- Home
- About Us
- Wastewater Treatment Plant
- Rate Information
- Communities We Serve
- FAQs
- Contact Us

The cost estimate includes SEO optimization – tagging, RSS set up and image-naming.

Testing and Revisions

Includes two rounds of revisions. Note: Any changes to the site map or fundamental elements of the design after the HTML development is complete will require a revised estimate.

Asset Management

Includes web optimization of any approved Utility logo, image, and photography.

Copy Writing

Includes all writing of copy based on the preceding site map.

URL and Hosting

Includes one year hosting and content management tool setup.

Project Management

Includes development and management of production schedule and site map, ongoing client contact, order of approvals and script management.

Content Management Training

Includes two hours of training on the use of the content management system.

Estimated Cost Range For Web Site

Without Stock Photography	\$8,000 - \$9,750
With 5-6 Stock Photos	\$8,500 - \$10,250

The estimated time frame for development and launch of the web site is approximately eight-to-ten weeks.

CONSULTATION/ CUSTOMER COMMUNICATION

DVL suggests that it work in concert with Berry's Chapel Utility District leadership to identify key message points for inclusion in three letters to customers. Each letter would include opening and closing comments from the Utility's president followed by frequently asked customer questions and responses, and closing comments from the president. The first of these letters would be distributed while the web site is under construction while the second letter would be distributed just prior to launch of the site. The final letter would be sent to customers approximately one month following the site's launch. All letters would remind customers about information "coming soon" or "now in place" on the Utility's web site.

Estimated Compensation For Consultation/Customer Communication

One-to-two client meetings and development/revisions of three customer letters	\$2,500
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The estimated time frame for client meetings and development of three customer letters is approximately 4-5 weeks.

DVL is typically compensated for its services on a monthly basis, with statements to clients reflecting costs incurred during the prior monthly billing period. Each monthly statement includes a summary of agency hours/services.

DVL looks forward to the opportunity of having further discussion with Jim Ford, you and any other appropriate members of your team. I will be in contact with you shortly to answer any questions you might have regarding DVL and our proposed services.

Thank you again for your interest in partnering with DVL.

Respectfully,

Tom Lawrence

Cc: Mr. James B. Ford