

March 6, 2023

Electronically Filed in TPUC Docket  
Room on March 6, 2023 at 11:33 a.m.

**VIA ELECTRONIC FILING**

Hon. Herbert H. Hilliard, Chairman  
c/o Ectory Lawless, Docket Room Manager  
Tennessee Public Utility Commission  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243  
[TPUC.DocketRoom@tn.gov](mailto:TPUC.DocketRoom@tn.gov)

**RE: *In Re: Application of Limestone Water Utility Operating Company, LLC for Authority to Purchase Title to the Assets, Property, and Real Estate of a Water System, Candlewood Lakes, and for a Certificate of Public Convenience and Necessity, TPUC Docket No. 21-00059***

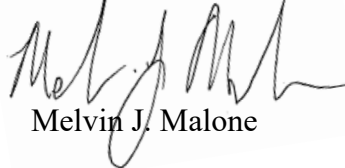
Dear Chairman Hilliard:

Attached for filing please find the *Pre-Filed Supplemental Testimony of Josiah Cox* in the above-captioned matter.

As required, the original plus four (4) hard copies will be mailed to your office. Should you have any questions concerning this filing, or require additional information, please do not hesitate to contact me.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone

clw

Attachment

cc: Russ Mitten

James P. Urban, Consumer Advocate Division

Karen H. Stachowski, Consumer Advocate Division

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION  
NASHVILLE, TENNESSEE**

**IN RE:**

**APPLICATION OF LIMESTONE  
WATER UTILITY OPERATING  
COMPANY, LLC FOR AUTHORITY  
TO PURCHASE TITLE TO THE  
ASSETS, PROPERTY, AND REAL  
ESTATE OF A WATER SYSTEM,  
CANDLEWOOD LAKES, AND FOR A  
CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY**

**DOCKET NO. 21-00059**

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**PRE-FILED SUPPLEMENTAL TESTIMONY OF JOSIAH COX**

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**Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

A. My name is Josiah Cox. My business address is 1630 Des Peres Road, Suite 140, St. Louis Missouri, 63131.

**Q. WHAT IS YOUR POSITION WITH LIMESTONE WATER UTILITY OPERATING COMPANY, LLC (“LIMESTONE” OR “COMPANY”)?**

A. I am President of Limestone. I also am President of CSWR, LLC (“CSWR”), a Limestone affiliate.

**Q. DID YOU PREVIOUSLY SUBMIT PRE-FILED TESTIMONY IN THIS MATTER?**

A. Yes. I submitted Pre-filed Direct Testimony on or about May 20, 2021 in support of Limestone’s Application for Authority to Purchase Title to the Assets, Property, and Real Estate of a Water System and For a Certificate of Public Convenience and Necessity in Tennessee Public Utility Commission (“Commission” or “TPUC”) Docket No. 21-00059 (the “*Application*”).

1   **Q.    WHAT IS THE PURPOSE OF THIS PRE-FILED SUPPLEMENTAL TESTIMONY**  
2       **IN THIS CASE?**

3    A.    On January 20, 2023, Limestone submitted the *Petition for Reconsideration of Limestone*  
4       *Water Utility Operating Company, LLC of the Commission’s Order Approving Settlement*  
5       *Agreement and Transfer of Systems, Granting Certificate of Convenience and Necessity,*  
6       *and Disallowing Continuation of Candlewood Lakes POA’s Water Availability Fee* (the  
7       *Petition for Reconsideration”). In its February 14, 2023 Re-Notice of Hearing and Filing*  
8       *of Pre-Filed Testimony*, the Commission directed Limestone to file pre-filed sworn  
9       testimony of witnesses who will appear and testify at the March 20, 2023, hearing. The  
10      purpose of my testimony is to support the *Petition for Reconsideration* and to comply with  
11      the Notice of Hearing.

12   **Q.    HAVE YOU REVIEWED THE COMMISSION’S JANUARY 5, 2023 *ORDER***  
13       ***APPROVING SETTLEMENT AGREEMENT AND TRANSFER OF SYSTEMS,***  
14       ***GRANTING CERTIFICATE OF CONVENIENCE AND NECESSITY, AND***  
15       ***DISALLOWING CONTINUATION OF CANDLEWOOD LAKES POA’S WATER***  
16       ***AVAILABILITY FEE* (THE “*ORDER*”)?**

17   A.    Yes.

18   **Q.    IN LIGHT OF THE *PETITION FOR RECONSIDERATION*, DO YOU HAVE ANY**  
19       **COMMENTS REGARDING THE *ORDER*?**

20   A.    I will summarize two (2) of my comments regarding the *Order*. First, Limestone very much  
21       appreciates the Commission’s thoughtful review of the record and both its approval of the  
22       settlement agreement on the *Application*, as well as its granting Limestone a Certificate of  
23       Convenience and Necessity (“CCN”), albeit with a contingency that Limestone is without

1 the ability or authority to satisfy. By approving the settlement agreement, the Commission  
2 recognized and acknowledged that Limestone’s desire to acquire the water system owned  
3 and operated by Candlewood Lakes Property Owners Association, Inc. (“CLPOA”) and  
4 Candlewood Lakes POA Water Works, Inc. (“CLPWW”), which water system I will refer  
5 to as “the System,” and CLPOA and CLPWW’s desire to sell the System serve the public  
6 interest, including CLPWW’s customers. Moreover, by granting Limestone a CCN, the  
7 Commission recognized and acknowledged that Limestone’s desire to acquire, own and  
8 operate the System serves the public interest, including the customers of the System.

9 **Q. WHAT IS YOUR SECOND COMMENT WITH RESPECT TO THE *ORDER*?**

10 A. My second comment, as outlined in the *Petition for Reconsideration*, is that while  
11 Limestone disagrees with the contingency set forth in the *Order*, the Company respects the  
12 Commission’s concern regarding the Water Availability Fee.

13 **Q. IF THE COMMISSION DOES NOT RESCIND OR SEVER THE CONTINGENCY  
14 SET FORTH IN THE *ORDER*, WILL THE ACQUISITION FALL APART?**

15 A. Since before it filed the *Application* until the present time, the record in this matter reflects  
16 that Limestone has acted positively and affirmatively to ensure that the *Application*, and  
17 Limestone’s efforts to acquire, own and operate the System, comply with the  
18 Commission’s rules, requirements and state law. Nonetheless, as I said earlier, Limestone  
19 does not have the ability or authority to resolve the contingency in the *Order*. Therefore, if  
20 the contingency remains in place as set forth in the *Order*, Limestone is left without a path  
21 to perform under the Agreement for Sale of Utility System and close the transaction and  
22 will abandon the pending acquisition. I say this respectfully, as merely a simple, yet  
23 regretful, recognition of where things stand.

1   **Q.    WHAT IMPACT MIGHT CONTINUED OWNERSHIP OF THE SYSTEM BY**  
2       **CLPOA AND CLPWW HAVE?**

3    A.    Well, Limestone outlined such potential impacts in the *Petition for Reconsideration*.  
4        Additionally, I also addressed both the essential need to bring the System up to industry  
5        and state standards, including into compliance with state law and regulations, as well as  
6        CLPOA and CLPWW's inability or failure to do so, in both my Pre-filed Direct Testimony  
7        in this case and in my live, in-person testimony at the October 10, 2022 hearing. To be  
8        sure, Limestone does not have a crystal ball – no one does. Even still, water standards and  
9        regulations are developed, adopted and monitored to serve the public interest by ensuring  
10       the provision of safe and reliable drinking water and by protecting and ensuring the safety  
11       and well-being of water customers. For instance, and as I previously testified, state  
12       regulations require the System to have a second well. For years CLPOA and CLPWW have  
13       been advised of this safety and reliability requirement, and yet today there exists no second  
14       well. This particular area of non-compliance, by way of example, places both the System  
15       and its customers at substantial risk.

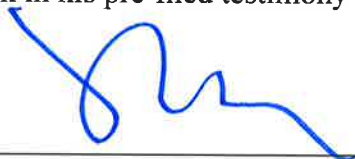
16           Based on the record before the Commission, particularly the expressed and  
17       unequivocal admissions and concessions of CLPOA and CLPWW, it appears that if  
18       CLPOA and CLPWW continue to own and operate the System, there exists a strong  
19       likelihood that the System will remain in its existing state of non-compliance and will  
20       deteriorate even further into additional areas of non-compliance, seriously jeopardizing the  
21       System's ability to satisfy basic and complex, minor and significant, industry and state  
22       standards and regulations designed and implemented to ensure the provision of safe and  
23       reliable drinking water.

- 1    **Q.     DOES THIS CONCLUDE YOUR PRE-FILED SUPPLEMENT TESTIMONY?**
- 2    A.     Yes, it does.

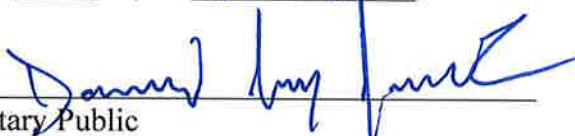
STATE OF MISSOURI       )  
  )  
COUNTY OF ST. LOUIS    )

BEFORE ME, the undersigned authority, duly commissioned and qualified in and for the State and County aforesaid, personally came and appeared Josiah Cox, being by me first duly sworn deposed and said that:

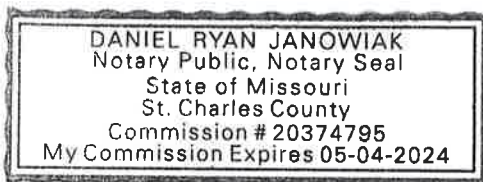
He is appearing as a witness on behalf of Limestone Water Utility Operating Company, LLC before the Tennessee Public Utility Commission, and if present before the Commission and duly sworn, his testimony would be as set forth in his pre-filed testimony in this matter.

  
\_\_\_\_\_  
Josiah Cox

Sworn to and subscribed before me  
this 6<sup>th</sup> day of March, 2023.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 5/4/24



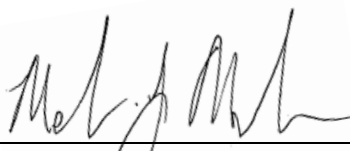
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served via U.S. Mail or electronic mail upon:

James P. Urban, Esq.  
Deputy Attorney General  
Office of the Tennessee Attorney General  
Consumer Advocate Division  
P.O. Box 20207  
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[James.Urban@ag.tn.gov](mailto:James.Urban@ag.tn.gov)

Karen H. Stachowski, Esq.  
Senior Assistant Attorney General  
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Nashville, TN 37202-0207  
[Karen.Stachowski@ag.tn.gov](mailto:Karen.Stachowski@ag.tn.gov)

This the 6<sup>th</sup> day of March 2023.

  
\_\_\_\_\_  
Melvin J. Malone