

**IN THE TENNESSEE PUBLIC UTILITY COMMISSION  
AT NASHVILLE, TENNESSEE**

<b>IN RE:</b>	)	
	)	
<b>PETITION OF TENNESSEE WATER SERVICE, INC.,</b>	)	<b>DOCKET NO. 22-00114</b>
<b>ALONG WITH CORIX INFRASTRUCTURE (US) INC.,</b>	)	
<b>FOR APPROVAL OF AUTHORITY TO TRANSFER</b>	)	
<b>CONTROL</b>	)	

---

**PETITION TO INTERVENE**

---

The Consumer Advocate Division of the Office of the Tennessee Attorney General (“Consumer Advocate”), by and through Jonathan Skrmetti, Attorney General and Reporter for the State of Tennessee, pursuant to Tenn. Code Ann. § 65-4-118, respectfully petitions the Tennessee Public Utility Commission (“TPUC” or the “Commission”) to grant the Consumer Advocate’s intervention into this proceeding because consumers’ interests, rights, duties, or privileges may be determined or affected by the *Petition of Tennessee Water Service, Inc., along with Corix Infrastructure (US) Inc., for Approval of Authority to Transfer Control* filed in this Docket. For cause, the Consumer Advocate would show as follows:

1. The Consumer Advocate is authorized by Tenn. Code Ann. § 65-4-118 to represent the interests of Tennessee consumers of public utility services by initiating and intervening as a party in any matter or proceeding before the Commission in accordance with the Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101, *et seq.*, and TPUC rules.

2. Tennessee Water Service (“Tennessee Water” or the “Company”) is a public utility regulated by the Commission and provides wastewater service to approximately 385 residential

customers in Sevier County, Tennessee. The Company's business address is #2 N. Wolfscratch Drive, Jasper, GA 30143.<sup>1</sup>

3. Corix US is a corporation incorporated under the laws of Delaware. Corix US is owned by Corix Infrastructure Inc. ("CII"). CII, through its operating subsidiaries, owns and operates approximately 385 water, 310 wastewater, two electricity distribution, one propane, three geothermal, one municipal, and three natural gas distribution systems in the United States and Canada. CII's water and wastewater utilities and related businesses serve over 800,000 people in 18 U.S. states and two Canadian provinces. Corix US, in turn, indirectly owns 100% of the Company (collectively referred to as the "Parties").<sup>2</sup>

3. On August 26, 2022, the Parties entered into a transaction agreement ("Transaction Agreement") with IIF Subway Investment LP, SWMAC, and SouthWest Water Company. The Transaction Agreement provides a framework for combining the Parties' water, wastewater, and related businesses with the water and wastewater businesses owned by SWMAC.<sup>3</sup>

4. The Parties filed their *Petition* with supporting testimony on November 9, 2022, seeking approval from Commission to transfer control by the Transaction Agreement.<sup>4</sup> The Parties are proposing that when the transactions contemplated by the Transaction Agreement are completed, CII and an affiliate or affiliates of CII will own 50% of Corix US and SWMAC Holdco

---

<sup>1</sup> *Petition of Tennessee Water Service, Inc., along with Corix Infrastructure (US) Inc., for Approval of Authority to Transfer Control*, TPUC Docket No. 22-00114 (November 9, 2022), at 2.

<sup>2</sup> *Id.* at 3.

<sup>3</sup> *Id.* at 7-8.

<sup>4</sup> *Petition of Tennessee Water Service, Inc., along with Corix Infrastructure (US) Inc., for Approval of Authority to Transfer Control*, TPUC Docket No. 22-00114 (November 9, 2022); *Direct Testimony of Brian D. Bahr on behalf of Tennessee Water Service, Inc.*, TPUC Docket No. 22-00114 (November 9, 2022); *Direct Testimony of Tiffany Van Horn on behalf of Tennessee Water Service, Inc.*, TPUC Docket No. 22-00114 (November 9, 2022); and *Direct Testimony of Steven Lubertozi on behalf of Tennessee Water Service, Inc.*, TPUC Docket No. 22-00114 (November 9, 2022).

will own the other 50% of Corix US (the “Proposed Transaction”).<sup>5</sup> Corix US, in turn, will indirectly own and control all the CII water, wastewater, and related businesses, and the SWMAC water and wastewater businesses, including Company’s business.<sup>6</sup>

5. Although the Parties stated in their *Petition* and accompanying pre-filed testimonies that the quality of service will not be impacted and, in fact, should improve as a result of the Transaction Agreement, the Consumer Advocate needs to confirm these claims by further analyzing the current and proposed quality of service measurements. The Parties also state that the contemplated transaction will increase financial resources and flexibility within the new company. The Consumer Advocate needs the opportunity to determine whether the Transaction Agreement will conform with these intentions by comparing the existing capital structure of the Parties with the envisioned capital structure of the resulting entity. Additionally, the Parties state that the combination of the companies will save on Board of Director costs and audit costs and that cost synergies should accrue from the transaction. However, the Parties also state that these savings will take time to realize and that there may be additional costs from the integration of the companies. The Consumer Advocate would thus like the opportunity to review and analyze the documentation supporting the transaction, namely financial and accounting records and other materials, to ensure integration costs are not included in revenue requirements without also incorporating an estimate of operational savings associated with such costs. The Consumer Advocate appreciates the opportunity to participate in the docket in order to work more closely with the Parties so that consumer interests will not be adversely affected.

---

<sup>5</sup> *Petition of Tennessee Water Service, Inc., along with Corix Infrastructure (US) Inc., for Approval of Authority to Transfer Control*, TPUC Docket No. 22-00114 (November 9, 2022), at 8.

<sup>6</sup> *Id.*

6. The Consumer Advocate determined that the interests of consumers may be affected by determinations and orders made by the Commission with respect to (a) the interpretation, application, and implementation of Tenn. Code Ann. § 65-4-113, and other relevant statutory and regulatory provisions, and (b) the review and analysis of the Parties' documentation, financial spreadsheets, and materials. As the interest of Tennessee consumers may be determined in this proceeding, the Consumer Advocate qualifies by provision of law, Tenn. Code Ann. § 65-4-118(b)(1), as an intervenor in this matter to represent these interests.

7. Only by participating as a party to this proceeding can the Consumer Advocate adequately carry out its statutory duty to represent the interests of Tennessee consumers.

Wherefore, the Consumer Advocate requests the Commission grant this *Petition to Intervene*.

*[signature page follows – remainder of page intentionally left blank]*

RESPECTFULLY SUBMITTED,



JONATHAN SKRMETTI (BPR No. 031551)  
Attorney General and Reporter  
State of Tennessee



VICTORIA B. GLOVER (BPR No. 037954)  
Assistant Attorney General  
KAREN H. STACHOWSKI (BPR No. 019607)  
Senior Assistant Attorney General  
Office of the Tennessee Attorney General  
Consumer Advocate Division  
P.O. Box 20207  
Nashville, Tennessee 37202-0207  
Phone: (615)  
Fax: (615) 741-8151  
Email: [Victoria.glover@ag.tn.gov](mailto:Victoria.glover@ag.tn.gov)  
Email: [karen.stachowski@ag.tn.gov](mailto:karen.stachowski@ag.tn.gov)

***TPUC Docket No. 22-00114***  
***Consumer Advocate's Petition to Intervene***

**CERTIFICATE OF SERVICE**

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

Ryan Freeman  
Baker, Donelson, Bearman,  
Caldwell & Berkowitz, PC  
1900 Republic Centre  
633 Chestnut Street  
Chattanooga, TN 37450  
Telephone: 423-209-4181  
Email: rfreeman@bakerdonelson.com

This the 19<sup>th</sup> day of January, 2023.



---

VICTORIA B. GLOVER  
Assistant Attorney General