

IN THE TENNESSEE PUBLIC UTILITY COMMISSION  
AT NASHVILLE, TENNESSEE

IN RE:	)	
	)	
EXPEDITED JOINT APPLICATION OF	)	
LIMESTONE WATER UTILITY	)	
OPERATING COMPANY, LLC, AND	)	
DSH & ASSOCIATES, LLC, FOR	)	
APPROVAL OF THE ACQUISITION OF	)	DOCKET NO. 23-00016
AND TO OPERATE THE	)	
WASTEWATER SYSTEM OF DSH &	)	
ASSOCIATES, LLC, AND TO	)	
TRANSFER OR ISSUE A	)	
CERTIFICATE OF PUBLIC	)	
CONVENIENCE AND NECESSITY	)	

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CONSUMER ADVOCATE’S INFORMAL FIRST SET OF DISCOVERY REQUESTS  
TO DSH & ASSOCIATES, LLC

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Pursuant to Rules 26, 33, 34, and 36 of the Tennessee Rules of Civil Procedure and Tenn. Comp. R. & Reg. 1220-01-02-.11, the Consumer Advocate Division of the Office of the Tennessee Attorney (the “Consumer Advocate”), by and through counsel, propounds the following Informal First Set of Discovery Requests to DSH & Associates, LLC (“DSH” or the “Company”).

The Company shall serve full and complete responses in accordance with the Tennessee Rules of Civil Procedure. The responses are to be produced at the Office of the Tennessee Attorney General and Reporter, Consumer Advocate Division, John Sevier Building, 500 Dr. Martin L. King Jr. Blvd., Nashville, Tennessee 37243, c/o Mason C. Rush, on or before 2:00 p.m. (CDT), June 5, 2023.

**PRELIMINARY MATTERS AND DEFINITIONS**

1.     **Continuing Request.** These discovery requests are to be considered continuing in nature and are to be supplemented from time to time as information is received by the Company and any of its affiliates which would make a prior response inaccurate, incomplete, or incorrect.

2.     **Clear References.** To the extent that the data or information requested is incorporated or contained in a document, identify the document including page/line number if applicable.

3.     **Format of Responses.** Provide all responses in the format in which they were created or maintained, for example, Microsoft Word or Microsoft Excel format with all cells and formulas intact and in working order. If a document (including without limitation a financial or other spreadsheet or work paper) is not created or maintained in Microsoft Excel format, convert the document to Microsoft Excel format or provide the document in a format that enables or permits functionality like or similar to Microsoft Excel (including without limitation the functionality of working cells and formulas), or provide the software program(s) that will enable the Consumer Advocate to audit and analyze the data and information in the same manner as would be enabled or permitted if the document were provided in Microsoft Excel format.

4.     **Objections.** If any objections to this discovery are raised on the basis of privilege or immunity, include in your response a complete explanation concerning the privilege or immunity asserted. If you claim a document is privileged, identify the document and state the basis for the privilege or immunity asserted. If you contend that you are entitled to refuse to fully answer any of this discovery, state the exact legal basis for each such refusal.

5.     **Singular/Plural.** The singular shall include the plural, and vice-versa, where appropriate.

6. **Definitions.** As used in this Request:

(a) “You,” “Your,” “Company,” “Seller,” or “DSH,” shall mean DSH & Associates, LLC and all employees, agents, attorneys, representatives or any other person acting or purporting to act on its behalf.

(b) “Central States Water” or “CSWR” shall mean Central States Water Resources, Inc. and all employees, agents, attorneys, representatives or any other person acting or purporting to act on its behalf.

(c) “Limestone” or “Buyer” shall mean Limestone Water Utility Operating Company, LLC, and all employees, agents, attorneys, representatives, or any other person acting or purporting to act on its behalf.

(d) “Affiliate” shall mean any entity who, directly or indirectly, is in control of, is controlled by, or is under common control with the Company. For greater clarification, “control” is the ownership of 20% or more of the shares of stock entitled to vote for the election of directors in the case of a corporation, or 20% or more of the equity interest in the case of any other type of entity, or status as a director or officer of a corporation or limited liability company, or status as a partner of a partnership, or status as an owner of a sole proprietorship, or any other arrangement whereby a person has the power to choose, direct, or manage the board of directors or equivalent governing body, officers, managers, employees, proxies, or agents of another person. In addition, the term “Affiliate” shall mean any entity that directly or indirectly provides management or operational services to the Company or any affiliate (as defined in the preceding sentence) of the Company, or to which the Company provides management or operational services. Further, the payment of money to the Company or receipt by the Company of money from an entity with which the Company has any relationship, other than such payment or receipt, shall include the payor or recipient of such money as an “Affiliate.”

(e) “Communication” shall mean any transmission of information by oral, graphic, written, pictorial or otherwise perceptible means, including but not limited to personal conversations, telephone conversations, letters, memoranda, telegrams, electronic mail, newsletters, recorded or handwritten messages, meetings and personal conversations, or otherwise.

(f) “Document” shall have the broadest possible meaning under applicable law. “Document” shall mean any medium upon which intelligence or information can be recorded or retrieved, such as any written, printed, typed, drawn, filmed, taped, or recorded medium in any manner, however produced or reproduced, including but not limited to any writing, drawing, graph, chart, form, letter, note, report, electronic mail, memorandum (including memoranda, electronic mail, report, or note of a meeting or communication), work paper, spreadsheet, photograph, videotape, audio tape, computer disk or record, or any other data compilation in any form without limitation, which is in your possession, custody or control. If any

such document was, but no longer is, in your possession, custody or control, state what disposition was made of the document and when it was made.

(g) "Person" shall mean any natural person, corporation, firm, company, proprietorship, partnership, business, unincorporated association, or other business or legal entity of any sort whatsoever.

(h) "Identify" with respect to:

- i. Any natural person, means to state the full name, telephone number, email address and the current or last known business address of the person (if no business address or email address is available provide any address known to you) and that person's relationship, whether business, commercial, professional, or personal with you;
- ii. Any legal person, business entity or association, means to state the full name, the name of your contact person with the entity, all trade name(s), doing business as name(s), telephone number(s), email address(es), and current or last known business address of such person or entity (if no business address is available provide any address known to you);
- iii. Any document, means to state the type of document (e.g., letter), the title, identify the author, the subject matter, the date the document bears and the date it was written; and
- iv. Any oral communication, means to state the date when and the place where it was made, identify the person who made it, identify the person or persons who were present or who heard it, and the substance of it.

(i) "And" and "or" shall be construed conjunctively or disjunctively as necessary to make the discovery request inclusive rather than exclusive.

(j) "Including" shall be construed to mean including but not limited to.

**INFORMAL FIRST SET OF DISCOVERY REQUESTS**

**1-1.** Provide the Company's annual reports to the Commission for the years ending 2018 through 2022.

**RESPONSE:**

**1-2.** List all DSH assets to be transferred to Limestone. Additionally, state whether any of these assets were contributed to the Company by a third party.

**RESPONSE:**

**1-3.** Provide the year-ending balance sheets and income statements for years ending 2021 and 2022.

**RESPONSE:**

**1-4.** Provide the Company's general ledger for years ending 2021 and 2022.

**RESPONSE:**

**1-5.** Identify the amount and date of any capital expenditures by DSH owner(s) by year since 2012.

**RESPONSE:**

**1-6.** Counsel with the law firm Butler Snow LLP represented to the Consumer Advocate that the firm will represent both parties—the Buyer and the Seller—in this Docket. State whether attorneys' fees and costs will be billed separately for each party.

**RESPONSE:**

**1-7.** Provide a statement detailing how attorneys' fees and costs are recorded for each party and provide the total attorneys' fees and costs incurred to date for each party. This is an

ongoing request and should be updated by the 15<sup>th</sup> of every month covering the prior month's regulatory expenses.

**RESPONSE:**

**1-8.** Confirm that DSH paid \$0 for the assets it acquired from LaFollette Utilities Board.

**RESPONSE:**

**1-9.** Provide the monthly escrow balances of the Company since 2012. Additionally, confirm that the escrow account will be transferred as part of the transaction.

**RESPONSE:**

**1-10.** Identify the number of sewer service taps and related revenues, per year, the Company has experienced since 2012.

**RESPONSE:**

**1-11.** Provide a copy of all appraisals relied upon by DSH to determine an appropriate sale price of the Company.

**RESPONSE:**

**1-12.** Identify any Paid-in-Capital provided by ownership to the Company over the last 5 years.

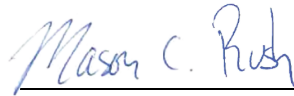
**RESPONSE:**

**1-13.** Refer to the *Expedited Joint Application of Limestone Water Utility Operating Company, LLC, and DSH & Associates, LLC for Approval of the Acquisition of and to Operate the Wastewater System of DSH & Associates, LLC, and to Transfer or Issue a Certificate of Public Convenience and Necessity* filed March 1, 2023, in this Docket ("Joint Application"). Specifically refer to Exhibit 7, "Agreement for Sale of Utility System",

section 6. B. Is it the Company's intention to remove the escrow balances liability from this transaction? If not, confirm that the escrow account will be transferred as part of the sale.

**RESPONSE:**

**RESPECTFULLY SUBMITTED,**



MASON C. RUSH (BPR No. 039471)

Assistant Attorney General

KAREN H. STACHOWSKI (BPR No. 019607)

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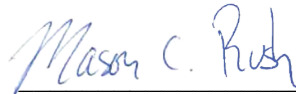
*In re: Limestone / DSH & Associates*  
TPUC Docket No. 23-00016  
Consumer Advocate's Informal First Discovery Requests to DSH

**CERTIFICATE OF SERVICE**

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

Melvin Malone  
Katherine Barnes  
Butler Snow LLP  
The Pinnacle at Symphony Place  
150 Third Avenue South, Suite 1600  
Nashville, TN 37201  
Phone: (615) 651-6700  
Email: [Melvin.Malone@butlersnow.com](mailto:Melvin.Malone@butlersnow.com)  
Email: [Katherine.Barnes@butlersnow.com](mailto:Katherine.Barnes@butlersnow.com)

On this the 22<sup>nd</sup> day of May 2023.



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MASON C. RUSH  
Assistant Attorney General