

BUTLER | SNOW

June 7, 2023

VIA ELECTRONIC FILING

Hon. Herbert H. Hilliard, Chairman
c/o Ectory Lawless, Docket Room Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
TPUC.DocketRoom@tn.gov

Electronically Filed in TPUC Docket
Room on June 7, 2023 at 5:13 p.m.

RE: *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*
TPUC Docket No. 23-00016

Dear Chairman Hilliard:

Please find enclosed Limestone Water Utility Operating Company, LLC's responses to the requests from the TPUC Commission Staff, dated May 25, 2023.

The original and four (4) hard copies will follow. Please feel free to reach out to me if you have any further questions.

Sincerely,

BUTLER SNOW LLP



Katherine Barnes

Enclosure

cc: Russ Mitten, Limestone Water Utility Operating Company
Vance Broemel, Consumer Advocate Division
Karen H. Stachowski, Consumer Advocate Division

*The Pinnacle at Symphony Place
150 3rd Avenue South, Suite 1600
Nashville, TN 37201*

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BUTLER SNOW LLP

June 7, 2023

VIA ELECTRONIC FILING

David Foster, Director
Utilities Division
c/o Ectory Lawless, Docket Room Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
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**RE: 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
TPUC Docket No. 23-00016**

Dear Mr. Foster:

Please find below Limestone's responses to your data requests dated May 25, 2023.

1. Regarding Commission Rule 1220-04-13-.17(2)(a)(7)(i-v): The map provided in Exhibit 1 is lacking in finer details that help identify the location of the subdivision and treatment areas of the DSH system. Please file a more detailed map detailing the rule requirements including the location of the wastewater system, names of surrounding streets, roads, access roads, residences and habitable structures, and service areas currently unserved.

Response: Please find attached **Revised Collective Exhibit 1** to the Joint Application. This exhibit includes an updated map and an Engineering Report. Read together, these documents provide all the available details outlined above.

2. Regarding Commission Rule 1220-04-13-.17(2)(d)(l): Provide a copy of the application for a State Operating Permit ("SOP") filed with TDEC, or an application for transfer of the selling utility's SOP. Include the letter from TDEC indicating receipt of a complete application; also please provide any engineering and/or design reports submitted to TDEC. Otherwise, please provide Limestone's plan of action for meeting the SOP requirement.

The Pinnacle at Symphony Place
150 3rd Avenue South, Suite 1600
Nashville, TN 37201

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Response: As set forth in the Joint Application, Limestone has not filed or applied for either a State Operating Permit or a transfer with TDEC for the DHS System. If the Commission grants Limestone the authority to acquire the System currently owned and operated by DSH, Limestone and DSH will thereafter agree on a prospective transfer date, and Limestone will provide notice of Commission approval to TDEC and then be able to obtain from TDEC all permits and other operating authorizations required by law. Once those have been obtained, Limestone will file them with the Commission.

3. *Regarding Commission Rule 1220-04-13-.17(2)(d)(2): A copy of the State Operator Certificate for Limestone's proposed wastewater system operator of record. If the operator is a contracted employee/party, provide a copy of the employment/engagement contract.*

Response: If the Commission grants Limestone the authority to acquire the System currently owned and operated by DSH, Limestone and DSH will thereafter agree on a prospective transfer date, and Limestone will timely retain an operator for the System prior to the transfer date. Once it has been obtained, Limestone will file the State Operator Certificate with the Commission.

4. *Identify all third parties that will be used in the operations of the acquired wastewater system, including but not limited to, billing, accounting, customer service, etc. If a contract exists with such third party providers, please provide copies.*

Response: If the Commission grants Limestone the authority to acquire the System currently owned and operated by DSH, Limestone and DSH will thereafter agree on a prospective transfer date, and Limestone will timely retain the third parties that will be used in the operations of the System. For additional related information, please see **Attachment A** and Limestone's Response to the Consumer Advocate's Discovery Request 1-8, to be filed June 8, 2023.

5. *Provide all responses to the Consumer Advocate's information request dated April 11, 2023 to the Commission's docket room.*

Response: Limestone is filing, concurrently with these responses, its responses to the Consumer Advocate's April 11, 2023, request in this docket.

Limestone acknowledges that Commission Staff requested this information be filed by June 2, 2023, and appreciates the Staff's patience as the information was gathered for these responses.

Please feel free to reach out to me if you have any further questions.

David Foster, Director
April 27, 2023
Page 3

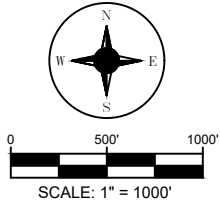
Sincerely,

BUTLER SNOW LLP

A handwritten signature in blue ink that reads "Katherine Barnes". The signature is written in a cursive, flowing style.

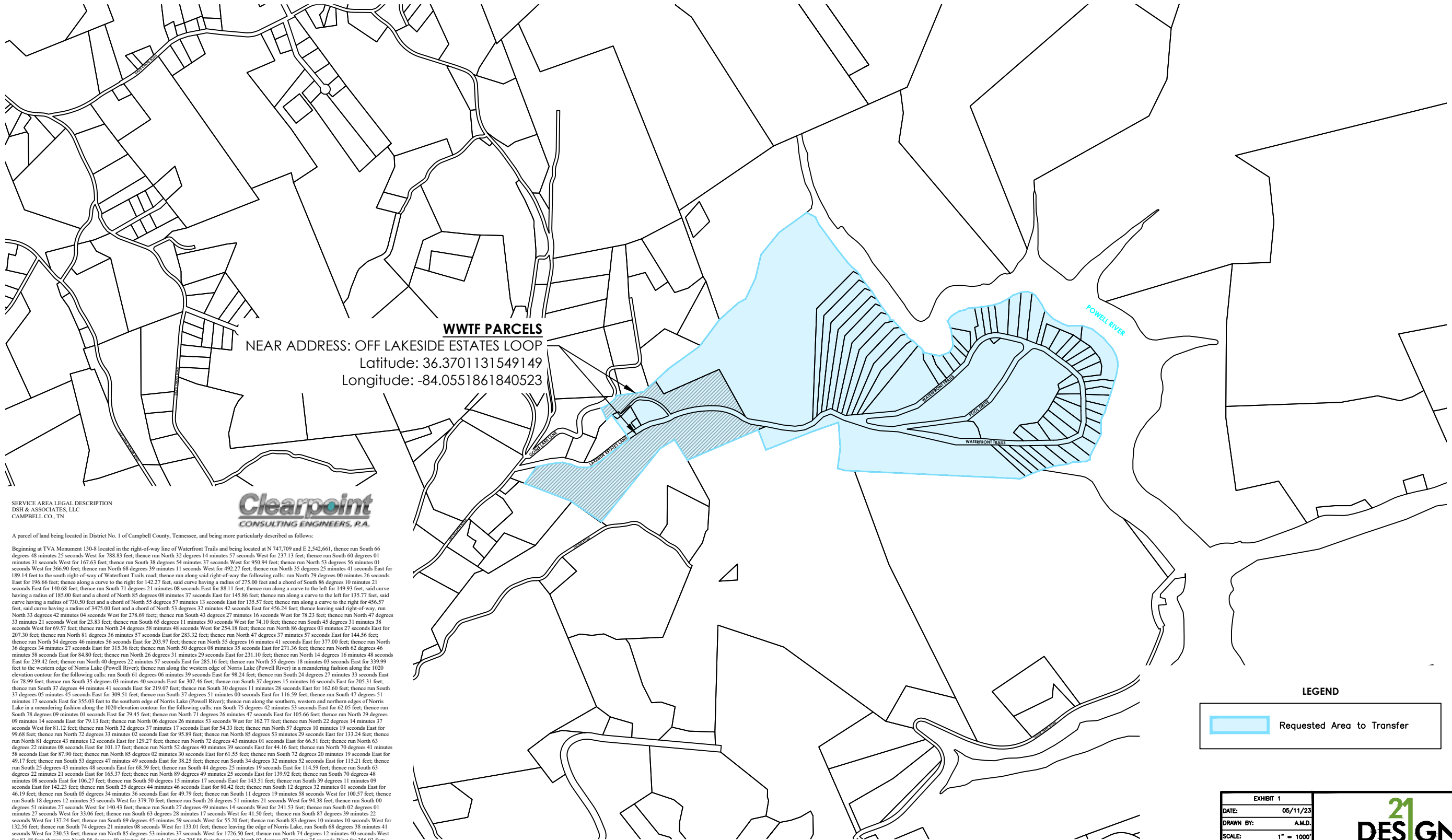
Katherine Barnes

cc: Russ Mitten, Limestone Water Utility Operating Company
Vance Broemel, Consumer Advocate Division
Karen H. Stachowski, Consumer Advocate Division



PROPOSED SERVICE AREA MAP — DSH, TN LAFOLLETTE, TN

General Location Map



WWTF PARCELS
NEAR ADDRESS: OFF LAKESIDE ESTATES LOOP
Latitude: 36.3701131549149
Longitude: -84.0551861840523

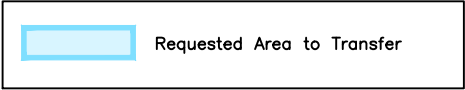
SERVICE AREA LEGAL DESCRIPTION
DSH & ASSOCIATES, LLC
CAMPBELL CO., TN



A parcel of land being located in District No. 1 of Campbell County, Tennessee, and being more particularly described as follows:

Beginning at TVA Monument 130-8 located in the right-of-way line of Waterfront Trails and being located at N 747.709 and E 2,542.661, thence run South 66 degrees 48 minutes 25 seconds West for 788.83 feet; thence run North 32 degrees 14 minutes 57 seconds West for 237.13 feet; thence run South 60 degrees 01 minutes 31 seconds West for 167.63 feet; thence run South 38 degrees 37 seconds West for 950.94 feet; thence run North 33 degrees 46 minutes 01 seconds West for 366.90 feet; thence run North 68 degrees 39 minutes 11 seconds West for 492.27 feet; thence run North 25 degrees 25 minutes 41 seconds East for 189.14 feet to the south right-of-way of Waterfront Trails road; thence run along said right-of-way the following calls: run North 79 degrees 00 minutes 26 seconds East for 196.66 feet; thence along a curve to the right for 142.27 feet, said curve having a radius of 275.00 feet and a chord of South 86 degrees 10 minutes 21 seconds East for 140.68 feet; thence run South 71 degrees 21 minutes 08 seconds East for 88.11 feet; thence run along a curve to the left for 149.93 feet, said curve having a radius of 185.00 feet and a chord of North 85 degrees 08 minutes 37 seconds East for 145.86 feet; thence run along a curve to the left for 135.77 feet, said curve having a radius of 730.50 feet and a chord of North 55 degrees 57 minutes 13 seconds East for 135.57 feet; thence run along a curve to the right for 456.57 feet, said curve having a radius of 3475.00 feet and a chord of North 53 degrees 32 minutes 42 seconds East for 456.24 feet; thence leaving said right-of-way, run North 33 degrees 42 minutes 04 seconds West for 278.69 feet; thence run South 43 degrees 27 minutes 16 seconds West for 78.23 feet; thence run North 47 degrees 33 minutes 21 seconds West for 23.83 feet; thence run South 65 degrees 11 minutes 50 seconds West for 74.10 feet; thence run South 45 degrees 31 minutes 38 seconds West for 69.57 feet; thence run North 24 degrees 58 minutes 48 seconds West for 254.18 feet; thence run North 86 degrees 03 minutes 27 seconds East for 207.30 feet; thence run North 81 degrees 36 minutes 57 seconds East for 283.32 feet; thence run North 47 degrees 37 minutes 57 seconds East for 144.56 feet; thence run North 54 degrees 46 minutes 56 seconds East for 203.97 feet; thence run North 55 degrees 16 minutes 41 seconds East for 377.00 feet; thence run North 36 degrees 34 minutes 27 seconds East for 315.36 feet; thence run North 50 degrees 08 minutes 35 seconds East for 271.36 feet; thence run North 62 degrees 46 minutes 58 seconds East for 84.80 feet; thence run North 26 degrees 31 minutes 29 seconds East for 231.10 feet; thence run North 14 degrees 16 minutes 48 seconds East for 239.42 feet; thence run North 40 degrees 22 minutes 57 seconds East for 285.16 feet; thence run North 55 degrees 18 minutes 03 seconds East for 339.99 feet to the western edge of Norris Lake (Powell River); thence run along the western edge of Norris Lake (Powell River) in a meandering fashion along the 1020 elevation contour for the following calls: run South 61 degrees 06 minutes 39 seconds East for 98.24 feet; thence run South 24 degrees 27 minutes 33 seconds East for 78.99 feet; thence run South 35 degrees 03 minutes 40 seconds East for 307.46 feet; thence run South 37 degrees 15 minutes 16 seconds East for 205.31 feet; thence run South 37 degrees 44 minutes 41 seconds East for 219.07 feet; thence run South 30 degrees 11 minutes 28 seconds East for 162.60 feet; thence run South 37 degrees 05 minutes 45 seconds East for 309.51 feet; thence run South 37 degrees 51 minutes 00 seconds East for 116.59 feet; thence run South 47 degrees 51 minutes 17 seconds East for 255.03 feet to the southern edge of Norris Lake (Powell River); thence run along the southern, western and northern edges of Norris Lake in a meandering fashion along the 1020 elevation contour for the following calls: run South 75 degrees 42 minutes 53 seconds East for 62.05 feet; thence run South 78 degrees 09 minutes 01 seconds East for 79.45 feet; thence run North 71 degrees 26 minutes 47 seconds East for 105.66 feet; thence run North 29 degrees 09 minutes 14 seconds East for 79.13 feet; thence run North 06 degrees 26 minutes 53 seconds West for 162.77 feet; thence run North 22 degrees 14 minutes 37 seconds West for 81.12 feet; thence run North 32 degrees 37 minutes 17 seconds East for 54.33 feet; thence run North 57 degrees 10 minutes 19 seconds East for 99.68 feet; thence run North 72 degrees 33 minutes 02 seconds East for 95.89 feet; thence run North 85 degrees 29 minutes 29 seconds East for 133.24 feet; thence run North 81 degrees 43 minutes 12 seconds East for 129.27 feet; thence run North 72 degrees 43 minutes 01 seconds East for 66.51 feet; thence run North 63 degrees 22 minutes 08 seconds East for 101.17 feet; thence run North 52 degrees 40 minutes 39 seconds East for 44.16 feet; thence run North 70 degrees 41 minutes 59 seconds East for 87.90 feet; thence run North 85 degrees 02 minutes 30 seconds East for 143.51 feet; thence run South 39 degrees 11 minutes 09 seconds East for 49.17 feet; thence run South 53 degrees 47 minutes 49 seconds East for 38.25 feet; thence run South 34 degrees 32 minutes 52 seconds East for 115.21 feet; thence run South 25 degrees 43 minutes 48 seconds East for 68.59 feet; thence run South 44 degrees 25 minutes 19 seconds East for 114.59 feet; thence run South 63 degrees 22 minutes 21 seconds East for 165.37 feet; thence run North 89 degrees 49 minutes 25 seconds East for 139.92 feet; thence run South 70 degrees 48 minutes 08 seconds East for 106.27 feet; thence run South 50 degrees 15 minutes 17 seconds East for 143.51 feet; thence run South 39 degrees 11 minutes 09 seconds East for 142.23 feet; thence run South 25 degrees 44 minutes 46 seconds East for 80.42 feet; thence run South 12 degrees 32 minutes 01 seconds East for 46.19 feet; thence run South 05 degrees 34 minutes 36 seconds East for 49.79 feet; thence run South 11 degrees 19 minutes 58 seconds West for 100.57 feet; thence run South 18 degrees 12 minutes 35 seconds West for 379.70 feet; thence run South 26 degrees 51 minutes 21 seconds West for 94.38 feet; thence run South 00 degrees 51 minutes 27 seconds West for 140.43 feet; thence run South 27 degrees 49 minutes 14 seconds West for 241.53 feet; thence run South 02 degrees 01 minutes 27 seconds West for 33.06 feet; thence run South 63 degrees 28 minutes 17 seconds West for 41.50 feet; thence run South 87 degrees 39 minutes 22 seconds West for 137.24 feet; thence run South 69 degrees 45 minutes 59 seconds West for 55.20 feet; thence run South 83 degrees 10 minutes 10 seconds West for 132.56 feet; thence run South 74 degrees 21 minutes 08 seconds West for 133.01 feet; thence leaving the edge of Norris Lake, run South 68 degrees 38 minutes 41 seconds West for 230.53 feet; thence run North 85 degrees 53 minutes 37 seconds West for 1726.50 feet; thence run North 74 degrees 12 minutes 40 seconds West for 81.48 feet; thence run North 08 degrees 40 minutes 45 seconds East for 205.86 feet; thence run North 03 degrees 02 minutes 35 seconds West for 256.03 feet; thence run South 71 degrees 53 minutes 48 seconds West for 262.36 feet; thence run South 69 degrees 36 minutes 37 seconds West for 512.16 feet; thence run North 19 degrees 55 minutes 54 seconds West for 250.18 feet back to the Point of Beginning. Said parcel contains 174.8 acres, more or less.

LEGEND



| EXHIBIT 1 | |
|----------------------|------------|
| DATE: | 05/11/23 |
| DRAWN BY: | A.M.D. |
| SCALE: | 1" = 1000' |
| SHEET NAME: | |
| GENERAL LOCATION MAP | |



1351 Jefferson, Suite 301
Washington, MO 63090
mail@21designgroup.com
P: 636-432-5029

LAFOLLETTE UTILITIES BOARD

CAMPBELL COUNTY, TENNESSEE

SANITARY SEWER SYSTEM FOR LAKESIDE ESTATES

4008
Talilona Ave
Knoxville 37919



APPROVED BY:

Eddie W. Troxell
EDDIE TROXELL
SUPERINTENDENT OF WATER OPERATIONS
LAFOLLETTE UTILITIES BOARD



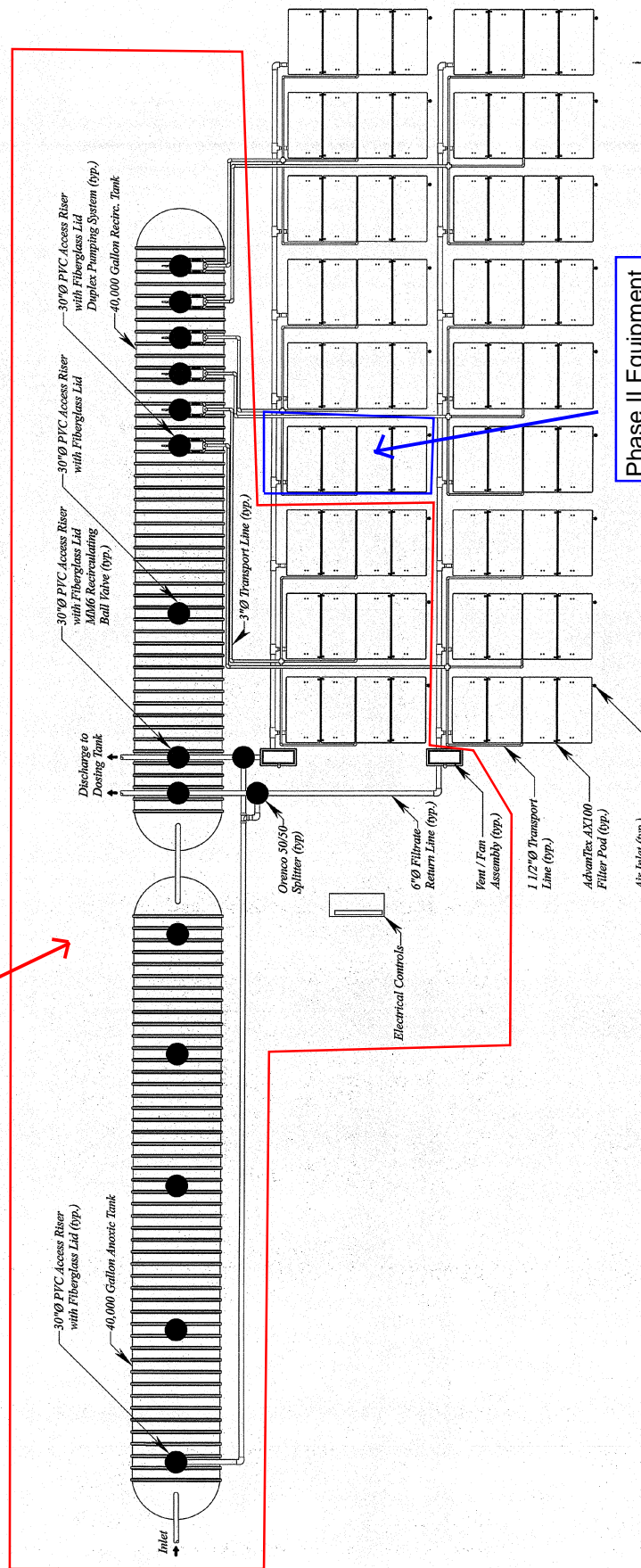
ROBERT G. CAMPBELL & ASSOCIATES, L.P.
CONSULTING ENGINEERS
KNOXVILLE, TENNESSEE






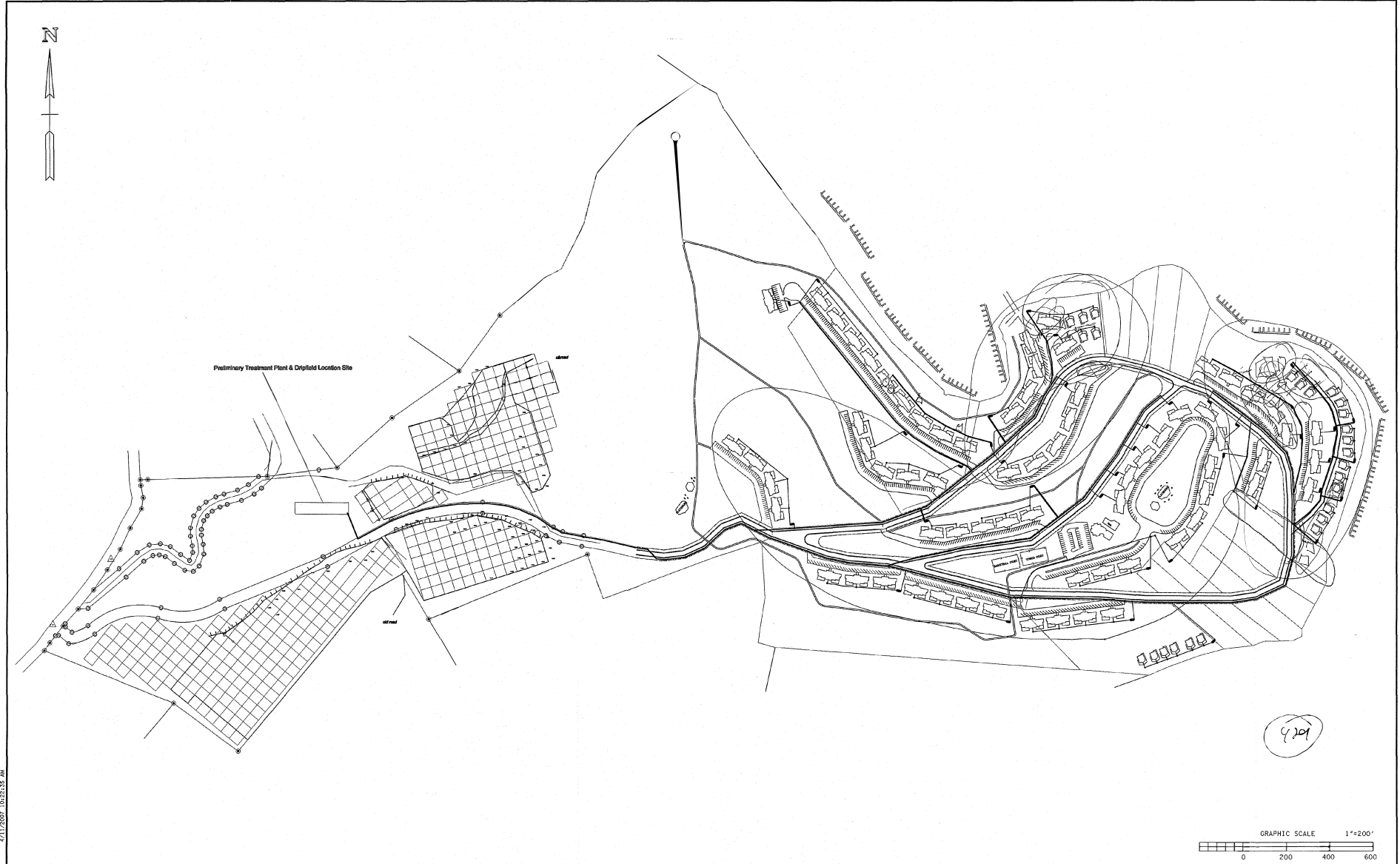
Phase I Equipment

Phase II Equipment



Typical 18 Pod AX100 Layout

| | | | | | | | | | | | | | | | | | |
|---|--|--|--|---|--|---|--|---|--|--------------------|--|-------------------|--|-----------------|--|--------------|--|
|  | |  | | ROBERT G. CAMPBELL & ASSOC., L.P. CONSULTING ENGINEERS KNOXVILLE, TENNESSEE | | LAKESIDE ESTATES SANITARY SEWER SYSTEM | | TYPICAL 18-POD ADVANTECH AX-100 TREATMENT SYSTEM | | DESIGNED BY AWO | | CHECKED BY BAC | | SCALE N.T.S. | | SHEET NO. | |
| NO. | | DATE | | BY | | CVD. | | DESCRIPTION | | NO. | | DATE | | FILE NO. | | OF | |
| | | | | | | | | REVISIONS | | | | | | 10/4/2007 | | 06108 | |
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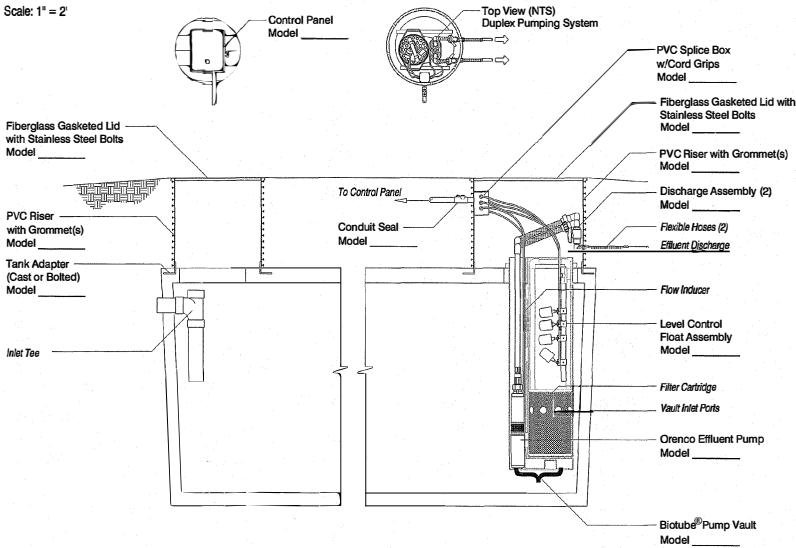


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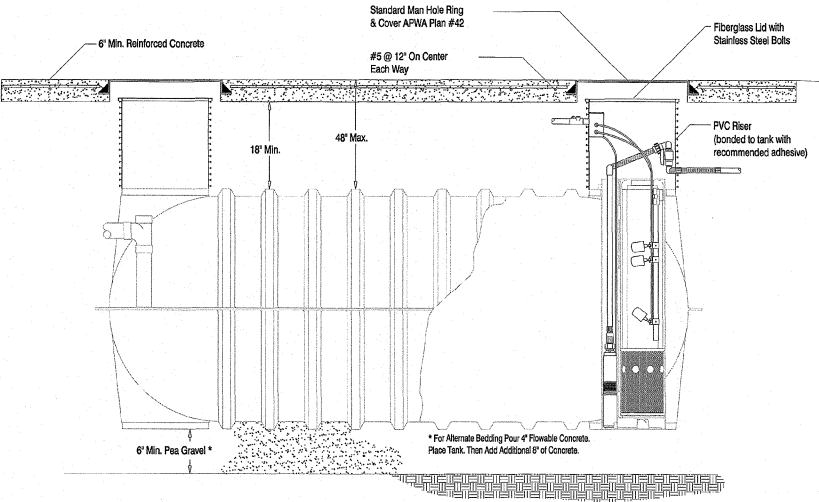
Effluent Pumping System - Duplex

Scale: 1" = 2'



Orenco Fiberglass Tank with H-20 Traffic Load

Orenco 1,500 gal. Fiberglass Tank



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| NO. | DATE | DESCRIPTION | BY | CHKD. |
|-----|------|-------------|----|-------|
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ROBERT G. CAMPBELL & ASSOC., L.P.
CONSULTING ENGINEERS
KNOXVILLE, TENNESSEE

LAKESIDE ESTATES SUBDIVISION
ON NORRIS LAKE

PUMP AND SEPTIC TANK
DESIGN VIEW

| DESIGNED BY | CHECKED BY | SCALE | SHEET |
|-------------|------------|----------|----------|
| BAG | RJC | NTS | NO. 3 |
| DRAWN BY | DATE | FILE NO. | OF |
| BAG | 4/11/07 | 07030 | 7 SHEETS |



We Need You

Central States Water Resources, LLC (CSWR), and its affiliates, are looking to work with qualified and experienced water and wastewater operations and management (O&M) firms to bring safe, reliable and environmentally responsible water resources to every community in the U.S.

CSWR, Inc. owns and operates several private, regulated water and wastewater utility companies across the nation. We provide professional and managerial services to make sure the communities we serve have access to clean, safe and reliable water resources, 24/7. We work with outside firms like yours to make sure our utility operating companies have professional operation, maintenance and construction services. Our goal at CSWR, Inc. is to transform local water and wastewater treatment facilities across the United States, improving both the quality of water and the quality of life for our customers.

Benefits of Working with Us

CSWR is transforming how water utilities work by using technology and innovation to quickly assess and invest in reliable infrastructure that meets or exceeds stringent state and federal safety standards, while protecting the aquifers, lakes, rivers and streams that are essential to our world.

Our O&M partners get the benefits of access to working with industry-leading technology, a growing network of water and wastewater professionals and the opportunity to grow your business.

CSWR also provides:

- Training vouchers pending state approval
- Opportunity to learn how to use a computer-based training monitoring system (CMMS)
- Professional, 24/7 customer service

We Need You

We're building our database for all current and future projects for construction and water and wastewater O&M. This Qualification Application is solely a request for information. It does not represent an offer, nor does it confer any rights on any respondent. CSWR is not responsible under any circumstances for any costs incurred by responding to this Qualification Application.

Questions? Please contact us at operations@cswrgroup.com.



QUALIFICATION APPLICATION

Please fill out the information below to be notified of any current or future CSWR projects.

Firm Name:

1. Address:
2. Company Headquarters (if different from above):

Number of years in business under current business name:

List all other business names firm has operated under and the time frames for each:

List any Disadvantaged Business Enterprise (DBE) certifications:

Please mark which types of projects you are interested in:

| | Water | Wastewater |
|-------------------------|-------|------------|
| Operation & Maintenance | | |
| Construction | | |

If firm is a corporation, LLC or partnership, provide the following information:

| | |
|-------------------------|--|
| Type of organization: | |
| State of incorporation: | |
| Date of Incorporation: | |
| Name of President: | |
| Name of Vice President: | |
| Name of Secretary: | |
| Name of Treasurer: | |



SERVICES PROVIDED

Please mark each box for services that your firm provides. Do not include services which are subcontracted to other firms.

Operations & Maintenance (O&M)

| Service | Water | Wastewater |
|---------------------------------|-------|------------|
| System O&M | | |
| Engineering | | |
| Laboratory Testing | | |
| Grounds Maintenance/Landscaping | | |
| Discharge Reporting | | |
| Permitting | | |
| Other (specify): | | |
| Other (specify): | | |

Construction

| Service | Water | Wastewater |
|---------------------|-------|------------|
| General Contracting | | |
| Engineering/Design | | |
| Structural | | |
| Plumbing/Piping | | |
| Electrical | | |
| Cement/Foundations | | |
| Other (specify): | | |
| Other (specify): | | |



PERSONNEL

Management Personnel

Please list all personnel that may have management responsibilities on potential projects, along with their title, years of experience, years with the firm, a brief description of their potential project role and any certifications or licenses they may have. Use additional sheets if necessary. Please include a management organization chart and resumes of management personnel.

| Name | Title | Years of Experience | Years with Firm | Project Role | Certifications/ Licenses |
|------|-------|---------------------|-----------------|--------------|-----------------------------|
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Operating Personnel

Please list all personnel that may have operation & maintenance responsibilities on potential projects, along with their certification and/or licenses (please include the state of licensure), years of experience, years with the firm, and all the types of systems and/or processes they have experience operating and maintaining. Use additional sheets if necessary.

| Name | Certification/ License | Years of Experience | Years with Firm | Types of Systems |
|------|---------------------------|------------------------|-----------------------|------------------|
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PROJECT EXPERIENCE

Please list similar projects your firm has operated or managed in the past five (5) years. For each project, include the type of system operated and maintained, location, designed flow capacity, length on contract, scope of work and the total number of permit violations. A narrative must be attached to explain any permit violations and should describe the violation, why it occurred, the resulting penalty and the corrective action taken.

| System Type | Location | Designed Flow | Length of Contract | Scope of Work | # of Permit Violations |
|-------------|----------|---------------|--------------------|---------------|------------------------|
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INSURANCE REQUIREMENTS

For all of our O&M projects, we require the insurance coverage listed below. The following Certificates of Insurance ("COI"), as outlined here, must be furnished to CSWR **upon receipt of approval of the award of the contract**. COI shall provide a minimum of a thirty (30) day notice of cancellation to CCPS and shall name CSWR as an additional insured as follows:

Comprehensive General Liability Insurance

Comprehensive General liability insurance on an "occurrence basis," in the amount of at least \$1,000,000.00 per occurrence, with at least a \$2,000,000.00 annual aggregate limit, including broad form property damage, blanket contractual and personal injuries (including death resulting therefrom) coverage.

Automobile Liability Insurance

Automobile Liability insurance in the amount of \$500,000.00 per person and \$1,000,000.00 per occurrence for bodily injury and \$500,000.00 per occurrence for property damage or \$1,000,000.00 combined single limit. Coverage should extend to any auto or owned, hired or non-owned autos.

Worker's Compensation and Employers Liability Insurance

Worker's Compensation and Employers Liability in the amount required by law.

Commercial Umbrella Coverage

Commercial Umbrella Coverage on all of the foregoing coverage in the amount of \$5,000,000.00 per occurrence and \$5,000,000.00 aggregate.

Pollution Legal Liability

Operator shall maintain in force Pollution Legal Liability policy with limits of \$1,000,000.00 per occurrence and \$2,000,000.00 aggregate. In the event that Pollution Liability Coverage is discontinued for any reason by Operator after the termination of this Agreement, Operator agrees to procure tail coverage in force continuously without interruption for a period of three (3) years from the date of the termination of this Agreement.

Professional Liability Error and Omissions

Professional Liability Error and Omissions coverage of not less than \$1,000,000.00 per occurrence and \$2,000,000.00 aggregate. In the event that Professional Liability Errors and Omissions coverage is discontinued for any reason after the termination of this Agreement, Operator agrees to procure tail coverage in force continuously without interruption for a period of three (3) years from the date of the termination of this Agreement.



Duration of Insurance Policies

Except as otherwise expressly required, all insurance policies herein specified shall be in force for the term of the contract and contain a Rider that the insurance policies cannot be cancelled without a thirty (30) day prior written notice to the parties insured.

SAFETY RECORD

Please provide your firm's Workers' Compensation Experience Modifier and OSHA Recordable Rate for the past three years.

Please provide your Days Away, Restricted, or Transferred (DART) Incident Rate calculated from OSHA's Form 300 and Experience Modifier Rate (EMR) for the last three years in the table below.

| Year | DART | EMR |
|------|------|-----|
| | | |
| | | |
| | | |

Please provide a copy of any Drug and Alcohol policies including testing programs. Also, provide a brief narrative summarizing any health and safety programs and/or processes

References

Provide three trade references below include name of reference, current contact person, telephone number and address:

- 1.
- 2.
- 3.

Provide two bank references below, include name of reference, current contact person, telephone number and address:

- 1.
- 2.

The person undersigned affirms that all information contained within this Qualifications Application is true and accurate. Providing false or misleading or omitting relevant information may result in the Respondent's firm being disqualified for any current or future work for Central States Water Resources.

Affirmed by (signature): _____

Name: _____

Title: _____

Date: _____

