

BUTLER | SNOW

June 16, 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 16, 2023 at 9:58 a.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

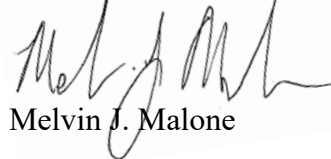
Dear Chairman Hilliard:

Attached for filing please find a *Joint Representation Agreement for Central States Water Resources and DSH & Associates, LLC* in the above-captioned matter.

As required, the original plus four (4) hard copies will follow. 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, Central States Water Resources
Doug Hodge, DSH & Associates, LLC
Vance Broemel, Consumer Advocate Division
Karen H. Stachowski, Consumer Advocate Division

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June 14, 2023

VIA EMAIL

Russ Mitten
General Counsel
Central States Water Resources
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Doug Hodge
DSH & Associates, LLC
2099 Thunderhead Road, Suite 204
Knoxville, TN 37922
dhodge@dshassociates.com

**RE: Joint Representation Agreement for Central States Water Resources and
DSH & Associates, LLC**

Dear Russ and Doug:

Thank you for selecting Butler Snow LLP (“Butler Snow”) to perform legal services in connection with the acquisition and operation of the wastewater system of DSH & Associates, LLC (“DSH”) by Limestone Water Utility Operating Company, LLC, an affiliate of Central States Water Resources (“CSWR”) in TPUC Docket No. 23-00016. At your request, we are prepared to represent both DSH and CSWR in pursuing state regulatory approval of this transaction before the Tennessee Public Utility Commission. Before consenting to our representation of both DSH and CSWR (“Joint Representation”), it is important that you understand and consider the risks of Joint Representation and agree to the conditions expressed herein.

As we have discussed, Joint Representations can create certain risks. One such potential risk involves confidential communications. Communications between Butler Snow and its clients are treated as confidential and are protected by attorney-client privilege. We cannot voluntarily disclose protected communications without a client’s consent. If, however, Butler Snow represents both DSH and CSWR in this matter, attorney-client privilege will not protect Butler Snow’s respective communications with DSH or CSWR from each other. Butler Snow will be obligated to disclose to each client any information relevant and material to the subject matter of this engagement. This does not mean that third parties can gain access to such communications. Indeed,

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communications to and from Butler Snow would remain protected from third parties. DSH and CSWR agree not to waive that protection without mutual, written consent.

Further, our obligations under this Joint Representation may prevent us from proposing certain recommendations or strategies to either DSH or CSWR that may have adverse implications on the other. If either DSH or CSWR wishes to receive such potentially adverse recommendations, you are encouraged to seek the input of separate, individual counsel.

Another potential risk involves future conflicts. During Joint Representation, one client may take a position adverse to the other. We are not aware of any facts indicating that future conflicts are likely. A future conflict could cause two consequences. First, Butler Snow could be precluded from representing both clients. As a condition to this Joint Representation, DSH agrees Butler Snow may continue to represent CSWR in relation to the acquisition between DSH and CSWR should Joint Representation later become impermissible. Accordingly, DSH shall agree to waive any conflict and shall approve any request for consent to continue representation of CSWR that Butler Snow may seek. Second, in the event of future conflicts, confidential DSH and CSWR communications to and from Butler Snow may be discoverable or disclosed insofar as such information is sought in connection with the future conflict.

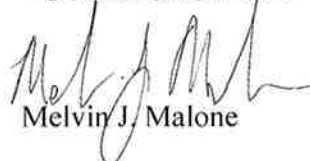
Both DSH and CSWR understand the risks and conditions associated with this Joint Representation Agreement and have both been provided the opportunity to discuss this Joint Representation with separate, independent counsel apart from Butler Snow.

If, after reviewing this Joint Representation Agreement and considering the conditions herein, you wish to proceed with Joint Representation, please sign a copy of this letter and return it to me. Again, you may wish to individually consult independent counsel concerning the risks of this Joint Representation. We encourage you to do so. By executing below, you confirm your understanding of the risks discussed herein, provide your express consent to the waiver of any known or potential conflicts of interest that may arise out of Butler Snow's Joint Representation of DSH and CSWR and agree to the conditions herein.

We look forward to working with both DSH and CSWR in pursuing your common goals.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone

[Signature page follows]

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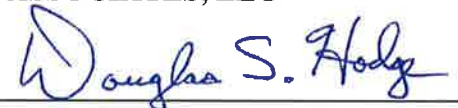
AGREED AND APPROVED:

CENTRAL STATES WATER RESOURCES

By: 
Russ Mitten, General Counsel

Date: 6/15/23

DSH & ASSOCIATES, LLC

By: 

Name: Douglas Hodge

Title: Manager

Date: 6/15/23

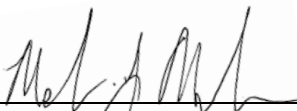
CERTIFICATE OF SERVICE

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

Vance L. Broemel, Esq.
Senior Assistant Attorney General
Office of the Tennessee Attorney General
Consumer Advocate Division
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Karen H. Stachowski, Esq.
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This the 16th day of June 2023.



Melvin Malone