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July 12, 2023

VIA ELECTRONIC FILING

Electronically Filed in TPUC Docket
Room on July 12, 2023 at 12:12 p.m.

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

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

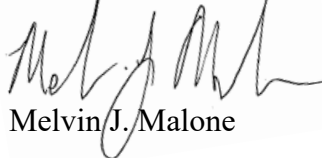
Dear Chairman Hilliard:

Attached for filing please find *Limestone Water Utility Operating Company, LLC's Responses to Second Set of Discovery Requests of the Consumer Advocate* 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: Doug Hodge, DSH & Associates
Russ Mitten, Limestone Water Utility Operating Company
Karen H. Stachowski, Consumer Advocate Division
Mason C. Rush, Consumer Advocate Division

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BUTLER SNOW LLP

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
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 TRANSER)	
OR ISSUE A CERTIFICATE OF PUBLIC)	
CONVENIENCE AND NECESSITY)	

**LIMESTONE WATER UTILITY OPERATING COMPANY, LLC’S RESPONSES
TO SECOND SET OF DISCOVERY REQUESTS OF THE CONSUMER ADVOCATE**

Limestone Water Utility Operating Company, LLC (“Limestone”), by and through counsel, hereby submits its Responses to the Second Set of Discovery Requests propounded by the Consumer Advocate Division of the Attorney General’s Office (“Consumer Advocate”).

GENERAL OBJECTIONS

1. Limestone objects to all requests that seek information protected by the attorney-client privilege, the work-product doctrine and/or any other applicable privilege or restriction on disclosure.

2. Limestone objects to the definitions and instructions accompanying the requests to the extent the definitions and instructions contradict, are inconsistent with, or impose any obligations beyond those required by applicable provisions of the Tennessee Rules of Civil Procedure or the rules, regulations, or orders of the Tennessee Public Utility Commission (“TPUC” or “Authority”).

3. The specific responses set forth below are based on information now available to Limestone, and Limestone reserves the right at any time to revise, correct, add to or clarify the objections or responses and supplement the information produced.

4. Limestone objects to each request to the extent that it is unreasonably cumulative or duplicative, speculative, unduly burdensome, irrelevant or seeks information obtainable from some other source that is more convenient, less burdensome or less expensive.

5. Limestone objects to each request to the extent it seeks information outside Limestone's custody or control.

6. Limestone's decision, now or in the future, to provide information or documents notwithstanding the objectionable nature of any of the definitions or instructions, or the requests themselves, should not be construed as: (a) a stipulation that the material is relevant or admissible, (b) a waiver of Limestone's General Objections or the objections asserted in response to specific discovery requests, or (c) an agreement that requests for similar information will be treated in a similar manner.

7. Limestone objects to those requests that seek the identification of "any" or "all" documents or witnesses (or similar language) related to a particular subject matter on the grounds that they are overbroad and unduly burdensome and exceed the scope of permissible discovery.

8. Limestone objects to those requests that constitute a "fishing expedition," seeking information that is not relevant or reasonably calculated to lead to the discovery of admissible evidence and is not limited to this matter.

9. Limestone does not waive any previously submitted objections to the Consumer Advocate's discovery requests.

RESPONSES

- 2-1. Refer to the Company's response to Consumer Advocate DR No. 1-4. Specifically, refer to the updated Revised Exhibit 19. Reconcile the \$137,557 shown for the DSH acquisition to the 2022 Utility Plant in Service of \$90,606 as found in the "DSH 2022 Annual Report".

RESPONSE: At the time Limestone completed the estimated acquisition accounting and Exhibit 19, the DSH 2020 annual report was the most recent information. The DSH 2022 annual report has a different number for plant in service, and the Company would expect that number to be more accurate. Please note that Limestone continues to have questions about DSH's fixed asset balances and procedures.

- 2-2. Refer to the Company's response to Consumer Advocate DR No. 1-12. Refer also to the *Stipulation and Settlement Agreement* filed October 12, 2021, in TPUC Docket No. 21-00053 concerning the Company's acquisition of Cartwright Creek, LLC. If the escrowed funds are found to be part of the acquisition in this docket, will the Company hold the escrowed funds in a separate account from the other escrowed funds of the Company? Additionally, if the Petition is approved, will the Company hold future escrowed funds in a separate account from other escrowed funds received? If the Company intends to treat escrowed funds differently than described above, explain how it intends to treat such funds and its rationale for doing so.

RESPONSE: If the escrowed funds are transferred to Limestone pursuant to the acquisition, Limestone will hold the funds segregated, consistent with TPUC Rules and generally accepted accounting principles or NARUC USOA.

STATE OF MISSOURI)

COUNTY OF ST. LOUIS)

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

He is appearing as a witness on behalf of Central States Water Resources before the Tennessee Public Utility Commission, and duly sworn, verifies that the data requests and discovery responses are accurate to the best of his knowledge.



Brent Thies

Sworn to and subscribed before me
this 10th day of JULY, 2023.



Notary Public

My Commission expires: Oct 16, 2026



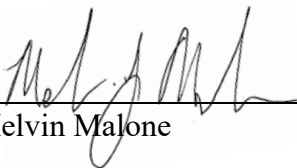
CERTIFICATE OF SERVICE

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

Mason C. Rush
Assistant Attorney General
Office of the Tennessee Attorney General
Consumer Advocate Division
P.O. Box 20207
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Mason.Rush@ag.tn.gov

Karen H. Stachowski, Esq.
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This the 12th day of July 2023.



Melvin Malone