

BUTLER | SNOW

December 5, 2023

Electronically Filed in TPUC Docket Room
on December 5, 2023 at 3:07 p.m.

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

RE: *Limestone Water Utility Operating Company, LLC's Application to Expand its Certificate of Convenience and Necessity to Serve the Nash Ridge Subdivision, TPUC Docket No. 23-00036*

Dear Chairman Hilliard:

Attached for filing please find the *Pre-Filed Testimony of Aaron Silas Adopting the Pre-Filed Direct Testimony of Todd Thomas* 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.

Sincerely,

BUTLER SNOW LLP



Katherine Barnes

clw

Attachments

cc: Russ Mitten, Central States Water Resources
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*

KATHERINE B. BARNES
615.651.6797
katherine.barnes@butlersnow.com

T 615.651.6700
F 615.651.6701
www.butlersnow.com

BUTLER SNOW LLP

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

IN RE:)	
)	
LIMESTONE WATER UTILITY)	
OPERATING COMPANY, LLC’S)	
APPLICATION TO EXPAND ITS)	DOCKET NO. 23-00036
CERTIFICATE OF CONVENIENCE AND)	
NECESSITY TO SERVE THE NASH)	
RIDGE SUBDIVISION)	

**PRE-FILED TESTIMONY OF AARON SILAS
ADOPTING PRE-FILED DIRECT TESTIMONY OF TODD THOMAS**

1 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

2 A. My name is Aaron Silas. My business address is 1630 Des Peres Road, Suite 140, St. Louis
3 Missouri, 63131.

4 **Q. PLEASE DESCRIBE CSWR, LLC, AND LIMESTONE WATER UTILITY**
5 **OPERATING COMPANY.**

6 A. CSWR, LLC (“CSWR”) is a holding company that currently indirectly owns utility
7 operating companies in 11 states. Limestone Water Utility Operating Company, LLC
8 (“Limestone Water” or “Company”) is the CSWR-affiliated utility operating company in
9 Tennessee.

10 **Q. WHAT IS YOUR POSITION WITH CSWR?**

11 A. I am the Director of Regulatory Operations of CSWR, the affiliated company that has
12 operational oversight over CSWR’s utility operating companies including Limestone
13 Water. I have been employed with CSWR since October 2019 in various roles with
14 increasing responsibility. My current responsibilities include the oversight of all regulatory

15 filings including acquisition cases, rate cases, CCN expansions, etc. Additionally, I oversee
16 the external communications team enabling the company to communicate with
17 stakeholders regarding operational activities. At the present time, I oversee such activities
18 for affiliated operating companies providing water or wastewater utility services to
19 approximately 150,000 connections in Kentucky, Missouri, Arkansas, Tennessee,
20 Louisiana, Texas, Mississippi, North Carolina, South Carolina, Arizona, and Florida.
21 CSWR has additional applications pending in most of these states as well as in California
22 seeking authorization to acquire even more systems and customers. If those applications
23 are approved, my oversight responsibilities will extend to those additional systems and
24 customers.

25 **Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL**
26 **EXPERIENCE.**

27 A. My education includes a Bachelor of Science in Business Administration as well as a
28 Master of Business Administration from Southern Illinois University in Edwardsville.
29 Before joining CSWR, I was engaged in various roles in the finance industry including
30 roles at U.S. Bank and Stifel Financial.

31 **Q. HAVE YOU BEEN INVOLVED OR ENGAGED IN LIMESTONE DOCKET**
32 **NO. 23-00036 FROM THE BEGINNING?**

33 A. Yes, including direct contact with the Developer.

34 **Q. WHAT IS THE PURPOSE OF YOUR DIRECT TESTIMONY IN THIS CASE?**

35 A. The purpose of my testimony is to adopt the pre-filed direct testimony previously submitted
36 in this matter by Todd Thomas supporting the Application filed by Limestone Water Utility
37 Operating Company, LLC, which seeks Commission authority for Limestone Water to

expand its certificate of convenience and necessity to serve the Nash Ridge Subdivision. A copy of Todd Thomas's Pre-Filed Direct Testimony is attached as **Exhibit 1**.

Q. WHY ARE YOU ADOPTING MR. THOMAS'S PRE-FILED DIRECT TESTIMONY?

A. Although Todd Thomas initially intended to be able to present his pre-filed direct testimony, a conflict arose, and he is unable to attend the hearing. Therefore, I am adopting his pre-filed testimony.

Q. ARE YOU FAMILIAR WITH THE PRE-FILED TESTIMONY OF TODD THOMAS?

A. Yes, I have reviewed the testimony of Todd Thomas, including the exhibits, and I am familiar with its contents.

Q. IF ASKED THE SAME QUESTIONS AS ARE IN THE DIRECT PRE-FILED TESTIMONY OF TODD THOMAS, WOULD YOU ANSWER EACH QUESTION THE SAME?

A. Yes, excepting that our professional and educational backgrounds are different.

Q. DO YOU WISH TO ADOPT THE PRE-FILED TESTIMONY OF TODD THOMAS WITHOUT CHANGES?

A. Yes.

No further questions.

EXHIBIT 1

DIRECT TESTIMONY

OF TODD THOMAS

LIMESTONE WATER UTILITY OPERATING COMPANY, LLC

WITNESS INTRODUCTION

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Todd Thomas. My business address is 1630 Des Peres Road, Suite 140, St. Louis Missouri, 63131.

Q. PLEASE DESCRIBE CSWR, LLC, AND LIMESTONE WATER UTILITY OPERATING COMPANY.

A. CSWR, LLC (“CSWR”) is a holding company that currently indirectly owns utility operating companies in 11 states. Limestone Water Utility Operating Company, LLC (“Limestone Water” or “Company”) is the CSWR-affiliated utility operating company in Tennessee.

Q. WHAT IS YOUR POSITION WITH CSWR?

A. I am Senior Vice President of CSWR, the affiliated company that has operational oversight over CSWR’s utility operating companies including Limestone Water. At CSWR, my responsibilities include the acquisition, development, and operation of CSWR-affiliated utilities. Among other duties, and relevant to this testimony, I am responsible for engaging and overseeing management and maintenance service providers including those contractors responsible for day-to-day operations and maintenance (“O&M”) of CSWR operating affiliates like Limestone Water. In addition, I am responsible for engaging and

overseeing customer service providers. At the present time, I oversee such activities for affiliated operating companies providing water or wastewater utility services to approximately 135,000 connections in Kentucky, Missouri, Arkansas, Tennessee, Louisiana, Texas, Mississippi, North Carolina, South Carolina, Arizona, and Florida. CSWR has additional applications pending in most of these states as well as in California seeking authorization to acquire even more systems and customers. If those applications are approved, my oversight responsibilities will extend to those additional systems and customers.

Q. PLEASE DESCRIBE YOUR EDUCATIONAL AND PROFESSIONAL EXPERIENCE.

A. My education includes a Bachelor of Science in Civil Engineering from the Missouri University of Science and Technology, and a Master of Business Administration from Washington University in St. Louis.

Before joining CSWR, I was President of Brotcke Well and Pump (the 2nd largest well driller and service provider in the Midwest); Vice President of Operations and Business Development of the Midwest for American Water Contract Operations; and General Manager of Midwest Operations for Environmental Management Corporation. I currently serve on the East Central Missouri Board of Directions and am an Advisory Board member for the Public Water Supply District 2 of St. Charles County, Missouri which is the largest water and sewer district in the State of Missouri serving approximately 60,000 connections.

Brotcke Well and Pump serves municipal potable, regulated potable, and industrial ground water suppliers in the states of Missouri, Illinois, Kansas, Tennessee, Kentucky, and Arkansas. Its total number of clients exceeds 200 and they range in size from the City of Bloomington, Illinois, with 31,000 water customers, to 230 customers in the City of Eminence, Missouri. Brotcke Well and Pump drills wells, cleans and treats wells, installs pumps, services pumps, rebuilds pumps, tests wells for regulatory compliance, and installs and services well controls. As President of Brotcke Well and Pump, I was involved in the design, maintenance, and repair of all client well systems. I have firsthand experience with how much damage can be done by lack of maintenance on a well system and how much money and effort is required to restore a well system after neglect.

As Vice President of Operations and Business Development of the Midwest for American Water Contract Operations, I was responsible for the water and wastewater operations and maintenance contracts for municipal and industrial clients. These clients included wastewater systems owned and operated by the City of St. Charles, in Missouri, and the cities of Godfrey, Mount Vernon, Quincy, Litchfield, Lincoln, Pittsfield, and Elwood in Illinois. These clients also included water and wastewater systems owned and operated by the City of Foristell, Missouri, and the Illinois cities of Brighton, and Monmouth. At one time I had responsibility for operating water and wastewater systems serving approximately 64,000 residential connections. My responsibilities included the direction and management of annual budgeting for each plant's operations and maintenance, design and planning of plant upgrades and maintenance projects, regulatory reporting, plant operations, and regulatory compliance of these systems.

My position as General Manager of Midwest Operations for Environmental Management Corporation was similar to my position with American Water Contract Operations with regard to the size and scope of the systems the company managed.

Q. WHAT IS THE PURPOSE OF YOUR DIRECT TESTIMONY IN THIS CASE?

A. The purpose of my testimony is to support the application filed in this case (“Application”) through which Limestone asks that the Commission expand the company’s Certificate of Convenience and Necessity (“CCN”) to allow it to own and operate a wastewater system to serve the Nash Ridge subdivision in Williamson County. My testimony describes the proposed expansion and explains why Limestone believes the expansion is in the public interest. Specifically, I will discuss the development envisioned for the proposed service area, as well as the need for the CCN expansion so that Limestone can operate the wastewater treatment system to be constructed for the proposed development.

I also describe Limestone’s relationship to CSWR, the role CSWR would play in Limestone’s operation of the wastewater system at issue in this case, and the benefits Limestone’s relationship with CSWR would bring to customers served by that system. Finally, to the extent applicable, I provide the Commission information required by TPUC Rule 1220-04-13-.17(2) and other rules applicable to the Application. In this testimony, I also adopt the Application and verify that all information included there is true and correct to the best of my information and belief.

**BACKGROUND INFORMATION REGARDING
LIMESTONE AND ITS AFFILIATES**

Q. PLEASE PROVIDE SOME BACKGROUND INFORMATION ABOUT LIMESTONE AND CSWR.

- A. Limestone is a Tennessee limited liability company formed to acquire water and wastewater assets in Tennessee and to operate those assets as a regulated public utility. In Docket No. 19-00062, involving Limestone's acquisition of Aqua Utilities Company, Inc., the Commission first authorized Limestone to operate in Tennessee. There the Commission held:

Based on the evidentiary record, the Hearing Panel found that Limestone has the requisite managerial, technical, and financial capabilities to operate the water system and wastewater system in Hardin County serving Points of Pickwick, The Preserve, and Northshore (Phases 1, 2, and 3) now owned by Aqua.

The Commission subsequently reached similar conclusions regarding the managerial, technical and financial capabilities of Limestone when it approved the acquisition of Cartwright Creek and the expansion of Limestone's CCN:

The Commission found that Limestone demonstrated that it has sufficient financial, managerial, and technical expertise to operate the Williamson County wastewater systems at issue.

As a result of these acquisitions, Limestone now serves approximately 455 water customers and 1,771 wastewater customers.

Limestone is a subsidiary of CSWR, a Missouri limited liability company formed to provide managerial, technical, and financial support to its utility operating affiliates. A corporate organization chart illustrating that relationship is included as **Exhibit 5** to the Application.

To date, CSWR-affiliated utility operating companies have acquired and are operating water or wastewater systems in Missouri, Arkansas, Kentucky, Louisiana, Texas, Mississippi, North Carolina, South Carolina, Arizona, Florida, and Tennessee.

Furthermore, CSWR-affiliated entities have additional acquisitions pending in several of these states as well as in the state of California.

Q. WHAT IS CSWR'S BUSINESS PLAN WITH REGARD TO THE ACQUISITION AND OPERATION OF SMALL AND DISTRESSED WATER AND WASTEWATER SYSTEMS?

A. CSWR's business plan is to pursue the purchase and recapitalization of small water and wastewater systems and to operate those systems as investor-owned regulated utilities. Many of those systems are not currently regulated. Of those that are regulated, many, if not most, are out of compliance with utility commission rules and with federal or state pollution and safety laws and regulations. Indeed, many systems that CSWR acquires do not even have federal or state permits required to lawfully operate those systems. CSWR also has found that many regulated systems that it has acquired have not increased their rates for a decade or more and, as a result, lack the financial resources necessary to build, maintain, and replace assets used to provide service or bring operations into compliance with rapidly changing environmental and water quality regulations. Some systems that CSWR acquires are in receivership, and therefore lack the ability to raise capital necessary to improve their systems. In contrast, since CSWR has found investors willing to make investments and take risks necessary to bring small water and wastewater systems into compliance with current statutes, rules, and regulations, it has been able to acquire distressed systems, upgrade or repair physical facilities, and operate those systems in a way that satisfies customers, regulators, and investors alike.

Q. PLEASE DESCRIBE CSWR-AFFILIATES' EXPERIENCE WITH WASTEWATER SYSTEMS.

A. If this application is approved, Limestone has the financial, technical, and managerial ability to serve the Nash Ridge subdivision in a manner that fully complies with applicable health, safety, and environmental protection laws and regulations and provides reliable, safe, and adequate service to customers. As of the end of 2022, CSWR was the twelfth largest investor-owned water and wastewater utility in the United States. We also are the largest single owner operator of individual wastewater systems in the United States, and we will be on track to singlehandedly bring into compliance the largest number of individual wastewater plants across our national footprint in recent United States history (potentially ever). The CSWR-affiliated group of companies is likely the most qualified utility in the United States to service customers based on the number of systems we own, the number of systems that we have purchased and kept in environmental compliance, and our personnel having the most relevant experience running small utilities. Our affiliate group current owns and operates more than 800 water and wastewater plants within our eleven-state operational footprint. On a daily basis we deliver, on average, more than 14.6 million gallons of water daily to our more than 42,000 water connections and treat almost 20 million gallons of wastewater to our more than 60,000 wastewater connections. In Louisiana, alone, our affiliate has removed fifty-nine (59) systems from Agreements on Consent with the Louisiana Department of Environmental Quality – the fastest timeframe ever for a large group of systems – and we are 100% compliant with environmental compliance agreements entered into with state regulators. These agreements are necessary because of the extremely distressed nature of many systems our group acquires, and our record of compliance with and removal from these agreements is testament to our ability to own and operate such systems in a manner that complies with applicable laws and provides safe and reliable service to customers.

Specifically, on the wastewater side of the business, CSWR affiliates (including Limestone) have purchased wastewater treatment plants with associated sewer pumping stations, gravity force mains, and gravity conveyance lines. With the approval of state wastewater regulatory authorities, since March 2015, CSWR-affiliated companies have designed, permitted, and completed construction, of numerous sanitary sewer system improvements. These improvements include wastewater line repairs to remove infiltration and inflow, building sewer main extensions, the repair of multiple lift stations, the construction of lift stations, the closure of an existing regulatory impaired wastewater system, building fully activated sludge plants, constructing moving bed bio-reactor plants converting multiple failing wastewater systems into sludge storage/flow equalization and treatment basins, converting failed mechanical systems to I-Fast systems, and constructing various other wastewater supporting improvements.

Q. DOES CSWR HAVE PERSONNEL QUALIFIED TO PERFORM THE SERVICES YOU IDENTIFIED IN YOUR PRECEDING ANSWER?

- A. Yes. This fact is evidenced by the fact that CSWR is already providing those and other similar services for wastewater systems in Tennessee, as well as 10 other states. While I have already described my background and experience in the water and wastewater utility industry, the resumes of the other key members of CSWR's senior team who would be involved in Limestone's operations are included as **Exhibit 13**. The resumes of the CSWR senior team shows that Limestone is well-qualified to meet the demands of Limestone and its customers as well as any requirements of this Commission and other regulators charged with overseeing Limestone's operations. The types and quality of services that CSWR provides to Limestone are not typically available to small systems like that at issue in this

case. However, CSWR's business model was developed specifically to provide that expertise and experience to affiliates and to do so while achieving economies of scale attributable to CSWR's centralized management structure.

Q. PLEASE DESCRIBE THE CUSTOMER SERVICES THAT CSWR PROVIDES TO ITS AFFILIATE CUSTOMERS.

A. In addition to these operational capabilities, CSWR also provides customer service to customers that meet or exceed regulatory commission rules. CSWR provides 24/7 access to customer service representatives via phone and email. Similarly, CSWR provides around the clock emergency response to operational problems. Furthermore, through its website, CSWR customers can access information regarding advisories, payment options and customer education items. If the Application is approved, Limestone would provide this same level of customer service to the Nash Ridge customers.

Q. DO LIMESTONE AND CSWR HAVE THE FINANCIAL CAPACITY TO PROVIDE WASTEWATER SERVICE TO THE NASH RIDGE SUBDIVISION?

A. Yes, Limestone and CSWR have the financial capacity to provide wastewater services to the Nash Ridge subdivision. The CSWR-affiliated group, of which Limestone is a member, has been able to secure an ongoing commitment from a Wall Street private equity firm that enables CSWR utility affiliates to not only purchase small, oftentimes distressed, water and wastewater systems, but to also make the investments necessary to bring those systems into compliance with applicable health, safety, and environmental protection laws and regulations. This investment commitment also includes working capital necessary to operate until an application for compensatory rates can be prepared and prosecuted.

Q. HOW DOES LIMESTONE PROPOSE TO PROVIDE OPERATIONAL SUPPORT TO THE NASH RIDGE SUBDIVISION?

- A. As it currently does for its other Tennessee service areas, Limestone would hire a local, non-affiliated third-party Operations and Maintenance (“O&M”) firm that has knowledgeable and experienced personnel, possesses requisite state licenses, and carries insurance coverage necessary to operate the Nash Ridge system.

In addition to its service obligations during normal business hours, the O&M firm would also be required to have a 24-hour emergency service line to deal with customers experiencing service disruptions. CSWR has developed a centralized computerized maintenance management system that monitors the performance of both its drinking water and wastewater systems and allows it to track the ongoing maintenance and testing work performed by its O&M contractors. In addition, CSWR uses geographic information system (“GIS”) survey information to accurately map all infrastructure assets, which allows the Company to specifically target ongoing infrastructure re-investment as part of the overall managerial and technical support CSWR provides each of its utility operating affiliates.

While day-to-day operational functions would be provided by non-employee contractors, all management, financial reporting, underground utility safety and location services, Commission regulatory reporting, environmental regulatory reporting and management, operations oversight, utility asset planning, engineering planning, ongoing utility maintenance, utility record keeping, and final customer dispute management would be performed by personnel at CSWR's corporate office. CSWR personnel also would monitor the activities of the non-employee contractors to make sure the system is being

operated and maintained properly and customers' needs are being met. As mentioned, the resumes of CSWR personnel who, in addition to me, would be responsible for providing services or oversight to Limestone's operation, are attached to the Application as **Exhibit 13**.

DESCRIPTION OF THE PROPOSED SERVICE AREA EXPANSION

Q. PLEASE DESCRIBE THE CERTIFICATE EXPANSION THAT LIMESTONE SEEKS IN THIS APPLICATION.

A. The proposed service area expansion is approximately 206.12 acres in Williamson County, which consists of a 39-lot residential subdivision. A map showing the location of this system is provided as **Exhibit 1** to the Application. The subdivision is being developed by Serenity Trust.

Q. DOES THE PROPOSED SUBDIVISION FALL WITHIN THE SERVICE AREA OF ANY WATER / WASTEWATER PROVIDERS?

A. The subdivision does not fall within the service area of Harpeth Valley Utilities District. For this reason, Serenity Trust, developer of the Nash Ridge subdivision, proposes to construct its own wastewater collection system and send flows to the existing Grasslands Treatment Facility. The decentralized wastewater system will utilize watertight, precast concrete septic tanks for each home with grinder system pumps and controls and PVC pipe collection force mains. This new collection system for the development will connect to the Grasslands collection system at an existing manhole. From there, flows will be sent to the Grasslands Treatment facility.

Q. WHAT IS LIMESTONE'S ROLE IN THIS PROJECT?

A. While Serenity Trust plans to construct the wastewater treatment assets, it does not wish to be the ongoing operator of the treatment system. For this reason, Limestone was asked to accept ownership of the treatment system and accept ongoing responsibility for the operation of the system as well as providing wastewater services to the customers within this service area.

Q. IF THE COMMISSION APPROVES THE APPLICATION, IS LIMESTONE WILLING AND ABLE TO OPERATE THE WASTEWATER SYSTEM IN A MANNER THAT COMPLIES WITH APPLICABLE REGULATIONS?

A. Yes. If the Commission grants Limestone the authority it seeks in the Application, Limestone and CSWR are willing and able to operate the system in a manner that complies with applicable laws and regulations. As I described previously, the affiliate group of which Limestone and CSWR are part has access to capital adequate to operate that system in a manner that is in the public interest and complies with applicable statutes, rules, and regulations.

Q. WHAT RATES, RULES, AND REGULATIONS WOULD BE IN EFFECT FOR THE NASH RIDGE SUBDIVISION?

A. Initially, Limestone proposes to utilize the rates, rules and regulations that are currently applicable to its Cartwright Creek service area. The applicable tariff is attached to the Application as **Exhibit 519**. That tariff would be applicable at least until Limestone files a Tennessee rate case. At that time, Limestone may seek to adjust the rates, rules or regulations for this service area. Limestone may also seek authority to consolidate the rates of this system with those of other systems it operates in Tennessee.

Q. ARE LIMESTONE AND CSWR FAMILIAR WITH THE COMMISSION'S RULES AND REGULATIONS GOVERNING WASTEWATER UTILITIES AND DO THOSE COMPANIES PLEDGE TO OPERATE THE SYSTEM AT ISSUE IN THIS CASE IN A MANNER THAT COMPLIES WITH THOSE RULES AND REGULATIONS?

A Yes, As indicated, Limestone currently operates in the state of Tennessee. Therefore, CSWR and Limestone are familiar with the Commission's rules and regulations and pledge to continue to operate the system in a manner that complies with all Commission requirements and all applicable state statutes and regulations.

Q. HOW DOES LIMESTONE PROPOSE TO SATISFY THE FINANCIAL SECURITY REQUIREMENTS IMPOSED BY TPUC RULES 122-04-13-.07 AND 1220-04-13-.08?

A. To demonstrate financial security as required by the Commission's rules, Limestone has already secured a corporate surety bond in the maximum required under the Commission's rule (\$300,000) in a form that complies with TPUC Rule 1220-04-13-.08.

Q. DO YOU BELIEVE THE PROPOSED SERVICE AREA EXPANSION IS IN THE PUBLIC INTEREST?

A Yes. I believe Limestone's proposed expansion of its certificated service area, to include the Nash Ridge service area, would be consistent with and would promote the public interest. Limestone and CSWR are fully qualified, in all respects, to own and operate that system and to otherwise provide safe and adequate service. Furthermore, as previously explained, this tract is currently undeveloped. Through the operation of the wastewater

facility to be constructed by Serenity Trust, Limestone's service area expansion allows for the development of this land.

Q. DOES THIS CONCLUDE YOUR DIRECT TESTIMONY?

A. Yes, it does.

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

IN RE:

LIMESTONE WATER UTILITY
OPERATING COMPANY, LLC'S
APPLICATION TO EXPAND ITS
CERTIFICATE OF CONVENIENCE
AND NECESSITY TO SERVE THE
NASH RIDGE SUBDIVISION

DOCKET NO. 23-00036

VERIFICATION

STATE OF Missouri)

COUNTY OF St. Louis)

I, Todd Thomas, being first duly sworn, am authorized to represent and warrant, on behalf of Limestone Water Utility Operating Company, LLC, in the above-referenced docket. To the best of my knowledge, the statements in the Application filed in this Docket are true and correct. Limestone will comply with all applicable laws, regulations, and Commission rules. I declare under the penalty of perjury that the foregoing is true and correct.



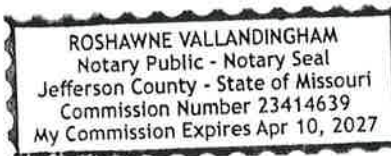
Todd Thomas

Sworn and subscribed before me
this 27 day of JUNE, 2023.



Notary Public

My Commission Expires: Apr 10, 2027



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
P.O. Box 20207
Nashville, TN 37202-0207
Vance.Broemel@ag.tn.gov

Karen H. Stachowski, Esq.
Senior Assistant Attorney General
Office of the Tennessee Attorney General
Consumer Advocate Division
P.O. Box 20207
Nashville, TN 37202-0207
Karen.Stachowski@ag.tn.gov

This the 5th day of December 2023.



Katherine Barnes