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May 29, 2025

VIA ELECTRONIC FILING

Hon. David Jones, 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 May 29, 2025 at 11:22 a.m.

RE: *Joint Application of Limestone Water Utility Operating Company, LLC, and Integrated Resource Management, Inc. d/b/a IRM Utility, Inc., for Approval of the Acquisition of and to Operate the Wastewater System of Integrated Resource Management, Inc. d/b/a IRM Utility, Inc., and to Transfer or Issue a Certificate of Public Convenience and Necessity, TPUC Docket No. 23-00037*

Dear Chairman Jones:


Attached for filing please find *Limestone Water Utility Operating Company, LLC's Supplemental Report Demonstrating Compliance with Filing Requirements of Order Approving Revised Stipulation and Settlement Agreement* in the above-captioned docket.

Please note that Exhibit 7 is being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**. Both a public version and a nonpublic, **CONFIDENTIAL** version of this attachment is attached. Limestone expects to provide other outstanding items soon.

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

Attachments

cc: Russ Mitten, Limestone Water Utility Operating Company, LLC
Shilina B. Brown, Consumer Advocate Division
Victoria B. Glover, Consumer Advocate Division

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BUTLER SNOW LLP

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

IN RE:)
)
JOINT APPLICATION OF LIMESTONE)
WATER UTILITY OPERATING)
COMPANY, LLC, AND INTEGRATED)
RESOURCE MANAGEMENT, INC. D/B/A)
IRM UTILITY, INC., FOR APPROVAL OF)
THE ACQUISITION OF AND TO)
OPERATE THE WASTEWATER SYSTEM)
OF INTEGRATED RESOURCE)
MANAGEMENT, INC. D/B/A IRM)
UTILITY, INC., AND TO TRANSFER OR)
ISSUE A CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)

DOCKET NO. 23-00037

**SUPPLEMENTAL REPORT DEMONSTRATING COMPLIANCE WITH FILING
REQUIREMENTS OF ORDER APPROVING
REVISED STIPULATION AND SETTLEMENT AGREEMENT**

On September 30, 2024, the Tennessee Public Utility Commission (“Commission” or “TPUC”) issued its Order Approving Revised Stipulation and Settlement Agreement (“Order”) in the above-referenced matter.¹ In the Revised Stipulation and Settlement Agreement (“Settlement Agreement”) entered into by Limestone Water Utility Operating Company, LLC (“Limestone”), the Consumer Advocate Division of the Attorney General’s Office, and Integrated Resource Management, Inc. d/b/a IRM Utility, Inc. (“IRM”), Limestone agreed to file a report demonstrating compliance with certain requirements.² On November 27, 2024, Limestone filed an initial Report Demonstrating Compliance with Filing Requirements of Order Approving Stipulation and

¹ *Order Approving Stipulation and Settlement Agreement*, p. 12, TPUC Docket No. 23-00037 (Sept. 30, 2024).

² *Stipulation and Settlement Agreement*, pp. 5-6, TPUC Docket No. 23-00037 (June 28, 2024).

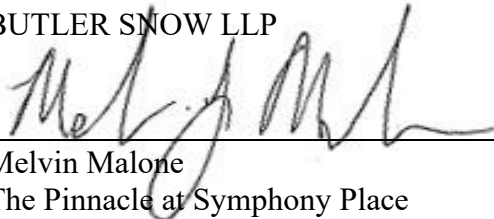
Settlement Agreement, which stated that certain documents would be provided as they became available. This supplemental filing includes the following:

Paragraph 6. A copy of documentation demonstrating the book value of Plant-in-Service at closing, excluding any writeup of land costs supported by an appraisal **is hereby filed under seal as CONFIDENTIAL Exhibit 7 to this report.**

Paragraph 21. A copy of the final executed Assignment of Rights Agreement **is hereby filed as Exhibit 8 to this report.**

Respectfully submitted,

BUTLER SNOW LLP

A handwritten signature in dark ink, appearing to read 'Melvin Malone', is written over a horizontal line.

Melvin Malone
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Melvin.Malone@butlersnow.com

*Counsel for Limestone Water Utility Operating
Company, LLC*

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing Supplemental Report has been forwarded to the following on this the 29th day of May, 2025:

Shilina B. Brown
Assistant Attorney General
Karen H. Stachowski
Deputy Attorney General
Office of the Tennessee Attorney General
Consumer Advocate Division
P.O. Box 20207
Nashville, TN 37202-0207
shilina.brown@ag.tn.gov
karen.stachowski@ag.tn.gov



Public Version

Exhibit 7

Purchase / Acquisition Assets

Exhibit 8

ASSIGNMENT OF CONTRACT RIGHTS

This Assignment of Contract Rights ("Assignment") is executed as of the 6th day of January, 2023, by CENTRAL STATES WATER RESOURCES, INC., a Missouri corporation ("Assignor"), in favor of LIMESTONE WATER UTILITY OPERATING COMPANY, LLC, a Tennessee limited liability company ("Assignee").

WHEREAS, on June 21, 2022, Assignor entered into that certain Agreement for Sale of Utility System ("Purchase Agreement") with INTEGRATED RESOURCE MANAGEMENT, INC. d/b/a IRM UTILITY, INC., a Tennessee corporation ("Seller");

WHEREAS, Section 18 of the Purchase Agreement provides that Assignor may assign its rights to the Purchase Agreement to an entity affiliated with Assignor and controlled by Assignor upon notice to Seller, but without the need for Seller's consent;

WHEREAS, Assignee is an entity affiliated with Assignor that Assignor controls;

NOW, THEREFORE, in consideration of the foregoing recitals and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor and Assignee hereby agree:

As of the date of this Assignment, Assignor hereby assigns, conveys, transfers and sets over unto Assignee all of Assignor's right, title and interest in and to the Purchase Agreement, and any amendments or addendums thereto.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

ASSIGNOR:

CENTRAL STATES WATER RESOURCES,
INC., a Missouri corporation

By: _____
Josiah M. Cox, President

ASSIGNEE:

LIMESTONE WATER UTILITY OPERATING
COMPANY, LLC, a Tennessee limited liability
company

By: CENTRAL STATES WATER RESOURCES,
INC., its manager

By: _____
Josiah M. Cox, President