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December 21, 2023

VIA ELECTRONIC FILING

Electronically Filed in TPUC Docket
Room on December 21, 2023 at 1:37 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: *Joint Application of Limestone Water Utility Operating Company, LLC, Sunset Cove Condominium HOA of Norris Lake, Inc. and Commercial Bank for Approval of the Acquisition of and to Operate the Wastewater System of Sunset Cove Condominium HOA of Norris Lake, Inc. and Commercial Bank, and to Issue a Certificate of Public Convenience and Necessity, TPUC Docket No. 23-00070*

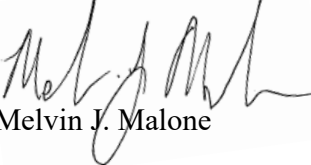
Dear Chairman Hilliard:

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-referenced docket.

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: Russ Mitten, Limestone Water Utility Operating Company, LLC
Eddie Castles, Sunset Cove Condo HOA of Norris Lake, Inc.
Adam Robertson, Commercial Bank
Gregory Logue, Commercial Bank
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, SUNSET COVE)	
CONDOMINIUM HOA OF NORRIS)	
LAKE, INC. AND COMMERCIAL BANK)	
FOR APPROVAL OF THE)	DOCKET NO. 23-00070
ACQUISITION OF AND TO OPERATE)	
THE WASTEWATER SYSTEM OF)	
SUNSET COVE CONDOMINIUM HOA)	
OF NORRIS LAKE, INC. AND)	
COMMERCIAL BANK AND TO 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 TO SECOND SET OF DISCOVERY REQUESTS

2.1 Refer to the Company's response to Consumer Advocate DR No. 1-6. Provide the anticipated number of residential customers that will be billed under the consolidated bill that will be sent by Limestone to the Sunset Cove HOA.

RESPONSE: There will be twelve (12) individual condominium owners provided service. The bill for the services rendered to the individual condominium owners will be submitted to Sunset Cove HOA. As clarified in the Amended and Clarified Joint Petition, Sunset Cove HOA will be Limestone's customer.

2.2 Refer to the Company's response to Consumer Advocate DR No. 1-6. Does the Company intend to provide a means for the individual condominium owners to easily contact the utility when there is a service issue or when a customer has a complaint? If so, how does the company intend to achieve this since there will be a consolidated bill structure where Limestone will only bill the HOA. Will each owner be provided access to Limestone's customer portal? If the Company does not intend for individual condominium owners to have the ability to contact Limestone, provide the Company's rationale for not providing each individual customers an individual customer facing portal to address service issues or customer complaints.

RESPONSE: As clarified in the Amended and Clarified Joint Petition, Sunset Cove HOA will be Limestone's customer. At closing, Limestone will provide Sunset Cove HOA with a Welcome Letter containing information regarding a dedicated service line (1-855-723-

2450) that customers can use to contact Limestone. In addition to calling the previously mentioned toll-free service number, the HOA may contact Limestone by sending an email to customer service (support@limestonewateruoc.com). The toll-free number and the website /email are available 24/7. Dedicated third-party customer service personnel are available during regular business hours to address customer concerns (M-F 7:00 am - 7:00 pm). Additionally, Limestone's main office is open from 8:00 am to 5:00 pm M-F to respond to customer concerns escalated by operations or customer service personnel.

- 2.3** Refer to the Company's response to Consumer Advocate DR No. 1-6. Address the following hypothetical situation: if individual owners of the units served by the Company stop paying their Homeowners Association (HOA) dues, this could potentially impact the ability of the HOA to pay the bill due to the Company. In the event of nonpayment of the bill by the HOA, will the Company discontinue providing services to all individual condominium owners? How will the Company handle this type of situation? Please provide a detailed explanation of discontinuance of services/shutoff policies.

RESPONSE: As set forth in the Amended and Clarified Joint Petition, Limestone intends to provide service to and bill a single customer – the HOA – that would be responsible for paying the sewer service bill. If, under the hypothetical posed in this request, individual condominium residents failed to pay their HOA charges, it would be up to the HOA to address that situation through normal mechanisms typically established in the HOA bylaws, including property liens. Any action taken by Limestone to address a failure to pay by the HOA will be consistent with Limestone's tariffs, the Commission's rules and regulations, and state law.

2.4 Refer to the response to Consumer Advocate DR No. 1-13. In the Company's response, the Company identified the public interest implications of the acquisition on both current and future Limestone customers in the area of operational efficiencies. However, the response does not address the implications of this transaction on existing Limestone customers resulting from absorbing the capital expenditures required from this transaction into the composite Limestone Rate Base. Please discuss how the transaction meets the public interest standard for existing Limestone customers relative to the implications of this transaction on the overall Limestone Rate Base.

RESPONSE: Regarding Limestone's intent to seek consolidated rates for its Tennessee systems and its implications regarding whether the proposed transaction is in the "public interest," based on the experience of our affiliate group in states outside Tennessee where such rates have been approved consolidated rates are an effective mechanism to mitigate "rate shock" that otherwise would result when small, undercapitalized, and mismanaged systems are acquired by experienced and technically competent owners that invest the capital required to address needed capital improvements in those systems. Consolidated rates allow all customers within a state to share the benefits of economies of scale our affiliated group can achieve. Consolidated rates also help spread out the rate impact of required capital investments that have greater impacts on some systems in the short term but that will affect all systems in the long run. Mitigating rate shock while allowing all customers served by Limestone to enjoy the benefits of a well-maintained and updated water or wastewater system is in the public interest. The alternative – system-specific rates – easily could result in compensatory rates that are beyond the means of customers located


in systems where, due to past neglect, significant capital expenditures are required to bring systems into regulatory compliance and ensure they are able to provide safe and reliable service.

STATE OF MISSOURI)

COUNTY OF ST LOUIS CITY)

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

He is appearing as a witness on behalf of Limestone Water Utility Operating Company, LLC 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.



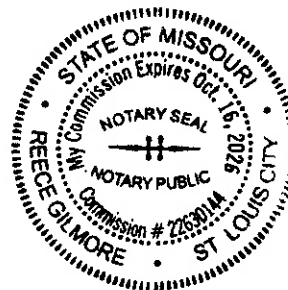
Aaron Silas

Sworn to and subscribed before me
this 21ST day of DECEMBER, 2023.



Notary Public

My Commission expires: 10/16/2026



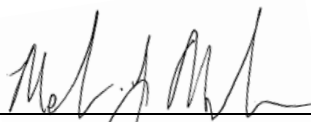
CERTIFICATE OF SERVICE

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

Shilina B. Brown, Esq.
Assistant Attorney General
Office of the Tennessee Attorney General
Consumer Advocate Division
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Shilina.Brown@ag.tn.gov

Victoria B. Glover, Esq.
Assistant Attorney General
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Consumer Advocate Division
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This the 21st day of December 2023.



Melvin J. Malone