

**IN THE TENNESSEE PUBLIC UTILITY COMMISSION
AT NASHVILLE, TENNESSEE**

IN RE:)	
)	
JOINT APPLICATION OF LIMESTONE)	
WATER UTILITY OPERATING)	
COMPANY, LLC, AND CUMBERLAND)	
BASIN WASTEWATER SYSTEMS, LLC)	
FOR APPROVAL OF THE)	DOCKET NO. 23-00077
ACQUISITION OF AND TO OPERATE)	
THE WASTEWATER SYSTEM OF)	
CUMBERLAND BASIN WASTEWATER)	
SYSTEMS, LLC, AND TO ISSUE A)	
CERTIFICATE OF PUBLIC)	
CONVENIENCE AND NECESSITY)	

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

Pursuant to Rules 26, 33, 34, and 36 of the Tennessee Rules of Civil Procedure and Tenn. Comp. R. & Reg. 1220-01-02-.11, the Consumer Advocate Division of the Office of the Tennessee Attorney General (“Consumer Advocate”), by and through counsel, propounds the following discovery requests to Limestone Water Utility Operating Company, LLC (“Limestone” or the “Company”).

The Company shall serve full and complete responses in accordance with the Tennessee Rules of Civil Procedure. The responses are to be produced at the Office of the Tennessee Attorney General and Reporter, Consumer Advocate Division, John Sevier Building, 500 Dr. Martin L. King Jr. Blvd., Nashville, Tennessee 37243, c/o Shilina B. Brown, on or before 2:00pm (Central Time), June 7, 2024. The Preliminary Matters and Definitions set forth in the Consumer Advocate’s First Set of Discovery Requests are hereby incorporated by reference as if fully restated herein.

SECOND SET OF DISCOVERY REQUESTS

- 2-1.** Are the assets of Limestone or CSWR secured within any debt agreement? If so, provide a copy of the applicable debt agreement in which the assets of Limestone/CSWR are secured.

RESPONSE:

- 2-2.** Will the assets of Cumberland Basin Water System be secured within any debt agreement automatically as of the date of the acquisition?

RESPONSE:

- 2-3.** Provide a comprehensive explanation identifying the means used by Limestone/CSWR to obtain the information necessary to respond to this request.

RESPONSE:

- 2-4.** Identify the individuals and employment titles of those people contacted for purposes of responding to this request.

RESPONSE:

- 2-5.** Refer to the Company's response to Consumer Advocate DR Nos. 1-16, 1-17, and 1-18, is the Company using the same definition of "customer" in response to DR Nos. 1-17 and 1-18 as used in response to DR No. 1-16.

RESPONSE:

- 2-6.** Provide the most recent financial statements for the entity providing financing to Limestone/Central States Water.

RESPONSE:

- 2-7.** Describe in detail the due diligence performed in reviewing the seller's accounting records.

RESPONSE:

- 2-8.** Refer to the response to Consumer Advocate DR No. 1–17, where the Company indicates that the incremental O&M associated with the acquisition to be \$8,000 for customers located in the Bluffs at Cumberland Cove. Regarding this response, provide the following:
- a. Provide the underlying calculations supporting this estimated level of incremental O&M costs associated with this transaction; and
 - b. Explain how such an increase in O&M costs could result in affordable rates when applied to the 10 customers currently served by Cumberland Basin in this community.

RESPONSE:

- 2-9.** Refer to the response to Consumer Advocate DR No. 1–18, where the Company indicates that the incremental O&M associated with the acquisition to be \$37,000 for customers located Genesis Village. Regarding this response, provide the following:
- a. Provide the underlying calculations supporting this estimated level of incremental O&M costs associated with this transaction.
 - b. Explain how such an increase in O&M costs could result in affordable rates when applied to the 31 customers currently served by Cumberland Basin in this community.

RESPONSE:

In re: Limestone / Cumberland Basin

TPUC Docket No. 23-00077

Consumer Advocate's Second Set of Discovery Requests to Limestone/CSWR

RESPECTFULLY SUBMITTED,



SHILINA B. BROWN (BPR No. 020689)

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In re: Limestone / Cumberland Basin

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Consumer Advocate's Second Set of Discovery Requests to Limestone/CSWR

CERTIFICATE OF SERVICE

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

Melvin Malone
Katherine Barnes
Butler Snow LLP
The Pinnacle at Symphony Place
150 Third Avenue South, Suite 1600
Nashville, TN 37201
Phone: (615) 651-6700
Email: Melvin.Malone@butlersnow.com
Email: Katherine.Barnes@butlersnow.com

Cumberland Basin Wastewater Systems, LLC
c/o Tim Huddleston
150 Construction Drive
Livingston, TN 38570
Phone: (931) 403-1000
Email: thuddleston@wocc.com

On this the 28th day of May, 2024.



SHILINA B. BROWN
Assistant Attorney General