

BUTLER | SNOW

June 7, 2024

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

Electronically Filed in TPUC Docket
Room on June 7, 2024 at 1:41 p.m.

RE: *Joint Application of Limestone Water Utility Operating Company, LLC, and Cumberland Basin Wastewater Systems, LLC, for Approval of the Acquisition of and to Operate the Wastewater System of Cumberland Basin Wastewater Systems, LLC, and to Issue a Certificate of Public Convenience and Necessity, TPUC Docket No. 23-00077*

Dear Chairman Hilliard:

Attached for filing please find *Cumberland Basin Wastewater Systems, LLC's Responses to the Consumer Advocate's Second Set of Discovery Requests* in the above-referenced docket.

Please note that Attachment DR 2-4 is being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**.

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

Attachments

cc: Russ Mitten, Limestone Water Utility Operating Company, LLC
Tim Huddleston, Cumberland Basin Wastewater Systems, LLC
David Woodsmall, Central States Water Resources
Shilina B. Brown, Consumer Advocate Division
Victoria B. Glover, Consumer Advocate Division

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BUTLER SNOW LLP

IN RE:)
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)
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)

Cumberland Basin Wastewater Systems, LLC (“Cumberland Basin”), 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”).

1. Cumberland Basin 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.

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

4. Cumberland Basin 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. Cumberland Basin objects to each request to the extent it seeks information outside Cumberland Basin's custody or control.

6. Cumberland Basin'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 Cumberland Basin'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. Cumberland Basin 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. Cumberland Basin 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. Cumberland Basin 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. 1-18. Have Exhibits A-D to the Sales Agreement been finalized? If so, provide those finalized Exhibits. If not, provide an estimated date of finalization.

RESPONSE: Those exhibits have not been finalized to date. The exhibits will be finalized upon closing, which will occur if the Joint Application is approved by the Commission and after such approval.

2-2. Provide the Company's Balance Sheet at December 31, 2023.

RESPONSE: Please see Attachment 2-2.

2-3. Provide the Company's Income Statement at December 31, 2023.

RESPONSE: Please see Attachment 2-3.

2-4. Provide the Company's General Ledger at December 31, 2023.

RESPONSE: Please see CONFIDENTIAL Attachment 2-4.

Respectfully submitted,



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*Attorneys for Applicant Limestone Water Utility
Operating Company, LLC*

STATE OF Alaska
COUNTY OF Matanuska - Susitna

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

He is appearing as a witness on behalf of Cumberland Basin Wastewater Systems, 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/her] knowledge.

Tim Huddleston
TIM HUDDLESTON

Sworn to and subscribed before me
this 3rd day of June, 2024.

Mary E. Fischer
Notary Public



OFFICIAL SEAL
Mary E. Fischer
NOTARY PUBLIC - STATE OF ALASKA
My Commission Expires April 25, 2028

My Commission expires: 4/25/28

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
P.O. Box 20207
Nashville, TN 37202-0207
Shilina.Brown@ag.tn.gov

Victoria B. Glover, Esq.
Assistant Attorney General
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Consumer Advocate Division
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Nashville, TN 37202-0207
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This the 7th day of June, 2024.



Katherine Barnes

Attachment 2-2

Cumberland Basin Wastewater Systems

Balance Sheet

As of December 31, 2023

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
131 Cash	76,916.92
132 Special Deposits	5,827.00
132.05 Customer Deposits	0.00
Total 132 Special Deposits	5,827.00
132.10 Escrow Deposits	21,453.36
Total Bank Accounts	\$104,197.28
Total Current Assets	\$104,197.28
Fixed Assets	
101 Utility Plant in Service	
363 Services to Customers	0.00
380 Treatment and Disposal Equipment	
380.1 Treatment Plant	175,585.00
380.2 Disposal Plant	0.00
Total 380 Treatment and Disposal Equipment	175,585.00
Total 101 Utility Plant in Service	175,585.00
108 Accumulated Depreciation	-61,453.00
Total Fixed Assets	\$114,132.00
TOTAL ASSETS	\$218,329.28
LIABILITIES AND EQUITY	
Liabilities	
Long-Term Liabilities	
235 Customer Deposits	
235.05 Customer Deposits	346.49
235.10 Escrowed Deposits	33,596.73
Total 235 Customer Deposits	33,943.22
271 Contributions in Aid of Construction	114,132.00
Total Long-Term Liabilities	\$148,075.22
Total Liabilities	\$148,075.22
Equity	
215 Retained Earnings	46,869.04
218 Proprietary Capital	20,000.00
Net Income	3,385.02
Total Equity	\$70,254.06
TOTAL LIABILITIES AND EQUITY	\$218,329.28

Attachment 2-3

Cumberland Basin Wastewater Systems

Profit and Loss

January - December 2023

	TOTAL
Income	
400 Operating Revenues	
521.1 Residential Revenue	26,727.92
Total 400 Operating Revenues	26,727.92
Total Income	\$26,727.92
GROSS PROFIT	\$26,727.92
Expenses	
401 Operating Expenses	
715 Purchased Power	1,774.70
720 Materials & Supplies	341.60
730 Contractual Services - Billing	600.00
731 Contractual Services - Professional	933.76
736 Contractual Services - Other	14,565.64
765 Regulatory Commission Expense	114.52
775 Miscellaneous Expense	914.00
775.15 Communication	491.76
775.20 Maintenance Expense - Routine	2,695.92
775.55 Licenses & Permits	911.00
Total 775 Miscellaneous Expense	5,012.68
Total 401 Operating Expenses	23,342.90
403 Depreciation Expense	0.00
Total Expenses	\$23,342.90
NET OPERATING INCOME	\$3,385.02
NET INCOME	\$3,385.02