

2. Cumberland Basin Wastewater Systems, LLC (“Cumberland Basin”) is a Tennessee limited liability company with its principal office and place of business located at 150 Construction Drive, Livingston, TN 38570.¹ Cumberland Basin provides wastewater services to consumers in Cumberland and Putnum Counties, Tennessee.²

3. Limestone Water Utility Operating Company, LLC (“Limestone”) is a Tennessee limited liability company, whose principal office is located at 1630 Des Peres Road, Suite 140, St. Louis, MO 63131.³ Limestone’s sole member is Limestone Water Utility Holding Company, LLC (“LWUHC”), a Tennessee limited liability company, whose sole officer is its President, Josiah Cox.⁴ Limestone’s affiliate, Central States Water Resources, LLC (“CSWR”), which is a Missouri limited liability company, with its principal office is located at 1630 Des Peres Road, Suite 140, St. Louis, Missouri 63131, provides financial, technical and managerial expertise and services to each of the group’s utility operating affiliates and will manage Limestone and the wastewater system if the Commission approves the transaction.⁵

4. On February 14, 2023, Cumberland Basin entered into an *Agreement for Sale of Utility System* (“Agreement”) with Central States Water Resources, Inc., (“Central States”), the parent company of CSWR.⁶ The purchase price to be paid is One Hundred Thousand Dollars (\$100,000.00).⁷

5. On October 31, 2023, Limestone and Cumberland Basin (collectively, “Joint Petitioners”) filed this Joint Application seeking authorization to acquire all interests and purchase

¹ *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* (“Joint Application”), p. 4, TPUC Docket No. 23-0077 (October 31, 2023).

² *Id.* at 4.

³ *Id.* at 5.

⁴ *Id.* at 5.

⁵ *Id.* at 6.

⁶ *Joint Petition.* at 6. (“A copy of the Agreement is attached as Exhibit 7 and incorporated by reference”).

⁷ *Joint Application*, Exhibit 7, “Agreement for Sale of Utility System” p. 2.

all assets, property and real estate currently owned by Cumberland Basin and used to provide wastewater services to Cumberland Basin customers.⁸ Limestone also seeks to obtain a Certificate of Convenience and Necessity (“CCN”) for its entire service area from TPUC.⁹

6. Cumberland Basin’s system that is the subject of the transaction operates under two (2) non-discharging State Operating Permits, SOP-07008 and SOP-08040.¹⁰

7. The wastewater system serves customers in Cumberland and Putnam Counties, Tennessee.¹¹ The wastewater system currently serves Genesis Village Estates, a townhome community consisting of 31 customers¹² and The Bluffs at Cumberland Cove which is a growing development and will have 175 lots when the build out is complete.¹³ The wastewater system currently serves approximately 95 customers.¹⁴

8. In the *Joint Application*, Limestone proposes to charge base rates that are currently being charged by Cumberland Basin.¹⁵ Limestone also states that, “[i]f the revenue requirement for the System increases in the future, Limestone may petition the Commission to increase rates or change certain operating regulations.”¹⁶ Furthermore, “Limestone may also seek authority to consolidate rates of the systems it proposes to acquire in this case with those of the other wastewater systems it operates in Tennessee.”¹⁷

9. The interests of consumers in transferring authority to provide wastewater services from Cumberland Basin to Central States, CSWR and Limestone may be affected by determinations and orders made by the Commission with respect to its interpretation, application,

⁸ *Id.* at 1.

⁹ *Id.* at 1.

¹⁰ *Joint Application*, Exhibit 16.

¹¹ *Id.* at 6 and Exhibit 9, “Pre-Filed Exhibit of Josiah Cox,” at 13:23-24.

¹² *Id.* at 14:5-6.

¹³ *Id.* at 14:12-13.

¹⁴ *Id.* 14:22-23.

¹⁵ *Joint Application* at 12.

¹⁶ *Id.*

¹⁷ *Id.*


and implementation of Tenn. Code Ann. § 65-4-113 and other relevant statutory and regulatory provisions. Such interests include, but are not limited to, clarification on the system or systems that are the subjection of the *Agreement*; the affiliate relationship of Limestone, its affiliate company CWSR and its ultimate parent, Central States; the cost and benefits to consumers which may be gained from the transfer; the impact of Limestone's improvements and capital investments on the rates of customers; and the assessment of the suitability, financial responsibility, and technical capability of both Limestone and CSWR to operate the wastewater systems.

10. Only by participating as a party to this proceeding can the Consumer Advocate adequately carry out its statutory duty to represent the interests of Tennessee consumers.

Wherefore, the Consumer Advocate requests TPUC grant this Petition to Intervene.

RESPECTFULLY SUBMITTED,


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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served via U.S. Mail,
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This 11th day of December, 2023.



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