

# BUTLER | SNOW

February 28, 2024

**VIA ELECTRONIC FILING**

Hon. Herbert H. Hilliard, Chairman  
c/o Ectory Lawless, Docket Room Manager  
Tennessee Public Utility Commission  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, TN 37243  
[TPUC.DocketRoom@tn.gov](mailto:TPUC.DocketRoom@tn.gov)

Electronically Filed in TPUC Docket Room  
on February 28, 2024 at 10:58 a.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 a *Joint Representation Agreement for Central States Water Resources and Cumberland Basin Wastewater Systems, LLC* 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.

Sincerely,

BUTLER SNOW LLP



Katherine Barnes

clw

Attachment

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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February 27, 2024

## VIA EMAIL

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General Counsel  
Central States Water Resources  
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Tim Huddleston  
Cumberland Basin Wastewater Systems, LLC  
150 Construction Drive  
Livingston, TN 38570  
[thuddleston@woecc.com](mailto:thuddleston@woecc.com)

## **RE: Joint Representation Agreement for Central States Water Resources and Cumberland Basin Wastewater Systems, LLC**

Dear Russ and Tim:

Thank you for selecting Butler Snow LLP (“Butler Snow”) to perform legal services in connection with the acquisition and operation of the wastewater system of Cumberland Basin Wastewater Systems, LLC (“Cumberland Basin”), by Limestone Water Utility Operating Company, LLC, an affiliate of Central States Water Resources (“CSWR”) in TPUC Docket No. 23-00077. At your request, we are prepared to represent both Cumberland Basin and CSWR in pursuing state regulatory approval of this transaction before the Tennessee Public Utility Commission. Before consenting to our representation of both Cumberland Basin and CSWR (“Joint Representation”), it is important that you understand and consider the risks of Joint Representation and agree to the conditions expressed herein.

As we have discussed, Joint Representation can create certain risks. One such potential risk involves confidential communications. Communications between Butler Snow and its clients are treated as confidential and are protected by attorney-client privilege. We cannot voluntarily disclose protected communications without a client’s consent. If, however, Butler Snow represents both Cumberland Basin and CSWR in this matter, attorney-client privilege will not protect Butler Snow’s respective communications with Cumberland Basin or CSWR from each other. Butler Snow will be obligated to disclose to each client any information relevant and material to the subject matter of this engagement. This does not mean that third parties can gain access to such

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communications. Indeed, communications to and from Butler Snow would remain protected from third parties. Cumberland Basin and CSWR agree not to waive that protection without mutual, written consent.

Further, our obligations under this Joint Representation may prevent us from proposing certain recommendations or strategies to either Cumberland Basin or CSWR that may have adverse implications on the other. If either Cumberland Basin or CSWR wishes to receive such potentially adverse recommendations, you are encouraged to seek the input of separate, individual counsel.

Another potential risk involves future conflicts. During Joint Representation, one client may take a position adverse to the other. We are not aware of any facts indicating that future conflicts are likely. A future conflict could cause two consequences. First, Butler Snow could be precluded from representing both clients. As a condition to this Joint Representation, Cumberland Basin agrees Butler Snow may continue to represent CSWR in relation to the acquisition between Cumberland Basin and CSWR should Joint Representation later become impermissible. Accordingly, Cumberland Basin shall agree to waive any conflict and shall approve any request for consent to continue representation of CSWR that Butler Snow may seek. Second, in the event of future conflicts, confidential Cumberland Basin and CSWR communications to and from Butler Snow may be discoverable or disclosed insofar as such information is sought in connection with the future conflict.

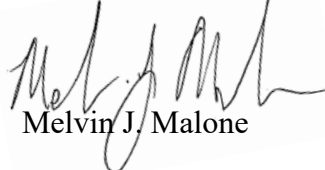
Both Cumberland Basin and CSWR understand the risks and conditions associated with this Joint Representation Agreement and have both been provided the opportunity to discuss this Joint Representation with separate, independent counsel apart from Butler Snow.

If, after reviewing this Joint Representation Agreement and considering the conditions herein, you wish to proceed with Joint Representation, please sign a copy of this letter and return it to me. Again, you may wish to individually consult independent counsel concerning the risks of this Joint Representation. We encourage you to do so. By executing below, you confirm your understanding of the risks discussed herein, provide your express consent to the waiver of any known or potential conflicts of interest that may arise out of Butler Snow's Joint Representation of Cumberland Basin and CSWR and agree to the conditions herein.

We look forward to working with both Cumberland Basin and CSWR in pursuing your common goals.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone


Russ Mitten  
Tim Huddleston  
February 27, 2024  
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[Signature page follows]

Russ Mitten  
Tim Huddleston  
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AGREED AND APPROVED:

**CENTRAL STATES WATER RESOURCES**

By:   
\_\_\_\_\_  
Russ Mitten, General Counsel

Date: February 28, 2024

**CUMBERLAND BASIN WASTEWATER  
SYSTEMS, LLC**

By:   
\_\_\_\_\_

Name: Tim Huddleston

Title: President

Date: February 27, 2024

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  
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Victoria B. Glover, Esq.  
Assistant Attorney General  
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This the 28<sup>th</sup> day of February 2024.

  
\_\_\_\_\_  
Katherine Barnes