

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

IN RE:)	
)	
JOINT APPLICATION OF LIMESTONE)	
WATER UTILITY OPERATING COMPANY,)	
LLC AND BRIDGET J. WILLHITE, AS)	
ADMINISTRATOR CTA OF THE)	
ESTATE OF GLENNA NEWPORT, FOR)	DOCKET NO. 24-00034
APPROVAL OF THE ACQUISITION OF AND)	
TO OPERATE THE NEWPORT RESORT)	
WATER SYSTEM, AND TO TRANSFER)	
OR ISSUE A CERTIFICATE OF PUBLIC)	
CONVENIENCE AND NECESSITY)	
)	

PETITION TO INTERVENE

The Consumer Advocate Division of the Office of the Tennessee Attorney General (“Consumer Advocate”), by and through counsel, pursuant to Tenn. Code Ann. § 65-4-118, respectfully petitions the Tennessee Public Utility Commission (“TPUC” or the “Commission”) to grant the Consumer Advocate’s intervention into this proceeding because consumers’ interests, rights, duties, or privileges may be determined or affected by the *Joint Application of Limestone Water Utility Operating Company, LLC and Bridget J. Willhite, as Administrator CTA of the Estate of Glenna Newport, for Approval of the Acquisition of and to Operate the Newport Resort Water System, and to Transfer or Issue a Certificate of Public Convenience and Necessity* (“Joint Application”). For cause, the Consumer Advocate would show as follows:

1. The Consumer Advocate is authorized by Tenn. Code Ann. § 65-4-118 to represent the interests of Tennessee consumers of public utility services by initiating and intervening as a party in any matter or proceeding before TPUC in accordance with the Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101, *et seq.*, and TPUC rules.

2. Newport Resort Water System (“NRWS”) is authorized to provide water services pursuant to a CCN issued by the Commission in TPUC Docket No. U-88-7581 (Aug. 31, 1992).¹ NRWS has its principal office and place of business at 184 Travis Drive, Spring City, Tennessee 37381.²

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 system, if the Commission approves the transaction.⁵

4. On October 25, 2022, Bridget Willhite, as Administrator CTA entered into an *Agreement for Sale of Utility System* (“Agreement”) with Central States Water Resources, Inc., (“Central States”).⁶ The purchase price to be paid is Twenty-five Thousand Dollars (\$25,000.00).⁷

5. On May 8, 2024, the Joint Petitioners filed this Joint Application with TPUC seeking authorization to purchase all assets, property and real estate currently used to provide water

¹ *Joint Application of Limestone Water Utility Operating Company, LLC and Bridget J. Willhite, as Administrator CTA of the Estate of Glenna Newport, for Approval of the Acquisition of and to Operate the Newport Resort Water System, and to Transfer or Issue a Certificate of Public Convenience and Necessity*, p. 4, TPUC Docket No. 24-00032 (May 8, 2024).

² *Id.* at 4.

³ *Id.* at 5.

⁴ *Id.* at 5.

⁵ *Id.* at 6.

⁶ *Id.* Exhibit 10 “Agreement for Sale of Utility System” p. 1. *See also* Exhibit 10A (Amendment to Sales Agreement).

⁷ *Id.*, Exhibit 10, p. 3.

services to NRWS customers.⁸ Limestone also seeks to obtain a Certificate of Convenience and Necessity (“CCN”) for its entire service area from TPUC.⁹

6. The water system serves customers in Rhea County, Tennessee.¹⁰ The water system currently serves an area known as Newport Resort, a residential community consisting of 55 customers¹¹ that has 130 lots total after the build out is completed.¹²

7. In the *Joint Application*, Limestone proposes to charge base rates that are currently being charged by NRWS.¹³ 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.”¹⁴ 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.”¹⁵

8. The interests of consumers in transferring authority to provide water services from Bridget Wilhite to Central States, CSWR and Limestone may be affected by determinations and orders made by the Commission with respect to its interpretation, application, 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 of the system or systems that are the subject 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

⁸ *Id.* at 1.

⁹ *Id.* at 1.

¹⁰ *Id.*

¹¹ *Joint Application*. Exhibit 9 at 13:10-11.

¹² *Id.*

¹³ *Id.* at 16:19.

¹⁴ *Id.* at 16:20-21


¹⁵ *Id.* at 16:22 – 17:1.


customers; and the assessment of the suitability, financial responsibility, and technical capability of both Limestone and CSWR to operate the wastewater system.

9. 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,
with a courtesy copy by electronic mail, upon:

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This 23rd day of May, 2024.



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