

September 17, 2026

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VIA ELECTRONIC FILING

Hon. Herbert H. Hilliard, Chairman
Ectory Lawless, Docket Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
TPUC.DocketRoom@tn.gov

RE: *Joint Application of Limestone Water Utility Operating Company, LLC, and the City of Grand Junction, for Approval of the Acquisition of and to Operate the Saulsbury Distribution Water System, and to Transfer or Issue a Certificate of Public Convenience and Necessity, TPUC Docket No. 26-00036*

Dear Chairman Hilliard:

Attached for filing please find *Limestone Water Utility Operating Company, LLC's Discovery Requests to the Consumer Advocate Division* in the above-captioned matter.

As required, copies will follow. Should you have any questions concerning this filing or require additional information, please do not hesitate to contact me.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone

clw

Attachment

cc: Eric Rocchio, Central States Water Resources
Russ Mitten, Central States Water Resources
Mayor Curtis Lane, City of Grand Junction
Ryan McGehee, Consumer Advocate Division
Shilina B. Brown, Consumer Advocate Division

**BEFORE THE TENNESSEE PUBLIC UTILITY COMMISSION
NASHVILLE, TENNESSEE**

**JOINT APPLICATION OF LIMESTONE)
WATER UTILITY OPERATING)
COMPANY, LLC, AND THE CITY OF)
GRAND JUNCTION, FOR APPROVAL)
OF THE ACQUISITION OF AND TO)
OPERATE THE SAULSBURY)
DISTRIBUTION WATER SYSTEM, AND)
TO TRANSFER OR ISSUE A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)**

DOCKET NO. 26-00036

**LIMESTONE WATER UTILITY OPERATING COMPANY, LLC'S
DISCOVERY REQUESTS TO THE CONSUMER ADVOCATE DIVISION**

Limestone Water Utility Operating Company, LLC ("Limestone") respectfully submits the following discovery requests to the Consumer Advocate Division of the Tennessee Attorney General's Office ("CAD"). Pursuant to the *Order Granting Consumer Advocate's Motion to Amend Procedural Schedule*, the responses are to be produced at the office of the undersigned counsel, Melvin Malone, at Butler Snow LLP, 1320 Adams Street, Suite 1400, Nashville, Tennessee 37208, on October 1, 2026.

INSTRUCTIONS

As used herein, "Documents" include all correspondence, memoranda, notes, e-mail, maps, drawings, surveys or other written or recorded materials, whether external or internal, of every kind or description in the possession of or accessible to the CAD, its witnesses or counsel.

A. Please identify by name, title, position and responsibility the person or persons answering each of these discovery requests for information.

B. These requests shall be deemed continuing so as to require further and supplemental responses if the CAD receives or generates additional information within the scope of these requests between the time of the response and the time of any hearing conducted herein.

C. To the extent that the specific document, workpaper or information as requested does not exist, but a similar document, workpaper or information does exist, provide the similar document, workpaper or information.

D. To the extent that any request may be answered by way of a computer printout, spreadsheet or other form of electronic media, please identify each variable contained in the document or file which would not be self-evident to a person not familiar with the document or file.

E. If the CAD has objections to any request on the grounds that the requested information is proprietary in nature, or for any other reason, please notify the undersigned counsel for Limestone as soon as possible.

F. For any document withheld on the ground of privilege, state the following: date; author; addressee; indicated or blind copies; all persons to whom distributed, shown or explained; and the nature and legal basis for the privilege asserted.

G. In the event any document requested has been destroyed or transferred beyond the control of the CAD or any of its witnesses, state: the identity of the person by whom it was destroyed or transferred and the person authorizing the destruction or transfer; the time, place and method of destruction or transfer; and the reason(s) for its destruction or transfer. If destroyed or transferred by reason of a document retention policy, describe in detail the document retention policy.

H. If a document responsive to a request is a matter of public record, please produce a copy of the document rather than refer Limestone to the record where the document is located.

DISCOVERY REQUESTS

DISCOVERY REQUEST NO. 1: Provide a complete list of all utility acquisition and/or sale cases (identified by docket number, state, and filing date) in which Mr. Kaml has filed or provided oral testimony in the states of North Dakota, Kansas, and Minnesota.

RESPONSE:

DISCOVERY REQUEST NO. 2: Provide copies of all articles, papers or similar documents Mr. Kaml has published or submitted for publication (individually or in concert with others) regarding the purchase or sale of utility systems.

RESPONSE:

DISCOVERY REQUEST NO. 3: Identify (by docket number) each acquisition/sale case before the Tennessee Public Utility Commission (“TPUC” or “Commission”) involving Limestone Water Utility Operating Company, LLC, in which Mr. Kaml has provided written or oral testimony.

RESPONSE:

DISCOVERY REQUEST NO. 4: Identify (by docket number) each acquisition/sale case before the Commission involving companies other than Limestone Water Utility Operating Company, LLC, in which Mr. Kaml has provided written or oral testimony.

RESPONSE:

DISCOVERY REQUEST NO. 5: Mr. Kaml contends that Limestone Water’s claim of capability to operate the Saulsbury system at issue in this case “rests entirely on Limestone’s affiliation with CSWR, not on any resource, contract, or right that Limestone itself holds or can enforce”?¹ Identify all facts relied on for that conclusion.

RESPONSE:

DISCOVERY REQUEST NO. 6: At page 6 of his pre-filed testimony in this case, beginning at line 7, Mr. Kaml states “the Consumer Advocate has more experience reviewing Limestone’s petitions and operations. The review in this Docket builds on issues that have been raised in other dockets[.]” For each such issue that was raised in other dockets, identify the docket number and document(s) (including page and line numbers) where such issue was raised.

RESPONSE:

DISCOVERY REQUEST NO. 7: In the *Order Setting Utility Rates* and the *Amended Order Implementing Phase Two of the General Rate Increase Approve in the 2025 Rate Case Order Setting Utility Rates* issued in Commission Docket No. 24-00044, identify each instance where the Commission expressed concern about:

- a. Limestone Water’s lack of transparency.
- b. Limestone Water’s corporate structure and/or financing arrangements.
- c. Limestone Water’s ability to fulfill its obligation to serve customers.

¹ *Pre-filed Testimony of Consumer Advocate Division Witness Clark D. Kaml* at 5:7-8, TPUC Docket No. 26-00036 (Sept. 10, 2026).

- d. Difficulty in obtaining sufficient information regarding Limestone Water's operations and costs.
- e. Limestone Water's use of contract services to provide services related to the operation of its facilities.

RESPONSE:

DISCOVERY REQUEST NO. 8: Confirm or deny that the excerpt from Chairman Jones's Motion on the Merits of the Case filed in Docket No. 24-00044, which is quoted in Mr. Kaml's pre-filed testimony at page 7, beginning at line 7, relates only to Limestone Water's request for a flow-through charge for purchased water. If you deny, please provide an explanation.

RESPONSE:

DISCOVERY REQUEST NO. 9: Please explain the meaning of the statement at page 9 of Mr. Kaml's pre-filed testimony, beginning at line 17, that "Central States and CSWR are parallel, without Central States having a direct relationship to affiliates in the US Water organization."

RESPONSE:

DISCOVERY REQUEST NO. 10: Mr. Kaml has testified that the CAD "could not identify any evidence in the present record establishing that the System is distressed."² Is it Mr. Kaml's or the CAD's position that Tennessee law applicable to utility system acquisitions requires the Commission to determine a system to be acquired is "distressed" before the

² *Id.* at pp. 10-11.

Commission can approve a proposed acquisition? Provide all facts and information relied on for the response to the preceding question.

RESPONSE:

DISCOVERY REQUEST NO. 11: At page 13 of his pre-filed testimony, beginning at line 18, Mr. Kaml states “the Consumer Advocate does not view that relationship [between CSWR and Limestone Water] as a benefit supporting the transaction.” Identify in each previous acquisition docket before the Commission involving Limestone Water where the Consumer Advocate expressed concern regarding the relationship between CSWR and Limestone Water as not beneficial to the proposed acquisition transaction. For each docket identified in the response to the preceding request, identify each instance (document, page and line numbers) where the Consumer Advocate indicates or expresses its concern.

RESPONSE:

DISCOVERY REQUEST NO. 12: At page 14 of his pre-filed testimony in this case, at footnote 33, there is a link that Mr. Kaml claims shows Grand Junction offers “a 24-hour emergency water or sewer leak phone number.” Please provide a screenshot of the document accessible at that link that supports Mr. Kaml’s claim.

RESPONSE:

DISCOVERY REQUEST NO. 13: At page 17 of his pre-filed testimony (beginning at line 18), Mr. Kaml states that “[c]orporate structure is a critical component in utility regulation due to the obligation to serve.” Please identify each previous acquisition case before the

Commission involving Limestone Water where Mr. Kaml or the Consumer Advocate argued that Limestone Water's corporate structure was a concern or a reason for denying its application to acquire a water or wastewater system. For each case identified in response to the previous request, please provide the docket number and identify each document (page and line numbers) where Mr. Kaml's or the Consumer Advocate expressed such positions.

RESPONSE:

DISCOVERY REQUEST NO. 14: Identify each previous acquisition case before the Commission involving Limestone Water where the Company failed to disclose to the Commission that operations and maintenance activities for the system the Company proposed to acquire would be performed by a third-party contractor.

RESPONSE:

DISCOVERY REQUEST NO. 15: Identify each previous acquisition case before the Commission involving Limestone Water where the Consumer Advocate contended the Company lacks the technical, managerial, and financial capability to own and operate the system(s) at issue in the case. For each case identified in response to the previous request, provide the docket number and identify each document (page and line numbers) where the Consumer Advocate expressed that contention.

RESPONSE:

DISCOVERY REQUEST NO. 16: At page 26 of his pre-filed testimony, line 2, Mr. Kaml states “[t]his is similar to the ownership identified by the Missouri Public Service Commission.” In support of that statement, Mr. Kaml cites a document identified in footnote 51.

- a. Confirm or deny the document identified in footnote 51 is a motion filed by the Missouri Office of the Public Counsel and not an order or other document issued by the Missouri Public Service Commission. If you deny, please provide an explanation.
- b. Identify and provide a copy of any order or other document issued by the Missouri Public Service Commission that states Central States Water Resources, Inc., or CSWR, LLC, are owned by Sciens Capital Management, LLC.

RESPONSE:

DISCOVERY REQUEST NO. 17: Identify each Tennessee utility regulated by the Commission that has “an enforceable financial commitment” from its equity investor(s) for future investment in the utility’s operations.

RESPONSE:

DISCOVERY REQUEST NO. 18: Identify each acquisition case filed by Limestone Water before the Commission where the Consumer Advocate has argued the Company must be required to “identify the immediate and ultimate sources of capital, material financing terms, any guarantees or restrictions affecting Limestone, and the financial condition of the entities on which

Limestone relies”³ as a requirement for obtaining Commission approval of the acquisition proposed in that case. For each case identified in response to the previous question, provide the docket number and identify each document where the Consumer Advocate expressed that requirement.

RESPONSE:

DISCOVERY REQUEST NO. 19: Describe Mr. Kaml’s understanding of the corporate governance structure and who or what group has decision making authority for the following entities:

- a. CSWR, LLC
- b. Limestone Water Utility Operating Company, LLC

RESPONSE:

DISCOVERY REQUEST NO. 20: Identify all other cases before the Commission in which Mr. Kaml or the Consumer Advocate has proposed an acquiring utility be required to demonstrate the “right to, and guarantee of . . . financial resources” from an affiliated entity. For each case identified in response to the previous question, provide the docket number and identify each document (page and line numbers) where the Consumer Advocate expressed such a requirement.

³ *Id.* at 31:15-17.

RESPONSE:

Respectfully submitted,



Melvin Malone (BPR No. 013874)

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*Attorneys for Limestone Water Utility
Operating Company, LLC*

CERTIFICATE OF SERVICE

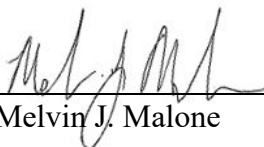
I hereby certify that a true and correct copy of the foregoing was served via U.S. Mail or electronic mail upon:

City of Grand Junction
Attn: Mayor Curtis Lane
150 Tippah Street
Grand Junction, TN 38039
grandjunction@bellsouth.net

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This the 17th day of September 2026.



Melvin J. Malone