

September 23, 2026

VIA ELECTRONIC FILING

Cole McCormick
TPUC Regulatory Analyst, Utilities Division
c/o Ectory Lawless, Docket Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
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Electronically Filed in TPUC Docket Room
on September 23, 2026 at 3:20 p.m.

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 Mr. McCormick:

We are in receipt of your data requests to Limestone Water Utility Operating Company, LLC (“Limestone”), dated September 10, 2026. Please find Limestone’s responses below. Please note that Response Attachment Nos. 2-1 and 2-7 contain **CONFIDENTIAL INFORMATION** and are being submitted **UNDER SEAL** as **CONFIDENTIAL and PROPRIETARY**. Both public versions and nonpublic, **CONFIDENTIAL** versions are attached.

1. *Provide confirmation from the Town of Saulsbury’s Mayor and Board of Alderman regarding their awareness and support of the proposed acquisition transaction. Please provide the ordinance, resolution, or minutes pertaining to the proposed acquisition transaction.*

Response: Please see the July 2024 Board of Aldermen meeting minutes, attached as “DR 2-1 - Board of Aldermen Meeting July 2024,” which reflects the Town of Saulsbury’s awareness of and support for pursuing the sale of the Saulsbury water system. The executed Agreement for Sale of the Saulsbury Utility System, attached as “DR 2-1 - Agreement for Sale – Saulsbury – CONFIDENTIAL,” was signed by Mayor Curtis Lane.

2. *Under specifically what legal authority does the city of Grand Junction currently own and provide service within the city of Saulsbury? Provide all documentation related to the legal authority the city of Grand Junction has over city of Saulsbury.*

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Response: Limestone has been informed by the seller that the City of Grand Junction owns the Saulsbury water distribution system but does not have a franchise agreement or other service agreement with the Town of Saulsbury. As previously stated in Limestone's July 13, 2026, responses to the Commission's Data Requests Nos. 1 and 2, the seller further informed Limestone that no separate approval or permit from the Town of Saulsbury or Hardeman County is required for Grand Junction to provide service to the Saulsbury system.

3. *Please clarify whether the "EMR's @ each existing service" referred to in Exhibit 22 means the installation of electronic meter readers?*

Response: Yes. The reference to "EMR's @ each existing service" refers to the installation of electronic meter readers, or meters equipped with electronic reading capabilities, at each existing service location.

4. *Provide three years of historical balance sheet and income statement data, exclusively for the Saulsbury water system.*

Response: Please see Exhibit 19 to the Joint Application, which contains the City of Grand Junction's annual financial reports for 2024, 2023, and 2021. These reports contain the historical financial information currently available to Limestone but do not separately identify balance sheet and income statement data exclusively for the Saulsbury water system. Limestone has requested system-specific financial information from the seller and will supplement this response if additional responsive information becomes available.

5. *Upon review of the Petitioner's Exhibit 23, there is no entry for gross utility plant in service or accumulated depreciation supporting the Company's net book value listed at zero (\$0). Please provide:*
- a) *The proposed valuation amounts for the various components of gross plant and accumulated depreciation.*
 - b) *Explain the information used and referenced to determine the Petitioner's proposed valuation of the items referenced in item (a).*

Response:

- a) The seller has not provided sufficient plant-level information for the Saulsbury water system. Accordingly, Limestone is unable at this time to provide proposed valuation amounts for the individual components of gross utility plant in service or accumulated depreciation. Any amounts reflected in Petitioner's Exhibit 23 are preliminary estimates and are not supported by detailed plant records. After closing Limestone intends to obtain a cost-less-depreciation study to develop additional plant-level detail and support the appropriate recording of the acquired assets at closing.

- b) The seller did not provide detailed historical plant records or accumulated depreciation information from which to determine values for the individual plant components identified in part (a).
6. *Upon review of the Petitioner's Exhibit 23, it appears the entire purchase price of \$60,000 is proposed to be assigned to the transmission and distribution mains - Account 331. Please provide an itemized listing of the assets composing the \$60,000 value being proposed for addition to this account.*

Alternatively, if this \$60,000 purchase price was intended to be a placeholder for a possible acquisition adjustment request for a future docketed matter pertaining to rates, please clarify.

Response: Please see response to DR 2-5 above.

7. *Please refer to Petitioner's Exhibit 22, Distribution System Improvements, give an itemized report of the \$50,000.00 planned improvement.*

Response: Please see attachment "2-7 – Saulsbury Engineering Memo – CONFIDENTIAL" for the third-party engineering memorandum. This provides the engineering basis for the preliminary \$50,000 budget reflected in Petitioner's Exhibit 22. The budget is intended for the general distribution system improvements to include leak repair, isolation valve repair and installation, flushing hydrant installation, and addressing any other distribution system deficiencies as they arise following acquisition. Because the \$50,000 amount is a preliminary planning estimate, the specific projects and associated costs may change based on the conditions identified after closing, if the Commission approves this transaction.

As required, copies will follow. Please feel free to reach out to me if you have any further questions.

Very truly yours,

BUTLER SNOW LLP



Melvin J. Malone

clw

Attachments

cc: Timothy Atwood, 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

DR 2-1 – Board of Aldermen Meeting July 2024

REGULAR MEETING

7/1/2024

ROLL CALL:

PRESENT - MAYOR CURTIS LANE, ALDERMEN BEN ALLEN, STEVE LUELLEN, FRANK BELL, ROBERT WEBB, ISAIAH HUNT, AND COURTNEY BREEDEN.

PRAYER: HUNT

MINUTES OF THE JUNE MEETING : READ BY LORIE RICE AND APPROVED BY ALL ALDERMEN PRESENT.

BILLS PAYABLE: READ BY MAYOR LANE. MOTION BY ALLEN TO PAY BILLS, SECONDED BY WEBB AND PASSED BY ALL PRESENT.

DEPARTMENT REPORTS:

POLICE DEPT. -HIRED STEVEN STANLEY AS THE NEW CHIEF OF POLICE. MOTION BY HUNT TO APPROVE THE HIRING OF STANLEY, SECONDED BY BELL AND PASSED BY ALL. 4 ADDITIONAL PART TIME OFFICER WILL BE STARTING AS WELL.

FIRE DEPT. - ROUTINE

WATER/SEWER -ROUTINE.

LIBRARY - LIBRARY BOARD WANTS TO CHANGE MEETINGS TO 2ND THURSDAY OF EVERY MONTH. WILL NEED BOARD APPROVAL AND WILL NEED TO CHANGE BYLAWS.

EVENTS - FARMERS MARKET WILL RUN TILL OCTOBER. THERE WILL BE A BASKETBALL CAMP JULY 10TH - 12TH AT GRAND JUNCTION ELEMENTARY FROM 9:00 - 2:00 FOR 4TH GRADE THRU 8TH GRADE STUDENTS

PLANNING AND ZONING -NONE.

PROPERTY MAINT- NOTHING NEW.

COMMUNITY CONCERNS (AGENDA ITEMS) NONE.

OLD BUSINESS:

NONE

NEW BUSINESS: -

MAYOR LANE READ RESOLUTION 24-04 ACCEPTING THE LOWEST BID FROM MARBURY CONTRUCTION TO INSTALL AUTO READ METERS FOR \$190,953.00. MOTION BY HUNT TO ACCEPT BID, SECONDED BY ALLEN AND APPROVED BY ALL.

MAYOR LANE ADDRESSED THE BOARD ABOUT THE POSSIBILITY OF SELLING THE SAULSBURY WATER SYSTEM AND REQUESTED THE BOARD APPROVE PERSUING THIS AVENUE MOTION BY ALLEN TO PERSUE SELLING OF SAULSBURY WATER SYSTEM, SECONDED BREEDEN AND PASSED BY ALL .

ADJOURNMENT

MAYOR

RECORDER

DR 2-1 – Agreement for Sale - Saulsbury

[CONFIDENTIAL]

DR 2-7 – Saulsbury Engineering Memo

[CONFIDENTIAL]