

October 23, 2026

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Jerry Kettles
Senior Policy Advisor
c/o Ectory Lawless, Docket Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
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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. Kettles:

We are in receipt of your data requests to Limestone Water Utility Operating Company, LLC ("Limestone"), dated October 2, 2026. Please find Limestone's responses below.

1. *In Docket 12-00157, the agency considered and approved the acquisition of the water systems in Whitwell, Tennessee and Powell's Crossroads, Tennessee ("the Municipal Systems"), by Tennessee American Water Company ("Tennessee-American"). As part of the 12-00157 Petition, Tennessee-American sought and received approval of franchise agreements with each of the Municipal Systems. The instant proceeding differs from 12-00157 in that the City of Grand Junction seeks to sell the system in another municipality, Saulsbury, Tennessee, and that there is no accompanying request for approval of a franchise with Saulsbury. In response to Question 4 of the Commission's July 2, 2026 Data Request, Limestone states that it "...has been informed by the seller of the Saulsbury system that since Grand Junction is the owner of the system, no approvals or permits are required from the City of Saulsbury to provide service within the municipal boundaries of the city." Clarify the response. Did the City of Grand Junction represent that Limestone does not need approvals or permits from Saulsbury to provide service, or was the City of Grand Junction referring to itself? Has Limestone had discussions with Saulsbury concerning a franchise agreement? Is it the position of Limestone that Saulsbury cannot require Limestone to have a franchise agreement? Please include the legal basis for your response.*

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Response: Limestone's response to Data Request No. 4 reflected information provided by the seller, the City of Grand Junction. Specifically, Grand Junction informed Limestone that since acquiring the Saulsbury water distribution system it has operated the system serving customers within the City of Saulsbury without any agreement or other approval from the City of Saulsbury. The Joint Application reflects that there are no contracts or agreements between Grand Junction and the City of Saulsbury related to the City of Grand Junction's ownership or operation of the system.

Limestone's response was intended to convey the foregoing and was not intended to provide a legal opinion regarding the authority of the City of Saulsbury. Limestone is not aware of any existing franchise agreement between the City of Grand Junction and the City of Saulsbury.

Limestone is not asserting in this proceeding that the City of Saulsbury lacks authority to require a franchise agreement. Rather, based on information provided by the seller and Limestone's due diligence to date, Limestone is not aware of any requirement from the City of Saulsbury that Limestone must enter into an agreement or franchise with the City of Saulsbury. Our understanding has been that the provision of water to the City of Saulsbury by Limestone would work very similar to the current arrangement for the provision of water to the City of Saulsbury by the City of Grand Junction. We have reached out to the City of Saulsbury and communicated with the Mayor to either confirm our understanding or, if required by the City of Saulsbury, to begin negotiations on an agreement or franchise with the City of Saulsbury. We will supplement this response based on our follow-up communications with the City of Saulsbury.

2. *Respond to Question 1 from the Commission's September 10, 2026 Data Request. The question sought information related to communications with Saulsbury, Tennessee. The attached response does not demonstrate Saulsbury's awareness of the sale. Rather, the response consists of information about the City of Grand Junction's intent to explore the sale of the Saulsbury Water System.*

Response: The Company has reached out to the City of Saulsbury and communicated with the Mayor to gather more information regarding previous communications to or with the City of Saulsbury about the pending acquisition and the City of Saulsbury's awareness of the sale. We will supplement this response based on our follow-up communications with the City of Saulsbury.

3. *Provide a narrative discussing how the City of Grand Junction acquired the water system in Saulsbury. Provide supporting documentation to augment the narrative.*

Response: The Company understands, based on information provided by the City of Grand Junction, that the Saulsbury water system was transferred to Grand

Junction by the system's prior owner after that owner no longer wished to operate the system. Limestone has requested from the City of Grand Junction any available documentation related to the transfer of the system to Grand Junction. If responsive documentation becomes available, the Company will supplement this response.

4. *Please discuss whether approvals from the Tennessee Department of Environment and Conservation are required for the acquisition of the Saulsbury system. What approvals are required before Limestone can provide service to Saulsbury?*

Response: Limestone is not aware of any approval from the Tennessee Department of Environment and Conservation ("TDEC") that is required as a condition precedent to the acquisition of the Saulsbury water distribution system. Following closing, and before any customers are served, Limestone anticipates coordinating with TDEC regarding any required updates to ownership, operator, contact, or other regulatory records associated with the system, as applicable.

5. *The July 1, 2024 meeting minutes of the Grand Junction Board of Aldermen show that a motion to pursue selling the Saulsbury water system was approved. Did the Board of Alderman take further action related to the sale of the Saulsbury water system? If so, provide documentation of the actions.*

Response: The Company understands, based on information provided by the City of Grand Junction, no further action by the City of Grand Junction Board of Aldermen concerning the proposed sale has been identified following its July 1, 2024 meeting. Accordingly, the Company has no additional documentation to provide. However, if additional responsive information or documentation becomes available, the Company will supplement its response.

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

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