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July 7, 2021

VIA Electronic Filing to the Office of Commission Clerk

Attn: Melinda Watts, Engineering Specialist
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Docket No. 20210093-WS - Application for transfer of water and wastewater systems of Aquarina Utilities, Inc., Water Certificate No. 517-W, and Wastewater Certificate No. 450-S to CSWR-Florida Utility Operating Company, LLC, in Brevard County.

Dear Ms. Watts:

On behalf of CSWR-Florida Utility Operating Company, LLC (CSWR-FL or Buyer), please find below the company's responses to the Commission's June 18, 2021, deficiency letter:

1. **Notice of Application.** Rule 25-30.030(6), Florida Administrative Code, (F.A.C.), incorporated by reference in Rule 25-30.037(2)(b), F.A.C., states that all applications requiring noticing shall be deemed deficient until affidavits of noticing required by Sections 367.045(1)(e) and (2)(f), Florida Statutes, along with a copy of the notice, are filed with the Office of Commission Clerk. After staff has reviewed and approved the notice of application, and the notices have been distributed in accordance with Rule 25-30.030(5), F.A.C., please provide affidavits of noticing.

CSWR-FL Response: Attached as Exhibit Q to the Application is CSWR-FL's proposed notice of application, for which staff approval is pending. After the notice has been approved and circulated, CSWR-FL will file affidavits of noticing as required.

2. **Seller Information.** Rule 25-30.037(2)(c), F.A.C., requires that the applicant provide specified information relating to the seller, including the seller's fax number, if available. Please provide the seller's fax number or a statement that the seller does not have a fax number.

CSWR-FL Response: None.

3. **Buyer Information.** Rule 25-30.037(2)(d), F.A.C., requires that the applicant provide specified information relating to the buyer, including the utility's Federal Employer Identification Number (FEIN). The application states that the applicant's FEIN is "to be provided." Please provide the applicant's FEIN as required by Rule 25-30.037(2)(d), F.A.C.

CSWR-FL Response: CSWR-FL's FEIN is 38-4180174.

4. **Books and Records.** Rule 25-30.037(2)(e), F.A.C., requires that the applicant provide specified information relating to the person in possession of the books and records for the system, including the fax number, if available. Please provide the fax number for the person in possession of the books and records or a statement that this person does not have a fax number

CSWR-FL Response: None.

5. **Business Documentation.** Rule 25-30.037(2)(f)1., F.A.C., states the buyer must provide documentation from the Florida Department of State, Division of Corporations, showing the buyer's name and registration/document number for the business. Please provide the required documentation.

CSWR-FL Response: Please see attached **Exhibit 1.**

6. **Percent Ownership.** Rule 25-30.037(2)(g), F.A.C., requires that the applicant provide name(s), address(es) and percentage of ownership of each entity or person that owns or will own more than a 5 percent interest in the utility. Please provide the address for the entity named in the application that is the sole owner of the Buyer.

CSWR-FL Response: 1650 Des Peres Rd., Suite 303, St. Louis, MO 63131

7. **Buyer Incorporation.** Rule 25-30.037(2)(h), F.A.C., requires that the applicant provide date and state of incorporation or organization of the buyer. Please provide the required information.

CSWR-FL Response: The Buyer CSWR-FL is a Florida limited liability company organized on March 31, 2021. See attached **Exhibit 1.**

8. **Assets and Liabilities.** Rule 25-30.037(2)(j)3., F.A.C., requires a list of and the dollar amount of the assets purchased and liabilities assumed or not assumed, including those of nonregulated operations or entities. Please provide a list of the specific assets and, if applicable, liabilities including the dollar amount allocated to each. Please include the appropriate allocation of assets and liabilities between water and wastewater.

CSWR-FL Response: As described in Exhibit A (Supplement) to the Application, CSWR-FL will not acquire any nonregulated assets or operations of the Seller and is not assuming any of the Seller's liabilities or obligations.

Following conclusion of the Feasibility Period (as defined in Section 2.04 of the Purchase and Sale Agreement attached as Exhibit A to the Application) and prior to closing, major units or items of acquired property (land, improvements, and rights of way, tools, devices, equipment, furniture, fixtures, machinery, supplies, and other material tangible items) will be identified. CSWR-FL will provide an asset list when one becomes available.

9. **Permits.** Rule 25-30.037(2)(r)1., F.A.C., requires the applicant provide a copy of the utility's current permits from the Department of Environmental Protection (DEP) and the water management district (WMD). The copies of the permits included in the application were issued by the respective agency to the Seller. Please provide copies of the applications required by the DEP and the St. Johns River WMD for transfer of the permits to the Buyer. Also, please ensure that the WMD permit transfer application also corrects the reference to the township/section/range information for the areas served to include all of the certificated service territory for Certificate No. 517-W.

CSWR-FL Response: Regarding transfer of the utility's consumptive use permit issued by the St. Johns River Water Management District (SJRWMD), rule 40C-1.612(1), F.A.C. provides that within 30 days of transfer of ownership or control of the real property, a Consumptive Use Permit Transfer Request must be submitted. That request requires an executed deed, evidencing control of the property has been transferred. SJRWMD advises that a transfer request cannot be processed until there is an executed deed. Accordingly, CSWR-FL plans on submitting the transfer request immediately after closing.

The SJRWMD advises that the location shown on the permit (Application Exh. I, page 32 of 41) is intended to reference the location of the water source rather than the entire service area.

Regarding transfer of the utility's current domestic wastewater facility permit, DEP advises that the relevant forms (Wastewater Facility Or Activity Permit Application Form 1 General Information and Application For Transfer Of A Wastewater Facility Or Activity Permit) should be submitted after closing. Accordingly, CSWR-FL plans to submit the relevant forms immediately after closing.

10. **DEP Correspondence.** Rule 25-30.037(2)(r)3., F.A.C., requires the applicant provide a copy of all of the utility's correspondence with the DEP, county health department, and WMD, including consent orders and warning letters, and the utility's responses to the same, for the past five years. Staff did not find any correspondence using the link for DEP documents provided in the application regarding DEP consent orders or warning letters. Please confirm with the DEP whether the water and/or wastewater system for Aquarina had any consent orders or warning letters, and the utility's responses to the same, for the past five years. Please provide the responsive documents if there were any, or a statement affirming there were none if that is the case.

CSWR-FL Response: There have been no warning letters or consent orders from DEP for the past five years for either the water or wastewater system.

11. **Right to Land.** Rule 25-30.037(2)(s), F.A.C., requires documentation of the utility's right to access and continued use of the land upon which the utility treatment facilities are located. Documentation of continued use shall be in the form of a recorded warranty deed, recorded quit claim deed accompanied by title insurance, recorded lease such as a 99-year lease, or recorded easement. The applicant may submit an unrecorded copy of the instrument granting the utility's right to access and continued use of the land upon which the utility treatment facilities are or will be located, provided that the applicant files a recorded copy within the time required in the order granting the transfer. In Exhibit H to the application, the Buyer makes the following statement:

Between the date of this application and closing, CSWR-Florida will conduct additional due diligence, which includes engaging a Florida title company to review relevant records related to real property assets Aquarina Utilities proposes to transfer to confirm the rightful owner(s) and identify any title defects that will be cured prior to closing. Although documents required by Section 4.01(b) do not currently exist, they can be provided post-closing if necessary to establish CSWR-Florida's ownership or long-term use rights.

Please be advised that this item will remain deficient until the required documentation has been provided.

CSWR-FL Response: The title work for the property is presently pending. CSWR-FL will provide an unrecorded deed when it becomes available.



Thank you for the opportunity to provide additional information in support of the application. Please feel free to contact our office at your convenience with any additional questions or concerns.

Sincerely,

A handwritten signature in blue ink that reads "Thomas A. Crabb".

Thomas A. Crabb
Attorney for Buyer CSWR-FL

Exhibit 1



[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Search by Entity Name](#) /

Detail by Entity Name

Florida Limited Liability Company
 CSWR-FLORIDA UTILITY OPERATING COMPANY, LLC

Filing Information

Document Number	L21000150005
FEI/EIN Number	NONE
Date Filed	03/31/2021
Effective Date	03/31/2021
State	FL
Status	ACTIVE

Principal Address

1650 DES PERES RD.
 SUITE 303
 ST. LOUIS, MO 63131

Mailing Address

1650 DES PERES RD.
 SUITE 303
 ST. LOUIS, MO 63131

Registered Agent Name & Address

C T CORPORATION SYSTEMS
 1200 S PINE ISLAND ROAD
 PLANTATION, FL 33324

Authorized Person(s) Detail

Name & Address

Title MGR

CSWR-FLORIDA UTILITY HOLDING COMPANY, LLC
 1650 DES PERES RD., SUITE 303
 ST. LOUIS, MO 63131

Annual Reports

No Annual Reports Filed

Document Images

[03/31/2021 -- Florida Limited Liability](#)

[View image in PDF format](#)

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L21000150005
FILED 8:00 AM
March 31, 2021
Sec. Of State
jsdennis

Article I

The name of the Limited Liability Company is:

CSWR-FLORIDA UTILITY OPERATING COMPANY, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1650 DES PERES RD.
SUITE 303
ST. LOUIS, MO. US 63131

The mailing address of the Limited Liability Company is:

1650 DES PERES RD.
SUITE 303
ST. LOUIS, MO. US 63131

Article III

The name and Florida street address of the registered agent is:

C T CORPORATION SYSTEMS
1200 S PINE ISLAND ROAD
PLANTATION, FL. 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: ROSE SONG

Article IV

The name and address of person(s) authorized to manage LLC:

Title: MGR
CSWR-FLORIDA UTILITY HOLDING COMPANY, LLC
1650 DES PERES RD., SUITE 303
ST. LOUIS, MO. 63131 US

L21000150005
FILED 8:00 AM
March 31, 2021
Sec. Of State
jsdennis

Article V

The effective date for this Limited Liability Company shall be:

03/31/2021

Signature of member or an authorized representative

Electronic Signature: MADISON A WELDE

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.