

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of

Electronic Proposed Acquisition by Bluegrass)
Water Utility Operating Company, LLC and)
the Transfer of Ownership and Control of)
Assets by: P.R. Wastewater Management, Inc.;)
Marshall County Environmental Services LLC;) No. 2019-00104
LH Treatment Company, LLC; Kingswood)
Development, Inc.; Airview Utilities, LLC;)
Brocklyn Utilities, LLC; Fox Run Utilities,)
LLC; and, Lake Columbia Utilities, Inc.)

Notice of Filing of Affidavit

Please take notice that Bluegrass Water Utility Operating Company, LLC herewith submits the attached signed and notarized Affidavit of Phil Macias. The Affidavit documents the receipt by CSWR, LLC of equity capital in an amount including the funding necessary to acquire the assets that are the subject of the Joint Application. In accordance with the commitment in the Response to AG Post-Hearing Request 06 (filed July 23, 2019), this filing is made within two (2) business days of the funds' receipt by CSWR, LLC.

Respectfully submitted,

/s/ Katherine K. Yunker

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Electronic Proposed Acquisition by)
Bluegrass Water Utility Operating Company,)
LLC and the Transfer of Ownership and)
Control of Assets by: P.R. Wastewater)
Management, Inc.; Marshall County)
Environmental Services LLC; LH Treatment)
Company, LLC; Kingswood Development,)
Inc.; Airview Utilities, LLC; Brocklyn)
Utilities, LLC; Fox Run Utilities, LLC; and,)
Lake Columbia Utilities, Inc.)

No. 2019-00104


Affidavit of Phil Macias

Phil Macias, being duly sworn, states as follows:

1. I am the Chief Financial Officer of CSWR, LLC, formerly known as First Round CSWR, LLC. I have personal knowledge of the matters stated in this Affidavit.
2. I am the witness listed on the response to the Attorney General's post-hearing data request 06 in the above-captioned proceeding. This Affidavit is intended to provide further information relating to that response.
3. I am informed that on Tuesday, August 6, 2019, U.S. Water Capital, LLC, received investment funds in an amount that includes equity financing to be used to purchase assets subject to the Agreements for Sale of Utility System attached as Exhibits D-K to the Verified Joint Application filed in this proceeding. The respective purchase amounts in Exhibits D-K sum to an amount referred to herein as "the Total."
4. On Thursday, August 8, 2019, U.S. Water Capital, LLC, transferred the Total to CSWR, LLC. CSWR, LLC, holds the Total for use as equity financing in closing the asset purchase transactions that are the subjects of this proceeding provided that, with respect to

such use, (a) all terms and conditions specified in the respective Agreements for Sale of Utility System are satisfied and (b) the Kentucky Public Service Commission approves the asset purchaser transactions without conditions that would have a material adverse effect on the economic benefits contemplated for the purchaser, Bluegrass Water Utility Operating Company, LLC.

Further affiant sayeth not.



Phil Macias

STATE OF MISSOURI)
)
COUNTY OF ST. LOUIS)

Subscribed and sworn to this 9th day of August 2019, before me, a Notary Public in and before said County and State.



Notary Public

(SEAL)
My Commission expires: 01/31/2021

