



700 West Liberty Street | Louisville, KY 40203-1911
Phone: 502.540.6000 | LouisvilleMSD.org

December 14, 2021

Via UPS Next Day

Ms. Linda Bridwell
Executive Director
Public Service Commission
P. O. Box 615
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

Re: Case No. 2021-00328, Transfer of Bullitt County Sanitation District Wastewater System to Louisville and Jefferson County Metropolitan Sewer District

Dear Ms. Bridwell:

Please accept this letter as notification that the Louisville and Jefferson County Metropolitan Sewer District ("MSD"), Bullitt County, and Bullitt County Sanitation District ("BCSD") closed on their agreement to transfer the BCSD, Big Valley Sanitation, Inc., and Bullitt Utilities, Inc. Wastewater Systems to MSD. As noted in the enclosed Bills of Sale, the transfer occurred on November 30, 2021.

For your reference, please note that, in addition to obtaining the Public Service Commission's approval to transfer of the assets of Big Valley and Bullitt Utilities to MSD, which approval was provided by Order entered October 5, 2021 pursuant to KRS 278.020(6) and (7), MSD and BCSD also sought and obtained requisite approvals from the United States Bankruptcy Court and Franklin Circuit Court. Franklin Circuit Court approved the transfer of the Big Valley and Bullitt Utilities assets by Orders entered on November 4, 2021 and November 11, 2021, respectively. The United States Bankruptcy Court entered an Order approving the transfer of Bullitt Utilities' assets on November 15, 2021.

If you require more detailed information, please let us know. We are pleased to provide any additional information you may need. If you have any questions, I am also happy to speak with you by phone and can be reached at (502) 540-6622. Thank you.

Sincerely,

Paula M. Purifoy
General Counsel

Enclosure

BILL OF SALE

THIS **BILL OF SALE** ("Bill of Sale") is made this 30th day of November, 2021 by the Bullitt County Sanitation District, Bullitt County, Kentucky ("Seller"), for the benefit of the Louisville and Jefferson County Metropolitan Sewer District ("Purchaser"), pursuant to that Asset Purchase Agreement between Seller and Purchaser dated October 25, 2021.

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Seller does hereby sell, transfer, assign and convey and deliver to Purchaser, and its successor and assigns, on an "as is" basis, without warranty, express or implied, all of Seller's right, title and interest in and to all the Assets, including:

- (a) All wastewater treatment plants, pumping stations, lift stations, collector, trunk, and interceptor sewers, pipes, force mains, laterals, manholes, and other facilities and appurtenances belonging thereto, all as may be more particularly described and identified in **Exhibit B** to the Asset Purchase Agreement;
- (b) All machinery, equipment, tools, vehicles, furniture, furnishings, goods, supplies and inventories and other tangible property, described and/or identified in **Exhibit C** to the Asset Purchase Agreement, and
- (c) All records, files, data, and documents, including all logs, plans, plats, as-built drawings, contracts, warranties, operating manuals, monitoring reports, recorded information, and property records related to the Assets.

The fair market value of the Assets transferred to Purchaser is Two Million, Four Hundred Twenty-Six Thousand, Six Hundred Seventy-Five Dollars and 00/100 (\$ 2,426,675.00).

Seller does hereby sell, transfer, assign, convey and deliver to Purchaser, and its successor and assigns, all of Seller's goodwill in and rights to customers of the Bullitt County Sanitation District Wastewater System and lists of such customers.

Seller warrants to Purchaser that it is duly authorized to execute this Bill of Sale, and that such execution is binding upon it without further action or ratification.

This Bill of Sale shall be construed and enforced in accordance with and governed by the laws of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, this Bill of Sale has been duly executed and delivered by Seller as of the date first written above.

BULLITT COUNTY SANITATION DISTRICT

By: 

 George J. Rayhill
 Board Chair *LR*

Date: 11-30-21

[Notary on following page]

COMMONWEALTH OF KENTUCKY)
) SS.
COUNTY OF JEFFERSON)

The foregoing Bill of Sale was acknowledged, subscribed and sworn to before me this 30th day of November, 2021, by George W. Rayhill, as Board Chair of Bullitt County Sanitation District, Bullitt County, Kentucky, to be his free act and voluntary deed on behalf of Bullitt County Sanitation District.

My Commission Expires: September 21, 2024

Karen Clancy
Notary Public
KYNP 15587
Notary I.D. No.

BILL OF SALE

THIS **BILL OF SALE** ("Bill of Sale") is made this 30th day of November, 2021 by the Bullitt County Sanitation District, Bullitt County, Kentucky, as Receiver of Big Valley Sanitation, Inc. ("Seller"), for the benefit of the Louisville and Jefferson County Metropolitan Sewer District ("Purchaser"), pursuant to that Asset Purchase Agreement between Seller, Purchaser, and Bullitt County, Kentucky, dated October 25, 2021, and Order of the Public Service Commission of Kentucky entered on October 5, 2021, Case No. 2021-00328, and Order of the Franklin Circuit Court in the matter of *Public Service Commission of Kentucky v. Big Valley Sanitation, Inc., et al.*, Case No. 11-CI-1433, entered on November 4, 2021, authorizing Seller to transfer the Wastewater System of Big Valley Sanitation, Inc. to Purchaser and all of the assets of Big Valley Sanitation, Inc. necessary to the operation of the Wastewater System, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Seller does hereby sell, transfer, assign and convey and deliver to Purchaser, and its successor and assigns, on an "as is" basis, without warranty, express or implied, all of Seller's right, title and interest in and to the Big Valley Sanitation, Inc. Wastewater System, including:

- (a) All wastewater treatment plants, pumping stations, lift stations, collector, trunk, and interceptor sewers, pipes, force mains, laterals, manholes, and other facilities and appurtenances belonging thereto, all as may be more particularly described and identified in **Exhibit E** to the Asset Purchase Agreement; and
- (b) All records, files, data, and documents, including all logs, plans, plats, as-built drawings, contracts, warranties, operating manuals, monitoring reports, recorded information, and property records related to the Assets.

The fair market value of the Assets transferred to Purchaser is Fifty-One Thousand, Seven Hundred Eighty-Four Dollars and 00/100 (\$ 51,784.00).

Seller does hereby sell, transfer, assign, convey and deliver to Purchaser, and its successor and assigns, all of Seller's goodwill in and rights to customers of the Big Valley Wastewater System and lists of such customers.

Seller warrants to Purchaser that it is duly authorized to execute this Bill of Sale, and that such execution is binding upon it without further action or ratification.

This Bill of Sale shall be construed and enforced in accordance with and governed by the laws of the Commonwealth of Kentucky.

IN WITNESS WHEREOF, this Bill of Sale has been duly executed and delivered by Seller as of the date first written above.

BULLITT COUNTY SANITATION DISTRICT
As Receiver of Big Valley Sanitation, Inc.

By: 
George J. Rayhill
Board Chair


Date: 11-30-21

[Notary on following page]

COMMONWEALTH OF KENTUCKY)
) SS.
COUNTY OF JEFFERSON)

The foregoing Bill of Sale was acknowledged, subscribed and sworn to before me this 30th day of November, 2021, by George J. Rayhill, as Chair of the Board of Bullitt County Sanitation District, Bullitt County, Kentucky, to be his free act and voluntary deed on behalf of Bullitt County Sanitation District.

My Commission Expires: September 21, 2024

Karen Clancy
Notary Public

KYNP15587
Notary I.D. No.

BILL OF SALE

THIS BILL OF SALE is made this 30th day of November, 2021 by and between **ROBERT W. KEATS, TRUSTEE OF THE BANKRUPTCY ESTATE OF BULLITT UTILITIES, INC.** (“Seller”) and **LOUISVILLE AND JEFFERSON COUNTY METROPOLITAN SEWER DISTRICT** (“Buyer”) pursuant to (i) the Order of the United States Bankruptcy Court dated November 15, 2021 (Doc. #101) granting the emergency motion of the Trustee to approve the Mutual Release and Settlement Agreement with the Bullitt County Sanitation District and the Louisville and Jefferson County Metropolitan Sewer District under Bankruptcy Rule 9019, and (ii) the November 19, 2021 Mutual Release and Settlement Agreement, both of which are attached, and with authorization to sell the assets of Bullitt Utilities, Inc. to MSD under 11 U.S.C. §363, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Seller does hereby sell, transfer, assign and convey and deliver to Buyer, and its successors and assigns, free and clear of all liens and encumbrances, all of Seller’s right, title and interest in and to all of Seller’s assets, including but not limited to, all waste water treatment facilities, pipes and related equipment, and all of Seller’s goodwill in and rights to customers of the former Hunter’s Hollow wastewater treatment plant and lists of such customers, but specifically excluding any cash or bank accounts controlled by the Trustee. The fair market value of the assets transferred is Two Million and 00/100 Dollars (\$2,000,000.00).

Seller warrants to Buyer that it is duly authorized to execute the Bill of Sale and that such execution is binding upon it without further action or ratification.

IN WITNESS WHEREOF, this Bill of Sale has been duly executed and delivered by Seller as of the date first written above.

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF KENTUCKY
LOUISVILLE DIVISION**

-----X

In re:	:	
	:	
BULLITT UTILITIES, INC.	:	Chapter 7
	:	
Debtor.	:	Case No. 15-34000-jal
	:	
	:	Hon. Joan A. Lloyd
	:	

-----X

ORDER GRANTING EMERGENCY MOTION OF THE TRUSTEE TO APPROVE THE MUTUAL RELEASE AND SETTLEMENT AGREEMENT WITH THE BCSD AND MSD UNDER BANKRUPTCY RULE 9019 AND AUTHORIZE THE SALE OF THE DEBTOR’S ASSETS TO MSD UNDER SECTION 363 OF THE BANKRUPTCY CODE

This matter coming before the Court on the *Emergency Motion of the Trustee to Approve the Mutual Release and Settlement Agreement with the BCSD and MSD Under Bankruptcy Rule 9019 and Authorize the Sale of the Debtor’s Assets to MSD Under Section 363 of the Bankruptcy Code* (the “Motion”), submitted by Robert W. Keats, chapter 7 trustee (the “Trustee”); the Court having reviewed the Motion and the Court having found: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) notice of the Motion was sufficient; and (v) the Court having determined good and sufficient cause having been shown:

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. The Agreement is approved, compromising the Trustee’s claims against the

BCSD under Bankruptcy Rule 9019, and approving the sale of certain of the Debtor’s assets to

MSD free and clear of liens, claims and encumbrances under Section 363(f) of the Bankruptcy Code.

3. The Court shall retain jurisdiction to hear and determine all matters arising from this Order.

Tendered by:

/s/ James R. Irving

Holland N. McTyeire V

James R. Irving

DENTONS BINGHAM GREENEBAUM LLP

3500 PNC Tower

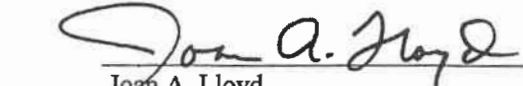
101 South Fifth Street

Louisville, Kentucky 40202

Telephone: (502) 587-3606

Facsimile: (502) 540-2215

E-mail: quint.mctyeire@dentons.com
james.irving@dentons.com


Joan A. Lloyd
United States Bankruptcy Judge
Dated: November 15, 2021

Special Counsel to the Trustee