

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of

Electronic Application of Bluegrass Water Utility)
Operating Company, LLC for Certificates of)
Convenience and Necessity for Projects at the)
Woodland Acres Site)

Case No. 2022-00015

Application for Certificates of Convenience and Necessity

Bluegrass Water Utility Operating Company, LLC (“Bluegrass”) files this application, requesting certificates of convenience and necessity pursuant to KRS 278.020(1) for three (3) projects at its Woodland Acres service site in Bullitt County. Public convenience and necessity require the proposed improvement projects. To assist the Commission and its staff in locating information required by various regulations, Bluegrass attaches hereto an Index listing the requirements and the principal place(s) in this Application where it is addressed. The facts on which the Application is based are contained in the spreadsheets, and other information accompanying this Application and in the following statements:

I. Applicant

1. Bluegrass Water Utility Operating Company, LLC is the full name of the applicant. Bluegrass is a limited liability company, organized on March 21, 2019, under the laws of Kentucky. It is in good standing with the Kentucky Secretary of State.

2. Bluegrass’s mailing address is 1650 Des Peres Road, Suite 303, St. Louis, Missouri 63131, and the electronic mail addresses to be used for Bluegrass for purposes of this proceeding are regulatory@cswrgroup.com and rmitten@cswrgroup.com.

3. Bluegrass is a manager-managed company. Its manager is Central States Water Resources, Inc (“Central States”), which is a corporation organized and existing under the laws of the State of Missouri. The member-parent of Bluegrass and of utility operating and holding LLCs in other states is CSWR, LLC. A two-page organization chart for CSWR as of January 1, 2022, showing its affiliations and relationships, including to Bluegrass and Central States, is submitted herewith as Exhibit A.

4. The financial exhibit described in 807 KAR 5:001 § 12 and required by 807 KAR 5:071 § 3(1)(e) is submitted herewith as redacted Exhibit B.¹

5. In fulfillment of conditions in the final orders in Case Nos. 2019-00104, 2019-00360, and 2020-00297 to ensure continuity of sewer service, Bluegrass has obtained and filed with the Commission an Amended and Restated Guaranty from CSWR, LLC in favor of the Commission and providing for two months of Bluegrass’s obligation to its third-party contractors for services to all the sites of its sewer system, including for the Woodland Acres service area. A copy of the Amended and Restated Guaranty is submitted herewith as Exhibit C.

6. Among the areas of the Commonwealth provided sewer service by Bluegrass is Woodland Acres in Bullitt County. An aerial view of the service area and location of the site facilities is submitted herewith as Exhibit D. The Woodland Acres plant is authorized to discharge up to 25,000 gallons per day. The existing facility includes an extended aeration package plant including a mechanically cleaned bar rack screen, a single aeration basin, equalization basin with two influent pumps (one portable), aerobic digestion, rapid sand filter,

¹ The redacted exhibit is publicly filed herewith; an unredacted and highlighted version has been provided under seal with a concurrently filed Motion for Confidential Treatment.

and a chlorine contact tank. Dechlorination is utilized downstream of disinfection. A survey of the existing treatment facilities is submitted herewith as Exhibit E.

II. Projects Proposed for Woodland Acres Site

7. Bluegrass proposes three (3) projects for the Woodland Acres site: installing an MBBR treatment system, a peracetic acid disinfection system, and a wet weather overflow prevention system. The three projects are interrelated and it would be more efficient and effective to do all of them at or around the same time. However, if the Commission approves a certificate as to only one or two of the projects, it is Bluegrass's intent to proceed with the project(s) certificated. The overall estimated direct cost of the projects is attached hereto as Exhibit F.

8. Bluegrass is in the process of applying to the Kentucky Department for Natural Resources and Environmental Protection, Division of Water Quality ("DoW"), for a construction permit encompassing the proposed projects. Bluegrass anticipates this filing will be within the next thirty days; Bluegrass will submit a copy of the DoW application once filed.

9. As shown on the ALTA Kentucky Infrastructure Authority map submitted herewith as Exhibit G, the Woodland Acres service area is surrounded by subdivisions served by the City of Shepherdsville's ("City") wastewater treatment system. Bluegrass has communicated with the City about possibly connecting with its system for the treatment of Woodland Acres wastewater and has been told that (a) the City's nearby lift stations and mains are not currently adequate to handle flows from Woodland Acres and (b) connecting would cost in excess of \$1 million in upgrades to the City's collection system.

A. Project 1: MMBR Treatment

10. The first project for which Bluegrass Water seeks a certificate is the installation of a moving bed biofilm reactor (“MBBR”) treatment system. An MBBR treatment system will enhance the facility’s ability to remove nutrients and lower ammonia levels. MBBRs dramatically improve aeration treatment by providing significantly more surface area for biofilm to form on, thereby concentrating the amount of biological treatment that can occur. This proposed improvement is required for public convenience and necessity because the wastewater treatment facility is not currently capable of consistently complying with permitted limits.

11. Costs of construction for the proposed MBBR treatment system are as estimated to be as follows:

Construction Project	Estimate	Subtotal
KPDES Permit Compliance Upgrades		
<u>MBBR Treatments System</u>		\$204,300
Blowers and Controls for New MBBR Assemblies (3 each)	\$ 74,300	
Blower Pad	\$1,500	
Blower Discharge Header Piping, Calves, Appurtenances	\$10,000	
MBBR Assemblies Complete (3 each)	\$98,500	
Electrical Distribution for MBBR Treatment System	\$20,000	

B. Project 2: Peracetic Acid Disinfection

12. The second project for which Bluegrass Water seeks a certificate is the installation of a peracetic acid disinfection system. This system is intended to improve the facility’s disinfection system and eliminate residual chlorine in the facility’s effluent. The facility has regularly struggled to meet *E.coli* limits and will require an improved disinfection system to be in compliance with applicable regulations. The proposed improvements are

required for public convenience and necessity because the wastewater treatment facility is not currently capable of consistently complying with permitted limits.

13. Costs of construction for the proposed peracetic acid disinfection system are estimated to be as follows:

Construction Project	Estimate	Subtotal
<u>Peracetic Acid Disinfection System</u>		\$22,250
PAA Equip Equipment and Pad	\$17,250	
Electrical Distribution for PAA Disinfection System	\$5,000	

C. Project 3: Wet Weather Overflow Prevention

14. Bluegrass Water also is seeking a certificate for the installation of wet weather overflow prevention measures. These are intended to improve the facility’s ability to handle surge flows that have caused washouts at the facility in the past and led to sanitary sewage overflows. To stop this sort of event from overwhelming the facility, the new wet weather storage will allow some of the flow to be diverted into a holding tank which can be dosed out over time at a rate the plant can handle.

15. The proposed improvements are required for public convenience and necessity because the wastewater treatment facility is not currently capable of consistently complying with permitted limits. Flows to the facility increase significantly during rain events, overwhelming the facility in ways that can compromise effective treatment, wash out solids, and even cause overflows.

16. Costs of construction for the proposed wet weather overflow prevention system are estimated to be as follows:

Construction Project	Estimate	Subtotal
<u>Wet Weather Overflow Prevention System</u>		\$70,700
Wet Weather Tank and Pad	\$16,700	

Wet Weather Valves, Grinder FM Piping, Return Piping	\$15,000	
Wet Weather Diffusers	\$6,000	
Wet Weather Blower and Blower Pad	\$10,000	
Wet Weather Air Piping	\$3,000	
Wet Weather Grinder Pump and Control Panel	\$5,000	
Electrical Distribution for Wet weather Overflow Prevention System	\$15,000	

III. Financing and Effects of the Projects

17. These projects will be financed with equity financing provided by Bluegrass Water’s parent company, CSWR, LLC. Bluegrass Water anticipates that it will submit an application for debt financing to the Commission in the first quarter of 2022, which — if approved — would provide an alternative source of funds for these projects.

18. Bluegrass Water maintains that the above-listed projects are each required for public convenience and necessity, and that the implementation of each avoids wasteful duplication in making improvements necessary to keep the Woodland Acres service area in compliance with environmental regulations. The projects would not constitute a new extension, facility, or equipment in any additional area beyond the existing plant; therefore, the survey map and service area map attached as Exhibits D and E adequately represent the boundaries of the project. Furthermore the proposed improvements do not compete with any other utilities, corporations, or persons, as no other sewer providers provide this service in the Woodland Acres service area. *See Exhibit G.*

19. Bluegrass anticipates no change to current operating costs due to proposed improvements. However, these proposed improvements could support a reduction in per-plant third-party charges over time. Bluegrass also does not anticipate any change to number or class

of customers served due to proposed improvements at this time. A redacted copy of Bluegrass's 2020 tax returns has been attached hereto as Exhibit H.²

20. Any one of the projects would require upgrading and/or installing an all-weather gravel access road to the Woodland Acres facility site. However, if none of the projects is certificated, it would still be Bluegrass's intent to upgrade the existing road to install an all-weather gravel road for site access as an extension in the ordinary course of business. While not directly part of this proposed group of improvements, the all-weather access to the site will be improved at the time of these projects to allow project equipment to be safely delivered to the site. This improved road would have been installed in the regular course of business sometime in the next one to three years to allow sludge hauling equipment to safely access the facility, but has been included in the estimate for the group of projects as it will be installed during the project to facilitate access for construction equipment.

IV. Conclusion

WHEREFORE, Applicant Bluegrass Water Utility Operating Company, LLC respectfully requests that the Commission issue a final order regarding this Application, granting:

- (1) a KRS 278.020(1) certificate of convenience and necessity for the MBBR Treatment project;
- (2) a KRS 278.020(1) certificate of convenience and necessity for the Peracetic Acid Disinfection project;

² The redacted exhibit is publicly filed herewith; an unredacted and highlighted version has been provided under seal with a concurrently filed Motion for Confidential Treatment.

(3) a KRS 278.020(1) certificate of convenience and necessity for the Wet Weather Overflow Prevention project; and,

(4) all other relief to which Applicant may be entitled.

Respectfully submitted,

/s/ Kathryn A. Eckert

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EXHIBITS

- A Organization Chart of CSWR, LLC as of January 1, 2022
- B Financial Exhibit for 12-months ending December 31, 2021, per 807 KAR 5:001 § 12 (redacted)
- C Amended and Restated Guaranty, dated as of April 16, 2021
- D Woodland Acres Asset Map
- E ALTA/NSPS Land Title Survey, Woodland Acres Subdivision lot 57
- F Woodland Acres Project Capital Estimates
- G Alta KY Infrastructure Authority Map
- H Bluegrass Water Utility Holding Company, LLC 2020 Tax Returns (redacted)

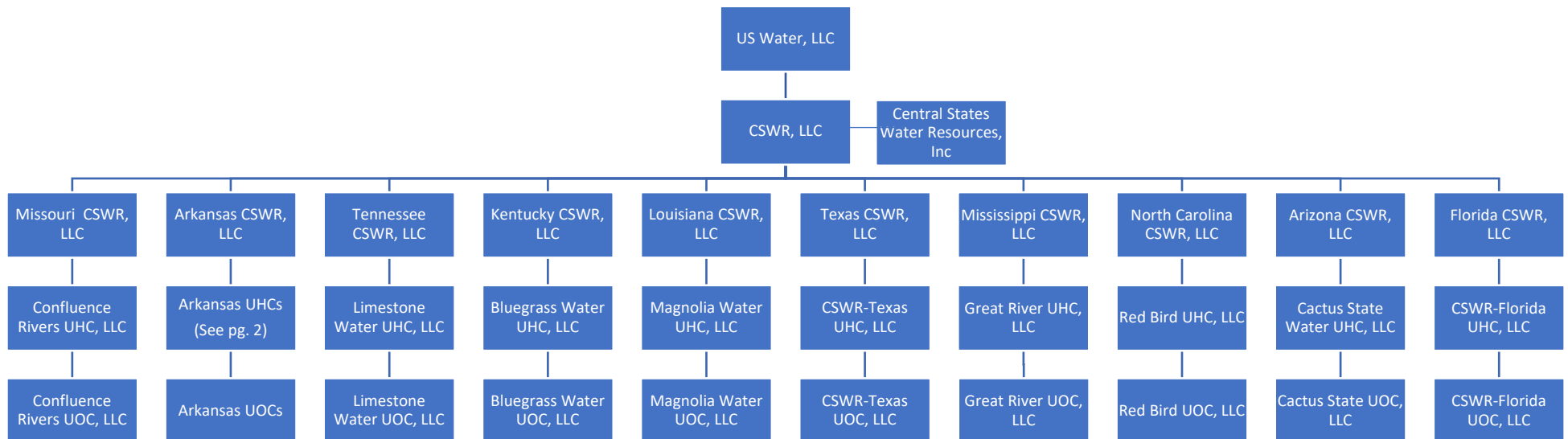
807 KAR 5:001	Description	Filing
§14 (1)	Full name, mailing address, and e-mail address of applicant. // Facts on which the application is based, with a request for the order, authorization, permission, or certificate desired and a reference to the particular law requiring or providing for the information.	Application ¶¶ 1-2 // Application <i>passim</i>
(2)	If applicant is a corporation, identify state in incorporated and date of incorporation, attest that currently in good standing in the state in which incorporated, and, if it is not a Kentucky corporation, state if authorized to transact business in Kentucky.	N/A
(3)	If applicant is a limited liability company, identify state where organized and date of organization, attest applicant is in good standing in state where organized, and, if not a Kentucky limited liability company, state if authorized to transact business in Kentucky.	Application ¶ 1
(4)	If applicant is a limited partnership, <ul style="list-style-type: none"> • annex certified copy of limited partnership agreement and all amendments, if any, or • make written statement attesting that partnership agreement and all amendments have been filed with PSC in a prior proceeding, with case number of prior proceeding. 	N/A
§12 (1) (a)	For a utility that had \$5,000,000 or more in gross annual revenue in the immediate past calendar year, cover operations for a twelve (12) month period ending not more than ninety (90) days prior to the date the application is filed; or	N/A
(b)	For a utility that had less than \$5,000,000 in gross annual revenue in the immediate past calendar year, the exhibit shall cover operations <u>either</u> for a twelve (12) month period, the period ending not more than ninety (90) days prior to the date the application is filed <u>or</u> for the twelve (12) month period contained in the utility's most recent annual report on file with the commission, and contain a statement that: <ol style="list-style-type: none"> 1. Material changes have not occurred since the end of that twelve (12) month period; or 2. Identifies all material changes that have occurred since the end of that twelve (12) month period. 	App. Exh. B
(2) (a)	The amount and kinds of stock authorized;	App. Exh. B
(b)	The amount and kinds of stock issued and outstanding;	App. Exh. B
(c)	Terms of preference of preferred stock, cumulative or participating, or on dividends or assets or otherwise;	App. Exh. B
(d)	A brief description of each mortgage on property of applicant, giving date of execution, name of mortgagor, name of mortgagee or trustee, amount of indebtedness authorized to be secured, and the amount of indebtedness actually secured, together with sinking fund provisions, if applicable;	App. Exh. B
(e)	The amount of bonds authorized, and amount issued, giving the name of the public utility that issued the same, describing each class separately and giving the date of issue, face value, rate of interest, date of maturity, and how secured, together with amount of interest paid during the last fiscal year;	App. Exh. B

807 KAR 5:001	Description	Filing
§12 (2) (f)	Each note outstanding, giving date of issue, amount, date of maturity, rate of interest, in whose favor, together with amount of interest paid during the last fiscal year;	App. Exh. B
(g)	Other indebtedness, giving same by classes and describing security, if any, with a brief statement of the devolution or assumption of a portion of the indebtedness upon or by person or corporation if the original liability has been transferred, together with amount of interest paid during the last fiscal year;	App. Exh. B
(h)	The rate and amount of dividends paid during the five (5) previous fiscal years, and the amount of capital stock on which dividends were paid each year; and	App. Exh. B
(i)	A detailed income statement and balance sheet.	App. Exh. B
§15 (2)	Compliance with 807 KAR 5:001 § 14, and submission of:	
(2) (a)	The facts relied upon to show that the proposed construction or extension is or will be required by public convenience or necessity:	Application ¶¶ 10, 12, 14-15 // Application <i>passim</i>
(b)	Copies of franchises or permits, if any, from the proper public authority for the proposed construction or extension, if not previously filed with the commission;	Application ¶ 8
(c)	A full description of the proposed location, route, or routes of the proposed construction or extension, including a description of the manner of the construction and the names of all public utilities, corporations, or persons with whom the proposed construction or extension is likely to compete;	Application ¶¶ 6, 9, 18 // App. Exh. D, E, G
(d)(1)	Maps to suitable scale showing the location or route of the proposed construction or extension, as well as the location to scale of like facilities owned by others located anywhere within the map area with adequate identification as to the ownership of the other facilities; and	App. Exh. D, E, G
(d)(2)	Plans and specifications and drawings of the proposed plant, equipment, and facilities;	Application ¶ 18 // App. Exh. D, E, G
(e)	The manner in detail in which the applicant proposes to finance the proposed construction or extension; and	Application ¶ 17
(f)	An estimated annual cost of operation after the proposed facilities are placed into service.	Application ¶ 19

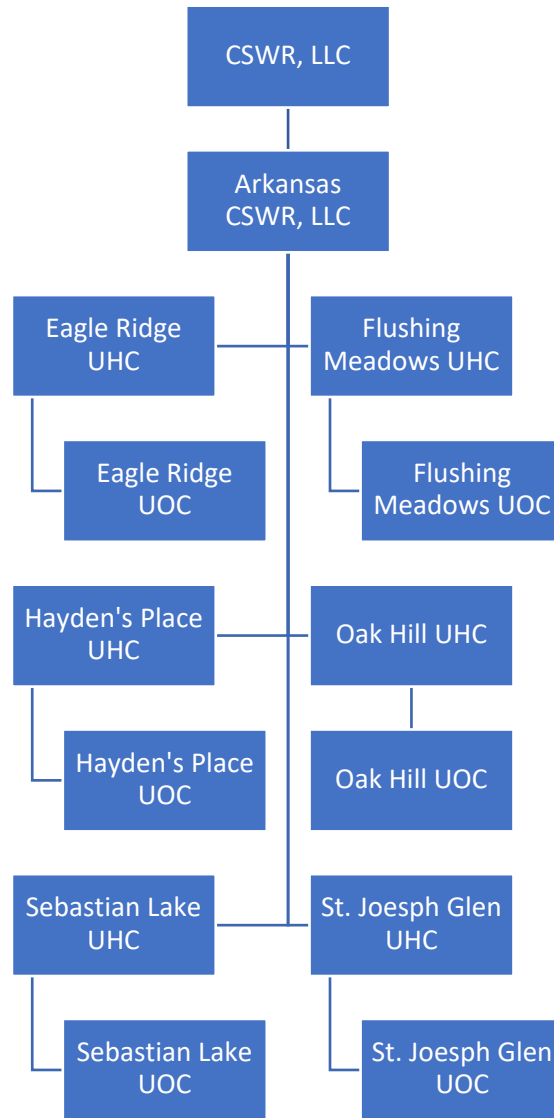
807 KAR 5:071	Description	Filings
§3 (1) (a)	A copy of a valid third-party beneficiary agreement guaranteeing the continued operation of the sewage treatment facilities or other evidence of financial integrity such as will insure the continuity of sewage service.	Application ¶ 5 // App. Exh. C

807 KAR 5:071	Description	Filings
(b)	Copy of a preliminary approval issued by the Division of Water Quality of the Ky. Dept. for Natural Resources and Environmental Protection approving the plans and specifications of the proposed construction.	Application ¶ 8
(c)	A detailed map of the sewage treatment facilities showing location of plant, effluent discharge, collection mains, manholes, and utility service area.	App. Exh. D, E, G
§3 (1) (d)	A detailed estimated cost of construction, including all capitalized costs (construction, engineering, legal, administrative, etc.).	Application ¶¶ 11, 13, 16 // App. Exh. F
(e)	Financial exhibit described in 807 KAR 5:001 §12	App. Exh. B
(f)	The manner in detail in which it is proposed to finance the new construction, specifically stating the amount to be invested, recouped through lot sales, or of contributions (to be) received, etc.	Application ¶ 17
(g)	Estimated cost of operation after the proposed facilities are completed.	Application ¶ 19
(h)	Estimate of the total number of customers to be served by the proposed sewage treatment facilities (initially and ultimately), the class of customers served, and the average monthly water consumption for each class of customer.	Application ¶ 19
(j)	(only if rate adjustment is sought) A detailed depreciation schedule of all treatment plant, property and facilities, both existing and proposed, listing all major components of “package” treatment plants separately.	N/A
(k)	(only if rate adjustment is sought) The proposed rates to be charged for each class of customers and an estimate of the annual revenues derived from the customers using the proposed rate schedules.	N/A
(l)	A full and complete explanation of corporate or business relationships between the applicant and a parent or brother-sister corporation, subsidiary(ies), a development corporation(s), or any other party or business, to afford PSC a full and complete understanding of the situation.	Application ¶ 3 // App. Exh. A

Central States Water Resources Corporate Entity Organizational Chart



Arkansas CSWR Organizational Chart Detail



Financial Exhibit

(807 KAR 5:001 §12; 807 KAR 5:071 §§ 3(1)(e), 3(2))

This Exhibit covers the 12-month period ending November 30, 2021, which is not more than 90 days prior to the date the Application is filed.

- a) *The amount and kinds of stock authorized:* None. Bluegrass is a limited-liability company, which is a non-stock entity.
- b) *The amount and kinds of stock issued and outstanding:* None. Bluegrass is a limited-liability company, which is a non-stock entity.
- c) *Terms of preference of preferred stock, cumulative or participating, or on dividends or assets or otherwise:* Not Applicable. Bluegrass has no stock (preferred or otherwise) authorized, issued, or outstanding.
- d) *A brief description of each mortgage on property of applicant, giving date of execution, name of mortgagor, name of mortgagee or trustee, amount of indebtedness authorized to be secured, and the amount of indebtedness actually secured, together with sinking fund provisions, if applicable:* There is no mortgage on any Bluegrass property.
- e) *The amount of bonds authorized and amount issued, giving the name of the public utility that issued the same, describing each class separately and giving the date of issue, face value, rate of interest, date of maturity, and how secured, together with amount of interest paid during the last fiscal year:* None. Bluegrass has not been authorized to issue any bonds and no bonds have issued.

- f) *Each note outstanding, giving date of issue, amount, date of maturity, rate of interest, in whose favor, together with amount of interest paid during the last fiscal year:* Not Applicable. Bluegrass has not issued any notes and has no notes outstanding.
- g) *Other indebtedness, giving same by classes and describing security, if any, with a brief statement of the devolution or assumption of a portion of the indebtedness upon or by person or corporation if the original liability has been transferred, together with amount of interest paid during the last fiscal year:* Not Applicable. Bluegrass has no indebtedness, no indebtedness has been assumed by or devolved upon Bluegrass, and Bluegrass has not paid interest during its last fiscal year (ended December 31, 2020).
- h) *The rate and amount of dividends paid during the five (5) previous fiscal years, and the amount of capital stock on which dividends were paid each year:* None. Bluegrass is a non-stock entity, has not paid any dividend(s), and was organized on March 21, 2019.
- i) *A detailed income statement and balance sheet:* An Income Statement for Bluegrass for the 12-month period ending November 30, 2021, and a Balance Sheet for Bluegrass as of November 30, 2021 are provided on the following page(s).

Income Statement
unaudited

Bluegrass Water Utility Operating Company, LLC
12 Months Ending November 30, 2021

Revenues			
Operating Revenues			
Total Revenues			

Expenses

Operations & Maintenance
General & Administrative
Depreciation & Amortization

Totals Expenses

Operating Income

Net Income



Balance Sheet
unaudited

Current Assets

Cash

Accounts Receivable

Other Current Assets

Total Current Assets

Property, Plant & Equipment

Preliminary Survey & Investigation Charges

Other Long-Term Assets

Total Misc Long-Term Assets

Total Assets

Liabilities & Equity

Current Liabilities

Accounts Payable

Other Current Liabilities

Total Current Liabilities

Long-Term Liabilities

Payable to Associated Companies

CIAC

Other Long-Term Liabilities

Total Long-Term Liabilities

Capitalization

Paid-In Capital

Retained Earnings

Net Income

Total Liabilities & Capitalization



Amended and Restated Guaranty

This Amended and Restated Guaranty, dated as of April 16, 2021, is provided by CSWR, LLC, a Missouri limited-liability company (“the Guarantor”), in favor of the Kentucky Public Service Commission (“the Commission”), relating to obligations of Bluegrass Water Utility Operating Company, LLC (“the Utility”). This Amended and Restated Guaranty replaces the guaranty instrument dated as of July 23, 2020 (“the 7/23/20 Guaranty”) filed in Commission Cases Nos. 2019-00104 and 2019-00360 on July 24, 2020.

PRELIMINARY STATEMENTS

A. The Utility is a limited liability company organized and existing under the laws of the Commonwealth of Kentucky. It is a class B sewer utility, PSC ID# 9004000, subject to regulation by the Commission. The Guarantor is the indirect sole owner of the Utility. The Utility is a manager-managed company; its manager is Central States Water Resources, Inc. (“Central States”), a Missouri corporation. Central States and the Guarantor are affiliated entities.

B. By Order entered August 14, 2019, in Case No. 2019-00104 (“the 8/14/19 Order”), the Commission approved the proposed acquisition of sewer utility assets by the Utility, subject to acceptance of conditions set forth in the Appendix. In an 8/30/19 filing, the conditions were acknowledged and accepted by the Utility and its affiliates, including the Guarantor, and each agreed to be bound by the conditions set forth in the Appendix.

C. By Order entered February 17, 2020, in Case No. 2019-00360 (“the 2/17/20 Order”), the Commission approved the proposed acquisition of sewer utility assets (among other assets) by the Utility, subject to acceptance of conditions set forth in the Appendix. In a 3/6/20 filing, the conditions were acknowledged and accepted by the Utility and its affiliates, including the Guarantor, and each agreed to be bound by the conditions set forth in the Appendix.

D. Condition #5 of both the 8/14/19 Order Appendix and the 2/17/20 Order Appendix requires posting “a guaranteed financial instrument that is the equivalent of two-months of the cost of [the Utility’s] third-party contractors” (“the Guarantee Condition”). Both Orders further state that the Guarantee Condition will be “terminated by further order of the Commission, upon confirmation that Bluegrass Water’s condition is sufficiently strong to ensure the continued provision of sewer service” on the acquired systems.

E. On July 24, 2020, the 7/23/20 Guaranty was filed in compliance with the 8/14/19 Order and the 2/17/20 Order in the respective Commission cases.

F. By Order entered January 14, 2020, in Case No. 2020-00297 (“the 1/14/20 Order”), the Commission approved the proposed acquisition of sewer utility assets (among other assets) by the Utility, subject to conditions set forth in ordering paragraphs 2-15. Condition #9 imposes the Guarantee Condition, and the 1/14/20 Order specifies that “this condition should apply to all of the systems owned and operated by Bluegrass Water, including those systems Bluegrass Water was approved to purchase in Case No. 2020-00028 and herein.”

G. With the addition of the systems approved to be acquired in Case Nos. 2020-00028 and 2020-00297, the equivalent of two-months of the cost of the Utility’s third-party contractors exceeds the maximum aggregate liability of the 7/23/20 Guaranty, requiring the Guarantor to enter into this Amended and Restated Guaranty (“this Guaranty”) with an increased maximum.

H. The Guarantor indirectly owns equity interests in the Utility and will benefit from the Utility’s fulfillment of the Guarantee Condition, which it has acknowledged and accepted and to which it has agreed to be bound, and from the Commission’s approval of such acquisitions that may be proposed in the future. Such benefits have been determined by the Guarantor to be sufficient such that the execution, delivery, and performance of this Guaranty is necessary or convenient to the conduct of its business.

NOW, THEREFORE, for good and valuable consideration, receipt whereof is hereby acknowledged, and in fulfillment of the Guarantee Conditions, the Guarantor hereby makes the following representations and warranties to the Commission and hereby covenants and agrees in favor of the Commission as follows:

Guaranty

1. The Guarantor hereby guarantees to the Commission the full and prompt payment and performance when due of two months of the obligation of the Utility to its third-party contractors relating to the Utility’s sewer systems subject to the Guarantee Condition.

2. As of the date of this instrument, (a) the Systems owned and operated by the Utility and subject to the Guarantee Condition are those listed on Exhibit A hereto, and (b) the names and addresses of the Utility’s third-party contractors, the elements of the monthly costs therefor,

and calculation of the total two-months' costs encompassed in the Guarantee Condition are set out in Exhibit B hereto.

3. The maximum aggregate liability ("MAL") of the Guarantor hereunder shall be One Hundred, Seventy-Five Thousand, and no/100 Dollars (\$ 175,000.00). If additions or other changes to the Utility's obligations related to the Guarantee Conditions cause the total two months' costs to be more than the stated MAL, the Guarantor will enter into a replacement guaranty agreement with a MAL amount that exceeds the total two months' costs.

4. Subject to the MAL set out in ¶ 3 above: (a) if the Utility acquires additional sewer systems subject to the Guarantee Condition, then any increase to the total two-months' costs to be encompassed in the Guarantee Condition will automatically be included in this Guaranty upon the Utility's closing the acquisition of the subject system, and (b) any addition or change to the third-party contractors, the elements of the monthly costs therefor, or the total two months' costs will automatically be included in this Guaranty.

5. This Guaranty shall terminate one (1) year after the date of the 7/23/20 Guaranty; provided, however, that the occurrence of a termination date shall not affect the liability of the Guarantor with respect to obligations created or incurred prior to such date and any late fees, interest, or penalties accruing with respect to such pre-termination obligations. Furthermore, to the extent that the Commission has not completely terminated Guarantee Conditions for the Utility, this Guaranty shall automatically renew for up to five (5) successive one-year periods, unless sixty (60) days prior to the scheduled expiration date for the initial term or any renewal term, the Utility or the Guarantor notifies the Commission in writing that this Guaranty will not be renewed and whether the Guarantor will provide a replacement guaranty agreement that fulfills any remaining Guarantee Condition for the Utility.

6. Any demand for payment on this Guaranty will be by Order entered by the Commission ("Payment Order") giving directions about the payment to be made (*e.g.*, whether full or partial payment and whether to a third-party service provider, the Commission, or some other person, agency, or entity), finding that one or more of the following circumstances have been presented to or come to the attention of the Commission, and concluding that the ordered payment on this Guaranty is necessary to ensure the continuity of sewer service to customers of Bluegrass Water:

a. the filing of a petition for bankruptcy of the Utility (involuntary or voluntary) or the Utility's voluntary assignment (or proposal thereof) for the benefit of creditors pursuant to KRS ch. 379;

b. the Commission has received a statement under oath or affirmation from a third party that it is performing its obligations under a contract with the Utility for service to or for one or more of the Systems (specifically identified in the statement), and that the Utility is in default of its payment obligations to the third party under that contract or has notified the third party that it will be unable to make timely payment under that contract in the future; or

c. the Commission has sought, and the Utility has not provided, adequate assurance that the Utility can maintain continuity of sewer service to its customers on one or more of the Systems.

7. The Guarantor will make the payment(s) as directed in a Payment Order within three (3) business days of actual notice of the Payment Order or by any deadline(s) specified in the Payment Order, whichever is later. The Guarantor may request rehearing or modification of the Payment Order by the Commission or seek court review of the Payment Order, but hereby expressly (a) agrees that it will nonetheless make the payment(s) as directed in the Payment Order by the applicable deadline(s) and (b) acknowledges that a failure to do so will constitute a breach of this Guaranty Agreement despite any otherwise applicable right not to pay or defense to payment during the pendency of any rehearing/modification request, court review, or period during which such rehearing, modification, or review may be sought.

8. With the exception of its right to notice of a Payment Order (see ¶7 above), Guarantor expressly waives, to the fullest extent permitted by applicable law, each and every notice to which it would otherwise be entitled under principles of guaranty or suretyship law.

Representations, Warranties, and Reports

9. Concurrently with the filing of the 7/23/20 Guaranty, the Guarantor submitted to the Commission its audited consolidated financial statements for the 2019 calendar year (with a request for confidential treatment). An audited consolidated financial statement for the 2020 calendar year was submitted to the Commission (with a request for confidential treatment) in Case No. 2020-00290 on March 22, 2021. For so long as any Guarantee Conditions remain for the Utility and are met in whole or part by a guaranty from the Guarantor, the Guarantor will submit

to the Commission its audited financial statement for each subsequent calendar year on or before April 15 of the succeeding calendar year.

10. The Guarantor represents that its current Total Assets amount exceeds \$ 50 million. The Guarantor warrants that it will keep its Total Assets at a level that equals or exceeds the MAL amount for the duration of this Guaranty. The Guarantor will notify the Commission in writing within 30 days of any period of at least seven (7) days in which the Total Assets are below the promised level and include in the notice a statement of when the Total Assets again met or exceeded the promised level.

11. The Guarantor hereby represents and warrants that: (a) it is duly organized and validly existing in good standing under the laws of the jurisdiction of its organization; (b) it has the power and authority to execute, deliver, and carry out the terms and provisions of this Guaranty and has taken all necessary action to authorize the execution, delivery, and performance of this Guaranty; and (c) it has duly executed and delivered this Guaranty and this Guaranty constitutes the legal, valid, and binding agreement of the Guarantor enforceable in accordance with its terms.

Miscellaneous

12. Notice to the Guarantor under this instrument shall be in writing delivered to the Guarantor via USPS Registered Mail Restricted Delivery addressed to:

CSWR, LLC
1650 Des Peres Road; Suite 303
St. Louis, MO 63131

Delivery to the Guarantor by the method and at the address specified shall constitute actual notice to the Guarantor.

13. This Guaranty shall in all respects be governed by, and construed and enforced in accordance with, the laws (including, without limitation, the conflicts of laws rules) of the Commonwealth of Kentucky.

14. The Guarantor irrevocably consents to the nonexclusive jurisdiction of the Franklin County, Kentucky, Circuit Court in connection with any action or proceeding brought to enforce this Guaranty and waives any objection to the bringing of any such action or proceeding in such court based upon lack of personal or subject matter jurisdiction or improper venue. The

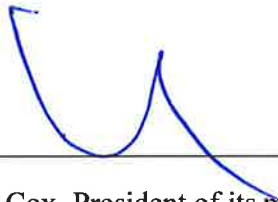
Guarantor agrees that any process or other legal summons in connection with any such action or proceeding may be served by mailing a copy thereof by certified mail, or any substantially similar form of mail, addressed to the Guarantor at the address set forth in ¶ 12 above.

IN TESTIMONY WHEREOF, the Guarantor has executed this Amended and Restated Guaranty on the date set forth under its name below.



Witness

CSWR, LLC, a Missouri limited liability company

By: 

Josiah Cox, President of its manager, Central States Water Resources, Inc.

Date: 04/16/21

STATE OF MISSOURI)
) SS:
COUNTY OF St. Louis)

Subscribed, sworn to, and acknowledged this 16th day of April 2021, before me, a Notary Public, in and before said County and State.

My Commission expires 5/4/24.

{seal} 



NOTARY PUBLIC

SYSTEMS

As of April 1, 2021, sewer systems owned and operated by Bluegrass Water Utility Operating Company, LLC (PSC ID# 9004000) and subject to the Guarantee Condition are as follows:

System Name	County	Acquisition Approval in
Kingswood	Bullitt	2019-00104
Lake Columbia	Bullitt	2019-00104
Woodland Acres	Bullitt	2020-00297
Fox Run	Franklin	2019-00104
Herrington-Woodland	Garrard	2020-00297
Randview	Graves	2020-00028
Airview	Hardin	2019-00104
Equestrian Woods	Jessamine	2020-00297
Brocklyn	Madison	2019-00104
Golden Acres	Marshall	2019-00104
Arcadia Pines	McCracken	2020-00028
Carriage Park	McCracken	2020-00028
Great Oaks	McCracken	2019-00104
Marshall Ridge	McCracken	2020-00028
Timberland	McCracken	2019-00360
River Bluffs	Oldham	2019-00360
Delaplain	Scott	2020-00297
LH Treatment	Scott	2019-00104
Persimmon Ridge	Shelby	2019-00104

THIRD-PARTY CONTRACTOR COSTS

As of April 1, 2021, the names and addresses of the third-party contractors of the Bluegrass Water Utility Operating Company, LLC, the elements of the monthly costs therefor, and calculation of the current total of two-months' costs are set out below.

Third-Party Contractors

Midwest Water Operations, LLC
 1351 Jefferson Street, Suite 301
 Washington, MO 63090

Nitor Billing Services, LLC
 100 Chesterfield Business Pkwy, Ste. 256
 Chesterfield, MO 63005

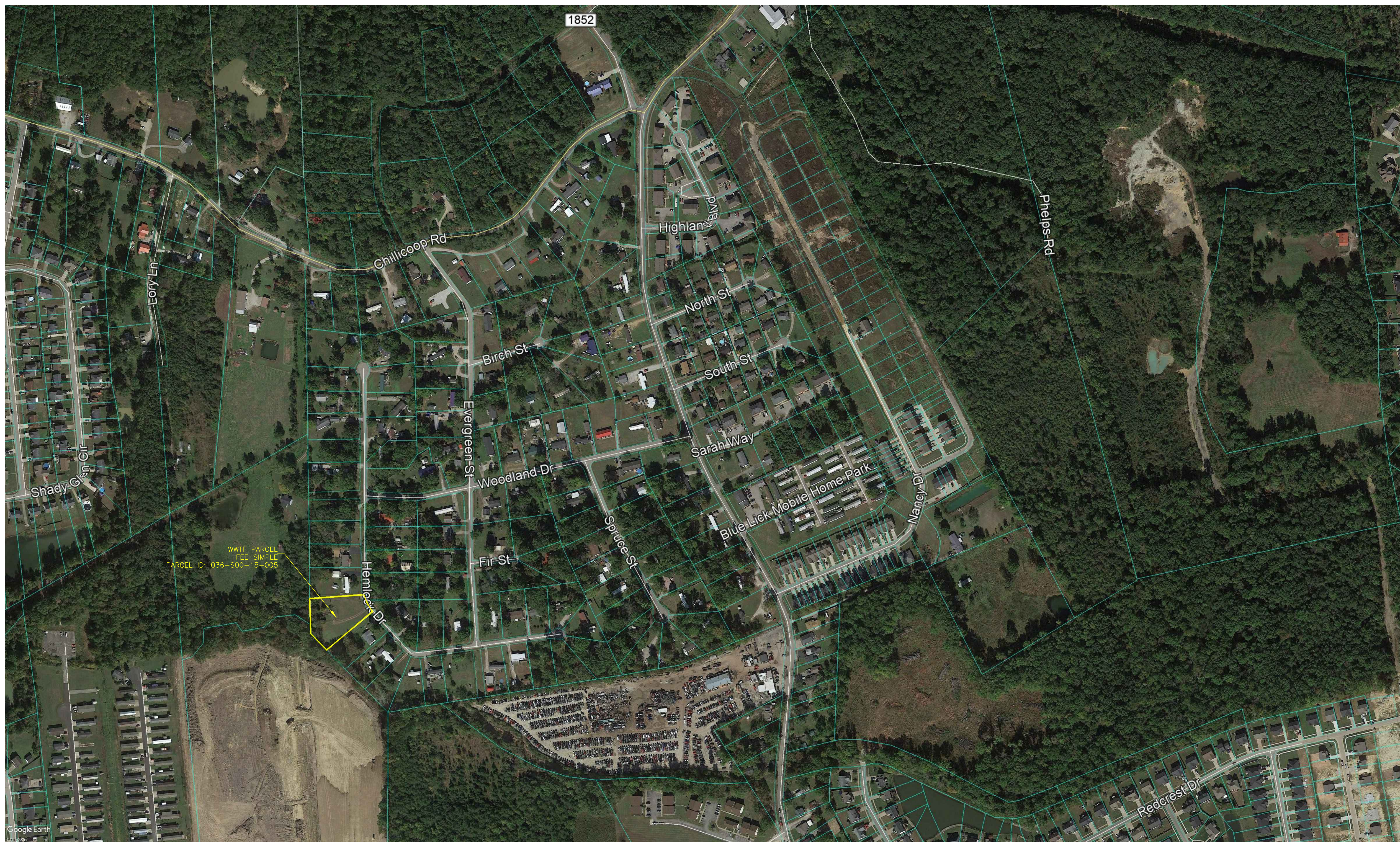
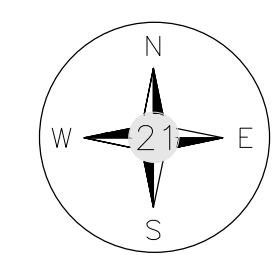
Contract per-month Costs

Contractor	Service	Charge Basis
Midwest Water Operations, LLC	operation and maintenance	\$3652 per system per month <i>(average)</i>
Nitor Billing Services, LLC	billing and other customer services	\$2.50 per customer per month <i>(average)</i>

Two-Months' Cost Total

Service	Per-Month Calculation	2 Months' Total
O&M	19 systems x \$3652/mo. = \$69,388 / month	\$138,776.00
Billing/ other Customer Service	2316 customers x \$2.50/mo. = \$5790 / month	\$11,580.00
	TOTAL	\$150,356.00

ASSET MAP - WWTF WOODLAND ACRES (WASTEWATER) BULLITT, KY



Trimble InSphere and System Manager Asset Identification Disclaimer

The asset shown hereon is depicted based on the Trimble InSphere and/or data provided by the system manager. 21 Design Group, Inc performed no field verification of the layout and are unable to determine the exact location at this time. The location represents approximate location only and should not be construed as being 100% accurate. It is shown to provide general service area of the system to assist with ordering title work and preparation of scope for a License Land Surveyor. This sketch should not be used to interpret encroachments.

DATE:	10/18/2019
PROJECT NO:	0542-19
DRAWN BY:	B.J.K.
SCALE:	
SHEET NAME:	SERVICE AREA MAP



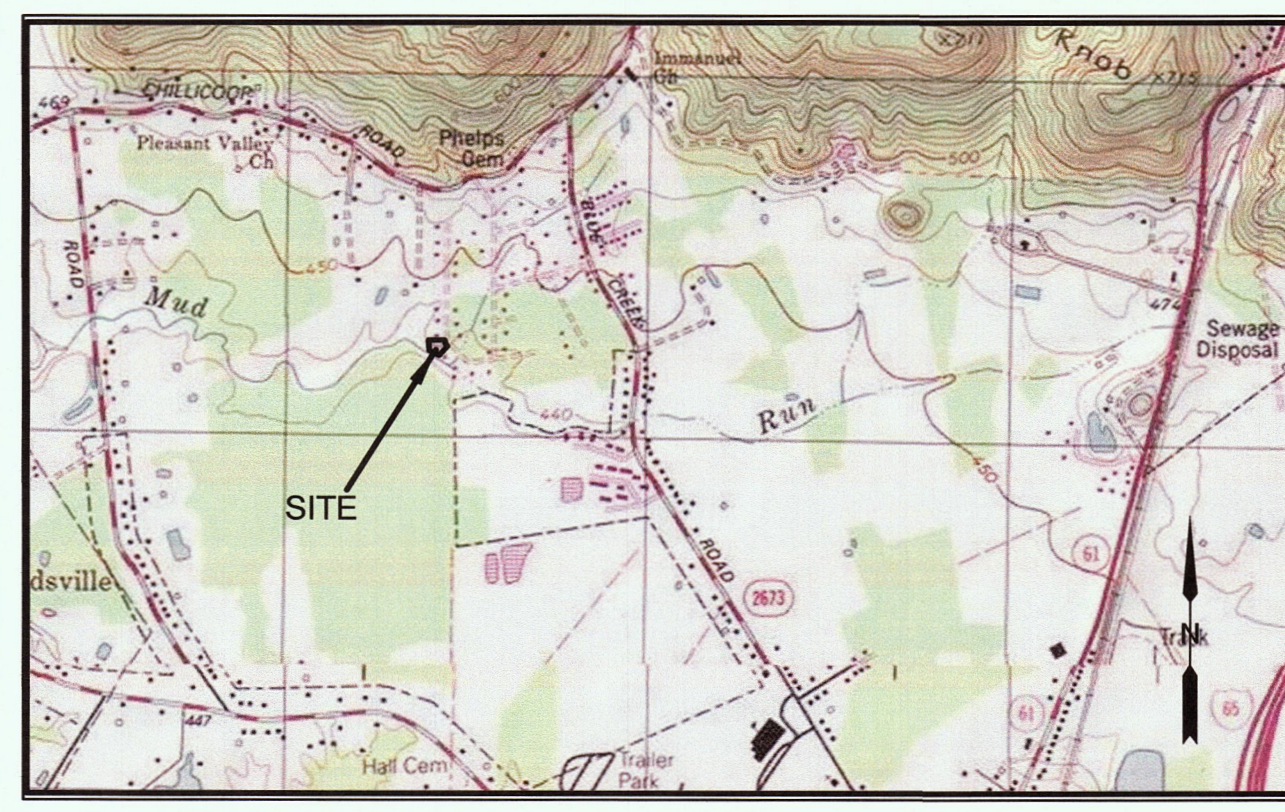
1351 Jefferson, Suite 301
Washington, MO 63090
mail@21designgroup.net
P: 636-432-5029

ALTA/NSPS LAND TITLE SURVEY

THE PLAT OF SURVEY SHOWN HEREON REPRESENTS A
BOUNDARY SURVEY AND COMPLIES WITH 201 KAR 18:150
PROPERTY OF: JOSEPH B. MURPHY AND MARY SUZANNE MURPHY
WOODLAND ACRES SUBDIVISION
LOT 57
HEMLOCK DRIVE, BULLITT COUNTY, KENTUCKY



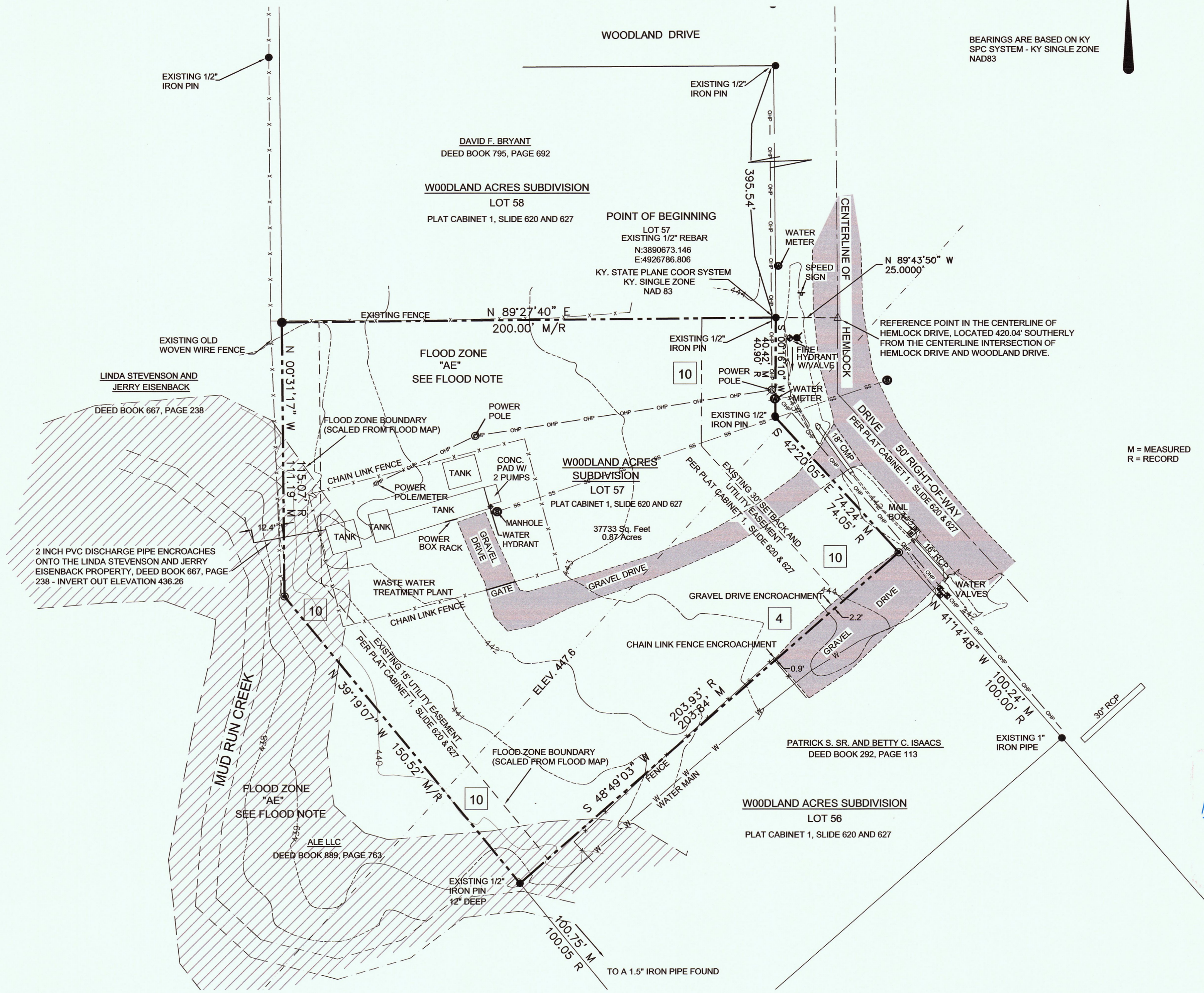
RECORD PROPERTY DESCRIPTION
BEING Lot Fifty Seven (57), Woodland Acres, plat of which is of record in Plat Cabinet 1, Slide 620 & 627, Bullitt County Clerk's Office; and,
Being the same property conveyed to Joseph B. Murphy and Mary Suzanne Murphy, husband and wife, by Deed dated December 17, 2009,
of record in Deed Book 750, Page 814, in the Bullitt County Clerk's Office.



FIRST AMERICAN TITLE INSURANCE
COMPANY
COMMITMENT NUMBER 22425-21

COMMITMENT DATE:
FEBRUARY 22, 2021
AT 7:00 A.M.
SCHEDULE B, PART II (EXCEPTIONS)
TERMS RELATIVE TO SURVEYING

- 1 (A) TAXES OR ASSESSMENTS THAT ARE NOT SHOWN AS EXISTING LIENS BY THE RECORDS OF ANY TAKING AUTHORITY THAT LEVIES TAXES OF ASSESSMENTS ON REAL PROPERTY OR BY THE PUBLIC RECORDS; (B) PROCEEDINGS BY A PUBLIC AGENCY THAT MAY RESULT IN TAXES OR ASSESSMENTS, OR NOTICES OF SUCH PROCEEDINGS, WHETHER OR NOT SHOWN BY THE RECORDS OF SUCH AGENCY OR BY THE PUBLIC RECORDS. NOT SURVEY RELATED.
- 2 ANY FACTS, RIGHTS, INTERESTS OR CLAIMS THAT ARE NOT SHOWN BY THE PUBLIC RECORDS BUT THAT COULD BE ASCERTAINED BY AN INSPECTION OF THE LAND OR THAT MAY BE ASSERTED BY PERSONS IN POSSESSION OF THE LAND. NOT SURVEY RELATED.
- 3 EASEMENTS, LIENS OR ENCUMBRANCES, OR CLAIMS THEREOF, NOT SHOWN BY PUBLIC RECORDS. NOT SURVEY RELATED.
- 4 ANY ENCROACHMENT, ENCUMBRANCE, VIOLATION, VARIATION, OR ADVERSE CIRCUMSTANCES AFFECTING THE TITLE THAT WOULD BE DISCLOSED BY ACCURATE AND COMPLETE LAND SURVEY OF THE LAND AND NOT SHOWN BY THE PUBLIC RECORDS. NOT SURVEY RELATED.
- 5 ANY DEFECT, LIEN, ENCUMBRANCE, ADVERSE CLAIM, OR OTHER MATTER THAT APPEARS FOR THE FIRST TIME IN THE PUBLIC RECORDS OR IS CREATED, ATTACHES, OR IS DISCLOSED BETWEEN THE COMMITMENT DATE AND THE DATE ON WHICH ALL OF THE SCHEDULE B, PART I-REQUIREMENTS ARE MET. NOT SURVEY RELATED.
- 6 ANY MINERAL OR MINERAL RIGHTS LEASED, GRANTED OR RETAINED BY CURRENT OR PRIOR OWNERS. NOT SURVEY RELATED.
- 7 TAXES AND ASSESSMENTS FOR THE YEAR 2020 AND SUBSEQUENT YEARS, NOT YET DUE AND PAYABLE. THIS PROPERTY IS CURRENTLY EXEMPT FROM PAYMENT OF REAL PROPERTY TAXES. NOT SURVEY RELATED.
- 8 PROPERTY MAY BE SUBJECT TO STREET MAINTENANCE AGREEMENT DATED OCTOBER 9, 1978, OF RECORD IN DEED BOOK 222, PAGE 517, IN THE BULLITT COUNTY CLERK'S OFFICE, AS AMENDED BY AMENDED STREET MAINTENANCE AGREEMENT DATED SEPTEMBER 1, 1979, OF RECORD IN DEED BOOK 231, PAGE 34, IN THE AFORESAID CLERK'S OFFICE. AFFECTS PROPERTY BUT CANNOT BE DRAWN.
- 9 JUDGEMENT LIEN FILED BY RAUSCH ELECTRONICS USA AGAINST JOSEPH B. MURPHY D/B/A MURPHY'S EXCAVATING IN THE ORIGINAL PRINCIPAL AMOUNT OF \$ 3,000.00, OF RECORD IN ENCUMBRANCE BOOK 83, PAGE 392, IN THE BULLITT COUNTY CLERK'S OFFICE. NOT SURVEY RELATED.
- 10 NOTES, CONDITIONS, EASEMENTS, SETBACK LINES, AND ALL OTHER MATTERS APPEARING ON PLATS OF RECORD IN PLAT CABINET 1, SLIDE 620 AND PLAT CABINET 1, SLIDE 627, IN THE BULLITT COUNTY CLERK'S OFFICE. AFFECTS PROPERTY AS SHOWN.

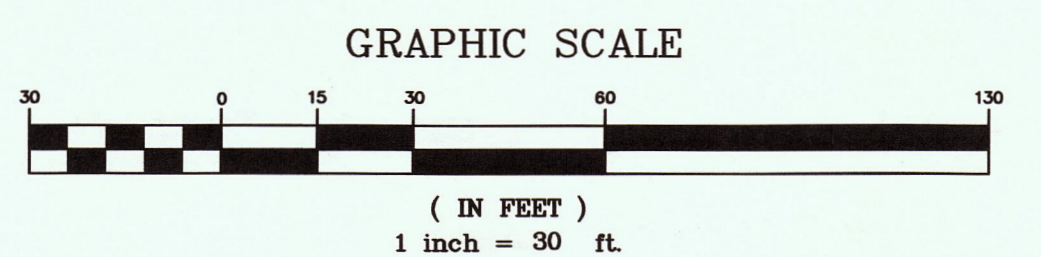


FLOOD NOTE:
THE SUBJECT PROPERTY SHOWN HEREON IS LOCATED IN THE FOLLOWING FLOOD ZONES AS SHOWN ON FLOOD INSURANCE RATE MAP FOR BULLITT COUNTY, KENTUCKY. COMMUNITY PANEL NUMBER 21019C0063F DATED APRIL 5, 2016.

NO SHADE
ZONE "AE"
SPECIAL FLOOD HAZARD AREAS SUBJECT TO INUNDATION BY THE 1% ANNUAL CHANCE FLOOD. THIS AREA HAS A BASE FLOOD ELEVATION OF 447.6 FEET.

HATCH
ZONE "AE"
FLOODWAY IN ZONE "AE"
THE FLOODWAY IS THE CHANNEL OF A STREAM PLUS AND ADJACENT FLOODPLAIN AREAS THAT MUST BE KEPT FREE OF ENCROACHMENT SO THAT THE 1% ANNUAL CHANCE FLOOD CAN BE CARRIED WITHOUT SUBSTANTIAL INCREASES IN FLOOD HEIGHTS.

- LEGEND**
- 1/2" x 24" STEEL ROD WITH PLASTIC CAP NO. 3732 SET AT TIME OF SURVEY UNLESS NOTED
 - EXISTING AS SHOWN
 - △ BOUNDARY CORNER NO MONUMENT SET
 - PROPERTY LINE
 - ⊕ CENTERLINE
 - R.O.W RIGHT-OF-WAY
 - ELECTRIC BOX
 - ⊕ SANITARY SEWER MANHOLE
 - POWER POLE/UTILITY POLE
 - SUBJECT BOUNDARY LINE
 - ADJOINING BOUNDARY LINE
 - EASEMENT/SETBACK LINE AS NOTED
 - CHAIN LINK FENCE
 - EDGE OF PAVEMENT/GRAVEL
 - CENTERLINE OF ROAD
 - CONTOUR W/ELEVATION LABEL
 - CMP CORRUGATED METAL PIPE
 - RCP REINFORCED CLAY PIPE
 - OVERHEAD POWER
 - SANITARY SEWER LINE
 - ELEV 447.6 BASE FLOOD ELEVATION
 - ⊕ WATER VALVE
 - WATER VALVE



SURVEYOR'S CERTIFICATION:
TO: BLUEGRASS WATER UTILITY OPERATING COMPANY, LLC; FIRST AMERICAN TITLE INSURANCE COMPANY; AND McBRAYER PLLC

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2016 MINIMUM STANDARDS DETAIL REQUIREMENTS FOR ALTA/NSPS LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 3, 4, 5, 8 AND 13 OF TABLE A THEREOF. PURSUANT TO THE ACCURACY STANDARDS AS ADOPTED BY ALTA AND NSPS AND IN EFFECT ON THE DATE OF THIS CERTIFICATION, THE UNDERSIGNED FURTHER CERTIFIES THAT IN MY PROFESSIONAL OPINION, AS A LAND SURVEYOR REGISTERED IN THE COMMONWEALTH OF KENTUCKY, THE RELATIVE POSITIONAL ACCURACY OF THIS SURVEY DOES NOT EXCEED 0.07 FEET / PLUS 50 PARTS PER MILLION THAT WHICH IS SPECIFIED HEREOF. BEARINGS AND DISTANCES ARE BASED ON AN ADJUSTED TRAVERSE BY METHODS OF LEAST SQUARES AND PASSED THE CHI SQUARE TEST AT .03 FEET/PLUS 50 PARTS PER MILLION.

SIGNED *Hubert S. ...* DATE 3-8-21
BEING A REGISTERED PROFESSIONAL LAND SURVEYOR IN THE COMMONWEALTH OF KENTUCKY LAND SURVEYOR NO. 3732

UTILITY CALL NOTE
TICKET NO. 2101280954

BURIED UTILITIES NOTE
BURIED UTILITIES ARE SHOWN AT THEIR APPROXIMATE LOCATION BASED UPON INFORMATION OBTAINED FROM LOCAL UTILITY COMPANIES AND FIELD EVIDENCE. OTHER BURIED UTILITIES MIGHT EXIST ON THE SUBJECT SITE THAT ARE NOT SHOWN ON THIS DRAWING.

DATE:	2/11/2021
REV. DATE:	3/05/2021
PROJECT NO.:	21008
DRAWN BY:	D.G.
CHECKED BY:	HFS
SCALE:	1"=30'
SHEET NAME:	ALTA/NSPS LAND TITLE SURVEY



AS SURVEYED LEGAL DESCRIPTION
BEING A 0.87 ACRE PARCEL OF LAND LYING IN BULLITT COUNTY KENTUCKY, IN THE TOWN OF SHEPHERDSVILLE, KENTUCKY, LYING ON THE WESTERLY SIDE OF HEMLOCK DRIVE AND BEING DESIGNATED AS LOT 57 AS SHOWN ON THE WOODLAND ACRES SUBDIVISION PLAT, RECORDED IN PLAT CABINET 1, SLIDE 620 AND SLIDE 627 IN THE BULLITT COUNTY KENTUCKY CLERK'S OFFICE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
BEGINNING AT A 1/2 INCH IRON PIN LOCATED AT THE NORTHEAST CORNER OF LOT 57 AND LYING IN THE WEST RIGHT-OF-WAY LINE OF HEMLOCK DRIVE (RIGHT-OF-WAY BEING 50 FEET OVERALL); THENCE ALONG AND WITH THE WEST RIGHT-OF-WAY LINE OF HEMLOCK DRIVE, SOUTH 00 DEGREES 16 MINUTES 10 SECONDS WEST A DISTANCE OF 40.42 FEET, TO AN EXISTING IRON PIN;
THENCE CONTINUING ALONG THE WEST RIGHT-OF-WAY LINE OF HEMLOCK DRIVE, SOUTH 42 DEGREES 20 MINUTES 05 SECONDS EAST A DISTANCE OF 74.24 FEET, TO A 1/2 INCH BY 24 INCH IRON PIN AND CAP #3732 SET AND LYING AT THE SOUTH EAST CORNER OF LOT 57;
THENCE LEAVING THE WEST RIGHT-OF-WAY LINE OF HEMLOCK DRIVE, SOUTH 48 DEGREES 49 MINUTES 03 SECONDS WEST A DISTANCE OF 203.84 FEET, TO AN EXISTING 1/2 INCH IRON PIN FOUND (12" DEEP) AND LYING AT THE SOUTHWEST CORNER OF LOT 57;
THENCE NORTH 39 DEGREES 19 MINUTES 07 SECONDS WEST, A DISTANCE OF 150.52 FEET, TO A 1/2 INCH BY 24 INCH IRON PIN AND CAP #3732 SET;
THENCE NORTH 00 DEGREES 31 MINUTES 17 SECONDS WEST, A DISTANCE OF 111.19 FEET, TO A 1/2 INCH BY 24 INCH IRON PIN AND CAP #3732 SET AND LYING AT THE NORTH WEST CORNER OF LOT 57;
THENCE NORTH 89 DEGREES 07 MINUTES 40 SECONDS EAST, A DISTANCE OF 200.00 FEET TO THE POINT OF BEGINNING.

BEING THE SAME PROPERTY CONVEYED TO JOSEPH B. MURPHY AND MARY SUZANNE MURPHY BY DEED DATED DECEMBER 17, 2009 AND RECORDED IN DEED BOOK 750, PAGE 814 IN THE BULLITT COUNTY CLERK'S OFFICE.

THE LAND SHOWN IN THIS SURVEY IS THE SAME AS THAT DESCRIBED IN FIRST AMERICAN TITLE INSURANCE COMPANY, COMMITMENT NUMBER 22425-21, DATED FEBRUARY 22, 2021 AT 7:00 AM.

COMPANY	NUMBER	ADDRESS
ELECTRIC: SALT RIVER ELECTRIC	502-543-2510 1-800-221-7465	111 WEST BRASHAR AVE. BARDSTOWN, KY. 40004
CABLE AND PHONE SPECTRUM	502-563-1331	4701 COMMERCE CROSSING DRIVE LOUISVILLE, KY 40229
WATER AND SEWER MT. WASHINGTON	502-538-4064	311 SNAPP STREET MT. WASHINGTON, KY 40047
WASTE WATER: MT. WASHINGTON WASTE WATER	520-538-4781	291 REDBUD DRIVE MT. WASHINGTON, KY 40047
GAS: ATMOS ENERGY	888-286-6700	E-MAIL ATMOSENERGY.COM

GENERAL NOTES

SOURCE OF TITLE:
JOSEPH B. AND MARY SUZANNE MURPHY
DEED BOOK 750, PAGE 814
WOODLAND ACRES SUBDIVISION
PLAT CABINET 1, PAGES 620 AND 627

OWNERS:
JOSEPH B. AND MARY SUZANNE MURPHY
BROOKS, KY. 40109

CLIENT:
21 DESIGN GROUP
1351 JEFFERSON STREET
SUITE 301
WASHINGTON, MISSOURI 63090

CEMETERY NOTE:
THERE WERE NO CEMETERIES OR GRAVE SITES FOUND DURING INSPECTION OF THIS PROPERTY DURING THIS SURVEY.

PROPERTY ZONE:
THE PROPERTY SHOWN HEREON IS ZONED "MULTI-FAMILY HIGHER DENSITY" PER ZONE MAP FOR BULLITT COUNTY, KENTUCKY.

VERTICAL DATUM:
ELEVATIONS/CONTOURS SHOWN ON MAP HEREON ARE BASED ON VERTICAL DATUM, NAVD88 UTILIZING THE KY CORRS. VRS NETWORK SYSTEM.

SURVEYOR'S CERTIFICATION:

THE SURVEY SHOWN HEREON WAS MADE UNDER MY SUPERVISION AND THE MEASUREMENTS AND NOTES SHOWN HEREON ARE A TRUE REPRESENTATION OF SAID SURVEY AND ARE CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

DATE OF SURVEY: _____

DATE: _____

SIGNED _____
BEING A REGISTERED PROFESSIONAL LAND SURVEYOR IN THE COMMONWEALTH OF KENTUCKY LAND SURVEYOR NO. 3732

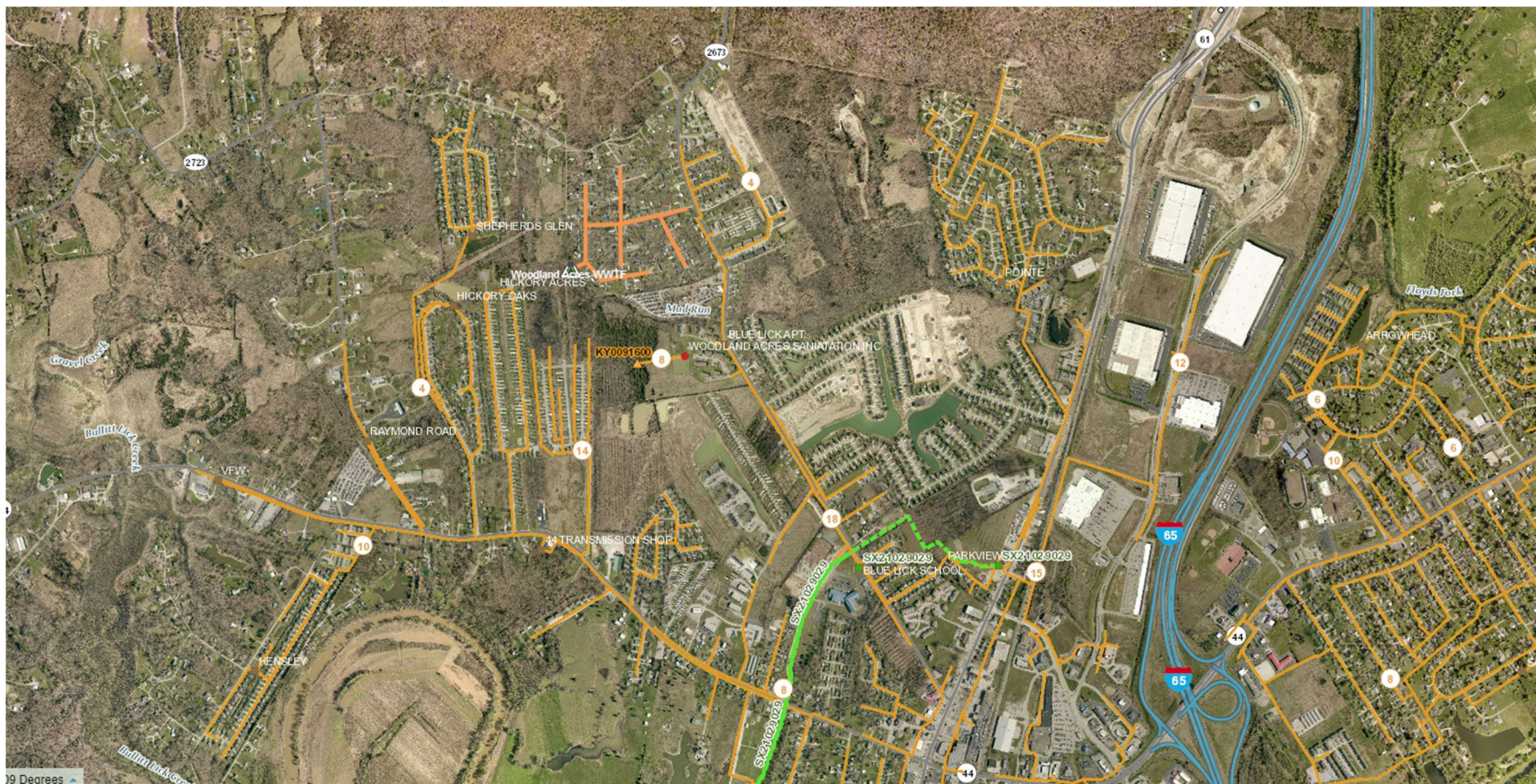
- GENERAL NOTES**
- 1) NO BUILDINGS OBSERVED ON SUBJECT PROPERTY.
 - 2) NO EVIDENCE OF A PARKING LOT OR PARKING SPACES CONSTRUCTED AT TIME OF SURVEY.
 - 3) NO EVIDENCE OF EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS WERE OBSERVED AT TIME OF SURVEY.
 - 4) THE SURVEYOR HAS NOT BEEN ADVISED OF ANY DESIGNATED WETLAND AREAS ON THE SUBJECT PROPERTY.
 - 5) THERE WERE NO CHANGES IN STREET RIGHT-OF-WAY LINES EITHER COMPLETED OR PROPOSED AND AVAILABLE FROM THE CONTROLLING JURISDICTION. THERE WERE NO OBSERVABLE EVIDENCE OF RECENT STREET OR SIDEWALK CONSTRUCTION OR REPAIRS.
 - 6) NO WETLAND DELINEATION MARKERS WERE OBSERVED DURING THE FIELD WORK COMPLETED ON THE PROPERTY.
 - 7) THE SURVEY OBSERVED NO GAPS, GORES OR STRIPS ALONG COMMON BOUNDARY LINES.



CPCN Filing Capital Estimate - Woodland Acres

Construction Project	NARUC Category	Estimate	Subtotal
KPDES Permit Compliance Upgrades			
<u>MBBR Treatment System</u>	Sewer - Treatment and Disposal		\$ 204,300
Blowers and Controls for New MBBR Assemblies (3 each)		\$ 74,300	
Blower Pad		\$ 1,500	
Blower Discharge Header Piping, Valves, Appurtenances		\$ 10,000	
MBBR Assemblies Complete (3 each)		\$ 98,500	
Electrical Distribution for MBBR Treatment System		\$ 20,000	
<u>Peracetic Acid Disinfection System</u>	Sewer - Treatment and Disposal		\$ 22,250
PAA Equipment and Pad		\$ 17,250	
Electrical Distribution for PAA Disinfection System		\$ 5,000	
<u>Wet Weather Overflow Prevention System</u>	Sewer - Treatment and Disposal		\$ 70,700
Wet Weather Tank and Pad		\$ 16,700	
Wet Weather Valves, Grinder FM Piping, Return Piping		\$ 15,000	
Wet Weather Diffusers		\$ 6,000	
Wet Weather Blower and Blower Pad		\$ 10,000	
Wet Weather Air Piping		\$ 3,000	
Wet Weather Grinder Pump and Control Panel		\$ 5,000	
Electrical Distribution for Wet Weather Overflow Prevention System		\$ 15,000	
<u>All Weather Gravel Access Road for All Three New Systems</u>	Sewer - General Plant	\$ 5,000	\$ 5,000
TOTAL Capital Estimate for CPCN Filing		\$ 302,250	\$ 302,250

Woodland Acres Area Map



99 Degrees

Legend

- Wastewater Infrastructure**
- Proposed Wastewater Improvements
- Wastewater Treatment Plants
- Package Treatment Plants
- Lift Stations
- KISOP Points
- WWTP Outfalls
- Proposed Wastewater Extensions
- Sewer Lines

CORPORATION
Two-Year Comparison

2020

Name BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Employer Identification Number [REDACTED]
--	--

Description	Prior Year	Current Year	Increase (Decrease)
INCOME :			
GROSS RECEIPTS OR SALES LESS RETURNS AND ALLOWANCES			
GROSS PROFITS			
TOTAL INCOME			
DEDUCTIONS :			
SALARIES AND WAGES LESS EMPLOYMENT CREDITS			
REPAIRS AND MAINTENANCE			
TAXES AND LICENSES			
DEPRECIATION			
OTHER DEDUCTIONS			
TOTAL DEDUCTIONS			
TAXABLE INCOME :			
TAXABLE INCOME BEFORE NOL DEDUCTION AND SPECIAL DEDUCTIONS			
TAXABLE INCOME			
TAX COMPUTATION :			
TAX BEFORE CREDITS			
TAX AFTER CREDITS			
TOTAL TAX			
PAYMENTS AND CREDITS :			
BALANCE DUE OR REFUND :			
SCHEDULE M-1 :			
NET INCOME (LOSS) PER BOOKS			
TAXABLE INCOME NOT ON BOOKS			
BOOK EXPENSES NOT ON RETURN			
INCOME PER RETURN			
SCHEDULE M-2 :			
BALANCE AT BEGINNING OF YEAR - UNAPPROPRIATED RETAINED EARNINGS			

CORPORATION
Two-Year Comparison

2020

Name BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Employer Identification Number <div style="background-color: gray; height: 15px; width: 100%;"></div>
--	--

Description	Prior Year	Current Year	Increase (Decrease)
NET INCOME (LOSS) PER BOOKS BALANCE AT END OF YEAR - UNAPPROPRIATED RETAINED EARNINGS			

Form **1120** U.S. Corporation Income Tax Return
 Department of the Treasury Internal Revenue Service
 OMB No. 1545-0123
2020

For calendar year 2020 or tax year beginning _____, ending _____

Go to www.irs.gov/Form1120 for instructions and the latest information.

A Check if: 1a Consolidated return (attach Form 951) <input checked="" type="checkbox"/> b Life/nonlife consolidated return <input type="checkbox"/> 2 Personal holding co. (attach Sch. PH) <input type="checkbox"/> 3 Personal service corp. (see instructions) <input type="checkbox"/> 4 Schedule M-3 attached <input type="checkbox"/>	TYPE OR PRINT	Name BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	R Employer identification number [REDACTED]
		Number, street, and room or suite no. If a P.O. box, see instructions. 1650 DES PERES RD., STE. 303	C Date incorporated 03/21/2019
		City or town, state or province, country, and ZIP or foreign postal code DES PERES, MO 63131	D Total assets (see instructions) \$ [REDACTED]

E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change

Income	1a Gross receipts or sales	1a	[REDACTED]
	b Returns and allowances	1b	[REDACTED]
	c Balance. Subtract line 1b from line 1a	1c	[REDACTED]
	2 Cost of goods sold (attach Form 1125-A)	2	[REDACTED]
	3 Gross profit. Subtract line 2 from line 1c	3	[REDACTED]
	4 Dividends and inclusions (Schedule C, line 23)	4	[REDACTED]
	5 Interest	5	[REDACTED]
	6 Gross rents	6	[REDACTED]
	7 Gross royalties	7	[REDACTED]
	8 Capital gain net income (attach Schedule D (Form 1120))	8	[REDACTED]
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9	[REDACTED]
10 Other income (attach statement)	10	[REDACTED]	
11 Total income. Add lines 3 through 10	11	[REDACTED]	
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (attach Form 1125-E)	12	[REDACTED]
	13 Salaries and wages (less employment credits)	13	[REDACTED]
	14 Repairs and maintenance	14	[REDACTED]
	15 Bad debts	15	[REDACTED]
	16 Rents	16	[REDACTED]
	17 Taxes and licenses	17	[REDACTED]
	18 Interest (see instructions)	18	[REDACTED]
	19 Charitable contributions	19	[REDACTED]
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	[REDACTED]
	21 Depletion	21	[REDACTED]
	22 Advertising	22	[REDACTED]
	23 Pension, profit-sharing, etc., plans	23	[REDACTED]
	24 Employee benefit programs	24	[REDACTED]
	25 Reserved for future use	25	[REDACTED]
	26 Other deductions (attach statement) SEE CONSOLIDATED INCOME AND DEDUCTIONS	26	[REDACTED]
	27 Total deductions. Add lines 12 through 26	27	[REDACTED]
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	[REDACTED]
29a Net operating loss deduction (see instructions)	29a	[REDACTED]	
	b Special deductions (Schedule C, line 24)	29b	[REDACTED]
	c Add lines 29a and 29b	29c	[REDACTED]
30 Taxable income. Subtract line 29c from line 28. See instructions	30	[REDACTED]	
31 Total tax (Schedule J, Part I, line 11)	31	[REDACTED]	
32 2020 net 965 tax liability paid (Schedule J, Part II, line 12)	32	[REDACTED]	
33 Total payments, credits, and section 965 net tax liability (Schedule J, Part III, line 23)	33	[REDACTED]	
34 Estimated tax penalty. See instructions. Check if Form 2220 is attached <input type="checkbox"/>	34	[REDACTED]	
35 Amount owed. If line 33 is smaller than the total of lines 31, 32, and 34, enter amount owed	35	[REDACTED]	
36 Overpayment. If line 33 is larger than the total of lines 31, 32, and 34, enter amount overpaid	36	[REDACTED]	
37 Enter amount from line 36 you want: Credited to 2021 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	37	[REDACTED]	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: _____ Date: _____ **OFFICER**

Paid Print/Type preparer's name: NATALIE A. TOCCO Preparer's signature: NATALIE A. TOCCO Date: 10/04/21 Check if self-employed

Preparer Use Only Firm's name: WIPFLI LLP Firm's EIN: _____ Firm's address: 7733 FORSYTH BLVD., SUITE 1200 ST. LOUIS, MO 63105 Phone no.: (314) 862-2070

Schedule C Dividends, Inclusions, and Special Deductions (see instructions)	(a) Dividends and inclusions	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)			
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)			
3 Dividends on certain debt-financed stock of domestic and foreign corporations			
4 Dividends on certain preferred stock of less-than-20%-owned public utilities			
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities			
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs			
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs			
8 Dividends from wholly owned foreign subsidiaries			
9 Subtotal. Add lines 1 through 8			
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958			
11 Dividends from affiliated group members			
12 Dividends from certain FSCs			
13 Foreign-source portion of dividends received from a specified 10%-owned foreign corporation (excluding hybrid dividends) (see instructions)			
14 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13 (including any hybrid dividends)			
15 Section 965(a) inclusion			
16 a Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s) 5471) (see instructions)			
b Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions)			
c Other inclusions from CFCs under subpart F not included on line 15, 16a, 16b, or 17 (attach Form(s) 5471) (see instructions)			
17 Global Intangible Low-Taxed Income (GILTI) (attach Form(s) 5471 and Form 8992)			
18 Gross-up for foreign taxes deemed paid			
19 IC-DISC and former DISC dividends not included on line 1, 2, or 3			
20 Other dividends			
21 Deduction for dividends paid on certain preferred stock of public utilities			
22 Section 250 deduction (attach Form 8993)			
23 Total dividends and inclusions. Add column (a), lines 9 through 20. Enter here and on page 1, line 4			
24 Total special deductions. Add column (c), lines 9 through 22. Enter here and on page 1, line			

Schedule J Tax Computation and Payment (see instructions)

Part I - Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))		2
2	Income tax. See instructions		3
3	Base erosion minimum tax amount (attach Form 8991)		4
4	Add lines 2 and 3		5a
5a	Foreign tax credit (attach Form 1118)	5a	
b	Credit from Form 8834 (see instructions)	5b	
c	General business credit (attach Form 3800)	5c	
d	Credit for prior year minimum tax (attach Form 8827)	5d	
e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e		6
7	Subtract line 6 from line 4		7
8	Personal holding company tax (attach Schedule PH (Form 1120))		8
9a	Recapture of investment credit (attach Form 4255)	9a	
b	Recapture of low-income housing credit (attach Form 8611)	9b	
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c	
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d	
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e	
f	Interest/tax due under Section 453A(c) and/or Section 453(l)	9f	
g	Other (see instructions - attach statement)	9g	
10	Total. Add lines 9a through 9g		10
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31		11

Part II - Section 965 Payments (see instructions)

12	2020 net 965 tax liability paid from Form 965-B, Part II, column (k), line 4. Enter here and on page 1, line 32	12
----	---	----

Part III - Payments, Refundable Credits, and Section 965 Net Tax Liability

13	2019 overpayment credited to 2020		13
14	2020 estimated tax payments		14
15	2020 refund applied for on Form 4466		15
16	Combine lines 13, 14, and 15		16
17	Tax deposited with Form 7004		17
18	Withholding (see instructions)		18
19	Total payments. Add lines 16, 17, and 18		19
20	Refundable credits from:		
a	Form 2439	20a	
b	Form 4136	20b	
c	Reserved for future use	20c	
d	Other (attach statement - see instructions)	20d	
21	Total credits. Add lines 20a through 20d		21
22	2020 net 965 tax liability from Form 965-B, Part I, column (d), line 4. See instructions		22
23	Total payments, credits, and section 965 net tax liability. Add lines 19, 21, and 22. Enter here and on page 1, line 33		23

Form 1120 (2020) **BLUEGRASS WATER UTILITY HOLDING COMPANY**

Page 4

Schedule K Other Information (see instructions)

1 Check accounting method: a Cash b Accrual c Other (specify) ▶ _____

2 See the instructions and enter the:

a Business activity code no. ▶ **221300**

b Business activity ▶ **WATER TREATMENT PLAN**

c Product or service ▶ **WATER TREATMENT PLAN**

3 Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? _____

If "Yes," enter name and EIN of the parent corporation ▶ _____

4 At the end of the tax year:

a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G) _____

b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G) _____

5 At the end of the tax year, did the corporation:

a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions _____

If "Yes," complete (i) through (iv) below.

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions _____

If "Yes," complete (i) through (iv) below.

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316 _____

If "Yes," file Form 5452, Corporate Report of Nondividend Distributions. See the instructions for Form 5452.

If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.

7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? _____

For rules of attribution, see section 318. If "Yes," enter:

(a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____

(c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____

8 Check this box if the corporation issued publicly offered debt instruments with original issue discount

If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.

9 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ _____

10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ **1**

11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here

If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.

12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) ▶ \$ _____

Schedule K Other Information (continued from page 4)

	Yes	No
13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000? If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ► \$ _____		
14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions If "Yes," complete and attach Schedule UTP.		
15a Did the corporation make any payments in 2020 that would require it to file Form(s) 1099?		
b If "Yes," did or will the corporation file required Form(s) 1099?		
16 During this tax year, did the corporation have an 80%-or-more change in ownership, including a change due to redemption of its own stock?		
17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		
18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million?		
19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		
20 Is the corporation operating on a cooperative basis?		
21 During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions If "Yes," enter the total amount of the disallowed deductions ► \$ _____		
22 Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2) and (3)) If "Yes," complete and attach Form 8991.		
23 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		
24 Does the corporation satisfy one or more of the following? See instructions		
a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense.		
b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense.		
c The corporation is a tax shelter and the corporation has business interest expense. If "Yes," complete and attach Form 8990.		
25 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter amount from Form 8996, line 15 ► \$ _____		
26 Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties held directly or indirectly by the corporation, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the shareholders held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions		
Percentage: By Vote		
By Value		

Form 1120 (2020) **BLUEGRASS WATER UTILITY HOLDING COMPANY**

Page **6**

Schedule L Balance Sheets per Books	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash				
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (att. stmt.)				
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (att. stmt.)				
10a Buildings and other depreciable assets				
b Less accumulated depreciation				
11a Depletable assets				
b Less accumulated depletion				
12 Land (net of any amortization)				
13a Intangible assets (amortizable only)				
b Less accumulated amortization				
14 Other assets (att. stmt.)				
15 Total assets				
Liabilities and Shareholders' Equity				
16 Accounts payable				
17 Mortgages, notes, bonds payable in less than 1 year				
18 Other current liabilities (att. stmt.)				
19 Loans from shareholders				
20 Mortgages, notes, bonds payable in 1 year or more				
21 Other liabilities (att. stmt.)				
22 Capital stock: a Preferred stock				
b Common stock				
23 Additional paid-in capital				
24 Retained earnings - Appropriated (attach statement)				
25 Retained earnings - Unappropriated				
26 Adjustments to shareholders' equity (attach statement)				
27 Less cost of treasury stock				
28 Total liabilities and shareholders' equity				

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	
2 Federal income tax per books	
3 Excess of capital losses over capital gains	
4 Income subject to tax not recorded on books this year (itemize):	
5 Expenses recorded on books this year not deducted on this return (itemize):	
a Depreciation \$	
Charitable	
b contributions \$	
Travel and	
c entertainment \$	
6 Add lines 1 through 5	

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Schedule L, Line 25)

1 Balance at beginning of year	
2 Net income (loss) per books	
3 Other increases (itemize):	
4 Add lines 1, 2, and 3	

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SEE CONSOLIDATED SCHEDULES M-1 AND M-2

Form 1120 (2020)

**SCHEDULE G
(Form 1120)**
(Rev. December 2011)
Department of the Treasury
Internal Revenue Service

Information on Certain Persons Owning the Corporation's Voting Stock

OMB No. 1545-0123

▶ Attach to Form 1120.

Name BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Employer identification number (EIN)
--	--

Part I **Certain Entities Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4a). Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock
CSWR LLC		PARTNERSHIP	UNITED STATES	

Part II **Certain Individuals and Estates Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4b). Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

BLUEGRASS WATER UTILITY HOLDING COMPANY

Form **851**
 (Rev. October 2016)
 Department of the Treasury
 Internal Revenue Service

Affiliations Schedule
 For tax year ending DECEMBER 31, 2020

OMB No. 1545-0123

▶ **File with each consolidated income tax return.**
 ▶ **Information about Form 851 and its instructions is at www.irs.gov/form851.**

Name of common parent corporation **BLUEGRASS WATER UTILITY HOLDING COMPANY LLC** Employer identification number [REDACTED]

Number, street, and room or suite no. If a P.O. box, see instructions.
1650 DES PERES RD. STE 303

City or town, state, and ZIP code **DES PERES, MO 63131**

Part I **Overpayment Credits, Estimated Tax Payments, and Tax Deposits** (see instructions)

Corp. No.	Name and address of corporation	Employer identification number	Portion of overpayment credits and estimated tax payments	Portion of tax deposited with Form 7004
1	Common parent corporation	[REDACTED]		
2	Subsidiary corporations: BLUEGRASS WATER UTILITY OPERATING 1650 DES PERES RD. STE 303 DES PERES, MO 63131	[REDACTED]	[REDACTED]	[REDACTED]
3				
4				
5				
6				
7				
8				
9				
10				

Totals (Must equal amounts shown on the consolidated tax return) ▶

Part II **Principal Business Activity, Voting Stock Information, Etc.** (see instructions)

Corp. No.	Principal business activity (PBA)	PBA Code No.	Did the subsidiary make any nondividend distributions?		Stock holdings at beginning of year			Owned by corporation no.
			Yes	No	Number of shares	Percent of voting power	Percent of value	
1	Common parent corporation WATER TREATMENT	[REDACTED]						
2	Subsidiary corporations: WATER TREATMENT PLAN	[REDACTED]				%	%	
3						%	%	
4						%	%	
5						%	%	
6						%	%	
7						%	%	
8						%	%	
9						%	%	
10						%	%	

BLUEGRASS WATER UTILITY HOLDING COMPANY



Form 851 (Rev. 10-2016)

Page 2

Part III Changes in Stock Holdings During the Tax Year

Corp. No.	Name of corporation	Shareholder of Corporation No.	Date of transaction	(a) Changes		(b) Shares held after changes described in column (a)	
				Number of shares acquired	Number of shares disposed of	Percent of voting power	Percent of value
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%
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						%	%
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%
						%	%

(c) If any transaction listed above caused a transfer of a share of subsidiary stock (defined to include dispositions and deconsolidations), did the share's basis exceed its value at the time of the transfer? See instructions



(d) Did any share of subsidiary stock become worthless within the meaning of section 165 (taking into account the provisions of Regulations section 1.1502-80(c)) during the taxable year? See instructions

(e) If the equitable owners of any capital stock shown above were other than the holders of record, provide details of the changes.

(f) If additional stock was issued, or if any stock was retired during the year, list the dates and amounts of these transactions.

Form 851 (Rev. 10-2016)

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BLUEGRASS WATER UTILITY HOLDING COMPANY

Form 851 (Rev. 10-2016)

Page 3

Part IV Additional Stock Information (see instructions)

1 During the tax year, did the corporation have more than one class of stock outstanding?
 If "Yes," enter the name of the corporation and list and describe each class of stock.

Corp. No.	Name of corporation	Class of stock

2 During the tax year, was there any member of the consolidated group that reaffiliated within 60 months of disaffiliation?
 If "Yes," enter the name of the corporation(s) and explain circumstances.

Corp. No.	Name of corporation	Explanation

3 During the tax year, was there any arrangement in existence by which one or more persons that were not members of the affiliated group could acquire any stock, or acquire any voting power without acquiring stock, in the corporation, other than a de minimis amount, from the corporation or another member of the affiliated group?
 If "Yes," enter the name of the corporation and see the instructions for the percentages to enter in columns (a), (b), and (c).

Corp. No.	Name of corporation	(a) Percent of value	(b) Percent of outstanding voting stock	(c) Percent of voting power
		%	%	%
		%	%	%
		%	%	%
		%	%	%

Corp. No.	(d) Provide a description of any arrangement.

Form 851 (Rev. 10-2016)

Form **4562**

Depreciation and Amortization
 (Including Information on Listed Property) OTHER

2020

Attachment
 Sequence No. 179

Department of the Treasury
 Internal Revenue Service (99)

▶ Attach to your tax return.
 ▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Business or activity to which this form relates OTHER DEPRECIATION	Identifying number
---	--	--------------------

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2019 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13 Carryover of disallowed deduction to 2021. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2020	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2020 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2020 Tax Year Using the Alternative Depreciation System

20a Class life					S/L
b 12-year			12 yrs.		S/L
c 30-year	/		30 yrs.	MM	S/L
d 40-year	/		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Form 4562 (2020)

BLUEGRASS WATER UTILITY HOLDING COMPANY

Page 2

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
	:	:	%					
	:	:	%					
	:	:	%					
27 Property used 50% or less in a qualified business use:								
	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (don't include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		


Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2020 tax year:					
	:	:			
43 Amortization of costs that began before your 2020 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Section 1.263(a)-1(f) De Minimis Safe Harbor Election

Bluegrass Water Utility Holding Company
Llc
1650 Des Peres Rd., Ste. 303
Des Peres, MO 63131

Employer Identification Number: 

For the Year Ending December 31, 2020

Bluegrass Water Utility Holding Company Llc is making the de minimis
safe harbor election under Reg. Sec. 1.263(a)-1(f).

INCOME AND DEDUCTIONS

	CONSOLIDATED AMOUNTS	ADJUSTMENTS	ELIMINATIONS	COMBINED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
Gross receipts or sales						
Less returns and allowances						
Net Sales						
Cost of goods sold:						
Inventory at beginning of year						
Purchases						
Cost of labor						
Additional section 263A costs						
Other costs						
Inventory end of year						
Cost of goods sold						
Gross profit						
Dividends						
Interest						
Gross rents						
Gross royalties						
Capital gain net income						
Net gain or (loss) Form 4797						
Other income						
Total Income						
Deductions						
Compensation of officers						
Salaries and wages						
Repairs						
Bad debts						
Rents						
Taxes						
Interest						
Charitable Contributions						
Depreciation not claimed elsewhere						
Depletion						
Advertising						
Pension, profit-sharing, etc., plans						
Employee benefit programs						
Other deductions						
Total Deductions						
Taxable income before NOL and special deductions						
Net operating loss deduction						
Special deductions						
Taxable Income						

BLUEGRASS WATER UTILITY HOLDING COMPANY



NET OPERATING LOSS ADJUSTMENT

STATEMENT 1

CONSOLIDATED TAXABLE INCOME BEFORE NOL



	<u>SRLY OR SEC. 382 LIMIT</u>	<u>TOTAL NOL AVAILABLE</u>	<u>TOTAL NOL AFTER SRLY OR SEC. 382 LIMITATION</u>	<u>TOTAL NOL DEDUCTED</u>	<u>REMAINING TAXABLE INCOME AFTER NOL DEDUCTION</u>
YEAR END	12/31/19	BLUEGRASS WATER UTILITY OPERATING			
SUBTOTAL					
CONSOLIDATED NOL DEDUCTION					
COMBINED NOL DEDUCTION					
CONSOLIDATED NOL ADJUSTMENT					

BLUEGRASS WATER UTILITY HOLDING COMPANY



ALLOCATION OF CURRENT CONSOLIDATED NET
 OPERATING LOSS TO MEMBER CORPORATIONS

STATEMENT 2

CURRENT CONSOLIDATED NOL	X	MEMBER'S CURRENT NOL	/	TOTAL OF ALL MEMBERS WITH NOL	=	NOL ALLOCATED TO THIS COMPANY
12/31/20		BLUEGRASS WATER UTILITY OPERATING				



BLUEGRASS WATER UTILITY HOLDING COMPANY



TAXES

STATEMENT 3

CONSOLIDATED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
INCOME TAX		
PROPERTY TAX		
TOTAL TAXES		



BLUEGRASS WATER UTILITY HOLDING COMPANY



OTHER DEDUCTIONS

STATEMENT 4

	CONSOLIDATED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
CUSTOMER ACCOUNT EXPENSES			
INSURANCE			
MISCELLANEOUS EXPENSES			
OFFICE EXPENSE			
OUTSIDE SERVICES			
REGULATORY EXPENSES			
SEWER TREATMENT & DISPOSAL EXPENSE			
WATER EXPENSE			
TOTAL OTHER DEDUCTIONS			



BEGINNING BALANCE SHEET

	CONSOLIDATED AMOUNTS	ADJUSTMENTS	ELIMINATIONS	COMBINED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
Assets						
Cash						
Trade notes and accounts receivable						
Less allowance for bad debts						
Inventories						
U.S. government obligations						
Tax-exempt securities						
Other current assets STATEMENT 6						
Loans to stockholders						
Mortgage and real estate loans						
Other investments						
Buildings and other depreciable assets						
Less accumulated depreciation						
Depletable assets						
Less accumulated depletion						
Land (net of any amortization)						
Intangible assets (amortizable only)						
Less accumulated amortization						
Other assets						
Total Assets						
Liabilities and Stockholders' Equity						
Accounts payable						
Mortgages, notes, bonds payable in less than 1 year						
Other current liabilities STATEMENT 7						
Loans from stockholders						
Mortgages, notes, bonds payable in 1 year or more						
Other liabilities						
Capital stock: a Preferred stock						
b Common stock						
Additional paid-in capital						
Retained earnings - Appropriated						
Retained earnings - Unappropriated						
Adjustments to shareholders' equity						
Less cost of treasury stock						
Total Liabilities and Stockholders' Equity						

BLUEGRASS WATER UTILITY HOLDING COMPANY

SCHEDULE L

OTHER CURRENT ASSETS

STATEMENT 5

	CONSOLIDATED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
DEPOSITS			
TOTAL OTHER CURRENT ASSETS			

SCHEDULE L

CURRENT LIABILITIES

STATEMENT 6

	CONSOLIDATED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
ACCRUED EXPENSES DUE TO AFFILIATE			
TOTAL OTHER CURRENT LIABILITIES			

ENDING BALANCE SHEET AND SCHEDULE M-2

	CONSOLIDATED AMOUNTS	ADJUSTMENTS	ELIMINATIONS	COMBINED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
Assets						
Cash						
Trade notes and accounts receivable						
Less allowance for bad debts						
Inventories						
U.S. government obligations						
Tax-exempt securities						
Other current assets STATEMENT 8						
Loans to stockholders						
Mortgage and real estate loans						
Other investments						
Buildings and other depreciable assets						
Less accumulated depreciation						
Depletable assets						
Less accumulated depletion						
Land (net of any amortization)						
Intangible assets (amortizable only)						
Less accumulated amortization						
Other assets STATEMENT 9						
Total Assets						
Liabilities and Stockholders' Equity						
Accounts payable						
Short term mortgages, notes, and bonds						
Other current liabilities STATEMENT 10						
Loans from stockholders						
Long term mortgages, notes, and bonds						
Other liabilities STATEMENT 11						
Capital stock: a Preferred stock						
b Common stock						
Additional paid-in capital						
Retained earnings - Appropriated						
Retained earnings - Unappropriated						
Adjustments to shareholders' equity						
Less cost of treasury stock						
Total Liabilities and Stockholders' Equity						
Schedule M-2						
Balance at beginning of year						
Net income per books						
Other increases						
Total Increases						
Distributions: Cash						
Stock						
Property						
Other decreases						
Total Decreases						
Balance at End of Year						

BLUEGRASS WATER UTILITY HOLDING COMPANY

SCHEDULE L

OTHER CURRENT ASSETS

STATEMENT 7

	CONSOLIDATED AMOUNTS	BLUEGRASS	BLUEGRASS
		WATER UTILITY HOLDING	WATER UTILITY OPERATING
CUSTOMER CASH CLEARING DEPOSITS PREPAYMENTS			
TOTAL OTHER CURRENT ASSETS			

SCHEDULE L

OTHER ASSETS

STATEMENT 8

	CONSOLIDATED AMOUNTS	BLUEGRASS	BLUEGRASS
		WATER UTILITY HOLDING	WATER UTILITY OPERATING
OTHER LONG TERM ASSETS	124,191.		124,191.
PRELIMINARY SURVEY AND INVESTIGATIO	344,068.		344,068.
TOTAL OTHER ASSETS	468,259.		468,259.

SCHEDULE L

CURRENT LIABILITIES

STATEMENT 9

	CONSOLIDATED AMOUNTS	BLUEGRASS	BLUEGRASS
		WATER UTILITY HOLDING	WATER UTILITY OPERATING
ACCRUED EXPENSES DUE TO AFFILIATE			
TOTAL OTHER CURRENT LIABILITIES			

BLUEGRASS WATER UTILITY HOLDING COMPANY



SCHEDULE L

OTHER LIABILITIES

STATEMENT 10

CONSOLIDATED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
CONTRIBUTION IN AID OF CONSTRUCTION		
TOTAL OTHER LIABILITIES		



SCHEDULE M-1

	CONSOLIDATED AMOUNTS	ADJUSTMENTS	ELIMINATIONS	COMBINED AMOUNTS	BLUEGRASS WATER UTILITY HOLDING	BLUEGRASS WATER UTILITY OPERATING
Schedule M-1						
Net income per books						
Federal income tax						
Excess of capital losses over capital gains						
Income subject to tax not recorded on books this year (itemize): SEE STATEMENT 1						
Expenses recorded on books this year not deducted in this return (itemize):						
Depreciation						
Contribution carryover						
Travel and entertainment						
Other SEE STATEMENT 13						
Total Increases						
Income recorded on books this year not included in this return (itemize):						
Tax-exempt interest						
Other						
Deductions in this tax return not charged against book income this year (itemize):						
Depreciation						
Contribution carryover						
Other						
Total Decreases						
Taxable Income						

BLUEGRASS WATER UTILITY HOLDING COMPANY

SCHEDULE M-1

INCOME NOT RECORDED ON BOOKS

STATEMENT 11

	CONSOLIDATED AMOUNTS	BLUEGRASS	BLUEGRASS
		WATER UTILITY HOLDING	WATER UTILITY OPERATING
IRC SEC 118			
TOTAL INCOME NOT RECORDED ON BOOKS			

SCHEDULE M-1

EXPENSES NOT DEDUCTED IN RETURN

STATEMENT 12

	CONSOLIDATED AMOUNTS	BLUEGRASS	BLUEGRASS
		WATER UTILITY HOLDING	WATER UTILITY OPERATING
BAD DEBT ALLOWANCE			
TOTAL EXPENSES NOT IN RETURN			

Form **7004**
 (Rev. December 2018)
 Department of the Treasury
 Internal Revenue Service

**Application for Automatic Extension of Time To File Certain
 Business Income Tax, Information, and Other Returns**
 ▶ File a separate application for each return.
 ▶ Go to www.irs.gov/Form7004 for instructions and the latest information.

OMB No. 1545-0233

Print or Type

Name
 BLUEGRASS WATER UTILITY HOLDING COMPANY
 LLC

Identifying number
 [REDACTED]

Number, street, and room or suite no. (If P.O. box, see instructions.)
 1650 DES PERES RD., STE. 303

City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code).)
 DES PERES, MO 63131

Note: File request for extension by the due date of the return. See instructions before completing this form.

Part I Automatic Extension for Certain Business Income Tax, Information, and Other Returns. See instructions.

1 Enter the form code for the return listed below that this application is for 12

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-ND (section 4951 taxes)	20
Form 706-GS(T)	02	Form 1120-PC	21
Form 1041 (bankruptcy estate only)	03	Form 1120-POL	22
Form 1041 (estate other than a bankruptcy estate)	04	Form 1120-REIT	23
Form 1041 (trust)	05	Form 1120-RIC	24
Form 1041-N	06	Form 1120S	25
Form 1041-QFT	07	Form 1120-SF	26
Form 1042	08	Form 3520-A	27
Form 1065	09	Form 8612	28
Form 1066	11	Form 8613	29
Form 1120	12	Form 8725	30
Form 1120-C	34	Form 8804	31
Form 1120-F	15	Form 8831	32
Form 1120-FSC	16	Form 8876	33
Form 1120-H	17	Form 8924	35
Form 1120-L	18	Form 8928	36
Form 1120-ND	19		

Part II All Filers Must Complete This Part

2 [REDACTED]

3 [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 Tentative total tax 6

7 Total payments and credits. See instructions 7

8 Balance due. Subtract line 7 from line 6. See instructions 8

LHA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form 7004 (Rev. 12-2018)

DEPARTMENT OF THE TREASURY
 INTERNAL REVENUE SERVICE CENTER
 OGDEN, UT 84201-0045



BLUEGRASS WATER UTILITY HOLDING COMPANY

FORM 7004

AFFILIATED GROUP INFORMATION

STATEMENT 1

NAME AND ADDRESS OF EACH MEMBER OF THE AFFILIATED GROUP

FEIN

BLUEGRASS WATER UTILITY OPERATING
1650 DES PERES RD. STE 303
DES PERES, MO 63131





KENTUCKY CORPORATION
 INCOME TAX AND LLET RETURN

2020

For calendar year 2020 or tax years beginning (MM-DD-YY) JAN 1 2020, and ending (MM-DD-YY) DEC 31 2020

A LLET Exemption Code <input type="text"/>	D FEIN <input type="text"/>	E Kentucky Corporation/LLET Account Number (Required) <input type="text"/>
	Name of Corporation <input type="checkbox"/> Change of Name Telephone Number BLUEGRASS WATER UTILITY HOLDING COMPANY 3147364743	
B Income Tax Exemption Code <input type="text"/>	Number and Street 1650 DES PERES RD., STE. 303	
	State of Incorporation KY	
<input type="checkbox"/> Elective Consolidated Attach Form 722	City DES PERES	State MO
	ZIP Code 63131	Date of Incorporation 03/21/2019
C Provider 3-Factor Apportionment Code <input type="text"/>	F Name of Common Parent Kentucky Corporation/LLET Account Number BLUEGRASS WATER UTILITY HOLDING CO 841949	Principal Business Activity in KY WATER TREATMENT
	G Check applicable boxes <input type="checkbox"/> Amended return (Complete Part V) <input type="checkbox"/> Amended return - RAR (Complete Part V) <input type="checkbox"/> Initial return <input type="checkbox"/> Short-period return (Complete Part IV) <input type="checkbox"/> Change of accounting period <input type="checkbox"/> Final return (Complete Part IV)	NAICS Code Number in KY 221300

PART I - TAXABLE INCOME COMPUTATION

- 1 Federal taxable income (Form 1120, line 28) ▶ 1
- ADDITIONS:**
- 2 Interest income (state and local obligations) ▶ 2
- 3 State taxes based on net/gross income ▶ 3
- 4 Depreciation adjustment ▶ 4
- 5 Deductions attributable to nontaxable income ▶ 5
- 6 Related party expenses (attach Schedule RPC) ▶ 6
- 7 Dividend paid deduction (REIT) ▶ 7
- 8 Revenue Agent Report (RAR) ▶ 8
- 9 Kentucky capital gain from Kentucky Schedule D, line 18 ▶ 9
- 10 Loss from Form 4797 found on federal Form 1120, line 9 ▶ 10
- 11 Gain from Kentucky Form 4797, line 17 ▶ 11
- 12 Federal allowable depletion from Form 1120, line 21 ▶ 12



OFFICIAL USE ONLY	
P W 2 0 4	V A L #

FORM 720 (2020)



Page 2 of 9

PART I - TAXABLE INCOME COMPUTATION - continued

ADDITIONS - continued

- 13 Federal contribution deductions from Form 1120,
line 19 ▶ 13
- 14 Terminal Railroad Corporation adjustments ▶ 14
- 15 Federal allowable passive activity loss ▶ 15
- 16 Federal taxable loss of all exempt corporations ▶ 16
- 17 Adjustments for qualified construction allowance(s)
for short-term lease(s) ▶ 17
- 18 Enter additions to federal taxable income from
Kentucky Schedule(s) K-1 ▶ 18
- 19 Internal Revenue Code adjustments (see instructions) ▶ 19
- 20 Other additions (**attach explanation**) ▶ 20
- 21 **Total** (add lines 1 through 20) [REDACTED] ▶ 21

SUBTRACTIONS

- 22 Interest income (U.S. obligations) ▶ 22
- 23 Dividend income (**see line 5**) ▶ 23
- 24 Federal work opportunity credit ▶ 24
- 25 Depreciation adjustment ▶ 25
- 26 Revenue Agent Report (RAR) ▶ 26
- 27 Capital gain from Form 1120, line 8 ▶ 27
- 28 Gain from Form 4797 found on federal Form 1120, line 9 ▶ 28
- 29 Loss from Kentucky Form 4797, line 17 ▶ 29
- 30 50% of the gross royalty income derived from any
disposal of coal with a retained economic interest
defined by IRC §631(c) and all IRC §272 expenses if
the corporation elects not to use percentage depletion ▶ 30

053302 10-27-20



PART I- TAXABLE INCOME COMPUTATION - continued

SUBTRACTIONS - continued

- 31 Terminal Railroad Corporation adjustments ▶ 31
- 32 Kentucky allowable passive activity loss ▶ 32
- 33 Kentucky allowable depletion ▶ 33
- 34 Kentucky contribution deductions ▶ 34

- 35 Adjustments for qualified construction allowance(s)
for short-term leases(s) ▶ 35
- 36 Federal taxable income of all exempt corporations ▶ 36
- 37 Enter subtractions from federal taxable income from
Kentucky Schedule(s) K-1 ▶ 37
- 38 Internal Revenue Code adjustments (see instructions) ▶ 38
- 39 Other subtractions (**attach explanation**) [REDACTED] ▶ 39
- 40 **Net income** (line 21 less lines 22 through 39) ▶ 40
- 41 **Taxable net income** (see instructions) ▶ 41

- 42 Net operating loss deduction (NOLD) ▶ 42
- 43 **Taxable net income after NOLD** (line 41 less line 42) ▶ 43





PART II - LLET COMPUTATION

- 1 Schedule L, Section E, line 1 (Page 9) ▶ 1
- 2 Tax credit recapture ▶ 2
- 3 **Total** (add lines 1 and 2) ▶ 3
- 4 Nonrefundable LLET credit from Kentucky Schedule(s) K-1 ▶ 4
- 5 Nonrefundable tax credits (**attach Schedule TCS**) ▶ 5

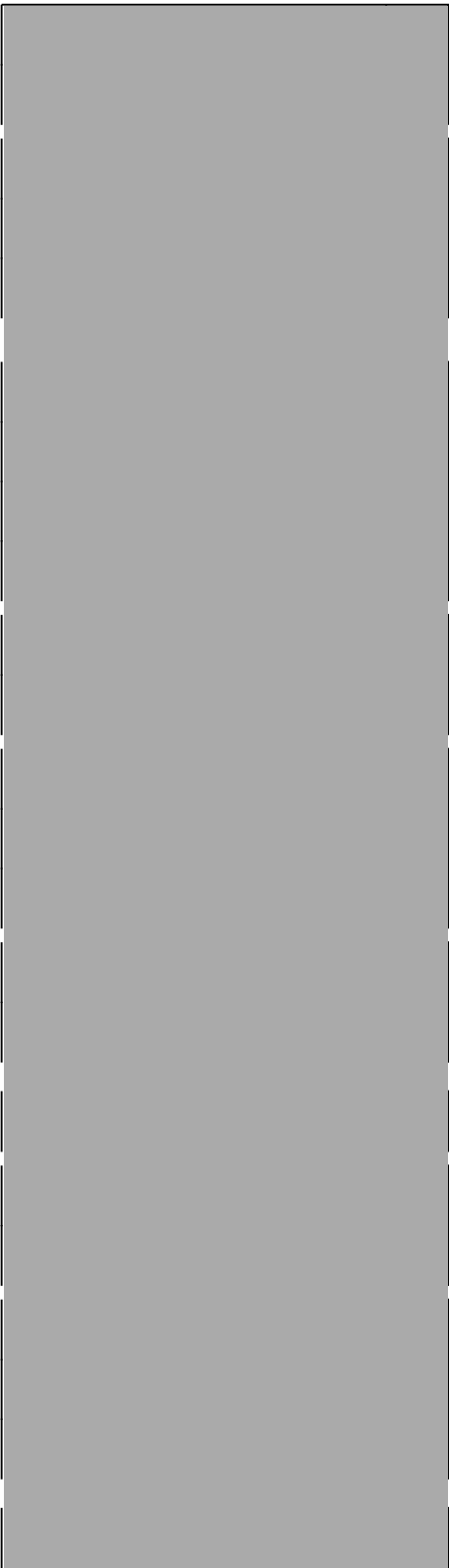
- 6 **LLET liability** (greater of line 3 less lines 4 and 5 or \$175 minimum) ▶ 6
- 7 Withholding Tax (Form PTE-WH) ▶ 7
- 8 Estimated tax payments ▶ 8
- 9 Certified rehabilitation tax credit ▶ 9
- 10 Film industry tax credit ▶ 10
- 11 Extension payment ▶ 11

- 12 Prior year's tax credit ▶ 12
- 13 Income tax overpayment from Part III, line 17 ▶ 13
- 14 LLET paid on original return ▶ 14
- 15 LLET overpayment on original return ▶ 15
- 16 Estimated Tax Penalty (**attach Form 2220-K**) ▶ 16

- 17 **LLET and Estimated Tax Penalty Due** (lines 6, 15, and 16 less lines 7 through 14) OWE ▶ 17

- 18 **LLET overpayment** (lines 7 through 14 less lines 6, 15, and 16) ▶ 18
- 19 Credited to 2020 income tax ▶ 19
- 20 Credited to 2020 interest ▶ 20
- 21 Credited to 2020 penalty ▶ 21
- 22 Credited to 2021 LLET ▶ 22

- 23 **Amount to be refunded** (line 18 less lines 19 through 22) REFUND ▶ 23





PART III - INCOME TAX COMPUTATION

1	Income tax (see instructions)	▶ 1
2	Tax credit recapture	▶ 2
3	Tax installment on LIFO recapture	▶ 3
4	Total (add lines 1 through 3)	▶ 4
5	Nonrefundable LLET credit from the Corporation LLET Credit Worksheet(s)(see instructions)	▶ 5
6	Nonrefundable LLET credit (Part II, line 6 less \$175)	▶ 6
7	Nonrefundable tax credits (attach Schedule TCS)	▶ 7
8	Net income tax liability (line 4 less lines 5 through 7, but not less than zero)	▶ 8
9	Estimated tax payments	▶ 9
10	Extension payment	▶ 10
11	Prior year's tax credit	▶ 11
12	LLET overpayment from Part II, line 19	▶ 12
13	Corporation income tax paid on original return	▶ 13
14	Corporation income tax overpayment on original return	▶ 14
15	Income tax due (lines 8 and 14 less lines 9 through 13)	OWE ▶ 15
16	Income tax overpayment (lines 9 through 13 less lines 8 and 14)	▶ 16
17	Credited to 2020 LLET	▶ 17
18	Credited to 2020 interest	▶ 18
19	Credited to 2020 penalty	▶ 19
20	Credited to 2021 corporation income tax	▶ 20
21	Amount to be refunded (line 16 less lines 17 through 20)	REFUND ▶ 21

FORM 720 (2020)



Page 6 of 9

PART IV - EXPLANATION OF FINAL RETURN AND/OR SHORT-PERIOD RETURN

<input type="checkbox"/>	Ceased operations in Kentucky	<input type="checkbox"/>	Change in filing status
<input type="checkbox"/>	Change of ownership	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Successor to previous business	<input type="checkbox"/>	Other _____

PART V - EXPLANATION OF AMENDED RETURN CHANGES

OFFICER INFORMATION

Attach a schedule listing the name, home address, and Social Security number of the vice president, secretary, and treasurer.
 Has the attached officer information changed from the last return filed? Yes No **STMT 2**

President's Name JOSIAH COX President's Home Address _____
 President's Social Security Number _____ 725 E MONROE
 Date Became President 03/21/2019 ST. LOUIS, MO 63122

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of Officer		Date
	Name of Officer (Please print) JOSIAH COX		Title OFFICER
Paid Preparer Use	Signature of Preparer NATALIE A. TOCCO		Date 10/04/2021
	Name of Preparer or Firm (Please print) WIPFLI LLP		ID Number _____
	Email and/or Telephone No. (314) 862-2070		May the D_____his preparer?

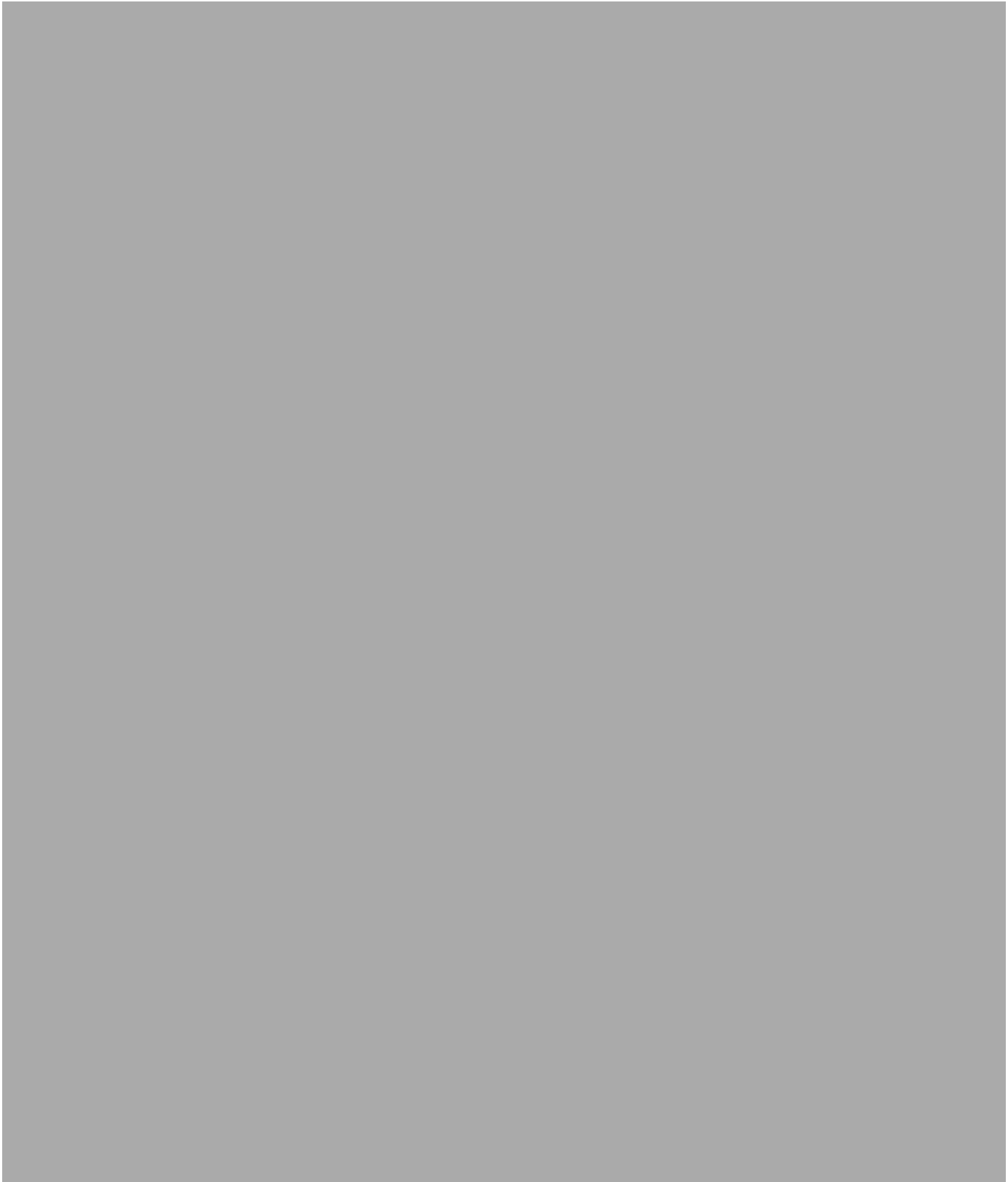
Enclose	Include federal Form 1120 with all supporting schedules and statements.	Refund or No Payment	Kentucky Department of Revenue P. O. Box 856905 Louisville, KY 40285-6905
	Check Payable: Kentucky State Treasurer E-Pay Options: www.revenue.ky.gov		With Payment

FORM 720 (2020)



Page 7 of 9

SCHEDULE Q - QUESTIONNAIRE





SCHEDULE L - LIMITED LIABILITY ENTITY TAX COMPUTATION

Check the box and complete Schedule L-C, Limited Liability Entity Tax-Continuation Sheet, if the corporation filing this tax return is a partner or member of a limited liability pass-through entity or general partnership doing business in Kentucky. Enter the total amounts from Schedule L-C in Section A of this schedule.

SECTION A - Computation of Kentucky Gross Receipts and Gross Profits

1 (a) Gross receipts less returns and allowances	▶ 1 (a)
(b) Kentucky statutory gross receipts reductions	▶ (b)
2 Adjusted gross receipts (line 1(a) less line 1(b))	▶ 2
3 (a) Cost of goods sold (attach Schedule COGS)	▶ 3 (a)
(b) Kentucky statutory cost of goods sold reductions	▶ (b)
4 Adjusted cost of goods sold (line 3(a) less line 3(b))	▶ 4
5 Gross profits (line 2 less line 4)	▶ 5

SECTION B - Computation of TOTAL Gross Receipts and Gross Profits

1 Adjusted gross receipts	▶ 1
2 Cost of goods sold (attach Schedule COGS)	▶ 2
3 Gross profits (line 1 less line 2)	▶ 3

STOP

If Section B, Line 1 or 3 is \$3,000,000 or less, SKIP Sections C and D and enter \$175 in Section E, Line 1 and then enter \$175 on page 4, Part II, Line 1. Otherwise, continue to Section C on the next page.



SCHEDULE L - LIMITED LIABILITY ENTITY TAX COMPUTATION - continued

SECTION C - Computation of Gross Receipts LLET

1 If gross receipts from all sources (Section B, line 1) are greater than \$3,000,000, but less than \$6,000,000, enter the following:

$$(\text{Section A, line 2} \times 0.00095) - \left[\frac{\$2,850 \times (\$6,000,000 - \text{Section A, line 2})}{\$3,000,000} \right]$$

but in no case shall the result be less than zero.

▶ 1

2 If gross receipts from all sources (Section B, line 1) are \$6,000,000 or greater, enter the following: Section A, line 2 x 0.00095.

▶ 2

3 Enter the amount from line 1 or line 2.

▶ 3

SECTION D - Computation of Gross Profits LLET

1 If gross profits from all sources (Section B, line 3) are greater than \$3,000,000, but less than \$6,000,000, enter the following:

$$(\text{Section A, line 5} \times 0.0075) - \left[\frac{\$22,500 \times (\$6,000,000 - \text{Section A, line 5})}{\$3,000,000} \right]$$

but in no case shall the result be less than zero.



▶ 1

2 If gross profits from all sources (Section B, line 3) are \$6,000,000 or greater, enter the following: Section A, line 5 x 0.0075.

▶ 2

3 Enter the amount from line 1 or line 2.

▶ 3

SECTION E - Computation of LLET

1 Enter the lesser of Section C, line 3 or Section D, line 3 here and on Page 4, Part II, line 1. If less than \$175, enter the minimum of \$175 here and on Page 4, Part II, line 1.

▶ 1



BLUEGRASS WATER UTILITY HOLDING COMPANY

KY 720

OFFICER INFORMATION

STATEMENT 2

NAME, ADDRESS AND TITLE

SOCIAL SECURITY
NUMBER

JOSIAH COX
725 E MONROE AVE
ST. LOUIS MO 63122
PRESIDENT

KY SCHEDULE Q

ANOTHER ENTITY OWNED 80% OR MORE
QUESTION 8

STATEMENT 3

NAME AND ADDRESS

FED I.D.
NUMBER

KENTUCKY
ACCOUNT #

CSWR LLC
1650 DES PERES RD., STE. 303
DES PERES, MO 63131

CSWR LLC
1650 DES PERES RD. STE 303
DES PERES, MO 63131

CSWR LLC
1650 DES PERES RD. STE 303
DES PERES, MO 63131



**ELECTION TO FILE CONSOLIDATED
 KENTUCKY CORPORATION INCOME AND
 LIMITED LIABILITY ENTITY TAX RETURN**



Name of Affiliated Group (Common Parent Corporation and Subsidiaries - e.g., ABC, Inc. and Subsidiaries) BLUEGRASS WATER UTILITY HOLDING COMPANY			Common Parent's Corporation/LLET Acct. No. _____
Number and Street 1650 DES PERES RD. STE 303			Federal Identification Number _____
City DES PERES	State MO	ZIP Code 63131	Telephone Number 3147364743

This election is effective for taxable years beginning 03/19 and ending 48 months later on 03/23
 M M Y Y M M Y Y

Note: The 48 month election is binding and a new election cannot be made until the current election expires.

Form 720 Filers Only - The above named affiliated group hereby elects to file a consolidated Kentucky corporation income and limited liability entity tax (LLET) return. All members of the affiliated group understand and consent to the following as conditions of this election:

- This election is binding and irrevocable for a period beginning with the first month of the first taxable year for which the election is made and ending with the conclusion of the taxable year in which the 48th consecutive month expires.
- The affiliated group will be treated for all purposes as a single corporation.
- Each member of the affiliated group is jointly and severally liable for the income tax liability computed on the consolidated return.
- For each taxable year for which this election is in effect, the consolidated return must include all corporations which are members of the affiliated group as defined by Section 1504(a) of the Internal Revenue Code and related regulations for that year, except any corporation which is exempt from Kentucky corporate income tax in accordance with KRS 141.040.

Under the penalties of perjury, I declare that the common parent corporation named above has authorized me to sign this form on behalf of all members of the affiliated group, that I have examined this form and the information contained herein, and to the best of my knowledge and belief, it is true, correct, and complete. This Form must be executed by one of the following officers of the common parent corporation: the president, vice president, secretary, treasurer, assistant secretary, assistant treasurer, or chief accounting officer.

Sign Here	Signature of Officer	Date
	Name of Officer (Please print)	Title (Please print)

Instructions Regarding This Election

- Effective for taxable years beginning on or after January 1, 2019, KRS 141.201 provides that an affiliated group may elect to file a consolidated return which includes all members of the federal affiliated group. This election may be executed whether or not a federal consolidated return is actually filed.
- The election must be made by the common parent corporation on behalf of all members of the affiliated group.
- The initial election must be made on this form and submitted to the Department of Revenue attached to the return on or before the due date of the return, including extensions, for the first taxable year for which the election is made.

NOTE: Attachment of this form to an *untimely-filed* return will not constitute a valid election.

- This form must be attached to the return for each year for which the election is effective.
- This form is required to be submitted for each new 48-month election period.
- Form 722 is not required to be submitted before timely filing the return; however, the form may be submitted early to the following address: Kentucky Department of Revenue, Corporate Section, P. O. Box 1074, Station 68, Frankfort, Kentucky 40602-1074.

SCHEDULE 851-K

Commonwealth of Kentucky
 Department of Revenue



2002081019

**KENTUCKY AFFILIATIONS
 AND PAYMENT SCHEDULE**

2020

- ▶ See instructions.
- ▶ Attach to the elective consolidated income tax return (Form 720).

List the parent corporation and all subsidiaries.

Corp. No.	Name of Parent Corporation	Federal Identification Number	Kentucky Corporation/LLET Account Number	Parent Corporation Tax Payments			Subsidiary(ies) Tax Payments			Stock Ownership Information	
				Prior Year Credit	Estimated Payment(s)	Extension Payment	Prior Year Credit	Estimated Payment(s)	Extension Payment	Percent of Value	Percent of Voting Power
1	BLUEGRASS WATER UTILITY H										
2	BLUEGRASS WATE						%	%			
3							%	%			
4							%	%			
5							%	%			
6							%	%			
7							%	%			
8							%	%			
9							%	%			

Kentucky Consolidated Adjusted Federal Income			
Name	BLUEGRASS WATER UTILITY HOLDING COMPANY		Federal Employer Identification Number
	Combined Amounts	Consolidated Adjustments/Eliminations	Consolidated Amounts
1. Federal taxable income (Schedule CR or Schedule CR-C, line 27) ...			
(a) Intercompany eliminations			
Additions			
2. Interest income (state and local obligations)			
3. State taxes based on net/gross income			
4. Depreciation adjustment			
5. Deductions attributable to nontaxable income			
6. Related party expenses			
7. Dividend paid deduction (REIT)			
8. Revenue Agent Report (RAR)			
9. Kentucky capital gain from the Kentucky Schedule D, line 18			
10. Loss from Form 4797 found on federal Form 1120, line 9			
11. Gain from Kentucky Form 4797, line 17			
12. Federal allowable depletion from Form 1120, line 21			
13. Federal contribution deductions from Form 1120, line 19			
14. Terminal Railroad Corporation adjustments			
15. Federal allowable passive activity loss			
16. Federal taxable loss of all exempt corporations			
17. Adjustments for qualified construction allowance(s) for short-term lease(s)			
18. Enter additions to federal taxable income from Kentucky Schedule K-1			
19. Internal Revenue Code adjustments (see instructions)			
20. Other additions			
21. Total (lines 1 through 20)			
Subtractions			
22. Interest from U.S. obligations			
23. Dividend income			
24. Federal work opportunity credit			
25. Depreciation adjustment			
26. Revenue Agent Report (RAR)			
27. Capital Gain from Form 1120, line 8			
28. Gain from Form 4797 found on federal Form 1120, line 9			
29. Loss from Kentucky Form 4797, line 17			
30. 50% of the gross royalty income derived from any disposal of coal with a retained economic interest defined by IRC §631(c) and all IRC §272 expenses if the corporation elects not to use percentage depletion			
31. Terminal Railroad Corporation adjustments			
32. Kentucky allowable passive activity loss			
33. Kentucky allowable depletion			
34. Kentucky contribution deductions			
35. Adjustments for qualified construction allowance(s) for short-term lease(s)			
36. Federal taxable income of all exempt corporations			
37. Enter subtractions from federal taxable income from Kentucky Schedule(s) K-1			
38. Internal Revenue Code adjustments			
39. Other subtractions			
40. Net income (line 21 less lines 22 through 39) STMT 4			
41. Less nonbusiness income net of related expenses			
42. Business income sub total			
43. Income apportioned to Kentucky			
44. Add Kentucky nonbusiness income net related expenses			
45. Kentucky net income			
Computation of Kentucky Adjustments and Carryover Amounts			
1. Net operating loss deduction			
2. Net operating loss carryover			
3. Contribution carryover			
4. Capital loss carryover			

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BLUEGRASS WATER UTILITY HOLDING COMPANY



KENTUCKY NET OPERATING LOSS ADJUSTMENT STATEMENT 4

CONSOLIDATED TAXABLE INCOME BEFORE NOL AND DPAD DEDUCTION



	SEPARATE COMPANY INCOME	TOTAL NOL AVAILABLE	TOTAL NOL AFTER SRLY OR SEC.382 LIMITATION	TOTAL NOL DEDUCTED	REMAINING TAXABLE INCOME AFTER NOL DEDUCTION
YEAR END	12/31/19	BLUEGRASS WATER UTILITY OPERATING			
	SUBTOTAL				
	CONSOLIDATED NOL DEDUCTION				
	COMBINED NOL DEDUCTION				
	CONSOLIDATED NOL ADJUSTMENT				



**KENTUCKY
 CONSOLIDATED RETURN SCHEDULE
 (Attach All Applicable Schedules)**

2020

Name of Corporation BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Federal Identification Number [REDACTED]	Kentucky Corporation/LLET Account Number [REDACTED]
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	Consolidated Totals	Intercompany Eliminations	Parent	Name BLUEGRASS WATER UTILITY FEIN [REDACTED] KY Corp./LLET Acct. No. [REDACTED]	Name _____ FEIN _____ KY Corp./LLET Acct. No. _____
--	---------------------	---------------------------	--------	---	--

1 Federal taxable income (Schedule CR-Continuation, line 27)	1				
Additions					
2 Interest income (state and local obligations)	2				
3 State taxes based on net/gross income	3				
4 Depreciation adjustment	4				
5 Deductions attributable to nontaxable income	5				
6 Related party expenses	6				
7 Dividend paid deduction (REIT)	7				
8 Revenue Agent Report (RAR)	8				
9 Kentucky capital gain from Kentucky Schedule D, line 18	9				
10 Loss from Form 4797 found on federal Form 1120, line 9	10				
11 Gain from Kentucky Form 4797, line 17	11				
12 Federal allowable depletion from Form 1120, line 21	12				
13 Federal contribution deductions from Form 1120, line 19	13				
14 Terminal Railroad Corporation adjustments	14				
15 Federal allowable passive activity loss	15				
16 Federal taxable loss of all exempt corporations	16				
17 Adjustments for qualified construction allowance(s) for short-term lease(s)	17				
18 Enter additions to federal taxable income from Kentucky Schedule(s) K-1	18				
19 Internal Revenue Code adjustments (see instructions)	19				
20 Other additions (attach explanation)	20				
21 Total (add lines 1 through 20)	21				



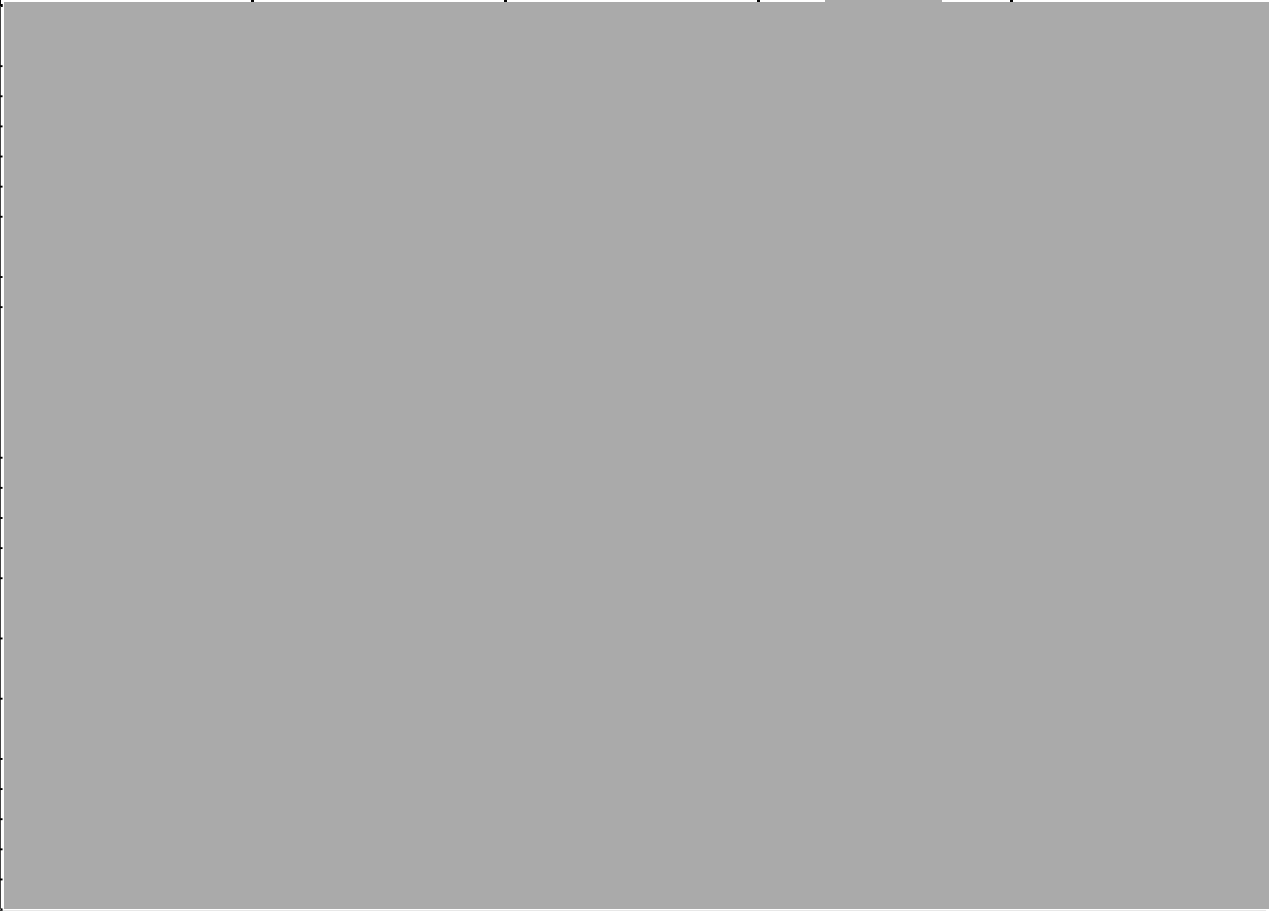
**KENTUCKY
 CONSOLIDATED RETURN SCHEDULE
 (Attach All Applicable Schedules)**

2020

Name of Corporation BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Federal Identification Number [REDACTED]	Kentucky Corporation/LLET Account Number [REDACTED]
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	Consolidated Totals	Intercompany Eliminations	Parent	Name BLUEGRASS WATER UTILITY	Name _____
				FEIN [REDACTED]	FEIN _____
				KY Corp./LLET Acct. No. [REDACTED]	KY Corp./LLET Acct. No. _____

Subtractions	22
22 Interest income (U.S. obligations)	22
23 Dividend income	23
24 Federal work opportunity credit	24
25 Depreciation adjustment	25
26 Revenue Agent Report (RAR)	26
27 Capital Gain from Form 1120, line 8	27
28 Gain from Form 4797 found on federal Form 1120, line 9	28
29 Loss from Kentucky Form 4797, line 17	29
30 50% of the gross royalty income derived from any disposal of coal with a retained economic interest defined by IRC §631(c) and all IRC §272 expenses if the corporation elects not to use percentage depletion	30
31 Terminal Railroad Corporation adjustments	31
32 Kentucky allowable passive activity loss	32
33 Kentucky allowable depletion	33
34 Kentucky contribution deductions	34
35 Adjustments for qualified construction allowance(s) for short-term lease(s)	35
36 Federal taxable income of all exempt corporations	36
37 Enter subtractions from federal taxable income from Kentucky Schedule(s) K-1	37
38 Internal Revenue Code adjustments	38
39 Other subtractions (attach explanation)	39
40 Net income (line 21 less lines 22 through 39)	40
41 Net non-apportionable income	41
42 Kentucky net non-apportionable income	42



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**PRO FORMA FEDERAL
 CONSOLIDATED RETURN SCHEDULE
 (Attach All Applicable Schedules)**

2020

Name of Corporation BLUEGRASS WATER UTILITY HOLDING COMPANY LLC	Federal Identification Number [REDACTED]	Kentucky Corporation/LLET Account Number [REDACTED]
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	Consolidated Totals	Intercompany Eliminations	Parent	Name BLUEGRASS WATE FEIN [REDACTED] KY Corp./LLET Acct. No. [REDACTED]	Name _____ FEIN _____ KY Corp./LLET Acct. No. _____
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1 (a) Gross receipts or sales	1(a)				
(b) Less returns and allowances	1(b)				
(c) Balance	1(c)				
2 Cost of goods sold	2				
3 Gross profit	3				
4 Dividends	4				
5 Interest	5				
6 Gross rents	6				
7 Gross royalties	7				
8 Capital gain net income	8				
9 Net gain or (loss) from Form 4797	9				
10 Other income	10				
11 Total income	11				
12 Compensation of officers	12				
13 Salaries and wages	13				
14 Repairs and maintenance	14				
15 Bad debts	15				
16 Rents	16				
17 Taxes and licenses	17				
18 Interest	18				
19 Charitable contributions	19				
20 Depreciation from Form 4562 not claimed on Schedule A or elsewhere on return	20				
21 Depletion	21				
22 Advertising	22				
23 Pension, profit-sharing, etc., plans	23				
24 Employee benefit programs	24				
25 Other deductions	25				
26 Total deductions	26				
27 Taxable income before NOL deduction and special deductions	27				

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NET OPERATING LOSS SCHEDULE

2020

▶ Attach to Form 720.

Name of Corporation BLUEGRASS WATER UTILITY HOLDING C	Federal Identification Number [REDACTED]	Kentucky Corporation/LLET Account Number [REDACTED]
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Section A - Net Operating Loss Deduction

Name	Kentucky Corporation/LLET Account Number	Prior Year NOL	
		A Pre-2018 NOL Carryforward	B Post-2017 NOL Carryforward
1 Corporation Filing Return BLUEGRASS WATER UTILIT	[REDACTED]	[REDACTED]	[REDACTED]
2 Subsidiaries (if applicable)			
a BLUEGRASS WATER UTILIT	[REDACTED]	[REDACTED]	[REDACTED]
b	[REDACTED]	[REDACTED]	[REDACTED]
c	[REDACTED]	[REDACTED]	[REDACTED]
d	[REDACTED]	[REDACTED]	[REDACTED]
e	[REDACTED]	[REDACTED]	[REDACTED]
f	[REDACTED]	[REDACTED]	[REDACTED]
g	[REDACTED]	[REDACTED]	[REDACTED]
h	[REDACTED]	[REDACTED]	[REDACTED]
i	[REDACTED]	[REDACTED]	[REDACTED]

3 Adjustments (Intercompany eliminations and others)	3	[REDACTED]
4 Totals (sum each respective column)	4	[REDACTED]
5 Enter the taxable net income from Form 720, Part I, line 41. (If a loss, skip to Section B)		5
6 Enter the lesser of line 5 or Column A, line 4. This is the pre-2018 NOLD		6
7 Line 5 less line 6. This is the taxable income remaining after pre-2018 NOLD		7
8 Multiply line 5 by 80%. This is the maximum allowable post-2017 NOLD		8
9 If line 8 is greater than line 7, enter the lesser of line 7 or Column B, line 4. If line 7 is greater than line 8, enter the lesser of line 8 or Column B, line 4. This is the post-2017 NOLD		9
10 Add lines 6 and 9. This is the total NOLD . Enter here and on Form 720, Part I, line 42		10

Section B - NOL Carryforward

1 Enter the amount from Section A, Column A, line 4 (enter as a positive)	1
2 Enter the amount from Section A, line 6 (enter as a positive)	2
3 Subtract line 2 from line 1. This is the pre-2018 NOL carryforward to 2021	3
4 Enter the amount from Section A, Column B, line 4 (enter as a positive)	4
5 Enter the amount of current year loss from Form 720, Part I, line 41 (enter as a positive)	5
6 Enter the amount from Section A, line 9 (enter as a positive)	6
7 Line 4 plus line 5 less line 6. This is the post-2017 NOL carryforward to 2021	7