

Subtotal \$146.50

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
06/22/2020	GDH	Review and reply to emails from local counsel re: approval for deal; review file and deal documents	0.60	\$225.00	\$135.00
06/23/2020	GDH	Review title work and organize file	0.80	\$225.00	\$180.00
				Subtotal	\$315.00

00972-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Springcrest

Springcrest 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
06/10/2020	FSN	Send and review emails to and from legal assistant	0.10	\$250.00	\$25.00
				Subtotal	\$25.00
				Subtotal	\$5,263.75
				Total	\$5,263.75

Detailed Statement of Account

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-027	07/21/2020	\$5,263.75	\$0.00	\$5,263.75
			Outstanding Balance	\$5,263.75
			Total Amount Outstanding	\$5,263.75

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckermeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-028
Date: 08/25/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 9/15/20 GL CODE ↓
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 9/1/20
DT PD _____ CK# _____

00660-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Airview

Airview 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
07/07/2020	FSN	Update system to include closing dates	0.10	\$250.00	\$25.00
Subtotal					\$25.00

00661-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Brocklyn

Brocklyn 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
07/10/2020	LKW	Review email from Ron Geveden; telephone conference with Ron Geveden re: post-closing easement	0.40	\$235.00	\$94.00
07/21/2020	GDH	Telephone conference with 21 Design re: easements for system	0.20	\$225.00	\$45.00

\$ 7,723.50

\$ 239,950

Subtotal \$139.00

00662-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Fox Run

Fox Run 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
07/06/2020	JAB	Review emails re: easement issues	0.10	\$280.00	\$28.00
07/06/2020	LKW	Review and reply to email from Stacy Culleton re: easements with Lillys; telephone conference with Stacy Culleton; telephone conference with Ben Kuenzel	0.90	\$235.00	\$211.50
Subtotal					\$239.50

00669-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall County

Marshall County 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
07/07/2020	FSN	Update system to include closing dates	0.10	\$250.00	\$25.00
07/13/2020	MG	Meet with Greg, Amber, and Jim re: closing matters	0.20	\$70.00	\$14.00
07/21/2020	GDH	Telephone conference with Ron from ORC re: land owner being upset with workers on his property; review and reply to emails from Ron re: same; multiple telephone conferences with land owner James Smith re: same; confer with JAB re: same; telephone conference with Todd Thomas re:	2.20	\$225.00	\$495.00

		same; draft email to ORC re: easement acquisition; review and reply to emails from Tracy at ORC re: issue; draft email to 21 Design and Todd re: plan for easement			
07/21/2020	JAB	Telephone conference with Ben re: issue with neighbor; confer with Greg re: same	0.50	\$280.00	\$140.00
07/22/2020	GDH	Review prior easement drafts; review and respond to emails from ORC; revise/draft easements for James Smith property; confer with JAB re: same	2.20	\$225.00	\$495.00
07/23/2020	GDH	Revise easements for James Smith properties for post-closing easements; draft email to ORC re: post-closing easements; telephone conference with James Smith re: easements	0.90	\$225.00	\$202.50
07/23/2020	JAB	Review email from Greg re: new easement for Golden Acres	0.10	\$280.00	\$28.00
07/24/2020	GDH	Review and reply to emails from ORC re: obtaining Golden Acres post-closing easement	0.20	\$225.00	\$45.00
07/27/2020	GDH	Multiple telephone conference with landowner James Sith re: post-closing easement and negotiation and using him as a contractor and other issues; confer with JAB re: same; draft emails to 21 Design and Central States re: same	1.20	\$225.00	\$270.00
07/27/2020	JAB	Review emails re: Golden Acres easement	0.20	\$280.00	\$56.00
07/28/2020	GDH	Telephone conference with 21 Design re: easements we have and easements we need post-closing; review easement documents and service area maps; review and reply to emails from 21 Design re: existing and proposed easements	1.10	\$225.00	\$247.50
07/30/2020	GDH	Review and reply to email from ORC	0.20	\$225.00	\$45.00

re: update on post-closing easement status from Smith

Subtotal \$2,063.00

00683-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-LH Treatment Co

LH Treatment Co 107,003

Date	Firm Member	Notes	Quantity	Rate	Total
07/10/2020	GDH	Review and reply to email fro ORC re: outstanding post-closing exhibits and easements; draft email to 21 Design re: same	0.30	\$225.00	\$67.50
Subtotal					\$67.50

00693-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Kingswood Development

Kingswood Development 107,003

Date	Firm Member	Notes	Quantity	Rate	Total
07/07/2020	FSN	Update system to include closing dates	0.10	\$250.00	\$25.00
Subtotal					\$25.00

00697-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Center Ridge

Center Ridge 105,003

Date	Firm Member	Notes	Quantity	Rate	Total
07/01/2020	GDH	Review and reply to messages from seller re: electric bills still being in his name and threatening to turn off power; draft email to CSWR and 21 Design re: same; review and reply to emails from Stacy re: same; confer with JAB re: same	0.70	\$225.00	\$157.50
07/01/2020	JAB	Telephone conference with Greg re: post closing issue; review emails from Stacy re: same	0.20	\$280.00	\$56.00
07/07/2020	FSN	Update system to include closing dates	0.10	\$250.00	\$25.00
07/14/2020	MG	Update file notes	0.20	\$70.00	\$14.00
07/27/2020	GDH	Review and reply to messages from seller re: electrical bills and electric still being in his name; draft emails to Centra States re: same	0.60	\$225.00	\$135.00
				Subtotal	\$387.50

00715-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Oldham Woods

Oldham Woods 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/14/2020	ANP	Update file notes	0.10	\$170.00	\$17.00
				Subtotal	\$17.00

00737-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Joann Estates

Joann Estates 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
07/07/2020	FSN	Update system to include closing dates	0.10	\$250.00	\$25.00
Subtotal					\$25.00

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
07/02/2020	GDH	Review ALTA survey sent over by 21 Design	0.20	\$225.00	\$45.00
07/10/2020	GDH	Review title work status; draft email to legal assistant re: same; update spreadsheet	0.20	\$225.00	\$45.00
07/13/2020	JAB	Meet with Greg, Amber and Martell re: closing matters	0.20	\$280.00	\$56.00
07/13/2020	GDH	Meet with JAB, Martell, and Amber re: deal updates	0.20	\$225.00	\$45.00
07/13/2020	ANP	Meet with JAB, Martell, and Greg re:deal updates	0.20	\$170.00	\$34.00
07/14/2020	MG	Update file notes	0.10	\$70.00	\$7.00
07/16/2020	ANP	Update file contacts	0.10	\$170.00	\$17.00
07/16/2020	FSN	Review Easy Insight program; draft and send email to Amber Pierce;	0.10	\$250.00	\$25.00

		telephone conference with Amber Pierce			
07/19/2020	MG	Update new estimated closing date in HQ and project	0.10	\$70.00	\$7.00
07/27/2020	GDH	Confer with FSN and LKW re: closing process; review and reply to email from legal assistant re: updates on project	0.50	\$225.00	\$112.50
07/28/2020	FSN	Send and review emails to and from Robbie Hausman, LKW, JAB, et al, project manager, legal assistant	0.20	\$250.00	\$50.00
				Subtotal	\$443.50

00745-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Carriage Park

Carriage Park 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
07/10/2020	GDH	Review title work status; draft email to legal assistant re: same; update spreadsheet	0.20	\$225.00	\$45.00
07/13/2020	JAB	Meet with Greg, Amber and Martell re: closing matters	0.20	\$280.00	\$56.00
07/13/2020	GDH	Meet with JAB, Martell, and Amber re:deal updates	0.20	\$225.00	\$45.00
07/13/2020	ANP	Meet with JAB, Martell, and Greg re: deal updates	0.20	\$170.00	\$34.00
07/13/2020	MG	Meet with Greg, Amber, and Jim re: closing matters	0.20	\$70.00	\$14.00
07/14/2020	MG	Update file notes	0.20	\$70.00	\$14.00
07/21/2020	FSN	Telephone conference with Aaron Silas; telephone conference with Robbie Hausman; send and review	0.20	\$250.00	\$50.00

		emails to and from JAB, et al.			
07/23/2020	MG	Communicate with 21 Design re: status of project	0.40	\$70.00	\$28.00
07/27/2020	GDH	Confer with FSN and LKW re: closing process; review and reply to email from legal assistant re: updates on project	0.50	\$225.00	\$112.50
07/27/2020	FSN	Telephone conference with Amber Pierce; telephone call with LKW, GDH; send and review emails to and from LKW, GDH	0.20	\$250.00	\$50.00
07/31/2020	GDH	Confer with FSN re: project	0.30	\$225.00	\$67.50
				Subtotal	\$516.00

00759-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Grantland Estates

Grantland Estates 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
06/30/2020	ANP	Update file notes	0.20	\$170.00	\$34.00
07/14/2020	MG	Review file and update closing status	0.10	\$70.00	\$7.00
				Subtotal	\$41.00

00761-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-River Bluffs

River Bluffs 107,003

Date	Firm Member	Notes	Quantity	Rate	Total
07/07/2020	FSN	Update system to include closing	0.10	\$250.00	\$25.00

dates

Subtotal \$25.00

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Arcadia Pines

Arcadia Pines 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/02/2020	GDH	Review ALTA survey sent over by 21 Design	0.40	\$225.00	\$90.00
07/10/2020	GDH	Review title work status; draft email to legal assistant re: same; update spreadsheet	0.20	\$225.00	\$45.00
07/13/2020	JAB	Meet with Greg, Amber and Martell re: closing matters	0.20	\$280.00	\$56.00
07/13/2020	GDH	Meet with JAB, Martell, and Amber re: deal updates	0.20	\$225.00	\$45.00
07/13/2020	ANP	Meet with JAB, Martell, and Greg re: deal updates	0.20	\$170.00	\$34.00
07/13/2020	MG	Meet with Greg, Amber, and Jim re: closing matters	0.20	\$70.00	\$14.00
07/14/2020	MG	Review file and update file notes	0.30	\$70.00	\$21.00
07/21/2020	FSN	Telephone conference with Aaron Silas; telephone conference with Robbie Hausman; send and review emails to and from JAB, et al.	0.20	\$250.00	\$50.00
07/23/2020	MG	Communicate with 21 Design re: status of project	0.40	\$70.00	\$28.00
07/27/2020	GDH	Confer with FSN and LKW re: closing process; review and reply to email from legal assistant re: updates on project	0.50	\$225.00	\$112.50

07/27/2020	FSN	Review basecamp process; telephone conference with Amber Pierce; telephone call with LKW, GDH; send and review emails to and from LKW, GDH	0.20	\$250.00	\$50.00
				Subtotal	\$545.50

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/02/2020	FSN	Meeting with project manager and Amber Pierce	0.20	\$250.00	\$50.00
07/07/2020	GDH	Organize title work; review documents in sharepoint; review title work	1.20	\$225.00	\$270.00
07/10/2020	GDH	Review title work status; draft email to legal assistant re: same; update spreadsheet	0.20	\$225.00	\$45.00
07/13/2020	JAB	Meet with Greg, Amber and Martell re: closing matters	0.20	\$280.00	\$56.00
07/13/2020	GDH	Meet with JAB, Martell, and Amber re: deal updates	0.20	\$225.00	\$45.00
07/13/2020	ANP	Meet with JAB, Martell, and Greg re: deal updates	0.20	\$170.00	\$34.00
07/13/2020	MG	Meet with Greg, Amber, and Jim re: closing matters	0.20	\$70.00	\$14.00
07/14/2020	ANP	Update workflow tasks	0.10	\$170.00	\$17.00
07/16/2020	ANP	Update file contacts	0.10	\$170.00	\$17.00
07/19/2020	MG	Update new estimated closing date	0.10	\$70.00	\$7.00
07/23/2020	GDH	Receive preliminary ALTA surveys from 21 Design; review surveys and	0.30	\$225.00	\$67.50

		save to server			
07/27/2020	GDH	Confer with FSN and LKW re: closing process; review and reply to email from legal assistant re: updates on project	0.50	\$225.00	\$112.50
07/31/2020	GDH	Confer with FSN re: project	0.30	\$225.00	\$67.50
07/31/2020	FSN	Send and review emails to and from legal assistant, Robbie Hausman	0.20	\$250.00	\$50.00
				Subtotal	\$852.50

00882-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Delaplain

Delaplain 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/15/2020	JAB	Review and reply to emails re: status of deal	0.20	\$280.00	\$56.00
07/15/2020	LKW	Review proposed closing schedule; review project status	0.20	\$235.00	\$47.00
07/15/2020	FSN	Review closing spreadsheet; draft and send email to JAB	0.10	\$250.00	\$25.00
07/15/2020	FSN	Send and review emails to and from JAB	0.10	\$250.00	\$25.00
07/16/2020	MG	Create new project matter; assign tasks in workflow	0.30	\$70.00	\$21.00
07/16/2020	FSN	Draft and send email to Sandy Neal; review and respond to email from Sandy Neal; telephone conference with LKW	0.50	\$250.00	\$125.00
07/17/2020	LKW	Review Preliminary documents; review Purchase Agreement; telephone conference with FSN	0.50	\$235.00	\$117.50

07/17/2020	FSN	Telephone conference with LKW; send and review emails to and from JAB	0.30	\$250.00	\$75.00
07/19/2020	MG	Update new estimated closing date	0.10	\$70.00	\$7.00
07/20/2020	JL	Perform UCC Search	0.20	\$120.00	\$24.00
07/20/2020	JL	Prepare title request order form and send to KY local counsel	0.40	\$120.00	\$48.00
07/20/2020	LKW	Review status; draft email to Legal Assistant re: title order	0.40	\$235.00	\$94.00
07/21/2020	JAB	Review and reply to emails re: title matters	0.50	\$280.00	\$140.00
07/21/2020	JL	emailed wiring instructions from title co to CSWR	0.10	\$120.00	\$12.00
07/21/2020	LKW	Review Purchase Agreement; confer with FSN; review emails from JAB; draft email to JAB and FSN re: due diligence	0.50	\$235.00	\$117.50
07/21/2020	FSN	Send and review emails to and from JAB, LKW	0.10	\$250.00	\$25.00
07/21/2020	FSN	Telephone conference with Aaron Silas; telephone conference with Robbie Hausman; send and review emails to and from JAB, et al.	0.20	\$250.00	\$50.00
07/27/2020	JAB	Review email re: title matters	0.10	\$280.00	\$28.00
07/27/2020	LKW	Review Purchase Agreement and feasibility deadline; revise Fact Sheet	0.40	\$235.00	\$94.00
07/27/2020	FSN	Telephone conference with Amber Pierce; telephone call with LKW, GDH; send and review emails to and from LKW, GDH	0.20	\$250.00	\$50.00
07/29/2020	LKW	Discuss and review project management procedures	0.30	\$235.00	\$70.50
				Subtotal	\$1,251.50

00927-CSWR, Inc. - Bluegrass Water Utility Operating

Company, LLC-Woodland Acres

Woodland Acres 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/01/2020	FSN	Review file and update status	0.10	\$250.00	\$25.00
07/02/2020	FSN	Meeting with project manager and Amber Pierce	0.20	\$250.00	\$50.00
07/06/2020	FSN	Prepare pre-closing checklist	0.20	\$250.00	\$50.00
07/14/2020	ANP	Update file	0.10	\$170.00	\$17.00
07/16/2020	ANP	Update file contacts	0.10	\$170.00	\$17.00
07/16/2020	FSN	Create and post fact sheet	0.20	\$250.00	\$50.00
07/19/2020	MG	Update new estimated closing date	0.10	\$70.00	\$7.00
07/27/2020	JL	UCC Search	0.20	\$120.00	\$24.00
				Subtotal	\$240.00

00972-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Springcrest

Springcrest 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/01/2020	FSN	Review file and update status	0.30	\$250.00	\$75.00
07/02/2020	FSN	Meeting with project manager and Amber Pierce	0.20	\$250.00	\$50.00
07/06/2020	FSN	Prepare pre-closing checklist	0.20	\$250.00	\$50.00
07/14/2020	ANP	Update file	0.10	\$170.00	\$17.00
07/16/2020	ANP	Update file contacts	0.10	\$170.00	\$17.00

07/16/2020	FSN	Create and post fact sheet	0.20	\$250.00	\$50.00
07/19/2020	MG	Update new estimated closing date	0.10	\$70.00	\$7.00
07/27/2020	JL	UCC Search	0.10	\$120.00	\$12.00
07/27/2020	JL	Prepare and send out title request order to title company	0.50	\$120.00	\$60.00
				Subtotal	\$338.00

00973-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Herrington Haven

Herrington Haven *183.002*

Date	Firm Member	Notes	Quantity	Rate	Total
07/01/2020	FSN	Review file and update status	0.10	\$250.00	\$25.00
07/14/2020	MG	Update file notes	0.20	\$70.00	\$14.00
07/16/2020	FSN	Create and post fact sheet	0.20	\$250.00	\$50.00
07/19/2020	MG	Update new estimated closing date	0.10	\$70.00	\$7.00
07/21/2020	FSN	Telephone conference with JAB, LKW, GDH, legal assistant; telephone conference with Robbie Hausman; draft and send email to JAB, LKW, GDH, legal assistant	0.20	\$250.00	\$50.00
07/23/2020	MG	Communicate with 21 Design re: status of project	0.30	\$70.00	\$21.00
07/28/2020	FSN	Send and review emails to and from Robbie Hausman, LKW, JAB, et al, project manager, legal assistant	0.20	\$250.00	\$50.00
07/29/2020	FSN	Send and review emails to and from Todd Thomas, JAB, et al; Zoom with Todd Thomas	0.20	\$250.00	\$50.00
				Subtotal	\$267.00

01206-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Nixutil Sanitation Association

Nixutil Sanitation Association 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
07/09/2020	FSN	Send and review emails to and from Sandy Neal; prepare purchase agreement	0.50	\$250.00	\$125.00
07/10/2020	FSN	Add project to system	0.10	\$250.00	\$25.00
07/13/2020	ANP	Create file	0.10	\$170.00	\$17.00
07/13/2020	MG	Update file notes	0.20	\$70.00	\$14.00
07/14/2020	ANP	Update workflow tasks	0.10	\$170.00	\$17.00
07/16/2020	ANP	Update file contacts	0.10	\$170.00	\$17.00
Subtotal					\$215.00
Subtotal					\$7,723.50
Total					\$7,723.50

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-029	09/12/2020	\$16,236.00	\$0.00	\$16,236.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
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67-028	08/25/2020	\$7,723.50	\$0.00	\$7,723.50
			Outstanding Balance	\$23,959.50
			Total Amount Outstanding	\$23,959.50

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-029
Date: 09/12/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 9/15/20 GL CODE ↓
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 9/11/20
DT PD _____ CK# _____

00663-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Columbia

Columbia 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
08/17/2020	LKW	Begin drafting local counsel procedure memo	0.20	\$235.00	\$47.00
Subtotal					\$47.00

00669-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall County

Marshall County 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
08/10/2020	GDH	Review emails from 21 Design re: operator's meeting with Tate Smith re: post-closing easement; draft email to 21 Design, JAB and CSWR re: same; draft/revise post-closing easements; review and reply to emails from 21 Design re: operator discussions with	0.90	\$225.00	\$202.50

#16,236.00
#23,959.00

		property owner			
08/10/2020	JAB	Review and reply to emails and review draft easements for Golden Acres	0.30	\$280.00	\$84.00
08/17/2020	GDH	Review emails from 21 Design re: post-closing easements; telephone conference with land owner re: post-closing easement for Golden Acres; draft email to ORC re: same	0.60	\$225.00	\$135.00
08/20/2020	GDH	Telephone conference with Tate Smith re: post-closing easement negotiation; telephone conference with ORC re: same; draft email to ORC re: same with and with copy of final easements; draft email to 21 Design re: post-closing easement acquisition and instructions for operator in future from property owner; draft email to Central States re: wire money; draft email to title company re: post-closing easements and wiring instructions	1.20	\$225.00	\$270.00
08/21/2020	GDH	Telephone conference with Ron from ORC re: obtaining post-closing easements from property owner; review and reply to email from Ron re: communication with property owner	0.40	\$225.00	\$90.00
08/24/2020	GDH	Review and reply to email from ORC re: contact with property owner over weekend for post-closing easement; draft follow-up email to Central States re: wire money for easement	0.20	\$225.00	\$45.00
08/26/2020	GDH	Draft email to ORC re: status of post-closing easement acquisition	0.20	\$225.00	\$45.00
08/27/2020	GDH	Draft email to ORC re: post-closing easement and discussions with land owner; review email from ORC re: same	0.20	\$225.00	\$45.00
08/31/2020	GDH	Review and reply to email from ORC re: property owner signing post-closing easement, review copy of signed easement; draft email to title company re: instructions for post-closing	1.00	\$225.00	\$225.00

easement; draft email to Central State
re: same and wire money

Subtotal **\$1,141.50**

**00683-CSWR, Inc. - Bluegrass Water Utility Operating
Company, LLC-LH Treatment Co**

LH Treatment Co 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
08/06/2020	GDH	Review email from 21 Design with copy of new exhibit and legal description for post-closing easement; draft email to ORC re: same	0.20	\$225.00	\$45.00
08/10/2020	GDH	Review and reply to email from ORC re: exhibit and easement from 21 Design for post-closing	0.20	\$225.00	\$45.00
08/13/2020	GDH	Review and reply to emails from ORC re: post-closing easements	0.20	\$225.00	\$45.00
				Subtotal	\$135.00

**00697-CSWR, Inc. - Bluegrass Water Utility Operating
Company, LLC-Center Ridge**

Center Ridge 105.003

Date	Firm Member	Notes	Quantity	Rate	Total
08/21/2020	GDH	Draft email to seller's attorney re: deeds that he still needs to send over; review emails from 21 Design re: plat questions; telephone conference with Shabnam re: plat questions from 21 Design	0.40	\$225.00	\$90.00

08/21/2020	FSN	Telephone conference with GDH; send and review emails to and from GDH	0.30	\$250.00	\$75.00
				Subtotal	\$165.00

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/03/2020	GDH	Review regulatory order; review title work	0.60	\$225.00	\$135.00
08/04/2020	GDH	Review title work and service area maps; review deal documents; draft fact sheet; upload fact sheet to basecamp	1.80	\$225.00	\$405.00
08/05/2020	GDH	Draft email to Aaron Silas re: closing date of project; review project status; update spreadsheet	0.20	\$225.00	\$45.00
08/06/2020	MG	Review file and update 'To Do' list	0.30	\$70.00	\$21.00
08/10/2020	GDH	Review title work documents and confer with legal assistant re: anything missing; review email from Central States re: project status	0.20	\$225.00	\$45.00
08/12/2020	FSN	Send and review emails to and from JAB, LKW, GDH re: outside counsel memo	0.20	\$250.00	\$50.00
08/13/2020	GDH	Review title work	1.50	\$225.00	\$337.50
08/25/2020	GDH	Review title work	1.40	\$225.00	\$315.00
08/26/2020	GDH	Review title work; analyze title issues	1.70	\$225.00	\$382.50
08/27/2020	GDH	Review title work; review purchase agreement, surveys, and service area map	2.30	\$225.00	\$517.50

08/28/2020	GDH	Review title work; analyze title issues	3.60	\$225.00	\$810.00
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Subtotal \$3,063.50

00745-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Carriage Park

Carriage Park 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/03/2020	LKW	Video conference with BLF team re: status	0.20	\$235.00	\$47.00
08/03/2020	ANP	Video conference with BLF team re: status	0.20	\$170.00	\$34.00
08/03/2020	GDH	Review regulatory order; review title work	0.60	\$225.00	\$135.00
08/03/2020	MG	Meeting with BLF team re: status of project	0.20	\$70.00	\$14.00
08/03/2020	FSN	Video meeting with Amber, Martell, and LKW re: project	0.20	\$250.00	\$50.00
08/04/2020	GDH	Review title work and deal documents; draft/revise fact sheet	0.50	\$225.00	\$112.50
08/05/2020	GDH	Draft email to Aaron Silas re: closing date of project; review project status; update spreadsheet	0.20	\$225.00	\$45.00
08/10/2020	GDH	Review title work documents and confer with legal assistant re: anything missing; review email from Central States re: project status	0.20	\$225.00	\$45.00
08/10/2020	LKW	Video conference re: status	0.20	\$235.00	\$47.00
08/10/2020	MG	BLF meeting re: status of project	0.20	\$70.00	\$14.00
08/10/2020	ANP	Meeting with BLF team re: status	0.20	\$170.00	\$34.00
08/10/2020	FSN	Meeting re: project with LKW, Amber,	0.20	\$250.00	\$50.00

		Martell			
08/11/2020	FSN	Create commitment with comments; create survey with comments	0.20	\$250.00	\$50.00
08/12/2020	FSN	Telephone conference with JAB, Amber	0.20	\$250.00	\$50.00
08/13/2020	GDH	Review title work	1.70	\$225.00	\$382.50
08/31/2020	GDH	Review title work; review service area map and survey	3.10	\$225.00	\$697.50
				Subtotal	\$1,807.50

**00789-CSWR, Inc. - Bluegrass Water Utility Operating
Company, LLC-Arcadia Pines**

Arcadia Pines

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/03/2020	LKW	Video conference with BLF team re: status	0.20	\$235.00	\$47.00
08/03/2020	ANP	Video conference with BLF team re: status	0.20	\$170.00	\$34.00
08/03/2020	GDH	Review regulatory order; review title work	0.60	\$225.00	\$135.00
08/03/2020	MG	Meeting with BLF to discuss status of project	0.20	\$70.00	\$14.00
08/03/2020	FSN	Video meeting with Amber, Martell, and LKW re: project	0.20	\$250.00	\$50.00
08/04/2020	GDH	Review title work; review deal documents; draft fact sheet	1.80	\$225.00	\$405.00
08/05/2020	GDH	Draft email to Aaron Silas re: closing date of project; review project status; update spreadsheet	0.20	\$225.00	\$45.00
08/06/2020	GDH	Review title work; review surveys and	2.80	\$225.00	\$630.00

Date	Firm Member	Notes	Quantity	Rate	Total
		service area maps			
08/10/2020	LKW	Video conference re: status	0.20	\$235.00	\$47.00
08/10/2020	GDH	Review title work; review email from Central States re: project status; review title work documents and confer with legal assistant re: anything missing	1.80	\$225.00	\$405.00
08/10/2020	MG	BLF meeting re: project status	0.20	\$70.00	\$14.00
08/10/2020	ANP	Meeting with BLF team re: status	0.20	\$170.00	\$34.00
08/10/2020	FSN	Meeting re: project with LKW, Amber, Martell	0.20	\$250.00	\$50.00
08/11/2020	FSN	Create commitment with comments; create survey with comments	0.20	\$250.00	\$50.00
08/14/2020	GDH	Review title work	0.80	\$225.00	\$180.00
08/18/2020	GDH	Review title work; review survey and service area map; begin preparing pre-closing checklist	3.40	\$225.00	\$765.00
08/19/2020	GDH	Review title work and analyze closing and title issues	1.70	\$225.00	\$382.50
08/20/2020	ANP	Meeting with Shabnam re: project status	0.20	\$170.00	\$34.00
08/20/2020	FSN	Meeting with Amber re: project status	0.20	\$250.00	\$50.00
08/27/2020	GDH	Review title work; analyze title issues	1.20	\$225.00	\$270.00
		Subtotal			\$3,641.50

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
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08/03/2020	GDH	Review regulatory order; review title work	0.60	\$225.00	\$135.00
08/03/2020	GDH	Review deal documents; review title work; draft fact sheet	1.20	\$225.00	\$270.00
08/04/2020	ANP	Meeting with Martell re: project status	0.30	\$170.00	\$51.00
08/04/2020	MG	Meeting with Amber re: project status	0.30	\$70.00	\$21.00
08/05/2020	GDH	Draft email to Aaron Silas re: closing date of project; review project status; update spreadsheet	0.20	\$225.00	\$45.00
08/05/2020	GDH	Review title work and service area maps; review deal documents; draft fact sheet	1.80	\$225.00	\$405.00
08/10/2020	GDH	Review title work documents and confer with legal assistant re: anything missing; review email from Central States re: project status	0.20	\$225.00	\$45.00
08/14/2020	GDH	Review and reply to email from Sandy Neal re: contacting seller re: closing; draft email to seller re: closing; review title work	1.80	\$225.00	\$405.00
08/14/2020	MG	Email correspondence with Sandy Neal	0.10	\$70.00	\$7.00
08/17/2020	FSN	Meeting with JAB, Maddie	0.20	\$250.00	\$50.00
08/18/2020	FSN	Confer with Amber re: project	0.20	\$250.00	\$50.00
08/19/2020	GDH	Review title work; analyze title issues	1.80	\$225.00	\$405.00
08/21/2020	GDH	Review title work; review surveys and service area map information	2.30	\$225.00	\$517.50
08/24/2020	GDH	Review title work; review surveys and service area map; analyze title issues	4.90	\$225.00	\$1,102.50
08/25/2020	GDH	Review title work	2.80	\$225.00	\$630.00
08/26/2020	GDH	Review title work; analyze title issues	0.50	\$225.00	\$112.50
				Subtotal	\$4,251.50

00882-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Delaplain

Delaplain 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/04/2020	LKW	Review project status/title work	0.40	\$235.00	\$94.00
08/05/2020	ANP	Meeting with BLF team re: status	0.20	\$170.00	\$34.00
08/05/2020	MG	Meeting with Amber re: project status	0.20	\$70.00	\$14.00
08/10/2020	LKW	Video conference re: status	0.20	\$235.00	\$47.00
08/10/2020	MG	BLF meeting re: project status	0.20	\$70.00	\$14.00
08/10/2020	ANP	Meeting with BLF team re: status	0.20	\$170.00	\$34.00
08/10/2020	LKW	Review status; draft email to Legal Assistant re: title work	0.30	\$235.00	\$70.50
08/10/2020	FSN	Meeting re: project with LKW, Amber, Martell	0.20	\$250.00	\$50.00
08/11/2020	FSN	Create commitment with comments; create survey with comments	0.20	\$250.00	\$50.00
08/12/2020	LKW	Review project status	0.70	\$235.00	\$164.50
08/12/2020	MG	Update file notes	0.10	\$70.00	\$7.00
08/13/2020	LKW	Review project status; review local council procedures	0.50	\$235.00	\$117.50
08/26/2020	LKW	Review project status; review due diligence action items; draft email to Aaron Silas	0.20	\$235.00	\$47.00
08/26/2020	FSN	Review file notes	0.20	\$250.00	\$50.00
				Subtotal	\$793.50

00927-CSWR, Inc. - Bluegrass Water Utility Operating

Company, LLC-Woodland Acres

Woodland Acres

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/04/2020	ANP	Meeting with Martell re: project status	0.30	\$170.00	\$51.00
08/04/2020	MG	Meeting with Amber re: project status	0.30	\$70.00	\$21.00
08/05/2020	FSN	Send and review emails to and from Amber re: project	0.20	\$250.00	\$50.00
08/17/2020	FSN	Meeting with JAB, Maddie	0.20	\$250.00	\$50.00
08/31/2020	JAB	Telephone conference with Russ; review file re: Seller governance matters; confer with Shabnam re: same; telephone conference with Seller's attorney Robert Moore; email CSWR team re: update	1.60	\$280.00	\$448.00
08/31/2020	ANP	Review file re: title work request; email to title company re: ETA on title work order	0.20	\$170.00	\$34.00
08/31/2020	FSN	Send and review emails to and from JAB, Amber; telephone conference with JAB	0.60	\$250.00	\$150.00
				Subtotal	\$804.00

00972-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Springcrest

Springcrest

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/04/2020	ANP	Meeting with Martell re: project status	0.30	\$170.00	\$51.00

08/04/2020	MG	Meeting with Amber re: project status	0.30	\$70.00	\$21.00
08/04/2020	FSN	Send and review emails to and from Amber	0.10	\$250.00	\$25.00
08/12/2020	MG	Update file notes	0.10	\$70.00	\$7.00
08/17/2020	FSN	Meeting with JAB, Maddie	0.20	\$250.00	\$50.00
				Subtotal	\$154.00

00973-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Herrington Haven

Herrington Haven

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
08/04/2020	FSN	Review file; update preclosing checklist	0.30	\$250.00	\$75.00
08/10/2020	FSN	Send and review emails to and from Jasmin	0.10	\$250.00	\$25.00
08/11/2020	FSN	Create commitment with comments; create survey with comments	0.20	\$250.00	\$50.00
08/12/2020	MG	Update file notes	0.10	\$70.00	\$7.00
08/26/2020	FSN	Telephone conference with Aaron Silas; draft and send email to Aaron Silas re: due diligence deadline; review and respond to email from GDH	0.30	\$250.00	\$75.00
				Subtotal	\$232.00
				Subtotal	\$16,236.00
				Total	\$16,236.00

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-028	08/25/2020	\$7,723.50	\$0.00	\$7,723.50

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-029	09/12/2020	\$16,236.00	\$0.00	\$16,236.00
Outstanding Balance				\$23,959.50
Total Amount Outstanding				\$23,959.50

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-030
Date: 10/06/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 10/6/20 GL CODE ✓
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 10/1/20
DT PD _____ CK# _____

00669-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall County

Marshall County 107,003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
09/01/2020	GDH	Prepare post-closing easements for Golden Acres section for Josiah to sign; obtain Josiah's signature on post-closing easements	0.40	\$225.00	\$90.00
09/03/2020	GDH	Receive signed copies of post-closing Golden Acres easements from seller from ORC; draft email to ORC re: same; prepare finalized copies for recording with Josiah's and property owner's signatures; review email from title company re: wire money coming through; draft email to title company re: documents being sent; save copy to server; mail documents to title company	0.90	\$225.00	\$202.50
09/04/2020	GDH	Draft email to Karen with copy of W-9 form for property owner for post-closing easements and re: documents	0.20	\$225.00	\$45.00

\$24,024.90

Date	Firm Member	Notes	Quantity	Rate	Total
		being sent via mail			
09/08/2020	JCC	Prepare mailing of deeds to Karen Moore	0.10	\$60.00	\$6.00
09/15/2020	GDH	Review and reply to email from 21 Design re: status of Golden Acres post-closing easement; draft email to title company re: same	0.30	\$225.00	\$67.50
09/16/2020	GDH	Review and reply to email from title company re: easement documents being received, recording easements, and sending check to property owner; telephone conference with property owner re: same; draft email to 21 Design re: same	0.40	\$225.00	\$90.00
09/16/2020	JAB	Review final executed easements and email from Greg re: same	0.20	\$280.00	\$56.00
09/29/2020	GDH	Receive recorded post-closing easement from title company, save to server; draft email to 21 Design re: same	0.20	\$225.00	\$45.00
Services Subtotal					\$602.00

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
09/08/2020	JCC		1.00	\$1.00	\$1.00
09/08/2020	JCC	Postage to mail deeds	1.00	\$1.40	\$1.40
Expenses Subtotal					\$2.40
Subtotal					\$604.40

00697-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Center Ridge

Center Ridge

105,003

Date	Firm Member	Notes	Quantity	Rate	Total
09/01/2020	GDH	Review plats and title work for question from 21 Design re: plats and parcel ownership; draft email to title company seeking clarification and any re-plats of area; draft email to 21 Design re: same	0.60	\$225.00	\$135.00
09/22/2020	GDH	Review and reply to email from title company re: re-plats and ownership of parcels for water main extension area; review plats and deeds; draft email to 21 Design re: same	0.40	\$225.00	\$90.00
09/25/2020	GDH	Review email from Robbie re: plat and deed issues; review plats and deeds; confer with LKW re: same; telephone conference with Robbie re: same	0.60	\$225.00	\$135.00
09/25/2020	LKW	Confer with GDH re: post-closing items; review emails from GDH; review title work; review surveys and service area maps	1.10	\$235.00	\$258.50
09/29/2020	GDH	Review and reply to emails from 21 Design re: easements, deeds, and parcel layout issues	0.40	\$225.00	\$90.00
09/30/2020	GDH	Review and reply to emails from 21 Design re: plat and easement issues; review plats and deed documents; draft email to title company re: same	0.50	\$225.00	\$112.50
				Subtotal	\$821.00

00737-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Joann Estates

Joann Estates 107,003

Date	Firm Member	Notes	Quantity	Rate	Total
09/24/2020	JAB	Review emails re: ORC and title matters	0.20	\$280.00	\$56.00
Subtotal					\$56.00

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/02/2020	FSN	Review project management system and log in with provided information; virtual meeting with Nick Matteucci	0.20	\$250.00	\$50.00
09/03/2020	GDH	Review title work and analyze title issues	0.50	\$225.00	\$112.50
09/08/2020	MW	Conduct UCC search and revise memo re: findings	0.20	\$210.00	\$42.00
09/08/2020	GDH	Review email from Aaron re: closing date needing to be pushed back; confer with JAB and FSN re: same; draft email to title company re: same	0.30	\$225.00	\$67.50
09/08/2020	JAB	Telephone conference with Duncan re: closing update; confer with Greg re: same	0.20	\$280.00	\$56.00
09/10/2020	GDH	Review closing details and title issues in preparation for meeting with JAB	0.30	\$225.00	\$67.50

09/11/2020	JAB	Review title documents and confer with Greg and Maddie re: same and closing plan	0.50	\$280.00	\$140.00
09/11/2020	GDH	Confer with JAB re: title issue and closing issues	0.70	\$225.00	\$157.50
09/14/2020	GDH	Review title work and analyze title issues	0.50	\$225.00	\$112.50
09/15/2020	GDH	Review email from FSN re: litigation searches for Kentucky closings; review litigation search; review title issues; confer with JAB re: same; draft email to 21 Design re: encroachment issue questions	0.60	\$225.00	\$135.00
09/15/2020	JAB	Review and reply to emails re: title matters	0.20	\$280.00	\$56.00
09/16/2020	GDH	Review and reply to email from 21 Design re: title issues; confer with JAB re: title issues and determine post-closing tasks; review title work and surveys; fix title issues; draft email to 21 Design re: surveys and access issues	1.40	\$225.00	\$315.00
09/16/2020	JAB	Confer with Greg re: closing and title matters	0.30	\$280.00	\$84.00
09/17/2020	GDH	Review and reply to emails from 21 Design re: access to parcel and commitment issues; confer with JAB re: same	0.30	\$225.00	\$67.50
09/22/2020	GDH	Telephone conference with seller re: closing details	0.20	\$225.00	\$45.00
09/28/2020	GDH	Draft/revise closing documents	0.80	\$225.00	\$180.00
09/30/2020	JAB	Review and reply to Greg's email re: title matters	0.10	\$280.00	\$28.00
09/30/2020	GDH	Draft/revise closing documents; draft email to 21 Design re: survey issues; confer with JAB re: same; draft email to seller re: documents needed	0.90	\$225.00	\$202.50

09/30/2020	FSN	Review project management site; create mark up of project management site; telephone conference with Amber Pierce; send and review emails to and from Amber Pierce, Martell Gregory, Ross, Blake Lawrence	0.30	\$250.00	\$75.00
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Subtotal **\$1,993.50**

00745-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Carriage Park

Carriage Park

183,000

Services

Date	Firm Member	Notes	Quantity	Rate	Total
09/01/2020	GDH	Review title work; analyze title issues and closing issues	3.50	\$225.00	\$787.50
09/02/2020	GDH	Review title work; analyze title issues	1.70	\$225.00	\$382.50
09/02/2020	FSN	Review project management system and log in with provided information; virtual meeting with Nick Matteucci	0.20	\$250.00	\$50.00
09/03/2020	GDH	Review title work and analyze title issues	1.70	\$225.00	\$382.50
09/04/2020	GDH	Review title work; analyze title issues	2.00	\$225.00	\$450.00
09/08/2020	GDH	Review email from Aaron re: closing date needing to be pushed back; confer with JAB and FSN re: same; draft email to title company re: same	0.30	\$225.00	\$67.50
09/08/2020	JAB	Telephone conference with Duncan re: closing update; confer with Greg re: same	0.20	\$280.00	\$56.00
09/08/2020	GDH	Review title work	1.00	\$225.00	\$225.00

09/09/2020	GDH	Review title work; review surveys; analyze title issues; confer with JAB re: Kentucky deals	1.90	\$225.00	\$427.50
09/10/2020	GDH	Review closing details and title issues in preparation for meeting with JAB; review title work	0.80	\$225.00	\$180.00
09/10/2020	MG	Meeting with Shabnam, Amber and project management software agent	0.20	\$70.00	\$14.00
09/11/2020	JAB	Review title documents and confer with Greg and Maddie re: same and closing plan	0.60	\$280.00	\$168.00
09/11/2020	GDH	Confer with JAB re: title issue and closing issues	0.70	\$225.00	\$157.50
09/14/2020	GDH	Review survey issues and title issues; draft email to title company re: access issues, and plat referenced on survey that we do not have yet; review emails from title company re: title issues and plat information; draft email to 21 Design re: survey issues and access issues	1.20	\$225.00	\$270.00
09/15/2020	JAB	Confer with Greg re: title and closing matters	0.40	\$280.00	\$112.00
09/15/2020	GDH	Review and reply to email from 21 Design re: access to parcel; review survey and title work; confer with JAB re: same; draft email to title company re: ownership information for easement purposes; review email from FSN re: litigation searches for Kentucky closings; review litigation search	1.50	\$225.00	\$337.50
09/16/2020	GDH	Review and reply to emails from 21 Design re: access to parcel and easements; confer with JAB re: same; review surveys and maps to determine best strategy for gaining legal access; review and reply to emails from title company re: questions on survey and easements	0.90	\$225.00	\$202.50

09/17/2020	GDH	Review new title work sent over by title company; confer with LKW re: title issues; review and reply to email from title company re: property owner for access easement location	1.20	\$225.00	\$270.00
09/17/2020	LKW	Confer with GDH; review title work	0.70	\$235.00	\$164.50
09/22/2020	GDH	Telephone conference with seller re: closing details and title issues; draft email to 21 Design re: title issue and easement issues from discussions with seller; confer with JAB and Ben Kuenzel re: same	1.00	\$225.00	\$225.00
09/24/2020	GDH	Draft/revise closing documents	0.50	\$225.00	\$112.50
09/28/2020	GDH	Telephone conference with seller re: temporary easement access; draft email to 21 Design re: same; draft/revise closing documents; obtain seller entity's documents from Kentucky secretary of state	3.00	\$225.00	\$675.00
09/28/2020	JAB	Review and reply to emails re: easement matters	0.50	\$280.00	\$140.00
09/29/2020	GDH	Obtain certificates of existence for Bluegrass Water and Carriage Park Neighborhood Association, Inc. from Kentucky Secretary of State; draft/revise closing documents	2.20	\$225.00	\$495.00
09/30/2020	GDH	Draft/revise closing documents; draft email to seller re: documents needed and temporary easement discussion	1.70	\$225.00	\$382.50
09/30/2020	FSN	Review project management site; create mark up of project management site; telephone conference with Amber Pierce; send and review emails to and from Amber Pierce, Martell Gregory, Ross, Blake Lawrence	0.20	\$250.00	\$50.00
Services Subtotal					\$6,784.50

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
09/29/2020	GDH	Kentucky Secretary of State fee for obtaining certificate of existence for Bluegrass Water	1.00	\$10.00	\$10.00
09/29/2020	GDH	Kentucky Secretary of State fee for obtaining certificate of existence for Carriage Park Neighborhood Association, Inc.	1.00	\$10.00	\$10.00
				Expenses Subtotal	\$20.00
				Subtotal	\$6,804.50

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Arcadia Pines

Arcadia Pines

Date	Firm Member	Notes	Quantity	Rate	Total
09/02/2020	FSN	Review project management system and log in with provided information; virtual meeting with Nick Matteucci	0.20	\$250.00	\$50.00
09/03/2020	GDH	Review title work and analyze title issues	0.50	\$225.00	\$112.50
09/08/2020	MW	Conduct UCC search and prepare and revise UCC memo re: findings	0.20	\$210.00	\$42.00
09/08/2020	GDH	Review email from Aaron re: closing date needing to be pushed back; confer with JAB and FSN re: same; draft email to title company re: same	0.30	\$225.00	\$67.50
09/08/2020	JAB	Telephone conference with Duncan re: closing update; confer with Greg re: same	0.20	\$280.00	\$56.00
09/09/2020	ANP	Confer with Shabnam and Martell re: project	0.20	\$170.00	\$34.00

09/09/2020	MG	Meeting with Shabnam and Amber re: project management software	0.20	\$70.00	\$14.00
09/09/2020	FSN	Review project management plan and create dependency chart; review videos; video conference with Amber Pierce and Martell Gregory re: project management	0.70	\$250.00	\$175.00
09/10/2020	GDH	Review closing details and title issues in preparation for meeting with JAB	0.30	\$225.00	\$67.50
09/10/2020	LKW	Telephone conference with FSN & GDH; review email from FSN re: closing schedule	0.20	\$235.00	\$47.00
09/11/2020	JAB	Review title documents and confer with Greg and Maddie re: same and closing plan	0.60	\$280.00	\$168.00
09/11/2020	GDH	Confer with JAB re: title issue and closing issues	0.80	\$225.00	\$180.00
09/15/2020	GDH	Review email from FSN re: litigation searches for Kentucky closings; review litigation search	0.10	\$225.00	\$22.50
09/18/2020	GDH	Review and reply to email from Sandy Neal re: discussing closing with seller	0.20	\$225.00	\$45.00
09/21/2020	GDH	Draft closing documents	0.70	\$225.00	\$157.50
09/22/2020	GDH	Telephone conference with seller re: closing details	0.20	\$225.00	\$45.00
09/23/2020	GDH	Telephone conference with seller re: closing, title issues, and closing issues; review title work and begin curing title issues	1.00	\$225.00	\$225.00
09/24/2020	GDH	Review title work; review title issues; draft email to 21 Design re: survey issues; confer with JAB re: title issues; multiple telephone conferences with sellers re: title issues and closing issues; draft email to title company re: title issues	3.50	\$225.00	\$787.50
09/24/2020	JAB	Confer with Greg re: closing matters	0.40	\$280.00	\$112.00

09/25/2020	JAB	Review title and regulatory approval documents; review emails from Seller and Seller's attorney re: closing matters; confer with Greg re: same; confer with local counsel re: same	1.10	\$280.00	\$308.00
09/25/2020	GDH	Review emails from seller re: needing meeting to dissolve corporation and sell sewer assets; confer with JAB re: same; draft email to seller re: corporation documents and closing issues; telephone conference with title company re: title issues and deed issues; review email from seller with by-laws and governing documents for sewer corporation; review seller's by-laws and governing documents; confer with JAB re: same; review and reply to email from title company re: title issues and closing documents needed	2.80	\$225.00	\$630.00
09/28/2020	JAB	Review emails re: HOA Bylaws and related matters; telephone conference with Sandy re: same; email with local counsel re: same	0.80	\$280.00	\$224.00
09/28/2020	GDH	Draft/revise closing documents	0.30	\$225.00	\$67.50
09/29/2020	JAB	Review emails re: title and closing matters; confer with Greg re: same	0.50	\$280.00	\$140.00
09/29/2020	GDH	Review emails from Sandy re: association ownership of assets; review by-laws of association; confer with JAB re: title and closing issues; draft/revise closing documents	1.40	\$225.00	\$315.00
09/30/2020	GDH	Draft/revise closing documents	0.50	\$225.00	\$112.50
09/30/2020	FSN	Review project management site; create mark up of project management site; telephone conference with Amber Pierce; send and review emails to and from Amber Pierce, Martell Gregory, Ross, Blake Lawrence	0.20	\$250.00	\$50.00

Subtotal **\$4,255.00**

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/02/2020	FSN	Review project management system and log in with provided information; virtual meeting with Nick Matteucci	0.20	\$250.00	\$50.00
09/03/2020	GDH	Review title work and analyze title issues	0.50	\$225.00	\$112.50
09/04/2020	GDH	Review and reply to email from Katie Yunker re: pre-payment plans that seller has with current customers; review proposed agreement and escrow details re: same; review deal documents and agreements	0.70	\$225.00	\$157.50
09/08/2020	MW	Conduct updated UCC searches and revise memo re: findings	0.10	\$210.00	\$21.00
09/08/2020	GDH	Review email from Aaron re: closing date needing to be pushed back; confer with JAB and FSN re: same; draft email to title company re: same	0.30	\$225.00	\$67.50
09/08/2020	JAB	Telephone conference with Duncan re: closing update; confer with Greg re: same	0.20	\$280.00	\$56.00
09/08/2020	FSN	Send and review emails to and from Aaron Silas, GDH	0.20	\$250.00	\$50.00
09/10/2020	GDH	Review closing details and title issues in preparation for meeting with JAB; begin drafting closing documents	1.50	\$225.00	\$337.50
09/10/2020	LKW	Telephone conference with FSN & GDH; review email from FSN re: closing schedule	0.20	\$235.00	\$47.00
09/11/2020	JAB	Review title documents and confer	0.70	\$280.00	\$196.00

		with Greg and Maddie re: same and closing plan			
09/11/2020	GDH	Confer with JAB re: title issue and closing issues	0.80	\$225.00	\$180.00
09/15/2020	GDH	Review email from FSN re: litigation searches for Kentucky closings; review litigation search	0.10	\$225.00	\$22.50
09/17/2020	ANP	Confer with Shabnam re: project status	0.20	\$170.00	\$34.00
09/18/2020	GDH	Review title work; analyze title issues; draft emails to title company re: title issues; draft emails to 21 Design re: title issues; begin curing title issues	2.50	\$225.00	\$562.50
09/21/2020	GDH	Review and reply to emails from title company re: title issues and confirming roads are public; review email from 21 Design re: access note on survey; review title work documents; draft email to 21 Design re: lift station easement information; confer with JAB re: closing and title issues; work on curing title issues	3.20	\$225.00	\$720.00
09/21/2020	JAB	Review and reply to email from Greg re: closing matters	0.20	\$280.00	\$56.00
09/22/2020	GDH	Review email from 21 Design re: updates to survey; review title work and commitment issues; draft email to title company re: drafting deed of correction; draft email to ORC re: making contact with third party property owners for deed of correction; telephone conference with seller re: closing details and easement issues; draft email to 21 Design re: easements; review and reply to email from seller re: easements around lagoon	2.10	\$225.00	\$472.50
09/23/2020	GDH	Review and reply to emails from seller re: easements he will give us for lagoon; review and reply to emails from 21 Design re: easement locations	1.20	\$225.00	\$270.00

		over lagoon; review and reply to emails from ORC re: tracking down prior property owner for act of correction; review and reply to emails from title company re: title issues and deeds			
09/24/2020	GDH	Review and reply to emails from title company re: title issues and deeds; draft/revise closing documents	0.80	\$225.00	\$180.00
09/25/2020	GDH	Review by-laws and unanimous consent document from sellers from title company; prepare closing documents; review and reply to emails from title company re: closing documents	0.90	\$225.00	\$202.50
09/28/2020	GDH	Review and reply to email from ORC re: contact with third party; draft email to seller re: closing issues; draft/revise closing documents	1.10	\$225.00	\$247.50
09/29/2020	GDH	Telephone conference with Ron at ORC re: making contact with property owners for title commitment requirement, discuss title issues; draft email to title company re: same	0.30	\$225.00	\$67.50
09/30/2020	GDH	Draft/revise closing documents; review emails from ORC re: contacting third party property owners	0.70	\$225.00	\$157.50
				Subtotal	\$4,267.50

00882-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Delaplain

Delaplain 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/02/2020	FSN	Review project management system and log in with provided information;	0.20	\$250.00	\$50.00

virtual meeting with Nick Matteucci					
09/04/2020	LKW	Review status of project	0.40	\$235.00	\$94.00
09/08/2020	MW	Conduct UCC search and prepare memo re: findings	0.30	\$210.00	\$63.00
09/08/2020	ANP	Update file	0.20	\$170.00	\$34.00
09/09/2020	JAB	Telephone conference with Logan re: status of deal	0.20	\$280.00	\$56.00
09/09/2020	LKW	Telephone conference with JAB; review status; draft emails to Karen Moore	0.50	\$235.00	\$117.50
09/15/2020	LKW	Review litigation search; review title order status; draft emails to FSN	0.50	\$235.00	\$117.50
09/23/2020	JAB	Review emails re: title update	0.10	\$280.00	\$28.00
09/23/2020	LKW	Telephone conference with FSN; draft email to Karen Moore; review title commitment and title work; draft email to Amber Pierce; confer with Amber Pierce	1.60	\$235.00	\$376.00
09/23/2020	FSN	Send and review emails to and from Robbie Hausman	0.10	\$250.00	\$25.00
09/24/2020	JAB	Review emails re: title matters	0.10	\$280.00	\$28.00
09/24/2020	LKW	Confer with Amber Pierce re: title work; draft email to Amber Pierce	0.40	\$235.00	\$94.00
09/24/2020	ANP	Review title work; print and compile same	1.50	\$170.00	\$255.00
09/28/2020	ANP	Upload title work to sharepoint; compile file	0.80	\$170.00	\$136.00
09/28/2020	JAB	Review and reply to emails re: title and closing matters	0.20	\$280.00	\$56.00
09/28/2020	LKW	Review email from JAB; review status; draft email to JAB	0.40	\$235.00	\$94.00
				Subtotal	\$1,624.00

00927-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Woodland Acres

Woodland Acres

183,802

Date	Firm Member	Notes	Quantity	Rate	Total
09/01/2020	JAB	Review and reply to emails re: closing matters	0.20	\$280.00	\$56.00
09/01/2020	FSN	Send and review emails to and from Amber Pierce, Todd Thomas, et al; review deed	0.30	\$250.00	\$75.00
09/02/2020	FSN	Send and review emails to and from Russ Mitten, JAB	0.10	\$250.00	\$25.00
09/04/2020	FSN	Meeting with MAW to discuss UCC searches	0.20	\$250.00	\$50.00
09/08/2020	MW	Conduct UCC search and prepare memo re: findings	0.50	\$210.00	\$105.00
09/11/2020	GDH	Confer with FSN re: project details and title issues; review emails related to deal from title company, Central States, and seller's attorney; confer with JAB re: next steps in curing deal issues	0.80	\$225.00	\$180.00
09/11/2020	FSN	Review file; forward emails to GDH; telephone conference with GDH; send and review emails to and from Russ Mitten, et al.	0.50	\$250.00	\$125.00
09/14/2020	ANP	Review file re: status of title work; email to Karen Moore re: same	0.10	\$170.00	\$17.00
09/15/2020	GDH	Review email from FSN re: litigation searches for Kentucky closings; request litigation search with paralegal	0.20	\$225.00	\$45.00
09/23/2020	ANP	Email to Karen Moore re: status of title commitment	0.10	\$170.00	\$17.00
09/23/2020	GDH	Review title commitment and title work	0.30	\$225.00	\$67.50

		sent over by title company			
09/24/2020	ANP	Confer with Shabnam re: receipt of title work; upload same to sharepoint; assemble file	0.60	\$170.00	\$102.00
09/28/2020	GDH	Confer with JAB re: status of deal; review emails related to deal; draft email to 21 Design re: obtaining survey	0.60	\$225.00	\$135.00
09/28/2020	JAB	Review and reply to emails re: title and closing matters	0.20	\$280.00	\$56.00
				Subtotal	\$1,055.50

00972-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Springcrest

Springcrest

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/02/2020	FSN	Review project management system and log in with provided information; virtual meeting with Nick Matteucci	0.20	\$250.00	\$50.00
09/08/2020	MW	Conduct UCC searches and prepare memo re: findings	0.20	\$210.00	\$42.00
09/09/2020	JAB	Telephone conference with Shabnam re: status on deal and review email from Shabnam re: same	0.30	\$280.00	\$84.00
09/09/2020	LKW	Telephone conference with JAB; review status; telephone conference with FSN; draft emails to Karen Moore	0.50	\$235.00	\$117.50
09/09/2020	FSN	Telephone conference with LKW; send and review emails to and from Ben Kuenzel, et al	0.20	\$250.00	\$50.00
09/15/2020	ANP	Confer with Shabnam re: project status	0.20	\$170.00	\$34.00

09/23/2020	JAB	Review emails re: title update	0.10	\$280.00	\$28.00
09/23/2020	FSN	Send and review emails to and from Karen Moore	0.10	\$250.00	\$25.00
09/28/2020	JAB	Review and reply to emails re: title and closing matters	0.20	\$280.00	\$56.00
09/28/2020	FSN	Send and review emails to and from JAB	0.10	\$250.00	\$25.00
09/29/2020	JAB	Review email re: update on title matters	0.10	\$280.00	\$28.00
09/29/2020	FSN	Send and review emails to and from Karen Moore, Amber Pierce	0.10	\$250.00	\$25.00

Subtotal **\$564.50**

00973-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Herrington Haven

Herrington Haven

183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/02/2020	FSN	Review project management system and log in with provided information; virtual meeting with Nick Matteucci	0.20	\$250.00	\$50.00
09/08/2020	MW	Conduct UCC search and prepare memo re: findings	0.20	\$210.00	\$42.00
09/15/2020	FSN	Review file; send and review emails to and from LKW, GDH, Amber Pierce, Robbie Hausman	0.90	\$250.00	\$225.00
09/16/2020	FSN	Review file; begin preparation of overview document; review survey; send and review emails to and from Karen Moore, Jason Pellin, et al	2.20	\$250.00	\$550.00
09/17/2020	FSN	Send and review emails to and from Karen Moore, Robbie Hausman	0.20	\$250.00	\$50.00

09/21/2020	FSN	Send and review emails to and from Jason Pellin	0.10	\$250.00	\$25.00
09/22/2020	FSN	Update pre-closing checklist	0.10	\$250.00	\$25.00
09/28/2020	JAB	Review and reply to emails re: title and closing matters	0.20	\$280.00	\$56.00
				Subtotal	\$1,023.00

01285-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Darlington Creek

Darlington Creek 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/17/2020	FSN	Review email from Sandy Neal; prepare purchase agreement; begin developer agreement; add project to system; draft and send email to Sandy Neal with copy of purchase agreement and questions re: developer agreement	1.30	\$250.00	\$325.00
09/18/2020	FSN	Send and review emails to and from Sandy Neal; telephone conference with Sandy Neal; revise agreement	0.50	\$250.00	\$125.00
09/22/2020	MG	Create new project; Upload docs; Assign tasks	0.30	\$70.00	\$21.00
09/24/2020	JAB	Review emails re: new deal and draft purchase agreement and developer agreement	0.30	\$280.00	\$84.00
09/28/2020	JAB	Review Seller's revisions to purchase agreement; email Sandy and Todd re: same; review and respond to Sandy's email re: same; telephone conference with Sandy re: same; revise purchase agreement and email to Sandy	0.70	\$280.00	\$196.00
				Subtotal	\$751.00

01286-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Yung Farm

Yung Farm 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
09/17/2020	FSN	Review email from Sandy Neal; prepare purchase agreement; add project to system; draft and send email to Sandy Neal with copy of purchase agreement	0.40	\$250.00	\$100.00
09/22/2020	MG	Create new project; Upload Docs; Assign tasks	0.30	\$70.00	\$21.00
09/24/2020	JAB	Review emails re: new deal and draft purchase agreement	0.30	\$280.00	\$84.00
				Subtotal	\$205.00
				Subtotal	\$24,024.90
				Total	\$24,024.90

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-028	08/25/2020	\$7,723.50	\$0.00	\$7,723.50
67-029	09/12/2020	\$16,236.00	\$0.00	\$16,236.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-030	10/06/2020	\$24,024.90	\$0.00	\$24,024.90
			Outstanding Balance	\$47,984.40
			Total Amount Outstanding	\$47,984.40

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-031
Date: 11/04/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 11/5/20 GL CODE ↓
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 11/1/20
DT PD _____ CK# _____

00669-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall County

Marshall County 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
10/12/2020	JAB	Review email re: easement review fees <u>Golden Acres</u>	0.10	\$280.00	\$28.00
Subtotal					\$28.00

00683-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-LH Treatment Co

LH Treatment Co 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
10/12/2020	JAB	Review email re: easement review fees	0.10	\$280.00	\$28.00
Subtotal					\$28.00

~~\$44,234.00~~

\$20,188.50

00697-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Center Ridge

Split in 4 betw. Center Ridge 1-4

Center Ridge 105.003

Date	Firm Member	Notes	Quantity	Rate	Total	
10/01/2020	GDH	Review and reply to emails from title company re: questions on plats and survey maps; draft email to 21 Design re: same	0.40	\$225.00	\$90.00	140.62 140.63 140.62 140.63
10/13/2020	GDH	Review executed closing documents; draft email to title company re: missing final executed documents	0.20	\$225.00	\$45.00	
10/14/2020	GDH	Receive email from title company with copy of final executed documents; review documents; save documents to server; review and reply to emails from 21 Design re: plat and GIS issues	0.80	\$225.00	\$180.00	
10/15/2020	GDH	Review and reply to emails from 21 Design re: plat and GIS issues for water main extension; draft email to title company seeking clarification re: same	0.40	\$225.00	\$90.00	
10/16/2020	GDH	Review email from title company re: plats and GIS maps; draft email to 21 Design re: same	0.30	\$225.00	\$67.50	
10/19/2020	GDH	Review and reply to email from title company re: search for additional plats	0.20	\$225.00	\$45.00	
10/21/2020	GDH	Draft email to 21 Design re: updated plats	0.10	\$225.00	\$22.50	
10/27/2020	GDH	Review opinion letter status and confer with JAB re: same	0.10	\$225.00	\$22.50	
Subtotal					\$562.50	

00737-CSWR, Inc. - Bluegrass Water Utility Operating

Company, LLC-Joann Estates

Joann Estates 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
10/27/2020	GDH	Review opinion letter status and confer with JAB re: same	0.10	\$225.00	\$22.50
Subtotal					\$22.50

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge 183.002

Services

Date	Firm Member	Notes	Quantity	Rate	Total
10/01/2020	GDH	Review survey and title commitment; draft email to title company re: changes to title commitment; review new updated title commitment from title company	0.50	\$225.00	\$112.50
10/02/2020	GDH	Draft/revise closing documents	0.50	\$225.00	\$112.50
10/05/2020	GDH	Draft/revise closing documents; review title work; review and reply to emails from title company re: closing issues; draft email to seller re: closing documents and closing issues	3.60	\$225.00	\$810.00
10/06/2020	GDH	Draft/revise closing documents; obtain seller entity's company documents from Kentucky secretary of state; review and reply to emails from title company re: closing documents; draft email to seller re: closing issues	3.70	\$225.00	\$832.50

10/07/2020	GDH	Draft/finalize closing documents; draft email to title company with copy of closing documents to review; review emails from title company re: closing documents and closing issues	1.70	\$225.00	\$382.50
10/09/2020	GDH	Prepare closing documents; draft email to 21 Design re: preparing final survey; draft email to seller with copy of closing documents	0.80	\$225.00	\$180.00
10/12/2020	GDH	Review email from Central States re: deal being delayed; telephone conference with seller re: same; draft email to 21 Design re: closing issues; confer with JAB re: same; draft email to title company re: closing issues and closing being delayed	0.70	\$225.00	\$157.50
10/13/2020	GDH	Draft/revise closing documents; draft email to Jake Freeman re: information needed for closing documents; prepare for closing	0.80	\$225.00	\$180.00
10/14/2020	GDH	Draft/revise documents with added information from Jake Freeman	0.50	\$225.00	\$112.50
10/15/2020	GDH	Review final survey sent over by 21 Design; save to server; draft pro forma title commitment with mark-ups for final title policy; draft email to seller with update on closing and closing issues	0.90	\$225.00	\$202.50
10/16/2020	GDH	Draft closing instruction letter	0.50	\$225.00	\$112.50
10/20/2020	GDH	Receive insurance policy amount from Mike Duncan; draft email to Karen Moore re: same; revise draft of final commitment	0.20	\$225.00	\$45.00
10/21/2020	MG	Review file and set tasks for closing	0.20	\$70.00	\$14.00
10/27/2020	GDH	Confer with JAB re: closing issues	0.20	\$225.00	\$45.00
10/28/2020	GDH	Draft/revise marked up commitment	0.20	\$225.00	\$45.00
10/30/2020	JAB	Confer with 21 Design re: closing matters; email CSWR team re: same	0.10	\$280.00	\$28.00

Services Subtotal \$3,372.00

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
10/06/2020	GDH	Fee for obtaining Certificate of Existence for Marshall Ridge Sewer Association, Inc.	1.00	\$10.00	\$10.00
Expenses Subtotal					\$10.00
Subtotal					\$3,382.00

00745-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Carriage Park

Carriage Park 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/01/2020	GDH	Draft/revise closing documents; review survey and title commitment; draft email to title company re: changes to title commitment; draft email to title company with copy of drafts of closing documents; review emails from title company re: same	1.40	\$225.00	\$315.00
10/02/2020	GDH	Review edits from title company on closing documents; draft/revise closing documents	0.80	\$225.00	\$180.00
10/09/2020	GDH	Prepare closing documents; draft email to 21 Design re: preparing final survey; draft email to seller with copy of closing documents	0.80	\$225.00	\$180.00
10/12/2020	GDH	Review email from Central States re: deal being delayed; telephone conference with seller re: same; draft email to 21 Design re: easement	0.70	\$225.00	\$157.50

		issues; confer with JAB re: same; draft email to title company re: closing issues and closing being delayed			
10/13/2020	GDH	Draft/revise closing documents; draft email to Jake Freeman re: information needed for closing documents; prepare for closing	0.80	\$225.00	\$180.00
10/14/2020	GDH	Draft/revise documents with added information from Jake Freeman; review final survey sent over by 21 Design; draft/revise closing documents	0.70	\$225.00	\$157.50
10/14/2020	MG	Confer with BLF team re: closing matters	0.20	\$70.00	\$14.00
10/15/2020	GDH	Draft pro forma title commitment with mark-ups for final title policy; draft email to Mike Duncan re: insurance policy amounts; draft email to seller with update on closing and closing issues	0.80	\$225.00	\$180.00
10/16/2020	GDH	Draft closing instruction letter	0.50	\$225.00	\$112.50
10/19/2020	GDH	Receive and review legal description and legal exhibit for access easement from Timberland Development; confer with FSN and JAB re: drafting terminable easement; begin drafting terminable easement	1.50	\$225.00	\$337.50
10/20/2020	GDH	Draft/revise easement; confer with FSN and JAB re: same; receive insurance policy amount from Mike Duncan; draft email to Karen Moore re: same; revise draft of final commitment	0.90	\$225.00	\$202.50
10/20/2020	JAB	Review and revise easement document and email Greg re: same	0.50	\$280.00	\$140.00
10/21/2020	GDH	Draft easement; draft email to title company re: same; draft email to Timberland re: same; draft/revise closing instruction letter	0.50	\$225.00	\$112.50
10/22/2020	GDH	Review email from title company re:	0.20	\$225.00	\$45.00

		easement for third party; revise easement per title company's edits			
10/27/2020	JAB	Confer with Greg re: update on closing matters	0.20	\$280.00	\$56.00
10/27/2020	GDH	Confer with JAB re: closing issues	0.20	\$225.00	\$45.00
10/27/2020	ANP	Meet with Martell re: project status	0.20	\$170.00	\$34.00
10/28/2020	GDH	Draft/revise marked up commitment	0.20	\$225.00	\$45.00
10/30/2020	JAB	Confer with 21 Design re: closing matters; email CSWR team re: same	0.10	\$280.00	\$28.00
				Subtotal	\$2,522.00

**00761-CSWR, Inc. - Bluegrass Water Utility Operating
Company, LLC-River Bluffs**

River Bluffs 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
10/27/2020	GDH	Confer with JAB re: post closing matters	0.10	\$225.00	\$22.50
				Subtotal	\$22.50

**00789-CSWR, Inc. - Bluegrass Water Utility Operating
Company, LLC-Arcadia Pines**

Arcadia Pines 183.002

Services

Date	Firm Member	Notes	Quantity	Rate	Total
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10/01/2020	GDH	Review survey and title commitment; draft email to title company re: changes to title commitment; review new updated title commitment from title company; review seller company documents; draft email to seller re: multiple closing issues, title issues, seller company association issues; review email from Sandy Neal re: seller issues; draft email to Central States re: communications with seller; draft/revise closing documents	2.30	\$225.00	\$517.50
10/02/2020	GDH	Review and reply to emails from seller re: ownership of system, seller entities, and closing documents; draft/revise closing documents	0.90	\$225.00	\$202.50
10/02/2020	JAB	Review email from Greg re: closing matters	0.10	\$280.00	\$28.00
10/05/2020	GDH	Review and reply to emails from title company re: additional closing documents; draft/revise closing documents	0.40	\$225.00	\$90.00
10/06/2020	GDH	Draft email to seller re: contacting third party for quitclaim deed	0.20	\$225.00	\$45.00
10/07/2020	GDH	Prepare closing documents; review and reply to emails from sellers re: closing	0.60	\$225.00	\$135.00
10/08/2020	MG	Review documents re: closing matters	0.20	\$70.00	\$14.00
10/09/2020	GDH	Draft/revise closing documents; draft email to 21 Design re: preparing final survey; draft email to seller re: closing documents, review emails re: same	2.70	\$225.00	\$607.50
10/10/2020	GDH	Draft/revise closing documents; draft email to seller re: same; draft email to title company re: closing documents and closing issues	2.00	\$225.00	\$450.00
10/12/2020	JAB	Confer with Greg re: closing matters	0.20	\$280.00	\$56.00
10/12/2020	GDH	Review email from Central States re: deal being delayed; telephone	0.70	\$225.00	\$157.50

		conference with seller re: same; draft email to 21 Design re: closing issues; telephone conference with seller re: closing issues and closing being postponed; draft email to seller re: same			
10/13/2020	GDH	Draft/revise closing documents; obtain seller's entity company documents from Kentucky secretary of state; obtain certificate of existence for seller's company from Kentucky secretary of state; confer with JAB re: closing document language; confer with FSN re: closing documents; draft email to Jake Freeman re: information needed for closing documents; prepare for closing	1.50	\$225.00	\$337.50
10/13/2020	JAB	Review and reply to emails from Greg re: closing documents	0.30	\$280.00	\$84.00
10/14/2020	GDH	Draft/revise documents with added information from Jake Freeman; review final survey sent over by 21 Design; draft/revise closing documents	0.70	\$225.00	\$157.50
10/15/2020	GDH	Draft pro forma title commitment with mark-ups for final title policy; draft email to seller re: closing and closing issues; draft closing instruction letter for title company	1.40	\$225.00	\$315.00
10/16/2020	GDH	Review email and documents from seller re: closing documents and closing issues	0.20	\$225.00	\$45.00
10/20/2020	GDH	Receive insurance policy amount from Mike Duncan; draft email to Karen Moore re: same; revise draft of final commitment	0.20	\$225.00	\$45.00
10/27/2020	JAB	Confer with Greg re: update on closing matters	0.20	\$280.00	\$56.00
10/27/2020	GDH	Confer with JAB re: closing issues	0.20	\$225.00	\$45.00
10/28/2020	GDH	Draft/revise marked up commitment; draft email to seller re: title issues and	0.40	\$225.00	\$90.00

Date	Firm Member	Notes	Quantity	Rate	Total
		closing issues			
10/29/2020	GDH	Telephone conference with seller re: closing issues and title issues; draft/revise quitclaim deed for third party; draft email to title company re: title and closing issues	0.60	\$225.00	\$135.00
10/30/2020	JAB	Confer with Greg re: closing and title matters	0.20	\$280.00	\$56.00
10/30/2020	GDH	Confer with JAB re: third party deed problem; draft email to seller re: offering money to third party to sign	0.30	\$225.00	\$67.50
10/30/2020	JAB	Confer with 21 Design re: closing matters; email CSWR team re: same	0.10	\$280.00	\$28.00
				Services Subtotal	\$3,764.50

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
10/13/2020	GDH	Certificate of Existence fee from Kentucky Secretary of State for Heartland Manufactured Homes, LLC	1.00	\$10.00	\$10.00
				Expenses Subtotal	\$10.00
				Subtotal	\$3,774.50

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
10/01/2020	GDH	Review survey and title commitment; draft email to title company re: changes to title commitment; review	1.00	\$225.00	\$225.00

		email from ORC re: contacting third party for quitclaim deed; telephone conference with third party re: quitclaim deed information; draft/revise closing documents			
10/02/2020	GDH	Draft email to third party land owner re: deed of correction; draft/revise closing documents	0.80	\$225.00	\$180.00
10/05/2020	GDH	Review and reply to email from third party re: details for quitclaim deed; draft email to title company re: same; draft/revise closing documents	0.60	\$225.00	\$135.00
10/06/2020	GDH	Review and reply to email from third party re: obtaining quitclaim deed; draft email to 21 Design re: easement exhibits and legal descriptions for potential easements	0.40	\$225.00	\$90.00
10/07/2020	GDH	Telephone conference with third party Charles Sayre re: quitclaim deed to parcel; draft email to Charles Sayre re: same; review deed of correction sent by title company; draft email to Charles Sayre re: same; draft/revise quitclaim deed; review and reply to emails from title company re: quitclaim deed and closing documents; draft/revise closing documents	1.80	\$225.00	\$405.00
10/07/2020	JAB	Confer with Greg re: closing matters	0.30	\$280.00	\$84.00
10/08/2020	GDH	Draft/revise closing documents	2.00	\$225.00	\$450.00
10/09/2020	GDH	Draft/revise quitclaim deed for third party Sayres; draft email to Sayres re: same; prepare closing documents; draft email to 21 Design re: preparing final survey; draft/revise closing documents; review and reply to emails from seller re: same; review and reply to emails from title company re: title issues; confer with JAB re: same	3.50	\$225.00	\$787.50
10/09/2020	JAB	Confer with Greg re: closing matters	0.20	\$280.00	\$56.00
10/10/2020	GDH	Review and reply to emails from seller	2.20	\$225.00	\$495.00

		re: closing issues and title issues; draft/revise closing documents; draft emails to title company re: closing documents and closing questions			
10/12/2020	JAB	Confer with Greg re: closing matters	0.20	\$280.00	\$56.00
10/12/2020	GDH	Review deed of correction sent over by title company; confer with JAB re: same; draft email to third party re: deed of correction; review and reply to email from Central States re: deal being postponed; telephone conference with seller re: postponement of closing and closing issues; review and reply to emails from 21 Design re: easement issues and closing issues	1.80	\$225.00	\$405.00
10/13/2020	GDH	Review and reply to emails from 21 Design re: needed service area documents; draft email to title company re: same; review and reply to emails from title company re: closing documents; draft/revise closing documents; obtain seller entity's company documents from Kentucky secretary of state; draft email to Jake Freeman re: information needed for closing documents; review final surveys sent by 21 Design and legal descriptions for easements sent by 21 Design	2.30	\$225.00	\$517.50
10/14/2020	GDH	Draft/revise documents with added information from Jake Freeman; review emails from seller re: easement information; review and reply to emails from title company re: drafting easements; draft lagoon easements for seller and third party; draft/revise closing documents	3.30	\$225.00	\$742.50
10/15/2020	GDH	Draft pro forma commitments with mark ups of two commitments for both lagoon parcels; analyze closing issues and draft email to seller with update re: closing and closing issues; review	1.60	\$225.00	\$360.00

		email from seller re: same			
10/16/2020	GDH	Draft closing instruction letter; telephone conference with third party re: deed of correction needed	0.80	\$225.00	\$180.00
10/19/2020	GDH	Draft email to title company re: 21 Design seeking additional plats; review and reply to email from third party re: signing deed of correction	0.30	\$225.00	\$67.50
10/20/2020	GDH	Receive insurance policy amount from Mike Duncan; draft email to Karen Moore re: same; revise draft of final commitment	0.20	\$225.00	\$45.00
10/22/2020	ANP	Confer with Shabnam re: status	0.30	\$170.00	\$51.00
10/23/2020	GDH	Review and reply to email from third party re: deed of correction; telephone conference with third party re: same; confer with JAB re: same; draft emails to title company re: third party deed issues; review and reply to email from 21 Design re: service area maps plats	1.40	\$225.00	\$315.00
10/23/2020	JAB	Confer with Greg re: title matters	0.40	\$280.00	\$112.00
10/26/2020	GDH	Review and reply to emails from title company re: title matters and easements; draft email to third party re: quitclaim deed; draft email to 21 Design with copies of new plats from title company; review new plats; telephone conference with third party re: quitclaim deed	1.40	\$225.00	\$315.00
10/27/2020	GDH	Review and reply to emails from title company re: title issues and deeds from third parties; draft/revise deed of correction for third party; draft email to third party re: same; confer with JAB re: closing issues	1.20	\$225.00	\$270.00
10/27/2020	MG	Work on workflow template with Amber	0.20	\$90.00	\$18.00
10/28/2020	GDH	Draft/revise marked up commitments for Waldrop and Randview parcels;	0.50	\$225.00	\$112.50

		review and reply to emails from seller re: title and closing issues			
10/29/2020	GDH	Telephone conference with seller re: closing issues and title issues; draft emails to title company re: closing issues and settlement statement issues; draft/revise deed of correction; draft email to seller with copies of updating closing documents and re: contact info for third party	1.20	\$225.00	\$270.00
10/30/2020	JAB	Confer with Greg re: closing and title matters	0.20	\$280.00	\$56.00
10/30/2020	GDH	Draft email to 21 Design re: possible lift station easement; draft lift station easement; draft email to seller re: lift station easement; draft email to title company re: lift station easement	0.80	\$225.00	\$180.00
10/30/2020	JAB	Confer with 21 Design re: closing matters; email CSWR team re: same	0.10	\$280.00	\$28.00
				Subtotal	\$7,008.50

00882-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Delaplain

Delaplain 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/06/2020	JAB	Review update email from local counsel	0.10	\$280.00	\$28.00
10/07/2020	LKW	Review status; review email from JAB re: regulatory approval	0.30	\$235.00	\$70.50
10/09/2020	LKW	Review status	0.50	\$235.00	\$117.50
10/14/2020	LKW	Review status	0.50	\$235.00	\$117.50
10/19/2020	MG	Meeting with Blake, Amber and	0.20	\$70.00	\$14.00

Date	Firm	Notes	Quantity	Rate	Total
		Shabnam re: project management software			
10/21/2020	ANP	Confer with Shabnam re status	0.30	\$170.00	\$51.00
10/27/2020	JAB	Review email from Aaron re: Compliance Memo; email BLF team re: same; review file re: same	0.20	\$280.00	\$56.00
10/29/2020	LKW	Review email from Aaron Silas; review Purchase Agreement	0.90	\$235.00	\$211.50
10/30/2020	LKW	Review Exhibit D to Purchase Agreement; draft email to CSWR team	0.40	\$235.00	\$94.00
				Subtotal	\$760.00

00927-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Woodland Acres

Woodland Acres 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/06/2020	JAB	Review update email from local counsel	0.10	\$280.00	\$28.00
10/06/2020	GDH	Review emails from title company and JAB re: status of deal and regulatory approval	0.20	\$225.00	\$45.00
10/27/2020	JAB	Review email from Aaron re: Compliance Memo; email BLF team re: same; review file re: same	0.20	\$280.00	\$56.00
10/28/2020	MG	Meeting with Blake, Amber and Shabnam re workflow template and functionality	0.20	\$90.00	\$18.00
				Subtotal	\$147.00

00972-CSWR, Inc. - Bluegrass Water Utility Operating

Company, LLC-Springcrest

Springcrest 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/01/2020	ANP	Review title work upload; print documents; assemble file; upload to sharepoint	1.00	\$170.00	\$170.00
10/02/2020	MW	Confer with FSN re: project title work; review title work	1.30	\$210.00	\$273.00
10/05/2020	MW	Continue reviewing title work	1.30	\$210.00	\$273.00
10/05/2020	MG	Set-up "NeedtoMeet" conference call re: kick-off call; Calendar invite for kick-off call	0.20	\$70.00	\$14.00
10/06/2020	MW	Confer with FSN re: title work issues	0.60	\$210.00	\$126.00
10/06/2020	JAB	Review update email from local counsel	0.10	\$280.00	\$28.00
10/07/2020	MW	Attend due diligence call	0.30	\$210.00	\$63.00
10/07/2020	JAB	Review and reply to emails re: access easement issue	0.30	\$280.00	\$84.00
10/08/2020	JAB	Confer with Shabnam re: update on matter; review and reply to emails re: same	0.40	\$280.00	\$112.00
10/09/2020	MW	Confer with FSN re: status of title work	0.30	\$210.00	\$63.00
10/27/2020	JAB	Review email from Aaron re: Compliance Memo; email BLF team re: same; review file re: same	0.20	\$280.00	\$56.00
10/27/2020	MG	Meeting with Amber re workflow plan	0.20	\$90.00	\$18.00
				Subtotal	\$1,280.00

00973-CSWR, Inc. - Bluegrass Water Utility Operating

Company, LLC-Herrington Haven

Herrington Haven 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/06/2020	JAB	Review update email from local counsel	0.10	\$280.00	\$28.00
10/13/2020	MW	Confer with FSN re: title work; review title work	0.50	\$210.00	\$105.00
10/14/2020	MW	Continue reviewing title work	0.60	\$210.00	\$126.00
10/21/2020	MG	Meeting with Amber and Shabnam	0.20	\$70.00	\$14.00
10/27/2020	JAB	Review email from Aaron re: Compliance Memo; email BLF team re: same; review file re: same	0.20	\$280.00	\$56.00
10/30/2020	MW	Review title work	0.70	\$210.00	\$147.00
				Subtotal	\$476.00

01285-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Darlington Creek

Darlington Creek 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/01/2020	JAB	Review emails re: letter to Seller re: approval process and other matters; email CSWR team re: same	0.20	\$280.00	\$56.00
10/02/2020	JAB	Review emails re: letter to Seller; telephone conference with Sandy re: same	0.20	\$280.00	\$56.00
10/05/2020	JAB	Review emails re: letter to seller	0.20	\$280.00	\$56.00

10/05/2020	MG	Email correspondence/forward	0.10	\$70.00	\$7.00
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Subtotal	\$175.00
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Subtotal	\$20,188.50
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Total	\$20,188.50
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Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-030	10/06/2020	\$24,024.90	\$0.00	\$24,024.90

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-031	11/04/2020	\$20,188.50	\$0.00	\$20,188.50
Outstanding Balance				\$44,213.40
Total Amount Outstanding				\$44,213.40

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-032
Date: 12/07/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/7/20 GL CODE ↓
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/1/20
DT PD _____ CK# _____

00669-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall County

Marshall County 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
11/23/2020	GDH	Review and reply to email from Ben Kuenzel re: Golden Acres easement and property owner; review previous emails and easement	0.40	\$225.00	\$90.00
Subtotal					\$90.00

00683-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-LH Treatment Co

LH Treatment Co 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
11/24/2020	GDH	Review and reply to email from ORC re: update on attempting to contact third party owner for post-closing easement	0.20	\$225.00	\$45.00

\$22,581.20

Subtotal \$45.00

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge : 107,003

Date	Firm Member	Notes	Quantity	Rate	Total
10/08/2020	FSN	Virtual meeting with Blake re: project management; telephone conference with Amber Pierce & project manager; create spreadsheet and email to Amber Pierce; review project management site	0.50	\$250.00	\$125.00
11/04/2020	ANP	BLF team meeting on closing matters	0.10	\$170.00	\$17.00
11/11/2020	MG	Meeting with Blake, Amber and Shabnam re project management functionality and implementation	0.30	\$90.00	\$27.00
11/13/2020	GDH	Confer with FSN re: status of KY closings; confer with JAB re: status of closing; review and reply to emails from Central States re: closing dates; draft email to 21 Design re: legal description for service area; draft email to title company re: closing dates and closing documents needed	1.20	\$225.00	\$270.00
11/13/2020	JAB	Telephone conference with Shabnam re: closing matters; confer with Greg re: same; email CSWR re: same; telephone conference with Ben re: same	0.30	\$280.00	\$84.00
11/15/2020	GDH	Analyze closing issues and prepare for closing; draft email to 21 Design re: final service area map; draft email to seller re: closing documents questions	0.40	\$225.00	\$90.00
11/16/2020	GDH	Draft emails to title company re: settlement statements and closing documents; draft/revise closing	1.00	\$225.00	\$225.00

		documents; telephone conference with seller re: closing and closing issues; telephone conference with seller's attorney re: closing issues			
11/17/2020	JAB	Telephone conference with Greg re: closing matters; telephone conference with Sandy re: same	0.50	\$280.00	\$140.00
11/17/2020	JAB	Telephone conference with Greg re: closing matters; telephone conference with Sandy re: same	0.30	\$280.00	\$84.00
11/17/2020	GDH	Telephone conference with seller re: closing; telephone conference with seller's attorney re: closing and closing documents; confer with JAB re: closing; draft/revise closing documents; review and reply to emails from title company re: settlement statements and closing documents; review final service area map from 21 Design; draft/revise closing instruction letter; confer with LKW and MAW re: preparing closing documents	2.40	\$225.00	\$540.00
11/18/2020	GDH	Telephone conference with seller's attorney re: closing issues; multiple telephone conferences with seller re: closing and closing documents; draft email to seller with copy of closing documents and re: closing; review and reply to emails from title company re: closing matters; prepare closing documents for signing; confer with JAB re: closing; draft email to Central States re: closing and wiring instructions; draft closing instruction email to title company with all closing documents	1.90	\$225.00	\$427.50
11/18/2020	MW	Prepare closing documents	1.00	\$220.00	\$220.00
11/18/2020	JAB	Confer with Greg re: closing matters	0.30	\$280.00	\$84.00
11/18/2020	LKW	Confer with GDH; prepare documents for execution; review closing documents; confer with JAB	0.60	\$235.00	\$141.00

11/19/2020	MW	Continue preparing closing documents	0.20	\$220.00	\$44.00
11/19/2020	GDH	Review and reply to emails from seller re: wiring information, closing documents, and closing; telephone conferences with seller re: closing and closing documents; telephone conference with title company re: delayed documents from seller; review and reply to emails from title company re: closing matters and closing documents; confer with JAB re: closing matters; review scanned closing documents sent by seller	1.50	\$225.00	\$337.50
11/19/2020	JAB	Confer with Greg re: closing matters; review and respond to Russ' email re: same	0.30	\$280.00	\$84.00
11/20/2020	GDH	Review and reply to emails from title company re: closing documents arriving and closing; draft email to seller re: same; review executed closing documents from title company and saver to server; confer with MAW re: drafting opinion letters; review and reply to email from seller re: letter being sent to residents	0.90	\$225.00	\$202.50
11/21/2020	JAB	Review and reply to Greg's email re: closing matters	0.10	\$280.00	\$28.00
11/23/2020	MW	Prepare Exhibit A to Opinion Letter	0.80	\$220.00	\$176.00
				Subtotal	\$3,346.50

00745-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Carriage Park

Carriage Park 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
10/08/2020	FSN	Virtual meeting with Blake re: project	0.50	\$250.00	\$125.00

		management; telephone conference with Amber Pierce & project manager; create spreadsheet and email to Amber Pierce; review project management site			
10/19/2020	FSN	Telephone conference with GDH	0.10	\$250.00	\$25.00
11/02/2020	MG	Meeting with Shabnam and Amber re workflow template and specifics within phases	0.10	\$90.00	\$9.00
11/04/2020	ANP	BLF team meeting on closing matters	0.10	\$170.00	\$17.00
11/13/2020	GDH	Confer with FSN re: status of KY closings; confer with JAB re: status of closing; review and reply to emails from Central States re: closing dates; draft email to 21 Design re: legal description for service area; draft email to title company re: closing dates and closing documents needed	1.20	\$225.00	\$270.00
11/13/2020	JAB	Telephone conference with Shabnam re: closing matters; confer with Greg re: same; email CSWR re: same; telephone conference with Ben re: same	0.30	\$280.00	\$84.00
11/15/2020	GDH	Analyze closing issues and prepare for closing; draft email to 21 Design re: final service area map	0.30	\$225.00	\$67.50
11/16/2020	GDH	Draft emails to title company re: settlement statements and closing documents; draft/revise closing documents; telephone conference with seller re: closing and closing issues; telephone conference with seller's attorney re: closing issues	1.00	\$225.00	\$225.00
11/17/2020	GDH	Telephone conference with seller re: closing; telephone conference with seller's attorney re: closing and closing documents; confer with JAB re: closing; draft/revise closing documents; review and reply to emails from title company re: settlement statements and closing documents;	2.50	\$225.00	\$562.50

		review final service area map from 21 Design; draft/revise closing instruction letter; confer with LKW and MAW re: preparing closing documents			
11/18/2020	GDH	Telephone conference with seller's attorney re: closing issues; multiple telephone conferences with seller re: closing and closing documents; draft multiple emails to seller with copy of closing documents and re: closing and wiring information; review and reply to emails from title company re: closing matters; prepare closing documents for signing; confer with JAB re: closing; draft email to 21 Design re: dirt lagoon easement; draft email to Central States re: closing and wiring instructions; draft closing instruction email to title company with all closing documents	2.30	\$225.00	\$517.50
11/18/2020	MW	Prepare closing documents	1.00	\$220.00	\$220.00
11/18/2020	JAB	Confer with Greg re: closing matters	0.30	\$280.00	\$84.00
11/18/2020	LKW	Confer with GDH; prepare documents for execution; review closing documents; confer with JAB	0.60	\$235.00	\$141.00
11/19/2020	MW	Continue preparing closing documents	0.20	\$220.00	\$44.00
11/19/2020	GDH	Review and reply to emails from seller re: wiring information, closing documents, and closing; multiple telephone conferences with seller re: closing and sending of closing documents; telephone conference with title company re: delayed documents from seller; review and reply to emails from title company re: closing matters and closing; confer with JAB re: closing matters; review scanned closing documents sent by seller; draft email to Central States and 21 Design re: closing; draft email to Russ Mitten re: filing rate-cases with PSC	1.80	\$225.00	\$405.00
11/19/2020	JAB	Confer with Greg re: closing matters;	0.30	\$280.00	\$84.00

		review and respond to Russ' email re: same			
11/20/2020	GDH	Review and reply to emails from title company re: closing documents arriving and closing; draft email to seller re: same; review executed closing documents from title company and save to server; confer with MAW re: drafting opinion letters; review and reply to email from seller re: letter being sent to residents	0.90	\$225.00	\$202.50
11/21/2020	JAB	Review and reply to Greg's email re: closing matters	0.10	\$280.00	\$28.00
11/23/2020	MW	Prepare Exhibit A to Opinion Letter	1.00	\$220.00	\$220.00
11/23/2020	GDH	Review and reply to emails from seller re: questions about closing and payments; confer with JAB re: same	0.40	\$225.00	\$90.00
11/24/2020	MG	Meeting with Blake re reports and implementation and notifications	0.30	\$90.00	\$27.00
				Subtotal	\$3,448.00

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Arcadia Pines

Arcadia Pines 107,003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
10/08/2020	FSN	Virtual meeting with Blake re: project management; telephone conference with Amber Pierce & project manager; create spreadsheet and email to Amber Pierce; review project management site	0.50	\$250.00	\$125.00

10/13/2020	FSN	send and review emails to and from GDH; revise resolution	0.10	\$250.00	\$25.00
11/02/2020	MG	Meeting with Shabnam and Amber re workflow template and specifics within phases	0.40	\$90.00	\$36.00
11/04/2020	ANP	BLF team meeting on closing matters	0.10	\$170.00	\$17.00
11/05/2020	GDH	Review and reply to email from seller re: contacting third party; review title work and survey issues; draft email to title company re: title issues and closing issues; confer with JAB re: same; draft email to ORC re: contacting third party; telephone conference with title company re: title issues	1.30	\$225.00	\$292.50
11/05/2020	JAB	Confer with Greg re: title matters	0.20	\$280.00	\$56.00
11/06/2020	GDH	Telephone conference with Ron at ORC re: contact with third party; review email from ORC re: contact information for third party; draft email to third party re: ownership of parcel	0.60	\$225.00	\$135.00
11/09/2020	GDH	Review and reply to email from title company re: new title commitment; review new title commitment	0.30	\$225.00	\$67.50
11/13/2020	GDH	Review and reply to emails from 21 Design re: closing dates for KY systems; draft email to ORC re: contacting third party for quitclaim deed; telephone conference with third party Marcus Burnett; confer with FSN re: status of KY closings; confer with JAB re: status of closing and title issues; draft email to 21 Design re: legal description for service area; draft email to title company re: closing dates and closing documents needed; draft email to seller re: closing date; review and reply to emails with local counsel re: tap-on fee issue with third party developer	2.60	\$225.00	\$585.00
11/13/2020	JAB	Telephone conference with Shabnam	0.30	\$280.00	\$84.00

		re: closing matters; confer with Greg re: same; email CSWR re: same; telephone conference with Ben re: same			
11/13/2020	FSN	Send and review emails to and from GDH, Aaron Silas; telephone conference with GDH; telephone conference with Aaron Silas; telephone conference with JAB	0.50	\$250.00	\$125.00
11/14/2020	GDH	Draft email to third party Marcus Burnett re: possible closing date, sending closing documents to title company, and possible issues re: tap- on fees	0.30	\$225.00	\$67.50
11/15/2020	GDH	Analyze closing issues and prepare for closing; draft email to 21 Design re: final service area map	0.30	\$225.00	\$67.50
11/16/2020	GDH	Review and reply to emails from local counsel and Central States re: tap-on fee pre-payment issue; confer with JAB re: same; telephone conference with Russ Mitten re: same; draft emails to title company re: settlement statements and closing documents; draft/revise closing documents; telephone conference with local counsel, Russ, and JAB re: tap-on fee issue; telephone conference with third party Marcus Burnett; review and reply to emails from sellers re: closing issues; draft/revise closing documents	3.40	\$225.00	\$765.00
11/16/2020	JAB	Review emails re: title and tap in fee issues; telephone conference with Russ, Greg and Katie; confer with Greg re: same	1.40	\$280.00	\$392.00
11/17/2020	GDH	Review and reply to email from seller re: closing issues and title issues; review and reply to emails from Russ Mitten and local counsel re: closing issues; confer with JAB re: closing issues; multiple telephone conferences with third party Marcus Burnett re: payment for land and tap-on fees;	3.40	\$225.00	\$765.00

		review and reply to emails from sellers re: closing and closing documents; finalize all closing documents and closing instruction letter; confer with LKW and MAW re: preparing closing documents; review and reply to emails from title company re: settlement statements and closing; review final service area map from 21 Design			
11/17/2020	JAB	Multiple telephone conference with re: closing matters; review and reply to emails re: same	0.70	\$280.00	\$196.00
11/17/2020	MW	Prepare closing documents	0.40	\$220.00	\$88.00
11/17/2020	LKW	Telephone conference with GDH; confer with MAW; prepare closing documents for execution; review closing documents	1.10	\$235.00	\$258.50
11/17/2020	FSN	Send and review emails to and from Aaron Silas, GDH	0.10	\$250.00	\$25.00
11/18/2020	MW	Continue preparing closing documents	1.00	\$220.00	\$220.00
11/18/2020	GDH	Telephone conference with third party Marcus Burnett re: sending of deed via FedEx; prepare closing documents for signing; draft email to Central States re: wiring information; review and reply to emails from seller re: closing; confer with JAB re: closing matters; draft closing instruction email to title company with all closing documents	1.20	\$225.00	\$270.00
11/18/2020	LKW	Confer with MAW	0.40	\$235.00	\$94.00
11/19/2020	MW	Continue preparing closing documents	0.20	\$220.00	\$44.00
11/19/2020	GDH	Review and reply to emails from title company re: closing documents; review executed closing documents; draft email to title company re: authorizing closing; draft email to Central States and 21 Design re: deal being closed; draft email to seller re: deal being closed	0.80	\$225.00	\$180.00

11/19/2020	JAB	Confer with Greg re: closing matters; review and respond to Russ' email re: same	0.20	\$280.00	\$56.00
11/20/2020	GDH	Review and reply to email from seller re: closing matters; confer with MAW re: drafting opinion letters	0.30	\$225.00	\$67.50
11/23/2020	MW	Prepare Exhibit A to Opinion Letter	1.30	\$220.00	\$286.00
11/23/2020	MG	Meeting with Blake re automations, notifications and template	0.20	\$90.00	\$18.00
				Services Subtotal	\$5,408.00

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
11/18/2020	MW	FedEx charge	1.00	\$68.00	\$68.00
				Expenses Subtotal	\$68.00
				Subtotal	\$5,476.00

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview / 107,003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
10/08/2020	FSN	Virtual meeting with Blake re: project management; telephone conference with Amber Pierce & project manager; create spreadsheet and email to Amber Pierce; review project management site	0.60	\$250.00	\$150.00

10/13/2020	FSN	Telephone conference with GDH	0.10	\$250.00	\$25.00
11/02/2020	GDH	Review and reply to email from 21 Design re: service area documents needed; draft email to Karen re: same	0.30	\$225.00	\$67.50
11/03/2020	GDH	Review and reply to email from title company re: missing plats; draft email to 21 Design re: same	0.30	\$225.00	\$67.50
11/04/2020	GDH	Review and reply to emails from title company re: service area documents; draft email to 21 Design re: same; review and reply to email from third party re: signing deed of correction	0.60	\$225.00	\$135.00
11/04/2020	ANP	BLF team meeting on closing matters	0.10	\$170.00	\$17.00
11/05/2020	GDH	Review and reply to emails from 21 Design re: service area documents; draft email to title company re: same	0.20	\$225.00	\$45.00
11/06/2020	GDH	Telephone conference with Ron from ORC re: contact with third party	0.20	\$225.00	\$45.00
11/09/2020	GDH	Draft email to third party re: deed of correction; telephone conference with third party re: same; review and reply to emails from third party re: sending signature pages	0.70	\$225.00	\$157.50
11/11/2020	GDH	Review emails from local counsel re: pre-payment of customers issue; draft email to local counsel and Central States re: pre-payment issue; review and reply to emails from third party re: mailing of corrective deed; receive one copy of signature pages from third party in mail	1.00	\$225.00	\$225.00
11/12/2020	GDH	Review email from third party Charles Sayre re: expenses for executing quitclaim deed; review receipts; draft email to Charles Sayre re: expenses; confer with JAB re: same	0.40	\$225.00	\$90.00
11/13/2020	GDH	Confer with FSN re: status of KY closings; confer with JAB re: status of closing; review and reply to emails	1.90	\$225.00	\$427.50

		from Central States re: closing dates; draft email to 21 Design re: legal description for service area; draft email to title company re: closing dates and closing documents needed; draft email to seller re: closing date and customer information needed; review and reply to emails from Stacy Cullerton and local counsel re: information needed for pre-payment issues			
11/13/2020	JAB	Telephone conference with Shabnam re: closing matters; confer with Greg re: same; email CSWR re: same; telephone conference with Ben re: same	0.30	\$280.00	\$84.00
11/14/2020	GDH	Review and reply to emails from seller re: customer list and pre-payment list and holdback amounts; review pre-payment customer spreadsheet from seller; review emails from local counsel re: same; draft email to Central States and local counsel re: customer list and holdback amounts	0.60	\$225.00	\$135.00
11/15/2020	GDH	Review and reply to email from seller re: hold-back for pre-payment amount; draft email to local counsel and Central States re: same; analyze closing issues and prepare for closing; draft email to 21 Design re: final service area map	0.50	\$225.00	\$112.50
11/16/2020	GDH	Review/reply to emails from local counsel and Central States re: pre-payment issue with seller; draft email to title company re: settlement statement changes; draft email to seller re: same; draft emails to title company re: settlement statements and closing documents; draft/revise closing documents; draft email to paralegal re: preparing and sending check to third party Charles Sayre for reimbursement for attorney fees and other fees; save to Sayre receipts to server; draft/revise closing documents	1.60	\$225.00	\$360.00

11/17/2020	GDH	Draft emails to seller re: closing and closing documents; prepare check for third party Sayre deed; draft email to Sayre re: check being sent; finalize all closing documents; confer with LKW and MAW re: preparing closing documents; draft/revise closing documents and closing instruction letter; review and reply to emails from title company re: settlement statements and closing; review final service area map from 21 Design	2.90	\$225.00	\$652.50
11/17/2020	MW	Prepare closing documents	0.50	\$220.00	\$110.00
11/17/2020	LKW	Telephone conference with GDH; confer with MAW; prepare closing documents for execution; review closing documents	1.10	\$235.00	\$258.50
11/17/2020	MG	Meeting with Blake, Amber and Shabnam re project management functionality and implementation with workflow	0.30	\$90.00	\$27.00
11/18/2020	MW	Continue preparing closing document	1.00	\$220.00	\$220.00
11/18/2020	GDH	Prepare closing documents for signing; draft email to Central States re: wiring information; review and reply to emails from title company re: closing documents; review and reply to emails from seller re: closing and closing documents; confer with JAB re: closing matters; review legal description and final service area map from 21 Design; finalize closing documents with legal description and final service area map; review email from seller with wiring instructions and forward on to title company; draft closing instruction email to title company with all closing documents	2.20	\$225.00	\$495.00
11/18/2020	LKW	Confer with MAW	0.40	\$235.00	\$94.00
11/19/2020	MW	Continue preparing closing documents	0.20	\$220.00	\$44.00
11/19/2020	GDH	Review and reply to emails from title	0.90	\$225.00	\$202.50

		company re: closing documents and closing; review and reply to emails from seller re: closing documents and closing; draft email to Central States and 21 Design re: closing; draft email to 21 Design re: easements obtained at closing			
11/19/2020	JAB	Confer with Greg re: closing matters; review and respond to Russ' email re: same	0.20	\$280.00	\$56.00
11/20/2020	GDH	Review and reply to emails from seller re: post-closing matters and questions; draft and review emails to and from Central States re: seller's issues and questions; confer with MAW re: drafting opinion letters	0.70	\$225.00	\$157.50
11/23/2020	MW	Prepare Exhibit A to Opinion Letter	1.00	\$220.00	\$220.00
11/24/2020	GDH	Review and reply to email from 21 Design re: deed needed; draft emails to title company re: same	0.40	\$225.00	\$90.00
11/25/2020	GDH	Review and reply to emails from 21 Design re: post-closing easement and deeds; review and reply to emails from title company re: same; draft email to seller re: owner for Lot 82	0.50	\$225.00	\$112.50
11/30/2020	GDH	Review and reply to email from third party re: check being delivered for quitclaim deed	0.20	\$225.00	\$45.00
				Services Subtotal	\$4,928.00

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
11/16/2020	GDH	Reimbursement for third party Charles Sayre for his attorney fees, FedEx fees, and notary fees in sending us deed of correction	1.00	\$246.20	\$246.20

Expenses Subtotal \$246.20

Subtotal \$5,174.20

00882-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Delaplain

Delaplain 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
11/03/2020	LKW	Review Litigation Search from Karen Moore	0.50	\$235.00	\$117.50
11/05/2020	LKW	Draft Compliance Memo	1.10	\$235.00	\$258.50
11/05/2020	FSN	Virtual meeting with Blake Lawrence; telephone conference with Amber; review site and mark up template	0.40	\$250.00	\$100.00
11/06/2020	LKW	Upload Compliance Memo and associated documents to Sharepoint; draft email to Mike Duncan and Aaron Silas	0.20	\$235.00	\$47.00
11/09/2020	MG	Meeting with Blake, Shabnam, and Amber re template and software implementation	0.40	\$90.00	\$36.00
11/19/2020	JAB	Review title matters; confer with Logan re: same	0.20	\$280.00	\$56.00
11/19/2020	LKW	Review status; draft email to JAB	0.50	\$235.00	\$117.50
11/19/2020	FSN	Revise template to work with timelines; draft and send email to Blake, et al	0.40	\$250.00	\$100.00
11/24/2020	JAB	Review draft amendment to purchase agreement and emails re: same	0.20	\$280.00	\$56.00
11/24/2020	LKW	Draft email to Sandy Neal; telephone conference with Sandy Neal; telephone conference with Dona Ray; draft Amendment to Purchase Agreement; draft email to Dona Ray	2.00	\$235.00	\$470.00

11/25/2020	JAB	Review email re: update on deal	0.10	\$280.00	\$28.00
11/25/2020	LKW	Review email from Seller; review project history re: earnest money; draft email to Seller	0.80	\$235.00	\$188.00
				Subtotal	\$1,574.50

00927-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Woodland Acres

Woodland Acres 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
11/02/2020	GDH	Review deal documents and title work; draft compliance memo; draft email to Karen re: litigation search	1.40	\$225.00	\$315.00
11/03/2020	GDH	Review litigation search documents; save to server	0.40	\$225.00	\$90.00
11/06/2020	GDH	Save compliance memo to Sharepoint along with associated documents; draft email to Central States re: same	0.20	\$225.00	\$45.00
11/06/2020	FSN	Virtual meeting with project manager; review and continue creation of template	0.40	\$250.00	\$100.00
11/19/2020	FSN	Revise template to work with timelines; draft and send email to Blake, et al	0.50	\$250.00	\$125.00
11/20/2020	MG	Meeting with Blake re automations and notifications	0.30	\$90.00	\$27.00
				Subtotal	\$702.00

00972-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Springcrest

Springcrest 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
10/01/2020	FSN	Send and review emails to and from Amber Pierce	0.20	\$250.00	\$50.00
10/02/2020	FSN	Meeting with MAW	0.30	\$250.00	\$75.00
10/05/2020	FSN	Begin review of file; update pre-closing checklist; send and review emails to and from Amber Pierce, et al, MAW	2.80	\$250.00	\$700.00
10/06/2020	FSN	Video conference with MAW; send and review emails to and from Ben Kuenzel, JAB	0.40	\$250.00	\$100.00
10/07/2020	FSN	Send and review emails to and from JAB, Robbie Hausman; due diligence call with Aaron, et al; telephone conference with Todd Thomas; review revised map; update pre-closing checklist	0.70	\$250.00	\$175.00
10/08/2020	FSN	Telephone conference with JAB; send and review emails to and from JAB, Sandy Neal; update pre-closing checklist	0.40	\$250.00	\$100.00
10/09/2020	FSN	Virtual meeting with MAW	0.40	\$250.00	\$100.00
10/12/2020	FSN	Send and review emails to and from Amber Pierce; save litigation search email; update pre-closing checklist	0.10	\$250.00	\$25.00
10/13/2020	FSN	Send and review emails to and from Amber Pierce	0.10	\$250.00	\$25.00
10/14/2020	FSN	Review map from Robbie and compare with plats; send and review emails to and from Robbie Hausman	0.30	\$250.00	\$75.00
11/02/2020	JAB	Review emails re: update on lease and	0.20	\$280.00	\$56.00

title matters						
11/02/2020	FSN	Prepare compliance memo; draft and send email to Sandy Neal; upload to sharepoint; draft and send email to Aaron Silas	0.40	\$250.00	\$100.00	
11/03/2020	FSN	Send and review emails to and from Sandy Neal, Karen Moore; save litigation search	0.10	\$250.00	\$25.00	
11/06/2020	FSN	Virtual meeting with project manager; review and continue creation of template	0.40	\$250.00	\$100.00	
11/19/2020	FSN	Revise template to work with timelines; draft and send email to Blake, et al	0.40	\$250.00	\$100.00	
11/20/2020	MW	Confer with FSN re: litigation search review	0.20	\$220.00	\$44.00	
11/20/2020	FSN	Virtual meeting with MAW	0.40	\$250.00	\$100.00	
11/24/2020	MW	Review litigation search results from Karen; prepare email to FSN summarizing findings; send email to Karen re: litigation search	0.50	\$220.00	\$110.00	
11/24/2020	FSN	Send and review emails to and from MAW	0.10	\$250.00	\$25.00	
Subtotal					\$2,085.00	

00973-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Herrington Haven

Herrington Haven

183.002

Date	Firm Member	Notes	Quantity	Rate	Total
10/12/2020	FSN	Review file; send and review emails to and from Amber Pierce; save litigation search email; update pre-closing checklist	0.30	\$250.00	\$75.00

10/13/2020	FSN	Virtual meeting with MAW	0.10	\$250.00	\$25.00
11/02/2020	FSN	Prepare compliance memo; upload to sharepoint; draft and send email to Aaron Silas	0.20	\$250.00	\$50.00
11/03/2020	FSN	Review email from GDH; save litigation search	0.10	\$250.00	\$25.00
11/05/2020	FSN	Virtual meeting with Blake Lawrence; telephone conference with Amber; review site and mark up template	0.50	\$250.00	\$125.00
11/11/2020	MG	Meeting with Amber and Shabnam re project management functionality and implementation	0.30	\$90.00	\$27.00
11/19/2020	FSN	Revise template to work with timelines; draft and send email to Blake, et al	0.40	\$250.00	\$100.00
11/20/2020	MW	Confer with FSN re: litigation search review	0.20	\$220.00	\$44.00
11/20/2020	FSN	Virtual meeting with MAW	0.40	\$250.00	\$100.00
11/24/2020	MW	Review litigation search results from Karen; prepare email to FSN summarizing findings	0.20	\$220.00	\$44.00
				Subtotal	\$615.00

01285-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Darlington Creek

Darlington Creek 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
11/18/2020	FSN	Send and review emails to and from Aaron Silas; save plat with file	0.10	\$250.00	\$25.00
				Subtotal	\$25.00
				Subtotal	\$22,581.20

Total **\$22,581.20**

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-031	11/04/2020	\$20,188.50	\$0.00	\$20,188.50

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-032	12/07/2020	\$22,581.20	\$0.00	\$22,581.20
Outstanding Balance				\$42,769.70
Total Amount Outstanding				\$42,769.70

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-034
Date: 12/15/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/15/20 GL CODE 107.003
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/15/20
DT PD _____ CK# _____

00761-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-River Bluffs

River Bluffs

OPINION LETTER

Date	Firm Member	Notes	Quantity	Rate	Total
12/15/2020	JAB	Flat Fee: Prepare opinion letter and review all relevant documents and law required to issue the same	1.00	\$5,000.00	\$5,000.00
				Subtotal	\$5,000.00
				Total	\$5,000.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-035
Date: 12/15/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/15/20 GL CODE 107.003
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/15/20
DT PD _____ CK# _____

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Arcadia Pines

Arcadia Pines

OPINION LETTER

Date	Firm Member	Notes	Quantity	Rate	Total
12/15/2020	JAB	Flat Fee: Prepare opinion letter and review all relevant documents and law required to issue the same	1.00	\$5,000.00	\$5,000.00
				Subtotal	\$5,000.00
				Total	\$5,000.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-036
Date: 12/15/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/15/20 GL CODE 107.003
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/15/20
DT PD _____ CK# _____

00745-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Carriage Park

Carriage Park

OPINION LETTER

Date	Firm Member	Notes	Quantity	Rate	Total
12/15/2020	JAB	Flat Fee: Prepare opinion letter and review all relevant documents and law required to issue the same	1.00	\$5,000.00	\$5,000.00
				Subtotal	\$5,000.00
				Total	\$5,000.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-037
Date: 12/15/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/15/20 GL CODE 107.003
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/15/20
DT PD _____ CK# _____

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge

OPINION LETTER

Date	Firm Member	Notes	Quantity	Rate	Total
12/15/2020	JAB	Flat Fee: Prepare opinion letter and review all relevant documents and law required to issue the same	1.00	\$5,000.00	\$5,000.00

Subtotal \$5,000.00

Total \$5,000.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-038
Date: 12/15/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/15/20 GL CODE 107.003
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/15/20
DT PD _____ CK# _____

**00803-CSWR, Inc. - Bluegrass Water Utility Operating
Company, LLC-Randview**

Randview

OPINION LETTER

Date	Firm Member	Notes	Quantity	Rate	Total
12/15/2020	JAB	Flat Fee: Prepare opinion letter and review all relevant documents and law required to issue the same	1.00	\$5,000.00	\$5,000.00
				Subtotal	\$5,000.00
				Total	\$5,000.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-039
Date: 12/15/2020

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 12/15/20 GL CODE 107.003
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/15/20
DT PD _____ CK# _____

00927-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Woodland Acres

Woodland Acres

OPINION LETTER

Date	Firm Member	Notes	Quantity	Rate	Total
12/15/2020	JAB	Flat Fee: Prepare opinion letter and review all relevant documents and law required to issue the same	1.00	\$5,000.00	\$5,000.00
				Subtotal	\$5,000.00
				Total	\$5,000.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.

The Beckemeier Law Firm, LC

13421 Manchester Road, Suite 103
St. Louis, MO 63131

Invoice # 67-040
Date: 01/05/2021

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

DATE RCVD 1/7/21 GL CODE ↓
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 12/31/20
DT PD _____ CK# _____

00669-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall County

Marshall County 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
12/03/2020	GDH	Review and reply to email from Ben Kuenzel re: easements needed for discharge pipe and for sending to regulatory authorities; review closing documents and post-closing easements; telephone conference Ben re: same	0.80	\$225.00	\$180.00
Subtotal					\$180.00

00697-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Center Ridge

Center Ridge 105,003

Date	Firm Member	Notes	Quantity	Rate	Total
12/03/2020	JAB	Telephone conference with Ben regarding title matter	0.20	\$280.00	\$56.00

\$3676.00

12/17/2020	GDH	Review and reply to emails from Ben Kuenzel re: potential easement issue; review title work; draft email to seller's attorney re: deeds needed from seller	0.70	\$225.00	\$157.50
12/17/2020	FSN	Telephone conference with Ben Kuenzel	0.10	\$250.00	\$25.00
12/21/2020	GDH	Review title work and plats for easements per 21 Design's request; review specifics in Ben's email re: current landowner issue, easement issue, payment issue; draft and review emails to and from Ben and Jake Freeman re: same; confer with JAB re: same; telephone conference with James Frazier re: easement and payment issue	1.20	\$225.00	\$270.00
12/21/2020	JAB	Confer with Greg re: easement question; review emails re: same	0.20	\$280.00	\$56.00
				Subtotal	\$564.50

00744-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Marshall Ridge

Marshall Ridge 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
12/09/2020	MCG	Meeting with Shabnam and Amber re run-through of new project management software	0.40	\$90.00	\$36.00
				Subtotal	\$36.00

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Arcadia Pines

Arcadia Pines 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
12/04/2020	JAB	Review compliance memo question sent by Duncan and email BLF team re: same	0.10	\$280.00	\$28.00
12/04/2020	LKW	Review Sciens questions; draft reply; confer with JAB	0.50	\$235.00	\$117.50
12/07/2020	JAB	Review compliance memo request; review file and prepare the response to the same	0.20	\$280.00	\$56.00
				Subtotal	\$201.50

00803-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Randview

Randview 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
12/10/2020	GDH	Review and reply to emails from 21 Design re: lift station easement; review closing documents; draft email to title company re: obtaining copy of recorded documents; review and reply to emails from seller re: lift station easement	0.70	\$225.00	\$157.50
12/14/2020	MCG	Meeting with Shabnam, Amber and Blake re run-through of practical use of work management and get answers needed	0.50	\$90.00	\$45.00
12/30/2020	JAB	Review and reply to email from Russ	0.50	\$280.00	\$140.00

		re: potential claim by user against Seller; review file re: same			
12/30/2020	GDH	Review emails from Russ Mitten and JAB re: lawsuit filed by third party against Seller; review letters from seller's attorney re: same	0.30	\$225.00	\$67.50
				Subtotal	\$410.00

00882-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Delaplain

Delaplain 183,002

Date	Firm Member	Notes	Quantity	Rate	Total
12/01/2020	LKW	Review status; draft emails to Seller	0.40	\$235.00	\$94.00
12/01/2020	FSN	Prepare report mock ups; send and review emails to and from Blake Lawrence	0.20	\$250.00	\$50.00
12/02/2020	JAB	Confer with Logan re: status on deal and amendment to purchase agreement; review emails re: same	0.40	\$280.00	\$112.00
12/02/2020	MCG	Meeting with Blake, Amber and Shabnam re notifications, reports and plan for daily workflow before launch	0.20	\$90.00	\$18.00
12/02/2020	LKW	Review email from Seller; review Exhibit F; draft email to Todd Thomas and Sandy Neal; confer with JAB; revise Amendment to Purchase Agreement; draft email to Seller	1.50	\$235.00	\$352.50
12/03/2020	LKW	Review email from Seller; revise Amendment to Purchase Agreement; draft email to Seller	0.80	\$235.00	\$188.00
12/04/2020	JAB	Review compliance memo question sent by Duncan and email BLF team re: same	0.10	\$280.00	\$28.00

12/04/2020	LKW	Review Sciens questions; draft reply; confer with JAB	0.40	\$235.00	\$94.00
12/07/2020	JAB	Review compliance memo request; review file and prepare the response to the same	0.20	\$280.00	\$56.00
12/07/2020	LKW	Review email from Russ Mitten; review email from Jake Freeman; review Seller executed Amendment; draft email to Kimberly Faulkner; draft email to Seller	1.00	\$235.00	\$235.00
12/15/2020	LKW	Review email from FSN; draft emails to Todd Thomas; draft email to Seller	0.20	\$235.00	\$47.00
12/16/2020	LKW	Draft email to Katie Yunker	0.20	\$235.00	\$47.00
				Subtotal	\$1,321.50

00927-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Woodland Acres

Woodland Acres **183,002**

Date	Firm Member	Notes	Quantity	Rate	Total
12/04/2020	JAB	Review compliance memo question sent by Duncan and email BLF team re: same	0.10	\$280.00	\$28.00
12/04/2020	GDH	Review emails from Central States re: questions from lenders re: deal; review title work; draft email to Central States and JAB re: same	0.50	\$225.00	\$112.50
12/07/2020	JAB	Review compliance memo request; review file and prepare the response to the same	0.30	\$280.00	\$84.00
12/07/2020	GDH	Confer with JAB re: compliance memo; review deal details and draft email to JAB re: same	0.40	\$225.00	\$90.00

12/09/2020	FSN	Virtual walk through with Amber Pierce and Martell Gregory	0.50	\$250.00	\$125.00
12/14/2020	ANP	Meet with BLF team re: status	0.30	\$170.00	\$51.00
				Subtotal	\$490.50

00972-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Springcrest

Springcrest 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
12/09/2020	FSN	Virtual walk through with Amber Pierce and Martell Gregory	0.50	\$250.00	\$125.00
12/10/2020	MAW	Send and reply to follow up emails with Karen re: litigation search	0.30	\$220.00	\$66.00
12/10/2020	FSN	Send and review emails to and from MAW, Karen Moore	0.20	\$250.00	\$50.00
12/14/2020	MCG	Meeting with Shabnam, Amber and Blake re run-through of practical use of work management and get answers needed	0.50	\$90.00	\$45.00
12/21/2020	FSN	Send and review emails to and from Karen Moore, MAW	0.10	\$250.00	\$25.00
				Subtotal	\$311.00

00973-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC-Herrington Haven

Herrington Haven 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
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12/09/2020	FSN	Virtual walk through with Amber Pierce and Martell Gregory	0.50	\$250.00	\$125.00
12/09/2020	MCG	Meeting with Shabnam and Amber re run-through of new project management software	0.40	\$90.00	\$36.00
				Subtotal	\$161.00
				Subtotal	\$3,676.00
				Total	\$3,676.00

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-033	12/15/2020	\$5,000.00	\$0.00	\$5,000.00
67-034	12/15/2020	\$5,000.00	\$0.00	\$5,000.00
67-035	12/15/2020	\$5,000.00	\$0.00	\$5,000.00
67-036	12/15/2020	\$5,000.00	\$0.00	\$5,000.00
67-037	12/15/2020	\$5,000.00	\$0.00	\$5,000.00
67-038	12/15/2020	\$5,000.00	\$0.00	\$5,000.00
67-039	12/15/2020	\$5,000.00	\$0.00	\$5,000.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-040	01/05/2021	\$3,676.00	\$0.00	\$3,676.00
Outstanding Balance				\$38,676.00
Total Amount Outstanding				\$38,676.00

FEDERAL I.D. NO. 90-0354740

Please make all amounts payable to: The Beckemeier Law Firm, LC

Payment is due upon receipt.



**Beckemeier
LeMoine Law**

Invoice # 67-042
Date: 03/08/2021

13421 Manchester Road, Suite 103
St. Louis, MO 63131

DATE RCVD	03/25/21	GL CODE	See Below
PRCD BY	Krista	GL DATE	3/8/21

CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

APPROVED
By Russ Mitten at 8:13 am, Apr 05, 2021

00577-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

General Matters

Services **923.4**

Date	Firm Member	Notes	Quantity	Rate	Total
02/12/2021	MAW	File 2021 Annual Report with KY Secretary of State for Bluegrass Water Utility Operating Company, Bluegrass Water Utility Holding Company, and Kentucky Central States Water Resources	1.00	\$235.00	\$235.00
02/12/2021	JAB	Confer with Madison re: filing annual reports for Bluegrass companies	0.30	\$295.00	\$88.50
Services Subtotal					\$323.50

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
02/12/2021	MAW	KY Secretary of State Filing Fee for 2021 Annual Report	1.00	\$15.00	\$15.00

02/12/2021	MAW	KY Secretary of State Filing Fee for 2021 Annual Report for Bluegrass Water Utility Holding Company	1.00	\$15.00	\$15.00
02/12/2021	MAW	KY Secretary of State Filing Fee for 2021 Annual Report for Kentucky Central States Water Resources, LLC	1.00	\$15.00	\$15.00
				Expenses Subtotal	\$45.00
				Subtotal	\$368.50

00580-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Fox Run 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
02/26/2021	LKW	Telephone conference with Robert Moore re: closing documents; review documents; draft email to Robert Moore	0.50	\$255.00	\$127.50
				Subtotal	\$127.50

00611-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Center Ridge 105.003

Date	Firm Member	Notes	Quantity	Rate	Total
02/23/2021	GDH	Review and reply to emails from Seller re: unpaid electricity bills and being sent to collections; confer with JAB re: same; draft email to Stacy Culleton re: same	0.50	\$245.00	\$122.50
02/23/2021	JAB	Confer with Greg re: post closing	0.20	\$295.00	\$59.00

matters

Subtotal **\$181.50**

00713-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Randview 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
02/17/2021	JAB	Review emails from Greg re: post closing item; telephone conference with Greg re: same	0.20	\$295.00	\$59.00
02/17/2021	GDH	Review and reply to emails from Seller re: issues with billing for prior months; draft emails to Central States and Stacy Culleton re: same; confer with JAB re: same	0.60	\$245.00	\$147.00
				Subtotal	\$206.00

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Delaplain 107.003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
02/01/2021	LKW	Review status; draft email to Aaron Silas	0.20	\$255.00	\$51.00
02/03/2021	LKW	Conference with Legal Assistant re: service area	0.30	\$255.00	\$76.50

02/10/2021	JAB	Review and reply to emails re: closing and title matters	0.20	\$295.00	\$59.00
02/10/2021	LKW	Review status; prepare for closing	0.50	\$255.00	\$127.50
02/11/2021	LKW	Review status; prepare for closing	3.00	\$255.00	\$765.00
02/12/2021	LKW	Review status; prepare for closing	2.00	\$255.00	\$510.00
02/15/2021	FSN	Send and review emails to and from Ben Kuenzel	0.20	\$280.00	\$56.00
02/16/2021	JAB	Review emails re: closing updates	0.20	\$295.00	\$59.00
02/16/2021	FSN	Telephone conference with Mike Duncan; telephone conference with LKW	0.30	\$280.00	\$84.00
02/16/2021	LKW	Review status; prepare for closing	2.50	\$255.00	\$637.50
02/17/2021	MAW	Conduct final UCC search; update final UCC memo	0.30	\$235.00	\$70.50
02/17/2021	ANP	Review status of title work	0.20	\$175.00	\$35.00
02/17/2021	LKW	Review status; prepare for closing	4.00	\$255.00	\$1,020.00
02/18/2021	JAB	Confer with Logan re: closing and tax issues	0.20	\$295.00	\$59.00
02/18/2021	LKW	Review status; prepare for closing	3.10	\$255.00	\$790.50
02/19/2021	LKW	Review status; prepare for closing	5.70	\$255.00	\$1,453.50
02/21/2021	JAB	Review emails re: closing matters	0.20	\$295.00	\$59.00
02/22/2021	LKW	Review status; prepare for closing	3.10	\$255.00	\$790.50
02/23/2021	JAB	Review emails re: final closing matters	0.30	\$295.00	\$88.50
02/23/2021	LKW	Review status; prepare for closing	2.50	\$255.00	\$637.50
02/24/2021	LKW	Review status; draft emails to Seller	0.50	\$255.00	\$127.50
02/25/2021	JAB	Review emails re: post closing matters	0.20	\$295.00	\$59.00
02/25/2021	LKW	Review post-closing matters	1.00	\$255.00	\$255.00
02/26/2021	LKW	Telephone conference with Dona Ray re: post-closing matters	0.60	\$255.00	\$153.00

Services Subtotal \$8,024.00

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
02/17/2021	LKW	Certificate of Existence from KY Secretary of State	1.00	\$10.00	\$10.00
02/19/2021	JCC	FedEx Fee	1.00	\$11.00	\$11.00
Expenses Subtotal					\$21.00
Subtotal					\$8,045.00

00833-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Woodland Acres 183.002

Date	Firm Member	Notes	Quantity	Rate	Total
02/02/2021	GDH	Review title work; review service area map; confer with JAB re: seller issues	1.20	\$245.00	\$294.00
02/03/2021	GDH	Review and reply to email from Robbie Hausman re: service area documents and plats needed; review updated service area map with needed documents; confer with legal assistant re: same	0.30	\$245.00	\$73.50
02/04/2021	GDH	Review title work	0.80	\$245.00	\$196.00
02/05/2021	GDH	Telephone conference with Mike Duncan re: closing matters and title matters; confer with JAB re: same; review title work; review deal documents and seller entity information on KY Secretary of State website	1.20	\$245.00	\$294.00

02/08/2021	ANP	Review revised Service Area Maps; send email to local re: additional documentation request	0.30	\$175.00	\$52.50
02/09/2021	GDH	Review and reply to emails from 21 Design re: missing service area documents; draft email to title company re: same	0.30	\$245.00	\$73.50
02/10/2021	JAB	Review and reply to emails re: title and closing matters	0.40	\$295.00	\$118.00
02/10/2021	GDH	Review emails from FSN and JAB re: seller's legal authority to transfer; draft email to JAB re: same; review title work	0.70	\$245.00	\$171.50
02/15/2021	JAB	Review survey sent by Jason; telephone conference with Ben re: same	0.30	\$295.00	\$88.50
02/15/2021	GDH	Review and reply to emails from 21 Design and FSN re: update on closing status	0.20	\$245.00	\$49.00
02/16/2021	GDH	Review and reply to emails from Mike Duncan re: closing status; review and reply to emails from 21 Design re: closing matters and title matters; review ALTA survey; review and reply to emails from title company re: title issues and survey; review title work; draft email to seller's attorney re: title issues and closing issues	2.10	\$245.00	\$514.50
02/17/2021	ANP	Review status of title work	0.20	\$175.00	\$35.00
02/17/2021	GDH	Review title work; draft email to seller's attorney re: closing matters and title matters	1.20	\$245.00	\$294.00
02/18/2021	GDH	Review and reply to emails from seller's attorney re: closing matters and setting up telephone conference; telephone conference with seller's attorney re: closing matters and seller's health; review title work	2.60	\$245.00	\$637.00
02/19/2021	GDH	Review title work; review and reply to	1.50	\$245.00	\$367.50

emails from title company re: title matters					
02/22/2021	GDH	Review title work; review UCC searches and litigation search results; review survey; begin drafting closing documents; draft email to title company re: updating commitment to remove exception items	3.40	\$245.00	\$833.00
02/23/2021	GDH	Review and reply to emails from title company re: updated commitment, title matters, and closing matters; review updated commitment; review and reply to emails from 21 Design re: service area legal description and updated commitment; draft/revise closing documents; review title work	3.00	\$245.00	\$735.00
02/24/2021	GDH	Review and reply to email from 21 Design re: updated commitment and surveyor comments	0.20	\$245.00	\$49.00
02/24/2021	GDH	Telephone conference with Mike Duncan re: closing date; draft/revise closing documents; draft email to seller's attorney re: potential closing date	0.60	\$245.00	\$147.00
02/24/2021	FSN	Send and review emails to and from GDH	0.20	\$280.00	\$56.00
02/25/2021	GDH	Review and reply to emails from seller's attorney re: closing matters; review and reply to emails from title company re: closing matters; draft email to Central States re: closing matters and closing date; draft/revise closing documents	3.20	\$245.00	\$784.00
02/25/2021	JAB	Review email re: update on closing matters	0.10	\$295.00	\$29.50
02/26/2021	GDH	Draft/revise closing documents; draft email to 21 Design re: survey changes; confer with LKW re: title matters; review title work; draft closing instruction letter; draft emails to title company re: title matters and drafts of	3.40	\$245.00	\$833.00

closing documents; draft emails to seller's attorney re: title matters and drafts of closing documents

Subtotal **\$6,725.00**

00874-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Springcrest 107.003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
02/01/2021	JAB	Review emails re: lease issue	0.10	\$295.00	\$29.50
02/01/2021	FSN	Send and review emails to and from Sandy Neal	0.10	\$280.00	\$28.00
02/02/2021	FSN	Send and review emails to and from Mike Duncan	0.10	\$280.00	\$28.00
02/05/2021	FSN	Virtual meeting with MAW; send and review emails to and from Ron Geveden	0.50	\$280.00	\$140.00
02/09/2021	FSN	Update pre-closing checklist; send and review emails to and from Ron Geveden, Jon Meany, Aaron Silas; telephone conference with Ron Geveden; continue preparation of closing documents	2.30	\$280.00	\$644.00
02/10/2021	JAB	Confer with Shabnam re: closing matters; review emails re: title matters	0.50	\$295.00	\$147.50
02/10/2021	FSN	Review file; send and review emails to and from Robbie Hausman, Karen Moore, et al, Ron Geveden, Russ Mitten; telephone conference with JAB; review closing documents from Karen Moore; review revised	4.80	\$280.00	\$1,344.00

		commitment; telephone conference with Russ Mitten			
02/11/2021	JAB	Review and reply to emails re: title matters	0.20	\$295.00	\$59.00
02/11/2021	FSN	Review file; continue preparation of closing documents; send and review emails to and from Karen Moore, Russ Mitten; telephone conference with JAB; telephone conference with Robbie Hausman	1.10	\$280.00	\$308.00
02/11/2021	FSN	Send and review emails to and from Karen Moore, Jim Frazier; update pre-closing checklist	0.40	\$280.00	\$112.00
02/12/2021	JAB	Review and reply to emails re: closing matters	0.20	\$295.00	\$59.00
02/12/2021	MAW	Virtual call with FSN re: closing matters	0.30	\$235.00	\$70.50
02/12/2021	FSN	Send and review emails to and from Karen Moore, JAB, Russ Mitten, Robbie Hausman, Ben Kuenzel, Jon Meany; revise closing docs; prepare closing checklist; save survey with file	1.60	\$280.00	\$448.00
02/13/2021	FSN	Prepare and send email to Linda Price with all closing documents and closing informatiopn	0.60	\$280.00	\$168.00
02/15/2021	MAW	Order Certificates of Existence; conduct final UCC search; prepare final UCC memo; review final survey	0.80	\$235.00	\$188.00
02/15/2021	JAB	Confer with Shabnam re: closing matters; telephone conference with Ben re: same	0.40	\$295.00	\$118.00
02/15/2021	FSN	Review and mark up survey; send and review emails to and from Jason Pellin, MAW, Robbie Hausman, Karen Moore, Linda Price; review final SA map; telephone conference with Linda Price; telephone conference with Karen Moore; telephone conference with JAB	2.10	\$280.00	\$588.00

02/16/2021	FSN	Send and review emails to and from Mike Duncan, Ben Kuenzel	0.20	\$280.00	\$56.00
02/17/2021	ANP	Review status of title work	0.30	\$175.00	\$52.50
02/17/2021	FSN	Telephone conference with Linda Price; leave message for Karen Moore; send and review emails to and from Karen Moore	0.20	\$280.00	\$56.00
02/18/2021	MAW	Review and revise closing documents	1.10	\$235.00	\$258.50
02/18/2021	FSN	Send and review emails to and from MAW, Karen Moore; begin preparation of opinion letter; review revised commitment	2.00	\$280.00	\$560.00
02/19/2021	FSN	Obtain signatures; prepare closing packet for title company; send and review emails to and from Karen Moore, Ron Geveden	1.20	\$280.00	\$336.00
02/21/2021	FSN	Update closing documents; send and review emails to and from Jon Meany; update pre-closing checklist	0.50	\$280.00	\$140.00
02/22/2021	FSN	Mark up title commitment; finalize closing instruction letter; send and review emails to and from Karen Moore, Jake Freeman, Jim Frazier, Mike Indelicato; review and respond to email from Linda Price; leave voicemail for Karen Moore; telephone conference with Linda Price	1.80	\$280.00	\$504.00
02/23/2021	JAB	Review final emails re: closing matters	0.20	\$295.00	\$59.00
02/23/2021	FSN	Send and review emails to and from Karen Moore, Jim Frazier, LKW; review closing documents from Karen Moore	1.00	\$280.00	\$280.00
02/24/2021	FSN	Save final executed closing documents; send and review emails to and from Aaron Silas, et al, with closing documents	0.60	\$280.00	\$168.00
02/26/2021	FSN	Send and review emails to and from Karen Moore; save opinion letter	0.30	\$280.00	\$84.00

Services Subtotal **\$7,033.50**

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
02/15/2021	MAW	KY Secretary of State Certificate of Existence Fee - Springcrest	1.00	\$10.00	\$10.00
02/19/2021	JCC	FedEx fee	1.00	\$11.00	\$11.00
Expenses Subtotal					\$21.00
Subtotal					\$7,054.50

00875-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Herrington Haven 107.003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
02/02/2021	FSN	Send and review emails to and from Mike Duncan	0.10	\$280.00	\$28.00
02/05/2021	FSN	Virtual meeting with MAW; send and review emails to and from Mike Duncan	0.30	\$280.00	\$84.00
02/08/2021	FSN	Review file; prepare closing documents	1.60	\$280.00	\$448.00
02/09/2021	MAW	Review emails re: closing matters	0.10	\$235.00	\$23.50
02/09/2021	FSN	Send and review emails to and from Jon Meany, et al, Robbie Hausman, Aaron Silas, Kyle Ruediger, Karen Moore; mark up commitment; review litigation and ucc results; telephone	2.50	\$280.00	\$700.00

conference with Linda Price					
02/10/2021	JAB	Confer with Shabnam re: title and closing matters	0.30	\$295.00	\$88.50
02/10/2021	FSN	Send and review emails to and from JAB, Karen Moore, Jason Pellin, Ben Kuenzel; review closing documents from Karen; review revised commitment; mark up survey; update pre-closing checklist	2.40	\$280.00	\$672.00
02/11/2021	FSN	Send and review emails to and from Karen Moore, Jim Frazier; update pre-closing checklist	0.50	\$280.00	\$140.00
02/12/2021	MAW	Review emails re: closing documents; virtual call with FSN re: closing matters	0.80	\$235.00	\$188.00
02/12/2021	JAB	Review and reply to emails re: closing matters	0.20	\$295.00	\$59.00
02/12/2021	FSN	Send and review emails to and from Karen Moore, Enrique Chavez; revise closing documents; prepare closing checklist	0.90	\$280.00	\$252.00
02/13/2021	FSN	Prepare and send email to Linda Price with all closing documents and closing informatiopr	0.60	\$280.00	\$168.00
02/15/2021	MAW	Order Certificate of Existence; conduct final UCC search; prepare final UCC memo; review final survey	0.90	\$235.00	\$211.50
02/15/2021	JAB	Confer with Shabnam re: closing matters; telephone conference with Ben re: same	0.40	\$295.00	\$118.00
02/15/2021	FSN	Send and review emails to and from Jason Pellin, MAW, Karen Moore, Linda Price, Robbie Hausman; review survey; telephone conference with Linda Price; telephone conference with Karen Moore; telephone conference with JAB; review revised survey	1.50	\$280.00	\$420.00
02/16/2021	FSN	Send and review emails to and from Mike Duncan, Ben Kuenzel	0.20	\$280.00	\$56.00

02/17/2021	ANP	Review status of title work	0.30	\$175.00	\$52.50
02/17/2021	FSN	Telephone conference with Linda Price; leave message for Karen Moore; send and review emails to and from Karen Moore	0.30	\$280.00	\$84.00
02/18/2021	MAW	Review and revise closing documents	1.10	\$235.00	\$258.50
02/18/2021	FSN	Send and review emails to and from Robbie Hausman, MAW, Karen Moore; begin preparation of opinion letter	2.00	\$280.00	\$560.00
02/19/2021	FSN	Obtain signatures; prepare closing packet for title company; send and review emails to and from Karen Moore	1.20	\$280.00	\$336.00
02/21/2021	FSN	Send and review emails to and from Robbie Hausman; update closing documents; continue preparation of opinion letter	0.30	\$280.00	\$84.00
02/22/2021	FSN	Mark up title commitment; finalize closing instruction letter; send and review emails to and from Karen Moore, Robbie Hausman, Jim Frazier, Mike Indelicato; telephone conference with Linda Price; telephone conference with Mike Indelicato	1.60	\$280.00	\$448.00
02/23/2021	JAB	Review emails re: final closing matters	0.20	\$295.00	\$59.00
02/23/2021	FSN	Send and review emails to and from Karen Moore, Jim Frazier, LKW; review closing documents from Karen Moore	0.90	\$280.00	\$252.00
02/24/2021	FSN	Save final executed closing documents; send and review emails to and from Aaron Silas, et al	0.30	\$280.00	\$84.00
02/26/2021	FSN	Send and review emails to and from Karen Moore; save opinion letter	0.40	\$280.00	\$112.00
				Services Subtotal	\$5,986.50

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
02/15/2021	MAW	KY Secretary of State Certificate of Existence Fee - Herrington Haven	1.00	\$10.00	\$10.00
02/15/2021	MAW	KY Secretary of State Certificate of Existence Fee - Bluegrass Water Utility Operating Company	1.00	\$10.00	\$10.00
02/19/2021	JCC	FedEx fee	1.00	\$11.00	\$11.00
Expenses Subtotal					\$31.00
Subtotal					\$6,017.50
Subtotal					\$28,725.50
Total					\$28,725.50

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-041	02/10/2021	\$7,268.00	\$0.00	\$7,268.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-042	03/08/2021	\$28,725.50	\$0.00	\$28,725.50
Outstanding Balance				\$35,993.50
Total Amount Outstanding				\$35,993.50

Federal I.D. #85-4165371

Please make all amounts payable to: Beckemeier LeMoine Law

Payment is due upon receipt.



**Beckemeier
LeMoine Law**

Invoice # 67-043
Date: 04/05/2021

13421 Manchester Road, Suite 103
St. Louis, MO 63131

DATE RCVD	04/08/21	GL CODE	See Below
PRCD BY	Krista	GL DATE	3/31/21

CSWR, Inc. - Bluegrass Water Utility Operating
1650 Des Peres Rd., Suite 303
St. Louis, MO 63131

APPROVED
By Russ Mitten at 11:32 am, Apr 22, 2021

00577-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

General Matters 923.4

Date	Firm Member	Notes	Quantity	Rate	Total
03/23/2021	JAB	Review and reply to email from Russ re: Operating Agreement	0.20	\$295.00	\$59.00
03/24/2021	MAW	Review email from Russ re: operating agreement; revise operating agreement for CSWR-Bluegrass Capital Company	0.30	\$235.00	\$70.50
03/24/2021	JAB	Review and reply to emails re: Operating Agreement; review revised Operating Agreement	0.30	\$295.00	\$88.50
Subtotal					\$218.00

00578-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Airview 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
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03/25/2021	LKW	Telephone conference with Jim Frazier; confer with GDH and FSN; draft emails to GDH and FSN	0.90	\$255.00	\$229.50
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Subtotal \$229.50

00580-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Fox Run 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/23/2021	LKW	Review email from JAB; review closing documents	0.40	\$255.00	\$102.00
03/25/2021	JAB	Review and reply to emails from Stacy and Russ re: request of easement info. from owner	0.20	\$295.00	\$59.00
03/26/2021	LKW	Review closing documents; confer with JAB; draft email to Stacy Culleton	0.50	\$255.00	\$127.50

Subtotal \$288.50

00587-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Marshall County 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	FSN	Review file; send and review emails to and from LKW	0.40	\$280.00	\$112.00

Subtotal \$112.00

00598-CSWR, Inc. - Bluegrass Water Utility Operating

Company, LLC

LH Treatment Co 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	FSN	Review file; send and review emails to and from LKW	0.40	\$280.00	\$112.00
Subtotal					\$112.00

00607-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Kingswood Development 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/11/2021	MAW	Review file; conduct UCC searches; prepare memo re: UCC search results for McInt and Kingswood	0.70	\$235.00	\$164.50
03/25/2021	FSN	Send and review emails to and from LKW	0.20	\$280.00	\$56.00
03/26/2021	FSN	Review file; send and review emails to and from LKW	0.20	\$280.00	\$56.00
03/29/2021	JAB	Review email from Andy re: regulatory application	0.20	\$295.00	\$59.00
Subtotal					\$335.50

00611-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Center Ridge 105.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/01/2021	GDH	Review and reply to emails from Seller re: outstanding electric bills and being sent to collections; confer with JAB re: same; telephone conference with Stacy re: same; review emails from Stacy re: same	0.70	\$245.00	\$171.50
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50
				Subtotal	\$196.00

00650-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Joann Estates 105.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50
				Subtotal	\$24.50

00656-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Marshall Ridge 105.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	GDH	Review status of final documents from	0.10	\$245.00	\$24.50

title company re: missing opinion letter
and missing final title policy; confer
with FSN and LKW re: same

Subtotal **\$24.50**

00657-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Carriage Park 107.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50

Subtotal **\$24.50**

00671-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

River Bluffs

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50

Subtotal **\$24.50**

00699-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Arcadia Pines

107.003

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50
Subtotal					\$24.50

00713-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Randview

Date	Firm Member	Notes	Quantity	Rate	Total
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50
Subtotal					\$24.50

00789-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Delaplain

Date	Firm Member	Notes	Quantity	Rate	Total
03/01/2021	JAB	Review email re: post closing	0.10	\$295.00	\$29.50

allocation of costs

03/01/2021	LKW	Telephone conference with Seller; draft Schedule D; draft email to CSWR re: post-closing matter	1.00	\$255.00	\$255.00
03/02/2021	LKW	Review email from Russ Mitten	0.10	\$255.00	\$25.50
03/11/2021	LKW	Draft email to Enrique Chavez	0.30	\$255.00	\$76.50
03/24/2021	LKW	Review closing documents; draft email to Aaron Silas	0.50	\$255.00	\$127.50
03/25/2021	LKW	Review email from Seller; draft email to Aaron Silas	0.20	\$255.00	\$51.00
				Subtotal	\$565.00

00833-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Woodland Acres 107.003

Services

Date	Firm Member	Notes	Quantity	Rate	Total
03/01/2021	GDH	Review and reply to email from Seller's attorney re: closing document edits and title matters; review seller's attorney edits; draft/revise closing documents	1.00	\$245.00	\$245.00
03/02/2021	GDH	Review and reply to emails from title company re: closing documents, title issues, and closing	0.30	\$245.00	\$73.50
03/02/2021	GDH	Review seller's attorney edits to closing documents; draft/revise closing documents; review and reply to emails from seller's attorney re: closing matters and title matters; draft email to title company with copy of revised	1.70	\$245.00	\$416.50

		closing documents, closing matters, and title matters			
03/03/2021	GDH	Review and reply to emails from seller's attorney re: title matters and closing matters; draft email to Mike Duncan and Aaron Silas re: deal status update; review and reply to emails from 21 Design re: survey updates and service area map updates; review and reply to emails from title company re: closing documents, service area documents, and closing matters; review new title work from title company; draft/revise closing documents; revise closing instruction letter; review UCC search results documents and litigation search results prior to closing	2.50	\$245.00	\$612.50
03/04/2021	GDH	Review and reply to emails from title company re: title matters, closing matters, and closing documents; review and reply to emails from seller's attorney re: closing matters, title matters, and closing; finalize closing documents; review and reply to emails from Mike Duncan and Aaron Silas re: closing matters and title insurance amount; telephone conference with seller's attorney re: closing matters and closing; review settlement statement from title company; confer with JAB re: closing matters	2.80	\$245.00	\$686.00
03/05/2021	GDH	Prepare and print off closing documents for Josiah's signatures; draft mark-up of pro forma commitment and title policy; draft email to seller's attorney re: wiring information; draft email to 21 Design re: survey updates	1.10	\$245.00	\$269.50
03/08/2021	GDH	Review and reply to emails from seller's attorney re: closing matters and closing; draft email to Central States with wiring information and settlement statement; obtain	3.20	\$245.00	\$784.00

		signatures from Josiah for closing documents; prepare signed closing documents to be mailed to title company; telephone conference with seller's attorney re: title matters and closing; telephone conference with title company re: title matters and closing; draft/revise closing instruction letter; review and reply to emails from title company re: title matters and closing matters; confer with JAB re: title matters and closing matters			
03/08/2021	JL	created and prepared FedEx package for Attorney	0.20	\$150.00	\$30.00
03/08/2021	JAB	Confer with Greg re: closing matters	0.20	\$295.00	\$59.00
03/09/2021	GDH	Review and reply to emails from seller's attorney re: closing matters, title matters, and closing; review and reply to emails from title company re: closing matters, title matters, and closing; review executed closing documents sent by title company and authorize closing; draft email to Central States and others re: closing completed; draft email to Central States employees with copy of closing documents; update post-closing spreadsheet with post-closing easement; review and reply to email from regulatory attorney re: closing	3.00	\$245.00	\$735.00
03/10/2021	JAB	Review emails re: closing matters	0.20	\$295.00	\$59.00
03/11/2021	GDH	Review and reply to email from Enrique Chavez re: having seller sign permit form; draft email to seller's attorney re: same; review acquisition target date spreadsheet from Central States	0.50	\$245.00	\$122.50
03/18/2021	GDH	Telephone conference with title company re: post-closing matters; review and reply to email from Enrique re: permit information	0.40	\$245.00	\$98.00
03/22/2021	GDH	Draft email to seller's attorney re:	0.40	\$245.00	\$98.00

		permit signatures needed; telephone conference with seller's attorney re: same and seller's health issues			
03/23/2021	GDH	Review and reply to emails from seller's attorney re: permit signed by seller, post-closing matters, and satisfaction of judgment lien; review satisfaction of judgment lien; draft email to seller's attorney re: post-closing matters; draft email to Enrique Chavez re: permit signed by seller	0.80	\$245.00	\$196.00
03/26/2021	GDH	Review status of final documents from title company re: missing opinion letter and missing final title policy; confer with FSN and LKW re: same	0.10	\$245.00	\$24.50
				Services Subtotal	\$4,509.00

Expenses

Date	Firm Member	Notes	Quantity	Rate	Total
03/08/2021	JL	FedEx fee	1.00	\$33.00	\$33.00
				Expenses Subtotal	\$33.00
				Subtotal	\$4,542.00

00874-CSWR, Inc. - Bluegrass Water Utility Operating Company, LLC

Springcrest

Date	Firm Member	Notes	Quantity	Rate	Total
03/11/2021	JAB	Review update from ORC re: easement matters	0.20	\$295.00	\$59.00
				Subtotal	\$59.00

Subtotal	\$6,804.50
Total	\$6,804.50

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-042	03/08/2021	\$28,725.50	\$0.00	\$28,725.50

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
67-043	04/05/2021	\$6,804.50	\$0.00	\$6,804.50

Outstanding Balance	\$35,530.00
Total Amount Outstanding	\$35,530.00

Federal I.D. #85-4165371

Please make all amounts payable to: Beckemeier LeMoine Law

Payment is due upon receipt.

Law Offices
BRYDON, SWEARENGEN & ENGLAND P.C.
 312 East Capitol Avenue
 P.O. Box 456
 Jefferson City, Missouri 65102-0456
 Telephone: (573) 635-7166
 Facsimile: (573) 635-0427
 EIN: 43-1056625

Statement Date: April 3, 2019

Central States Water Resources, Inc.
 500 Northwest Plaza Drive
 Suite 500
 St. Ann, MO 63074

Statement No. 229561
 Account No. 439.017

Page: 1/2
 LRM

Attn: Josiah Cox

DATE RCVD 4-8-19 GLV
 SCAN EMAIL JOB
 DATAPP 3-31-19
 DTPD 4-30-19 CK# 2192

923,400 - \$ 392,05

Virtual General Counsel

TN - \$ 4068.88
 KY - \$ 1,133.77
 LA - \$ 805.30

183,114 - \$ 1,017.22
 183,116 - \$ 1,017.22
 183,120 - \$ 1,017.22

183,124 - \$ 1,017.22
 183,126 - \$ 161.97
 183,128 - \$ 161.97
 183,130 - \$ 161.97

Please Reference Account Number/Statement Number on Remittance.

183,132 - \$ 161.97
 183,134 - \$ 161.97
 183,136 - \$ 161.97

183,138 - \$ 161.96
 183,118 - \$ 805.30

PREVIOUS BALANCE

\$11,279.00

Legal Services Rendered through 03/31/2019

			Hours	
03/01/2019	LRM	Review materials for board of directors meeting; attend board of directors meeting and take notes; read and respond to e-mail correspondence. <i>Gomez</i>	3.70	392.05
03/04/2019	LRM	Edit draft testimony in Limestone Water case; telephone conference with Mr. Cox; telephone conference with Mr. Welch; draft board of directors minutes. <i>TW</i>	4.20	445.03
03/05/2019	LRM	Work on Limestone application; draft assignment agreement.	4.70	498.01
03/07/2019	LRM	Work on completing Limestone application; read and respond to e-mail correspondence. <i>TW</i>	2.70	286.09
03/08/2019	LRM	Work on completing Limestone application; telephone conference with Mr. Welch; read and respond to e-mail correspondence. <i>TW</i>	6.40	678.15
03/11/2019	LRM	Work at CSWR office; finalize Limestone application; telephone conference with Mr. Welch re Limestone application; telephone conference with Mr. Cox and Ms. Yunker re Kentucky application; conference call with Mr. Cox re Elm Creek data requests. <i>TW KY 1/2</i>	9.40	996.03
03/13/2019	LRM	Read and respond to e-mail correspondence; work on Tennessee application; telephone conference with Mr. Welch re Tennessee application; read and respond to e-mail correspondence. <i>TW</i>	2.50	264.90
03/14/2019	LRM	Review edits to application proposed by seller's counsel and provide comments; read and respond to e-mail correspondence. <i>TW</i>	1.50	158.94
03/15/2019	LRM	Telephone conference with Mr. Welch re next steps in Tennessee; read and respond to e-mail correspondence. <i>TW</i>	1.00	105.96
03/18/2019	LRM	Work in CSWR's St. Louis office.	6.80	720.53

\$ 6,400.00

Central States Water R
 Account No. 439.017
 RE: Virtual General Counsel

Statement Date: 04/03/2019
 Statement No. 22956
 Page No. 2/2

			Hours	
03/19/2019	LRM	Meeting with Mr. Cox and others re Louisiana, Tennessee, and Kentucky applications; telephone conference with Mr. Ezell re Louisiana; telephone conference with Mr. Welch re Tennessee application. <i>1/2 TN 1/2 KY</i>	1.10	116.56
03/20/2019	LRM	Read and respond to e-mails regarding Shiloh and DSH application in Tennessee. <i>TN</i>	0.70	74.17
03/21/2019	LRM	Read and respond to e-mail correspondence; telephone conference with Mr. Welch re Tennessee application; telephone conference with Mr. Ezell re Louisiana memorandum. <i>LA</i>	1.60	169.54
03/25/2019	LRM	Telephone conference with Ms. Yunker re Kentucky application; read and respond to e-mail correspondence; telephone conference with Mr. Cox re Louisiana memorandum; work on revisions to Louisiana memorandum. <i>1/2 KY/LA</i>	2.80	296.69
03/26/2019	LRM	Work in CSWR's St. Louis office.	7.00	741.72
03/27/2019	LRM	Work on Mr. Ezell on Louisiana memorandum. <i>LA</i>	1.10	116.56
03/28/2019	LRM	Telephone conference with Mr. Welch re status of pending application and process for filing future application; read and respond to e-mail correspondence. <i>TN</i>	2.10	222.52
03/29/2019	LRM	Telephone conference with Mr. Cox re Tennessee application; review Kentucky materials from Ms. Yunker. <i>1/2 TN/KY</i>	1.10	116.55
		For Current Services Rendered	60.40	6,400.00
TOTAL CURRENT WORK				6,400.00
<u>BALANCE DUE</u>				<u>\$17,679.00</u>



21 Design Group, Inc.
 1351 Jefferson Street, Suite 301
 Washington, MO 63090

Phone # 636-432-5029 mail@21designgroup.net

Invoice

Date:	Invoice #
11/12/2018	2094

Bill To
First Round CSWR, LLC Josiah Cox 500 Northwest Plaza Dr., Suite 500 St. Ann, MO 63074

DATE RCVD 11-12-18 GL CODE 183.125
 SCAN _____ EMAIL _____ JOB _____
 DATAPP _____ OB 12-31-18
 DT PD 4-5-19 CK# 2141

Terms	Project
Due on receipt	0542a-18 KY-Persimmon Ridge

Serviced	Quantity	Description	Rate	Amount
10/27/2018	2	Surveyor Professional Services Worked on Persimmon Ridge service area map,jpp	110.00	220.00
10/27/2018	2	Surveyor Professional Services Worked on Persimmon Ridge service area map,jpp	110.00	220.00

Total	\$440.00
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Flinn Engineering, LLC
 11216 Neumann Lane
 Highland, IL 62249

DATE RCVD 3/23/20 GL CODE 183,001
 SCAN _____ EMAIL _____ JOB _____
 DATA PP _____ QB 3/23/20
 DT PD _____ CK# _____

INVOICE

BILL TO

Central States Water Resources
 ATTN: Jake Freeman
 1650 Des Peres Rd, Suite 303
 St. Louis, MO 63131

INVOICE # 20-025
 DATE 03/23/2020

APPROVED
By Jake Freeman at 10:36 am, Apr 20, 2020

PROJECT DESCRIPTION

20-006 CSWR-Arcadia Pines, KY

DESCRIPTION	QTY	RATE	AMOUNT
Prepare asset value report for the Arcadia Pines Subdivision wastewater system	1	2,000.00	2,000.00

BALANCE DUE

\$2,000.00

Thank you. Please contact Lori Gallion at 618-570-9776 if you have any questions.



Flinn Engineering, LLC
 11216 Neumann Lane
 Highland, IL 62249

DATE RCVD 3/23/20 GL CODE 183.001
 SCAN _____ EMAIL _____ JOB _____
 DATA/PP _____ QB 3/23/20
 DT PD _____ CK# _____

APPROVED
By Jake Freeman at 10:35 am, Apr 20, 2020

INVOICE

BILL TO
 Central States Water Resources
 ATTN: Jake Freeman
 1650 Des Peres Rd., Suite 303
 St. Louis, MO 63131

INVOICE # 20-026
 DATE 03/23/2020

PROJECT DESCRIPTION
 20-007 CSWR-Carriage Park, KY

DESCRIPTION	QTY	RATE	AMOUNT
Prepare asset value report for the Carriage Park Subdivision wastewater system	1	2,000.00	2,000.00

BALANCE DUE **\$2,000.00**

Thank you. Please contact Lori Gallion at 618-570-9776 if you have any questions.



Flinn Engineering, LLC
 11216 Neumann Lane
 Highland, IL 62249

DATE RCVD 3/23/20 GL CODE 183,001
 SCAN _____ EMAIL _____ JOB _____
 DATA PP _____ QB 3/23/20
 DT PD _____ CK# _____

INVOICE

BILL TO

Central States Water Resources
 ATTN: Jake Freeman
 1650 Des Peres Rd., Suite 303
 St. Louis, MO 63131

INVOICE # 20-027
 DATE 03/23/2020

APPROVED
By Jake Freeman at 10:36 am, Apr 20, 2020

PROJECT DESCRIPTION

20-008 CSWR-Marshall Ridge, KY

DESCRIPTION	QTY	RATE	AMOUNT
Prepare asset value report for the Marshall Ridge Subdivision wastewater system	1	2,000.00	2,000.00

BALANCE DUE **\$2,000.00**

Thank you. Please contact Lori Gallion at 618-570-9776 if you have any questions.



Flinn Engineering, LLC
 11216 Neumann Lane
 Highland, IL 62249

DATE RCVD 3/24/20 GL CODE 183.001
 SCAN _____ EMAIL _____ JOB _____
 DATA P _____ QB 3/24/20
 DT PD _____ CK# _____

INVOICE

BILL TO

Central States Water Resources
 ATTN: Jake Freeman
 1650 Des Peres Rd., Suite 303
 St. Louis, MO 63131

INVOICE # 20-030
 DATE 03/24/2020

APPROVED
By Jake Freeman at 10:35 am, Apr 20, 2020

PROJECT DESCRIPTION

20-009 CSWR-Randview, KY

DESCRIPTION	QTY	RATE	AMOUNT
Prepare asset value report for the Randview Subdivision wastewater system	1	2,000.00	2,000.00

BALANCE DUE **\$2,000.00**

Thank you. Please contact Lori Gallion at 618-570-9776 if you have any questions.

APPROVED

By JayFavor at 7:20 am, Apr 15, 2020

J. R. Hoe & Sons, Inc.
P. O. Box 1737
Middlesboro KY 40965

Toll Free: (800) 245-5521
Fax: (606) 248-6308

Invoice	INV00000000164362
Date	3/24/2020
Page	1

DATE RCVD	04/06/20	GL CODE	107.001
PRCD BY	Krista	GL DATE	3/24/20

Bill To:

Bluegrass Utility Operating Company
ap@cswrgroup.com

Ship To:

Bluegrass Utility Operating Company
Customer will pick up.

Purchase Order No.		Customer ID		Salesperson ID		Shipping Method		Payment Terms		Req Ship Date		Master No.	
PERSIMMON RIDGE		BGUTI01						Net 30		3/24/2020		69,289	
Ordered	Shipped	B/O	Item Number	Description		Discount	Unit Price	Ext. Price					
9	9	0	1" RISER / STEEL EXP	for 24" dia x 1" thick manhole cover		\$0.00	\$135.00	\$1,215.00					
7	7	0	1" RISER / STEEL EXP	for 22-3/4" dia x 1-1/2" thick manhole c		\$0.00	\$135.00	\$945.00					
1	1	0	2" RISER / CAST IRON	for 22-3/4" dia x 1-1/2" thick manhole c		\$0.00	\$142.00	\$142.00					



Subtotal	\$2,302.00
Misc	\$0.00
Tax	\$138.12
Freight	\$0.00
Trade Discount	\$0.00
Total	\$2,440.12

[MCBRAYER]

201 East Main Street, Suite 900
Lexington, KY 40507
859-231-8780
TAX I.D. 61-1050158

ap@cswrgroup.com
Central States Water Resources, Inc.
500 Northwest Plaza Dr., Ste. 500
St. Ann, MO 63074-2220

August 9, 2019

Invoice #: 381816 JHF
Our File #: 22425.00010

*** VIA E-MAIL ***
INVOICE SUMMARY

For Professional Services Rendered Through July 31, 2019:

RE: **Timberland Site** KY
Real Estate Title Work

Total Fees	\$ 2,400.00
Total Disbursements	<u>\$ 1,093.00</u>
TOTAL THIS INVOICE	<u>\$ 3,493.00</u>
Prior Balance Outstanding	<u>\$ 2,199.05</u>
TOTAL BALANCE DUE	<u>\$ 5,692.05</u>

We accept VISA, Mastercard, and American Express

DATE RCVD 8-9-19 GL CODE 183.002
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 8/1/19
DT PD 10/11/19 CK# [Signature]
2460

LOUISVILLE | LEXINGTON | FRANKFORT | GREENUP | WASHINGTON, D.C.

www.mcbrayerfirm.com

1/3

August 9, 2019

Invoice #: 381816

RE: Timberland Site
Real Estate Title Work

FEEES

<u>Date</u>	<u>Atty</u>	<u>Services Rendered</u>	<u>Hours</u>
7/09/19	JHF	Receipt and review of updated title information; office conference with paralegal regarding same	1.00
7/16/19	JHF	Conducting 60 year deed search; office conference with paralegal regarding same; draft of deed chain letter for client; transmittal of same; draft of title commitment for property; edit same	5.00

TOTAL FEES: **\$ 2,400.00**

TIME SUMMARY

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Frazier III, James H.	6.00	400.00	2,400.00
TOTALS	6.00		\$ 2,400.00

DISBURSEMENTS

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/18/19	Timberland Subdivision	1,021.00
7/31/19	Administrative Fee	72.00

TOTAL DISBURSEMENTS **\$ 1,093.00**

TOTAL THIS INVOICE **\$ 3,493.00**

2/3

August 9, 2019

Invoice #: 381816

ACCOUNTS RECEIVABLE INVOICES OUTSTANDING

<u>INVOICE NUMBER</u>	<u>DATE</u>	<u>AMOUNT</u>	<u>PAYMENTS</u>	<u>BALANCE DUE</u>
378474	6/04/19	1,030.00	.00	1,030.00
380051	7/05/19	1,153.60	.00	1,153.60
99991907	7/31/19	15.45	.00	15.45
Prior Balance Outstanding				<u>\$ 2,199.05</u>
TOTAL BALANCE DUE				<u>\$ 5,692.05</u>

3/3

{ MCBRAYER }

201 East Main Street, Suite 900
Lexington, KY 40507
859-231-8780
TAX I.D. 61-1050158

ap@cswrgroup.com
Central States Water Resources, Inc.
500 Northwest Plaza Dr., Ste. 500
St. Ann, MO 63074-2220

August 9, 2019

Invoice #: 381816
Our File #: 22425.00010

REMITTANCE ADVICE

For Professional Services Rendered Through July 31, 2019:

RE: Timberland Site
Real Estate Title Work

Total Fees	\$ 2,400.00
Total Disbursements	<u>\$ 1,093.00</u>
TOTAL THIS INVOICE	\$ 3,493.00
Prior Balance Outstanding	<u>\$ 2,199.05</u>
TOTAL BALANCE DUE	<u>\$ 5,692.05</u>

To insure proper credit to your account please return this remittance with your payment.

PAYMENT IS DUE UPON RECEIPT OF THIS INVOICE

Credit Card: VISA MC AMEX DISCOVER

Acct# _____ Exp. Date _____ CVV _____

Signature _____

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Central States Water Resources, Inc.
500 Northwest Plaza Dr., Ste. 500
St. Ann, MO 63074-2220

August 26, 2019

Invoice #: 382653 KKY
Our File #: 22425.00001

*** VIA E-MAIL *** INVOICE SUMMARY

For Professional Services Rendered Through July 31, 2019:

RE: Central States Water Resources, Inc -
PSC Regulation

Total Fees	\$ 42,460.50
Total Disbursements	\$ 1,496.65
TOTAL THIS INVOICE	\$ 43,957.15

We accept VISA, Mastercard, and American Express

DATE RCVD 8-26-19 GL CODE 183.000
SCAN _____ EMAIL _____ JOB _____
DATAPP _____ QB 8-1-19
DT PD 10/11/19 CK# [Signature]
#12460

LOUISVILLE | LEXINGTON | FRANKFORT | GREENUP | WASHINGTON, D.C.

www.mcbrayerfirm.com

August 26, 2019

Invoice #: 382653

RE: Central States Water Resources, Inc -
PSC Regulation

FEES

<u>Date</u>	<u>Atty</u>	<u>Services Rendered</u>	<u>Hours</u>
7/01/19	JRB	Prep CSWR representatives for PSC hearing	5.00
7/01/19	KKY	Review notes from witness prep calls with seller representatives and develop themes common to the sellers and across buyer-sellers divide; outline agenda for prehearing conference with PSC and AG attorneys; travel to Frankfort office for hearing preparation; plan approach with J. Bentley and K. Eckert and participate in prehearing conference call with K. Chandler (AG) and J. Pinney (PSC); meet with J. Cox, T. Thomas, P. Macias, M. Duncan, R. Mitten, J. Bentley, and K. Eckert to prepare for the PSC hearing; travel back to Lexington	9.50
7/01/19	KKY	No Charge - Assemble, index, and organize materials for use in preparing for or at the hearing	2.50
7/01/19	HML	Reviewed, prepared and finalized all pleadings and exhibits for ease of counsel in preparation of witnesses and for hearing.	3.10
7/01/19	KAE	Prepare for final call with A. Artis to prepare him for testimony and issues relating to Franklin Circuit Court complaint to ensure all angles covered; confer with KKY and Artis for final prep of testimony; finalize prep of JA pleadings, notice of pleadings and responses to document requests for use at witness prep for CSWR; travel to Frankfort KY for witness prep at CSWR; attend prehearing teleconference with attorneys for matter regarding procedural issues to address for hearing; meet with all CSWR witnesses for group prep session for hearing; return travel from Frankfort KY; assemble annual reports, inspection reports, and remaining exhibits as well as finalize confidential exhibits for hearing prep.	12.90
7/01/19	JWM	Construct two workbooks for the attorneys who were attending the PSC hearing, compiling and organizing the inspection reports and annual reports for each joint applicant.	3.90
7/02/19	JRB	Attend and monitor hearing re: transfer of ownership/control	8.50
7/02/19	KKY	Research KRS 278.350 "immunity"; travel to Frankfort (PSC) for hearing; meet with utility witnesses and CSWR personnel and manage presentation of Applicants' case; participate in hearing; travel back to Lexington	10.90
7/02/19	KAE	Travel to Frankfort, KY; perform final witness prep of transferring utilities (L Just, G Williams, assist with Artis, L Smither) immediately prior to hearing; attend full day hearing of matter; return travel from Frankfort, KY.	11.10
7/02/19	JWM	Serve as the liaison between the attorneys participating in the PSC hearing and the applicants who were acting as witnesses at the hearing; answer questions the applicants had about the process of the hearing and provide them with exhibits and other preparation materials	4.00
7/03/19	JRB	Exchange emails/calls re: Great Oaks receivership hearing	.50
7/03/19	KKY	List post-hearing tasks and calendar deadlines; confer with R. Mitten re same	1.10

August 26, 2019

Invoice #: 382653

<u>Date</u>	<u>Atty</u>	<u>Services Rendered</u>	<u>Hours</u>
7/09/19	KKY	Receive and review PSC data request	.20
7/09/19	KAE	Evaluate filed PSC post-hearing data request; email A. Artis re his obligations for responding to new data request and providing requested documents.	.40
7/10/19	JRB	Exchange emails/calls re: receivership	.30
7/10/19	KKY	Review and categorize AG data requests; exchange emails with CSWR re responsibility for responding, including re Airview etc. restating O&M expenses as additions to utility plant; review Cabinet Motion for appointment of a receiver for MCES assets; exchange emails with R. Mitten re schedule for and effect of same	1.40
7/11/19	JRB	Confer w/ R. Mitten and exchange emails with CSWR re: receivership	1.20
7/11/19	KKY	Review J. Bentley report re strategy conversation with R. Mitten, provide additional background about intervention, and outline intended steps forward; confer with K. Chandler re AG's commitment requests and agree to a brief extension of that deadline; prepare email inquiry to M. Lee (Cabinet's attorney) and forward her response to J. Bentley and R. Mitten	1.40
7/11/19	KAE	Confer with asst AG K. Chandler re agreement for extension for commitments and responses to same as well as plan for upcoming deadlines; draft emails with CSWR persons re motion by asst AG and extension of commitment deadline; evaluate filed AG motion for extension to identify compliance with agreement to extend and prep for filing of commitments.	1.30
7/12/19	KKY	Confer with M. Lee (Cabinet counsel) re motion for appointment of a receiver, Cabinet's willingness to coordinate with the PSC approval proceeding, and use of Bluegrass/MCES response to PSC inquiry about transfer plans in the light of the receivership proceeding; summarize conversation with M. Lee in email to R. Mitten and J. Bentley; exchange email with K. Chandler re AG's DRs and briefly review its data requests	1.20
7/12/19	KAE	Evaluate attorney general post hearing data requests to identify responsive documents to assist transferring utilities with answering questions directed to each; draft emails to R. Pulliam, G. Williams, L. Just, A. Artis and L. Smither re specific answers required and responsive documentation for each; evaluate AG post-hearing requests for commitments to identify scope of requests in prep for follow up with Joint Applicants; draft email to CSWR persons re delivery of these requests for commitments and next steps to address.	2.10
7/15/19	KKY	Arrange to cover receivership motion hearing, including mooted with L. Morgan; review data requests and AG's requested commitments; confer with R. Mitten and M. Duncan re response to commitment requests and allocation of tasks therefor; research and list PSC statutes re bookkeeping and interaction between affiliates or regulated and non-regulated activities	3.00
7/15/19	KAE	Evaluate AG commitment requests to identify focus of each request to assist prep with each joint applicant for their expected response and attention to same; confer with M. Duncan, R. Mitten and K. Yunker re concerns with potential commitments and expected responses to same; develop plan of action to gather information necessary to respond to commitments and steps to execute same; email each representative of transferring utilities re their needed response to AG commitment requests.	3.90

August 26, 2019

Invoice #: 382653

<u>Date</u>	<u>Atty</u>	<u>Services Rendered</u>	<u>Hours</u>
7/16/19	KAE	Draft emails with Smither-Cogan re responses to post-hearing requests; prep initial draft of responses to attorney general's requests for commitment; draft cover filing for responses to AG's requests for commitment; evaluate engineering studies received from A. Artis in prep for production to post-hearing data requests.	3.10
7/17/19	KKY	Confer with M. Lee (Cabinet's attorney) about status of its motion to appoint a receiver and factors affecting when Bluegrass Water would be closing on any utility system; email R. Mitten and others with additional details to L. Morgan's email summarizing the hearing from conversation with M. Lee; review exchange of emails among CSWR team re developments	.60
7/17/19	KAE	Draft email to R. Mitten and M. Duncan re proposed responses to commitment requests and identified areas for clarification; draft emails to transferring utility contacts re: approval of proposed responses to commitment requests; exchange emails with G. Williams re updated information for Kingswood in response to AG post-hearing data request 04.	.90
7/18/19	KKY	Respond to R. Moore inquiry email re Smither-Cogan utilities response to certain AG data requests and S. Culleton inquiry re gathering invoices for replacement of equipment; review J. Mackey memo re recent Ky. Supreme Court decision re payment of receiver's fees and expenses	.30
7/18/19	KAE	Exchange emails with M. Duncan re status of responses to AG post-hearing data requests.	.10
7/18/19	JWM	Conduct research of Kentucky law inquiring into how a receivership is paid for and/or what party is responsible for paying the receiver; prepare brief research memo detailing recent precedent on the issue set out by the Kentucky Supreme Court	3.50
7/19/19	KKY	Confer and exchange emails with R. Mitten re responses to AG's requests for commitments; work with K. Eckert to secure affirmative confirmation as to the commitment responses from each joint Applicant and to follow up on data-request issues; revise commitment Response and circulate to CSWR for review	2.10
7/19/19	KAE	Finalize JA responses to AG requests for commitments and electronically file same; prepare paper copy for filing; draft Read1st cover letter for this electronic filing; hold multiple calls with L. Smither/M. Cogan re outstanding information for AG 01, 02 and 04 and response to proposed commitments; email A. Artis re engineering and ownership documents responsive to AG requests; draft proposed responses to AG post-hearing data requests AG 01-05, 07-08.	4.80
7/21/19	KKY	Research and draft material for motion re requirements relating to engineering study filing for which waiver/deviation may need to be requested	1.00
7/22/19	KKY	Determine approach to certain requests with K. Eckert, given the information we had to work with; confer with R. Knowles (PSC GIS person) re whether engineering maps depicting infrastructure should be treated as confidential and memorialize her reasons that the information was not sensitive; prepare MCES engineering study for attachment and revise corresponding response	1.90
7/22/19	HML	Drafted verification page for William Artis.	.30

August 26, 2019

Invoice #: 382653

<u>Date</u>	<u>Atty</u>	<u>Services Rendered</u>	<u>Hours</u>
7/22/19	KAE	Hold multiple calls with M. Cogan and L. Smither re necessary information still needed for purposes of answering AG 01 and 02; review the particular annual reports for Smither/Cogan utilities to identify additional focus of AG for purposes of reconciliation in the responses; review CSWR documents provided in response to AG 05-07 to identify responsiveness, completeness, and need for confidential treatment to develop plan of action as to same; email S. Culleton and M. Duncan re status of CSWR responses; email A. Artis re updated information on MCES responsive to AG 04.	2.60
7/23/19	JRB	Meet with Cabinet re: receivership and other matters; email client	.50
7/23/19	KKY	Confer with A. Fields (PSC) re video record (including confidential portions) of the hearing; prepare verification form for M. Duncan to use; analyze, revise, and proofread responses to post-hearing data responses; prepare public (redacted) and confidential versions of the construction estimates and forward to M. Duncan and T. Thomas for review; revise confidentiality motion and Read1st cover letters; confer with K. Chandler re accounting vs. bookkeeping data for Smither-Cogan utilities; confer with R. Mitten and M. Duncan re response about equity financing; prepare public (redacted) and confidential versions of 6/30/19 financial statements	9.00
7/23/19	KAE	Hold multiple calls with L. Smither, M. Cogan, and their bookkeeper re updated information for Smither-Cogan entities and their responses to AG data requests; revise and finalize responses to AG 01, 02, 03, 04, and 08; evaluate updated bookkeeping information from Smither-Cogan to correlate with annual reports for all 4 utilities and assist with finalizing responses to AG requests; prepare documentation to produce for transferring utilities' responses to AG requests; finalize and file MCES' response to PSC post hearing request; prepare draft motion for confidential treatment on behalf of Bluegrass Water for confidential information responsive to AG 05-07; finalize and file motion for confidential treatment along with corresponding exhibits; draft Read1st letters for responses to PSC post-hearing data request, responses to AG post-hearing data requests, and BW Motion for Confidential Treatment.	8.90
7/24/19	JRB	Exchange emails w/CSWR re: Public Water and Wastewater System Infrastructure Task Force opportunity	.30
7/24/19	KKY	No Charge - Prepare sealed package of confidential attachments and arrange for submission to the PSC, and pick-up of the thumb drive of the hearing recording; download filed copies	1.10
7/24/19	KKY	Review docket for Franklin Circuit receivership case and renewed motion filed by Cabinet seeking clarification; provide summary and update of proceeding for CSWR personnel; confer with K. Chandler (AG's office) re treatment of confidential materials in his comments	.90
7/25/19	KKY	De-crypt and distribute the confidential version of the AG's brief; analyze AG brief and requested conditions; review transfer case orders cited by the AG and conditions imposed; assign review of hearing citations to J. Mackey	3.00
7/25/19	JPV	Discuss with K. Yunker Sandy Neal's question on Tennessee nonprofit law regarding the disbursement of sales proceeds.	.50

August 26, 2019

Invoice #: 382653

<u>Date</u>	<u>Atty</u>	<u>Services Rendered</u>	<u>Hours</u>
7/26/19	KKY	Confer with R. Mitten re response to AG's brief (substance, specifics, and tenor) and review his notes re AG's arguments and lists of requested commitments; alert team to 9/29/19 hearing in Franklin Circuit receivership case and have them decide whether to monitor; discuss with JP Volk the comparison of Kentucky and Tennessee law requested by S. Neal and then communicate to her that he would be emailing her about it later; forward to R. Mitten PSC transfer orders relying on 3rd party letters of credit; for response brief, trace through-lines re plans and proposals from the Joint Application through recent filings and contrast with positions taken by AG; review confidential portions of hearing recording for supporting citations	7.20
7/26/19	JPV	For purposes of answering Sandy Neal's question regarding Tennessee nonprofit law, research Tennessee statutes and speak with Maria Doyle/Katie Yunker before drafting responsive email to S. Neal.	4.30
7/26/19	JWM	Perform a substantive citation check of the Attorney General's brief filed with the PSC opposing the acquisition, focusing on citations to the video record of the PSC	2.70
7/28/19	KKY	Outline and research response arguments; draft response re financial ability	6.00
7/29/19	KKY	Draft response arguments re managerial ability, financial integrity, and public interest; outline points to make about specific conditions the AG demands; forward draft to R. Mitten for review and comment	7.90
7/29/19	KAE	Email A. Artis re paperwork provided for AG responses.	.10
7/30/19	KKY	Confer with R. Mitten re draft and, with him, prepare proposal re bonding and amount for operations over a relatively short period; draft critique of the five discussed conditions and forward newly-drafted sections to R. Mitten for review and comment; analyze Missouri and Arkansas debt and equity ratios to generate state and system-wide statistics as of 4/30/19; review hearing video to cite specific testimony supporting approval of the proposed transactions; revise and proofread entire brief; prepare read 1st cover letter and file and serve response to AG brief	11.30

TOTAL FEES:**\$ 42,460.50****TIME SUMMARY**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Bentley, Jason R.	16.30	300.00	4,890.00
Eckert, Kathryn A.	52.20	195.00	10,179.00
Volk, John-Paul	4.80	240.00	1,152.00
Yunker, Katherine K.	79.90	310.00	24,769.00
Mackey, Joseph	14.10	85.00	1,198.50
Lewis, Holly	3.40	80.00	272.00
TOTALS	170.70		\$ 42,460.50

August 26, 2019

Invoice #: 382653

DISBURSEMENTS

Date	Description	Amount
7/01/19	Travel (mileage) Travel to and from Frankfort (MMLK Govt'l Sol'ns office) for hearing preparation	33.64
7/02/19	Travel (mileage) RT travel to Frankfort KY for hearing at PSC.	31.90
7/02/19	Meals Lunch for KKY, J. Mackey, and KAE at Zaxbys while attending hearing at PSC.	27.19
7/03/19	FedEx: Christin Asbury to Lawrence Smither	14.65
7/03/19	FedEx: Kathryn Eckert to Public Service Commission	16.94
7/03/19	FedEx: Kathryn Eckert ESQ to Public Service Comission	16.94
7/03/19	FedEx: Christin Asbury to Lawren Just	14.65
7/10/19	FedEx: Fedex Express- SDFA to Christian Asbury	12.06
7/24/19	Travel (mileage) I drove 48 miles to Kentucky Public Commissioner in Frankfort for Katie Yunker.	27.84
7/24/19	FedEx: Kaythryn Eckert, Esq to Kentucky Service Commission	17.02
7/26/19	Court Costs, Kentucky State Treasurer, 7/26/2019	10.00
7/31/19	Administrative Fee	1,273.82

TOTAL DISBURSEMENTS **\$ 1,496.65**

TOTAL THIS INVOICE **\$ 43,957.15**

(MCBRAYER)

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August 26, 2019

Invoice #: 382653
Our File #: 22425.00001

REMITTANCE ADVICE

For Professional Services Rendered Through July 31, 2019:

RE: Central States Water Resources, Inc -
PSC Regulation

Total Fees	\$ 42,460.50
Total Disbursements	<u>\$ 1,496.65</u>
TOTAL THIS INVOICE	\$ 43,957.15

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Acct# _____ Exp. Date _____ CVV _____

Signature _____

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