

MEMORANDUM OF PARTIAL CLOSING

This Memorandum of Partial Closing is executed this the 24th Day of October, 2023, by the Hardin County Water District, No. 1, (“**HCWD1**”) in connection with the closing of the Assets identified under the Acquisition Agreement for the Water and Wastewater System of the City of West Point dated as of April 25, 2023 (the “**Acquisition Agreement**”),

RECITALS:

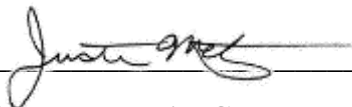
WHEREAS, on April 25, 2023, HCWD1 and the City of West Point (the “**City**”) (collectively as the “**Parties**”) entered into the Acquisition Agreement for the sale and purchase of the City’s water and wastewater system; and

WHEREAS, on May 5, 2023 the Parties filed a Joint Application with the Kentucky Public Service Commission (the “**Commission**”) under Case No. 2023-00143 requesting a Certificate of Public Convenience and Necessity (“**CPCN**”) for HCWD1 to acquire the City’s water and wastewater system. On September 20, 2023, the Commission entered an Order approving a CPCN for HCWD1 to proceed with closing and amend its tariff accordingly, notifying the Commission within 10 days of Closing; and

WHEREAS, on October 23, 2023, the Parties executed a Bill of Sale to acquire the water and wastewater assets (the “**Assets**”) of the City and execute of a payoff of the City’s USDA/Rural Development loan and KIA loan. *See attached Bill of Sale*. Concurrently, the Parties executed a Partial Extension of Closing for the real estate of the water and wastewater system pending survey completion and execution of deeds and easements. *See attached Partial Extension of Closing*.

NOW THEREFORE, HCWD1 states to the Commission as follows:

1. All terms, conditions and covenants of the Parties contained in the Acquisition Agreement have been fully satisfied, except for the transfer of recorded and unrecorded real estate. The recording and transfer of real estate shall occur within 21 days following completion of required surveys.
2. HCWD1’s tariff remains unaffected by the acquisition of West Point’s water and wastewater system, however, the cover page of HCWD1’s tariff will be updated to reflect furnishing of water service in Hardin and Meade Counties.
3. A “Memorandum of Final Closing” shall be tendered to the Commission within 10 days of closing on the real estate, unless otherwise required by the Commission.



Justin Metz, Interim General Manager

BILL OF SALE

THIS BILL OF SALE made and entered into this 23rd day of October, 2023, by and between **THE CITY OF WEST POINT**, herein referred to as First Party; and **HARDIN COUNTY WATER DISTRICT, No. 1**, herein referred to as Second Party:

WITNESSETH:

That for and in consideration of **NINE HUNDRED FIFTY THOUSAND SIX HUNDRED TWENTY-SEVEN AND NO/100 Dollars (\$950,000)**, part of which shall be used to satisfy the payoff of (1) USDA/Rural Development-DCFO loan in the amount of \$234,364.37 and (2) KIA loan in the amount of \$185,670.09; the remaining balance to be paid pursuant to the terms of the of the Acquisition Agreement dated April 25, 2023, the First Party hereby sells, transfers and conveys unto the Second Party the following property, to-wit:

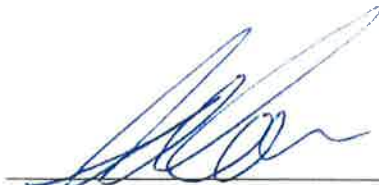
The equipment and inventory described as follows:

ITEM & DESCRIPTION	QUANTITY
All West Point Customer Water and Sewer Accounts (active & inactive)	480
All water and sewer pipes	Various
Manholes	85
13 th Street Lift Station	1
Beverly's Lift Station	1
9 th Street Lift Station	1
14 th Street Lift Station	1
Industrial Park Lift Station	1
6 th Street Lift Station	1
Boat Dock Lift Station	1
West Point Wastewater Treatment Plant Assets and Equipment	Various
All miscellaneous water and sewer assets	Various

Specifically excluded from this transfer is the water tower and utility shed owned by the City of West Point.

First Party covenants that it is the lawful owner of the above-described property; that it is free from all encumbrances; that it has good and perfect right to sell the same as aforesaid; and that it will warrant and defend the same against the lawful claims and demands of all persons:

IN TESTIMONY WHEREOF, witness the signatures of the First Party this 20th day of October, 2023.



THE CITY OF WEST POINT




HARDIN COUNTY WATER DISTRICT, No. 1

State of Kentucky:
County of HARDIN:

The foregoing instrument was executed, acknowledged, subscribed and sworn to before me this 20th day of October, 2017, by **The City of West Point**, by Richard Ciresi, Mayor.






Notary Public, Kentucky State at Large
My commission expires: 3/10/2026
Notary ID: KYNP 46811

State of Kentucky:
County of HARDIN:


The foregoing instrument was executed, acknowledged, subscribed and sworn to before me this 23 day of October, 2017, by **Hardin County Water District No. 1**, by William Gossett, Chairman.





Notary Public, Kentucky State at Large
My commission expires: 09/06/2026
Notary ID: KYNP58327

PREPARED BY:



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PARTIAL EXTENSION OF CLOSING DATE

Property: City of West Point; Water Utility Real Estate Assets

Reference is hereby made to a certain Purchase and Sale Agreement (the "Agreement") by and between Hardin County Water District, No. 1 (the "District") and the City of West Point (the "City") regarding the City's real estate assets that require a survey to complete the transfer .

The parties hereby agree to amend the Agreement to extend the date for the District and the City to obtain a survey of certain real estate. Closing on said Real Estate shall occur within 21 days of completion of the survey.

In all other respects, the parties confirm the provisions of said Agreement and shall proceed to Closing.

A facsimile or electronic transmission of this document shall act as an original.

HARDIN COUNTY WATER DISTRICT, No. 1:



Date:

10-23-23

THE CITY OF WEST POINT:



Date:

10/20/23