



Cost Allocation Manual

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1. Introduction

This Cost Allocation Manual ("CAM") is intended to explain the services provided by CSWR, LLC ("the Company") to its subsidiaries and to describe the charge methodologies used to allocate costs associated with those services. This CAM has been completed in accordance with the National Association of Regulatory Utility Commissioners Guidelines for Cost Allocations and Affiliate Transactions ("NARUC Guidelines"). CSWR, LLC will periodically evaluate its cost allocation methodologies to determine if changes are appropriate and make revisions, as necessary.

2. CSWR, LLC Organizational Structure

CSWR, LLC is an investor-owned company whose mission is to bring safe, reliable and environmentally responsible water resources to every community in the United States. The Company currently provides water and wastewater utility services to customers in Missouri, Arkansas, Tennessee, Kentucky, Louisiana, Mississippi, Texas, Arizona and North Carolina. The Company is comprised of the following business units:

- CSWR, LLC provides water and wastewater to customers located throughout Missouri via its affiliate Confluence Rivers Utility Operating Company, Inc.
- CSWR, LLC provides water and wastewater services to customers located throughout Arkansas via the following affiliates: Hayden's Place Utility Operating Company, LLC, St. Joseph's Glen Utility Operating Company, LLC, Sebastian Lake Utility Operating Company, LLC, Flushing Meadows Utility Operating Company, LLC, Eagle Ridge Utility Operating Company, LLC and Oak Hill Utility Operating Company, LLC.
- CSWR, LLC provides water and wastewater services to customers located throughout Texas via its affiliate CSWR-Texas Utility Operating Company, LLC.
- CSWR, LLC provides water and wastewater services to customers located throughout Tennessee via its affiliate Limestone Water Utility Operating Company, LLC.
- CSWR, LLC provides water and wastewater services to customers located throughout Kentucky via its affiliate Bluegrass Water Utility Operating Company, LLC.
- CSWR, LLC provides water and wastewater services to customers located throughout Louisiana via its

affiliate Magnolia Water Utility Operating Company, LLC.

- CSWR, LLC provides water and wastewater services to customers located throughout Mississippi via its affiliate Great River Utility Operating Company, LLC.
- CSWR, LLC provides water and wastewater to customers located throughout Arizona via its affiliate Cactus State Utility Operating Company, LLC.
- CSWR, LLC provides water and wastewater to customers located throughout North Carolina via its affiliate Red Bird Utility Operating Company, LLC.

3. Delegation of Responsibility

The responsibility for setting and determining the appropriateness CSWR, LLC's cost allocation policies and procedures will be with the Chief Financial Officer. The ongoing responsibility to maintain the CAM and ensuring that accounting records reflect the cost allocation policies and procedures rests with the Corporate Controller.

4. Operational Definitions

- **Affiliates** – entities that are related to each other due to common ownership or control.
- **Commission** - appropriate State Regulatory Commission.
- **Cost Allocations** – the apportionment of costs among a group of entities. A cost allocation can be specific or general. General costs require allocation by a factor or ratio.
- **Cost Driver** - a measurable unit which influences the level of costs incurred and can be traced to the origin of the costs themselves.
- **Direct Cost** - costs incurred by or assigned to one entity for the exclusive benefit of that entity.
- **Indirect Costs** - costs incurred by one entity, usually CSWR, LLC, that benefit multiple CSWR, LLC subsidiaries and which are charged to the benefiting subsidiaries using a methodology of ratios and factors that establish a rational relationship to the drivers of those costs. For CSWR, this includes administrative overhead costs.
- **Subsidiaries** – utility operating companies (UOCs) owned and managed by CSWR, LLC
- **Subsidization** - recovery of costs from an entity, which are more properly attributable to another.

5. Guiding Principles

The following principles guide the allocation of costs for services provided by CSWR, LLC to its subsidiaries. The principles are based on those outlined by the National Association of Regulatory Utility Commissioners' Guidelines for Cost Allocations and Affiliate Transactions.

- Incurred costs should be directly charged as fully and completely as possible to the entity that receives a specific service.
- Costs that cannot be directly charged to the Company's subsidiaries should be fully and fairly allocated.
- All direct and allocated costs should be traceable on the books of each subsidiary to the applicable NARUC Uniform System of Accounts.
- Allocation methodologies should be applied to the Company's subsidiaries in a way that prevents subsidization of an entity by an affiliate.
- The primary cost driver of common costs should be identified and used to allocate the costs among subsidiaries.

6. Services Provided to Subsidiaries by CSWR, LLC

The services provided by CSWR, LLC include the corporate leadership functions of executive management, legal services, information technology, finance, human resources, and customer experience management. Costs associated with these services are allocated to the affiliated subsidiaries of CSWR, LLC as described in section 5. The primary cost component of the services is payroll and other employee expenses. Detailed descriptions of these services are described in more detail in the table below:

Service	Description
Executive Management	The executive management function is responsible for business strategy, vision, direction and oversight.
Legal Services	Legal Services is responsible for all legal matters and affairs including employment matters, real estate law, transactions, regulatory issues, general legal affairs, and management of outside counsel.
Finance	The finance function is responsible to perform accounting for transactions and the preparation of financial statements, budgets, and forecasts. Other services provided include accounts payable, treasury management, risk management, audit, tax, and management reporting.
Human Resources	The human resources function is responsible for policies and procedures in support of the Company and its employees. Human resources activities include recruiting new employees, management of employee benefit and workers compensation programs, employee and organizational development and payroll administration.
Customer Experience Management	The customer experience function is responsible for designing and reacting to customer interactions in order to meet or exceed customer expectations and, thus, increase customer satisfaction, loyalty and advocacy. This includes management of vendors responsible for customer billing, service, and support.
Business Services	Business Services describes the miscellaneous logistical and support functions that are necessary to the efficient operations of CSWR, LLC and its subsidiaries. These services are largely provided through outside vendors rather than employees. They include information technology, miscellaneous supply procurement and other logistical and administrative support.

7. Cost Allocation Methodology

Across its corporate entities, CSWR, LLC incurs three distinct types of costs.

- **Direct Charge** - Costs charged directly to a subsidiary of CSWR, LLC

These costs are procured in the name of the subsidiary and in nearly all cases, the costs are invoiced directly to the subsidiary entity.

- **Jointly Billed Charge** - Costs charged to CSWR, LLC but which benefit one or more subsidiaries in a directly identifiable way.

In certain cases, economies of scale or other efficiencies can be obtained by procuring costs as a group of companies in the name of CSWR, LLC. Every effort is made to identify the cost drivers and to include that information on vendor invoices or other vendor supplied documentation. Examples of Jointly Billed

Charges include:

- **Insurance Coverage** - The cost of certain of the Company's consolidated insurance coverages are charged to subsidiaries based on the cost driver that determines the pricing of the policy. The cost of property insurance is charged based on the respective values of covered property as a proportion of the total covered property value of the Company.
- **Software as a Service (SaaS)** - When certain scale factors affect the pricing of software services, those services may be procured by CSWR, LLC and charged to subsidiaries on a direct basis.
- **Indirect Charge** - Costs incurred by CSWR, LLC which are not directly identifiable with a subsidiary, and which must be indirectly charged to all subsidiaries using a multi-factor allocation methodology.

CSWR, LLC currently uses a three-factor methodology based on the Massachusetts method of cost allocation for utilities. The methodology uses the average proportion of connection count, operating expenses and utility plant in service. CSWR, LLC management has determined that these three components best reflect the underlying cost drivers associated with the circumstances and business model of CSWR, LLC. The table below provides an example of how the cost allocation methodology works.

Three-Factor Method for Cost Allocation					
	Connection Count	% of Company Total		Operating Expense	% of Company Total
Subsidiary A	5,000	23.8%	Subsidiary A	10,000	19.2%
Subsidiary B	10,000	47.6%	Subsidiary B	22,000	42.3%
Subsidiary C	6,000	28.6%	Subsidiary C	20,000	38.5%
TOTAL	21,000	100.0%	TOTAL	52,000	100.0%

	Utility Plant In Service	% of Company Total		Subsidiary Allocation %
Subsidiary A	1,000,000	23.5%	Subsidiary A	22.2%
Subsidiary B	1,250,000	29.4%	Subsidiary B	39.8%
Subsidiary C	2,000,000	47.1%	Subsidiary C	38.0%
TOTAL	4,250,000	100.0%	TOTAL	100.0%

8. Record Keeping

Records of each subsidiary will be maintained such that affiliate transactions are auditable. The records will document the transaction costs, charge methodology and descriptions of the services provided.

9. Updates to Allocations

Allocation percentages are updated quarterly coming into effect each January 1st, April 1st, July 1st and October 1st and are valid through the end of the respective quarter. The factors are expected to remain consistent even though the input figures should be expected to change each quarter and, at times, may show significant changes. The source of all input factors is the Company's internal accounting records. Operating expense is annualized based on the actual values from the preceding quarter; connection counts and utility plant values are actual as of the last day of the preceding quarter.