

November ____, 2025

The Honorable John Stehr
Mayor, Town of Zionsville
1100 W. Oak Street
Zionsville, IN 46077

RE: Letter of Agreement Authorizing Provision of Wastewater Service

Dear Mayor Stehr:

This letter confirms Citizens Wastewater of Westfield, LLC's ("CWW") and the Town of Zionsville, Indiana's ("Zionsville") agreement with respect to CWW's provision of wastewater service within an area to be located at the area of Boone County, Indiana intersected by U.S. 421 and State Road 32 (the "CTA Area"). A map of the CTA Area is attached as Exhibit "A."

The Indiana Utility Regulatory Commission ("Commission") originally granted Hamilton Southeastern Utilities, Inc. ("HSE") a certificate of territorial authority ("CTA") to serve the area by a November 4, 2009 Order in Cause No. 43581. That Order approved a settlement agreement between HSE, Zionsville, Union Township, Indiana, and the Indiana Office of Utility Consumer Counselor, which reflected Zionsville's intention to incorporate the area into its corporate boundaries and granted Zionsville an option ("Option"), after the effective date of the reorganization, to direct HSE to withdraw the CTA for a specified period. On March 27, 2014, HSE and Zionsville jointly requested that the Commission amend the service area covered by the CTA based on Zionsville's exercise of the Option. The request modified the boundaries of the CTA, and after a supplemental filing on April 11, 2014, included a letter dated April 7, 2014 from the President of the Zionsville Town Council, Jeff Papa, to HSE President Kendall W. Cochran. The letter stated that, based on the requested modification to the boundaries of the CTA, "Zionsville has agreed to revoke its previous exercise of the Option and Zionsville further agrees that the Option right and any other rights of Zionsville related to the Option shall expire and terminate." The Commission approved HSE and Zionsville's requested modification to the CTA by Supplemental Order in Cause No. 43581 on May 21, 2014.

CWW negotiated an agreement with HSE by which HSE will transfer the CTA granted in Cause No. 43581 to CWW, subject to Commission approval. Subject to and upon receiving the necessary Commission approvals, CWW agrees to perform all future obligations to provide sewage disposal service to all residential, commercial, and industrial customers currently located, or that might locate, in the CTA Area consistent with CWW's Terms and Conditions for Wastewater Service and applicable Commission regulations. CWW already has begun coordination with HSE for extension of service to a new development in the CTA Area as well as master planning for the long-term service of the CTA Area.

To ensure economical, efficient, and adequate wastewater utility service to the CTA Area and ensure a good partnership between CWW and Zionsville, the agreement between CWW and HSE is subject to Zionsville consenting to the transfer of the CTA and agreeing to CWW's exclusive provision of wastewater service in the CTA Area. To ensure that CWW is able to recover the cost of its investments in the CTA Area and the significant new infrastructure to be constructed initially and over time by CWW therein, the agreement is further subject to Zionsville's agreement to not seek to provide wastewater service in the CTA Area, nor authorize another provider to provide wastewater service in the CTA Area. Such consents and agreements are further enumerated below.

- 1) Zionsville consents to the transfer of the CTA.
- 2) CWW shall be the exclusive provider of wastewater service in the CTA Area and CWW has all rights to construct, permit the extension of, maintain, and operate facilities within the Town necessary to provide service to the CTA Area pursuant to and in accordance with CWW's Commission approved Terms and Conditions for Service and applicable Commission regulations and statutes.
- 3) Zionsville will not interfere with or seek to provide wastewater service in the CTA Area, condemn CWW's wastewater infrastructure in the CTA Area, or authorize another provider to provide wastewater service in the CTA Area, unless the CTA is subsequently revoked by Order of the Commission pursuant to Ind. Code § 8-1-2-89(k).

This Letter Agreement shall be enforced and construed exclusively pursuant to the laws of the State of Indiana without regard to its conflict of laws principles. This Letter Agreement may be executed in one or more counterparts and by facsimile signature, and all such counterparts together shall constitute one agreement binding on the parties, notwithstanding that all parties are not signatories to the original or to the same counterpart.

If Zionsville consents and agrees to the foregoing terms, please sign below.

Respectfully yours,

Accepted and Agreed:

Jeffrey A. Willman
President
Citizens Wastewater of Westfield, LLC

John Stehr
Mayor
Town of Zionsville

cc: Corby Thompson, President, Hamilton Southeastern Utilities, Inc.

ATTACHMENT “A”

Map of CTA Area

