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WA-2001-288

February 7, 2001

HAND DELIVERY

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

FILED²
FEB 07 2001
Missouri Public
Service Commission

**Re: In the Matter of the Application of St. Louis County Water Company, d/b/a
Missouri-American Water Company, for Restatement And Clarification of its
Certificate of Convenience and Necessity for St. Louis County, Missouri**

Dear Mr. Roberts:

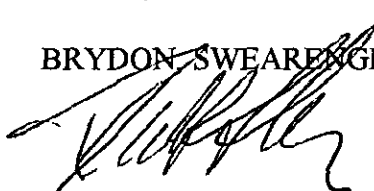
Please find enclosed for filing an original and eight (8) copies of Unanimous Stipulation and Motion for Partial Settlement and Continuance of Remaining Issues in the above-referenced case. Also, enclosed is a receipt copy which I ask that you stamp "Filed" and return to me.

Thank you for your attention to the filing of this document.

Sincerely,

BRYDON SWEARENGEN & ENGLAND P.C.

By:


Richard T. Ciottone

RTC/ss

Enclosure

cc: The Office of the Public Counsel

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²

FEB 07 2001

Missouri Public
Service Commission

In the Matter of the Application of St. Louis)
County Water Company, d/b/a Missouri-)
American Water Company, for Restatement)
And Clarification of its Certificate of)
Convenience and Necessity for St. Louis)
County, Missouri)

Case No. WA-2001-288

**UNANIMOUS STIPULATION AND MOTION FOR
PARTIAL SETTLEMENT AND CONTINUANCE OF REMAINING ISSUES**

Come now St. Louis County Water Company, d/b/a Missouri-American Water Company ("Applicant"), the Staff of the Missouri Public Service Commission ("Staff"), the Office of Public Counsel ("OPC"), the Intervenor Cities of Winchester and Maryland Heights, the City of Chesterfield, the City of St. Ann, and the Cities and Villages of Ballwin, Bel-Nor, Bel-Ridge, Bella Villa, Bellerive, Bellefontaine Neighbors, Breckenridge Hills, Clayton, Cool Valley, Crestwood, Des Peres, Green Park, Hazelwood, Manchester, Maplewood, Normandy, Pasadena Hills, Pine Lawn, Richmond Heights, Riverview, Rock Hill, Town and Country, University City, Velda City, and Wildwood ("Intervenor Cities") all of whom shall be referred to herein collectively as "the Parties", and herewith file the following Unanimous Stipulation and Motion for Partial Settlement and Continuance of Remaining Issues, to wit:

1. All parties were represented by counsel at the prehearing conference in the above cause on January 25, 2001. The instant motion is the product of negotiations at that prehearing conference.
2. Certain of the Parties have expressed concerns with regard to settlement of the Applicant's Application for various reasons, perhaps the most significant of which being the absence of municipal franchise agreements with various

Intervenor Cities and the impact the Commission's grant of Applicant's prayer might have on that issue; and

3. The Parties believe, that given adequate time, these concerns may be resolved by, inter alia, the negotiation of franchise agreements with some or all Intervenor Cities acceptable to Applicant and those respective Cities; and

4. The Parties agree that ninety days will be necessary to determine whether the expressed concerns of the various parties can be sufficiently addressed to permit them to withdraw their concerns to Applicant's prayer as it relates to a Certificate of Convenience and Necessity for the entirety of St. Louis County; and

5. As stated in Applicant's Application (paragraphs 4 and 5), the reason the Application was filed at this time is the impending purchase of the water utility assets of the City of Valley Park, Missouri, the consummation of which is dependent on the acquisition of a Certificate of Convenience and Necessity for that City; and

6. Applicant has heretofore represented by its verified Application that it has reached agreement in principle to the terms of sale with the City of Valley Park, and the City has granted Applicant a municipal franchise dated November 20, 2000, a copy of which is attached hereto as Exhibit A.

7. The Parties agree that their above mentioned concerns do not affect Applicant's alternative prayer in its Application which states:

....Applicant prays for a Certificate of Convenience and Necessity for the entirety of the City of Valley Park, Missouri so that it may complete the acquisition of the water distribution system assets presently operated by the City.

and that accordingly, no party has any opposition to the immediate grant of Applicant's prayer for a Certificate of Convenience and Necessity for the City of Valley Park and the filing of tariff sheets depicting such service area.

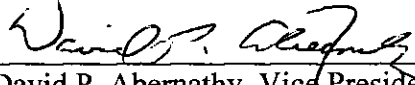
8. If the concerns of all Parties can be met within the ninety-day continuance herewith requested, the preparation and filing of the information required in ORDERED 3 of the Commission's Order of January 11, 2001 will be unnecessary. If the concerns of all Parties cannot be met which would permit

them to endorse the remainder of Applicant's prayer, Applicant indicates that there is some question as to whether or not Applicant will proceed further with the Application.

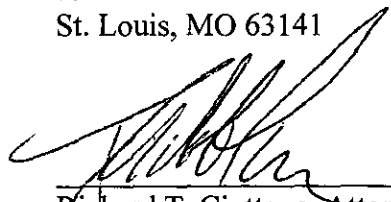
WHEREFORE, the Parties herewith move the Commission by the instant unanimous stipulation that: 1) There is no opposition to the immediate grant of Applicant's prayer for a Certificate of Convenience and Necessity for the City of Valley Park, Missouri and no opposition to the filing of appropriate tariff sheets; and, 2) that the Commission should continue the requirements of ORDERED 3 of the Commission's Order of January 11, 2001 for ninety days following the Commission's ruling on this motion to permit the Parties to resolve all remaining issues in this Application

Respectfully submitted,

ST. LOUIS COUNTY WATER COMPANY,
d/b/a Missouri-American Water Company

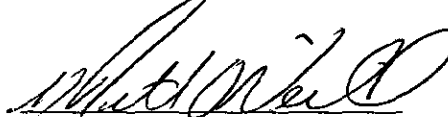


David P. Abernathy, Vice President and
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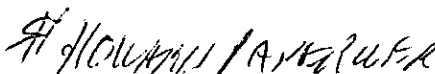
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Office of the Public Counsel




Ruth O'Neill
Office of the Public Counsel
P.O Box 7800
Jefferson City, MO 65102

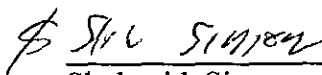
Cities of Winchester, et al



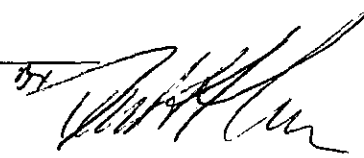
Howard Paperner
9322 Manchester Road
St. Louis, MO 63119

BY 
PER AUTHORIZATION
2/5/01

City of St. Ann



Shulamith Simon
Schlueter, Haywood, et al.
Suite 450 Bonhomme Place
7700 Bonhomme Ave.
St. Louis, MO 63105

BY 
PER AUTHORIZATION
2/5/01

Douglas R. Beach

Frank B. Curtis
Frank B. Curtis

Cities of Ballwin, et al.

LELAND CURTIS
Leland B. Curtis
Curtis, Oetting, et al.
130 S. Berniston, Suite 200
Clayton, MO 63105

H. *[Signature]*
2/5/01

Staff of the Missouri Public Service Commission.

Cliff Srodgran
Cliff Srodgran
Mo Bay #52302

BILL NO. 1640ORDINANCE NO. 1519

AN ORDINANCE GRANTING THE FRANCHISE FOR THE ST. LOUIS COUNTY WATER COMPANY d/b/a MISSOURI-AMERICAN WATER COMPANY CONTAINING THE RIGHT TO USE, FOR A PERIOD OF TWENTY YEARS, THE STREETS, AVENUES, ALLEYS, PARKS AND OTHER PUBLIC PLACES OF THE CITY OF VALLEY PARK, ST. LOUIS COUNTY, MISSOURI, FOR THE PURPOSE OF INSTALLING, EXTENDING, MAINTAINING, AND OPERATING A WATER SYSTEM; REGULATING THE RIGHT TO USE AND EXCAVATE IN SAID STREETS AND OTHER PUBLIC PLACES, PROVIDING THAT THE COMPANY SHALL HOLD THE SAID CITY HARMLESS FROM ALL DAMAGES FROM NEGLIGENCE IN THE CONSTRUCTION AND MAINTENANCE OF SAID WATER SYSTEM AND PROVIDING FOR THE ACCEPTANCE OF THE FRANCHISE BY THE SAID COMPANY.

BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF VALLEY PARK, MISSOURI AS FOLLOWS:

Section 1. In recognition of the benefits to the City of Valley Park (hereinafter sometimes called the "City"), and to its citizens to be derived from the continuation, extension and operation of the system of water works and system of distribution mains and pipe lines within the City, now owned and operated by the St. Louis County Water Company d/b/a Missouri-American Water Company (hereinafter sometimes called the "Company"), and as an inducement to the said Company to carry out extension of said water works and distribution system, and to accept the terms and provisions of this franchise, the City hereby grants its franchise to the Company including the rights to use the streets, avenues, alleys, parks and other public places within the City as now bounded, and within any future extensions of its limits, for the purpose of putting down, laying, maintaining or using water mains, water pipes, fire hydrants and other appliances belonging

to or connected with the water works for supplying water for a term or period of twenty (20) years after this Ordinance is passed and approved.

Section 2. No person or corporation shall be permitted, and the City shall not grant to any person or corporation, the right to install, extend or maintain any water, gas, telephone, sewer or other system, or any pipes, mains, conduits or wires, so as to injure, damage or interfere with the water system, pipes, hydrants or mains of the Company, nor shall the City vacate away any rights of way containing Company's facilities without the Company's prior approval, nor shall any person or corporation be permitted or granted the right to interfere in any way with any of the rights granted hereunder to the Company to operate, install, extend or maintain its water system or to use the streets, avenues, alleys, parks and other public places as provided herein.

Section 3. There shall be no unreasonable or unnecessary obstruction of the streets, avenues, alleys, parks and other public places of said City by the said Company in constructing any of the works herein provided for, and in placing, taking up and repairing any mains, hydrants, conduits, structures and devices requisite for the service of water, and the said Company after using said streets, avenues, alleys, parks and other public places, shall restore them within six months as nearly as practicable to their former condition, and shall hold the City harmless for any and all damage arising from negligence or mismanagement of said Company in constructing, extending, or

maintaining the said works. Danger signal lights are to be kept burning all night along the line of all street excavations and temporary barricades are to be erected at night at the end of trenches and at all streets where they cross said excavation. For any failure on the part of the Company to comply with all the provisions of this Section, after written notice to said Company of the existence of said failure, said notice to be signed by the Mayor or the Street Commissioner, and to be served by the clerk of the City or other proper officer, said Company shall, in addition to saving the City harmless from any such negligence or mismanagement, owe and be indebted to the City in the sum of \$15.00 for each and every day for which said Company shall refuse, fail or neglect to remedy the defects and failure specifically mentioned in such notice. This Section shall not affect or repeal any ordinance of the City that contains any reasonable regulations for the control and maintenance of the streets, avenues, alleys, parks and other public places of the City. All general ordinances for the control and maintenance of public streets, avenues, alleys, parks and other public places in the City shall be effective against the Company so far as such ordinances are reasonably applicable to the condition and business of the Company, and charges to the Company for any use of the public rights-of-way shall be limited to reasonable administrative permit issuance costs.

Section 4. In consideration of the right to use the streets, avenues, alleys, parks and other public places as herein provided, the Company shall supply consumers within the limits of

the City under the applicable schedule of water rates as now or hereafter approved by the Public Service Commission of Missouri.

Section 5. The City shall, so far as possible, and within its corporate powers, adopt and enforce ordinances that will protect the Company in the safe and unmolested exercise of its franchise and rights hereunder, and against fraud and imposition, and against injury to the Company's property, and waste of water by consumers, nor shall the City enact any ordinances inconsistent with the rights and privileges herein granted. The Company may make and enforce, as part of the conditions upon which it may supply water to consumers, all necessary and reasonable rules and regulations governing the consumption of water, tapping of mains and the operation of works, not inconsistent with this Ordinance, it being understood that such rules and regulations must have been approved by the Public Service Commission before they become effective.

Section 6. After the passage and approval of this Ordinance, the Clerk shall supply to the Company a certified copy of this Ordinance. Thereupon within one hundred (100) days after the delivery of such certified copy of this Ordinance, the Company, by proper order and resolution of its Board of Directors, shall accept the terms and provisions of this Ordinance and shall sign and deliver an appropriate deed of acceptance thereof binding itself to carry out the terms and provisions of the Franchise as herein embodied, which deed of acceptance shall be duly signed by its President or Vice-President, sealed with its corporate seal and attested by the

signature of its Secretary or Assistant Secretary, and the original thereof be delivered to the Mayor or the Clerk of the City.

The term of twenty (20) years herein provided for shall commence upon the date of this Ordinance is signed and approved by the Mayor and attested to by the Clerk of the City.

Section 7. Neither acceptance of nor compliance with the provisions of this Ordinance, nor exercise of any right granted hereby, shall in any wise impair or affect, or constitute or be construed as a relinquishment or waiver of, any right, permission or authority which the Company, its successors or assign, may have independently of this Ordinance. Nor shall any use by the Company, its successors and assigns, of public property or places in the City, as authorized by this Ordinance, or service rendered by said Company, its successors or assigns, in the City, be treated as use solely of the rights, permission and authority provided for by this Ordinance or as service referable solely to this Ordinance or to any obligation of service consequent upon acceptance thereof or as in any wise indicating non-use of, or non-compliance with any obligation incident to, any right, permission or authority vested in the Company, its successor or assigns, independently of this Ordinance; and the acceptance provided for in Section 6 of this Ordinance, and each and every compliance with the provisions of this Ordinance or with any obligation arising from acceptance thereof, shall be subject to, and conditioned by, the provisions of this Section 7, with the same force and effect as though each of the provisions of this

Section were expressly incorporated in such acceptance and expressly declared by the acceptor, its successor or assign, at and prior to the time of such compliance by it, as conditions of such compliance. The compliance with the terms of this ordinance are contingent upon the closing of the sale of the City of Valley Park Water distribution system and the approval of the Missouri Public Service Commission thereon.

Section 8. As long as it is in full force and effect, Company acknowledged its obligations under Section 625.050 of the Code of Ordinances of the City of Valley Park to pay an annual license tax based upon five percent (5%) of the gross receipts derived from furnishing such service within the City.


Section 9. All Ordinances or parts of Ordinances, insofar as they conflict with this Ordinance, are hereby repealed.

Section 10. If any provision of this Ordinance, or the application of such provision to particular circumstances, shall be held invalid, the remainder of this Ordinance, or the application of such provision to circumstances other than those as to which it is held invalid, shall not be affected thereby.

Section 11. This Ordinance shall take effect as, from and after its passage by the Board of Aldermen, and approval by the Mayor; provided, however, that the franchise granted hereby shall not be effective, and this Ordinance shall become null and void, if the terms hereof are not accepted by the Company as provided in Section Six.

Passed this 26th day of November, 2000.

Signed and approved this 20th day of November,
2000



Mayor

ATTEST:




City Clerk

(SEAL)

STATE OF MISSOURI)))
ST. LOUIS COUNTY)))

I, Marguerite Wilburn, City Clerk within and for the City of Valley Park, St. Louis County, Missouri, do hereby certify that the foregoing constitutes a full, true, and complete copy of Ordinance #1519 of the Code of Ordinances of the City of Valley Park, passed by the Board of Aldermen on the 20th day of November 2000, and approved by the Mayor on the 20th day of November 2000, as fully as the same appears of record in my office in the Book of Ordinances of said City.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affix the seal of the City of Valley Park, Missouri, at my office in said City, this 24th day of January 2001.


Marguerite Wilburn, City Clerk