

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of 188 North)
Summit, LLC, and Seges Utility Company, LLC)
For Authority to Sell the Water System and)
Wastewater System Assets of Seges Mobile Home) File Nos. WM-2023-_____
Park, LLC, to Seges Utility Company, LLC, and) SM-2023-_____
For a Certificate of Convenience and Necessity To)
Provide Water and Sewer Services.)

JOINT APPLICATION AND MOTION FOR WAIVER

COME NOW 188 North Summit, LLC, (“188NS”) and Seges Utility Company, LLC, (“Seges Utility Co.”), known together herein as the “Joint Applicants,” and pursuant to 393.170 and 393.190, RSMo, and 20 CSR 4240-2.060, 3.305, 3.600, 10.105, and 4.017, respectfully state the following to the Missouri Public Service Commission (“Commission”) as their *Joint Application and Motion for Waiver*:

Background Information

1. 188NS is a Missouri corporation, active and in good standing with the Missouri Secretary of State’s Office, with its principal office and place of business at 188 North Summit Drive, Holts Summit, MO 65043. 188NS previously filed a certified copy of its certificate of good standing in File Nos. SM-2018-0017 and WM-2018-0018. As authorized by 20 CSR 4240-2.060(1)(G), the certificate is incorporated into this Application by reference.
2. Communications regarding this Application should be addressed to the undersigned counsel.
3. On September 19, 2017, the Commission granted 188NS certificates of convenience and necessity (CCN) to provide water and sewer service to customers of Seges Partners Mobile Home Park, LLC. 188NS currently provides water and sewer services to approximately 55 customers but varies from time to time depending on park occupancy. 188NS is a “water

corporation,” a “sewer corporation,” and a “public utility” as those terms are defined in Section 386.020, RSMo, and is subject to the jurisdiction and supervision of the Commission as provided by law. 188NS has no overdue Commission annual reports or assessment fees. There is no pending action or final unsatisfied judgment or decision against the Applicant from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three years of the date of this Application.

4. Seges Utility Co. is a Limited Liability Company, registered and active with the Missouri Secretary of State’s Office. Its address is P.O. Box 105441, Jefferson City, MO 65110. A certified copy of Seges Utility Co.’s certificate of good standing issued by the Missouri Secretary of State is attached as **Appendix A**.

5. Seges Utility Co. is not subject to the Commission’s annual report filing requirements or assessment fees at this time. Seges Utility Co. has no pending action or final unsatisfied judgment or decision against the Applicant from any state or federal agency or court which involves customer service or rates, which action, judgment or decision has occurred within three years of the date of this Application.

The Proposed Transaction

6. 188NS proposes to sell, and Seges Utility Co. proposes to acquire, substantially all of the Seges water and sewer assets used to provide water and sewer service to customers in its certificated service areas.

7. Section 393.190.1, RSMo, states, in pertinent part, that “no . . . water corporation or sewer corporation shall hereafter sell, assign, lease, transfer, mortgage or otherwise dispose of or encumber the whole or any part of its franchise, works or system, necessary or useful in

the performance of its duties to the public . . . without having first secured from the Commission an order authorizing it so to do.”

8. On June 1, 2022, 188NS and MHP Equity Group, LLC entered into an *Agreement for Sale and Transfer of Water Distribution System and Wastewater System* (“*Agreement*”). The *Agreement* is attached hereto as **Appendix B-C**. Further, MHP Equity Group, LLC, under its authority to assign its rights under the *Agreement*, has assigned its rights to Seges Utility Co. Under authority of, and in accordance with, 20 CSR 4240-2.135(2)(A)3. and 6., **Appendix B-C** has been designated Confidential as it contains market specific information and information representing strategies employed in contract negotiations.

9. 188NS’ verification of authority authorizing the sale of the subject assets and related transactions contemplated by the *Agreement* referenced above is attached as **Appendix C**.

10. Seges Utility Co.’s verification of authority authorizing the purchase of the subject assets and related transactions contemplated by the *Agreement* referenced above is attached as **Appendix D**.

11. The sale and purchase of the referenced assets should have no material impact on the tax revenues of relevant political subdivisions. Both 188NS and Seges Utility Co. are private entities and their status as taxpaying entities will not change as a result of the transaction. All assets and operations of the Seges systems are located and conducted respectively within Callaway County, Missouri.

CERTIFICATES OF CONVENIENCE AND NECESSITY

12. Seges Utility Co. requests permission, approval and CCNs to install, own, acquire, construct, operate, control, manage and maintain a water system and sewer system for the public in the area of Callaway County, Missouri, currently served by 188NS. Seges Utility Co. does not seek authority to serve any additional area.

13. Because no new service area is being requested in this Joint Application, and Seges Utility Co. will instead be assuming the duties of providing service in an existing regulated service area, Seges Utility Co. respectfully moves, pursuant to 20 CSR 4240-2.205, that the following Commission rules be waived for good cause shown: 20 CSR 4240-3.305(1)(A)2. Name and address of ten residents; 20 CSR 4240-3.305(1)(A)5. Feasibility Study; 20 CSR 4240-3.600(1)(A)2. Name and address of ten residents; and 20 CSR 4240-3.600(1)(A)5. Feasibility Study.

14. The area Seges Utility Co. proposes to serve is shown on the map attached to this Joint Application as **Appendix E**, and a legal description of that area is provided in **Appendix F**. Both **Appendix E** and **Appendix F** were excerpted from 188NS' Commission approved tariff.

15. A balance sheet and income statement with adjustments showing the effect the proposed acquisition would have on Seges Utility Co. is attached to this Joint Application as **Appendix G-C**. **Appendix G-C** is marked Confidential pursuant to 20 CSR 4240-2.135(2)(A)3. and 4. because it contains market-specific information relating to services offered in competition with others and/or services purchased or acquired for use in providing services to customers.

16. To the best of the Joint Applicants' knowledge, Seges Utility Co. will not require any franchises or consent from any municipalities or Callaway County to provide service to the existing Seges service area.

Tariffs/Rates

17. Seges Utility Co. proposes to adopt the existing rates and rules and regulations in place for Seges.

Public Interest

18. The proposed acquisition of the specified assets, and the related transactions, are not detrimental to the public interest of the State of Missouri, and, in fact, will be consistent with

and will promote the public interest. The proposed acquisition will not result in any reduced level of service or reliability for the customers being served by the Seges systems, and customers will see no interruption in their day-to-day utility services due to the acquisition.

19. The utility services provided to Seges will continue to be subject to the jurisdiction of the Commission.

20. Seges Utility Co. will utilize the same persons and entities to care for and operate the water and sewer assets as currently used by 188NS. Seges Utility Co. is fully qualified, in all respects, to own and operate the systems currently being operated by 188NS, and to otherwise provide safe and reliable service.

MOTION FOR WAIVER

21. Commission Rule 20 CSR 4240-4.017(1) provides that “(a)ny person that intends to file a case shall file a notice with the secretary of the commission a minimum of sixty (60) days prior to filing such case.” A notice was not filed 60 days prior to the filing of this Application. As such, and to the extent required, the Joint Applicants seek a waiver of the 60-day notice requirement.

22. Commission Rule 20 CSR 4240-4.017(1)(D) provides that a waiver may be granted for good cause. In this regard, the Joint Applicants declare (as verified below) that they have had no communication with the Office of the Commission (as defined in Commission Rule 20 CSR 4240-4.015(10)) within the prior 150 days regarding any substantive issue likely to be in this case. For the good cause shown, the Joint Applicants move for a waiver of the 60-day notice requirement of Rule 20 CSR 4240-4.017(1) and acceptance of this Application at this time.

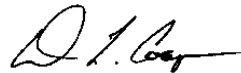
WHEREFORE, the Joint Applicants respectfully request that the Commission issue an order that:

(A) Authorizes 188 North Summit, LLC, to sell and Seges Utility Company, LLC, to acquire the assets identified herein, to include the 188 North Summit, LLC's CCNs; or, in the alternative, grant Seges Utility Company, LLC new CCNs to it to install, acquire, build, construct, own, operate, control, manage and maintain a water system and a sewer system for the public in the area now served by 188 North Summit, LLC;

(B) Authorizes 188 North Summit, LLC, and Seges Utility Company, LLC, to enter into, execute, and perform in accordance with the terms described in the *Agreement* attached to this Joint Application and to take any and all other actions which may be reasonably necessary and incidental to the performance of the acquisition; and,

(C) Grants such other relief as may be deemed necessary and appropriate to accomplish the purposes of the *Agreement* and the Joint Application and to consummate related transactions in accordance with the *Agreement*.

Respectfully submitted,



Dean L. Cooper, Mo. Bar #36592
Jennifer L. Hernandez, Mo. Bar #59814
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Jefferson City, MO 65102-0456
Telephone: (573) 635-7166
Facsimile: (573) 635-0427
dcooper@brydonlaw.com
jhernandez@brydonlaw.com

**ATTORNEYS FOR 188 NORTH SUMMIT,
LLC AND SEGES UTILITY COMPANY, LLC**

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been sent by electronic mail this 10th day of August 2022, to:

General Counsel's Office
staffcounsel@psc.mo.gov

Office of the Public Counsel
opc@opc.mo.gov



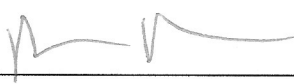
VERIFICATION

State of California)

County of Contra Costa) ss

I, Mark E. Govan, under penalty of perjury, and pursuant to Section 509.030, RSMo, state that I am the Manager of 188 North Summit, LLC, that I am duly authorized to make this affidavit on behalf of 188 North Summit, LLC, that I have knowledge of the matters stated herein, and that said matters are true and correct to be best of my knowledge and belief. Additionally, no representative of 188 North Summit, LLC, has had any communication with the office of the Missouri Public Service Commission as defined in Commission Rule 20 CSR 4240-4.015(10) within the immediately preceding 150 days regarding the subject matter of this Application.

IN WITNESS WHEREOF, the undersigned has hereto set his hand the 9th day of August, 2022.



Mark E. Govan

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

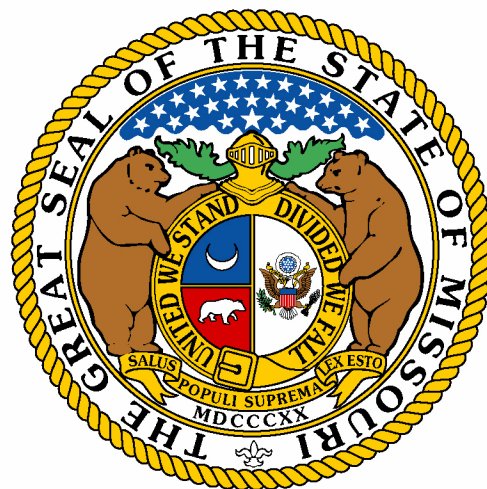
I, JOHN R. ASHCROFT, Secretary of State of the STATE OF MISSOURI, do hereby certify that the records in my office and in my care and custody reveal that

Seges Utility Company, LLC
LC014391858

was created under the laws of this State on the 14th day of July, 2022, and is active, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 10th day of August, 2022.


Secretary of State



Certification Number: CERT-08102022-0009

APPENDIX B-C

HAS BEEN IDENTIFIED AS

CONFIDENTIAL

IN ITS ENTIRETY

PURSUANT TO COMMISSION RULE

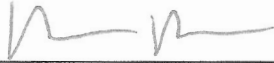
20 CSR 4240-2.135(2)(A)3 AND 6

APPENDIX C

VERIFICATION OF AUTHORITY

COMES NOW the undersigned, manager of 188 North Summit, LLC, and, under penalty of perjury, and pursuant to Section 509.030, RSMo does hereby verify that 188 North Summit, LLC had and has the requisite authority to enter into the *Agreement for Sale and Transfer of Water Distribution System and Wastewater System* ("*Agreement*") described in the Application and to carry out all the obligations contained in each *Agreement*.

IN WITNESS WHEREOF, the undersigned has hereto set his hand the 9th day of August, 2022.



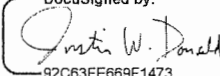
Mark E. Govan, Manager
188 NORTH SUMMIT, LLC

APPENDIX D

VERIFICATION OF AUTHORITY

COMES NOW the undersigned, manager of Seges Utility Company, LLC, and, under penalty of perjury, and pursuant to Section 509.030, RSMo does hereby verify that Seges Utility Company, LLC has the requisite authority to accept assignment of the *Agreement for Sale and Transfer of Water Distribution System and Wastewater System* ("*Agreement*") described in the Application and to carry out all the obligations contained in the *Agreement*. .

IN WITNESS WHEREOF, the undersigned has hereto set his hand the 9 day of August, 2022.

DocuSigned by:

92C63FE669F1473...

Justin Donald, Manager
SEGES UTILITY COMPANY, LLC

Seges Partners Mobile Home Park, LLC
Name of Issuing Company

For: Seges Partners Mobile Home Park
Certificated Service Area

**Rules and Regulations Governing
the Rendering of Water Service**

Legal Description of Service Area

The 114 lots designated as Seges Mobile Home Park.

Part of Section 24, Township 45 North, Range 11 West, Callaway County, Missouri, described as follows: Commencing at a 3 1/4" Altim. Mon. for the East Quarter, said Section 24, reference S.R.B. Q, page 214, thence S84°04'00"W 1051.70' to a 1/2" Iron Pin on the West R/W of old U.S. Hwy 54, thence continue S84°04'00"W 1649.52' to an Iron Pin, reference S.R.B. 2, page 180, thence S12°56'58"W 1001.13' to a 1/2" Iron Pin, thence S11°38'58"W 370.55' to a 1/2" Iron Pin and the True Point of Beginning, thence continue S11°38'58"W 228.60' to a 1/2" Iron Pin, thence S4°19'45"W 303.50' to a 1/2" Iron Pin, thence S5°54'09"E 158.70', thence continue S5°54'09"E 85.02', thence N84°11'12"E 479.69' to an Iron Pin, thence N84°22'39"E 554.76' to a 1/2" Iron Pin, thence S72°14'57"E 237.51' to an Iron Pin on the West R/W of old U.S. Hwy 54, thence N15°42'32"E along said R/W 181.40' to an Iron Pin, thence N18°30'04"E along said R/W 252.83', thence S73°28'56"E along said R/W 10.00', thence N18°30'04"E along said R/W 100.00', thence N73°29'56"W along said R/W 10.00', thence N17°37'32"E along said R/W 410.93' to a 1/2" Iron Pin, thence leaving said R/W S83°15'13"W 1487.20' to the True Point of Beginning. Contains 25.11 acres, more or less, excepting a 0.52 acre tract, described as follows: Part of Section 24, Township 45 North, Range 11 West, Callaway County, Missouri, described as follows: Commencing at a 3 1/4" Altim. Mon. for the East Quarter, said Section 24, reference S.R.B. Q, page 214, thence S84°04'00"W 1051.70' to a 1/2" Iron Pin on the West R/W of old U.S. Hwy 54, thence continue S84°04'00"W 1649.52' to an Iron Pin, reference S.R.B. 2, page 180, thence S12°56'58"W 1001.13' to a 1/2" Iron Pin, thence S11°38'58"W 370.55' to a 1/2" Iron Pin, thence S4°19'45"W 303.50' to a 1/2" Iron Pin, thence S5°54'09"E 243.72' to a 1/2" Iron Pin, thence N84°11'12"E 479.69' to an Iron Pin, thence N84°22'39"E 554.76' to a 1/2" Iron Pin, thence S72°14'57"E 33.51' to the True Point of Beginning, thence continue S72°14'57"E 194.00' to an Iron Pin on the West R/W of old U.S. Hwy 54, thence N15°42'32"E along said R/W 117.00' to a point, thence leaving said R/W N72°14'57"W 194.00' to a point, thence S15°42'32"W 117.00' to the True Point of Beginning. Subject to any rights of way, easements or restrictions, existing or of record.

* Indicates new rate or text
+ Indicates change

Date of Issue December 1, 2009
Month Day Year

Date Effective December 31, 2009
Month Day Year

Issued By: J. Michael Otten, Owner
Name and Title of Issuing Officer

1435 Thompson Blvd., Suite B Sedalia, MO 65301
Company Address

FILED
Missouri Public
Service Commission
WA-2008-0403
YW-2010-0365

APPENDIX G-C

HAS BEEN IDENTIFIED AS

CONFIDENTIAL

IN ITS ENTIRETY

PURSUANT TO COMMISSION RULE

20 CSR 4240-2.135(2)(A)3 AND 4