

LAW OFFICES OF

MILTON J. SCHNEBELEN
PHYLIS SCHNEBELEN
CARA L. DETRING

SCHNEBELEN AND DETRING
WEST FIRST AND SOUTH JEFFERSON
FARMINGTON, MISSOURI 63640

TELEPHONE
314-786-6721

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November 4, 1985

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MO. PUBLIC SERVICE COMMISSION

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MO. PUBLIC SERVICE COMMISSION

Mr. Harvey G. Hubbs, Secretary
Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

Re: Virginia Properties Inc.,
MPB inc.

Dear Mr. Hubbs:

Enclosed please find an original and 14 copies of the application for transfer of sewage treatment facility in a certified area.

Please file the enclosed application.

Thank you.

Sincerely yours,

Cara L. Detring

Cara L. Detring
Attorney at Law

cc: Public Counsel
John W. Howald
MPB Inc.

CLD/lfb

1296

FILED
NOV 5 1985
PUBLIC SERVICE COMMISSION

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the application of)
Virginia Properties, Inc. to sell)
and transfer its franchise, works or)
system to M.P.B. Inc., a corporation)
of the State of Missouri.)

SM-86-72

APPLICATION

Comes now Virginia Properties, Inc. and in support of its application pursuant to Section 393.190 R. S. Mo. 1969, states as follows:

1. Virginia Properties, Inc. is a Missouri Corporation duly organized and existing under the laws of the State of Missouri. Its principal office and place of business is located at P.O. Box 653, Festus, Missouri. Virginia Properties, Inc. is a sewer corporation and public utility as defined in Section 386.020 R. S. Mo. 1969. As such it is subject to the jurisdiction, supervision and control of the Commission for the collection, treatment and disposal of sewage in its service area in Jefferson County, Missouri.

2. M.P.B., Inc. is a private Corporation of the State of Missouri, established and existing pursuant to Chapter 351 R. S. Mo. 1969. It too is a public utility as defined in Section 386.020 R. S. Mo. 1969.

3. Correspondence, communications, orders and decisions in this matter should be addressed to:

Richard Foglesong, Statutory Trustee
Virginia Properties, Inc.
803 Westchester Dr.
Herculanum, MO 63048

Mr. John W. Howald
Attorney At Law
One Thurman Court
Hillsboro, Missouri 63050

Patrick Boos, President
M.P.B., Inc.
761 Pine Haven
Fenton, Missouri 63026

Cara L. Detring
Attorney At Law
West First & South Jefferson
Farmington, Missouri 63640

4. Virginia Properties, Inc. proposes to sell and transfer all of its franchise, works or system necessary and useful in the rendition of sewer treatment service to its customers in its certified area. These properties are more particularly set forth in Schedule1 attached hereto and made a part hereof. A copy of the proposed contract and agreement is attached to this application and made a part hereof as Schedule2.

FILED

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PUBLIC SERVICE COMMISSION

5. A certified copy of the resolutions authorizing the proposed transaction of the Board of Directors of Virginia Properties, Inc. and M.P.B., Inc. are attached to this application and made a part hereof as Schedules 3 and 4.

6. The proposed transaction is not detrimental to the public interest in that a) M.P.B., Inc. can and is presently operating the facility and can continue service, b) the managing officers and shareholders of M.P.B., Inc., Patrick C. Boos and Melvin Pfeffer, have considerable experience in sewage treatment in that Patrick Boos is a licensed treatment plant operator with the State of Missouri, No. B-2516 and presently works for Metropolitan St. Louis Sewer District. He has been employed by Metropolitan St. Louis Sewer District and its predecessor since 1974. Melvin Pfeffer has over 8 years experience as a treatment plant operator and maintains 18 sewage treatment plants through his sewer company known as Melcat. c) Virginia Properties, Inc. desires to sell its interest and no longer operate its facilities in its service area. d) M.P.B., Inc. is financially stable and can continue operations of the treatment plant and facilities.

7. M.P.B., Inc. has agreed to bring the facility up to standards of the Department of Natural Resources and apply for transfer of Discharge Permits for the facility. M.P.B., Inc. also agrees to comply with all regulations of the Public Service commission and is familiar with those regulations regarding sewers utilities.

WHEREFORE, Virginia Properties, Inc. respectfully requests an order and decision of this commission:

1. Approving the sale and transfer of all of the franchise, works, and system of Virginia Properties, Inc. to M.P.B., Inc.

2. Authorizing Virginia Properties, Inc. to discontinue providing sewer service in its certified area as of the date of sale and transfer of such properties to M.P.B., Inc. and

3. For such other relief deemed meet and proper to accomplish the purposes of this application.

William H. Hill
William H. Hill, Statutory Trustee
Virginia Properties, Inc.

Richard Foglesong
Richard Foglesong, Statutory Trustee

Patrick C. Boos
Patrick C. Boos, President of M.P.B.,
Inc.

John W. Howald
John W. Howald, Attorney for Virginia
Properties, Inc.

Cara L. Detring
Cara L. Detring, Attorney for M.P.B., Inc.

STATE OF MISSOURI)
) ss
COUNTY OF JEFFERSON)

Richard Foglesong and William H. Hill, Statutory Trustee of Virginia Properties, Inc. and John W. Howald, Attorney, having been by me first duly sworn, says that the statements and allegations contained in said application are true to the best of their knowledge, information, and belief.

William H Hill
Statutory Trustee
Richard Foglesong
Statutory Trustee
John W. Howald
John W. Howald

Subscribed and sworn to before me this 21st day of October, 1985

Melba A. Basham
Notary Public

My commission expires: 10.9.83

STATE OF MISSOURI)
) ss
COUNTY OF ST. FRANCOIS)

Patrick C. Boos President of M.P.B., Inc. and Cara L. Detring, Attorney having been by me first duly sworn, says that the statements and allegations contained in said application are true to the best of their knowledge, information, and belief.

Patrick C Boos
Patrick C. Boos

Cara L. Detring
Cara L. Detring

Subscribed and sworn to before me this 25th day of October, 1985.

PAMELA S. HART, Notary Public
State of Missouri, St. Francois County
My Commission Expires March 25, 1987

Pamela S. Hart
Notary Public

Schedule 1

Lots Twenty-Three (23), Twenty-Four (24), Twenty-Five (25) and Twenty-Six (26) of Block One (1) of Lake Virginia Subdivision, a subdivision in Jefferson County, Missouri, as shown by Plat recorded in Plat Book 15 at Page 4 in the Office of the Recorder of Deeds of Jefferson County, Missouri.

Also, Lots Thirty-Nine (39) and Forty (40) of Block One (1) and that portion of the common ground immediately adjacent to Lots Thirty-Nine (39) and Forty (40) of Block One (1) within the fenced area that is an existing sewage lagoon in Lake Virginia Subdivision, a subdivision of Jefferson County, Missouri, as shown by Plat recorded in Plat Book 15 at Page 4 in the Office of the Recorder of Deeds of Jefferson County, Missouri.

AGREEMENT REGARDING THE SEWER SYSTEM
IN LAKE VIRGINIA SUBDIVISION

This Agreement, made and entered into this _____ day of _____, 1985, by and between Virginia M. Jones, hereinafter referred to as "Jones" and Virginia Properties, Inc., by its statutory trustees, hereinafter referred to as "Virginia Properties," and M.P.B., Inc., hereinafter referred to as "MPB".

In consideration of the sum of One Dollar and other valuable consideration, in hand paid to Virginia Properties by MPB, Virginia Properties and Jones do here agree to transfer to MPB by quitclaim deed, all of their right, title and interest in and to the following described lagoon sites situated in Jefferson County, Missouri, and more particularly described as follows, to-wit:

Lots Twenty-Three (23), Twenty-Four (24), Twenty-Five (25) and Twenty-Six (26) of Block One (1) of Lake Virginia Subdivision, a subdivision in Jefferson County, Missouri, as shown by Plat recorded in Plat Book 15 at Page 4 in the Office of the Recorder of Deeds of Jefferson County, Missouri.

Also, Lots Thirty-Nine (39) and Forty (40) of Block One (1) and that portion of the common ground immediately adjacent to Lots Thirty-Nine (39) and Forty (40) of Block One (1) within the fenced area that is an existing sewage lagoon in Lake Virginia Subdivision, a subdivision of Jefferson County, Missouri, as shown by Plat recorded in Plat Book 14 at Page 4 in the Office of the Recorder of Deeds of Jefferson County, Missouri.

In addition, Virginia Properties and Jones further agree to convey and transfer to MPB all of their right, title and interest in and to the sewage trunk lines, auxillary sewage lines, pressure sewage lines and easements for same as well as easements for future sewage lines as shown on the Plat of Lake Virginia Subdivision recorded in Plat Book 15 at Page 4 of the Jefferson County, Missouri Land Records.

This conveyance will be made upon certain conditions subsequent which shall be binding and enforceable against MPB and its successors and assigns, as follows:

PCB That said premises shall be continuously maintained and used for a sewage treatment site of the Lake Virginia Subdivision. In the event there is a breach of this condition, by MPB or its successors and assigns, all right, title and interest in and to said premises shall, at the election of Jones, her heirs or assigns, revert to, become vested in, and become the property of Virginia M. Jones, or her heirs and assigns, who shall have the immediate right of entry upon said premises and said MPB and its successors and assigns shall forfeit all right, title, and interest in said premises and any of the tenements, hereditaments and appurtenances thereto belonging;

Provided, however, that the failure of said Virginia M. Jones, or her heirs and assigns, to insist in any one or more instances upon performance of any of the foregoing conditions subsequent and to re-enter for a breach thereof shall not be construed as a waiver or relinquishment of the future performance of said condition or of the right to re-enter for a breach thereof, but the obligation of said MPB and its successors and assigns with respect to such future performance shall continue in full force and effect, and the right of Virginia M. Jones, her heirs and assigns, to re-enter for any breach of any condition shall continue in full force and effect.

Jones also reserves the right to use the trunk lines and lagoon, without charge, that service the residence in which she currently resides for her life or so long as she resides within said Lake Virginia Subdivision.

MPB shall petition for and receive approval from the Missouri Public Service Commission for this transfer of title as soon as is reasonably possible. MPB shall bring the sewage treatment lagoon up to standards required by the Department of Natural Resources and the Public Service Commission of Missouri, within 90 days of execution of this Agreement.

Upon completion of the improvements required by the Department of Natural Resources, and approval of said improvements, by said Department, Virginia Property shall pay to MPB the sum of \$2,000.00, which sum is to be collected from the subdivision owners and upon collection to be placed in escrow for payment to MPB. Said sum of \$2,000.00 is presently owed by the subdivision owners who are users of the sewage system.

Virginia Properties hereby discloses to MPB that a complaint is pending before the Missouri Public Service Commission for non-compliance of the regulations for lagoons of the Department of Natural Resources.

MPB shall comply with all standards set for sewage

treatment facilities set by the Department of Natural Resources and the Public Service Commission and all other federal and state laws and shall provide sewer service to the lot owners of the subdivision. Upon transfer of the sewage disposal system to MPB, MPB agrees that it will direct the day to day operations of the system and handle all repairs and breakdowns of the system. MPB agrees to provide sanitary sewage disposal service to the area and customers presently serviced by Virginia Properties pursuant to its Certificate of Public Convenience and Necessity and that it will extend such service and expand its facilities to service all of Lake Virginia Subdivision as it is further developed, at the cost of the owner or owners of the property in the area to be serviced.

Jones, Virginia Properties and MPB agree to execute any and all documents, resolutions and other evidences required to effect the approval of the transfer by the Public Service Commission, it being understood that all expenses involved in the application for transfer shall be borne by MPB, with the exception of any attorneys fees incurred by Virginia Properties and Jones. MPB shall promptly file its application for approval and for a Certificate of Convenience and Necessity with the Public Service Commission.

Virginia Properties and Jones shall convey title to the lagoon properties as aforesaid at closing by Special Deed with Right of Re-Entry, which contains the conditions subsequent as hereinbefore set forth, and with a right of re-entry in Jones. A copy of the Special Deed with Right of Re-Entry is attached hereto and incorporated herein by reference.

Closing of this transaction shall take place upon completion of improvements and approval by the Public Service Commission at a place agreed to by all parties. The closing shall take place no later than the 31st day of December, 1985. Virginia Properties and Jones shall place the Special Deed and Bill of Sale (a copy of

which is attached hereto and incorporated herein by reference),
in escrow pending completion of this Agreement by MPB together
with all necessary instructions for release of the \$2,000.00
held in escrow for the improvements.

IN WITNESS WHEREOF, the parties hereto have set
their hands the day and year first above written.

Virginia M. Jones
Virginia M. Jones

VIRGINIA PROPERTIES, INC.

BY: Richard Foglesong
Richard Foglesong, Statutory Trustee

BY: William H. Hill
William H. Hill, Statutory Trustee

M.P.B., Inc.

BY: Patrick C. Boos
Patrick C. Boos, President

STATE OF MISSOURI)
) SS.
COUNTY OF JEFFERSON)

On this 27th day of July, 1985, before me personally appeared VIRGINIA M. JONES, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged she executed the same as her free act and deed. And, the said Virginia M. Jones further declared herself to be single and unmarried.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Mark T. Stoll

Notary Public

MARK T. STOLL
Notary Public, State of Missouri
My Commission Expires: 7/6/87
Jefferson County

My Commission Expires:

STATE OF MISSOURI)
) SS.
COUNTY OF JEFFERSON)

On this 22nd day of July, 1985, before me personally appeared RICHARD FOGLESONG and WILLIAM H. HILL, to me personally known, who, being by me duly sworn, did say that they are the Statutory Trustees of VIRGINIA PROPERTIES, INC., a Corporation of the State of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Statutory Trustees; and said Statutory Trustees acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Delva Q. Graham

Notary Public

My Commission Expires: 10-9-88

STATE OF MISSOURI)
) SS.
COUNTY OF ST. FRANCOIS)

On this 14th day of August, 1985, before me personally appeared PATRICK C. BOOS, to me personally known, who, being by me duly sworn, did say that he is the President of M.P.B., Inc., a Corporation of the State of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors; and said Patrick Boos acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Cara L. Detring

Notary Public

Cara L. Detring

My Commission Expires:
Cara L. Detring, Notary Public
State of Missouri, County of St. Francois
My Commission Expires: August 18, 1988

Schedule 3

SPECIAL MEETING OF BOARD OF DIRECTORS
M.P.B., INC.

Be it resolved by the Board of Directors of M.P.B., Inc. a Missouri Corporation, that M.P.B., Inc. is hereby authorized to purchase the sewer systems and treatment plants now owned by Virginia Properties, Inc., located in Jefferson County in Subdivisions known as Lake Virginia Subdivision. The corporation is hereby authorized to operate, manage and otherwise run said sewer facilities and is hereby authorized to apply for permits, licenses or other documentation from the State authorities governing public utilities. That the officers authorized to sign and execute documents for M.P.B., Inc. are Patrick Boos, President and Carla Boos, Secretary.

The above resolution was passed in a special meeting of the Board of Directors of M.P.B., Inc. held on Monday, July 11, 1985 at which all members of the Board of Directors were present.

Carla Boos
Carla Boos, Secretary.

I hereby certify that the above is a true and accurate copy of the resolution as passed by the Board of Directors of P. C. B., Inc. on July 11, 1985.

Carla Boos
Carla Boos, Secretary

Schedule 4

RESOLUTION OF DIRECTORS

St. Louis October 1988.

At a Meeting of the Board of Directors of the Virginia Properties, Inc. duly called and held this day, the following Resolution was adopted on motion duly made and seconded, all of the directors voting in favor thereof:

RESOLVED, that the Corporation sell its right, title, and interest in and to the sewer system, to M.P.B., Inc.

The above is certified to be a true copy from the record of the Meeting of the Board of Directors.

Richard J. Long
Secretary

Approved by the following being all of the trustees:

William H. Hill
Richard J. Long

(Signatures of all Trustees)

Subscribed and sworn to before me this 21st day of October 1988

Debra A. Basham
Notary Public

My term expires Oct. 9, 1988