

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

In the Matter of the Application of                    )  
Confluence Rivers Utility Operating                )  
Company, Inc., to Acquire Certain Water        )     **File Nos. WM-2020-0403**  
and Sewer Assets of Terre Du                    )  
Lac Utilities Corporation.                         )

**REVISED RESPONSE TO STAFF RECOMMENDATION**

COMES NOW Confluence Rivers Utility Operating Company, Inc. (Confluence Rivers), and, as its *Revised Response to Staff Recommendation*, states as follows to the Missouri Public Service Commission (Commission):

1. On June 12, 2020, Confluence Rivers filed its *Application and Motion for Waiver*, seeking authority to acquire substantially all of the water and/or sewer assets of Terre Du Lac Utilities Corporation (TDL) and approval of the transfer of TDL’s existing certificates of convenience and necessity (CCNs), or for the Commission to grant new CCNs authorizing Confluence to own, install, construct, operate, control, manage and maintain the systems it proposed to acquire. Confluence Rivers also sought an acquisition incentive under Commission Rule 20 CSR 4240-10.085(1)(C).

2. The Staff of the Commission (Staff) filed a recommendation on September 18, 2020 (*Staff Recommendation*). Staff recommended that Confluence Rivers’ request for a return premium and debt acquisition adjustment pursuant to Commission Rule 20 CSR 4240-10.085 be denied. Staff further recommended that if the request for an acquisition incentive is denied, the proposed transfer of assets would not be detrimental to the public interest, the transfer of TDL’s existing CCNs, or the granting of new CCNs, to Confluence authorizing it to install, acquire, build, construct, own, operate, control, manage, and maintain water and sewer systems is in the public

interest, and Staff recommended approval with conditions described in the *Memorandum*. The *Memorandum* identified “conditions and actions” 1-12. (*Memorandum*, p. 26-28).

3. On November 11, 2020, Confluence Rivers filed its *Response to Staff Recommendation*, therein objecting to the *Staff Recommendation*.

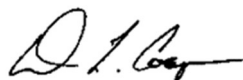
4. More recently, Confluence Rivers and TDL have executed an amendment to the Purchase and Sale Agreement concerning the purchase of the TDL systems that reflects a reduction in the purchase price. That amendment to the Purchase and Sale Agreement is attached hereto as **Appendix 1** and marked “Confidential” in accordance with Commission Rule 20 CSR 4240-2.135(2)(A)(3) and (6), as it contains market-specific information and information representing strategies employed in contract negotiations.

5. As a result of the amendment to the Purchase and Sale Agreement referenced above, Confluence Rivers has decided to withdraw its request for a return premium and debt acquisition adjustment pursuant to Commission Rule 20 CSR 4240-10.085. Based on that decision, Confluence Rivers hereby revises its prior objection to the *Staff Recommendation* and states its agreement with, and willingness to accept, the identified “conditions and actions” 1-12.

**WHEREFORE**, Confluence Rivers respectfully requests that the Commission consider this *Revised Response to Staff Recommendation* and, thereafter, issue such orders as it should find reasonable and just.

Respectfully submitted,

**BRYDON, SWEARENGEN & ENGLAND P.C.**



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**ATTORNEYS FOR CONFLUENCE RIVERS  
UTILITY OPERATING COMPANY, INC.**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing was served by electronic mail on this 14<sup>th</sup> day of December 2020, to all counsel of record.



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Dean L. Cooper