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STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

TRANSCRIPT OF PROCEEDINGS

PREHEARING CONFERENCE

April 27, 2005

Jefferson City, Missouri

Volume 1

In the Matter of the Joint)
Application of Silverleaf)
Resorts, Inc., and Algonquin)
Water Resources of Missouri,)
L.L.C., for Authority for)
Silverleaf Resorts, Inc., to) Case No. WO-2005-0206
Sell Certain Assets to)
Algonquin Water Resources of)
Missouri, L.L.C., and, in)
Connection Therewith, Certain)
Other Related Transactions)

KEVIN A. THOMPSON, Presiding,
DEPUTY CHIEF REGULATORY LAW JUDGE.

REPORTED BY:
STEPHANIE L. KURTZ MORGAN, RPR, CCR
MIDWEST LITIGATION SERVICES

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APPEARANCES:

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FOR: Office of the Public Counsel and the Public.

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FOR: Staff of the Missouri Public Service
Commission.

1 P R O C E E D I N G S

2 JUDGE THOMPSON: Good morning. We are here in the
3 matter of the joint application of Silverleaf Resorts, Inc.
4 and the Algonquin Water Resources of Missouri, L.L.C. for
5 authority for Silverleaf Resorts, Inc. to sell certain assets
6 to Algonquin Water Resources of Missouri, L.L.C., and in
7 connection therewith, certain other related transactions.

8 This is Case No. WO-2005-0206. My name is Kevin
9 Thompson. I'm the Regulatory Law Judge assigned to preside
10 over this matter.

11 And we will begin with oral entries of appearance.

12 Mr. Cooper?

13 MR. COOPER: Dean L. Cooper of the law firm of
14 Brydon, Swearingen & England, P.C., P. O. Box 456, Jefferson
15 City, Missouri 65102, appearing on behalf of Silverleaf
16 Resorts, Inc. and Algonquin Water Resources of Missouri,
17 L.L.C.

18 JUDGE THOMPSON: Thank you.

19 Mr. Berlin?

20 MR. BERLIN: Robert S. Berlin, Post Office Box 360,
21 Jefferson City, Missouri 65102, appearing on behalf of the
22 Staff of the Missouri Public Service Commission.

23 JUDGE THOMPSON: Thank you.

24 Just in time to enter your appearance, Mr. Coffman.

25 MR. COFFMAN: I assume this is Silverleaf.

1 JUDGE THOMPSON: This is.

2 MR. COFFMAN: Appearing on behalf of the Office of
3 the Public Counsel, John B. Coffman, Box 2230,
4 Jefferson City, Missouri 65102.

5 JUDGE THOMPSON: Thank you.

6 The purpose of this prehearing conference is
7 twofold. It brings the parties together so that they may
8 continue to pursue settlement discussions. I assume there
9 have been some settlement discussions before this. If not,
10 now is a great opportunity.

11 The other thing is for you to compare calendars. A
12 proposed procedural schedule is due a week from today. And
13 you may compare your calendars and cooperatively put that
14 schedule together.

15 Do any of the parties have anything to bring to my
16 attention at this time?

17 (NO RESPONSE.)

18 JUDGE THOMPSON: Hearing nothing, the recorded
19 portion of the prehearing conference is adjourned. Thank you.
20 Have a nice day.

21 WHEREUPON, the on-the-record portion of the
22 prehearing conference was concluded.

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