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FILED²

JAN 31 2002

January 31, 2002

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102

Re: Case No. WO-2002-226
Water Service Area Territorial Agreement
City of Pacific, Missouri and Public Water Supply District No. 3 of Franklin, County,
Missouri

Dear Mr. Roberts:

Please find enclosed for filing an original and eight (8) copies of the Waiver of Condition to the Water Service Area Territorial Agreement, which is being filed on behalf of Joint Applicants City of Pacific, Missouri and Public Water Supply District No. 3 of Franklin County, Missouri.

Copies of this filing have been sent this date to counsel for all parties of record. Thank you.

Sincerely,

Brent Stewart
Brent Stewart

CBS/bt

Enclosure

cc: Victoria Kizito, General Counsel's Office
Ruth O'Neill, Office of the Public Counsel
Dale Johansen
Mark Piontek
Jonathan L. Downard

JAN 31 2002

WAIVER OF CONDITIONMissouri Public
Service Commission

This Waiver of Condition made and entered into this 31st day of January, 2002, by and between Public Water Supply District No. 3 of Franklin County, Missouri (hereinafter the "District") and City of Pacific, Missouri (hereinafter the "City").

Whereas the District and the City have entered into and executed a Territorial Agreement dated June 19, 2001 (the "Agreement"); and,

Whereas paragraph 8 of the Agreement stated in relevant part that "[p]erformance of the parties is contingent upon all of the following having occurred no later than June 1, 2001, unless such condition is waived, extended or modified by agreement in writing signed by an officer of each party hereto. . ."; and,

Whereas one of the events that was to have occurred prior to June 1, 2001, was the "[a]pproval of the transaction by the Public Service Commission of Missouri;" and,

Whereas, as of this date, the Agreement has been assigned Case No. WO-2002-226 by the Missouri Public Service Commission ("Commission"), but the Agreement has not yet been approved by the Commission; and,

Whereas the parties desire to waive, extend or modify paragraph 8 of the Agreement to provide additional time to obtain Commission approval.

Now, Therefore, in consideration of the mutual covenants, conditions, obligations, promises, restrictions and agreements herein contained, the District and the City agree as follows:

1. That portion of paragraph 8 of the Agreement which requires that the Commission approve the Agreement by June 1, 2001, is hereby waived, extended and/or modified to allow for the Commission's approval to be obtained no later than March 31, 2002.
2. That no other term of the Agreement is modified, repealed or changed by this Waiver of Condition.

IN WITNESS WHEREOF, the parties have executed this Waiver of Condition this 28th
day of January, 2002.

PUBLIC WATER SUPPLY DISTRICT
NO. 3 OF FRANKLIN COUNTY,
MISSOURI

By:

G. Thomas Seener
G. Thomas Seener, President

ATTEST

Debra Champlain
Debra Champlain, Clerk

CITY OF PACIFIC, MISSOURI

By:

Jill Pigg
Jill Pigg, Mayor

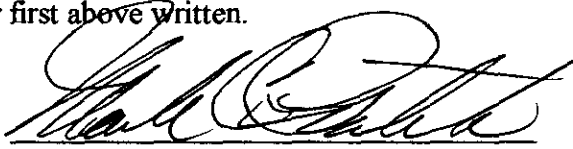
ATTEST:

Jo Ann Hoeber
City Clerk

STATE OF MISSOURI)
) SS:
COUNTY OF FRANKLIN)

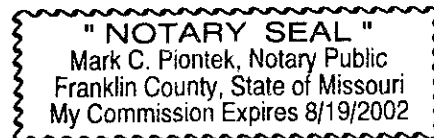
On this 28 day of JANUARY, 2002, before me appeared **G. Thomas Seener** to me personally known, who, being by me duly sworn, did say that she is the President of **Public Water Supply District No. 3 of Franklin County, Missouri**, and that the seal affixed to the foregoing instrument is the corporate seal of said District, and that said instrument was signed and sealed on behalf of said District, by authority of its Board of Directors; and **G. Thomas Seener** 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.



Notary Public

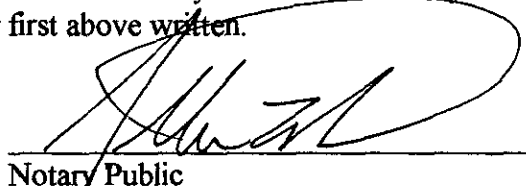
My term expires:



STATE OF MISSOURI)
) SS:
COUNTY OF Franklin)

On this 15 day of January, 2002, before me appeared Jill Pigg to me personally known, who, being by me duly sworn, did say that she is the **Jill Pigg** of the **City of Pacific, Missouri**, and that the seal affixed to the foregoing instrument is the corporate seal of said City, and that said instrument was signed and sealed on behalf of said City, by authority of its Mayor; and said **Jill Pigg** acknowledged said instrument to be the free act and deed of said City.

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.



Notary Public

My term expires:

4/16/05

