

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

In the Matter of the Joint Application of Missouri-)
American Water Company and Woodland Manor Water)
Company, LLC for MAWC to Acquire Certain Water) File No. _____
Assets of Woodland Manor and, in Connection)
Therewith, Certain Other Related Transactions.)

**JOINT APPLICATION AND,
IF NECESSARY, MOTION FOR WAIVER**

COME NOW Missouri-American Water Company (“MAWC”) and Woodland Manor Water Company, LLC (“Woodland Manor”), and, pursuant to Sections 393.170 and 393.190, RSMo 2000, and 4 CSR 240-2.060, 3.600, 3.605, and 4.020(2)(B), state the following to the Missouri Public Service Commission (“Commission”) as their Joint Application and, if necessary, Motion for Waiver:

BACKGROUND INFORMATION

1. Woodland Manor is a Missouri limited liability company. Its mailing address is 590 Nature Trail Road, Blue Eye, Missouri 65611. A certified copy of Woodland Manor’s certificate of good standing is attached hereto as Appendix A. Woodland Manor is the holder of a Certificate of Convenience and Necessity from the Commission to operate a water utility in Stone County, Missouri (Case No. WM-99-119). Woodland Manor currently provides water service to approximately one hundred sixty-five (165) customers. Woodland Manor is a “water 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. Woodland Manor has no overdue Commission annual reports or assessment fees. There is no pending action or final unsatisfied judgment or decision against Woodland Manor 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.

3. MAWC is a Missouri corporation with its principal office and place of business at 727 Craig Road, St. Louis, Missouri 63141. MAWC is a Missouri corporation in good standing. A certified copy of MAWC's certificate of good standing was submitted in Case No. SA-2007-0316 and is incorporated by reference. MAWC currently provides water service to the public in and around the cities of St. Joseph, Joplin, Brunswick, Mexico, Warrensburg, Parkville, Riverside, Jefferson City, and parts of St. Charles, Warren, Jefferson, Morgan, Pettis, Benton, Barry, Stone, Greene, Taney, Christian, and Platte Counties, and most all of St. Louis County, Missouri. MAWC currently provides water service to approximately 457,300 customers. MAWC provides sewer service to approximately 4,760 customers in Callaway, Jefferson, Pettis, Cole, Morgan, Platte, Taney, Stone, Christian, and Warren Counties, Missouri. MAWC 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. MAWC has no overdue Commission annual reports or assessment fees. There is no pending action or final unsatisfied judgment or decision against MAWC 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 other than cases pending before this Commission – Cases Nos. SA-2015-0065, WA-2016-0019, WA-2016-0054, WC-2016-0079, WC-2016-0088, WC-2016-0113, and WO-2015-0211 (the appeal of which is pending before the Missouri Court of Appeals, Western District).

4. Communications in regard to this Joint Application should be addressed to the undersigned counsel and:

Missouri-American Water Company
727 Craig Road
St. Louis, Missouri 63141
Attention: Ms. Jennifer Smith
Phone - (314) 996-2339
Email - Jennifer.Smith@amwater.com

Woodland Manor Water Company, LLC
Attn: Mona Fennema
590 Nature Trail Road
Blue Eye, Missouri 65611
fennema21@msn.com

THE TRANSACTION

5. MAWC and Woodland Manor have entered into an Asset Purchase Agreement dated September 25, 2015 (Agreement), a copy of which is attached as **Appendix B-HC** and incorporated herein by reference. Pursuant to the Agreement, MAWC proposes to purchase substantially all of the assets of Woodland Manor as specifically described in the Agreement under the terms and provisions further described in the Agreement, including Woodland Manor's certificate of convenience and necessity.

6. Because Woodland Manor is a water corporation doing business in the State of Missouri, it is subject to the provisions of Section 393.190.1, RSMo, which states, in pertinent part, that "no . . . water 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."

ADDITIONAL INFORMATION

7. MAWC's verification of authority authorizing the purchase of the subject assets and related transactions contemplated by the Agreement is attached as **Appendix C** and incorporated herein by reference. Woodland Manor's verification of authority authorizing the

sale of the subject assets and related transactions contemplated by the Agreement is attached as **Appendix D** and incorporated herein by reference

8. A balance sheet and income statement with adjustments showing the results of the acquisition of the property for MAWC is attached as **Appendix E-HC** and incorporated herein by reference. Appendix E-HC has been identified as Highly Confidential in accordance with Commission Rule 4 CSR 240-2.135, as it contains market specific information and information representing strategies employed in contract negotiations.

9. The sale of assets should have no impact on the tax revenues of relevant political subdivisions as both MAWC and Woodland Manor are private entities and their status as taxpaying entities will not change as a result of this transaction. However, the parties note that Woodland Manor is completely located within Stone County and that, to the parties' knowledge, the political subdivisions within which Woodland Manor's property sits, do not extend beyond Stone County.

PUBLIC INTEREST

10. For the following reasons, the proposed acquisition of the specified assets of Woodland Manor 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.

A. The assets of Woodland Manor would be acquired by MAWC and remain subject to the jurisdiction of the Commission.

B. MAWC is fully qualified, in all respects, to own and operate the system currently being operated by Woodland Manor and to otherwise provide safe, reliable and affordable service.

RATEMAKING TREATMENT

11. MAWC proposes to utilize the Woodland Manor rates, rules and regulations and

other tariffs currently on file with and approved by the Commission as Woodland Manor P.S.C. Mo. No. 2 water tariff until MAWC's next rate case, at which time it shall be consolidated with MAWC's Tri-Lakes District for ratemaking purposes.

CONTINGENT REQUEST FOR WAIVER

12. This case is not likely to be a contested case within the meaning of Commission rule 4 CSR 240-4.020(2) because previous applications addressing the same issues presented in this filing have generally not become contested proceedings. However, in the event that the Commission nevertheless concludes that the filing of this Joint Application is likely to be a contested case, Applicants request a waiver of the sixty (60) day notice for good cause shown as permitted by Commission rule 4 CSR 240-4.020(2)(A).

14. The reason for this request relates to the nature of an asset purchase negotiation as that which resulted in the execution of the subject Agreement and the filing of this Joint Application. Due to the nature of this particular transaction, this Joint Application has been filed as soon as possible. It would serve no purpose to wait sixty days before filing the application for Commission approval. Accordingly, to the extent that the Commission may find it to be applicable, the parties request a waiver from the provisions of Commission Rule 4 CSR 240-4.020(2) to allow for the filing of this Joint Application.

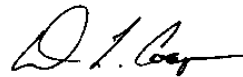
WHEREFORE, MAWC and Woodland Manor respectfully request that the Commission issue its order:

(A) authorizing Woodland Manor to sell and MAWC to acquire the assets of Woodland Manor identified herein, to include the certificate held by Woodland Manor or, in the alternative, grant MAWC a new certificate to provide water service in the areas now served by Woodland Manor;

(B) authorizing MAWC 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) granting 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, MBE #36592
BRYDON, SWEARENGEN & ENGLAND P.C.
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P.O. Box 456
Jefferson City, MO 65012
(573) 635-7166 telephone
(573) 635-3847 facsimile
dcooper@brydonlaw.com

Timothy W. Luft, Mo Bar 40506
MISSOURI-AMERICAN WATER COMPANY
727 Craig Road
St. Louis, MO 63141
(314) 996-2279
(314) 997-2451 (telefax)
Timothy.Luft@amwater.com

**ATTORNEYS FOR MISSOURI-AMERICAN
WATER COMPANY**



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Branson, MO 65616
(417) 334-7922
(417) 334-7923 (fax)
karl@sfalawfirm.com

**ATTORNEY FOR WOODLAND MANOR
WATER COMPANY, LLC**


CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing document was sent by electronic mail, on January 5, 2016, to the following:

Office of the General Counsel
Governor Office Building
Jefferson City, MO 65101
staffcounsel@psc.mo.gov

Office of the Public Counsel
Governor Office Building
Jefferson City, MO 65101
opc@ded.mo.gov

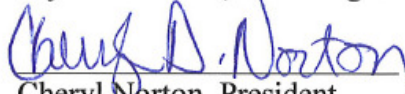
Karl Finkenbinder
SCHENEWERK & FINKENBINDER
Branson, MO 65616
karl@sfalawfirm.com



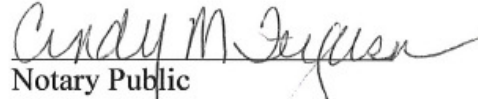
AFFIDAVIT

State of Missouri)
) ss
County of St. Louis)

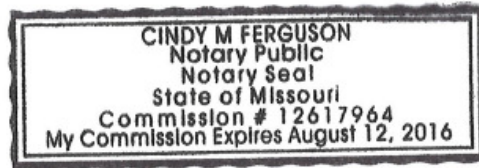
I, Cheryl Norton, having been duly sworn upon my oath, state that I am the President of Missouri-American Water Company (MAWC), that I am duly authorized to make this affidavit on behalf of MAWC, and that the matters and things stated in the foregoing Application and appendices thereto are true and correct to the best of my information, knowledge and belief.


Cheryl Norton, President

Subscribed and sworn before me this 5 day of January, 2016.


Notary Public

My Commission Expires: August 12, 2016



AFFIDAVIT

State of Missouri)
) ss
County of STONE)

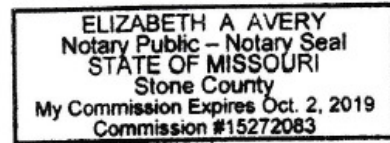
I, Mona Fennema, having been duly sworn upon my oath, state that I am the Owner of Woodland Manor Water Company, LLC (“Woodland Manor”), that I am duly authorized to make this affidavit on behalf of Woodland Manor, and that the matters and things stated in the foregoing Application and appendices thereto are true and correct to the best of my information, knowledge and belief.

Mona Fennema
Mona Fennema, Owner

Subscribed and sworn before me this 23rd day of December, 2015.

Elizabeth Avery
Notary Public

My Commission Expires: 10-2-2019



APPENDICES

Appendix A	Certificate of Good Standing Woodland Manor Water Company, LLC
Appendix B-HC	Asset Purchase Agreement between Missouri-American Water Company and Woodland Manor Water Company, LLC
Appendix C	MAWC Verification of Authority
Appendix D	Woodland Manor Verification of Authority
Appendix E-HC	Pro Forma Balance Sheet and Income Statement for MAWC

APPENDIX C

VERIFICATION OF AUTHORITY OF MISSOURI-AMERICAN WATER COMPANY

COMES NOW the undersigned, the President of Missouri-American Water Company and does hereby verify that it had and has the requisite authority to enter into the Asset Purchase Agreement dated September 25, 2015 by and between **Missouri-American Water Company** ("MAWC"), and **Woodland Manor Water Company LLC** (the "Agreement") and to carry out all the obligations contained in the Agreement.

IN WITNESS WHEREOF, the undersigned has hereto set his hand the 18 day of December, 2015.

Missouri-American Water Company

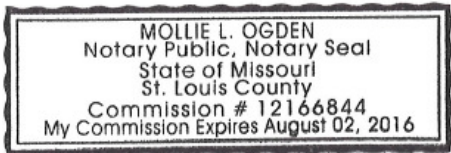
By: Cheryl A. Norton
Cheryl Norton, its President

State of Missouri)
) ss
County of St. Louis)

I, Cheryl Norton, having been duly sworn upon my oath, state that I am the President of Missouri-American Water Company I am duly authorized to make this Verification of behalf of Missouri-American Water Company, that the matters and things stated in the foregoing Verification are true and correct to the best of my information, knowledge and belief.

Cheryl A. Norton

Subscribed and sworn before me this 18 th day of December, 2015.



Mollie L. Ogden
Notary Public

APPENDIX D

VERIFICATION OF AUTHORITY OF WOODLAND MANOR WATER COMPANY LLC

COMES NOW the undersigned, the Owner of **Woodland Manor Water Company LLC** and does hereby verify that it had and has the requisite authority to enter into the Asset Purchase Agreement dated September 25, 2015 by and between **Missouri-American Water Company ("MAWC")**, and **Woodland Manor Water Company LLC** (the "Agreement") and to carry out all the obligations contained in the Agreement.

IN WITNESS WHEREOF, the undersigned has hereto set his hand the 19th day of November, 2015.

Woodland Manor Water Company LLC

By: Mona Fennema
Mona Fennema, its Owner

State of Missouri)
) ss
County of Greene)

I, Mona Fennema, having been duly sworn upon my oath, state that I am the Owner of Woodland Manor Water Company LLC, that I am duly authorized to make this Verification on behalf of Woodland Manor Water Company LLC, that the matters and things stated in the foregoing Verification are true and correct to the best of my information, knowledge and belief

Mona Fennema

Subscribed and sworn before me this 19th day of November, 2015.

[Signature]
Notary Public

