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November 24, 2004

* ALSO ADMITTED IN KANSAS

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Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
PO Box 360
Jefferson City, Missouri 65102

FILED

NOV 29 2004

**Missouri Public
Service Commission**

Re: Central Rivers Wastewater Utility, Inc./Private Gardens Subdivision
Case No. SA-2004-0470

Dear Mr. Roberts:

Pursuant to the Commission's November 4, 2004 Order Approving Application For Certificate Of Convenience And Necessity, enclosed please find for filing the original and six (6) copies of the revised Tariffs - 3rd Revised Sheet 1, 2nd Revised Sheet 11 and 3rd Revised Sheet 12 together with the Map as Exhibit 1, on behalf of Central Rivers Wastewater Utility, Inc.

Additionally, enclosed are an original and six (6) copies of the Waiver Of Notice Of Annual Meeting Of Shareholders, Minutes Of Annual Meeting, Waiver Of Notice Of Annual Meeting Of Board Of Directors and Minutes Of Annual Meeting Of Board Of Directors regarding Central Rivers.

If there are any questions regarding the filing, please direct them to the undersigned. I thank you in advance for your attention to and cooperation in this matter.

Sincerely,

Mark E. Kelly

MEK/adb
Enclosures

cc: Mr. Mark Geisinger
Office of the Public Counsel
General Counsel

45-2005-0404

SA-2005-0404

**WAIVER OF NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS OF
CENTRAL RIVERS WASTEWATER UTILITY, INC.**

December 1, 2004

The undersigned, being the sole Shareholder of CENTRAL RIVERS WASTEWATER UTILITY, INC., a Missouri corporation, does hereby waive any and all notice, whether provided by statute or otherwise, and consents and agree to the holding of the Annual Meeting of the Shareholders at 501 W. 92 Highway, Kearney, Missouri, on the 1st day of December, 2004 at the hour of 10:00 a.m.


Mark E. Geisinger

Being the sole Shareholder

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NOV 29 2004
Missouri Public
Service Commission

**MINUTES OF ANNUAL MEETING
OF SHAREHOLDERS OF
CENTRAL RIVERS WASTEWATER UTILITY, INC.**

December 1, 2003

The Annual Meeting of the shareholders of CENTRAL RIVERS WASTEWATER UTILITY, INC., a Missouri corporation, was held at 501 W. 92 Highway, Kearney, Missouri on the 1st day of December, 2004, at the hour of 10:00 a.m. pursuant to Waiver of Notice signed by all the shareholders.

Pursuant to the By-Laws, Mark E. Geisinger, President of the corporation, presided over the meeting, and Mark E. Geisinger, Secretary of the corporation, acted as Secretary.

The following shareholders were present in person or by proxy:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Mark E. Geisinger	5,000

The Chairman stated that a quorum was present and that the meeting could proceed with the transaction of business.

The Chairman stated that the first order of business was the election of Directors and called for the nomination of persons to serve as Directors of the Corporation until the next Annual Meeting of Shareholders or until their respective successors are elected and shall have qualified.

The following persons were nominated:

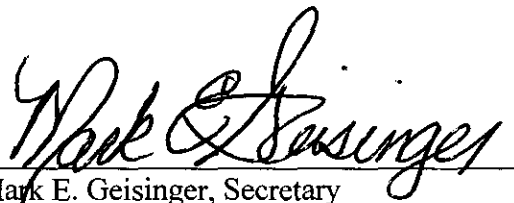
Mark E. Geisinger

No further nominations being made, the nominations were closed. Upon motion duly made, seconded and unanimously carried, the nominees were unanimously elected as the Directors of the corporation.

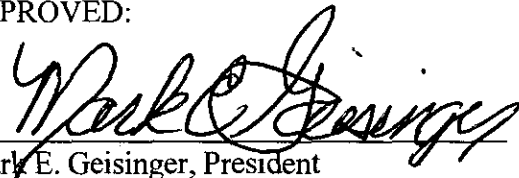
The Chairman then reported on the activities of the Company since the last Annual Meeting of Shareholders. After consideration of the Chairman's report and the minutes of the Board of Directors since the last Annual Meeting of Shareholders, upon motion duly made and seconded, the following Resolution was unanimously adopted:

RESOLVED, that the minutes of the meetings of the Board of Directors of this corporation since the last Annual Meeting of the Shareholders, be and they hereby are in all respects approved; that the Resolutions therein set forth are hereby severally adopted, approved, ratified and confirmed; and that all contracts executed on behalf of this corporation by the Board of Directors or by the officers of this corporation, or by attorneys and agents representing and acting for said Board of Directors or said officers, since the date of the last annual meeting of shareholders of this corporation, be and they hereby are authorized, adopted, approved, ratified and confirmed.

There being no further business to come before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.


Mark E. Geisinger, Secretary

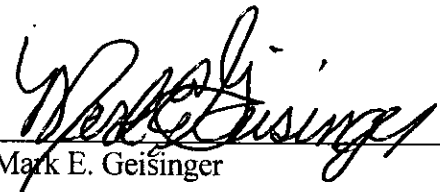
APPROVED:


Mark E. Geisinger, President

**WAIVER OF NOTICE OF
ANNUAL MEETING OF BOARD OF DIRECTORS OF
CENTRAL RIVERS WASTEWATER UTILITY, INC.**

December 1, 2004

The undersigned, being the sole Director of CENTRAL WASTEWATER UTILITY, INC., a Missouri corporation, does hereby waive any and all notice, whether provided by statute or otherwise, and consents and agrees to the holding of the Annual Meeting of the Board of Directors at 501 W. 92 Highway, Kearney, Missouri, on the 1st day of December, 2004, immediately following the Annual Meeting of Shareholders, for the purpose of electing officers and transacting such business as may come before the Meeting.



Mark E. Geisinger
Being the sole Director

**MINUTES OF ANNUAL MEETING OF
BOARD OF DIRECTORS OF
CENTRAL RIVERS WASTEWATER UTILITY, INC.**

December 1, 2004

The Annual Meeting of the Board of Directors of CENTRAL RIVERS WASTEWATER UTILITY, INC., a Missouri corporation, was held at 501 W. 92 Highway, Kearney, Missouri, on the 1st day of December, 2004, immediately following the Annual Meeting of Shareholders, pursuant to Waiver of Notice signed by all the Directors of said corporation.

All of the Directors of the corporation were present in person or by proxy, being:

Mark E. Geisinger

Upon motion duly made, seconded and unanimously carried, Mark E. Geisinger was chosen as Chairman of the Meeting and Mark E. Geisinger as Secretary of the meeting.

The Chairman announced that a quorum was present and that the Meeting could proceed with the transaction of business.

Reading the minutes of the preceding meeting was, on motion duly made and seconded, waived and the minutes were approved unanimously by the Board of Directors.

The Chairman called for the nomination of officers of the corporation, to serve for the term provided in the offices set before their respective names:

President:	Mark E. Geisinger
Secretary:	Mark E. Geisinger
Treasurer:	Mark E. Geisinger

No further nominations being made, the nominations were closed and the Directors proceeded to vote on the nominees and the salaries that each shall receive. All of the Directors present at the Meeting

having voted and the vote having been counted, the Chairman announced the aforesaid nominees had been duly elected to the offices set before their respective names, by the affirmative vote of all Directors of the corporation present at the Meeting, to serve for the term provided in the By-Laws. Furthermore, after motion duly made and seconded the following Resolution was unanimously adopted:

RESOLVED, that until further action by the Board of Directors, each of the officers of the corporation shall continue to receive as compensation for his or her services the salary and annual bonus presently being paid to such officer, pursuant to the prior act of this Board of Directors, if any.

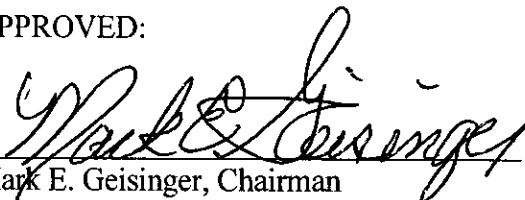
The President of the corporation reported on the financial affairs of the corporation for the year to come.

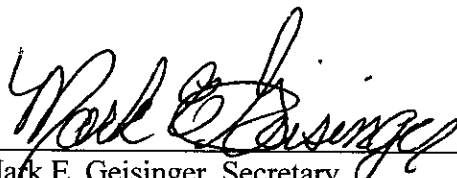
Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that all contracts entered into and all other action taken on behalf of this corporation by the officers of this corporation or by the attorneys or agents who have been representing or acting for said officers, as disclosed by the official records of this corporation, since the last Annual Meeting of the Board of Directors, be and the same are in all respects approved, confirmed and ratified by this Board of Directors.

There being no further or other business to come before the Meeting, on motion duly made, seconded and carried, the Meeting was adjourned.

APPROVED:


Mark E. Geisinger, Chairman


Mark E. Geisinger, Secretary