

**MORRISON, HECKER, CURTIS, KUDER & PARRISH**

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OVERLAND PARK, KANSAS

TELEX 488586  
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DALLAS, TEXAS  
WICHITA, KANSAS

July 6, 1989

*See*

Mr. Harvey G. Hubbs, Secretary  
Missouri Public Service Commission  
P. O. Box 360  
Jefferson City, MO 65102

HAND DELIVERY

Re: In the Matter of the Application of Trigen-Kansas City  
District Energy Corporation

Dear Mr. Hubbs:

Enclosed for filing in the above captioned matter are an original and sixteen (16) conformed copies of the Application of Trigen-Kansas City District Energy Corporation for permission, approval and a Certificate of Public Convenience and Necessity authorizing it to acquire, own, operate, control, manage, and maintain a steam heat distribution system to provide steam heat service, and for approval of its rates and rules and regulations applying to steam heat service. Copies of this Application have been sent this date to Kansas City Power & Light Company and to the Office of Public Counsel of the Missouri Public Service Commission. Please return two "filed" stamped copies of the Application for our files.

Thank you for your assistance in this matter.

Very truly yours,

MORRISON, HECKER, CURTIS, KUDER & PARRISH

*George E. Rider*

George E. Rider  
Attorneys for Trigen-Kansas City District  
Energy Corporation

GER/smh  
Enclosures

cc: Kansas City Power & Light Company  
Ms. Martha Hogerty  
Mr. Jeremiah D. Finnegan

**FILED**  
JUL 6 1989  
PUBLIC SERVICE COMMISSION

*HD*

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

In the matter of the application of  
Trigen - Kansas City District Energy  
Corporation, for permission, approval,  
and a Certificate of Public  
Convenience and Necessity authorizing  
it to acquire, own, operate, control,  
manage, and maintain a steam heat  
distribution system to provide steam  
heat service, and for approval of its  
rates and rules and regulations  
applying to steam heat service.

Case No. HA-90-5

FILED  
JUL 6 1989  
PUBLIC SERVICE COMMISSION

APPLICATION OF TRIGEN - KANSAS CITY DISTRICT  
ENERGY CORPORATION FOR PERMISSION, APPROVAL, AND A  
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY AUTHORIZING  
IT TO ACQUIRE, OWN, OPERATE, CONTROL, MANAGE, AND MAINTAIN A  
STEAM HEAT DISTRIBUTION SYSTEM TO PROVIDE STEAM HEAT  
SERVICE, AND FOR APPROVAL OF ITS RATES AND RULES AND  
REGULATIONS APPLYING TO STEAM HEAT SERVICE

COMES NOW Trigen - Kansas City District Energy Corporation  
("Trigen"), pursuant to § 393.170, RSMo (1986), and 4 CSR  
240-2.060, et seq., and applies for permission, approval, and a  
Certificate of Public Convenience and Necessity authorizing it to  
acquire, own, operate, control, manage and maintain a steam heat  
distribution system to provide steam heat service in Kansas City,  
Missouri and for approval of its rates and rules and regulations  
applying to steam heat service. In support of its application,  
Trigen states as follows:

1. Trigen is a corporation duly organized and existing under  
the laws of the State of Delaware. It is proposing to purchase the  
central station steam heat distribution system of Kansas City Power  
& Light Company ("KCP&L") in downtown Kansas City, Missouri. Its  
principal place of business will be located at 115 Grand Avenue,

Kansas City, Missouri 64106. Upon purchase of the KCP&L steam heat distribution system, Trigen will be a heating company and public utility as defined in § 386.020, RSMo (1986), and will be engaged principally in the generation, transmission, distribution and sale of steam heat. It is proposing to render steam heating service to a certain area of downtown Kansas City, Missouri under the jurisdiction of the Commission. A certified copy of its Articles of Incorporation filed with the Delaware Secretary of State is attached to this application as Exhibit 1. Trigen is in the process of filing an application with the Missouri Secretary of State for a certificate authorizing it to do business in the State of Missouri as a foreign corporation. A certified copy of such certificate will be forwarded to the Commission upon issuance as a late exhibit to this application.

2. Communications regarding this application should be addressed to:

Thomas R. Casten, President  
Trigen-Kansas City District Energy Corporation  
1 Water Street  
White Plains, New York 10601

George E. Rider  
1700 Bryant Building  
1102 Grand Avenue  
Kansas City, Missouri 64106

Jeremiah D. Finnegan  
4049 Pennsylvania, Suite 300  
Kansas City, Missouri 64111

3. Trigen requests permission, approval and a Certificate of Public Convenience and Necessity to acquire, own, operate, control, manage and maintain a steam heat distribution system to

provide steam heat service within that area of the corporate limits of Kansas City, Missouri as set forth on the map and legally described by metes and bounds in the territorial description filed with and approved by the Commission for KCP&L in Case No. HO-83-274. Copies of this map and territorial description are attached hereto as Exhibits 2 and 3, respectively. Trigen also seeks approval of its rates and rules and regulations applying to steam heat service. These rates and rules and regulations will be filed with the Commission as a late exhibit to this application.

4. The City of Kansas City, Missouri has expressed a willingness to grant Trigen a franchise to operate in said city. An ordinance must be introduced and approved by the city in order to grant said franchise. A certified copy of the document granting the franchise will be forwarded to the Commission upon issuance.

5. Pursuant to a Memorandum of Understanding dated June 1, 1989, Trigen is proposing to purchase KCP&L's central station steam distribution system for the sum of Six Million Dollars (\$6,000,000). The sales agreement between Trigen and KCP&L includes, among other things, the transfer by KCP&L to Trigen of 5,955 tons of banked SO<sub>2</sub> credits, the creation of an agreement between Trigen and KCP&L providing for steam service to KCP&L's turbine generators located at the Grand Avenue Station, and the assignment of the Steam Service Agreement between KCP&L and National Starch and Chemical Company to Trigen. The current drafts of the sales documents are substantially in final form and copies thereof are attached to the application of KCP&L filed



contemporaneously herewith. Copies of said documents, when executed in final form, will be filed as a late exhibit to this application. Trigen requests the Commission to approve its purchase of the central station steam heat distribution system of KCP&L, the price to be paid for said system, and the terms and conditions of all agreements related thereto.

6. There are no public utilities or governmental bodies, other than KCP&L, operating or rendering steam heat service within the area proposed to be served by Trigen. KCP&L has contemporaneously filed its application for authority to sell the central station steam heat distribution system, and to confirm the revocation of those portions of its Certificate of Public Convenience and Necessity pertaining to public utility steam service. KCP&L's application is contingent upon the Commission granting Trigen's application for a Certificate of Public Convenience and Necessity.

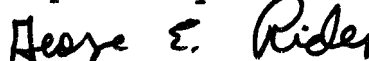
7. There are in excess of one hundred buildings and establishments in Kansas City, Missouri which use steam heat provided by KCP&L. These users would suffer excessive costs and operational burdens if they were required to convert to another heat source. Furthermore, since steam heat is an economically viable alternative to other sources of end product heat, the presence of a steam heat service is advantageous to all utility users in the service area. Therefore, a public need exists for steam heat service within the area proposed to be served and the

public convenience and necessity will be promoted by the granting of the authority herein requested.

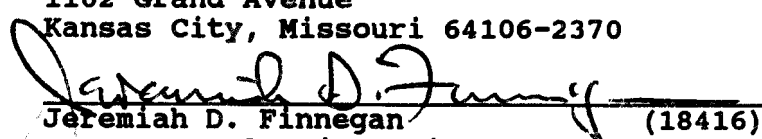
8. Trigen has the financial ability, and is fit, willing and able to acquire, own, operate, control, manage and maintain such steam heat distribution system.

WHEREFORE, Trigen respectfully requests the Commission to grant its permission, approval and a Certificate of Public Convenience and Necessity authorizing Trigen to acquire, own, operate, control, manage and maintain a steam heat distribution system to provide steam heat service within the area referred to in paragraph 3 hereof, its approval of Trigen's rates and rules and regulations applying to steam heat service, its approval of Trigen's purchase of the central station steam heat distribution system of KCP&L, the price to be paid for said system, and the terms and conditions of all agreements related thereto, and for such further orders as the Commission may deem necessary and proper.

Respectfully submitted,



George E. Rider (35848)  
MORRISON, HECKER, CURTIS, KUDER & PARRISH  
1700 Bryant Building (816) 842-5910  
1102 Grand Avenue  
Kansas City, Missouri 64106-2370

  
Jeremiah D. Finnegan (18416)  
4049 Pennsylvania, Suite 300  
Kansas City, Missouri 64111

Attorneys for Applicant Trigen - Kansas  
City District Energy Corporation

STATE OF MISSOURI     )  
                              )  
COUNTY OF JACKSON    ) ss.

On this 5th day of July, 1989, before me, the undersigned, a notary public in and for the county and state aforesaid, came GEORGE E. RIDER, attorney for Trigen - Kansas City District Energy Corporation, the corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Delaware, and who is personally known to me to be the same person who executed the instrument within on behalf of said corporation, and such person duly acknowledged the authority to execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day last above written.

Thomas K. Dwyer  
Notary Public

My Commission Expires:

May 22, 1990

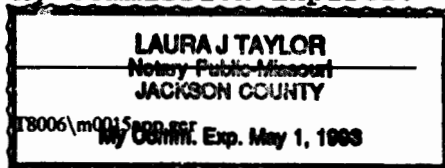
STATE OF MISSOURI     )  
                              )  
COUNTY OF JACKSON    ) ss.

On this 5th day of July, 1989, before me, the undersigned, a notary public in and for the county and state aforesaid, came JEREMIAH D. FINNEGAN, attorney for Trigen - Kansas City District Energy Corporation, the corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Delaware, and who is personally known to me to be the same person who executed the instrument within on behalf of said corporation, and such person duly acknowledged the authority to execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day last above written.

Laura J. Taylor  
Notary Public

My Commission Expires:



State of Delaware

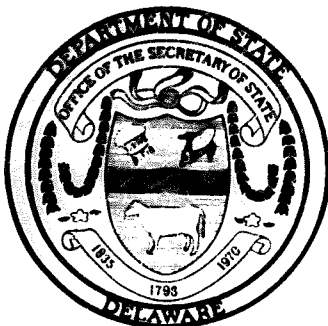
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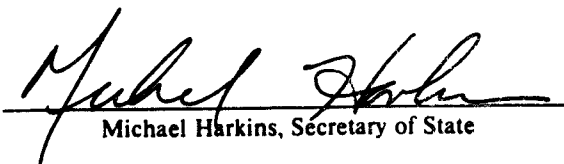
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF TRIGEN KANSAS CITY  
DISTRICT ENERGY CORPORATION FILED IN THIS OFFICE ON THE THIRTIETH  
DAY OF JUNE, A.D. 1989, AT 10:30 O'CLOCK A.M.

|||||



099101057

  
Michael Harkins, Secretary of State

AUTHENTICATION: 2241576

DATE: 06/30/1989

EXHIBIT 1



CERTIFICATE OF INCORPORATION  
OF  
TRIGEN-KANSAS CITY DISTRICT ENERGY CORPORATION

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST:      The name of this corporation is

TRIGEN-KANSAS CITY DISTRICT ENERGY CORPORATION

SECOND:      This corporation's registered office is 1209 Orange Street, Wilmington, County of Newcastle, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD:      The purpose of this corporation is to engage in the business of owning and operating local district heating and cooling facilities including the manufacturing, producing, transporting, distributing and selling of steam, hot water, chilled water and condensor water service and, in addition, to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which this corporation shall have authority to issue is 10,000. The par value of each such share is \$.01 each. All such shares are of one class and are shares of Common Stock ("Common Stock").

**FIFTH:** The name of the sole incorporator is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
George E. Rider	1700 Bryant Building 1102 Grand Avenue Kansas City, Missouri 64106

**SIXTH:** The corporation is to have perpetual existence.

**SEVENTH:** The Board of Directors shall have the power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the Bylaws of this corporation.

**EIGHTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or

of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: No director of this corporation shall be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, which limitation of liability is intended to extend to the fullest extent permitted by Section 102(b) of the Delaware General Corporation Law as it currently exists or as it may hereafter be amended.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of

incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of June, 1989.

George E. Rider  
George E. Rider, sole incorporator

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## **TERRITORIAL DESCRIPTION**

### **TRIGEN-KANSAS CITY DISTRICT ENERGY CORPORATION** **PUBLIC UTILITY STEAM SERVICE BOUNDARY LINE**

Beginning on the west line of Grand Avenue at 1st Street; thence southerly on the west line of Grand Avenue to a point 150 feet northerly of the northerly line of 3rd Street; thence westerly on a line measured 150 feet northerly of and parallel with the northerly line of 3rd Street to a point on the westerly line of Delaware Street; thence southerly along the westerly line of Delaware Street to the north line of 3rd Street; thence westerly along the north line of 3rd Street to the north-south alley lying between Delaware and Wyandotte Streets; thence southerly along the alley lying between Delaware and Wyandotte Streets and its southerly projection to the north line of the North Service Street of the 6th Street Trafficway; thence west along the north line of the North Service Street of the 6th Street Trafficway to a point of intersection of the east line of Central Street projected north; thence south across the 6th Street Trafficway and along said projected east line of Central Street and the east line of Central Street to the east-west alley west of Central Street and north of 8th Street; thence west along the east-west alley north of 8th Street and west of Central Street and its westerly projection thereof to the east line of Broadway; thence south along the east line of Broadway to the easterly projection of the east-west alley lying north of 10th Street and east of Washington Avenue; thence west along the east-west alley north of 10th Street and east of Washington Avenue and its easterly projection thereof to a point of intersection of the northerly projection of the most westerly north-south alley lying east of Washington Avenue and north of 11th Street; thence south along said projected north-south alley, said alley and its southerly projection thereof to the north line of 11th Street; thence west along the north line of 11th Street to the east line of Washington Avenue; thence south along the east line of Washington Avenue to a point 290 feet north of the north line of 13th Street; thence east along a line drawn 290 feet north of and parallel with the north line of 13th Street to the east line of Broadway;

thence south along the east line of Broadway to the north line of 14th Street; thence east along the north line of 14th Street to the east line of Wyandotte Street; thence south along the east line of Wyandotte Street to the north line of the Mid-Town Freeway; thence east along the north line of the Mid-Town Freeway to the east line of McGee Street; thence north along the east line of McGee Street to a point of intersection of the westerly projection of the east-west alley lying south of 13th Street between Oak and Locust Streets; thence easterly along said projected east-west alley, said east-west alley and its easterly projection thereof to the east line of Cherry Street; thence south along the east line of Cherry Street to the north line of 14th Street; thence easterly along the north line of 14th Street to the west line of Holmes Street; thence north along the west line of Holmes Street to the south line of 13th Street; thence east along the south line of 13th Street to the north-south alley lying between Holmes and Charlotte Streets; thence north along the north-south alley between Holmes and Charlotte Streets to a point 185 feet north of 12th Street; thence west along a line drawn 185 feet north of and parallel with the north line of 12th Street to the west line of Holmes Street; thence south along the west line of Holmes Street to the south line of 12th Street; thence west along the south line of 12th Street to the west line of Locust Street; thence north along the west line of Locust Street to the south line of 10th Street; thence west along the south line of 10th Street to the north-south alley between Oak and McGee Streets; thence north along the north-south alley between Oak and McGee Streets and its northerly projection thereof to the north line of 8th Street; thence east along the north line of 8th Street to the west line of Holmes Street; thence north along the west line of Holmes Street to a point 90 feet north of the north line of Admiral Blvd.; thence west along a line drawn 90 feet north of and parallel with the north line of Admiral Blvd. to the east line of McGee Street; thence north along the east line of McGee Street to the north line of the South Service Road of the 6th Street Trafficway; thence west along the north line of the South Service Road of the 6th Street Trafficway to the east side of the Grand Avenue Viaduct over the 6th Street Trafficway; thence north across the 6th Street Trafficway and continuing northerly along the east line of Grand Avenue to the south line of Missouri Avenue; thence east along the south line of Missouri Avenue to the first north-south alley west of Oak Street; thence north along the first north-south alley west of Oak Street to a point 180 feet north of the north line of 3rd Street; thence west along a line drawn 180 feet north of and parallel with the

north line of 3rd Street to the east line of Grand Avenue; thence north along the east line of Grand Avenue to 1st Street; thence westerly to the point of beginning.

All streets and alleys referred to above are as now established and are located within the City of Kansas City, Jackson County, Missouri.

The above described territory is further depicted in the map attached to the Application as Exhibit 2.

Exhibit 2 to  
Application

"Map"

held in retention