

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

In the Matter of the Joint Application of)
West 16th Street Sewer Company, W.P.C. Sewer)
Company, Village Water and Sewer Company,)
Inc. and Raccoon Creek Utility Operating) File No. SM-2015-0014
Company, Inc., for Raccoon Creek to Acquire)
Certain Sewer Assets and, in Connection)
Therewith, Issue Indebtedness and Encumber)
Those Assets.)

SUPPLEMENT TO JOINT APPLICATION

COME NOW Raccoon Creek Utility Operating Company, Inc. (“Raccoon Creek” or “Company”) and, as a Supplement to the Joint Application, states as follows to the Missouri Public Service Commission (“Commission”):

1. On September 30, 2014, the Staff of the Commission (Staff) filed its Recommendation to Conditionally Approve the Transfer of Assets, and Issuance of a Certificate of Convenience and Necessity (Staff Recommendation). Therein, the Staff recommended that the Commission approve Raccoon Creek’s proposed acquisition of the sewer assets of West 16th Street Sewer Company (West 16th), W.P.C. Sewer Company (WPC), and Village Water and Sewer Company, Inc. (Village), and Raccoon Creek’s proposed financing – subject to certain conditions.

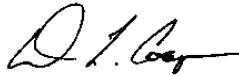
2. As a part of the Staff Recommendation, Staff identified the rate base (or net book value) it believes exists for West 16th, WPC, and Village. Those rate base numbers were different than the numbers contemplated by the parties when the purchase agreements were executed. Further, the agreements conditioned the purchase price on the following “. . . provided that the net book value of the assets, for ratemaking purposes as determined by the Staff of the

Missouri Public Service Commission, is equal to, or greater than, the Purchase Price.”

3. Accordingly, Raccoon Creek and West 16th and WPC have executed Addendums specifying a purchase price that is consistent with the Staff calculation of net book value. Those Addendums are attached as Appendix S1 and S2. The appendices have been identified as Highly Confidential in accordance with Commission Rule 4 CSR 240-2.135, as they contain market-specific information and information representing strategies employed in contract negotiations.

WHEREFORE, Raccoon Creek respectfully requests that the Commission consider this Supplement to the Joint Application and issue such orders as it should find to be reasonable and just.

Respectfully submitted,



Dean L. Cooper, MBE #36592

BRYDON, SWEARENGEN & ENGLAND P.C.

312 E. Capitol Avenue

P.O. Box 456

Jefferson City, MO 65012

(573) 635-7166 telephone

(573) 635-3847 facsimile

dcooper@brydonlaw.com

**ATTORNEYS FOR RACCOON CREEK
UTILITY OPERATING COMPANY, INC.**

CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing document was sent by electronic mail on October 14, 2014, to the following:

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

Anthony Monsees
tony@cbmrc.com

Christina Baker
Office of the Public Counsel
Governor Office Building
Jefferson City, MO 65101
opcservice@ded.mo.gov
Christina.baker@ded.mo.gov

Tony Lerda
tony@omenterprises.com

