

WF-92-139

FILED

WILLIAMS & WILLIAMS, P.C.

DEC 19 1991

Highway 5 at 5-33
P.O. Box 431
Sunrise Beach, MO 65079

PUBLIC SERVICE COMMISSION

GREGORY D. WILLIAMS
NATHAN C. WILLIAMS

AREA CODE 314
PHONE 374-8761
FAX 374-4432

December 12, 1991

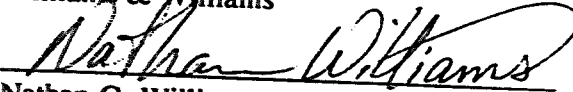
Dear Commissioners of the Public Service Commission:

Please find enclosed the application of William P. Mitchell to become sole stockholder of Osage Water Company, application to recapitalize the stock of Osage Water Company, application for permission and approval to issue stock and application for certificated of necessity and convenience. Also enclosed are the requisite copies. Review of the applications in the order listed above will facilitate understanding of what the company is trying to accomplish with these findings.

Please contact us with any questions or comments you might have or to notify us of additional information or documents you will require.

Sincerely,

Williams & Williams


Nathan C. Williams

NCW/ja

DEC 19 1991

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

In the matter of the application of Osage Water)
Company for permission and approval to issue)
stock)

Case No. WF-90-139**APPLICATION**

Comes now Osage Water Company (Applicant) pursuant to sections 393.180 and 393.200, RSMo. 1986, and states as follows:

1. Applicant is a Missouri corporation duly organized and existing under the laws of the State of Missouri with its principal office and place of business located at Route 4, Box 30, Osage Beach, Missouri 65065. It is a public utility proposing to issue Class A common stock for retention of the services of an attorney-at-law, Gregory D. Williams, and an expert in constructing sewer systems, in Camden County, Missouri, David L. Hancock, and their forbearance from seeking establishment of public utilities, and Class A preferred stock for the acquisition of water and sewer systems, all to improve service, and issuance of sixty-two (62) shares of Class B preferred stock to compensate Williams & Williams for services already rendered.

2. Communications in regard to this application should be addressed to:

William P. Mitchell, President
Osage Water Company
Route 4, Box 30
Osage Beach, Missouri 65065

Nathan Williams, Attorney-at-law
P.O. Box 431
Sunrise Beach, Missouri 65079

3. Applicant presently has 3,000 shares of Class A common stock and 4,500 shares of Class A preferred stock.

4. Applicant requests permission, approval and authority to issue fifty shares of Class A common stock to Gregory D. Williams, fifty shares of Class A common stock to David L. Hancock, fifty-one (51) shares of Class A preferred stock to Hurricane Deck Holding company, thirty (30) shares of Class A preferred stock to Hancock Construction Company and sixty-two (62) shares of Class B preferred stock to Williams & Williams. A certified copy of the resolution of the Board of Directors of Applicant stating the bases for the issuances and authorizing them is attached as Exhibit 1.

5. After issuance ownership of Applicant's outstanding shares would be as follows:

CLASS A COMMON

<u>OWNER</u>	<u>SHARES</u>
William P. Mitchell	50
Gregory D. Williams	50
David L. Hancock	50

CLASS A PREFERRED

<u>OWNER</u>	<u>SHARES</u>
William P. Mitchell	75
Hurricane Deck Holding Company	51
Hancock Construction Company	30

CLASS B PREFERRED

<u>OWNER</u>	<u>SHARES</u>
Williams & Williams	62

6. A balance sheet and income statement with adjustments showing the effects of issuance of the proposed stock upon (1) bonded and other indebtedness and (2) stock authorized and outstanding as required by 4 CSR 240-2.060(6)(E) is attached as Exhibit 3 to Applicant's coapplication for recapitalization and authority to issue stock.

7. The following portion of the proposed issue would be subject to the fee schedule of section 386.300, RSMo. 1986 and 4 CSR 240-2.030(3): None.

8. A five (5) year capitalization expenditure schedule as required by 4 CSR 240-2.060(6)(H) and section 393.200, RSMo. 1986 is attached as Exhibit 3 to Applicant's coapplication for recapitalization and authority to issue stock.

WHEREFORE, Applicant requests the Commission to grant it permission and approval authorizing it to issue fifty (50) shares of Class A common stock to Gregory

D. Williams, fifty (50) shares of Class A common stock to David L. Hancock, fifty-one (51) shares of Class A preferred stock to Hurricane Deck Holding Company, thirty (30) shares of Class A preferred stock to Hancock Construction Company and sixty-two (62) shares of Class B preferred stock to Williams & Williams, and for such further orders as the Commission may deem meet and proper.



William P. Mitchell,
President Osage Water Company

STATE OF MISSOURI)
)
COUNTY OF CAMDEN) ss.


On this 13 day of December, 1991, before me appeared William P. Mitchell, to me personally known, who, first being by me duly sworn, did sign the foregoing instrument and say that he is the president of Osage Water Company, a Missouri Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said William P. Mitchell acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

My commission expires:

Jennifer L. Gray, Notary Public
Camden County, State of Missouri
My Commission Expires 8/4/95

Williams & Williams

by: 
Nathan C. Williams #35512
Post Office Box 431
Sunrise Beach, MO 65079
phone: (314)374-8761
Attorney for Applicant

**MINUTES OF 1991 SPECIAL MEETING
OF BOARD OF DIRECTORS OF
OSAGE WATER COMPANY**

A special meeting of the board of directors of Osage Water company called by the President of the corporation, William Patterson Mitchell, was held on December 13, 1991, at 9:00 a.m. at the principal place of business of the corporation. The following persons were present: William Patterson Mitchell, William R. Mitchell and Martha M. Mitchell, being all the directors of the corporation.

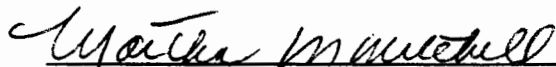
On motion duly made, seconded and unanimously carried, William Patterson Mitchell was elected chairman of the meeting and William R. Mitchell was elected secretary thereof.

The following directors waived notice of the special meeting by signing their name below:


I hereby waive notice of this special meeting called by the President of Osage Water Company.



William P. Mitchell



Martha M. Mitchell



William R. Mitchell

The chairman advised that the corporation and its shareholders had been negotiating with Hancock Construction Company, Hurricane Deck Holding Company, David L. Hancock and Gregory D. Williams for acquisition of existing water and sewer systems and expertise to improve service by the corporation. He stated these entities were willing to exchange assets and expertise for shares of stock in Osage Water Company as follows:

1. Hancock Construction Company would transfer its water and sewer systems in Hancock Trailer Park, NE1/4, SE1/4, Sec. 34, T40N, R17W, Camden County, Missouri in exchange for thirty (30) shares of Class A preferred stock of Osage Water Company.

2. Hurricane Deck Holding Company would transfer its existing water and sewer systems in Chelsea Rose Estates, a subdivision of record in Camden County, Missouri in exchange for fifty-one (51) shares of Class A preferred stock of Osage Water Company.

3. David L. Hancock would provide his expertise as a builder of sewer systems and forgo establishment of competing public sewer utilities and pay fifty dollars (\$50) in exchange for fifty (50) shares of Class A common stock of Osage Water Company.

4. Gregory D. Williams would provide his expertise as an attorney-at-law and forgo establishment of competing public utilities and pay fifty dollars (\$50) in exchange for fifty (50) shares of Class A common stock in Osage Water Company.

The chairman presented documents to the board showing the costs of construction of the water and sewer systems to be acquired and advised that the water and sewer systems lie within areas the corporation is seeking to acquire certificates of convenience and necessity to supply water and sewer service to by application to the Public Service Commission, those areas roughly being Shawnee Bend and the area west of Shawnee Bend bounded by the Lake of the Ozarks and the Camden-Morgan County line.

After review of the foregoing documents presented by the chairman and discussion of the merits of acquiring the expertise and forbearance of David L. Hancock and Gregory D. Williams and the existing water and sewer systems as well as exploring possible alternatives, the following resolutions were, upon motion duly made, seconded and unanimously passed, adopted:

RESOLVED, it is in the best interests of Osage Water Company that it issue fifty (50) shares of Class A common stock to Gregory D. Williams upon his payment of fifty dollars (\$50) therefor to retain his services as an attorney-at-law and forbearance to seek establishment of other Missouri water and/or sewer utilities;

RESOLVED, it is in the best interests of Osage Water Company that it issue fifty (50) shares of Class A common stock to David L. Hancock upon his payment of fifty dollars (\$50) therefor to retain his expertise as a builder of sewer systems and forbearance to seek establishment of other Missouri water and/or sewer utilities;

RESOLVED, it is in the best interests of Osage Water Company that, upon issuance of a certificate of necessity and convenience by the Public Service Commission of the State of Missouri for a geographic area which includes Hancock Trailer Park, Osage Water Company issue thirty (30) shares of Class A preferred stock to Hancock Construction Company in exchange for the water and sewer systems in Hancock Trailer Park which is located on Shawnee Bend in Camden County, Missouri, and which cost thirty thousand dollars (\$30,000) to build;


RESOLVED, it is in the best interests of Osage Water Company that, upon issuance of a certificate of necessity and convenience by the Public Service Commission of the State of Missouri for a geographic area which includes Chelsea Rose Estates, Osage Water Company issue fifty-one (51) shares of Class A preferred stock to Hurricane Deck Holding Company in exchange for the existing water and sewer systems located in Chelsea Rose Estates, a subdivision of record in Camden County, Missouri, and which were built at the cost of fifty-one thousand dollars (\$51,000).

The chairman then announced that the firm of Williams & Williams was willing to accept _____ shares of Class B preferred in lieu of cash for the legal fees it had generated in providing services to the corporation, a copy of the firm's bill to the corporation as attached hereto was presented to the board.

Upon motion duly made, seconded and unanimously passed the board adopted the following resolution:

RESOLVED, it is in the best interests of Osage Water Company and to its advantage to issue sixty-two (62) shares of Class B preferred stock to the firm of Williams & Williams for legal services rendered to the corporation as shown on the bill presented to the board and attached to these minutes.

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



William P. Mitchell,
chairman

I hereby certify that the foregoing are true and accurate minutes of a special meeting of the Board of Directors of Osage Water Company.



William R. Mitchell,
secretary.

STATE OF MISSOURI)
) ss
COUNTY OF Camden)

On this 13 day of December, 1991, before me appeared

William P. Mitchell, to me personally known, who, being by me duly sworn, did say that he is the secretary of Osage Water Company, a Missouri Corporation, and that the above minutes are accurate minutes of the special meeting of the Board of Directors held at the time and date first set forth above.


Notary Public

My commission expires:

**Jennifer L. Gray, Notary Public
Camden County, State of Missouri
My Commission Expires 8/4/95**

Date 12/12/91
Time 10:41 am

Williams & Williams, P.C.
Client Billing Worksheet

Page 1

Osage Water Co. : Osage Water Company
Route 4, Box 30
Osage Beach, MO 65065
Controller : GDW
Rounding : Up to the nearest 6 minutes
Interest rate : 18.000%
Last bill : 11/25/91 Next aging : 12/25/91
Last payment : 08/16/91 Amount : \$311.30

TOTAL BILLABLE TIME CHARGES	0.00	\$0
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TOTAL BILLABLE COSTS	\$0
INTEREST on 5,735.46 at 18.00% (17 days since last bill)	\$48

TOTAL NEW CHARGES	\$48
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PREVIOUS BALANCE

3 month overdue	3,085.81
2 month overdue	1,215.65
1 month overdue	1,434.00
Current month	543.70

TOTAL PREVIOUS BALANCE	\$6,279
TOTAL overdue : \$5,735.46	

NEW BALANCE

New 3 month overdue	3,085.81
New 2 month overdue	1,215.65
New 1 month overdue	1,434.00
New Current month	591.78

TOTAL NEW BALANCE	\$6,327
TOTAL overdue : \$5,735.46	

Date 12/12/91
Time 10:42 am

Williams & Williams, P.C.
Client Billing Worksheet

Page 1

Osage Water Co. : Osage Water Company
Route 4, Box 30
Osage Beach, MO 65065
Controller : GDW
Rounding : Up to the nearest 6 minutes
Interest rate : 18.000%
Last bill : 11/25/91 Next aging : 12/25/91
Last charge : 12/04/91
Last payment : 08/16/91 Amount : \$311.30

<u>Date/Slip#</u>	<u>Description</u>	<u>HOURS/RATE</u>	<u>AMOUNT</u>	<u>TO</u>
11/25/91 #1182	GDW / general Conference with Pat and NCW at Chances R PSC Applications	2.00 100.00	200.00	
12/04/91 #1227	NCW / general Re-draft boundary description for service area - re-draft application to include Sunrise Beach PSC Applications	0.60 85.00	51.00	
12/04/91 #1231	NCW / general Final revisions and edits on filings - ready for signatures PSC Applications	5.00 85.00	425.00	
TOTAL BILLABLE TIME CHARGES		7.60		\$676
TOTAL BILLABLE COSTS				\$0
INTEREST on 5,735.46 at 18.00% (17 days since last bill)				\$48
TOTAL NEW CHARGES				\$724
PREVIOUS BALANCE				
3 month overdue			3,085.81	
2 month overdue			1,215.65	
1 month overdue			1,434.00	
Current month			543.70	
TOTAL PREVIOUS BALANCE				\$6,279
TOTAL overdue : \$5,735.46				

Date 12/12/91
Time 10:42 am

Williams & Williams, P.C.
Client Billing Worksheet

Page 2

Osage Water Co. :Osage Water Company (continued)

NEW BALANCE

New 3 month overdue	3,085.81
New 2 month overdue	1,215.65
New 1 month overdue	1,434.00
New Current month	1,267.78

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TOTAL NEW BALANCE

TOTAL overdue : \$5,735.46

\$7,003