

**ADDENDUM NO. 2 TO TERRITORIAL AGREEMENT BETWEEN
UNION ELECTRIC COMPANY d/b/a AMEREN MISSOURI
AND FARMERS' ELECTRIC COOPERATIVE, INC.**

This Addendum No. 2 is entered into between Union Electric Company d/b/a Ameren Missouri ("Company") and Farmers' Electric Cooperative, Inc. ("Cooperative"), hereafter referred to individually as a "Party" and collectively as the "Parties."

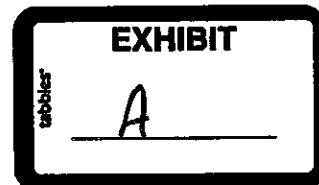
WHEREAS, the Parties have entered into the *Territorial and Exchange Agreement*, dated May 11, 1998 ("Territorial Agreement") and *Addendum No. 1 to Territorial Agreement Between Union Electric Company and Farmers' Electric Cooperative, Inc.* ("Addendum No. 1"), dated July 8, 2013, which established exclusive service areas for each Party; and

WHEREAS, the Missouri Public Service Commission ("Commission") approved the Territorial Agreement in its *Report and Order* dated September 3, 1998, in Case No. EO-98-511 and approved Addendum No. 1 in its *Report and Order* dated October 9, 2013, in File No. EO-2014-0044; and

WHEREAS, Section 8 of the Territorial Agreement permits the Parties, on a case-by-case basis, to agree to additional addenda to the Territorial Agreement that allow one or more new structures to receive service from one Party even though the structures are located in the electric service area of the other Party; and

WHEREAS, Beetsma Farms, Inc. ("Beetsma Farms"), has requested retail electric service to a new structure (a three-phase irrigation pump) on property located at County Road 412 in Mooresville, Missouri, which is within Company's designated service area; and

WHEREAS, because under Addendum No. 1 Cooperative already serves Beetsma Farms at that location, Cooperative has facilities physically closer to the proposed new structure making it more economic and cost-effective for Cooperative to provide service to that structure; and



WHEREAS, Beetsma Farms is agreeable to having Cooperative provide retail electric service to the planned new structure;

NOW, THEREFORE, Company and Cooperative, in consideration of the mutual covenants and agreements contained in this Addendum No. 2, agree as follows:

1. Both Parties desire and consent to Cooperative providing electric service to Beetsma Farms' proposed new structure in accordance with the case-by-case procedure expressed in Section 8 of the Territorial Agreement. Notwithstanding the service area boundaries described in the Territorial Agreement, upon approval of this Addendum No. 2 Cooperative will have the exclusive right to provide retail electric service to the proposed new structure located at County Road 412 in Mooresville, Missouri.

2. Except for Cooperative's exclusive right to provide service to Beetsma Farms' proposed new structure, the exclusive service territories of each Party, as expressed in the Territorial Agreement, are not modified by this Addendum No. 2.

3. All terms in this Addendum No. 2 will be interpreted in accordance and consistent with the Territorial Agreement, including but not limited to definitions, principles, and procedures expressed in that agreement.

4. Because this Addendum No. 2 is subject to approval by the Commission, the Parties agree to undertake all actions reasonably necessary to obtain the Commission's approval. Pending Commission approval and consistent with Section 393.106.1(1), RSMo, either Party has the right, at its own expense, to install such facilities as are necessary to temporarily provide electric service during construction of Beetsma Farms' proposed new structure.

5. IF BOTH THE COMMISSION STAFF AND THE OFFICE OF THE PUBLIC COUNSEL DO NOT FILE WITH THE COMMISSION A FORMAL OBJECTION TO THIS

ADDENDUM NO. 2 WITHIN FORTY-FIVE (45) DAYS OF ITS FILING, THOSE TWO PARTIES WILL BE DEEMED TO HAVE APPROVED THIS ADDENDUM.

6. If the Commission or any court or other administrative agency of competent jurisdiction rejects any portion of this Addendum No. 2, the entire addendum will be null, void, and without legal effect.

IN WITNESS WHEREOF, each Party has executed this Addendum No. 2 this 29th day of March 2018.

UNION ELECTRIC COMPANY d/b/a
AMEREN MISSOURI

By: 

Title: SVP Customer & Power Ops

ATTEST:

FARMERS' ELECTRIC COOPERATIVE, INC.

By: _____

Title: _____

ATTEST:

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**UNION ELECTRIC COMPANY d/b/a
AMEREN MISSOURI**

By: _____

Title: _____

ATTEST:

INC.

FARMERS' ELECTRIC COOPERATIVE,

By: Tim Loh

Title: GENERAL MANAGER

ATTEST:

[Signature]
Secretary

STATE OF MISSOURI)
) ss
CITY OF ST. LOUIS)

AFFIDAVIT OF MARK C. BIRK

Mark C. Birk, being duly sworn on my oath, states:

1. My name is Mark C. Birk and I am Senior Vice President Customer and Power Operations of Union Electric Company d/b/a Ameren Missouri;
2. I am familiar with the *Territorial and Exchange Agreement* between Ameren Missouri and Farmers' Electric Cooperative, Inc., and with the *Addendum No. 2 to the Territorial Agreement Between Union Electric Company d/b/a Ameren Missouri and Farmers' Electric Cooperative, Inc.*, dated March 29, 2018; and
3. As an officer of Ameren Missouri, I confirm the company's full support for Addendum No. 2 to the Territorial Agreement.

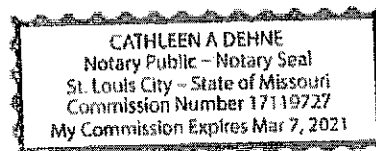
UNION ELECTRIC COMPANY d/b/a
AMEREN MISSOURI

By: _____

Subscribed and sworn to before me, the undersigned Notary Public in and for the City of St. Louis, Missouri, this 5th day of April, 2018.

Cathleen A. Dehne
Notary Public

My commission expires: *March 7, 2021*



STATE OF MISSOURI)
) ss
COUNTY OF LIVINGSTON)

AFFIDAVIT OF Rod LOTTON

_____, being duly sworn on my oath, states:

1. My name is Rod LOTTON and I am GENERAL MANAGER of Farmers' Electric Cooperative, Inc.;

2. I am familiar with the *Territorial and Exchange Agreement* between Ameren Missouri and Farmers' Electric Cooperative, Inc., and with the *Addendum No. 2 to the Territorial Agreement Between Union Electric Company d/b/a Ameren Missouri and Farmers' Electric Cooperative, Inc.*, dated _____, 2018; and

3. As an officer of Farmers' Electric Cooperative, I confirm the cooperative's full support for Addendum No. 2 to the Territorial Agreement.

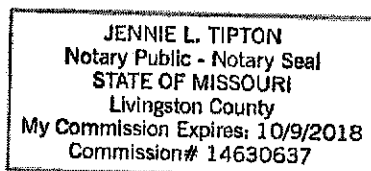
FARMERS' ELECTRIC COOPERATIVE, INC.

By: [Signature]

Subscribed and sworn to before me, the undersigned Notary Public in and for the County of Livingston, Missouri, this 26th day of March, 2018.

[Signature]
Notary Public

My Commission expires: 10/9/2018



STATE OF MISSOURI)
) ss
COUNTY OF LIVINGSTON)

AFFIDAVIT OF BEN BEETSMA

BEN BEETSMA, being duly sworn on my oath, states:

1. My name is BEN BEETSMA and I am Vice-President of Beetsma Farms, Inc. My business address is CR 412, Mooresville, Missouri;

2. Beetsma Farms has requested Farmers' Electric Cooperative ("Farmers") to provide electric service to a proposed three-phase pump structure to be located at CR 412, Mooresville, Missouri. Although the proposed pump site is located within the service area of Union Electric Company d/b/a Ameren Missouri ("Ameren Missouri"), it is my understanding Farmers' facilities are nearer the site and can more cost-effectively provide electric service to it.

3. Because the pump site is within Ameren Missouri's acknowledged service territory under the Territorial Agreement between Farmers and Ameren Missouri, I acknowledge Farmers can provide service to that site only if those parties agree to an addendum to their Agreement. And although Farmers and Ameren Missouri have expressed their willingness to agree to such an addendum, I acknowledge any addendum must be approved by the Missouri Public Service Commission ("Commission").

4. By this affidavit, I express and confirm my company's consent to have Farmers provide retail electric service to the proposed pump site. My company therefore supports the addendum agreed to by Farmers and Ameren Missouri that would allow Farmers to serve that site.

I therefore request the Commission approve the addendum to the Territorial Agreement proposed by Farmers and Ameren Missouri, and do so as quickly as possible.

BEETSMA FARMS, INC.

By: Bm Beetsma

Subscribed and sworn to before me, the undersigned Notary Public in and for the County of Livingston, Missouri, this 26 day of March, 2018.

Dana J. Macoubrie
Notary Public

My Commission expires: 1/6/19

