

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

In the Matter of the Application of Union)	
Electric Company d/b/a Ameren Missouri)	
for an Order Authorizing the Issue and Sale)	EF-2021-0011
of Additional Long-Term Indebtedness)	
Related to Wind Investments.)	

**MOTION FOR EXPEDITED TREATMENT, REQUEST FOR WAIVER,
AND APPLICATION FOR FINANCING AUTHORITY**

COMES NOW Union Electric Company d/b/a Ameren Missouri ("Ameren Missouri" or "the Company"), and in support of its Application for permission and authority, under Sections 393.180 and 393.200 RSMo., 20 CSR 4240-10.125, 20 CSR 4240-2.060, 20 CSR 4240-2.080(14), and 20 CSR 4240-4.017, to issue and sell up to \$550,000,000 aggregate principal amount of additional long-term indebtedness ("New Indebtedness"). Further, the Company requests expedited treatment of this request, as well as a waiver of the 60-day notice requirement. In support of its *Motion for Expedited Treatment, Request for Waiver, and Application for Financing Authority* ("Application"), Ameren Missouri respectfully represents and states:

INTRODUCTION

1. Pursuant to Sections 393.180 and 393.200 RSMo, Ameren Missouri may issue stocks, bonds, notes, and other evidences of indebtedness under the regulatory authority of the Missouri Public Service Commission ("Commission"). 20 CSR 4240-2.060 sets forth the general application requirements for utility applications, while 20 CSR 4240-10.125 prescribes the information that must be contained in an application to issue such indebtedness. In accordance with 20 CSR 4240-2.080(14), Ameren Missouri is requesting approval of this Application on an expedited basis, by September 16, 2020, so that it may implement the

requested financings beginning September 26, 2020. Further, the Company requests a waiver of the 60-day notice requirement in accordance with 20 CSR 4240-4.017(1)(D).

2. Accordingly, this Application has been divided into the following sections:

- I. 20 CSR 4240-2.060(1), (A) through (M)
- II. 20 CSR 4240-2.080(14)
- III. 20 CSR 4240-4.017
- IV. 20 CSR 4240-10.125, Paragraphs (1)(A) through (1)(G)
- V. Miscellaneous

I. 20 CSR 4240-2.060(1), (A) through (M)

Paragraph (A) - Applicant

3. Company is a Missouri corporation doing business under the fictitious name of Ameren Missouri, organized and existing under the laws of the State of Missouri, in good standing in all respects, with its principal office and place of business located at One Ameren Plaza, 1901 Chouteau Avenue, St. Louis, Missouri 63103. Company is engaged in providing electric and gas utility services in portions of Missouri as a public utility under the jurisdiction of the Commission. Company is a subsidiary of Ameren Corporation.

Paragraph (B) – Articles of Incorporation; Paragraph (E) – Fictitious Name; Paragraph (G) – Information Previously Submitted; Paragraph (H) – Character of Business¹

4. Company previously submitted to the Commission a certified copy of its Articles of Incorporation (See File No. EA-87-105). Company previously submitted its Fictitious Name Registrations as filed with the Missouri Secretary of State's Office in File No. EA-2019-0181. The Company is attaching a copy of its Certificate of Good Standing as Schedule 1 to this

¹ Paragraphs (C), (D), and (F) do not apply to Ameren Missouri.

Application. These documents are incorporated by reference and made a part of this *Application* for all purposes.

Paragraph I – Correspondence and Communications

5. Correspondence, communications, orders and decisions in regard to this *Application* should be directed to:

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Paragraph (K) – Actions, Judgments, and Decisions; Paragraph (L) – Fees²

6. The Company has no final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or rates that have occurred within three years of the date of this *Application*. By the nature of its business, the Company has, from time-to-time, pending actions in state and federal agencies and courts involving customer service or rates. Company has no annual report or assessment fees overdue to this Commission.

Paragraph (M) – Verification

7. Verification in support of this *Application* by an authorized individual is included as Schedule 2.

² Paragraph (J) does not apply to the Ameren Missouri.

II. 20 CSR 4240-2.080(14)

8. As provided for in 20 CSR 4240-2.080(14), the Company requests that the Commission approve this *Application* so that it can take effect on September 26, 2020. As indicated in Paragraph 11 below, issuance and sale of the New Indebtedness will provide financial benefits with regard to short-term debt. There will be no harm on the Company's customers or the general public in approving this indebtedness on the expedited basis by September 16, 2020 requested herein. This Application was filed as soon as it could be in light of forecasted financial needs.

III. 20 CSR 4240-4.017

9. Ameren Missouri requests a variance from the 60-day notice requirement of 20 CSR 4240-4.017, which states, in relevant part:

Any person that intends to file a case shall file a notice with the secretary of the commission a minimum of sixty (60) days prior to filing such case....

Pursuant to 20 CSR 4240-4.017(1)(D), waivers of the 60-day notice requirement may be granted for good cause shown. The rule further provides that good cause includes "a verified declaration from the filing party that it has had no communication with the office of the commission within the prior one hundred fifty (150) days regarding any substantive issue likely to be in the case...."³ As indicated in the *Verification* attached as Schedule 2 to this *Application*, Ameren Missouri has had no communications with the office of the Commission (as defined by 20 CSR 4240-4.015(10)) regarding any substantive issue likely to be in this case during the preceding 150 days. Accordingly, Ameren Missouri has established good cause for a waiver from the 60-day requirement of 20 CSR 4240-4.017(1). No other public utility will be affected by granting the Company a waiver from this requirement.

³ Pursuant to the Commission's *Order Waiving 60-Day Notice Requirement* issued on August 1, 2017, in File No. WM-2018-0023, the examples of good cause provided in the rule are not exclusive, and the Commission may find that good cause has been established by other circumstances.

IV. 20 CSR 4240-10.125, Paragraphs (1)(A) through (1)(G), and Paragraph (2)

Paragraph (1)(A) – Description of Issuance

10. Applicant proposes to issue and sell from time to time, in one or more transactions, up to \$550,000,000 aggregate principal amount of New Indebtedness in one or a combination of the following forms, with such terms and provisions as are hereinafter described in this Application: first mortgage bonds or other forms of secured indebtedness (including senior secured debt securities secured by a corresponding series of first mortgage bonds). First mortgage bonds issued as collateral for other debt shall not count toward the authorized amount applied for in this proceeding. Applicant may issue the New Indebtedness by issuing a new series of bonds or by issuing additional bonds of an existing bond series previously authorized by the Commission.

Paragraph (1)(B) – Purpose of Issuance

11. Applicant proposes to use the proceeds from the issuance and sale of the New Indebtedness, after deduction of commissions or discounts paid to the underwriters in connection with the New Indebtedness, to partially finance the acquisition of \$1.2 billion of wind (renewable) generation facilities,⁴ scheduled to occur in the fourth quarter of 2020. The Applicant proposes to issue the New Indebtedness a short time prior to the closing of the acquisitions of the wind generation facilities. By doing this, the Applicant avoids the need to finance the acquisitions with a large amount of short-term indebtedness, thus mitigating risk and preserving necessary available liquidity amid an especially uncertain market environment the latter part of 2020. The proceeds will be used solely by the Applicant.

⁴ Please see File Nos. EA-2018-0202 and EA-2019-0181 for more information regarding the wind generation facility acquisitions.

Paragraph (1)(C) – Terms of the Proposed Securities

12. The general terms and conditions of the New Indebtedness are as follows:

- a. The New Indebtedness will be issued at prices and on terms to be determined at the time(s) of sale. The aggregate principal amount, rate and date of payment of interest, maturity, initial public offering price, redemption provisions, if any, and other specific terms of each series of the New Indebtedness will be determined based upon prevailing market conditions. The price to be paid to Applicant for the various series of the New Indebtedness will not be less than 92% of the aggregate principal amount thereof; the terms of maturity for the various series of the New Indebtedness will not exceed 40 years (or longer tenor if comparable to maturities of similar securities issued by other issuers); the interest rate when issued will not exceed the greater of (i) 5.00%, or (ii) a rate that is consistent with similar securities of comparable credit quality and maturities issued by other issuers considering prevailing financial market conditions at the time; and one or more series of the New Indebtedness may include terms providing that the series will not be redeemable at all for a certain period of time.
- b. The series of the New Indebtedness will be offered to the public or privately placed (or a combination of both) through commercial or investment banking firms or groups of firms selected through negotiation and/or competitive bidding. Sales of the series of the New Indebtedness could be through underwriters or dealers, directly to a limited number of purchasers or to a single purchaser, or through agents designated by Applicant. Compensation to be paid for underwriting or privately placing the New Indebtedness will be determined based on prevailing financial market conditions.

c. The New Indebtedness, if senior secured debt securities, will be issued under an indenture dated August 15, 2002, between Applicant and The Bank of New York Mellon, as trustee, a copy of which was filed with the Commission in File Nos. EF-2000-385 and EF-2003-0514 and is incorporated by reference herein.

d. The New Indebtedness, if first mortgage bonds, will be issued under the Indenture of Mortgage and Deed of Trust dated June 15, 1937, as amended May 1, 1941, April 1, 1971, February 1, 1974, July 7, 1980, February 1, 2000 and August 15, 2002; and May 15, 2012 between Applicant and The Bank of New York Mellon, as successor trustee, as supplemented by one or more supplemental indentures relating to the first mortgage bonds (collectively the “Mortgage”). A copy of Applicant’s Indenture of Mortgage and Deed of Trust was filed with this Commission in Case No. 9,632; a copy of the May 1, 1941 Amendment was filed with this Commission in Case No. 10,050; a copy of the April 1, 1971 Amendment was filed with this Commission in Case No. 17,177; a copy of the February 1, 1974 Amendment was filed with this Commission in Case No. 17,960; a copy of the July 7, 1980 Amendment was filed with this Commission in File No. EF-80-306; a copy of the February 1, 2000 Amendment and the August 15, 2002 Amendment were filed with this Commission in File No. EF-2003-0514; and a copy of the May 15, 2012 Amendment was filed with this Commission in File No. EF-2012-0463; all of which are incorporated herein by reference. Applicant may issue first mortgage bonds with a “fall-away” provision (including in connection with an issuance of senior secured debt securities), which allows at some future date for the bonds (or senior secured debt securities) to no

longer be secured by the Mortgage and become unsecured obligations, a feature of the first mortgage bonds that have been issued pursuant to authorization from this Commission granted in previous cases.

e. Applicant proposes to issue the New Indebtedness under its existing authority from the Securities and Exchange Commission (“SEC”), for such securities issued in public transactions or pursuant to private placement with or without registration rights. In December 2017, Applicant, as a well-known seasoned issuer, filed a Form S-3 registration statement with the SEC registering the issuance of an indeterminate amount of the New Indebtedness which expires in December 2020.

13. The Company will promptly, after the issuance and sale of each series of New Indebtedness, submit to the Commission’s Financial Analysis Department a report of the final terms and conditions of each series and the use of proceeds from the issuance and sale.

Paragraph (1)(D) – Certified Copy of Resolution

14. Pursuant to Section 2 of 20 CSR 4240-10.125, a certified copy of the resolutions of the Company's Board of Directors authorizing the issuance and sale of the New Indebtedness will be provided as soon as possible after it is obtained.

Paragraph (1)(E) – Balance Sheet and Income Statement

15. Pursuant to 20 CSR 4240-10.125(2), the financial statements of Applicant and consolidated Ameren Corp. as of June 30, 2020, (with pro forma adjustments consistent with the proposed transactions described in paragraph 10 above) as specified in 20 CSR 4240-10.125(1)(E), and the capitalization ratios of Applicant as of June 30, 2020, including such ratios with pro forma adjustments, is attached as Confidential Schedule 3 (Applicant) and Confidential Schedule 4 (Ameren Corp.).

Paragraph (1)(F) – Fee Schedule Applicability

16. A fee is required pursuant to Section 386.300, RSMo. for the entire issuance because the proposed issuances of New Indebtedness will be used for issuance of new indebtedness. The fee is calculated to be \$140,500, and will be deposited with the Commission when and as required.

Paragraph (1)(G) – Five-Year Capitalization Expenditure Schedule

17. A five-year capitalization expenditure schedule is attached as Confidential Schedule 5.

V. Miscellaneous

18. Ameren Missouri discussed this financing request with Commission Staff in advance of its filing. At the request of Staff, Ameren Missouri is also including Confidential Schedule 6, which reconciles short-term debt incurred for the purposes of long-term capital projects specifically and individually disclosed in quarterly and annual filings with the Security and Exchange Commission. For those capital expenditures not categorized in Securities and Exchange Commission filings, Ameren Missouri shall provide an aggregate sum of the miscellaneous expenditures.

CONCLUSION

19. The issuance and sale of the New Indebtedness, as proposed and described herein, will not be detrimental to the public interest, and is reasonably required. To provide Applicant flexibility with respect to the issuance of the New Indebtedness, Applicant requests a Commission order in this proceeding be issued so that it will become effective no later than September 26, 2020. Applicant also requests that the Commission order in this case be effective for a one-year term from its effective date.

WHEREFORE, for the foregoing reasons, Applicant respectfully requests the Commission grant Applicant a variance from the 60-day notice requirement and issue an order effective for a one-year term, with an expedited effective date on or before September 26, 2020, authorizing Ameren Missouri to:

- (i) Issue and sell up to \$550,000,000 aggregate principal amount of New Indebtedness, as hereinabove set forth, at any time during the one-year period after the effective date of the order;
- (ii) Enter into, execute, deliver and perform the necessary agreements, indentures, notes, and other documents relative to the New Indebtedness;
- (iii) Do any and all other things not contrary to law or the rules and regulations of the Commission, incidental, necessary, or appropriate to the performance of any and all acts specifically to be authorized in such order or orders; and
- (iv) Comply with such other provisions as the Commission may deem just and proper.

Respectfully Submitted,

/S/ Paula N. Johnson
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**ATTORNEYS FOR UNION ELECTRIC
COMPANY d/b/a AMEREN MISSOURI**

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing have been e-mailed or mailed, via first-class United States Mail, postage pre-paid, to the service list of record this 11th day of August, 2020.

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