

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

In the matter of the Application of Ameren Missouri)	
d/b/a Union Electric Company and Farmers' Electric)	Case No. EO-2014-
Cooperative for Approval of an Addendum to an)	
Approved Territorial Agreement.)	

**JOINT APPLICATION FOR APPROVAL OF AN
ADDENDUM TO AN APPROVED TERRITORIAL AGREEMENT**

Farmers' Electric Cooperative ("Cooperative") and Union Electric Company d/b/a Ameren Missouri ("Company")(hereinafter individually an "Applicant" and jointly "the Applicants"), pursuant to and in accordance with (i) § 394.312.4, RSMo, (ii) 4 CSR 240-2.060, (iii) 4 CSR 240-3.110, and (iv) a territorial agreement previously approved by the Commission, hereby provides notice of, and requests the Commission approve, Addendum No. 1 to the Territorial Agreement. In support of their application, the Applicants state as follows:

I. GENERAL

1. Cooperative is a Missouri corporation that, as a rural electric cooperative organized under Chapter 394, RSMo, is engaged in the business of providing electricity and related services to its members. Its principal office and place of business is located at 201 West Business 36, P.O. Box 680, Chillicothe, MO 64601. Cooperative is not an "electrical corporation" or a "public utility", as those terms are defined in § 386.020, RSMo; consequently, Cooperative is not generally subject to the jurisdiction and supervision of the Commission, as provided by law.

2. Cooperative previously filed a certified copy of its Articles of Incorporation with the Commission, and Cooperative incorporates those documents by reference, as authorized by 4 CSR 240-2.060(1)(G). A Certificate of Good Standing from the Missouri Secretary of State,

which establishes that Cooperative is duly authorized to conduct business in the State of Missouri, is attached to this application as Appendix 1 and is incorporated herein by reference.

3. Company is a Missouri corporation that is engaged in the business of providing electrical and gas utility services to customers in its Missouri service areas. Its principal office and place of business is located at 1901 Chouteau Avenue, St. Louis, Missouri 63103. Company is an "electrical corporation," a "gas corporation," and a "public utility," as those terms are defined in § 386.020, RSMo; consequently, Company is subject to the general jurisdiction and supervision of the Commission, as provided by law.

4. Company has no overdue Commission Annual Reports or assessment fees, and it has no pending or final unsatisfied judgments or decisions against it from any state or federal agency or court that involve customer service or rates and that have occurred within the three years immediately preceding the filing of this application. Company has various cases pending before the Commission and various appellate courts of the State of Missouri, and a list of those cases is attached to this application as Appendix 2 and is incorporated herein by reference.

5. Company previously has filed certified copies of its Articles of Incorporation (Case No. EA-87-1055) and a copy of its Fictitious Name Registration (Case No. EN-2011-0069), and Company incorporates those documents by reference in this case, as authorized by 4 CSR 240-2.060(1)(G). A Certificate of Good Standing from the Missouri Secretary of State, which establishes that Company is duly authorized to conduct business in the State of Missouri, is attached to this application as Appendix 3 and is incorporated herein by reference.

6. Correspondence, communications, orders, and other documents and notices related to this application should be sent to the following representatives of the Applicants:

Dana Macoubrie
Law Offices of Dana J. Macoubrie
515 Washington Street
Chillicothe, MO 64601
Danamacoubrie@yahoo.com

Wendy Tatro
Corporate Counsel
Thomas Byrne
Director and Assistant General Counsel
Ameren Missouri
1901 Chouteau Avenue
P.O. Box 149 (MC 1310)
St. Louis, MO 63166
amerenmoservice@ameren.com

II. THE EXISTING TERRITORIAL AGREEMENT

7. The Applicants previously entered into a Territorial Agreement, which designated the boundaries of each Applicant's respective exclusive service area for new structures erected in portions of Caldwell, Chariton, Clinton, Daviess, DeKalb, Gentry, Linn, Livingston, and Ray Counties. The Commission established Case No. EO-98-511 to consider that Territorial Agreement and approved the Territorial Agreement in a *Report and Order* dated September 3, 1998.

8. On or about July 8, 2013, the Applicants entered into an addendum to the Territorial Agreement ("Addendum No. 1"). This addendum is the subject of this case.

9. The approved Territorial Agreement sets forth the process to be used for agreeing upon and seeking approval of future addenda to the Territorial Agreement. It states as follows:

The parties may agree on a case-by-case basis by an Addendum hereto to allow a Structure to receive service from one party, though the Structure is located in the exclusive service area of the other party.

Such Addendum shall be filed with the Executive Secretary of the Commission in the same manner as a motion or other pleading with a copy to the Office of Public Counsel. There will be no filing fee for these addenda.

If the Commission Staff or Office of Public Counsel do not submit a pleading objecting to the Addendum within forty-five (45) days of the filing thereof, the Addendum shall be deemed approved by the aforesaid parties. Each Addendum shall contain a statement in bold uppercase typeface indicating that the Staff or Office of Public Counsel have forty-five (45) days to oppose the Addendum or else the Addendum shall be deemed approved by the aforesaid parties.

III. THE PROPOSED ADDENDUM

11. On or about July 8, 2013, the Applicants entered into an addendum to the Territorial Agreement, titled Addendum No. 1 to Territorial Agreement Between Union Electric Company and Farmers' Electric Cooperative, Inc. ("Addendum No. 1"). A copy of Addendum No. 1 is attached to this application as Appendix 4 and is incorporated herein by reference.

12. Addendum No. 1 reflects the Applicants' agreement to amend their existing territorial agreement to allow a residential structure located at CR 412 in Mooresville, Missouri, which is owned by Beetsma Farms, Inc., to receive electric service from Cooperative even though that structure is located within Company's exclusive service area. Cooperative, Company, and Beetsma Farms all agree that allowing Cooperative to provide service to the Beetsma Farms' structure is both economical and practical. Although that alternative will require a minimal extension of Cooperative's facilities, it is most cost-effective because Cooperative's existing facilities are much closer to the Beetsma Farms' location than are those of the Company.

13. Except for the change described in the preceding paragraph, Addendum No. 1 does not change any of the other terms or conditions of the Territorial Agreement. More specifically, Addendum No. 1 does not change the boundaries of the exclusive electric service territories of either Cooperative or Company as set forth in the previously approved territorial agreement.

14. This Application includes the following supporting documents, which are identified below and are incorporated herein by reference:

- a. A diagram showing the location of the structure to be served (Appendix 5);
- b. Affidavits by representatives of Cooperative and Company that explain and justify the changes contained in Addendum No. 1 (Appendices 6 and 7, respectively); and
- c. Affidavit from Beetsma Farms that shows (i) they received notice that the electric service proposed to be provided represents an exception to the territorial agreement previously approved by the Commission, and (ii) they consent to be served by Cooperative (Appendix 8).

15. Applicants will, on the filing date of this application, serve a copy of the application on the Secretary of the Commission, the Office of the Public Counsel, and the Chief Staff Counsel. Service of the application on these parties constitutes notice that the Applicants have entered into Addendum No. 1 and have requested the Commission to approve that agreement. The Commission Staff and the Office of the Public Counsel then have forty-five (45) days from the date they receive notice to oppose Addendum No. 1. If either of those parties fails to file a pleading expressing its opposition to Addendum No. 1 within that time, each such party will be deemed to have consented to approval of Addendum No. 1 by the Commission.

WHEREFORE, for all reasons stated in this application, the Applicants, having shown that allowing Cooperative to provide service to Beetsma Farms is in the best interests of the customer and the Applicants and also is in the public interest, and having also provided notice of Addendum No. 1 in the manner prescribed in the Territorial Agreement and the *Report and Order* approving that agreement, the Applicants respectfully request the Commission to issue an order that:

- (i) Approves Addendum No. 1;
- (ii) Authorizes Cooperative to provide electric service to Beetsma Farms, as set forth in Addendum No. 1;
- (iii) Authorizes the Applicants to do such other acts and things, including making, executing, and delivering any and all documents that may be necessary, advisable, or proper to consummate the agreements reflected in Addendum No. 1 and implement the authority granted by the Commission in this case; and
- (iv) Grants such other relief as the Commission deems appropriate under the circumstances.

Respectfully submitted,

/s/ Wendy K. Tatro

Wendy K. Tatro, #60261
Corporate Counsel
1901 Chouteau Avenue, MC 1310
P.O. Box 66149
St. Louis, MO 63166-6149
(314) 554-3484 (phone)
(314) 554-4014 (facsimile)
amerenmoservice@ameren.com

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

/s/ Dana Macoubrie

Dana J. Macoubrie
Law Offices of Dana J. Macoubrie
515 Washington Street
Chillicothe, MO 64601
Danamacoubrie@yahoo.com

Attorney for Farmers' Electric Cooperative, Inc.

VERIFICATION

STATE OF MISSOURI)
) ss
COUNTY OF Livingston)

Michael L. Sanders, being duly sworn on oath, deposes and says that he is the CEO/General Manager of Farmers' Electric Cooperative Inc., that he has read the foregoing application, knows the contents thereof, and that the information contained in that application is true and correct to the best of his knowledge and belief.

He further says that he has full authority to: (a) enter into Addendum No. 1 to Territorial Agreement Between Union Electric Company and Farmers' Electric Cooperative, Inc., dated on or about July 8, 2013, and (b) to file this application.

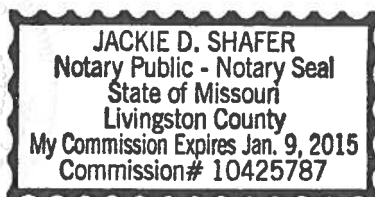
FARMERS' ELECTRIC COOPERATIVE, INC.

BY: Michael L. Sanders

Subscribed and sworn to before me, the undersigned Notary Public in and for the county and state aforesaid, on the 15th day of July, 2013.

Jackie D. Shafer
Notary Public

My Commission Expires:

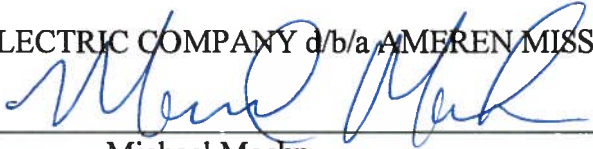


VERIFICATION


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

Michael Moehn, being duly sworn on oath, deposes and says that I am the Senior Vice President of Customer Operations for Union Electric Company d/b/a Ameren Missouri, that I have read the foregoing application, knows the contents thereof, and that the information contained in that application is true and correct to the best of my knowledge and belief.

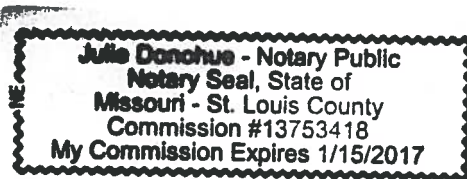
I further say that I have full authority to: (a) enter into Addendum No. 1 to Territorial Agreement Between Union Electric Company and Farmers' Electric Cooperative, Inc. dated on or about July 8, 2013, and (b) to file this application.

UNION ELECTRIC COMPANY d/b/a AMEREN MISSOURI
BY: 
Michael Moehn

Subscribed and sworn to before me, the undersigned Notary Public in and for the county and state aforesaid, on the 8th day of July, 2013.


Notary Public

My Commission expires:



CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered, transmitted by e-mail or mailed, First Class, postage prepaid, this 20th day of August, 2013, to the following parties:

Missouri Public Service Commission
Governor Office Building
200 Madison Street – Suite 100
Jefferson City, Missouri 65101
Staffcounsel@psc.mo.gov

Lewis Mills
Public Counsel
Office of the Public Counsel
P.O. Box 7800
Jefferson City, Missouri 65102
opcservice@ded.mo.gov

Kevin Thompson
Chief Staff Counsel
Missouri Public Service Commission
Governor Office Building
200 Madison Street – Suite 100
Jefferson City, Missouri 65101
Kevin.Thompson@psc.mo.gov

Dana J. Macoubrie
Law Offices of Dana J. Macoubrie
515 Washington Street
Chillicothe, MO 64601
Danamacoubrie@yahoo.com

/s/ Wendy K. Tatro

STATE OF MISSOURI



Jason Kander
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, JASON KANDER, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

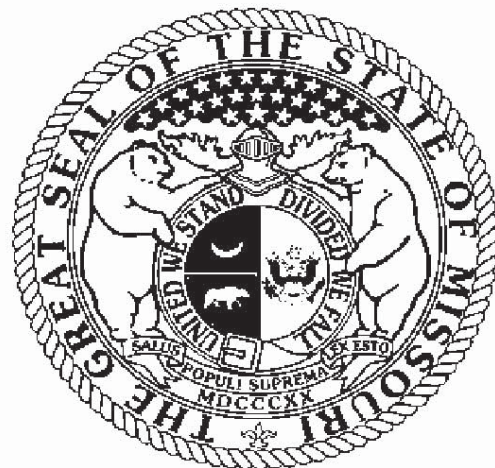
**FARMERS' ELECTRIC COOPERATIVE, INCORPORATED
Q00061739B**

was created under the laws of this State on the 3rd day of September, 1938, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 20th day of August, 2013

A handwritten signature in cursive script that reads "Jason Kander".

Secretary of State



Pending Cases – Customer Service & Rates

EC-2013-0491 Charles Harter v. Ameren Missouri

EC-2013-0521 Craig Mershon v. Union Electric d/b/a Ameren Missouri

EC-2013-0524 Peter Howard v. Ameren Missouri

EC-2014-0034 Amanda Sciandra v. Ameren Missouri

WD75980 In the Matter of Union Electric Company d/b/a Ameren Missouri's Filing for Authority to
(ER-2012-0166) File Tariffs Increasing Rates for Electric Service Provided to Customers in the Company's
Missouri Service Area

STATE OF MISSOURI



Jason Kander
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, JASON KANDER, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

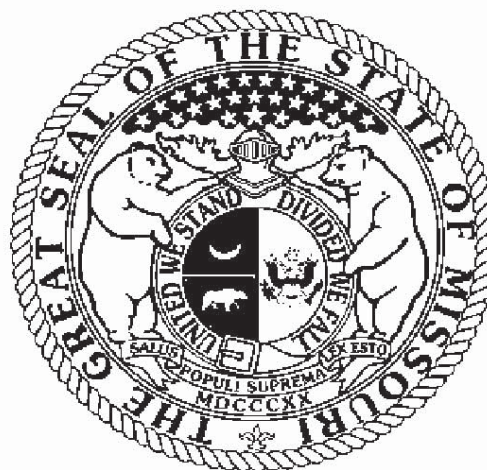
UNION ELECTRIC COMPANY
00040441

was created under the laws of this State on the 21st day of November, 1922, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 20th day of August, 2013

A handwritten signature in cursive script that reads "Jason Kander".

Secretary of State



**ADDENDUM NO. 1 TO TERRITORIAL AGREEMENT BETWEEN
UNION ELECTRIC COMPANY AND FARMERS' ELECTRIC COOPERATIVE, INC.**

This Addendum No. 1 is entered into between Union Electric Company ("Company"), and Farmers' Electric Cooperative, Inc. ("Cooperative"), hereafter referred to collectively as "Parties."

WHEREAS, the Parties have entered into a Territorial Agreement dated on or about May 11, 1998 ("Territorial Agreement"), which establishes exclusive service areas for each Party;

WHEREAS, said Territorial Agreement was approved by the Missouri Public Service Commission ("Commission") by Report and Order issued on September 3, 1998 in Case No. EO-98-511;

WHEREAS, Section 8 of the Territorial Agreement permits the Parties to agree on a case-by-case basis by an Addendum to the Territorial Agreement to allow a new structure to receive service from one party though the structure is located in the electric service of the other;

WHEREAS, Beetsma Farms, Inc., has requested electric service to a new structure (a maintenance building) located at CR 412 in Mooresville, Missouri, a location within the designated exclusive service territory of Company;

WHEREAS, Cooperative has facilities physically closer than those of Company to Beetsma Farms' new structure making it more economic for Cooperative to serve this new structure;

WHEREAS, Beetsma Farms is agreeable to having Cooperative provide electric service to its maintenance building;

NOW, THEREFORE, Company and Cooperative, in consideration of the mutual covenants and agreements herein contained, agree as follows:

1. Both Parties desire and consent to Cooperative providing electric service to Beetsma Farms' new structure through the case-by-case addendum procedure contained in Section 8 of the Territorial Agreement. Notwithstanding the boundaries described in the Territorial Agreement, Cooperative shall have the exclusive right to furnish electric service to the new structure located at CR 412 in Mooresville, Missouri.

2. The exclusive territories of the Parties, as described in the Territorial Agreement, are not modified by this Addendum. In executing this Addendum, its terms shall be interpreted

in light of the Territorial Agreement, including but not limited to, the definitions, principles, and procedures set forth therein.

3. Since this Addendum is subject to the approval of the Commission, the Parties agree to undertake all actions reasonably necessary to obtain said approval. In addition, each Party has the right to initiate temporary service, as defined by RSMo. Section 393.106, at its own expense, until the Commission approves or disapproves the Addendum.

4. THIS ADDENDUM SHALL BE DEEMED APPROVED BY THE COMMISSION STAFF OR THE OFFICE OF THE PUBLIC COUNSEL IF SAID PARTIES DO NOT SUBMIT A PLEADING OBJECTING TO THE ADDENDUM WITHIN FORTY-FIVE (45) DAYS OF THE FILING THEREOF.

5. If the Commission rejects this or any portion of this Addendum, then the entire Addendum shall be nullified and shall have no legal effect. Further, if all or part of this Addendum is declared invalid or void by a Court or other agency with competent jurisdiction, then this Addendum shall be deemed invalid and void.

IN WITNESS WHEREOF, the parties have executed this Addendum this 8th day of July, 2013.

UNION ELECTRIC COMPANY

By: [Signature]
Title: SKD

ATTEST:

[Signature]

FARMERS' ELECTRIC COOPERATIVE, INC.

By: Michael L. Sanders
Title: GM

ATTEST:

[Signature]

Beetsma Farms, Inc



State of Missouri)
) SS
 County of Livingston)

Affidavit of Michael L. Sanders

I, Michael L. Sanders, being first duly sworn on my oath, state:

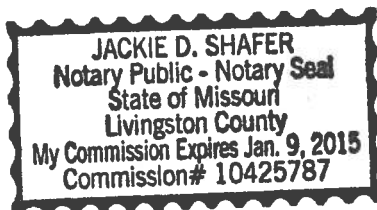
1. My name is Michael L. Sanders, and I am General Manager for Farmers' Electric Cooperative, Inc.
2. I am familiar with the Territorial Agreement between Ameren Missouri and Farmers' Electric Cooperative, Inc. dated on or about May 11, 1998 and with Addendum No. 1 thereto.
3. As an officer of Farmers' Electric Cooperative, Inc., I state the Cooperative's full support for the aforesaid Addendum No. 1 to the Territorial Agreement.

Michael L. Sanders

Subscribed and sworn to before me this 1st day of July, 2013.

Jackie D. Shafer

 Notary Public



State of Missouri)
) SS
 City of St. Louis)

Affidavit of Michael Moehn

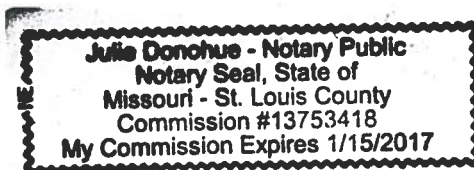
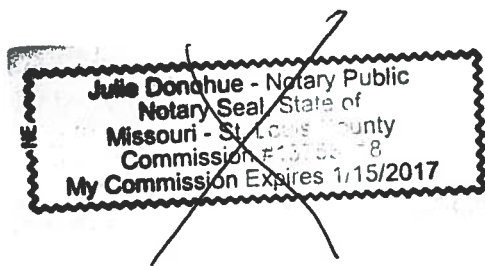
I, Michael Moehn, being first duly sworn on my oath, state:

1. My name is Michael Moehn and I am Senior Vice President of Customer Operations for Ameren Missouri.
2. I am familiar with the Territorial Agreement between Ameren Missouri and Farmers' Electric Cooperative, Inc. dated on or about May 11, 1998 and with Addendum No. 1 thereto.
3. As an officer of Ameren Missouri, I state the Company's full support for the aforesaid Addendum No. 1 of the Territorial Agreement.

Michael Moehn

Subscribed and sworn to before me this 8th day of July, 2013.

Notary Public



State of Missouri)
) SS
 Livingston County)

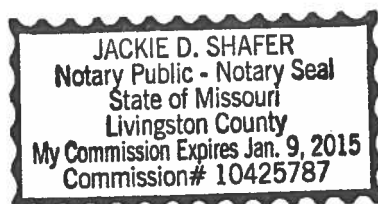
Affidavit of RON BEETSMA

I, RON BEETSMA, being first duly sworn on my oath, state:

1. My name is RON BEETSMA. My business address is CR 412, Mooresville, Missouri.
2. I have requested Farmers' Electric Cooperative ("Farmers") to provide electric service to my new maintenance building for my business located at CR 412 in Mooresville, Missouri. I understand that Union Electric Company d/b/a Ameren Missouri ("Ameren Missouri") is unable to provide electric service without additional cost because of the distance involved. I understand that Farmers has facilities that are close to my property and can serve my property with less additional cost. I also understand that Farmers can provide electric service to my new structure by way of a case-by-case Addendum to the Territorial Agreement between Ameren Missouri and Farmers.
3. I acknowledge that both Ameren Missouri and Farmers have notified me that Farmers can provide service to my business only by an Addendum to a Territorial Agreement, because such service would be an exception to the Territorial Agreement boundaries, which were agreed to by Ameren Missouri and Farmers and approved by the Missouri Public Service Commission ("Commission"). Ameren Missouri and Farmers have also notified me that this Addendum would require consent of all parties and approval of the Commission.
4. I desire and consent to having Farmers provide electric service to my new maintenance building for my business located at CR 412 in Mooresville, Missouri. I also understand that both Ameren Missouri and Farmers consent to this service arrangement and have agreed to prepare a Territorial Agreement Addendum covering my case-by-case exception.
5. I desire and request that the Commission approve the Territorial Agreement Addendum as soon as possible.

Ron Beetsma

Subscribed and sworn to before me this 27th day of June, 2013.



Jackie D. Shafer
 Notary Public