

**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 of)	Case No. EF-2014-0227
Up to \$350,000,000 Aggregate)	
Principal Amount of Additional Long-term)	
Indebtedness.)	

AMEREN MISSOURI'S SUPPLEMENT TO APPLICATION

COMES NOW Union Electric Company d/b/a Ameren Missouri (Ameren Missouri or Company) and states as follows:

1. Ameren Missouri filed its Application for an Order authorizing the issue and sale of up to \$350,000,000 aggregate principal amount of additional long-term indebtedness (Application) on February 14, 2014.

2. In paragraph 9 of the Application, the Company stated that it would provide a certified copy of the resolutions of its Board of Directors authorizing the issuance and sale of the New Indebtedness at a later date. That document is attached hereto as Schedule 4.

3. In paragraph 10 of the Application, the Company stated that it would provide financial statements and capitalization ratios as of January 31, 2014 as soon as they were available. That document is attached hereto as Schedule 5.

WHEREFORE, Ameren Missouri respectfully requests that the Commission accept this filing in supplement to its Application filed on February 14, 2014.

NP

Respectfully Submitted,

/s/ Wendy K. Tatro

Wendy K. Tatro, #60261

Corporate Counsel

Thomas M. Byrne, #33340

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

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing has been e-mailed, this 5th day of March, 2014, to the parties of record in this case.

/s/ Wendy Tatro

Wendy Tatro

**CERTIFIED COPY OF RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS OF
UNION ELECTRIC COMPANY
ON FEBRUARY 28, 2014**

WHEREAS, the officers of the Company have determined that it would be desirable and beneficial for the Company to issue, in one or more series, new senior secured notes of the Company (the "Senior Secured Notes") to be secured by an underlying issue of the Company's Mortgage Bonds (the "Mortgage Bonds"), with substantially similar terms, in an aggregate principal amount not to exceed \$350 million pursuant to a transaction or transactions registered pursuant to the Securities Act of 1933, as amended (the "Securities Act"), or exempt from the registration requirements of the Securities Act (which transaction may include registration rights); and

WHEREAS, on February 14, 2014, the Company filed an Application with the Missouri Public Service Commission ("MoPSC") (Case No. EF-2014-0227), relating to the issuance and sale of up to \$350 million aggregate principal amount of Senior Secured Notes and the issuance of the Mortgage Bonds as described therein.

Authorization for Sale of Senior Secured Notes

NOW, THEREFORE, BE IT:

RESOLVED, that the Company be, and hereby is, authorized to create, issue and sell from time to time up to \$350 million aggregate principal amount, in one or more series, of Senior Secured Notes, to be secured by an underlying issue of the Mortgage Bonds with substantially similar terms, in such form, in such amount and with such terms and conditions as the Chief Executive Officer, the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary or any Assistant Secretary of the Company (individually, an "Authorized Officer" and collectively, the "Authorized Officers") shall determine and approve consistent with the terms and conditions of these resolutions; and further

RESOLVED, that for purposes of completing the issuance and sale of the Senior Secured Notes and the other transactions and agreements referred to in these resolutions with respect thereto, subject to the terms and conditions of these resolutions, the Board of Directors hereby confers the authority of the Board of Directors upon the Authorized Officers, including, without limitation, authority to approve the New Mortgage Supplemental Indenture (as defined herein), documentation establishing the terms of the Senior Secured Notes pursuant to the Indenture dated as of August 15, 2002 (as amended and supplemented, including by a Company Order or other instrument establishing the terms of the Senior Secured Notes, the "Note Indenture") between the Company and The Bank of New York Mellon (the "Trustee"), the Underwriting Agreement (as defined herein) and the Pricing Agreement (as defined herein), in each case, to the extent applicable to such issuance and sale, to determine the provisions of the New Mortgage Supplemental Indenture, to determine the terms and conditions of the Mortgage Bonds, to appoint any counsel, engineer or other expert necessary or appropriate in connection with the authentication and delivery of the Mortgage Bonds, to request the authentication and delivery of the Mortgage Bonds, to designate the series of the Mortgage Bonds, to name the

officer or officers of the Company to whom or upon whose order the Mortgage Bonds shall be delivered, and to determine the terms and conditions of the Senior Secured Notes, including (a) the name or title of the Senior Secured Notes; (b) the principal amount of such Senior Secured Notes to be issued and sold, provided, however, that the aggregate principal amount of all such Senior Secured Notes authorized by these resolutions does not exceed \$350 million; (c) the form of such Senior Secured Notes (which may be in registered and global form); (d) the denominations in which such Senior Secured Notes are to be issued; (e) the maturity date(s) of such Senior Secured Notes; (f) the rate or rates per annum, whether fixed or otherwise, at which holders of such Senior Secured Notes shall be entitled to receive interest; (g) the dates on which interest on such Senior Secured Notes shall be payable; (h) the initial offering price of such Senior Secured Notes; (i) the maximum discount or commission from the initial offering price at which such Senior Secured Notes will be sold and the related proceeds to the Company net of such discount or commission; (j) the price or prices at which, the times during which, and the other terms upon which, such Senior Secured Notes may be redeemed or may or shall be purchased by the Company; (k) whether a sinking fund shall be provided for the purchase or redemption of such Senior Secured Notes and, if so, the terms and amount or amounts of such sinking fund; (l) any index, formula or other method pursuant to which principal, premium, or interest may be determined; and (m) such other terms applicable to such Senior Secured Notes as may be permitted by law and deemed by the Authorized Officers, or any of them, to be necessary, desirable or appropriate consistent with the terms and conditions of these resolutions (including the "release date" provisions in respect of such Senior Secured Notes); and further

RESOLVED, that the Company be, and hereby is, authorized to create, issue and sell the Senior Secured Notes pursuant to the Note Indenture. The Senior Secured Notes shall be executed on behalf of the Company by the proper officers, and authenticated and delivered by the Trustee, pursuant to the terms and conditions set forth in the Note Indenture; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to perform and comply, on behalf of the Company, with each and all of the obligations imposed upon the Company by the provisions of the Note Indenture and the Senior Secured Notes which may at any time be outstanding thereunder; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to approve the issuance and sale by the Company of the Senior Secured Notes, pursuant to the terms and conditions of these resolutions, the Note Indenture, the Underwriting Agreement and, if applicable, the Pricing Agreement. The form of the Senior Secured Notes and Trustee's Certificate to be endorsed on the Senior Secured Notes under the Note Indenture shall be in the form thereof as set forth in the Note Indenture with such changes as may be approved by an Authorized Officer, which form shall be approved by an Authorized Officer, such approval to be conclusively evidenced by his or her execution of the Senior Secured Notes; and further

RESOLVED, that as security for the Senior Secured Notes, the Company shall issue to the Trustee a series of its Mortgage Bonds in the same aggregate principal amount, having the same stated interest rate and maturity date as the Senior Secured Notes to which they relate, and having such other terms, pursuant to the provisions of the Mortgage Indenture and the New Mortgage Supplemental Indenture referred to below. The Mortgage Bonds shall be issued under and pursuant to the Company's Indenture of Mortgage and Deed of Trust dated June 15,

1937, between the Company and The Bank of New York Mellon, as successor trustee (the “Mortgage Trustee”), as heretofore amended and supplemented by various supplemental indentures (the “Mortgage Indenture”), and as to be further amended and supplemented by one or more supplemental indentures relating to the Mortgage Bonds (the “New Mortgage Supplemental Indenture”); and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to negotiate, execute and deliver by and on behalf of the Company the New Mortgage Supplemental Indenture with the Mortgage Trustee relating to the creation and issuance of the Mortgage Bonds, in such form and with such terms as the Authorized Officers shall determine and approve, such approval to be conclusively evidenced by his or her execution thereof, and the Authorized Officers are authorized to perform and comply, on behalf of the Company, with each and all of the obligations imposed upon the Company by the provisions of the Mortgage Indenture, the New Mortgage Supplemental Indenture and the Mortgage Bonds which may at any time be outstanding thereunder; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to negotiate, execute, deliver and perform one or more underwriting agreement(s) and/or purchase agreement(s) (the “Underwriting Agreement”) and, if applicable, one or more pricing agreement(s) (the “Pricing Agreement”) with such investment banking firm or firms as may agree to become parties thereto (the “Underwriters”) relating to the sale of the Senior Secured Notes in a form and with such terms as are approved by the Authorized Officers, such approval to be conclusively evidenced by his or her execution thereof; and further

RESOLVED, that the Company be, and hereby is, authorized to issue and sell the Senior Secured Notes to the Underwriters on the terms and conditions set forth in the Underwriting Agreement and, if applicable, the Pricing Agreement; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to prepare or cause to be prepared, on behalf of the Company, a preliminary and a final prospectus supplement (including the accompanying prospectus contained in the registration statement) (collectively, the “Prospectus”), and one or more free writing prospectuses, as applicable, for use in connection with the offer and sale of the Senior Secured Notes by the Underwriters and, if applicable, to file the Prospectus and one or more free writing prospectuses with the Commission; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to execute and deliver, on behalf of the Company under its corporate seal, if necessary, desirable or appropriate, attested by the Secretary or an Assistant Secretary of the Company, certificates representing the Senior Secured Notes and the Mortgage Bonds, including but not limited to one or more global notes, in substantially the form set forth in the Note Indenture and the New Mortgage Supplemental Indenture, respectively, containing such legends as are appropriate, and to replace lost, stolen, mutilated or destroyed certificates and all certificates required for exchanges, substitution or transfer; and further

RESOLVED, that the signatures of the officers of the Company so authorized to execute or attest to the certificates representing the Senior Secured Notes and the Mortgage

Bonds may be the manual or facsimile signatures of the present or any future such officers; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized in the name and on behalf of the Company to take such actions as they or any of them deem necessary, desirable or appropriate to obtain a rating of the Senior Secured Notes from such rating agencies as the Authorized Officers, or any of them, deem appropriate; and further

RESOLVED, that if, in connection with the issuance or sale of the Senior Secured Notes pursuant to the Underwriting Agreement, the Pricing Agreement (if applicable) and the Prospectus, any application or other instrument is required to be filed or other action is required to be taken by the Company to comply with the securities laws of any state or other jurisdiction, the officers of the Company are hereby authorized to file or to cause to be filed, for and on behalf of the Company, any such application or other instrument and to take or cause to be taken any action as may be required to effect such compliance; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to cause the appointment of counsel or any experts necessary, desirable or appropriate in connection with the issuance and sale of the Senior Secured Notes and the issuance of the Mortgage Bonds, in the name and on behalf of the Company, and under its corporate seal or otherwise, as they deem necessary, desirable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to prepare, execute and file one or more listing applications with The New York Stock Exchange, Inc. (“NYSE”) and/or other securities exchanges or markets for the listing of some or all of the Senior Secured Notes, to make such changes in any such application as any Authorized Officer shall deem to be necessary, desirable or appropriate and to enter into such agreements with such exchange in connection with such applications as any Authorized Officer shall deem necessary, desirable or appropriate and to take any and all such action as any one of such officers shall deem necessary, desirable or appropriate to effect such listing, and that all resolutions required by, or appropriate under, the rules or regulations of the NYSE and/or other securities exchanges or markets for the listing of some or all of the Senior Secured Notes shall be deemed to have been adopted by the Board of Directors and the same may be included with these resolutions and may be so certified by the Secretary or any Assistant Secretary; and further

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to prepare, execute and file one or more registration statements under the Securities Exchange Act of 1934, as amended, in connection with an offering of the Senior Secured Notes or otherwise, as such officer may deem necessary, desirable or appropriate in connection with the sale of all or a portion of the Senior Secured Notes; and further

RESOLVED, that any and all actions heretofore taken by any Authorized Officer with respect to, and in contemplation of, the filing of the Application with the MoPSC are hereby ratified, approved, authorized and confirmed and that the Authorized Officers be, and each of them hereby is, authorized and directed to prepare or cause to be prepared, on behalf of the

Company, any amendments to the Application and other filings or documents that such officer may deem necessary, desirable or appropriate in connection with obtaining authorization from the MoPSC for the issuance and sale of the Senior Secured Notes and the issuance of the Mortgage Bonds; and further

General

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered on behalf of the Company to pay such fees, commissions and other expenses, and to do or cause to be done such other acts and things, as they deem necessary, desirable or advisable in connection with the carrying out of any of the transactions, documents, matters or purposes set forth in the foregoing resolutions; and further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to make, execute and deliver, or to cause to be made, executed and delivered, all such agreements, documents, instruments, certificates, applications and other papers, and to do or cause to be done all such acts and things in the name and on behalf of the Company, and under its corporate seal or otherwise, as they deem necessary, desirable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that any and all actions heretofore taken by any Authorized Officer with respect to, and in contemplation of, the transactions contemplated by any of the foregoing resolutions are hereby ratified, approved, authorized and confirmed; and further

RESOLVED, that any specific resolutions required for the purpose of carrying out the transactions contemplated by the foregoing resolutions are hereby deemed adopted and may be certified as having been adopted by this Board of Directors as of this date, and the Secretary is directed to insert a copy of such resolutions into the records of the Board of Directors; and further

RESOLVED, that the Secretary and any Assistant Secretary of the Company be, and each of them is, hereby authorized to certify and deliver copies of this resolution and any one or more of the foregoing resolutions to such governmental bodies or agencies or persons, firms or corporations as may be deemed necessary, desirable or appropriate, and to furnish evidence of the approval by any officer authorized to give such approval of any agreement, document or instrument, or any provision thereof.

I hereby certify that the foregoing are true and correct copies of resolutions adopted by the Board of Directors of Union Electric Company on February 28, 2014 and that such resolutions are still in full force and effect.



Assistant Secretary

MAR 05, 2014

**SCHEDULE 5
IS HIGHLY
CONFIDENTIAL
IN ITS ENTIRETY**