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CHARLES F. NEWMAN (1880-1968)
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PAUL L. BRADSHAW (1930-1986)

Retired:
THOM G. FIELD

Of Counsel
ANNE SALLEE MASON

*ALSO ADMITTED IN OKLAHOMA
*ALSO ADMITTED IN ARKANSAS
**ALSO ADMITTED IN KANSAS

February 15, 2012

Missouri Public Service Commission
200 Madison Street
PO Box 360
Jefferson City, MO 65102-0360

**RE: *Empire District Electric and White River Valley Electric for Approval
of a Seventh Written Territorial Agreement***
File No. E0-2012-0192
Our File: 11645.01

To Whom It May Concern:

Enclosed for filing in the above-referenced matter is the Certificate of Filing for the Ordinance Consenting to the White River Valley Electric Cooperative, Inc.'s Use of Public Rights of Way Within Territory of the City of Forsyth to Supply Electricity.

Thank you for your assistance in this matter. Please let me know if you have any questions.

Very truly yours,


Christiaan D. Horton

CDH/ske
Enclosure

cc: Dean Cooper (w/encl.)
Kevin Thompson (w/encl.)
Lewis Mills (w/encl.)

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

In the Matter of the Application of The)
Empire District Electric Company and)
White River Valley Electric Cooperative)
for Approval of a Seventh Written)
Territorial Agreement Designating the)
Boundaries of Exclusive Service Areas)
Within Christian and Taney counties)

File No. E0-2012-0192

CERTIFICATE OF FILING

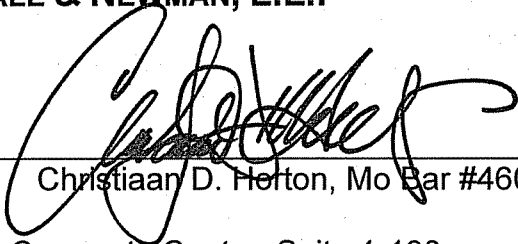
Now, on this 15 day of February, 2012, White River Valley Electric

Cooperative hereby submits its Certificate of Filing of:

**AN ORDINANCE CONSENTING TO WHITE RIVER VALLEY ELECTRIC COOPERATIVE, INC.'S
USE OF PUBLIC RIGHTS OF WAY WITHIN TERRITORY OF THE
CITY OF FORSYTH TO SUPPLY ELECTRICITY**

NEALE & NEWMAN, L.L.P

By


Christiaan D. Horton, Mo Bar #46003

One Corporate Centre, Suite 1-130
P.O. Box 10327
Springfield, MO 65808-0327
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*Attorneys for White River Valley
Electric Cooperative*

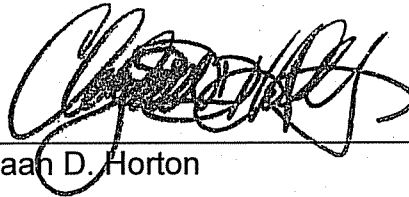
CERTIFICATE OF SERVICE

The undersigned certified that a true and correct copy of the foregoing document was sent via electronic mail on February 15, 2012 to the following:

Kevin Thompson
Office of the General Counsel
Governor Office Building 8th Floor
Jefferson City, Mo 65101
Email: kevin.thompson@psc.mo.gov

Lewis Mills
Office of the Public Counsel
Governor Office Building 6th Floor
Jefferson City, MO 65101
Email: lewis.mills@ded.mo.gov

Dean L. Cooper
Brydon, Swearingen & England
312 E. Capitol Avenue
PO Box 456
Jefferson City, MO 65102-0456
Email: dcooper@brydonlaw.com



Christiaan D. Horton

Bill No: 451 Ordinance No: 451

AN ORDINANCE CONSENTING TO WHITE RIVER VALLEY ELECTRIC COOPERATIVE, INC.'S USE OF PUBLIC RIGHTS OF WAY WITHIN TERRITORY OF THE CITY OF FORSYTH TO SUPPLY ELECTRICITY

WHEREAS, White River Valley Electric Cooperative, Inc. ("White River") and The Empire District Electric Company ("Empire Electric") have made application to the Missouri Public Service Commission ("MoPSC") seeking permission for White River to supply electricity in a certain portion of the City of Forsyth presently within Empire Electric's service area; and

WHEREAS, the change of electric service provider will promote the cost effective and efficient use of existing electric facilities and distribution lines within the City of Forsyth in the specific territory identified by White River and Empire Electric and commonly known as portions of the following subdivisions: the Reserve on Skyline Phase I and Phase II; Corner Stone Estates at Shoals Bend, Phase II; and Shoals Bend Phases I, II and III, all as more particularly described in MoPSC File No: EO-2012-0192 and the attached exhibits hereto (the "Territory"); and

WHEREAS, White River, Empire Electric and the City of Forsyth desire to make explicit White River's permission to use public rights-of-way within the City of Forsyth to deliver electric service within the Territory; and

WHEREAS, the City of Forsyth is willing to provide its consent for White River to use its public rights-of-way for White River's electric distribution lines, systems and related equipment and facilities within the Territory subject to the provisions set forth herein;

NOW, THEREFORE, be it ordained by the City of Forsyth, Missouri as follows:

1. White River shall have all right, permission and authority to construct, reconstruct, excavate, place, maintain, operate and use all necessary or appropriate electric distribution lines, systems, facilities and equipment, with all necessary or appropriate appurtenances and appliances in connection therewith, including fiber optic communication lines, in, along, across, over and under the streets, roads, alleys, sidewalks, squares, bridges, and other public places within the corporate limits of the City of Forsyth, as now fixed and as hereafter extended, and areas dedicated to the City for public utility use and within the Territory, for the purpose

of furnishing, distributing, monitoring, and metering electric power. All such electric lines, systems, facilities, equipment, appliances and apparatus to be installed and maintained shall be done so with due regard to the rightful use by other persons, vehicles, or otherwise, of the streets, roads, alleys, sidewalks, squares, bridges and other public places, and areas dedicated to the City for public utility use, and White River's exercise of the rights, permission and authority hereby granted shall at all times be subject to the proper regulation by the City in the exercise of its police powers.

2. All electric distribution lines, systems, facilities and equipment of White River in the City of Forsyth and within the Territory shall be installed, maintained and operated in accordance with the applicable rules and regulations of the MoPSC and Rural Utility Service.
3. White River shall cooperate with the City of Forsyth so that any construction, excavation, maintenance, repair or replacement of electric distribution lines, systems, equipment or related facilities planned by White River is coordinated with the City of Forsyth in advance of commencement of work, and any injury to streets, roads, alleys, sidewalks, squares, bridges and other public places in the City caused by White River shall be timely repaired without cost to the City of Forsyth.
4. If it shall become necessary for the City of Forsyth in the exercise of its police power for a proper public purpose to change the grade, width, general structure or appurtenances including, but not limited to, storm sewer facilities, traffic control devices, street lights, curb and/or gutter, or any street, road, alley, sidewalk, square, bridge or other public place, which change shall require the relocation of any electric lines, equipment, systems or facilities of White River situated in such public places, White River shall, without cost to the City, unless agreed to otherwise, make such relocations as may be necessary to make such changes, it being understood that this provision is for the sole benefit of City of Forsyth and shall not relieve other persons, corporations partnerships, or governmental bodies of any obligations to pay such relocation costs as they may be obligated to pay as a matter of law or by reason of contractual or applicable tariff provisions.

This grant by the City of Forsyth to White River shall become effective on the 6 day of February, 2012.

The motion to approve this ordinance was made by: Cheryl Altis

The motion was seconded by: Jack Baker

The Alderman of the City of Forsyth voted for or against the ORDINANCE CONSENTING TO WHITE RIVER VALLEY ELECTRIC COOPERATIVE, INC.'S USE OF PUBLIC RIGHTS OF WAY WITHIN TERRITORY OF THE CITY OF FORSYTH TO SUPPLY ELECTRICITY as follows:

Missi Hesketh voted to: aye

Jack Baker voted to: aye

Cheryl Altis voted to: aye

Michael Chipman to: Absent

Passed and approved this 6 day of February, 2012.

Ronald Potter
Ronald Potter
Mayor of City of Forsyth, Missouri

Attest:
Ruth E. Whitley
Ruth Whitley, City Clerk

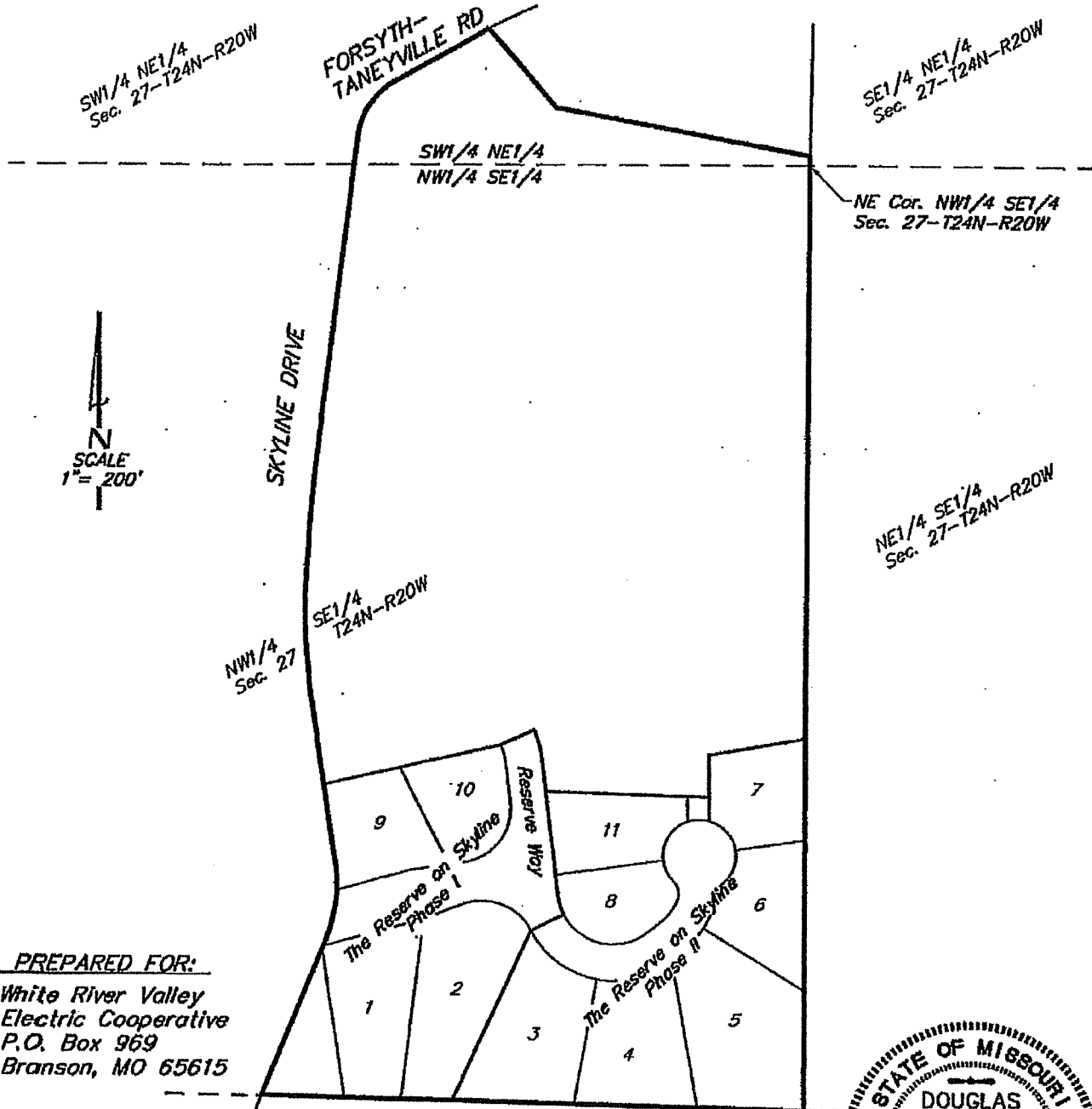
I Ruth E. Whitley City Clerk of the city of Forsyth hereby certify this is a true and correct copy of Ordinance number 451 as same as filed in the records of the City of Forsyth, Taney County, Missouri.

Ruth E. Whitley
Ruth E. Whitley, City Clerk

SEAL

EXHIBIT TERRITORIAL AGREEMENT

NW1/4 SE1/4 & SW1/4 NE1/4 SECTION 27-T24N-R20W
TANEY COUNTY, MISSOURI

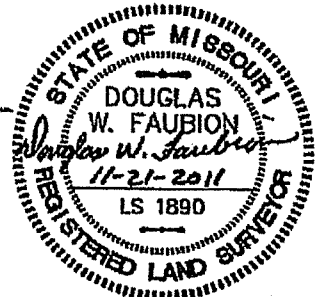


PREPARED FOR:

White River Valley
Electric Cooperative
P.O. Box 969
Branson, MO 65615

HDR ENGINEERS
P.O. BOX 969
187 EAST DAVID
FORSYTH, MISSOURI 65653
(417) 546-3218

JOB NO.



Date: 11-21-2011
EXHIBIT A2

**TERRITORIAL BOUNDARY AGREEMENT
BETWEEN
WHITE RIVER VALLEY ELECTRIC COOPERATIVE
AND
EMPIRE DISTRICT ELECTRIC COMPANY**

The Reserve on Skyline

A portion of the Northwest Quarter of the Southeast Quarter and the Southwest Quarter of the Northeast Quarter of Section 27, township 24 North, Range 20 West of the 5th Principal Meridian, Taney County, Missouri, described as follows:

All of the land as shown on the Final Plat of The Reserve on Skyline Phase 1 as recorded in Slide Cabinet "I" at Slide Page 130 in the official records of Taney County, Missouri.

All of the land as shown on the Final Plat of the Reserve on Skyline Phase 2 as recorded in Slide Cabinet "I" at Slide Page 533 in the official records of Taney County, Missouri.

All of the triangular shaped tract being part of the Northwest Quarter of the Southeast Quarter of said Section 27 lying west of Lot 1 of the Reserve on Skyline Phase 1 and lying East of the east line of (40 feet wide) Skyline Drive.

All of the land described below:

Beginning at the northeast corner of the Northwest Quarter of the Southeast Quarter of said Section 27; thence South 0°18'54" West along the east line thereof a distance of 795.30 feet to the north line of the Final Plat of The Reserve on Skyline Phase 2, as per plat recorded in Slide Cabinet "I" at Slide Page 533, in the official records of Taney County, Missouri; thence Westerly and Southerly along said north line the following three (3) courses: (1) South 80°21'27" West a distance of 131.40 feet; thence (2) South 0°52'58" East a distance of 58.39 feet; thence (3) North 88°10'27" West a distance of 223.02 feet to the east line of the Final Plat of The Reserve on Skyline Phase 1, as per plat recorded in Slide Cabinet "I" at Slide Page 130 in the official records of Taney County, Missouri; thence Northerly and Southwesterly along said east line and the north line thereof the following four (4) courses: (1) North 6°34'50" West a distance of 47.94 feet to the beginning of a curve concave to the southwest having a radius of 125.00 feet; thence (2) Northerly along said curve a distance of 38.83 feet (through an angle of 17°48'00"); thence (3) South 65°37'13" West a distance of 50.00 feet; thence (4) South 76°52'18" West a distance of 243.62 feet to the east right-of-way line of Skyline Drive; thence Northerly along said east right-of-way line the following six (6) courses: (1) North 7°54'50" West a distance of 126.32 feet to the beginning of a curve concave to the East having a radius of 829.69 feet; thence (2) Northerly along said curve a distance of 179.58 feet (through an angle of 12°24'04"); thence (3) North 4°29'15" East a distance of 67.74 feet to the beginning of a curve concave to the East having a radius of 2075.45 feet; thence (4) Northerly along said curve a distance of 90.67 feet (through an angle of 2°30'11"); thence (5) North 6°59'26" East a distance of 439.17 feet to the beginning of a curve concave to the southeast having a radius of 106.74 feet; thence (6) Northeasterly along said curve a distance of 99.10 feet (through an angle of 53°11'41") to the southerly right-of-way line of Forsyth-Taneyville Road; thence North 60°11'11" East along said south right-of-way line a distance of 112.16 feet to the beginning of a curve concave to the southeast having a radius of 537.77 feet; thence Northeasterly along said curve a distance of 30.11 feet (through an angle of 3°12'30"); thence South 39°45'55" East a distance of 142.84 feet; thence South 79°02'50" East a distance of 348.85 feet to the east line of the Southwest Quarter of the Northeast Quarter of said Section 27; thence South 1°10'07" West a distance of 13.19 feet to the Point of Beginning.

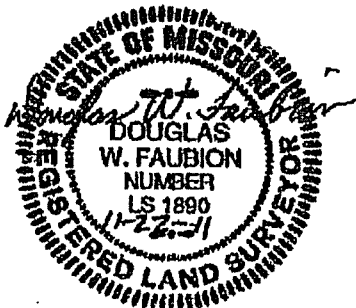
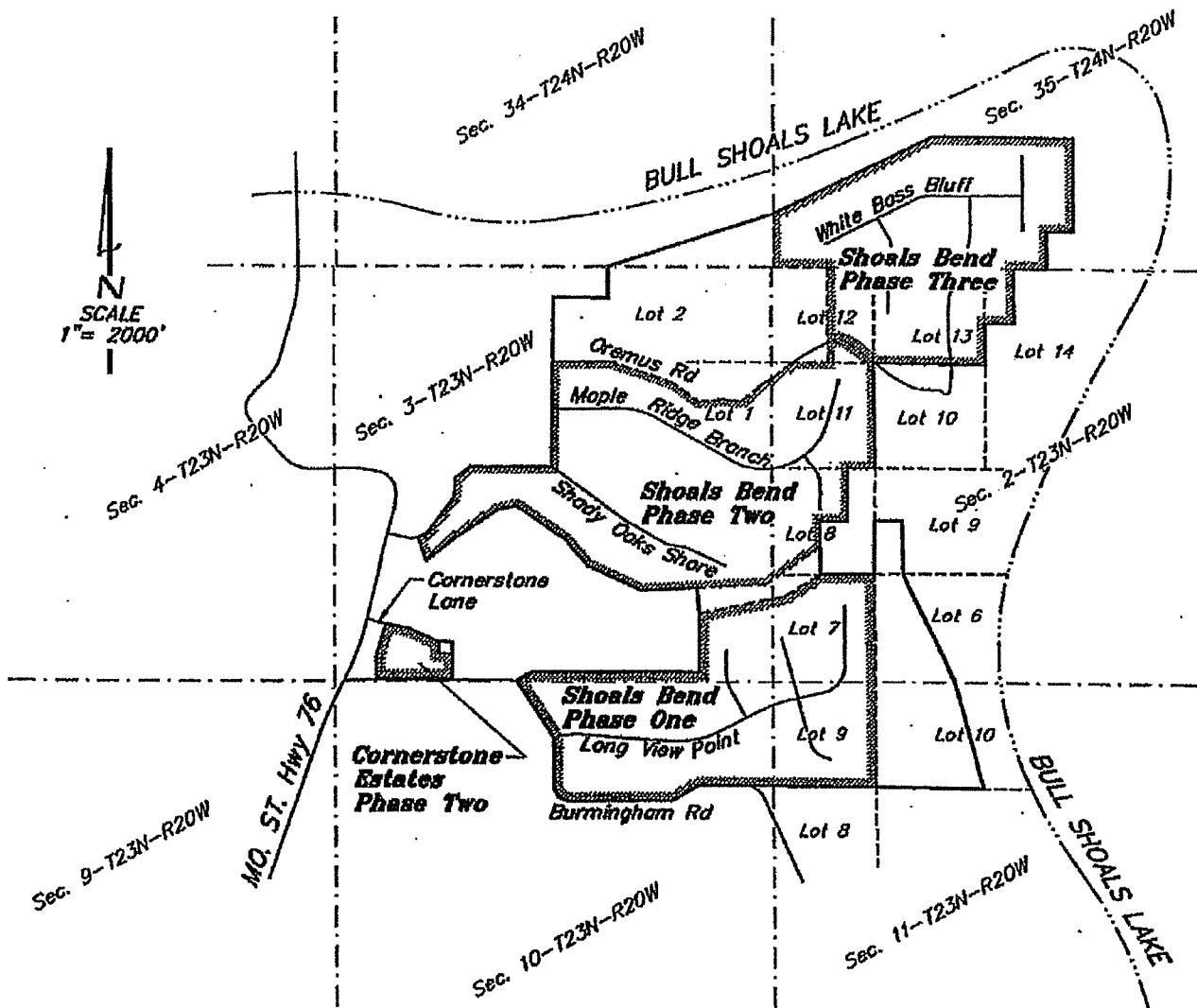


EXHIBIT TERRITORIAL AGREEMENT

Part of Sections 34 & 35 - T24N - R20W and
Part of Sections 2, 3, 10 & 11 - T23N - R20W
Taney County, Missouri

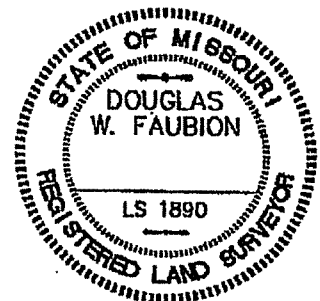


PREPARED FOR:

White River Valley
Electric Cooperative
P.O. Box 969
Branson, MO 65615

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FORSYTH, MISSOURI 65653
(417) 546-3218

JOB NO. 155042.020



Date: 11-28-2011
EXHIBIT A2

Corner Stone Estates at Shoals Bend, Phase Two

All of Lots 1 thru 26 inclusive, all of Solomon Circle, a street 50 feet wide, all of Psalms Way, a street 50 feet wide, all in Corner Stone Estates at Shoals Bend Phase Two located in the South Half of the Southwest Quarter of Section 3, Township 23 North, Range 20 West, and being a subdivision in the City of Forsyth, Taney County, Missouri, as per plat recorded in Slide Cabinet "I" at Page 19, in the official records of Taney County, Missouri.

Also, all of Lots 17 and 18 of the unrecorded plat of Corner Stone Estates Phase Three being described as follows: Beginning at the northwest corner of Lot 22 of Corner Stone Estates Phase Two as per the recorded plat thereof; thence South $0^{\circ}19'45''$ West along the west line of Lot 22 and part of Lot 23 of said Corner Stone Estates Phase Two a distance of 152.40 feet to the northwest corner of Lot 25 of said Corner Stone Estates Phase Two; thence South $89^{\circ}40'55''$ East along the north line of Lots 25 and 26 of said Corner Stone Estates Phase Two, a distance of 166.86 feet to the northeast corner of said Lot 26; thence North $0^{\circ}21'22''$ East a distance of 140.49 feet; thence North $89^{\circ}36'30''$ West a distance of 56.34 feet to the beginning of a curve concave to the northeast having a radius of 520.00 feet; thence Westerly along a segment of said curve a distance of 111.36 feet (through an angle of $12^{\circ}16'12''$) to the Point of Beginning.

Shoals Bend Phase One

All of Shoals Bend Phase One, a subdivision in the City of Forsyth, Taney County, Missouri, and being located in Section 2, 3, 10, and 11, Township 23 North, Range 20 West, as per plat recorded in Slide Cabinet "H" at Pages 472 and 473, official records of Taney County, Missouri.

Shoals Bend Phase Two

All of Shoals Bend Phase Two, a subdivision in the City of Forsyth, Taney County, Missouri, located in Section 3 and Government Lots 7, 8, 11, 12, and 13 of Fractional Section 2, Township 23 North, Range 20 West, as per plat recorded in Slide Cabinet "H" at Pages 474, 475, and 476, official records of Taney County, Missouri.

Shoals Bend Phase Three

All of Shoals Bend Phase Three, a subdivision in the City of Forsyth, Taney County, Missouri, and being located in the Fractional South Half of Section 35, Township 24 North, Range 20 West, and part of Government Lots 12, 13, and 14 of the Fractional North Half of Section 2, Township 23 North, Range 20 West, as per plat recorded in Slide Cabinet "H" at Pages 532 and 533, official records of Taney County, Missouri.

All of Government Lots 1 and 2 of the Fractional Northeast Quarter of Section 3, Township 23 North, Range 20 West, Taney County, Missouri lying north of Oremus Road and except that part taken for Bull Shoals Lake.

All that part of Government Lot 12 of Fractional Section 2, Township 23 North, Range 20 West, Taney County, Missouri, lying west of the west line of Lot 61 and lying north of Lots 62 and 63 of Shoals Bend Phase Two Subdivision, as per plat recorded in Slide Cabinet "H" at Pages 474, 475, and 476, official records of Taney County, Missouri, and lying west of the west line of Lots 91, 92 and 93 and lying south of Lot 71 of Shoals Bend Phase Three as recorded in Slide Cabinet "H" at Pages 532 and 533, official records of Taney County, Missouri.

All of the triangular shaped parcel lying northwest of Oremus Road in Government Lot 11 of Fractional Section 2, Township 23 North, Range 20 West, Taney County, Missouri.

All of Government Lot 6 and Government Lot 9 of Fractional Section 2, Township 23 North, Range 20 West, except that part taken for Bull Shoals Lake and all of Government Lot 10 of the Fractional North Half.