

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

In the Matter of the Application)	
Of Missouri Rural Electric Cooperative)	
And the City of Palmyra, Missouri for)	
Approval of a Written Territorial Agreement)	Case No. EO-2008-0332
Designating the Boundaries of each)	
Electric Service Supplier within Portions of)	
Marion County, Missouri.)	

UNANIMOUS STIPULATION AND AGREEMENT AND WAIVER OF HEARING

COME NOW Missouri Rural Electric Cooperative ("Cooperative"), the City of Palmyra, Missouri ("City") (hereinafter collectively referred to as "Joint Applicants"), Staff of the Missouri Public Service Commission ("Staff"), and the Office of Public Counsel ("OPC"), (hereinafter collectively referred to as "the Parties") and for their Unanimous Stipulation and Agreement ("Stipulation and Agreement"), respectfully state as follows:

1. On April 10, 2008, Joint Applicants filed with the Missouri Public Service Commission ("Commission") a verified joint application pursuant to Section 394.312 RSMo. 2000 (the "Joint Application"), requesting that the Commission issue an Order approving a Territorial Agreement between the City and the Cooperative designating the boundaries of each electric service supplier in portions of Marion County Missouri (the "Territorial Agreement") pursuant to Section 394.312 RSMo. 2000 and find that the designation of electric service areas, as set forth in the Territorial Agreement, is not detrimental to the public interest.

2. On April 15, 2008, the Commission issued an Order and Notice concerning, among other things, the intervention of interested parties. Applications for intervention were to be filed no later than May 5, 2008. No parties have filed for intervention.

3. On May 6, 2008, the Commission ordered Staff of the Missouri Public Service

Exhibit B

Commission to file a Recommendation or, in the alternative, a Status Report informing the Commission when it plans to file its Recommendation, no later than June 5, 2008.

4. The Parties, having reviewed the Joint Application and associated Territorial Agreement and having considered their positions and the issues to be resolved in this case, have entered into this Stipulation and Agreement. This Stipulation and Agreement shall be binding upon the successors and assigns of City and Cooperative.

5. Section 394.312.5 of the Revised Statutes of Missouri sets forth that "The Commission shall hold evidentiary hearings to determine whether such territorial agreements should be approved or disapproved, except that in those instances where the matter is resolved by a stipulation and agreement submitted to the Commission by all the parties such hearing may be waived by agreement of the parties". By this Stipulation and Agreement the Parties waive hearings to determine whether this Territorial Agreement should be approved or disapproved.

6. The Parties assert and state that the Territorial Agreement between the Joint Applicants is not detrimental to the public interest and therefore should be approved.

7. The Parties further assert and state that this matter has been resolved by stipulation and agreement and therefore the Parties waive any required hearings regarding the Territorial Agreement.

WHEREFORE, the Parties respectfully request the Commission to issue its Order:

A. Finding that the designated electric service areas are not detrimental to the public interest and approving the Territorial Agreement, (Exhibit A to the Joint Application); and

B. Authorizing City and Cooperative to perform in accordance with the terms and conditions of the Agreement.

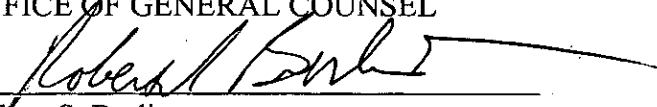
Respectfully submitted,

ANDERECK, EVANS, MILNE
WIDGER & JOHNSON, LLC

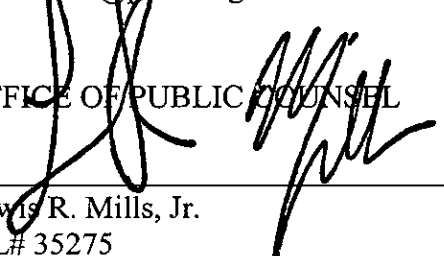
By /s/ Andrew J. Sporleder
Andrew J. Sporleder MO Bar #51197
700 E. Capitol Ave.
P.O. Box 1438
Jefferson City, MO 65102
573-634-3422
573-634-7822 (fax)
ASporleder@aempb.com

ATTORNEYS FOR MISSOURI RURAL
ELECTRIC COOPERATIVE &
CITY OF PALMYRA, MISSOURI

OFFICE OF GENERAL COUNSEL

By 
Robert S. Berlin
ML# 51709
Attorney for the Staff of the
Missouri Public Service Commission
200 Madison Street, Suite 800
P.O. Box 360
Jefferson City, MO 65102
573-526-7779
Bob.berlin@psc.mo.gov

OFFICE OF PUBLIC COUNSEL

By 
Lewis R. Mills, Jr.
ML# 35275
200 Madison Street, Suite 650
P.O. Box 2230
Jefferson City, MO 65102
573-751-1304
Lewis.mills@ded.mo.gov

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been mailed, hand-delivered, or transmitted by facsimile or electronic mail to all counsel of record this 2nd day of June, 2008.

/s/ Robert S. Berlin