

**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-2020-
Up to \$465,000,000 Aggregate Principal)	
Amount of Additional Long-Term Indebtedness.)	

**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 \$465,000,000 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 addition, pursuant to the Commission's *Order Approving Application* issued on August 15, 2019, in File No. EF-2019-0239 (“*2019 Order*”), the Company agreed to meet certain additional conditions in its

subsequent requests for financing authority. In accordance with 20 CSR 4240-2.080(14), Ameren Missouri is requesting approval of this Application on an expedited basis, by March 13, 2020, so that it may implement the requested financings beginning March 23, 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. *2019 Order* Conditions, Ordering Paragraphs 1(c), 1(e), and 1(g)¹

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.

¹ While the *2019 Order* contained conditions in Ordering Paragraphs 1(a) through 1(g), not all of these conditions are applicable to future financial authority requests such as this *Application*.

Paragraph (B) – Articles of Incorporation; Paragraph (E) – Fictitious Name; Paragraph (G) – Information Previously Submitted; Paragraph (H) – Character of Business²

4. Company previously submitted to the Commission a certified copy of its Articles of Incorporation (See Case 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 *Application*. These documents are incorporated by reference and made a part of this Application for all purposes.

Paragraph I – Correspondence and Communication

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

Paula N. Johnson
Senior Corporate Counsel
1901 Chouteau Avenue, MC-1310
P.O. Box 66149, MC-1310
St. Louis, Missouri 63101-6149
(314) 554-3533 (Telephone)
AmerenMOService@ameren.com

Thomas M. Byrne
Senior Director Regulatory Affairs
1901 Chouteau Avenue, MC-1450
P.O. Box 66149, MC-1450
St. Louis, Missouri 63101-6149
(314) 554-2514 (Telephone)
tbyrne@ameren.com

Paragraph (K) – Actions, Judgments, and Decisions; Paragraph (L) – Fees³

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

² Paragraphs (C), (D), and (F) do not apply to Ameren Missouri.

³ Paragraph (J) does not apply to the Ameren Missouri.

three years of the date of this Joint 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. The 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.

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 March 23, 2019. 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 March 23, 2019 requested herein.

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..."⁴

As indicated in the *Verification and Affidavit* 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.

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 \$465,000,000 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: (1) to pay after maturity, \$85,000,000 principal amount of the

⁴ 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.

Applicant's 5.00% Senior Secured Notes due February 1, 2020, short-term debt incurred as a result of repaying at maturity such debt at maturity, and (2) to refinance other short-term debt consisting of commercial paper borrowings and, potentially, money pool borrowings. The amount of Applicant's short-term debt as of January 31, 2020 was **_____**, consisting entirely of commercial paper borrowings. Applicant incurs short-term debt to fund its cash requirements, as cash expenditures exceed cash receipts. The amount of short-term debt outstanding on January 31, 2020, represents an accumulation of such short-term funding of the Applicant's cash requirements. The borrowings will be used solely by the Applicant.

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) 6.00%, 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 Case 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 Case No. EF-80-306; a copy of the February 1, 2000 Amendment and the August 15, 2002 Amendment were filed

with this Commission in Case No. EF-2003-0514; and a copy of the May 15, 2012 Amendment was filed with this Commission in Case 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 December 31, 2019, (with pro forma adjustments consistent with the proposed transactions described in paragraph 4 above) as specified in 20 CSR 4240-10.125(1)(E), and the capitalization ratios of Applicant as of December 31, 2019, including such ratios with pro forma adjustments, will be provided when available.

Paragraph (1)(F) – Fee Schedule Applicability

16. No fee is required pursuant to Section 386.300, RSMo. because the proposed issuances of New Indebtedness will be used to discharge, refund or retire outstanding indebtedness.

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

17. A five-year capitalization expenditure schedule is attached as Confidential Schedule 3.

V. 2019 Order Conditions, Ordering Paragraphs 1(c), 1(e), and 1(f)

Ordering Paragraph 1(c) – Communication with Credit Rating Agencies...

18. According to this condition contained in the *2019 Order* and accepted by Ameren Missouri, the Company will "file with the Commission any information concerning communication with credit rating agencies concerning any such issuance..." Ameren Missouri has not had any communication with credit rating agencies concerning this issuance.

Ordering Paragraph 1(e) – Five-Year Capitalization Expenditure Schedule

19. According to this condition contained in the *2019 Order* and accepted by Ameren Missouri, the Company will "file a five-year capitalization expenditure schedule in future finance cases..." Please see Schedule 3 for the schedule submitted in fulfillment of this condition, also required by 20 CSR 4240-10.125(1)(G).

Ordering Paragraph 1(f) – Reconciliation Schedule

20. According to this condition contained in the *2019 Order* and accepted by Ameren Missouri:

... Ameren Missouri shall file in future finance cases whereby the use of proceeds includes the repayment of short-term debt which cannot be linked to the repayment of long-term debt, a schedule that reconciles short-term debt incurred for 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 ...

Ameren Missouri provides the attached Schedule 4, which reconciles short-term debt incurred for purposes of long-term capital projects, in fulfillment of this condition. This schedule provides monthly expenditures of the largest projects as well as a monthly total of all other capital projects since the Applicants most recent long-term debt application for financial authority in July 2019.

CONCLUSION

21. 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 March 23, 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 to issue an order effective for a one-year term, with an effective date on or before March 23, 2020, authorizing Ameren Missouri to:

- (i) Issue and sell up to \$465,000,000 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

Paula N. Johnson, #68963

Senior Corporate Counsel

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(314) 554-4014 (facsimile)

AmerenMOservice@ameren.com

**ATTORNEY 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 Application has been e-mailed, this 31st day of January, 2020, to the Missouri Public Service Commission Staff and to the Office of the Public Counsel.

/s/ Paula N. Johnson

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

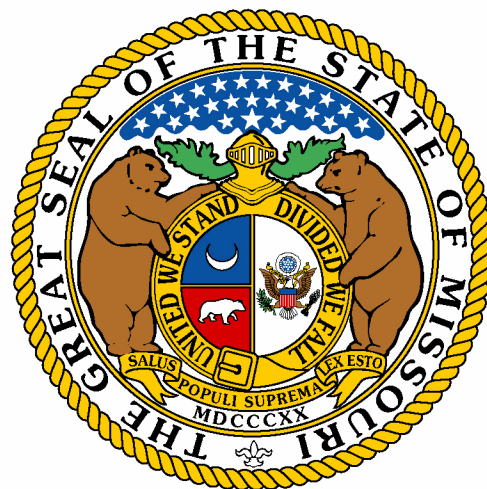
I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

AMEREN CORPORATION
00414845

was created under the laws of this State on the 7th day of August, 1995, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 25th day of November, 2019.


Secretary of State



Certification Number: CERT-11252019-0054

**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-2019-
Up to \$450,000,000 Aggregate Principal)	
Amount of Additional Long-Term Indebtedness.)	

AFFIDAVIT AND VERIFICATION OF DARRYL T. SAGEL

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

Darryl T. Sagel, being first duly sworn on his oath, states:

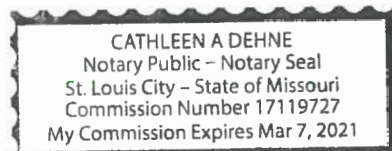
1. My name is Darryl T. Sagel. I work in the City of St. Louis, Missouri, and I am employed by Ameren Services Company as the Vice President and Treasurer.
2. Neither Union Electric Company d/b/a Ameren Missouri nor any person on its behalf has had any communications with the office of the Commission regarding any substantive issue likely to be an issue in the case initiated by this filing during the preceding 150 days.
3. I have read the *Motion for Expedited Treatment, Request for Waiver, and Application for Financing Authority*, I know the contents thereof, and the information contained therein is true and correct to the best of my knowledge and belief.


 Darryl T. Sagel

Subscribed and sworn to before me this 31st day of January, 2020.


 Notary Public

My commission expires: March 7, 2021



AMEREN MISSOURI
FIVE-YEAR CAPITAL EXPENDITURE FORECAST
(In millions)

2020	\$ 2,439,000
2021	\$ 1,502,000
2022	\$ 1,463,000
2023	\$ 1,377,000
2024	\$ 1,321,000

AMEREN MISSOURI
MONTHLY CAPITAL EXPENDITURES
July 2019 - December 2019

	Jul-19	Aug-19	Sep-19	Oct-19	Nov-19	Dec-19	Total
Largest Capital Projects							
Smart Meter Program System Integration	\$ 986,345	\$ 396,878	\$ 24,703,651	\$ 1,325,343	\$ 2,032,303	\$ 1,389,562	\$ 30,834,082
Labadie Unit 2 Dry Bottom Ash Conversion	2,480,395	1,670,625	1,896,696	2,097,703	5,022,689	1,765,409	14,933,518
Fletcher - Pilot Knob Line Rebuild	218,308	557,764	1,928,780	3,633,922	2,525,518	3,458,514	12,322,805
Multiple Device Interruption Circuit Inspection	2,714,801	2,458,359	2,819,626	2,920,771	509,626	656,278	12,079,463
Sioux Dry Fly Ash Conversion	1,016,706	990,551	1,034,312	2,030,473	1,857,608	2,871,065	9,800,715
Electric Fleet Equipment Replacement	1,220,458	1,563,238	694,905	845,876	979,857	4,216,983	9,521,316
Sioux Dry Bottom Ash Conversion	823,462	2,444,781	700,218	1,424,775	1,651,325	2,442,357	9,486,918
Labadie Unit 2 Lower Slope Replacement	524,105	153,345	925,228	2,398,736	3,193,064	1,122,119	8,316,597
Computer Upgrade Program	1,262,305	2,568,781	924,309	1,815,514	437,314	1,107,333	8,115,556
Taum Sauk Unit 2 Wicket Gate Bushing Upgrade	1,422,213	1,620,536	1,150,511	2,345,612	151,907	1,230,184	7,920,962
Largest Capital Projects Total	\$ 12,669,097	\$ 14,424,860	\$ 36,778,236	\$ 20,838,726	\$ 18,361,211	\$ 20,259,803	\$ 123,331,933
Other Capital Spending	\$ 74,654,967	\$ 78,445,348	\$ 86,167,558	\$ 90,804,364	\$ 86,311,488	\$ 112,488,992	\$ 528,872,717
Total Capital Spending	\$ 87,324,064	\$ 92,870,208	\$ 122,945,794	\$ 111,643,090	\$ 104,672,699	\$ 132,748,795	\$ 652,204,650