



MJMEUC

Missouri Joint Municipal Electric Utility Commission

CONTINUING DISCLOSURE REPORT

POWER PROJECT REVENUE BONDS

Dogwood Generating Facility Project
Fredericktown Generating Facility Project
Iatan Unit 2 Project
Plum Point Energy Station Project
Prairie State Energy Campus Project

FISCAL YEAR ENDING
December 31, 2012

Prepared by:
Michael J. Loethen
Chief Financial Officer & Vice President of Administrative Services
Updated May 29, 2013

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Officers & Management Information

**Missouri Joint Municipal
Electric Utility Commission**

**1808 I-70 Drive S.W.
Columbia, Missouri 65203
(573) 445-3279**

2012-2013 MJMEUC Officers

Chair	Rodney Bourne
Vice Chair.....	Richard Shockley
Secretary/Treasurer.....	Tad Johnsen
Chair, Engineering Committee	Robert E. Williams
Chair, Operating Committee.....	Kyle Gibbs
Chair, Budget & Finance Committee	James D. Roach
Chair, Power Contract/MoPEP Committee	Chad Davis
Member at Large	Jim Gillilan
Immediate Past Chair.....	Don Trigg

MJMEUC Management

President and General Manager.....	Duncan Kincheloe
Chief Operating Officer and Vice President of Engineering, Operations and Power Supply	John Grotzinger
Senior Vice President and Associate General Manager	Eve Lissik
Chief Financial Officer and Vice President of Administrative Services	Michael J. Loethen

Bond Counsel

Gilmore & Bell, P.C.
Kansas City, Missouri

Financial Advisor

McDonald Partners, Inc.
Alamo, California

Trustee, Bond Registrar and Paying Agent

The Bank of New York Trust Company, N.A.
St. Louis, Missouri

Under the terms of MJMEUC's CONTINUING DISCLOSURE AGREEMENT, the Report is to be submitted to its trustee not later than 5 months after the end of each of MJMEUC's fiscal year (currently, by May 31).

Introduction

MPUA –

The Missouri Public Utility Alliance (“MPUA”) represents community-owned (municipal) electric, natural gas, and water utilities that work together for the benefit of their customers - customer’s who, in effect, "own" the utilities in their community. The Alliance includes three closely aligned yet distinct organizations.

For many years, the vision of a strong, versatile and multi-faceted collaboration grew in the minds of municipal utility leaders from across Missouri. In October of 1998, the three member organizations of the MPUA voted to combine efforts and resources to better serve their members by coming together under the umbrella of the Missouri Public Utility Alliance.

The Alliance is a trade name representing the nature of the partnership. Each organization maintains its own legal status and Boards of Directors. A Joint Operating Committee, comprised of three Executive Committee members from each of the three organizations, provides guidance and cohesiveness to joint issues.

An integrated set of budgets, based on a single dues structure, makes the broadened array of Alliance services available to all members.

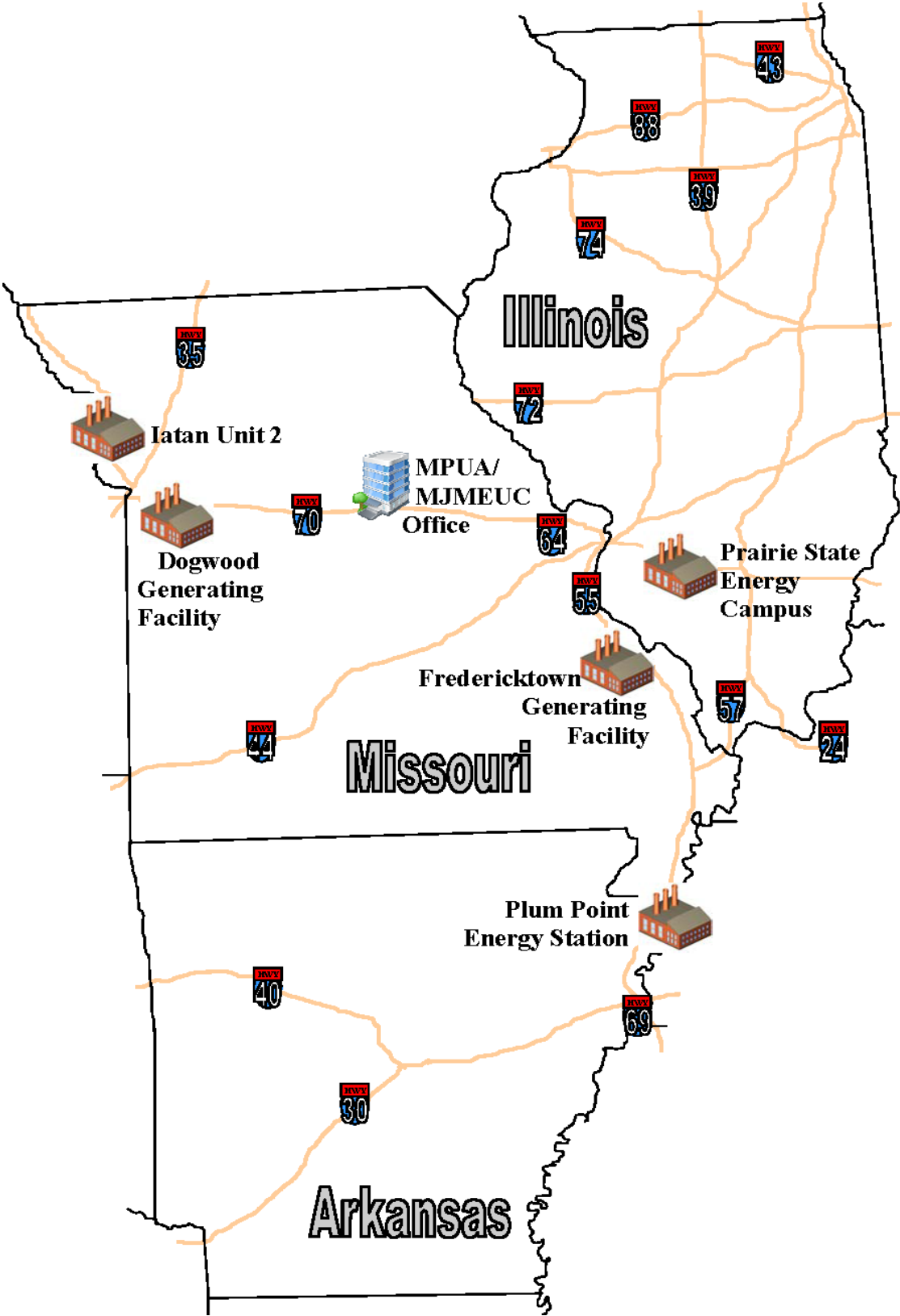
MJMEUC –

The Missouri Joint Municipal Electric Utility Commission (“MJMEUC”) is a state-wide Joint Action Agency specifically authorized by state law to operate as an electric utility for the benefit of the combined requirements of the members. Established by six charter members, the Commission has grown to a membership of 67 consumer-owned systems ranging in size from 250 to 110,000 meters. These municipal and cooperative electric systems serve 708,000 retail customers, and have a combined peak load of over 2,100 MW.

MJMEUC may construct, operate and maintain jointly owned generation and transmission facilities for the benefit of members. The Commission has the authority to enter into contracts for power supply, transmission service, and other services necessary for the operation of an electric utility.

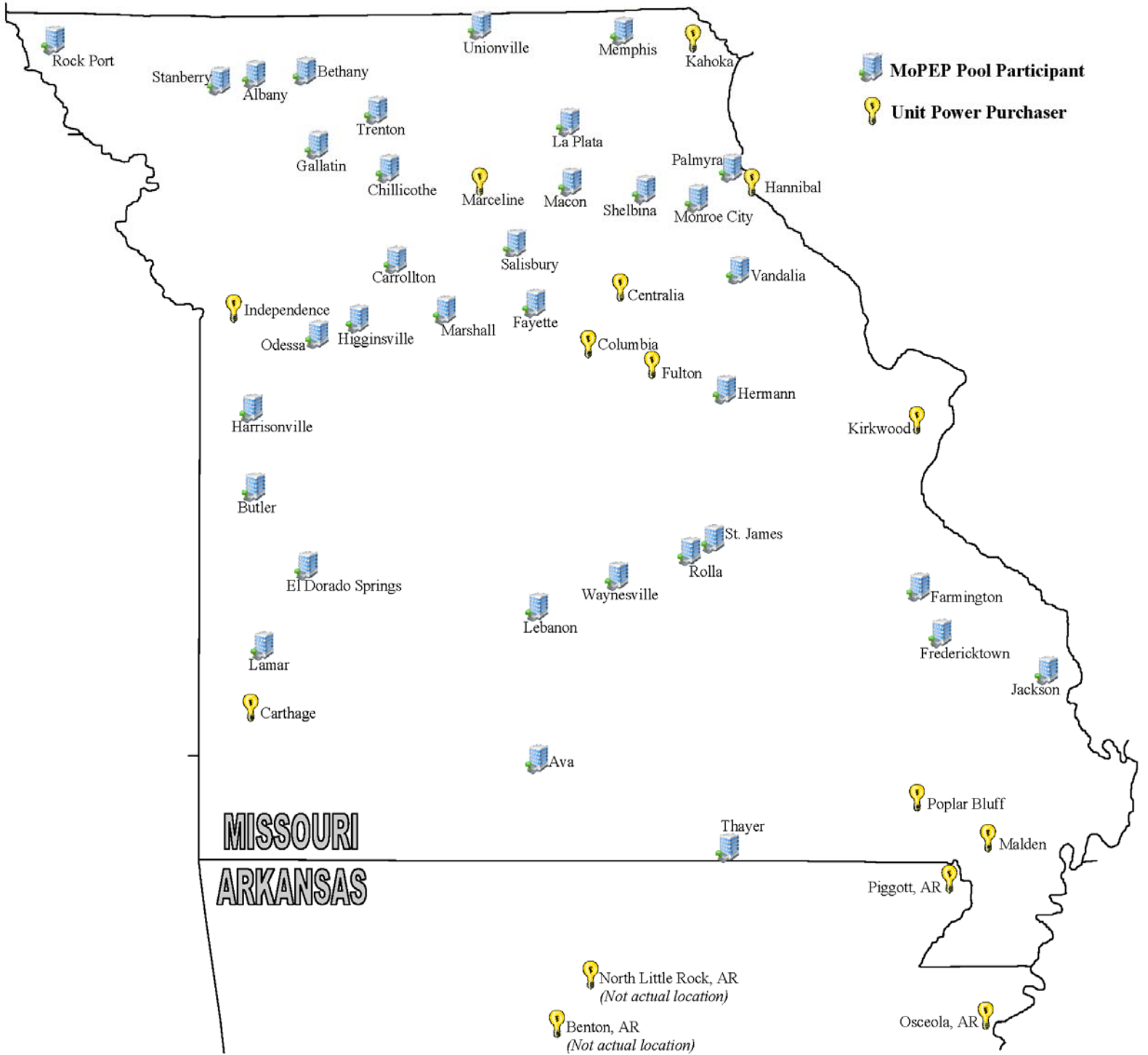
Full membership in the Missouri Joint Municipal Electric Utility Commission by Missouri municipal utilities requires approval of a Joint Contract and acceptance by the Board of Directors. Each member is represented on the Board of Directors by a director and alternate director that are appointed by the member at the time their joint contract is executed. Additional categories of membership may be available for other parties. In 1989, MJMEUC created a second category of membership, referred to as “advisory membership,” to allow rural electric cooperatives located within or outside of the State of Missouri and municipalities located outside the State of Missouri to participate in MJMEUC’s power supply programs and projects. MJMEUC’s Advisory Members currently consist of one rural electric cooperative and four municipally-owned retail electric systems in the State of Arkansas.

Map of MJMEUC Bond Projects



Map of

Missouri Joint Municipal Electric Utility Commission MoPEP Pool Participants & Unit Power Purchasers





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Missouri Joint Municipal Electric Utility Commission

DOGWOOD PROJECT POWER PROJECT REVENUE BONDS (MoPEP Facilities) SERIES 2012



Dogwood Generating Facility Participants:

Dogwood MoPEP Pool Cities:

Albany, Ava, Bethany, Butler, Carrollton, Chillicothe, El Dorado Springs, Farmington, Fayette, Fredericktown, Gallatin, Harrisonville, Hermann, Higginsville, Jackson, La Plata, Lamar, Lebanon, Macon, Marshall, Memphis, Monroe City, Odessa, Palmyra, Rock Port, Rolla, Salisbury, Shelby, St. James, Stanberry, Thayer, Trenton, Unionville, Vandalia, and Waynesville.

Introduction – Dogwood Generating Facility

The information contained in this section of the annual CONTINUING DISCLOSURE REPORT (Report) is provided to give an overview of the Dogwood Generating Facility and address the continuing disclosure items listed in Appendix E, Section 4 of the Power Supply Revenue Bonds (MoPEP Facilities), Series 2012 Official Statement.

Project Financing

In March 2012, a bond issuance (Series 2012 - shown below) was completed for financing MJMEUC's costs to acquire from Dogwood Energy, LLC, a wholly owned subsidiary of Kelson Limited Partnership an undivided 8.2% ownership interest in a 635 MW combined-cycle natural gas-fired electric generating facility, to be dedicated to Missouri Public Energy Pool ("MoPEP") power supply needs. MJMEUC's ownership interest includes all of the assets, properties and rights related to the Dogwood Generating Facility owned, leased or held by Dogwood Energy, LLC. Dogwood Energy, LLC has entered into other, similar but separate, Asset Purchase Agreements with the City of Independence, Missouri and the Kansas Power Pool ("KPP"), a municipal power pool in the State of Kansas. In December 2012, Kansas City Board of Public Utilities acquired a 17% ownership interest in the Dogwood Generating Facility, reducing Dogwood Energy, LLC ownership to 55.5%

\$32,950,000
Power Supply System Revenue Bonds
(MoPEP Facilities)
Series 2012

The Series 2012 Bonds were issued by MJMEUC to finance the costs of acquisition of an undivided 8.2% ownership interest in a 635 MW combined-cycle natural gas-fired electric generating facility located at the Dogwood Generating Facility near Pleasant Hill, Cass County, Missouri and dedicated to MoPEP, to fund a debt service reserve for the Series 2012 Bonds, and to pay costs of issuance of the Series 2012 Bonds.

The Series 2012 Bonds were rated "A2" by Moody's Investors Service ("Moody's") with stable outlook and "A" by Fitch Ratings ("Fitch") with stable outlook.

Dogwood Generating Facility Update

Background –

The Dogwood Generating Facility is contained within a 67-acre parcel located within Pleasant Hill, Missouri, approximately 20 miles southeast of Kansas City, Missouri. The generating station includes two Siemens Westinghouse model 501FD2 gas-fired turbines that have been recently upgraded to model 501FD3 specifications, two Toshiba heat recovery steam generators (HRSGs), a Toshiba steam turbine, three generator step-up transformers, associated building(s), and ancillary support facilities. The generating station was constructed by Black & Veatch. With duct-firing and power augmentation, the plant has a 650 MW nominal output capacity measured at 60 degrees and 60% humidity, and an annual average of approximately 635 MW.

The Dogwood Generating Facility is within the SPP RTO geographical footprint. The plant is located adjacent to an existing substation owned and operated by KCPL - GMO and includes three 161 kV interconnections and two 345 kV interconnections. The 161 kV steps down to 69kV and has direct connection to MJMEUC's MoPEP member, the City of Harrisonville, Missouri.

Project Update -

On March 30, 2012, the day after completing its acquired interest in the Dogwood Generating Facility, MJMEUC began receiving its share of output from the facility to its MoPEP members. Overall, the natural gas combined-cycled facility has performed as expected and has exceeded MJMEUC's expectations for MWh generation under the advantageous natural gas market. In 2012, Dogwood Energy generated 1,525,000 MWh, which is the all time highest annual amount of energy ever produced from the facility. The second and third quarters of 2012 were Dogwood's highest production quarters ever. The unit demonstrated a high level of availability during the year which is a credit to its owners and the operating company North American Energy Services ("NAES"). Capital expenditures were 75% below budget. MJMEUC's pro rata share was \$9.3K for the year.

The chart below summarizes 2012 operations and an update through 1Q 2013 operations of Dogwood.

Dogwood Performance Summary

	2012 Annual	Thru 1st Quarter 2013
Dogwood Net Generation	1,525 GWh	361 GWh
Plant Capacity Factor	26.7%	25.7%
Plant Operating Availability Factor	94.0%	96.6%

(MoPEP Commenced on March 30, 2012)

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FREDERICKTOWN GENERATING FACILITY POWER SUPPLY SYSTEM REVENUE BONDS (MoPEP Facilities) SERIES 2011



Fredericktown Generating Facility Participants:

Fredericktown Project MoPEP Cities:

Albany, Ava, Bethany, Butler, Carrollton, Chillicothe, El Dorado Springs, Farmington, Fayette, Fredericktown, Gallatin, Harrisonville, Hermann, Higginsville, Jackson, La Plata, Lamar, Lebanon, Macon, Marshall, Memphis, Monroe City, Odessa, Palmyra, Rock Port, Rolla, Salisbury, Shelbina, St. James, Stanberry, Thayer, Trenton, Unionville, Vandalia, and Waynesville.

Introduction – Fredericktown Energy Center

The information contained in this section is provided to give an overview of the Fredericktown Generating Facility project development and address the continuing disclosure items listed in Appendix E, Section 4 of the Power Supply Revenue Bonds (MoPEP Facilities), Series 2011 Official Statement.

Project Financing

Fredericktown Energy Center

In December 2011, a bond issuance (Series 2011 - shown below) was completed for financing MJMEUC's costs to construct the Fredericktown Energy Center, a two-unit natural gas fired turbine peaking capacity generating facility, and dedicated to MoPEP. The current forecasted construction budget to completion for Fredericktown Energy Center is approximately \$16.5 million. Construction activities for the project are essentially complete and awaiting final interconnection to be completed by Ameren. Final determination of total costs are expected after procurement efforts have closed out all contracts and purchase orders. MJMEUC does not anticipate any additional financing for the Fredericktown Energy Center.

\$17,060,000
Power Supply System Revenue Bonds
(MoPEP Facilities)
Series 2011

The Series 2011 Bonds were issued by MJMEUC to finance the construction of a two-unit 28 MW (combined) natural gas fired generating facility located in the City of Fredericktown, Missouri and dedicated to MoPEP. The Series 2011 Bonds were used to repay draws on a revolving line of credit used for the initial development and construction of the Fredericktown Energy Center, to fund a debt service reserve for the Series 2011 Bonds, and to pay costs of issuance of the Series 2011 Bonds.

The Series 2011 Bonds related to the MoPEP Facility were initially rated "A2" by Moody's and "A" by Fitch, both with stable outlooks. In March 2012, MJMEUC completed a MoPEP Facilities Series 2012 Bond issuance where Moody's provided an "A2" with negative outlook and "A" rating by Fitch.

Project Updates

Fredericktown Generating Facility –

MJMEUC has full ownership interest in a two-unit 28 MW (combined) natural gas fired generating facility located in the City of Fredericktown, Missouri and dedicated to MoPEP, a power pool managed by MJMEUC for the benefit of certain of its members. The generating facility is being constructed as specified in a construction contract between Blakely & Associates Consulting Engineers, Inc, as general contractor (“Blakely”) and MJMEUC. The installation of the two Solar Titan 130 Combustion Turbines and uprating of pipeline facilities by Mississippi River Transmission Company and Missouri Natural Gas Company are complete. On January 30-31, 2013 the turbines were fired off for the first time and brought up to full speed with no load. MJMEUC currently is waiting for completion of third party electrical interconnection upgrades. Upon completion of final connections, tuning, testing and startup will follow before final testing. MJMEUC expects the unit to be available in second half of 2013. MJMEUC anticipates the Fredericktown Generating Facility to broaden MoPEP’s supply portfolio providing efficient natural gas fired peaking sources.

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IATAN UNIT 2 PROJECT POWER PROJECT REVENUE BONDS SERIES 2006 & 2009



Iatan Unit 2 Project Participants:

Iatan Unit 2 Project MoPEP Cities:

Albany, Ava, Bethany, Butler, Carrollton, Chillicothe, El Dorado Springs, Farmington, Fayette, Fredericktown, Gallatin, Harrisonville, Hermann, Higginsville, Jackson, La Plata, Lamar, Lebanon, Macon, Marshall, Memphis, Monroe City, Odessa, Palmyra, Rock Port, Rolla, Salisbury, Shelbina, St. James, Stanberry, Thayer, Trenton, Unionville, Vandalia, and Waynesville.

Iatan Unit 2 Project Unit Power Participants:

Cities of: Columbia and Independence.

Introduction – Iatan Unit 2

The information contained in this section is provided to give an overview of the Iatan Unit 2 project development and address the continuing disclosure items listed in Appendix H, Section 4 of the Power Project Revenue Bonds (Iatan Unit 2 Project), Series 2006 A&B and Appendix G, Section 4 of the Iatan Unit 2 Project Series 2009 A&B Official Statements.

Project Financing

Two separate bond issuances (shown below) were completed for financing MJMEUC's share of costs to construct Iatan Unit 2 and certain associated common facilities. MJMEUC met the previously reported range of \$1.94 - \$1.96B with final construction costs at approximately \$1.85B for completion cost of Iatan Unit 2, common facilities and initial coal inventory. Final determination of total costs was completed in 2Q-3Q 2012, after procurement efforts closed out all contracts and purchase orders. All necessary financing for construction of MJMEUC's portion of Iatan Unit 2 is complete.

	\$182,385,000	
	Power Project Revenue Bonds	
	(Iatan Unit 2 Project)	
\$181,660,000		\$725,000
Series 2006A		Series 2006B
		(Federally Taxable)

The Series 2006 Bonds were issued by MJMEUC to finance a portion of the costs of acquiring its approximate 100 megawatt undivided ownership interest in a coal-fired generating unit constructed at the site of the existing Iatan Power Station on the east bank of the Missouri River, near Weston, Missouri and certain associated common facilities. The Series 2006 Bonds also included the repayment of certain project interim borrowings, funding of a debt service reserve for the Series 2006 Bonds, funding of certain capitalized interest on the Series 2006 Bonds and to pay costs of issuance of the Series 2006 Bonds.

\$103,135,000	
Power Project Revenue Bonds (Iatan Unit 2 Project)	
\$99,975,000	\$3,160,000
Series 2009A	Series 2009B (Federally Taxable)

The Series 2009 Bonds were issued by MJMEUC to finance the remaining portion of the costs of acquiring its undivided interest in the Iatan Unit 2 Project. The Series 2009 Bonds also included funding of a deposit to the common debt service reserve for the Series 2009 Bonds and other outstanding bonds, funding of certain capitalized interest on the Series 2009 Bonds, funding of a deposit to the operating reserve fund, and to pay costs of issuance of the Series 2009 Bonds.

MJMEUC’s Series 2006 A&B and Series 2009 A&B outstanding bond issuances pertaining to the Iatan Unit 2 Project hold a Fitch rating of ‘A’ and Moody’s of ‘A3’ and stable outlook.

Project Update Report

Background –

MJMEUC has an undivided ownership interest equal to 100 MW of the nominal 850 MW coal-fired generating unit, the Iatan Unit 2 Project (I2 Project), constructed at the existing Iatan Power Station located near Weston, Missouri. Kansas City Power & Light (KCP&L) is the majority owner and operator of the Iatan Project site and the developer of the I2 Project. In addition to KCP&L, the other owners of the Project include Aquila, Inc., now known as KCP&L Greater Missouri Operations Company (“GMO”), Empire District Electric Company, Missouri Joint Municipal Electric Utility Commission (“MJMEUC”) and Kansas Electric Power Cooperative (“KEPCo”). KCP&L and GMO are each wholly-owned subsidiaries of Great Plains Energy, Inc. (GPE”).

The I2 Project involved construction of a second unit, including an upgrade of the common facilities originally constructed with Unit 1 and new common facilities constructed with Unit 2 at the Iatan plant. MJMEUC continues to monitor project operations since construction was finalized in January 2011 and also retains an outside engineering consultant to provide additional monitoring of the I2 Project operations.

Completion of Project Construction -

On January 1, 2011, MJMEUC established its commercial operations date of Iatan Unit 2 when the unit became fully dispatchable to owners. In 1Q 2011, KCPL successfully completed all Final Acceptance Tests, including emission standards testing, as required for Final Completion. However, Final Completion, which was originally scheduled for June 2011, was delayed pending settlement of liquidated damages claims, warranty issues, punch list items, and other payments. Final Completion was achieved in 3Q 2012. All permits necessary for operations were in place at the time of Substantial Completion and Commercial Operations.

The turbine generator testing has indicated that the unit had capacity above the expected output, and a net output of 881 MW is potentially available to the owners. The initial request for an interconnection indicated an output of 850 MW net and the unit has demonstrated the ability to operate in excess of that capacity. This opportunity for additional capacity, shared amongst the owners by their pro rata share, required MJMEUC, KCP&L and the other owners to apply for additional transmission capacity. MJMEUC received additional transmission capacity in 2012.

Iatan Unit 2 Performance -

Since commencing commercial operations, Iatan Unit 2 performed as well as expected of a newly constructed coal-fired facility. The chart below summarizes 2012 operations and an update through 1Q 2013 operations of Iatan Unit 2. For 2012, the Iatan Unit 2 Net Heat Rate (9,013 Btu/kwh) is one of the lowest heat rates in the country for this type of coal unit. In addition, Iatan Unit 2 had two long runs in 2012 extending over into early 2013. The first run was January 21 – June 20, 2012 for a total of 149 days. The second run was September 3, 2012 – January 26, 2013 for a total of 145 days.

MJMEUC's Iatan Unit 2 Performance Summary

	2012 Annual	Thru 1st Quarter 2013
Iatan Unit 2 Net Generation	6,585,174	738,142
Plant Capacity Factor	88.5%	42.5%
Plant Operating Availability Factor	91.5%	40.0%
Total Fuel Cost	\$ 101,735,441	\$ 11,890,755

MJMEUC's Iatan Unit 2 Performance Summary

	2012
MJMEUC Portion	
Capacity (MW)	100
Capacity Factor	80.8%
Energy Generation (MWh)	709,583
Operating Expenses (000's)	
Fuel and Transport	\$10,951
Other Variable Expenses and Commodities	\$656
Fixed Operating Expenses	<u>\$4,195</u>
<i>Total Operating Expenses</i>	\$15,801
Capital Costs and Reserve Requirements (000's)	
Net Debt Service	\$15,323
Deposit to O&M Reserve and other Contingency Fund	\$250
Capital Expenditures	<u>\$1,017</u>
<i>Total Capital Costs</i>	\$16,590
Total Iatan Unit 2 Project Costs (000's)	\$32,391
Average Annual Busbar Cost (\$/MWh)	\$45.65

Power Purchaser	Electricity Sold (MWh)	Net Revenue (000's)	2012 Average Busbar (\$/MWh)
Columbia	161,948	\$6,805	\$42.02
Independence	328,815	\$15,772	\$47.97
MoPEP	218,821	\$9,814	\$44.85
MJMEUC Total	709,584	\$32,391	\$45.65

Unexpected flooding significantly curtailed Iatan Unit 2's delivered net generation in 2011. However, advancing the spring 2012 planned outage to Fall 2011 in conjunction with rebuilding of fuel supplies, allowed 2012 operating results to remain consistent with MJMEUC's expectations of the Iatan Unit 2 facility. Approximately \$2.05 million was spent for MJMEUC's share of the 2012 Iatan Unit 2 capital construction budget. This requirement was funded, in part, by remaining bond Project funds. MJMEUC's forecasted all-in cost of power from Iatan Unit 2 is expected to be in a competitive range from \$48 - \$56 per MWh through 2015.

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PLUM POINT PROJECT POWER PROJECT REVENUE BONDS SERIES 2006 & 2009



Plum Point Energy Station Participants:

Plum Point Project MoPEP Cities:

Albany, Ava, Bethany, Butler, Carrollton, Chillicothe, El Dorado Springs, Farmington, Fayette, Fredericktown, Gallatin, Harrisonville, Hermann, Higginsville, Jackson, La Plata, Lamar, Lebanon, Macon, Marshall, Memphis, Monroe City, Odessa, Palmyra, Rock Port, Rolla, Salisbury, Shelby, St. James, Stanberry, Thayer, Trenton, Unionville, Vandalia, and Waynesville.

Plum Point Project Unit Power Participants:

Missouri Cities: Carthage, Malden, and Poplar Bluff

Arkansas Cities: North Little Rock, Osceola, Piggott, and Benton (commencing in 2014).

Introduction – Plum Point Energy Station

The information contained in this section is provided to give an overview of the Plum Point Project construction development and operations and address the continuing disclosure items listed in Section 4., Appendix G of Power Project Revenue Bonds (Plum Point Project), Series 2006 & 2009 A&B Official Statements.

Project Financing

\$278,880,000
Power Project Revenue Bonds
(Plum Point Project), Series 2006

The Series 2006 Bonds were issued in May 2006 by MJMEUC to finance a portion of the costs of acquiring its approximate 148 megawatt (MW) interest in the Plum Point Energy Station, a 670 MW (net) coal-fired generating plant located in northeast Arkansas. The Series 2006 Bonds also included the repayment of project interim financing undertaken by MJMEUC, funding of a debt service reserve for the Series 2006 Bonds, funding of certain capitalized interest on the Series 2006 Bonds and to pay costs of issuance of the Series 2006 Bonds.

\$53,460,000	
Power Project Revenue Bonds (Plum Point Project)	
\$48,600,000 Series 2009A (Federally Taxable Build America Bonds [direct pay])	\$4,860,000 Series 2009B (Federally Taxable)

The Series 2009 Bonds were issued in August 2009 by MJMEUC to finance its remaining portion of costs of acquiring its undivided interest in the Plum Point Energy Station. The Series 2009 Bonds also included funding of a deposit to the Common Debt Service Reserve Account for the Series 2009 Bonds, funding of certain capitalized interest on the Series 2009 Bonds, funding of a deposit to the Operating Reserve Account and to pay costs of issuance of the Series 2009 Bonds.

The Series 2006 and 2009 Bonds are currently rated by Moody's of Baa1, Fitch of A-, and Standard & Poor's Ratings Service of BBB.

Project Update Report

Background -

The Plum Point Energy Station, a 670 MW (net) coal-fired electric generation plant located in northeast Arkansas near the City of Osceola, commenced commercial operation on September 1, 2010. MJMEUC's undivided interest (22.11%) entitles it to approximately 148 MW (net) of the capacity and output of the project. MJMEUC also executed a long-term power purchase agreement entitling it to 50 MW of capacity and energy from Plum Point. MJMEUC has committed all of this 50 MW power purchase agreement to its full requirements pool MoPEP, currently consisting of 35 Missouri municipal members.

Project Management -

The Plum Point Energy Station was developed by Plum Point Energy Associates LLC ("PPEA"), a wholly-owned subsidiary of PPEA Holding Company, LLC ("PPEA"). PPEA is currently jointly owned by subsidiaries of John Hancock Life Insurance and Energy Investors Funds "EIF".

Prior to Dynegy's sale of interest in PPEA to John Hancock Insurance and EIF, Dynegy Services Plum Point, LLC (DSPP), performed the role of project manager for the Project owners, and Plum Point Power Partners ("P4" or "PPPP"), the Engineering, Procurement, and Construction (EPC) contractor, and their various sub-contractors. P4 was the engineering procurement and construction contractor for the Project, and a joint group venture of Black & Veatch, Zachary and Gilbert Southern. Plum Point Services Company, LLC (PPSC), formed by PPEA, succeeded DSPP in 1Q 2011 as the project manager for the Project participants and P4.

PPSC managed, monitored and directed P4 through the end of construction on behalf of the Project participants, which includes PPEA, MJMEUC, Municipal Energy Agency of Mississippi ("MEAM"), Empire District Electric ("Empire"), and East Texas Electric Cooperative ("ETEC"). South Mississippi Electric Power Association ("SMEPA") is a major power purchaser in the Project (200 MW) and participates in the regular progress and management review meetings. Today, PPSC provides power plant management support services to the Participants pursuant to the Project Management Agreement.

Completion of Project Construction -

PPSC reported to the Project Participants that Final Completion Date of the project pursuant to the EPC Contract was achieved on December 31, 2011. The forecast of the total Project costs at completion provided by PPSC was \$1.079B including contingency, relative to the original Project

budget of approximately \$1.038B. As reported by PPSC, actual total Project costs were approximately \$1.027B, of which MJMEUC's portion was \$226.5 million. All permits necessary for operations remain in place. Overall, the Project's commercial operations date and project budget were in line with initial budget and construction timeline.

MJMEUC Update -

MJMEUC's original ownership portion of the output of Plum Point was dedicated to the Missouri Cities of Poplar Bluff, Kennett, Carthage, and Malden and Arkansas Cities of North Little Rock, Osceola, Piggott, and Benton. On June 9, 2011, the MJMEUC Board approved the assignment of Kennett's 20 MW power purchase agreement to MoPEP. Prior to approval, MJMEUC acquired statements from each rating agency stating no credit impact would result from the assignment. In connection with another separate MJMEUC project financing in late 2011, MoPEP received its first stand alone rating of A and A2 from Fitch and Moody's, respectively. The diversification and solid ratings of MoPEP should enhance the overall credit quality of MJMEUC's outstanding Plum Point bond issuances. In November 2012, the MJMEUC Board approved assignment of 2 MW from Piggott, Arkansas and 3 MW from Malden to Benton, Arkansas. Benton will commence receiving the 5 MW in April 2014.

Below budgeted Final Project costs have resulted in remaining MJMEUC bond Project funds. MJMEUC has used remaining bond Project funds for qualifying Project capital betterments and improvements to the facility in 2012. MJMEUC recorded \$430K in 2012 capital improvements which were paid with bond proceeds.

As of the date of this report, MJMEUC has fully funded its Plum Point Operating Reserve Requirement of \$4 million and Plum Point Reserve and Contingency Requirement of \$3 million.

Project Operations -

North American Energy Services (NAES) provides operations and maintenance services at Plum Point and is just over half way into its five year operating agreement with the Plum Point Participants. PPSC actively coordinates with the Participants in managing approved budgeted project costs as well as O&M budgeting forecasts provided by NAES and energy recipients from Plum Point.

Project Performance Statistics -

Plum Point Energy Station's 2012 annual plant capacity factor of 74.19% and operating availability factor of 89.57% is an improvement over 2011's (comparable figures of 71.3% and 75.78% respectively). PPSC reported that operating and maintenance costs were below budget for 2012. The variance to budget is due to lower fuel costs resulting from lower than planned availability and associated fuel burn. The lower operating and maintenance costs coupled with lower than planned generation actually resulted in a busbar cost that is higher than budgeted for 2011. Overall, 2012 was a good year for Plum Point when it comes to Environmental, Health, & Safety. Plum Point's Plant Operator NAES puts safety first when it comes to the operating and maintenance of this facility.

In 2012 Plum Point's new Landfill Operator, Charah has performed well. The latest ADEQ inspections have indicated zero findings which equates to proper operation of the landfill. Plum Point continues to operate the unit within all its operating permit limits.

The charts below summarize 2012 operations and an update through 1Q 2013 operations of the Plum Point Energy Station.

	<u>2012 Annual</u>	<u>Thru 1st Quarter 2013</u>
Plum Point Net Generation (MWhs)	4,366,527	984,367
Plant Capacity Factor	74.2%	68.1%
Plant Operating Availability Factor	89.67%	77.39%
Total Fuel Cost	\$90,229,104	\$21,266,456

Plum Point Project Projected Average Annual 2012 Energy Costs (MJMEUC Plum Point Percentage Only - unaudited)

	<u>Annual</u>
Capacity (MW)	148
Capacity Factor	76.8%
Energy Generation (MWh)	998,462
Operating Expenses (000's)	
Fuel and Transportation	\$20,480
Other Variable Expenses and Commodities	\$2,513
Fixed Operating Expenses	<u>\$7,807</u>
<i>Total Operating Expenses</i>	\$30,801
Capital Costs and Reserve Requirements (in 000's)	
Net Debt Service	\$18,558
Deposit to O&M Reserve and other Contingency Fund	<u>\$200</u>
<i>Total Capital Costs</i>	\$18,758
Total Plum Point Project Costs (in 000's)	\$49,559
Average Annual Busbar Cost (\$/MWh)	\$49.64

MJMEUC Year End Summary for Plum Point

2012 Unit Power Purchaser Data

<u>Power Purchaser</u>	<u>Electricity Sold</u> (MWh)	<u>Net Revenue</u>	<u>Average</u> <u>Busbar</u> (\$/MWh)
**Benton	0	\$0	N/A
Carthage	68,045	\$3,735	\$54.89
Malden	42,454	\$2,237	\$52.69
MoPEP	128,480	\$6,583	\$51.23
North Little Rock AR	445,915	\$21,127	\$47.38
Osceola	153,155	\$7,137	\$46.60
Piggott AR	46,102	\$2,496	\$54.14
Poplar Bluff	114,311	\$6,245	\$54.63
MJMEUC Total	998,462	\$49,559	\$49.63

* In June 2011 MoPEP took assignment of Kennett's 20MW power purchase agreement.

**In November 2012 Benton took assignment of 5MW power purchase agreement, to commence receiving in April of 2014.



MJMEUC

Missouri Joint Municipal Electric Utility Commission

PRAIRIE STATE PROJECT POWER PROJECT REVENUE BONDS SERIES 2007, SERIES 2009, & SERIES 2010



Prairie State Energy Campus:

Prairie State Project Missouri Public Energy Pool #1 Power Participants:

Albany, Ava, Bethany, Butler, Carrollton, Chillicothe, El Dorado Springs, Farmington, Fayette, Fredericktown, Gallatin, Harrisonville, Hermann, Higginsville, Jackson, La Plata, Lamar, Lebanon, Macon, Marshall, Memphis, Monroe City, Odessa, Palmyra, Rock Port, Rolla, Salisbury, Shelbina, St. James, Stanberry, Thayer, Trenton, Unionville, Vandalia, and Waynesville.

Prairie State Project Unit Power Participants:

Cities of: Centralia, Columbia, Fulton, Hannibal, Kahoka, Kirkwood, and Marceline.

Introduction – Prairie State Energy Campus

The information contained in this section is provided to give an overview of the Prairie State project development and address the continuing disclosure items listed in Appendix G, Section 4 of the Power Project Revenue Bonds (Prairie State Project), Series 2007 A&B, Series 2009 A&B and Series 2010 A&B Official Statements.

Project Financing

\$549,805,000	
Power Project Revenue Bonds (Prairie State Project)	
\$521,760,000 Series 2007A	\$28,045,000 Series 2007B (Federally Taxable)

The Series 2007 Bonds were issued in September 2007 by MJMEUC to finance a portion of the costs of acquiring its approximate 195 megawatt (MW) interest in the Prairie State Energy Campus, a 1,582 MW nominal two-unit coal-fired generating plant and adjacent coal reserve and mine facilities constructed in Illinois. The Series 2007 Bonds also included the repayment of project interim financing undertaken by MJMEUC, funding of a debt service reserve for the Series 2007 Bonds, funding of certain capitalized interest on the Series 2007 Bonds and to pay costs of issuance of the Series 2007 Bonds.

\$207,920,000	
Power Project Revenue Bonds (Prairie State Project)	
\$193,720,000 Series 2009A (Federally Taxable Build America Bonds – Direct Pay)	\$14,200,000 Series 2009B (Federally Taxable)

The Series 2009 Bonds were issued in December 2009 by MJMEUC to finance an additional portion of costs of acquiring its 195 MW undivided interest in the Prairie State Energy Campus. The Series 2009 Bonds also included funding of debt service reserves for the Series 2009 Bonds, funding of certain capitalized interest on the Series 2009 Bonds, funding of a deposit to the Operating Reserve Account and to pay costs of issuance of the Series 2009 Bonds.

\$78,005,000
Power Project Revenue Bonds
(Prairie State Project)

\$73,420,000 Series 2010A (Federally Taxable Build America Bonds – Direct Pay)	\$4,585,000 Series 2010B
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The Series 2010 Bonds were issued in December 2010 by MJMEUC to finance the remaining portion of costs of acquiring its 195 MW undivided interest in the Prairie State Energy Campus. The Series 2010 Bonds also included funding of debt service reserves for the Series 2010 Bonds, funding of certain capitalized interest on the Series 2010 Bonds, and to pay costs of issuance of the Series 2010 Bonds.

MJMEUC Prairie State Bonds are rated A3 by Moody’s and A- by Fitch.

Project Update Report

Background –

MJMEUC has an undivided ownership interest of approximately 195 MW in a two-unit coal-fired, steam-electric generating station, the Prairie State Energy Campus Project (Project) that includes a coal supply that is expected to fuel MJMEUC’s interest for approximately thirty years through this mine-mouth operation constructed in southwest Illinois. The Project consists of two supercritical units with a tested net output capacity of 812 MW unit 1, and 817 MW unit 2. Project construction began in Fall 2007.

As an equity partner, MJMEUC has a 12.33% ownership interest in the Project and is part of a Prairie State partnership group that also includes American Municipal Power (AMP); Illinois Municipal Electric Agency (IMEA); Indiana Municipal Power Agency (IMPA); Kentucky Municipal Power Agency (KMPA); Northern Illinois Municipal Power Agency (NIMPA); Prairie Power, Inc.; Southern Illinois Power Cooperative (SIPC); and Peabody Energy. This partnership group governs the construction and operation of Prairie State through a non-profit corporation, Prairie State Generating Company, LLC (PSGC). MJMEUC has and continues to actively participate in the management of operations of the Project.

Project Construction Update –

The overall construction progress, including engineering and construction, on the Prairie State project is complete. PSGC and its contractor, Bechtel Power, negotiated an amended and restated engineering, procurement, construction (EPC) contract in early spring 2010 that provides a lump sum turn-key guaranteed price. The terms of the revised EPC contract specified a Unit 1 completion date of December 2011 and Unit 2 completion date of August 2012, after which liquidated damages are incurred for each day the unit is delayed.

Unit 1 progress suffered delays through 1Q 2012 as Bechtel Power performed startup, testing and evaluation of equipment and systems to both units. Through 1Q 2012, Unit 1 progressed to reaching commercial operation under the delayed scheduled while Unit 2 progress remained ahead of schedule. On March 27, 2012, Unit 2 suffered a failure to one of its induced draft (ID) fans, causing immediate shut down of Unit 2 until the extent of damages and root cause analysis were determined. Unit 1 being of similar design was taken offline on March 28 for precautionary reasons and evaluations. As a result, similar modifications were made to both Unit 1 and Unit 2. Bechtel, per the EPC, expedited the ordering and delivery of all the required repair parts and worked to minimize schedule impact to Unit 2. Unit 2 reached commercial operation in November 2012.

Prior to construction, MJMEUC acquired delay in start-up insurance with respect to each of the Prairie State units for a period extending beyond the guaranteed completion of each unit. The relationship of the ID fan failure and this delay in start-up coverage continues to be evaluated although some claim proceeds have been received. Unit 1 began its final performance testing on May 2 and reached commercial operation on June 12, 2012. On November 1, PSGC had accepted “Care, Custody, and Control” of Unit 2 and on November 2, the unit was officially declared commercial operation fully available for dispatching into Midwest Independent System Operator, (“MISO”).

Since going commercial with both units, PSGC staff has been working through the typical issues experienced when commissioning new generating units. However, staff is gaining knowledge and experience with the operations and maintenance of the units and are making great strides in improving the operations of the plant.

The chart below summarizes 2012 operations and an update through 1Q 2013 operations of Prairie State Energy Campus.

Prairie State Plant Performance Summary

UNIT 1	June - Dec 2012	Thru 1st Quarter 2013
Net Generation	2,414 GWh	1,498 GWh
Plant Capacity Factor	57.88%	85.45%
Plant Operating Availability Factor	66.92%	88.12%
Total Fuel Cost	\$36,658,047	\$17,682,315

UNIT 2	Nov - Dec 2012	Thru 1st Quarter 2013
Net Generation	840 GWh	1,005 GWh
Plant Capacity Factor	70.22%	52.98%
Plant Operating Availability Factor	73.90%	58.23%
Total Fuel Cost	\$11,793,773	\$11,859,355

MJMEUC is aware that some construction and completion risks occur as well as additional costs related to needed change orders to achieve completion of a high quality, reliable power generation asset. These risk factors do not appear uncommon from MJMEUC's experience with the construction of three other coal-fired generating facilities that have now reached commercial operation. Even with reasonable change order cost increases, MJMEUC believes the Project economics remain competitive and will be a valuable long term base-load resource.

Total Project capital expenditure forecast is approximately \$4.9B. PSGC reported as of April 2012 actual paid for project capital expenditures total \$4.8B, or approximately 97% of the total Project forecast. MJMEUC's portion of the total Project forecast is approximately \$608 million, including mine construction and 30 years of coal supply. Current construction activities continue to support MJMEUC's expectations for a total busbar cost of \$58 - \$62/MWh for the Prairie State Project.

MJMEUC Year End Summary for Prairie State

2012 Unit Power Purchaser Data

Power Purchaser	June - Dec Unit 1	Nov - Dec Unit 2	Total Electricity Sold (MWh)	Net Revenue	Average Busbar (\$/MWh) ⁽¹⁾
Columbia	77,455	26,148	103,603	\$9,428	\$91.00
Kirkwood	38,727	13,074	51,801	\$4,714	\$91.00
Hannibal	30,982	10,459	41,441	\$3,771	\$91.00
MoPEP	127,025	42,883	169,908	\$15,461	\$91.00
Fulton	15,491	5,230	20,721	\$1,886	\$91.00
Kahoka	3,098	1,046	4,144	\$377	\$91.00
Centralia	3,098	1,046	4,144	\$377	\$91.00
Marceline	6,196	2,092	8,288	\$754	\$91.00
MJMEUC Total	302,073	101,977	404,050	\$36,768	\$91.00

(1) MJMEUC average Busbar cost reflects partial year of operations with startup limitations on generation resulting in lower MWh production.

A. MISSOURI PUBLIC ENERGY POOL #1 (MoPEP 1) UPDATE

MoPEP Pool Member Cities

**MoPEP participates in the following revenue bond projects:
Dogwood, Prairie State, Iatan Unit 2, Plum Point, and Fredericktown.**

MoPEP 1 POWER PURCHASERS⁽¹⁾ Peak Loads

City	2012 Peak Load (MW) ⁽²⁾	Percent of Total
Rolla.....	59.0	10.5
Lebanon.....	56.3	10.0
Farmington.....	47.1	8.4
Marshall.....	40.0	7.1
Jackson.....	37.2	6.6
Harrisonville.....	27.2	4.8
Chillicothe.....	27.1	4.8
Macon.....	19.6	3.5
Lamar.....	18.9	3.4
Trenton.....	18.6	3.3
Higginsville.....	14.7	2.6
St. James.....	14.0	2.5
El Dorado Springs.....	13.0	2.3
Butler.....	12.5	2.2
Odessa.....	12.1	2.1
Hermann.....	12.0	2.1
Carrollton.....	11.7	2.1
Fredericktown.....	11.2	2.0
Bethany.....	10.8	1.9
Ava.....	10.5	1.9
Palmyra.....	10.1	1.8
Monroe City.....	8.9	1.6
Shelbina.....	7.6	1.3
Fayette.....	6.1	1.1
Memphis.....	5.8	1.0
Vandalia.....	5.6	1.0
Albany.....	5.4	1.0
Salisbury.....	5.0	0.9
Unionville.....	4.9	0.9
Thayer.....	4.6	0.8
Gallatin.....	4.2	0.7
Rock Port.....	3.3	0.6
Stanberry.....	3.0	0.5
La Plata.....	<u>2.8</u>	<u>0.5</u>
Total.....	550.8	100.00%

Total Pool Power Purchasers Served by
MoPEP 1 as of December 31, 2012

34

⁽¹⁾ Service to Waynesville commences on March 1, 2013. At the time of MoPEP's coincident peak, Waynesville's load was approximately 12.4 MW.

⁽²⁾ Coincident.

Historical & Projected MoPEP Loads & Resources⁽¹⁾ (MW)

<u>Fiscal Year</u> <u>Ending</u> <u>December 31</u>	<u>Annual</u> <u>Peak</u> <u>Load</u>	<u>Peak Capacity</u> <u>Requirement</u> ⁽²⁾	<u>Dedicated</u> <u>Member</u> <u>Capacity</u>	<u>Contract</u> <u>Purchases</u> ⁽³⁾	<u>MoPEP 1</u> <u>Owned</u> <u>Capacity</u>	<u>Total</u> <u>Capacity</u>	<u>Surplus/</u> <u>(Deficit)</u>
Historical:							
2008	455	518	463	202	12	677	159
2009	476	543	454	203	12	669	126
2010	551	652	453	234	12	699	47
2011	561	645	425	245	62	732	87
2012	551	633	398	237	198	805	172
Projected:							
2013	561	680	370	235	200	805	125
2014	566	685	240	235	224	690	5
2015	571	690	240	235	224	710	20
2016	575	694	240	235	224	720	26

(1) Excludes new Members until the respective years in which they become Pool Power Purchasers.

(2) Includes firm sales, 15% system reserve requirements, and 35 MW sale to MMMPEP.

(3) Includes firm power sales agreements, 57 MW of capacity from NC2, 50MW of capacity from Plum Point Project and 3 MW of capacity from the Lamar Project beginning in June 2010 and additional 2.4 MW in December 2012 from Lamar Project expansion.

(4) The Iatan Unit 2 Project began service in January of 2011. MJMEUC transferred 20 MW of its ownership interest in Plum Point to MoPEP in June 2011. 41 MW from unit 1 of the Prairie State Project 2012 with an additional 41 MW from unit 2 of the Prairie State Project in November 2012. The Fredericktown Energy Center is expected to commence service in second half of 2013. The Dogwood Generating Facility is currently operational and MJMEUC completed its joint-ownership acquisition in the first quarter of 2012.

Average Cost of MoPEP 1 Delivered Energy

<u>YEAR</u>	<u>\$/MWh</u>
2008.....	62.24
2009.....	56.54
2010.....	51.21
2011.....	54.33
2012.....	60.11

The table above shows the system average rate for all energy delivered during the last five calendar years. Charges include all costs for capacity, energy, transmission, load monitoring, scheduling, dispatch and ancillary services and all administrative costs for managing MoPEP 1. System average rates include average bill credits for the use of Member Capacity. If MJMEUC did not apply such credits as an offset to MoPEP 1 participants' energy bills, MJMEUC's average cost of delivered energy and annual revenues for MoPEP 1 would be approximately 15 percent higher and MJMEUC's operating expenses for MoPEP 1 would be higher by an equal amount.

Historical & Projected MoPEP Loads & Resources⁽¹⁾ (MWh)

<u>Year</u>	<u>Historical Energy Requirements (MWh)</u>	<u>Year</u>	<u>Projected Energy Requirements (MWh)</u>
2008	2,096,441	2013	2,627,208
2009	2,206,062	2014	2,637,538
2010	2,592,340	2015	2,658,639
2011	2,602,861	2016	2,679,908
2012	2,546,625	2017	2,701,347

MoPEP 1 Member Capacity Dedicated To MoPEP 1 Through December 31, 2012

<u>Facility</u>	<u>Fuel Type</u>	<u>Capacity (MW)</u>	<u>2012 Capacity Factor</u>
Chillicothe Units 1 & 2	Natural Gas/Oil	80.0	<1.0%
Macon Gas Turbine	Natural Gas	9.0	106.0% ⁽¹⁾
Marshall Units 4 & 5	Coal	21.0	<1.0%
Other Peaking Units	Natural Gas/Oil	264.0	<1.0%
City of Jackson 10 units	Natural Gas/Oil	24.0	<1.0%
Total Member Capacity	398.0	

⁽¹⁾ The capacity of this unit is based upon a summertime rating, determined with evaporation at 100°F. At lower temperatures, the output of the unit is well above 9 MW, and the unit regularly produces 10 MW.

**B. MOPEP LARGE POOL POWER PURCHASERS
(OFFICIAL STATEMENT - APPENDIX B)**

The Large Pool Power Purchasers General Information Summary

	Rolla Municipal Utilities	City of Lebanon	City of Farmington	City of Marshall	City of Jackson
General					
Year Established	1945	1853	1891	1914	1905
Service Area (sq. Miles)	11.6	19	5.2	10.5	13.5
Fiscal Year End	September-30	June-30	September-30	September-30	December-31
Peak Load (in MW) & Energy Sales in (MWh)					
Fiscal Year 2012					<i>UNAUDITED</i>
Peak Load - MW	58.9	57.4	47.1	40.0	39.6
Residential Sales	\$ 95,262	\$ 77,702	\$ 75,353	\$ 49,904	\$ 71,234
Commercial Sales	126,015	46,117	30,124	58,344	47,705
Industrial Sales	51,191	132,067	99,229	68,527	24,728
Other Sales	-	-	-	-	-
Total Sales	<u>\$ 272,468</u>	<u>\$ 255,886</u>	<u>\$ 204,706</u>	<u>\$ 176,775</u>	<u>\$ 143,667</u>
Fiscal Year 2011					
Peak Load - MW	61.0	58.4	46.7	41.9	35.9
Residential Sales	\$ 102,908	\$ 83,368	\$ 80,659	\$ 51,550	\$ 72,349
Commercial Sales	128,620	46,080	30,962	59,618	47,470
Industrial Sales	52,224	142,364	103,452	69,193	20,249
Other Sales	-	-	-	-	-
Total Sales	<u>\$ 283,752</u>	<u>\$ 271,812</u>	<u>\$ 215,073</u>	<u>\$ 180,361</u>	<u>\$ 140,068</u>
Fiscal Year 2010					
Peak Load-MW	58.0	58.5	46.4	39.5	39.3
Residential Sales	\$ 104,264	\$ 87,200	\$ 80,140	\$ 51,771	\$ 74,235
Commercial Sales	35,068	48,161	23,686	60,746	46,824
Industrial Sales	145,874	142,482	103,572	69,349	20,825
Other Sales	-	-	19,828	-	-
Total Sales	<u>\$ 285,206</u>	<u>\$ 277,843</u>	<u>\$ 227,226</u>	<u>\$ 181,866</u>	<u>\$ 141,884</u>
Customer Revenues (in 000's)					
Fiscal Year 2012					<i>UNAUDITED</i>
Residential Sales	\$ 9,608	\$ 6,946	\$ 7,095	\$ 5,355	\$ 7,184
Commercial Sales	3,177	4,193	2,997	6,021	2,207
Industrial Sales	12,550	10,969	8,157	5,254	4,777
Other Sales	282	-	541	-	-
Total Sales	<u>\$ 25,617</u>	<u>\$ 22,108</u>	<u>\$ 18,790</u>	<u>\$ 16,630</u>	<u>\$ 14,168</u>
Fiscal Year 2011					
Residential Sales	\$ 10,298	\$ 7,498	\$ 7,062	\$ 5,710	\$ 7,274
Commercial Sales	3,206	4,288	2,958	6,270	4,707
Industrial Sales	12,911	11,572	8,287	5,500	1,865
Other Sales	-	-	1,037	-	-
Total Sales	<u>\$ 26,415</u>	<u>\$ 23,358</u>	<u>\$ 19,344</u>	<u>\$ 17,480</u>	<u>\$ 13,846</u>
Fiscal Year 2010					
Residential Sales	\$ 10,345	\$ 7,601	\$ 7,001	\$ 5,606	\$ 8,374
Commercial Sales	3,376	4,440	2,358	6,469	5,169
Industrial Sales	12,834	11,307	8,377	5,738	2,231
Other Sales	-	-	1,505	-	-
Total Sales	<u>\$ 26,555</u>	<u>\$ 23,348</u>	<u>\$ 19,241</u>	<u>\$ 17,813</u>	<u>\$ 15,774</u>

(1) Other category includes City services

* MoPEP Large Pool Participants are Cities with at least 5% of the total MoPEP peak load level for 2012.
Harrisonville dropped below this level for 2012.

The Large Pool Power Purchasers Balance Sheet Summary (‘000s)

	Rolla Municipal Utilities	City of Lebanon	City of Farmington	City of Marshall	City of Jackson
<i>Fiscal Year 2012</i>					
Assets:					<i>UNAUDITED</i>
Utility Plant, Net	\$ 41,873	\$ -	\$ 14,776	\$ 21,781	\$ 15,166
Cash and Investments	21,684	9,348	7,939	22,045	9,290
Other Assets	3,095	8,044	3,826	3,759	726
Total Assets	<u>\$ 66,652</u>	<u>\$ 17,392</u>	<u>\$ 26,541</u>	<u>\$ 47,585</u>	<u>\$ 25,182</u>
Liabilities and Equity:					
Equity	\$ 47,606	\$ 17,302	\$ 18,899	\$ 45,098	\$ 24,133
Revenue Bonds Payable, Noncurrent	14,338	90	4,174	-	355
Other Liabilities	4,708	-	3,468	2,487	694
Total Liabilities and Equity	<u>\$ 66,652</u>	<u>\$ 17,392</u>	<u>\$ 26,541</u>	<u>\$ 47,585</u>	<u>\$ 25,182</u>
<i>Fiscal Year 2011</i>					
Assets:					
Utility Plant, Net	\$ 39,111	\$ -	\$ 16,580	\$ 20,317	\$ 14,868
Cash and Investments	23,347	9,469	5,535	23,164	9,894
Other Assets	2,506	8,865	4,561	3,661	914
Total Assets	<u>\$ 64,964</u>	<u>\$ 18,334</u>	<u>\$ 26,676</u>	<u>\$ 47,142</u>	<u>\$ 25,676</u>
Liabilities and Equity:					
Equity	\$ 44,924	\$ 16,894	\$ 18,329	\$ 44,564	\$ 24,257
Revenue Bonds Payable, Noncurrent	15,068	700	5,853	-	755
Other Liabilities	4,972	740	2,494	2,578	662
Total Liabilities and Equity	<u>\$ 64,964</u>	<u>\$ 18,334</u>	<u>\$ 26,676</u>	<u>\$ 47,142</u>	<u>\$ 25,674</u>
<i>Fiscal Year 2010</i>					
Assets:					
Utility Plant, Net	\$ 30,985	\$ -	\$ 12,303	\$ 21,903	\$ 13,872
Cash and Investments	28,216	8,713	4,883	19,649	11,575
Other Assets	2,578	9,758	3,815	3,428	51
Total Assets	<u>\$ 61,779</u>	<u>\$ 18,471</u>	<u>\$ 21,001</u>	<u>\$ 44,980</u>	<u>\$ 25,498</u>
Liabilities and Equity:					
Equity	\$ 40,883	\$ 16,091	\$ 16,993	\$ 42,521	\$ 23,719
Bonds/Leases Payable, Noncurrent	15,765	1,330	1,693	-	1,120
Contributions in Aid of Construction	-	-	-	-	659
Other Liabilities	5,131	1,050	2,315	2,459	-
Total Liabilities and Equity	<u>\$ 61,779</u>	<u>\$ 18,471</u>	<u>\$ 21,001</u>	<u>\$ 44,980</u>	<u>\$ 25,498</u>

The Large Pool Power Purchasers Income Sheet Summary (‘000s)

	Rolla Municipal Utilities	City of Lebanon	City of Farmington	City of Marshall	City of Jackson
<i>Fiscal Year 2012</i>					<i>UNAUDITED</i>
Customer Revenues	\$ 29,255	\$ 22,891	\$ 18,790	\$ 18,484	\$ 14,406
Other Revenues	650	576	2,550	271	41
Total Revenues	<u>\$ 29,905</u>	<u>\$ 23,467</u>	<u>\$ 21,340</u>	<u>\$ 18,755</u>	<u>\$ 14,447</u>
Purchased Power Expense	18,748	20,779	17,736	11,950	11,585
Other Operating Expense	5,073	1,007	1,758	3,038	1,414
Total Operating Expenses	<u>\$ 23,821</u>	<u>\$ 21,786</u>	<u>\$ 19,494</u>	<u>\$ 14,988</u>	<u>\$ 12,999</u>
Net Revenues	<u>\$ 6,084</u>	<u>\$ 1,681</u>	<u>\$ 1,846</u>	<u>\$ 3,767</u>	<u>\$ 1,448</u>
Depreciation, Amortization	2,718	0	864	1,259	648
Transfers Out to City	0	881	0	1,635	871
Other non-Operating Expenses	683	0	0	0	53
Extraordinary Item	0	0	0	0	0
Net Income	<u>\$ 2,683</u>	<u>\$ 800</u>	<u>\$ 982</u>	<u>\$ 873</u>	<u>\$ (124)</u>
Debt Service/Capital Lease	\$ -	\$ 432	\$ 445	\$ -	\$ 417
Debt Service Coverage	0.00	3.89	4.15	0.00	3.47
<i>Fiscal Year 2011</i>					
Customer Revenues	\$ 30,113	\$ 15,341	\$ 19,344	\$ 20,809	\$ 14,339
Other Revenues	732	387	1,834	240	192
Total Revenues	<u>\$ 30,845</u>	<u>\$ 15,728</u>	<u>\$ 21,178</u>	<u>\$ 21,049</u>	<u>\$ 14,531</u>
Purchased Power Expense	18,779	13,652	17,890	10,953	11,290
Other Operating Expense	4,970	821	1,233	4,739	1,308
Total Operating Expenses	<u>\$ 23,749</u>	<u>\$ 14,473</u>	<u>\$ 19,123</u>	<u>\$ 15,692</u>	<u>\$ 12,598</u>
Net Revenues	<u>\$ 7,096</u>	<u>\$ 1,255</u>	<u>\$ 2,055</u>	<u>\$ 5,357</u>	<u>\$ 1,933</u>
Depreciation, Amortization	2,501	0	719	1,612	622
Transfers Out to City	0	452	0	1,703	837
Other non-Operating Expenses	554	0	0	0	85
Extraordinary Item	0	0	0	0	0
Net Income	<u>\$ 4,041</u>	<u>\$ 803</u>	<u>\$ 1,336</u>	<u>\$ 2,042</u>	<u>\$ 389</u>
Debt Service/Capital Lease	\$ 1,229	\$ 630	\$ 440	\$ -	\$ 433
Debt Service Coverage	5.77	1.99	4.67	0.00	4.47
<i>Fiscal Year 2010</i>					
Customer Revenues	\$ 30,110	\$ 23,482	\$ 19,502	\$ 21,295	\$ 15,167
Other Revenues	492	642	1,551	286	175
Total Revenues	<u>\$ 30,602</u>	<u>\$ 24,124</u>	<u>\$ 21,053</u>	<u>\$ 21,581</u>	<u>\$ 15,342</u>
Purchased Power Expense	19,596	19,944	17,706	11,164	10,988
Other Operating Expense	4,914	1,539	1,068	4,882	1,501
Total Operating Expenses	<u>\$ 24,510</u>	<u>\$ 21,483</u>	<u>\$ 18,774</u>	<u>\$ 16,046</u>	<u>\$ 12,489</u>
Net Revenues	<u>\$ 6,092</u>	<u>\$ 2,641</u>	<u>\$ 2,279</u>	<u>\$ 5,535</u>	<u>\$ 2,853</u>
Depreciation, Amortization	2,053	0	684	1,903	601
Transfers Out/(In)	0	456	(73)	1,749	638
Other non-Operating Expenses	516	0	83	350	81
Extraordinary Item	0	0	0	0	0
Net Income	<u>\$ 3,523</u>	<u>\$ 2,185</u>	<u>\$ 1,585</u>	<u>\$ 1,533</u>	<u>\$ 1,533</u>
Debt Service/Capital Lease	\$ 1,631	\$ 679	\$ 416	\$ -	\$ 431
Debt Service Coverage	3.74	3.89	5.48	0.00	6.62

The Large Pool Power Purchasers Top Ten Customers by Revenue

Customer	Industry	% of Revenues
Lebanon – 2012		
Copeland	Manufacturer AC Compressors	12.9%
Independent Stave Company	Manufacturer Oak Barrels	5.6%
Detroit Tool Metal Products	Manufacturer Metal Stamper	3.4%
Marathon Electric	Manufacturer Electric Motors	2.7%
St. John/ Breech Medical Ctr	Medical Hospital	2.5%
Wal-Mart	Retail	1.8%
County Courthouse	Government	1.8%
Detroit Tool Metal Products	Manufacturing Tool & Die	1.5%
Lowe's	Retail	1.0%
Tracker Marine	Manufacturing Aluminum Boats	0.8%
Farmington – 2012		
SR Automotive Products	Automotive	11.3%
Mineral Area Regional	Medical Center	3.5%
BJC Parkland Med.	Health Services	3.0%
Farmington R-7 Schools	Education	2.5%
Wal-Mart Super Center	Retail	2.3%
Lowe's Home Center	Retail	1.0%
Country Mart	Retail	1.0%
Little Tikes Commercial	Manufacturing – Recreation	0.8%
The Molding Company-Forte	Manufacturing - Plastics	0.6%
Accent Marketing	Call Center (In-coming)	0.6%
Jackson – 2012		
		**
Rubbermaid	Closet Organization Products	8.1%
Jackson R-2 Schools*	Education	5.1%
American Rail Car*	Railroad car industry	3.1%
Wal-Mart	Retail	1.7%
Mondi Jackson Inc.	Flexible packaging manufacturer	1.7%
Midwest Sterilization	Processing	1.5%
Country Mart	Grocery Retail	1.5%
Cape Girardeau County*	Government	1.4%
NLC, Inc.	Manufacturer electrical	1.3%
DCO International	Recycling	1.3%
*Multiple locations		
**Given as % of \$14,168,000, Unaudited Fiscal Year 2012 Sales, Income Sheet Summary		
Marshall – 2012		
Con Agra	Food Packaging Mfg	18.2%
Excel	Food Packaging Mfg	5.9%
Fitzgibbon Hospital	Hospital	2.3%
State of MO	Government	2.1%
Wal-Mart	Retail	1.7%
MMU Wastewater	Government	1.7%
Americold Logistics	Refrigeration Plant	1.6%
MMU Water	Government	1.5%
Marshall Egg Products	Agriculture-Dry Egg Production	1.0%
Jerden Foods	Grocery retail	.5%

Customer	Industry	% of Revenues
<i>Rolla – 2012</i>		
MS&T – Physical Facilities	Educational	11.3%
Phelps County Regional Medical Center	Medical	6.2%
Rolla Public Schools	Educational	2.5%
Brewer Science	Research & Development	2.3%
City of Rolla	Local Government	2.3%
MS&T – Student Affairs	Educational	1.9%
Mercy Clinic	Medical	1.9%
Wal-Mart Store 01-101	Retail	1.7%
Rolla Municipal Utilities	Local Government	1.4%
GSA	Federal Government	.9%

**C. UNIT POWER PURCHASERS UPDATE
(OFFICIAL STATEMENT - APPENDIX B)**

Unit Power Purchasers – Projects Involved

- Columbia, MO (Unit Power Purchaser - Iatan Unit 2 & Prairie State) 57
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The Unit Power Purchasers - General Information Summary

Cities of North Little Rock, AR, Poplar Bluff, & Osceola, AR Unit Power Purchaser: Plum Point Project

	<u>North Little Rock, AR</u>	<u>Poplar Bluff,</u>	<u>Osceola, AR</u>
General			
Year Established	1906	1913	1918
Service Area (sq. Miles)	40	40	7.8
Fiscal Year End	December-31	December-31	December-31
Peak Load (in MW) & Energy Sales in (MWh)			
<u>Fiscal Year 2012</u>			
Peak Load - MW	254	77	37
Residential Sales	\$ 396,686	\$ 118,609	\$ 39,857
Commercial Sales	259,722	147,877	18,988
Industrial Sales	284,473	90,152	93,063
Other Sales	349	11,578	2,989
Total Sales	<u>\$ 941,230</u>	<u>\$ 368,216</u>	<u>\$ 154,897</u>
<u>Fiscal Year 2011</u>			
Peak Load - MW	266	84	39
Residential Sales	\$ 398,669	\$ 126,348	\$ 45,027
Commercial Sales	259,635	148,411	18,067
Industrial Sales	282,354	94,793	96,610
Other Sales	279	10,099	3,359
Total Sales	<u>\$ 940,937</u>	<u>\$ 379,651</u>	<u>\$ 163,063</u>
<u>Fiscal Year 2010</u>			
Peak Load-MW	252	84	38
Residential Sales	\$ 406,778	\$ 128,604	\$ 49,005
Commercial Sales	259,085	146,306	22,361
Industrial Sales	292,510	95,560	97,919
Other Sales	260	10,454	-
Total Sales	<u>\$ 958,633</u>	<u>\$ 380,924</u>	<u>\$ 169,285</u>
Customer Revenues (in 000's)			
<u>Fiscal Year 2012</u>			
Residential Sales	\$ 42,444	\$ 8,892	\$ 5,169
Commercial Sales	25,865	11,627	2,732
Industrial Sales	23,941	9,552	10,561
Other Sales	41	887	370
Total Sales	<u>\$ 92,291</u>	<u>\$ 30,958</u>	<u>\$ 18,832</u>
<u>Fiscal Year 2011</u>			
Residential Sales	\$ 42,121	\$ 8,618	\$ 5,826
Commercial Sales	25,631	10,714	2,693
Industrial Sales	23,808	11,661	8,537
Other Sales	34	643	412
Total Sales	<u>\$ 91,594</u>	<u>\$ 31,636</u>	<u>\$ 17,468</u>
<u>Fiscal Year 2010</u>			
Residential Sales	\$ 45,859	\$ 8,777	\$ 5,532
Commercial Sales	26,260	10,795	2,776
Industrial Sales	25,786	9,210	6,576
Other Sales	34	665	-
Total Sales	<u>\$ 97,939</u>	<u>\$ 29,447</u>	<u>\$ 14,884</u>

The Unit Power Purchasers - Balance Sheet Summary ('000s)

	North Little Little Rock, AR	Poplar Bluff,	Osceola, AR
<i>Fiscal Year 2012</i>			
Assets:			
Utility Plant, Net	\$ 121,687	\$ 35,415	\$ 16,597
Cash and Investments	35,111	5,498	4,941
Other Assets	15,731	3,909	91
Total Assets	\$ 172,529	\$ 44,822	\$ 21,629
Liabilities and Equity:			
Equity	\$ 92,184	\$ 30,524	\$ 10,697
Bonds/Leases Payable, Noncurrent	68,845	11,664	3,280
Other Liabilities	11,500	2,634	7,652
Total Liabilities and Equity	\$ 172,529	\$ 44,822	\$ 21,629
<i>Fiscal Year 2011</i>			
Assets:			
Utility Plant, Net	\$ 113,256	\$ 35,936	\$ 16,663
Cash and Investments	49,693	8,891	4,551
Other Assets	13,696	3,983	109
Total Assets	\$ 176,645	\$ 48,810	\$ 21,323
Liabilities and Equity:			
Equity	\$ 92,820	\$ 33,963	\$ 10,383
Bonds/Leases Payable, Noncurrent	65,050	10,760	3,564
Other Liabilities	18,776	4,087	7,376
Total Liabilities and Equity	\$ 176,646	\$ 48,810	\$ 21,323
<i>Fiscal Year 2010</i>			
Assets:			
Utility Plant, Net	\$ 107,362	\$ 36,459	\$ 17,055
Cash and Investments	46,719	12,495	3,375
Other Assets	14,228	3,851	88
Total Assets	\$ 168,309	\$ 52,805	\$ 20,518
Liabilities and Equity:			
Equity	\$ 90,610	\$ 37,671	\$ 12,066
Bonds/Leases Payable, Noncurrent	60,585	11,537	3,011
Other Liabilities	17,114	3,597	5,441
Total Liabilities and Equity	\$ 168,309	\$ 52,805	\$ 20,518

The Unit Power Purchasers - Income Sheet Summary ('000s)

	North Little Rock, AR	Poplar Bluff	Osceola, AR
<i>Fiscal Year 2012</i>			
Customer Revenues	\$ 91,842	\$ 30,958	\$ 18,363
Other Revenues	614	447	392
Total Revenues	<u>\$ 92,456</u>	<u>\$ 31,405</u>	<u>\$ 18,755</u>
Purchased Power Expense	52,418	26,414	13,736
Other Operating Expense	15,704	5,345	1,290
Total Operating Expenses	<u>\$ 68,122</u>	<u>\$ 31,759</u>	<u>\$ 15,026</u>
Transfer from R&C Fund	7,655		
Net Revenues	<u>\$ 31,989</u>	<u>\$ (354)</u>	<u>\$ 3,729</u>
Depreciation, Amortization	6,202	1,983	1,089
Transfers Out to City	12,000	0	2,204
Other non-Operating Expenses	(7,655)	1,081	211
Extraordinary Item	3,253		
Net Income	<u><u>\$ 18,189</u></u>	<u><u>\$ (3,418)</u></u>	<u><u>\$ 225</u></u>
Debt Service/Capital Lease	\$ 13,878	\$ 10,760	\$ 714
Debt Service Coverage	2.3	0.0	5.2
<i>Fiscal Year 2011</i>			
Customer Revenues	\$ 91,083	\$ 31,761	\$ 18,069
Other Revenues	3,426	514	1,970
Total Revenues	<u>\$ 94,509</u>	<u>\$ 32,275</u>	<u>\$ 20,039</u>
Purchased Power Expense	56,193	29,059	13,850
Other Operating Expense	16,958	4,453	3,947
Total Operating Expenses	<u>\$ 73,151</u>	<u>\$ 33,512</u>	<u>\$ 17,797</u>
Transfer from R&C Fund			
Net Revenues	<u>\$ 21,358</u>	<u>\$ (1,237)</u>	<u>\$ 2,242</u>
Depreciation, Amortization	5,880	1,937	1,074
Transfers Out to City	12,000	0	2,668
Other non-Operating Expenses	4,632	555	183
Extraordinary Item			
Net Income	<u><u>\$ (1,154)</u></u>	<u><u>\$ (3,729)</u></u>	<u><u>\$ (1,683)</u></u>
Debt Service/Capital Lease	\$ 14,374	\$ 11,156	\$ 941
Debt Service Coverage	1.5	0.0	2.4
<i>Fiscal Year 2010</i>			
Customer Revenues	\$ 97,456	\$ 29,447	\$ 14,829
Other Revenues	3,778	785	1,816
Total Revenues	<u>\$ 101,234</u>	<u>\$ 30,232</u>	<u>\$ 16,645</u>
Purchased Power Expense	54,738	21,698	9,389
Other Operating Expense	18,297	4,885	4,146
Total Operating Expenses	<u>\$ 73,035</u>	<u>\$ 26,583</u>	<u>\$ 13,535</u>
Net Revenues	<u>\$ 28,199</u>	<u>\$ 3,649</u>	<u>\$ 3,110</u>
Depreciation, Amortization	5,661	1,909	1,056
Transfers Out/(In)	10,000	0	2,627
Other non-Operating Expenses	4,832	1,099	128
Extraordinary Item			0
Net Income	<u><u>\$ 7,706</u></u>	<u><u>\$ 641</u></u>	<u><u>\$ (701)</u></u>
Debt Service/Capital Lease	\$ 14,094	\$ 11,537	\$ 402
Debt Service Coverage	2.0	0.3	7.7

The Unit Power Purchasers - Top Ten Customers by Revenue

Customer	Industry	% of Revenues
<i>North Little Rock, AR – 2012</i>		
V A Medical Center	Hospital	2.0%
Union Pacific Railroad	Transportation	1.8%
L'Oreal USA	Manufacturing	1.7%
Caterpillar Inc.	Manufacturing	1.4%
Wal-Mart Stores, Inc.	Retail	1.3%
Tyson Poultry Inc.	Poultry	1.1%
Baptist Health (Springhill)	Hospital	1.0%
Tennenbaum Company, Inc.	Manufacturing	0.7%
St. Vincents Hospital	Hospital	0.6%
All American Poly Corporation	Manufacturing	0.5%
<i>Poplar Bluff, MO – 2012</i>		
Briggs & Stratton	Manufacturing	9.6%
Mid-Continent Fasteners	Manufacturing	3.9%
Three Rivers Health Care	Hospital	3.1%
Gates Rubber Co.	Manufacturing	2.2%
Nordyne	Manufacturing	2.1%
Revere Plastics	Manufacturing	2.0%
PB School District	School	2.0%
VA Hospital	Hospital	1.8%
Wal-Mart Superstore	Retail	1.3%
Three Rivers College	College	1.3%
<i>Osceola, AR – 2012</i>		
Cyro Industries	Acrylic Mfg	17.1%
American Greetings	Greeting Card Mfg	16.1%
Denso	Automobile Part Mfg	5.3%
Creative Foods	Margarine Mfg	4.3%
Rea Magnet Wire	Electrical Wire	2.8%
SMC Regional Med	Hospital	2.5%
Systemex	Automobile Part Mfg	2.5%
Food Giant	Retail	1.5%
Walmart	General Merchandise	1.0%
Osceola High School	School	0.9%

City of Kirkwood, Missouri

Unit Power Purchaser: Prairie State Project

139 South Kirkwood Road
Kirkwood, Missouri 63122
314-822-5806

www.ci.kirkwood.mo.us

Fiscal Year Ending March 31

Organization

The City of Kirkwood, Missouri (the “City”) was the first planned suburban residential area west of the Mississippi River. The City is located in St. Louis County, approximately 14 miles west of the City of St. Louis. The City covers approximately 9.1 square miles and is bounded by Interstate 44 on its southern boundary and traversed by Interstate 270 near its western boundary. Together, the interstate highways provide excellent access to all parts of the St. Louis metropolitan area. The City has a diverse economic base, which includes several large retailers, limited industries, and many small specialty shops.

The City was established in 1853, incorporated in 1865, re-incorporated as a fourth class city in 1899, and as a third class city in 1930. In 1984, the City became a home rule city as permitted under a 1971 amendment to the Missouri Constitution. The City is governed according to a Council–Manager form of government which places legislative and policy-making authority in the city council, which includes the Mayor, and the administrative authority in a Chief Administrative Officer (the “City Council”). The Mayor and six council members are elected by the citizens of Kirkwood. Other than the Mayor, three council seats are filled every two years on a rotating basis. The Mayor is elected from the city at large for a term of four years.

The Mayor is the official representative of the city, presides over meetings of the City Council, and leads the annual review of the Chief Administrative Officer. The City Council appoints a Chief Administrative Officer to implement its policies and direct operations of City departments. All decisions concerning the Electric Department are made by the City Council. Recommendations are made to the Council by the Chief Administrative Officer.

Service Territory, Transmission and Distribution System

Kirkwood serves retail customers in approximately two thirds of the City. The remainder of the City’s residents and business receive service from Ameren Missouri. The City limits consist of a 9.1 square mile area. Kirkwood serves just over 10,000 retail customers for electric service.

As of March 31, 2012, the City’s distribution system consisted of approximately 132 circuit miles of overhead and underground lines. The City maintains six distribution substations. The City’s distribution system is interconnected to transmission facilities owned by Ameren Missouri.

Power Supply

The City currently purchases energy and capacity at very favorable rates under new agreements with Ameren Missouri, Ameren Illinois, American Electric Power, and the Midwest Independent Systems Operator. These contracts will supplement the City’s purchase of capacity and energy from the Prairie State Project. The City performs its own scheduling and load forecasting services to round out its power portfolio. The transition from full requirements contracts to partial requirements and market participation has enabled the City to rebuild its reserve fund to one year’s worth of operating expenses.

Projected Capital Additions

Current estimates indicate that the City will invest up to \$4.3 million in capital improvements over the next 5 years. A majority of the capital improvements will be dedicated to improving and updating the distribution system. The City will fund the improvements with available cash on hand.

Electric Rates

The City Council has sole authority to establish electric rates. The City reviews these rates as needed and the City Council has the authority by ordinance to adjust the energy rate included in its electric rate schedules in accordance with recommendations by the Chief Administrative Officer. The City has historically charged the same rates for electric service as Ameren Missouri but has now implemented a power supply cost recovery factor that allows the City to adjust its rates as needed to maintain a predetermined target of reserve funds by the end of fiscal year 2015 of at least one year's worth of operating expenses. Electric rates were most recently changed in February of 2013 when the City Council approved an overall base rate increase of 4% effective in February of 2013.

Energy Sales and Customer Information

Fiscal year 2012 produced revenue in excess of \$20M. Since Kirkwood's load is almost exclusively residential and affluent, its load has not been significantly affected by the downturn in the economy and continues to remain steady at the 212 GWh mark. Delinquent account write-offs continue to be less than 1% of billing and FY12 sales in combination with reduced energy market prices have enabled the department's revenues to exceed its expenditures.

Historical Peak Load and Energy Sales

	Peak Load (in MW)	Total Energy Sold (MWh)
2008	62.0	234,456
2009	60.1	222,866
2010	58.0	204,765
2011	61.0	234,290
2012	64.3	212,127

Kirkwood's service area is primarily residential in nature. As of March 31, 2012, 87% of the City's customers were residential and 13% were commercial.

Customers by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Average Number of Customers:			
Residential	8,948	8,804	8,763
Commercial	<u>1,405</u>	<u>1,349</u>	<u>1,259</u>
Total Customers:	10,353	10,153	10,022

The City's sales are fairly evenly dispersed among residential and commercial customer classes. As of March 31, 2012, 47.6% of City's energy sales were made to residential customers and 52.4% were made to commercial customers. Commercial customers represent a full spectrum of business. Education, health care and retail represent major areas of the large customer base.

Energy Sales (MWh) by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	96,092	114,458	101,132
Commercial	<u>108,673</u>	<u>119,832</u>	<u>110,995</u>
Total Retail Sales	204,765	234,290	212,127

As of March 31, 2012, 47.6% of City's revenues from the sale of energy were made to residential customers and 53.4% were made to commercial customers.

Energy Revenues by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	\$ 6,462,187	\$ 9,552,321	\$ 9,582,257
Commercial	<u>7,308,259</u>	<u>10,000,834</u>	<u>12,516,776</u>
Total Retail Sales	\$13,770,446	\$19,553,155	\$20,099,033

Financial Condition

The following Condensed Balance Sheet and Condensed Statement of Operations for the last three fiscal years have been prepared by Kirkwood based upon audited financial statements. Copies of the City's audited financial statements may be obtained from City of Kirkwood, Finance Department, 139 South Kirkwood Road, Kirkwood, MO 63122 or on the web at www.Kirkwoodmo.org under the Finance Department link.

**City of Kirkwood Electric Enterprise
Condensed Balance Sheet
Fiscal Year Ending March 31**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
<u>Assets:</u>			
Utility Plant, Net	\$ 3,668,746	\$5,344,499	\$5,551,604
Cash and Investments	16,820,358	10,873,219	14,157,381
Other Assets	<u>2,166,006</u>	<u>2,832,918</u>	<u>2,441,233</u>
Total Assets	\$22,655,110	\$19,050,636	\$22,150,218
<u>Liabilities and Equity :</u>			
Equity	\$21,002,362	\$17,136,693	\$21,383,688
Other Liabilities	<u>1,652,748</u>	<u>1,913,943</u>	<u>766,530</u>
Total Liabilities and Equity	\$22,655,110	\$19,050,636	\$22,150,218

**City of Kirkwood Electric Enterprise
Condensed Statement of Operations
Fiscal Year Ending March 31**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
<u>Revenues</u>			
Sale of Electricity Retail	\$13,831,740	\$19,553,155	\$20,198,090
Other Revenues	<u>864,766</u>	<u>689,584</u>	<u>804,523</u>
Total Revenues	\$14,696,506	\$20,242,739	\$21,002,613
<u>Operating Expenses</u>			
Purchased Power	\$ 18,154,624	\$19,135,833	\$11,792,161
Distribution & Customer Care	1,852,726	1,990,921	2,014,179
Administrative and General	<u>1,485,655</u>	<u>1,548,152</u>	<u>1,702,216</u>
Total Operating Expenses	\$21,493,005	\$22,674,906	\$15,052,078
<u>Other Expenses</u>			
Depreciation	\$ 341,307	\$308,502	\$257,887
Other / Transfers	<u>800,000</u>	<u>1,125,000</u>	<u>997,400</u>
Total Other Expenses	\$1,141,307	\$1,433,502	\$1,255,287
Net Earnings	(\$7,937,806)	(\$3,865,669)	\$4,246,995

Net Revenues Available for Debt Service

The City has no long-term debt outstanding.

Litigation

There is no material pending litigation relating to the City or its operations.

City of Hannibal, Missouri

Unit Power Purchaser: Prairie State Project

320 Broadway
Hannibal, MO 63401
573-221-0111

email: cityhall@hannibal-mo.gov
Fiscal Year Ending June 30, 2012

Organization

The City of Hannibal, Missouri (the “City”) was founded in 1819 and became chartered as a city in 1845. The City is located 116 miles northwest of St. Louis in Marion County along the Mississippi River’s west bank. The city and adjacent area comprise an area over 14 square miles and contain approximately two-thirds of the Marion County population and a portion of Ralls County. The city and surrounding area population is over 20,000, and over 176,000 people live within a radius of fifty miles.

The City is organized under the laws of the State of Missouri and operates under a Constitutional Charter approved by the citizenry in 1845. The City is governed according to a Council–Manager form of government. The Mayor and six council members are elected by the citizens of Hannibal for 3 years with staggered terms of service. The City Council appoints a City Manager to implement its policies and direct operations of City departments.

The Board of Public Works (the “BPW”) is an executive department of the City under the City Charter. The City Charter grants the Board all management, supervision and control of the City’s electric, water, wastewater treatment, collection and artificial underground stormwater collection systems. The BPW was formed in 1903 and is governed by four Board Members who are appointed for a four-year term by the City Manager, subject to confirmation by the City Council, with one member appointed each year. The Board has the exclusive power to establish rates and provide for the assessment and collection of charges for the City’s municipal utilities. The Board has delegated responsibility for the day-to-day management and operations of the municipal utilities to its General Manager.

Service Territory, Transmission and Distribution System

The BPW serves retail customers inside and outside the limits of the City and provides approximately 9,000 retail customers with electric, water and wastewater service.

The BPW’s transmission system is comprised of approximately 6 miles of 161 kV line and 21 miles of 34.5 kV lines, and is interconnected to transmission facilities owned by AmerenUE. The BPW operates three transmission lines that loop around the City, allowing supply of power from any of three directions. The BPW built a 161 kV transmission line and substation west of the City in 2008-2009. The line was put into service in Mid-June but was not totally completed and capitalized until 2009-2010.

As of June 30, 2012, the BPW’s distribution system consisted of approximately 68 circuit miles of overhead and underground lines. The City maintains 6 distribution substations.

Power Supply

The BPW presently purchases 100% of its electrical load requirements from AEM under a three-year contract that will expire at the end of 2014. In addition to the purchase of capacity and energy from the Prairie

State Project, the BPW has recently executed a new power supply agreement with AEM that begins the first of 2012 and extends three years.

Projected Capital Additions

The BPW completed \$10 million of capital improvements in the electrical system during 2009-2010 to increase the reliability of the BPW power grid. These improvements are expected to carry the City's load for the next 20 years.

Electric Rates

Rate adjustments were made to the residential class only in YE2011. Net revenue in YE2012 after all expenses including debt service was 3.0% of gross.

Energy Sales and Customer Information

Historical Peak Load and Energy Sales

	<u>Peak Load (in MW)</u>	<u>Total Energy Sold (MWh)</u>
2008	63.0	285,079
2009	60.8	264,519
2010	56.2	259,206
2011	59.2	269,503
2012	60.0	263,834

Customers by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Average Number of Customers:			
Residential	7,809	7709	7635
Commercial	1,172	1175	1204
Industrial	121	133	257
Other	<u>0</u>	<u>0</u>	<u>0</u>
Total Number of Customers	9,102	9017	9096

The BPW's sales are dispersed among all customer classes. As of June 30, 2012, 30% of the BPW's energy sales were made to residential customers, 12% were made to commercial customers and 54% were attributable to industrial and other customers. Large commercial and industrial customers represent a full spectrum of business. Major industrial customers include General Mills Incorporated, Watlow, Spartan, and Buckhorn Rubber. Hannibal Regional Hospital is the area's largest employer, with 1,009 employees.

Energy Sales (MWh) by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	83,109	84,898	82,303
Commercial	29,231	28,834	32,225
Industrial	137,510	144,160	149,306
Other	<u>9,356</u>	<u>11,611</u>	<u>13,291</u>
Total Energy Sales (MWh)	259,206	269,503	277,125

As of June 30, 2012, 35% of the BPW's revenues from the sale of energy were made to residential customers, 12% were made to commercial customers and 53% were attributable to industrial and other customers.

Energy Revenues by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	\$ 8,248	8,983	8,515
Commercial	3,124	3,117	3,035
Industrial	11,569	12,841	12,874
Other	<u>921</u>	<u>0</u>	<u>0</u>
Total Energy Revenues (000's)	\$23,862	27,114	24,424

Financial Condition

The following Condensed Balance Sheet and Condensed Statement of Operations for the last three fiscal years have been prepared by the BPW based upon audited financial statements. Copies of the City's audited financial statements may be obtained from City of Hannibal, 320 Broadway, Hannibal, MO 63401 or email: cityhall@hannibal-mo.gov.

City of Hannibal Electric Enterprise Condensed Balance Sheet

	<u>2010</u>	<u>2011</u>	<u>2012</u>
<u>Assets:</u>			
Utility Plant, Net	\$18,544,505	17,794,651	17,135,334
Cash and Investments	4,803,324	5,823,360	6,568,949
Other Assets	<u>4,682,714</u>	<u>4,065,542</u>	<u>4,111,943</u>
Total Assets	\$28,030,543	27,683,533	27,816,226
<u>Liabilities and Equity:</u>			
Equity	\$16,185,796	17,250,821	19,099,019
Revenue Bonds Payable, Noncurrent	7,524,498	6,474,347	5,603,455
Other Liabilities	<u>4,320,249</u>	<u>3,958,365</u>	<u>3,113,752</u>
Total Liabilities and Equity	\$28,030,543	27,683,533	27,816,226

**City of Hannibal Electric Enterprise
Condensed Statement of Operations**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
<u>Revenues</u>			
Sale of Electricity Retail	\$23,698,698	24,939,798	24,423,982
Other Revenues	<u>2,526,009</u>	<u>2,174,093</u>	<u>2,115,432</u>
Total Revenues	\$26,224,707	27,113,891	26,539,414
<u>Operating Expenses</u>			
Purchased Power	\$18,561,477	19,286,104	15,969,630
Distribution & Customer Care	3,326,090	3,275,280	5,005,824
Administrative and General	<u>2,329,476</u>	<u>2,031,048</u>	<u>2,362,623</u>
Total Operating Expenses	\$24,217,043	24,595,432	23,338,077
<u>Other Expenses</u>			
Depreciation	\$ 891,631	1,100,211	1,123,432
Interest Expense	396,783	356,223	314,379
Other/Transfers	<u>0</u>	<u>0</u>	<u>0</u>
Total Other Expenses	\$1,288,414	1,456,434	1,437,811
Net Earnings	\$719,250	1,065,025	1,848,198

**City of Hannibal Electric Enterprise
Net Revenues Available for Debt Service⁽¹⁾**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Total Gross Revenue	\$26,224,707	27,113,891	26,539,414
Operating Expenses	<u>24,217,043</u>	<u>24,592,432</u>	<u>23,252,004</u>
Net Revenue Available for Coverage	\$ 2,007,664	2,5421,459	3,287,410
Principal and Interest Payments	\$1,364,378	1,406,374	1,364,530
Debt Service Coverage	1.5	1.8	2.4

⁽¹⁾ Calculation may differ from specifics contained in any bond ordinance, indenture or capital lease agreement.

Litigation

There is no material pending litigation relating to the BPW or its operations.

City of Columbia, Missouri

Unit Power Purchaser: Iatan Unit 2 and Prairie State Projects

15 N. Seventh Street
Columbia, MO 65205
874-7325

Fiscal Year Ending September 30

Organization

The City of Columbia, Missouri (the “City”) was incorporated in 1826 and became a Constitutional Charter City in 1949. The City is located near the center of the state, and is joined by interstate with Kansas City, Missouri, to the west and St. Louis, Missouri, to the east. The City is located in Boone County. The City’s utility is Columbia Water & Light (“CWLD”), which was formed in 1904. The City is home to the University of Missouri, Columbia College and Stephens College.

The City is organized under the laws of the State of Missouri and operates under a Constitutional Charter approved by the citizenry in 1949. The City is governed according to a Council–Manager form of government. The Mayor and six council members are elected by the citizens of Columbia for three years with staggered terms of service. The City Council appoints a City Manager to implement its policies and direct operations of City departments, including CWLD.

All decisions concerning CWLD are made by the City Council. Recommendations are made to the Council by the Water and Light Advisory Board (the “Board”). The Board is a five member advisory board created by the City Charter. Board members serve overlapping four year terms. The Board’s powers and duties are solely advisory. The Board performs duties according to the City Charter and Code of Ordinances of the City of Columbia, Missouri, and reports its findings and recommendations at least annually to the residents of Columbia and the City Council.

Service Territory, Transmission and Distribution System

CWLD serves retail customers inside and outside the limits of the City. The City limits consist of a 60 square mile area. CWLD serves over 46,000 retail customers for both electric and water service.

CWLD’s transmission system is comprised of approximately 70 miles of 161 kV lines and 69 kV lines. CWLD’s transmission system is interconnected to transmission facilities owned by Associated Electric Cooperative, Ameren, City of Fulton, and the University of Missouri.

As of September 30, 2011, CWLD’s distribution system consisted of approximately 792 circuit miles of overhead and underground lines. The City maintains nine distribution substations.

Power Supply

The City provides power and energy to its customers from a combination of owned generating resources and purchased power. See “Operating Statistics” below for certain historical information regarding CWLD’s demand and energy requirements.

CWLD owns and operates the Columbia Municipal Power Plant which has two coal boilers, one natural gas boiler and one gas turbine. The plant has a net rated capacity of 86 MW and the last unit was placed in service in 1970. The plant is used primarily for load following and contributed approximately 5% of system energy during the previous year.

CWLD also owns nine distributed generators, totaling 12.5MW, located at five customer sites around Columbia. The generation, which runs on diesel oil, was installed primarily for reliability and peaking purposes. The customers pay a monthly standby power charge. CWLD also owns 2MW of landfill gas generation. This facility began operation in June 2009. The facility was built to allow the addition of another 2MW of generation as the landfill gas supply develops. The installation of an additional 1MW unit is under contract and should be installed by late summer, 2013. In 2010, CWLD purchased a 25% (36 MW) interest in the 144 MW natural gas fired Columbia Energy Center peaking facility. Columbia purchased the remaining 75% of Columbia Energy Center in May 2011.

The majority of CWLD’s energy is purchased from market participants under long-term contracts. The City has long term purchase agreements in place with the City of Sikeston, Missouri, Associated Electric Cooperative and Ameresco. The amount and term of these contracts is as follows:

**Columbia Water & Power
Long Term Power Supply Contracts**

	<i>Capacity (MW)</i>	<i>Contract Expiration</i>
City of Sikeston, Missouri	66	Plant Life
MJMEUC – Prairie State	50	Plant Life
MJMEUC – Iatan	20	Plant Life
Associated Electric Cooperative (Wind)	6.3	20 Years
Ameresco	3	20 Years
NextEra (Wind)	21	20 Years

CWLD expects to utilize market purchases for short-term requirements and arrange additional power supply contracts to provide sufficient capacity and energy to meet customer loads into the foreseeable future.

The City has contracted with The Energy Authority (“TEA”) to act as the MISO market participant for the City. All purchased power arrangements are handled by TEA, with prior approval by the CWLD. In addition, the CWLD has contracted with TEA for power supply risk management services. CWLD’s portfolio is modeled and monthly status updates are held to review current status and future options.

Environmental and Regulatory Factors

The Columbia Municipal Power Plant has the capability to burn coal, gas, oil and wood. Low sulfur coal is used to reduce air emissions. Other measures have also been installed at the plant to accurately measure and reduce air emissions. The system is in full compliance with air quality standards set forth by the Missouri Air Conservation Commission and approved by the Federal Environmental Protection Agency. During 2008, CWLD received a temporary permit to test burn wood as a fuel source. Missouri Department of Natural Resources subsequently informed CWLD that no further permitting would be required in order to continue burning wood as a fuel source.

Projected Capital Additions

Current estimates indicate that CWLD will invest up to \$69 million in capital improvements over the next 5 years. Planned capital improvements include additions to the transmission system; additions to the landfill gas plant; and improvements and updates to the distribution system. CWLD expects to finance the improvements with a combination of cash from operations, and a bond election in August 2014.

Electric Rates

The City Council has sole authority to establish electric rates. The City reviews these rates and charges annually. The City Council has also granted CWLD the authority to automatically adjust energy rates included in its electric class rate schedules in accordance with a fuel adjustment rider (the “Fuel Adjustment Rider”).

As provided in its bond indentures, the City covenants to charge and collect rates for the electric power and energy supplied by CWLD’s electric system as shall be required to provide the greater of (i) net revenues sufficient to cover 110% of CWLD’s aggregate debt service, or (ii) revenues and income sufficient to pay operating expenses, 100% of aggregate debt service on all bonds of the City and any other charges required to be paid out of revenues of CWLD’s electric system. Other charges to be paid out of revenues are generally defined by the City to include payments of in lieu of taxes to the City, capital improvements and replacements that are not bond financed and system working capital requirements. In addition, the City covenants to review the sufficiency of its rates for electric service annually.

In September 2012, the City Council approved average rate increases of 1.5% effective October 1, 2012. Rates have not been changed since then. While CWLD has the authority to use a Fuel Adjustment Rider, every effort is made to maintain a zero fuel adjustment. The last time the Fuel Adjustment Rider was utilized was for three months in the summer of 2004.

The City’s electric service rate schedules are designed to encourage energy conservation and the efficient use of energy. All customer classes are subject to seasonal rates that increase during peak summer months.

Energy Sales and Customer Information

With the exception of 2008 and 2009, the City continues to experience growth in its energy requirements. Both summers were some of the mildest on record. Due to the national economic situation, CWLD’s customer growth has slowed from a 3%-4% annual growth to a 1%-2% growth. Forecasts of peak loads and annual energy requirements have been adjusted. CWLD is in the process of updating an Integrated Resource Plan (“IRP”) that was completed in 2007.

Historical Peak Load and Energy Sales

	Peak Load (in MW)	Total Energy Sold (MWh)
2008	257	1,126,418
2009	250	1,081,978
2010	265	1,142,702
2011	277	1,141,321
2012	272	1,122,497

CWLD’s service area is primarily residential in nature. As of September 30, 2012, 86.2% of CWLDs customers were residential, 13.7% were commercial and 0.1% were industrial or other classifications.

Customers by Class

	2010	2011	2012
Average Number of Customers:			
Residential	39,024	39,350	39,742
Commercial	6,171	6,257	6,324
Industrial	30	30	34
Total Customers:	45,225	45,637	46,100

CWLD's sales are dispersed among all customer classes. As of September 30, 2012, 35.8% of CWLD's energy sales were made to residential customers, 40.1% were made to commercial customers and 24.1% were attributable to industrial and other customers. Large commercial and industrial customers represent the full spectrum of CWLD's business. Food processing, electronics, car parts, insurance, and health care represent major areas of the large customer base.

Energy Sales (MWh) by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	425,702	420,560	401,881
Commercial	468,691	467,145	450,652
Industrial	<u>248,309</u>	<u>253,616</u>	<u>269,964</u>
Total Retail Sales (MWh)	1,142,702	1,141,321	1,122,497

As of September 30, 2012, 41.3% of CWLD's revenues from the sale of energy were made to residential customers, 39.3% were made to commercial customers and 19.4% were attributable to industrial and other customers.

Energy Revenues by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	47,729,009	44,921,110	43,324,680
Commercial	44,694,810	42,669,263	41,193,363
Industrial	<u>19,526,553</u>	<u>19,060,249</u>	<u>20,341,330</u>
Total Retail Sales	\$111,950,372	\$106,650,622	\$104,859,373

Regional Transmission Organization ("RTO")

CWLD became a member of MISO in 2005. CWLD is a Transmission Owner ("TO") and has contracted with TEA for market participant services. CWLD receives revenue as a TO and by selling energy in the market when not needed for local requirements. CWLD has 86MW's of life-of-plant coal generation in the SPP RTO. SPP market prices have historically been higher than MISO market prices. With the assistance of TEA, CWLD has been able to sell SPP resources at a very favorable margin. CWLD only participates in low-risk transactions. TEA also provides energy risk management services for CWLD. CWLD's portfolio is modeled and monthly telephone status update meetings are held to assess current and long-term positions. Energy sales are from existing supplies that are not needed for native load and benefit CWLD's customers by mitigating rate changes.

Revenues from RTO Transactions

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Energy Revenues	\$5,364,906	\$8,480,462	\$1,928,953
Transmission Revenues	<u>1,620,718</u>	<u>1,849,181</u>	<u>1,647,791</u>
Total RTO Revenues	\$6,985,624	\$10,329,643	\$3,576,744

Financial Condition

The following Condensed Balance Sheet and Condensed Statement of Operations for the last fiscal year has been prepared by CWLD based upon unaudited financial statements. Copies of the City's audited financial statements may be obtained from City of Columbia, Finance Department, P. O. Box 6015, Columbia, MO 65205 or on the web at www.gocolumbiamo.com.

**Columbia Water & Light
Condensed Balance Sheet**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
<u>Assets:</u>			
Net Plant in Service	\$217,346,086	259,189,027	256,346,619
Cash and Marketable Securities	27,978,533	32,749,841	38,624,482
Other Assets	<u>97,777,044</u>	<u>127,421,635</u>	<u>127,424,268</u>
Total Assets	\$343,101,663	\$419,360,503	\$422,395,369
<u>Liabilities and Equity :</u>			
Retained Earnings	180,482,700	189,933,900	197,943,665
Revenue Bonds Payable, Noncurrent	139,201,611	207,170,405	200,890,295
Current Liabilities from Restricted	11,280,667	13,429,473	14,537,687
Current Liabilities	<u>12,136,685</u>	<u>8,826,725</u>	<u>9,023,722</u>
Total Liabilities and Retained Earnings	\$343,101,663	\$419,360,503	\$422,395,369

**Columbia Water & Light
Condensed Statement of Operations**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
<u>Revenues</u>			
Sale of Electricity Retail	\$112,259,981	\$115,679,948	\$114,181,005
Other Revenues ⁽¹⁾	<u>32,705,985</u>	<u>35,891,623</u>	<u>34,396,764</u>
Total Revenues	\$144,965,966	\$151,571,571	\$148,577,769
<u>Operating Expenses</u>			
Fuel and Purchased Power	\$73,284,556	\$72,363,863	\$60,508,947
Other Electric Production Expenses	4,506,466	5,852,005	7,542,382
Electric Distribution & Transmission	11,368,196	11,826,102	12,366,207
Other Operating Expenses ⁽²⁾	<u>15,801,134</u>	<u>17,772,028</u>	<u>19,620,896</u>
Total Operating Expenses	\$104,960,352	\$107,813,998	\$100,038,432
<u>Other Expenses</u>			
Depreciation	\$10,997,082	\$12,367,555	\$13,942,019
Interest Expense	6,384,864	7,307,055	8,776,992
Other	<u>12,798,100</u>	<u>17,118,514</u>	<u>16,527,548</u>
Total Other Expenses	\$30,179,996	\$36,793,124	\$39,246,559
Contributed Capital	\$327,405	\$174,619	\$141,672
Net Earnings	\$10,153,023	\$7,139,068	\$9,434,450

⁽¹⁾ Does not include unrealized gains.

⁽²⁾ Includes operating revenues or expenses associated with the operation of the City's water system

**Columbia Water & Light
Net Revenues Available for Debt Service⁽¹⁾**

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Total Gross Revenue	\$144,965,966	151,571,571	148,577,769
Operating Expenses	<u>(104,960,352)</u>	<u>(107,813,998)</u>	<u>(100,038,432)</u>
Net Revenue Available for Coverage	\$ 40,005,614	\$ 43,757,573	\$ 48,539,337
Principal and Interest Payments	\$10,404,864	\$11,482,055	\$13,622,467
Debt Service Coverage	3.8	3.8	3.6

⁽¹⁾ Calculation may differ from specifics of City ordinances.

Litigation

There is no material pending litigation relating to CWLD or its operations.

City of Independence, Missouri

Unit Power Purchaser: Iatan Unit 2 Project

21500 E. Truman Road
Independence, MO 64056
(816) 325-7500

Fiscal Year Ending June 30

Historical Peak Load and Energy Sales

	Peak Load (in MW)	Total Energy Requirements (MWh)	Summer Cooling Degree Days (May – Oct.)
2008	308.4	1,187,360	1,582
2009	298.5	1,119,075	1,258
2010	271.8	1,099,236	1,135
2011	299.5	1,150,976	1,634
2012	310.4	1,123,025	1,747

Customers by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Average Number of Customers:			
Residential	51,458	51,277	51,124
Commercial	5,054	5,107	5,094
Industrial	10	10	11
Other	<u>63</u>	<u>64</u>	<u>63</u>
Total Retail Sales	56,585	56,458	56,292

Energy Sales (MWh) by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	503,508	541,137	521,530
Commercial	492,974	497,396	487,833
Industrial	42,754	41,653	48,992
Other	<u>9,982</u>	<u>10,363</u>	<u>10,697</u>
Total Retail Sales	1,049,218	1,090,549	1,069,052
Wholesale	<u>128,344</u>	<u>103,467</u>	<u>80,596</u>
Total Energy Sales	1,177,562	1,194,016	1,149,648

Energy Revenues by Class

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Residential	\$56,500,000	\$64,723,000	\$71,334,000
Commercial	48,273,000	52,003,000	58,366,000
Industrial	3,085,000	3,292,000	4,462,000
Other	<u>1,621,000</u>	<u>1,551,000</u>	<u>1,644,000</u>
Total Retail Sales	\$109,479,000	\$121,569,000	\$135,806,000
Wholesale	<u>4,039,000</u>	<u>3,077,000</u>	<u>1,909,000</u>
Total Energy Sales	\$113,518,000	\$124,646,000	\$137,715,000

Condensed Balance Sheet

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Current Assets	\$41,310,513	\$46,415,386	\$60,096,681
Total Assets	232,790,837	256,429,312	314,384,206
Current Liabilities	14,278,809	12,139,397	13,849,277
Total Debt	46,435,641	71,501,336	125,771,445
Total Liabilities	61,311,850	83,661,133	139,654,438
Total Equity	\$171,478,987	\$172,768,179	\$174,729,768

Condensed Statement of Operations

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Total Operating Revenue	\$114,744,814	\$126,755,826	\$139,878,341
Operating Revenue Deductions			
Fuel	6,795,158	6,416,439	11,306,266
Purchased Power	41,806,408	44,540,042	45,395,666
Production	13,655,940	14,698,540	14,039,429
Transmission & Distribution	14,039,156	15,501,502	15,789,624
Customer Service	3,250,364	3,718,358	4,060,694
General & Administrative	<u>12,714,003</u>	<u>14,455,119</u>	<u>15,324,567</u>
Total O&M	92,261,029	99,330,000	105,916,246
Total Operating Revenue Deductions	<u>115,806,737</u>	<u>125,948,296</u>	<u>135,978,043</u>
Net Operating Income	(1,061,923)	807,530	3,900,298
Total Non-Operating Deductions (net)	<u>(638,978)</u>	<u>(1,424,042)</u>	<u>(2,093,274)</u>
Net Income	(1,700,901)	(616,512)	1,807,024
Capital Contributions	<u>1,413,624</u>	<u>1,905,706</u>	<u>154,564</u>
Change in Net Assets	(287,277)	\$1,289,194	\$1,961,588

Net Revenues Available for Debt Service

	<u>2010</u>	<u>2011</u>	<u>2012</u>
Total Gross Revenue	\$115,265,625	\$127,486,725	\$140,997,371
Revenue Available for Coverage of Electric Revenue Bonds	23,685,462	28,802,271	36,312,427
Principal and Interest Payments	\$4,394,388	\$5,430,202	\$6,862,435
Debt Service Coverage	5.39	5.30	5.29

Litigation

There is no material pending litigation relating to the Department or its operations.

D. MJMEUC 2012 UNAUDITED FINANCIALS

MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY COMMISSION
STATEMENT OF NET POSITION
December 31, 2012

	<u>Unaudited</u>
ASSETS	
CAPITAL ASSETS	
Plant, buildings, and equipment in service	\$ 1,293,346,575
Construction work in progress	23,067,844
Total capital assets, net	1,316,414,419
RESTRICTED ASSETS	
Bond accounts cash and investments	132,900,770
Other cash and cash equivalents	18,422,717
Total restricted assets	151,323,487
OTHER ASSETS	
Certificate of deposit	6,592,637
Prepaid expenses	497,901
Contractual deposits	9,066,946
Regulatory assets	46,892,938
Total other assets	63,050,422
CURRENT ASSETS	
Cash and cash investments	22,992,629
Accounts receivable, net	10,629,782
Prepaid expenses	7,003,470
Fuel stock and material inventory	9,984,128
Restricted assets:	
Bond accounts, current portion	61,016,406
Total current assets	111,626,415
Total assets	\$ 1,642,414,743
LIABILITIES AND NET POSITION	
NON-CURRENT LIABILITIES	
Long-term debt, net of current maturities	\$ 1,514,607,602
Regulatory Liabilities	11,783,375
Unearned revenue	3,879,088
Total noncurrent liabilities	1,530,270,065
CURRENT LIABILITIES	
Accounts payable	13,339,183
Accrued payroll and payroll taxes	136,626
Unearned revenue	9,275,586
Current maturities, long-term debt	22,161,000
Payable from restricted assets:	
Accrued interest payable on debt	39,896,199
Total current liabilities	84,808,594
Total liabilities	1,615,078,659
Net position	
Net investment in capital assets	(62,979,595)
Restricted	40,047,226
Unrestricted	50,268,453
Total net position	27,336,084
Total liabilities and net position	\$ 1,642,414,743

MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY COMMISSION
STATEMENT OF INDIVIDUAL FUNDS NET POSITION
December 31, 2012
(Unaudited)

ASSETS	Alliance	General	MoPEP 1	Project Funds			Eliminations *	Total
	Fund	Fund	Pool	Plum Point	Iatan 2	Prairie State		
CAPITAL ASSETS								
Plant, buildings, and equipment in service	\$ 1,431,704	\$ 31,038	\$ 39,176,386	\$ 268,527,683	\$ 241,807,591	\$ 742,372,173	\$ -	\$ 1,293,346,575
Construction work in progress	-	-	17,518,325	116,608	492,085	4,940,826	-	23,067,844
Total capital assets, net	1,431,704	31,038	56,694,711	268,644,291	242,299,676	747,312,999	-	1,316,414,419
RESTRICTED ASSETS								
Bond accounts cash and investments	-	-	3,657,937	33,157,283	23,452,867	72,632,683	-	132,900,770
Other cash and cash equivalents	-	-	-	7,049,794	4,549,134	6,823,789	-	18,422,717
Total restricted assets	-	-	3,657,937	40,207,077	28,002,001	79,456,472	-	151,323,487
OTHER ASSETS								
Certificates of deposit	-	-	6,592,637	-	-	-	-	6,592,637
Prepaid expenses	-	-	-	-	497,901	-	-	497,901
Contractual deposits	-	-	2,117,705	2,601,242	648,999	3,699,000	-	9,066,946
Regulatory assets	-	-	15,030,057	16,533,929	8,005,122	7,323,830	-	46,892,938
Total other assets	-	-	23,740,399	19,135,171	9,152,022	11,022,830	-	63,050,422
CURRENT ASSETS								
Cash and cash investments	276,360	2,458,069	14,415,288	64,499	728,393	5,050,020	-	22,992,629
Accounts receivable, net	4,511	1,577,234	14,282,059	-	-	-	(5,234,022)	10,629,782
Prepaid expenses	9,247	37,393	814,394	3,596,727	368,090	2,877,386	(699,767)	7,003,470
Fuel stock and material inventory	-	-	-	5,232,971	2,053,484	2,697,673	-	9,984,128
Restricted assets:								
Bond accounts, current portion	-	-	1,414,617	14,982,985	13,281,544	31,337,260	-	61,016,406
Total current assets	290,118	4,072,696	30,926,358	23,877,182	16,431,511	41,962,339	(5,933,789)	111,626,415
Total assets	\$ 1,721,822	\$ 4,103,734	\$ 115,019,405	\$ 351,863,721	\$ 295,885,210	\$ 879,754,640	\$ (5,933,789)	\$ 1,642,414,743
LIABILITIES AND NET POSITION								
NON-CURRENT LIABILITIES								
Long-term debt, net of current maturities	\$ 1,299,000	\$ -	\$ 72,620,573	\$ 325,955,581	\$ 277,630,626	\$ 837,101,822	\$ -	\$ 1,514,607,602
Regulatory Liabilities	-	-	6,022,807	-	-	5,760,568	-	11,783,375
Unearned revenue	-	-	1,277,848	2,601,240	-	-	-	3,879,088
Total noncurrent liabilities	1,299,000	-	79,921,228	328,556,821	277,630,626	842,862,390	-	1,530,270,065
CURRENT LIABILITIES								
Accounts payable	27,741	3,030,735	7,102,992	89,187	2,060,446	3,988,322	(2,960,240)	13,339,183
Accrued payroll and payroll taxes	27,372	30,622	71,980	2,321	1,809	2,522	-	136,626
Unearned revenue	-	28,848	4,762,154	5,684,717	307,966	1,465,450	(2,973,549)	9,275,586
Current maturities, long-term debt	38,000	-	1,748,000	6,230,000	5,790,000	8,355,000	-	22,161,000
Payable from restricted assets:								
Accrued interest payable on debt	-	-	897,867	8,752,299	7,295,013	22,951,020	-	39,896,199
Total current liabilities	93,113	3,090,205	14,582,993	20,758,524	15,455,234	36,762,314	(5,933,789)	84,808,594
Total liabilities	1,392,113	3,090,205	94,504,221	349,315,345	293,085,860	879,624,704	(5,933,789)	1,615,078,659
Net position								
Net investment in capital assets	94,704	31,038	1,977,439	(26,404,789)	(15,651,526)	(23,026,461)	-	(62,979,595)
Restricted	-	-	523,385	13,289,390	11,019,111	15,215,340	-	40,047,226
Unrestricted	235,005	982,491	18,014,360	15,663,775	7,431,765	7,941,057	-	50,268,453
Total net position	329,709	1,013,529	20,515,184	2,548,376	2,799,350	129,936	-	27,336,084
Total liabilities and net position	\$ 1,721,822	\$ 4,103,734	\$ 115,019,405	\$ 351,863,721	\$ 295,885,210	\$ 879,754,640	\$ (5,933,789)	\$ 1,642,414,743

* The purpose of the eliminations are to remove interfund transactions to report consolidated balances in the total column.

MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY COMMISSION
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
Year Ended December 31, 2012

	Unaudited
OPERATING REVENUES	
Power sales and related charges	\$ 276,591,585
Transmission	7,947,890
Noncapital project cost reimbursements	118,536
Transfers from MAMU and MGCM	130,149
Conferences and member training	366,021
Other	234,787
Total operating revenues	285,388,968
OPERATING EXPENSES	
Pool and project expenses	
Power purchases	108,892,540
Member capacity and generation credits	13,969,389
Power generation	70,315,336
Transmission	15,697,346
Personnel services and staff support	1,037,490
Professional services	492,644
Rental and maintenance	211,188
SCADA communications	229,569
Net costs recoverable in future years	486,573
Depreciation	22,228,086
Other operating expenses	211,742
Conferences and member training	160,023
Administrative and general	1,728,889
Total operating expenses	235,660,815
Operating income (loss)	49,728,153
NONOPERATING REVENUES (EXPENSES)	
Investment return	792,464
Gain (loss) on disposal of property	273,130
Bond interest subsidy	3,440,684
Interest and fees expense	(49,464,206)
Net nonoperating revenues (expenses)	(44,957,928)
Increase in net position	4,770,225
Net position, beginning of year	22,565,859
Net position, end of year	\$ 27,336,084

MISSOURI JOINT MUNICIPAL ELECTRIC UTILITY COMMISSION
STATEMENT OF INDIVIDUAL FUNDS REVENUES, EXPENSES
AND CHANGES IN NET POSITION
Year Ended December 31, 2012
(Unaudited)

	Alliance	General	MoPEP 1	Project Funds			Eliminations *	Total
	Fund	Fund	Pool Fund	Plum Point	Iatan 2	Prairie State		
OPERATING REVENUES								
Power sales and related charges	\$ -	\$ -	\$ 177,364,349	\$ 49,625,523	\$ 32,426,514	\$ 45,484,407	\$ (28,309,208)	\$ 276,591,585
Transmission	-	853,854	6,758,245	-	335,791	-	-	7,947,890
Noncapital project cost reimbursements	-	-	-	-	-	118,536	-	118,536
Transfers from MAMU and MGCM	130,149	-	-	-	-	-	-	130,149
Conferences and member training	95,699	270,322	-	-	-	-	-	366,021
Other	17,050	161,348	225	48,357	-	7,807	-	234,787
Total operating revenues	<u>242,898</u>	<u>1,285,524</u>	<u>184,122,819</u>	<u>49,673,880</u>	<u>32,762,305</u>	<u>45,610,750</u>	<u>(28,309,208)</u>	<u>285,388,968</u>
OPERATING EXPENSES								
Power purchases	-	-	137,201,748	-	-	-	(28,309,208)	108,892,540
Member capacity and generation credits	-	-	13,969,389	-	-	-	-	13,969,389
Power generation	-	-	6,932,426	30,160,153	15,476,432	17,746,325	-	70,315,336
Transmission	-	833,494	14,528,030	-	335,822	-	-	15,697,346
Personnel services and staff support	190,021	527,264	608,858	202,402	129,209	97,021	-	1,754,775
Professional services	11,559	405,923	150,726	230,888	84,884	26,146	-	910,126
Rental and maintenance	54,710	1,063	177,814	17,751	5,662	9,961	-	266,961
Utilities	44,073	-	229,569	-	-	-	-	273,642
Conferences and member training	83,129	76,894	-	-	-	-	-	160,023
Depreciation	49,089	15,234	1,566,140	7,302,018	6,064,199	7,295,729	-	22,292,409
Net costs recoverable in future years	-	-	3,329,400	(4,681,993)	(4,171,629)	6,010,795	-	486,573
Other operating expenses	152,882	277,071	167,668	27,377	11,424	5,273	-	641,695
Total operating expenses	<u>585,463</u>	<u>2,136,943</u>	<u>178,861,768</u>	<u>33,258,596</u>	<u>17,936,003</u>	<u>31,191,250</u>	<u>(28,309,208)</u>	<u>235,660,815</u>
Operating income (loss)	<u>(342,565)</u>	<u>(851,419)</u>	<u>5,261,051</u>	<u>16,415,284</u>	<u>14,826,302</u>	<u>14,419,500</u>	<u>-</u>	<u>49,728,153</u>
NONOPERATING REVENUES (EXPENSES)								
Investment return	-	1,092	166,745	46,877	544,967	32,783	-	792,464
Gain on disposal of property	-	-	-	273,130	-	-	-	273,130
Bond interest subsidy	-	-	-	1,314,873	-	2,125,811	-	3,440,684
Interest and fees expense	(62,844)	(35,389)	(1,573,396)	(17,252,813)	(14,426,498)	(16,113,266)	-	(49,464,206)
Net nonoperating revenues (expenses)	<u>(62,844)</u>	<u>(34,297)</u>	<u>(1,406,651)</u>	<u>(15,617,933)</u>	<u>(13,881,531)</u>	<u>(13,954,672)</u>	<u>-</u>	<u>(44,957,928)</u>
OTHER FINANCING SOURCES (USES)								
Interfund operating transfers	459,007	933,208	(730,072)	(220,215)	(149,806)	(292,122)	-	-
Increase (decrease) in net position	53,598	47,492	3,124,328	577,136	794,965	172,706	-	4,770,225
Net position, beginning of period	276,111	966,037	17,390,856	1,971,240	2,004,385	(42,770)	-	22,565,859
Net position, end of period	<u>\$ 329,709</u>	<u>\$ 1,013,529</u>	<u>\$ 20,515,184</u>	<u>\$ 2,548,376</u>	<u>\$ 2,799,350</u>	<u>\$ 129,936</u>	<u>\$ -</u>	<u>\$ 27,336,084</u>

* The purpose of the eliminations are to remove interfund transactions to report consolidated balances in the total column.

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