

**EXHIBIT F**

**Memorandum of Understanding**



Commission Order No. 2014-293

Fourth Quarter Term 2014

## COMMISSION ORDER

STATE OF MISSOURI  
County of Franklin

} ss.

Friday, November 07, 2014  
Policy

**IN THE MATTER OF APPROVING AND  
AUTHORIZING EXECUTION OF A  
MEMORANDUM OF UNDERSTANDING  
WITH UNION ELECTRIC d/b/a AMEREN MISSOURI**

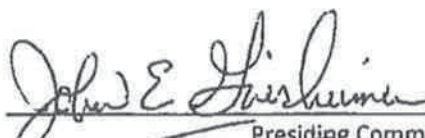

**WHEREAS**, there is currently pending before the Supreme Court of Missouri a Motion to Dismiss filed by Union Electric Company d/b/a Ameren Missouri: which, if successful, could result in Ameren Missouri not having to comply with the Planning & Zoning Regulations of Franklin County with regard to Utility Waste Landfills, and

**WHEREAS**, Ameren Missouri and Franklin County, as part of the pending litigation, have successfully negotiated a Memorandum of Understanding, a copy of which is attached hereto, whereby Ameren Missouri would voluntarily agree to comply with the County's regulations regarding Utility Waste Landfills, and

**WHEREAS**, the Franklin County Commission finds and determines that it is in the best interest of the citizens of Franklin County to participate in such Memorandum of Understanding any order to protect the benefits bestowed by virtue of the aforesaid regulations.

**IT IS THEREFORE ORDERED** by the County Commission of Franklin County that the above referenced Memorandum of Understanding is hereby approved and that the County Commissioners are authorized to execute said Memorandum on behalf of Franklin County.

**IT IS FURTHER ORDERED** that a copy of the Order and an executed copy of the Memorandum of Understanding be provided to Tim Tryniecki, attorney for Ameren Missouri; and to Mark S. Vincent, County Counselor.

  
Presiding Commissioner  
  
Commissioner of 1<sup>st</sup> District

\_\_\_\_\_  
Commissioner of 2<sup>nd</sup> District

## MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding ("Memorandum"), dated as of \_\_\_\_\_, 2014, by and between Union Electric Company d/b/a Ameren Missouri and Franklin County, Missouri, through its County Commission, describes the intent of the parties regarding the design and construction of a utility waste landfill located within Franklin County.

### RECITALS

- A. Ameren Missouri intends to construct a 167-acre utility waste landfill ("UWL") at 226 Labadie Power Plant Road on property owned by Ameren Missouri and adjacent to the Labadie Energy Center.
- B. The County has adopted amendments to the Franklin County Unified Land Use Regulations which contain various design criteria applicable to utility waste landfills. Said amendments (the "Landfill Ordinance") were adopted on or about October 25, 2011.
- C. The legality of the Landfill Ordinance and the conformity of the Ameren Missouri UWL design therewith have been subject to numerous legal challenges by opponents of the UWL, with two lawsuits currently pending: *Campbell et al v. County Commission of Franklin County*, Missouri, Supreme Court Case No. SC94339, commenced in the County Circuit Court in November, 2011 (the "Supreme Court Litigation"); and *Campbell et al v. Board of Zoning Adjustment of Franklin County*, Franklin County Circuit Court Case No. 14AB-CC00155, commenced in the County Circuit Court in July, 2014. Ameren Missouri has intervened as party to both matters. Said actions are collectively referred to as "the Litigation Challenges." The Supreme Court Litigation includes the question of whether Franklin County had or has authority to enact the Landfill Ordinance or otherwise prohibit or regulate Ameren Missouri's storage of coal ash at the UWL.
- D. On July 6, 2014, effective July 17, 2014, the Missouri Public Service Commission issued its Order granting Ameren's application for a certificate of convenience and necessity to expand the boundaries of the Labadie Energy Center so that it can construct and operate the UWL, over opposition of the parties who have brought the Litigation Challenges.
- E. As part of its application to the Missouri Department of Natural Resources (MDNR) for a Solid Waste Disposal Construction Permit for the UWL, Ameren Missouri has incorporated into its engineering design package, various requirements set forth by the County in its zoning amendments. Set forth below is a summary of the County's primary design requirements and the corresponding engineering submittal provided to MDNR:



### **County Requirements**

The landfill shall be constructed in cells; each cell shall be constructed with a composite liner consisting of 2 feet of clay or compacted soil

The bottom of the clay or soil component shall be 2 feet above the natural water table in the site area

The second (inner) component shall be constructed of a minimum 30-mil flexible membrane liner (FML)

The top of the UWL's exterior berm shall be equal to the 500 foot flood level

All exterior berms shall be constructed of concrete or cement based material

### **Engineering Drawing**

"Construction Permit Application for a Proposed Utility Waste Landfill, Franklin County, MO," Submitted Dec. 2013 (herein referred to as "CPA") and accompanying Drawings Sheets 1 through 18.

CPA, Appendix Z "Ground Water Demonstration"

CPA and accompanying Sheets 15, 16 and 17 and others

CPA, Section 2.8.3 and accompanying Sheet 19

Appendix J, Section 9.0 and accompanying Sheet 19

- F. MDNR has incorporated by reference into its Draft Final Solid Waste Disposal Area Construction Permit Number 0907101, Ameren Missouri's Construction Permit Application and Engineering Drawings Sheets 1 through 23.
- G. If the Missouri Supreme Court or another court rules that the County has no authority to prohibit or regulate the UWL, in entering into this Memorandum, Ameren Missouri states that it will comply with the design elements referenced above as well as adhere to the County's desire as evidenced in the Landfill Ordinance, and that the UWL will store only coal ash generated from the Labadie Energy Center and not from any other power plant.
- H. The County has undertaken extremely substantial expense and effort in enacting and enforcing the Landfill Ordinance, and defending the various legal and political challenges, including the Litigation Challenges.
- I. Representatives of the County and Ameren Missouri have signed this Memorandum as an expression of intent as to how the design of the UWL will proceed consistent with the County's objectives in the Landfill Ordinance, notwithstanding the final outcome of the Litigation Challenges.

**NOW, THEREFORE,** the parties agree as follows:

1. Upon final issuance of Solid Waste Disposal Permit No. 0907101 by MDNR, Ameren Missouri will construct the UWL in accordance with the terms of that permit, including the requirements of the County as referenced and designated in Recital Paragraphs E and F of this Memorandum and the other stated provisions of the Landfill Ordinance. In the event a court of competent jurisdiction rules that the County had and has no authority to prohibit or regulate the UWL, Ameren Missouri will not amend or modify the MDNR permit or current design so as not to comply with the stated requirements of the nullified Landfill Ordinance.
2. During the construction of the UWL, Ameren Missouri will reimburse the County for all mutually agreed upon oversight costs incurred by the County and/or its consultants in reviewing and observing the construction activities
3. The Parties intend to meet and discuss a mutually acceptable scope of review and oversight to be performed by the County and reimbursement by Ameren Missouri. Such oversight shall be limited to observing the construction activities and will not include review and approvals performed by MDNR.

**IN WITNESS WHEREOF**, the County Commission and Ameren Missouri have executed this Memorandum as of the date first written above.

**AMEREN MISSOURI**

By: C.A. Iselin  
Name: Christopher A. Iselin  
Title: Sr. Vice President

**FRANKLIN COUNTY**

By: John E. Griesheimer  
Name: John Griesheimer  
Title: Presiding Commissioner

By: T. B. [Signature]  
Name: \_\_\_\_\_  
Title: Commissioner, District 1

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By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Commissioner, District 2