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February 28, 2019

**VIA FEDERAL EXPRESS**

Ms. Gwen R. Pinson  
Executive Director  
Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

**RECEIVED**

**MAR 01 2019**

**PUBLIC SERVICE  
COMMISSION**

**RE: *BIG RIVERS ELECTRIC CORPORATION'S FILING  
OF WHOLESALE CONTRACT AMENDMENTS PURSUANT TO  
KRS 278.160, KRS 278.180, AND 807 KAR 5:011 Section 13***

Dear Ms. Pinson:

Enclosed for filing on behalf of Big Rivers Electric Corporation ("*Big Rivers*") pursuant to KRS 278.160, 278.180, and 807 KAR 5:011 Section 13 are an original and ten copies of this letter and each of the following wholesale power agreement amendments (the "*2019 Amendments*"):

- Amendment No. 3 dated as of January 1, 2019, to Market Based Rate Partial and Full Requirements Agreement dated as of December 31, 2013, by and between Big Rivers and City of Wakefield, Nebraska; and
- Amendment No. 3 dated as of January 1, 2019, to Market Based Rate Partial and Full Requirements Agreement dated as of December 20, 2013, by and between Big Rivers and City of Wayne, Nebraska.

For the convenience of the Public Service Commission ("*Commission*") in reviewing these amendments, Big Rivers also encloses an original and ten copies of (i) the Market Based Rate Partial and Full Requirements Agreement with the City of Wakefield (the "*Wakefield Agreement*"); (ii) Amendment No. 2 to the Wakefield Agreement; (iii) the Market Based Rate Partial and Full Requirements Agreement with the City of Wayne (the "*Wayne Agreement*"); and (iv) Amendment No. 2 to the Wayne Agreement. The Wakefield Agreement and the Wayne Agreement were approved by the Commission on July 21, 2015. Amendment No. 2 to each agreement was approved by the Commission on July 14, 2017 (the "*2017 Amendments*").

Please note that Big Rivers also entered into an Amendment No. 1 to both the Wakefield Agreement and the Wayne Agreement. The purpose of Amendment No. 1 was to satisfy the Rural Utilities Service's requirements regarding assignments.

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Big Rivers filed Amendment No. 1 to each agreement in Case No. 2014-00134, they were approved by the Commission on July 21, 2015, and Big Rivers is not reproducing them as part of this filing.

Because the Wakefield and Wayne Agreements, the 2017 Amendments, and the 2019 Amendments contain highly confidential business terms, Big Rivers is seeking protection of those confidential business terms in a petition for confidential treatment, an original and ten copies of which are enclosed with this letter. Also enclosed is a separate, sealed envelope containing the pages containing the confidential information, with the confidential information highlighted in yellow ink.

Please confirm the Commission's receipt of this information by placing the Commission's date stamp on the enclosed additional copy and returning it to Big Rivers in the self-addressed, postage paid envelope provided; and please feel free to contact me with any questions you may have about this filing.

Sincerely,



Tyson Kamuf  
Corporate Attorney,  
Big Rivers Electric Corporation  
tyson.kamuf@bigrivers.com

Enclosures