

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

In the Matter of the Application of Ameren Transmission)
Company of Illinois for Other Relief or, in the Alternative,)
a Certificate of Public Convenience and Necessity)
Authorizing it to Construct, Install, Own, Operate,) File No. EA-2015-0146
Maintain and Otherwise Control and Manage a)
345,000-volt Electric Transmission Line from Palmyra,)
Missouri, to the Iowa Border and Associated Substation)
Near Kirksville, Missouri.¹)

APPLICATION

COMES NOW Ameren Transmission Company of Illinois (ATXI), by and through its counsel, pursuant to section 393.170 RSMo (2000), 4 CSR 240-2.060 and 4 CSR 240-3.105, for its conditional application to the Missouri Public Service Commission (Commission) for a certificate of convenience and necessity (CCN) authorizing it to construct, install, operate, control, manage and maintain a new 345,000 volt (345-kV) electric transmission line running generally from Palmyra, Missouri, and extending westward to a new substation located near Kirksville, Missouri, and a new 345-kV transmission line extending from the new substation north to the Iowa border, and a 2.2-mile 161,000 volt (161-kV) connector line from the new substation to an interconnection with the existing Adair substation owned by Union Electric Company d/b/a Ameren Missouri; or, alternatively, for an order declining jurisdiction in this matter on the grounds that the Commission does not have jurisdiction over ATXI because ATXI is not a “public utility” under Missouri law. In support of its application, ATXI respectfully states as follows:

APPLICANT

1. ATXI is a corporation organized under the laws of Illinois with its principal office at 1901 Chouteau Avenue, St. Louis, Missouri 63103. ATXI is duly authorized to do business in

¹ The project for which the CCN is sought in this case also includes a 161,000-volt line connecting to the associated substation to allow interconnection with the existing transmission system in the area.

Missouri. A certified copy of ATXI's Certificate of Corporate Good Standing in Illinois and a certified copy of its Authority to Conduct Business in the State of Missouri are attached hereto as **Appendix A** and **Appendix B**, respectively.

2. ATXI is engaged in the construction, ownership, and operation of interstate transmission lines that transmit electricity for the public use and a part of such transmission lines that ATXI intends to construct, own, and operate will be located in Missouri; however, ATXI neither provides retail electric service to the general public in Missouri nor serves any retail service territory in Missouri. In addition, ATXI does not manufacture, sell or distribute electricity for light, heat or power either within or outside Missouri.

3. ATXI states that it has no pending actions or final unsatisfied judgments or decisions against it from any state or federal court or agency within the past three (3) years which involve customer service or rates. ATXI has no annual reports or assessment fees that are overdue.

4. All correspondence, communications, notices, orders and decisions of the Commission with respect to this matter should be sent to:

James B. Lowery, Mo. Bar #40503
Michael R. Tripp, Mo. Bar #41535
SMITH LEWIS, LLP
P.O. Box 918
Columbia, MO 65205-0918
(T) 573-443-3141
(F) 573-442-6686
lowery@smithlewis.com
tripp@smithlewis.com

and

Jeffrey K. Rosencrants, Mo. Bar #67605
Senior Corporate Counsel
Ameren Services Company
One Ameren Plaza

1901 Chouteau Avenue
P.O. Box 66149 (MC 1310)
St. Louis, MO 63166-6149
(T) (314) 554-3955
(F) (314) 554-4014
JRosencrants@ameren.com

PROJECT DESCRIPTION AND NEED

5. ATXI proposes to construct, install, own, operate, control, manage and maintain in Missouri a 345-kV electric transmission line approximately 95 miles in length and running generally from a substation near Palmyra, Missouri, and extending through Marion, Shelby, Knox and Adair counties to a new substation located near Kirksville, Missouri (the Zachary Substation), and proceeding through Schuyler County, Missouri, to a connection point on the Iowa border, together with a 2.2-mile 161-kV connector line from the Zachary Substation to Ameren Missouri's existing Adair substation. The 345-kV transmission line conductors will be supported primarily by single-shaft, self-supported steel pole structures 90-130 feet in height, with typical spans of 850 feet, and for the majority of the route will be erected within a 150-foot right-of-way. The 161-kV transmission line conductors will also be supported primarily by single-shaft, self-supported steel pole structures 70-100 feet in height, with typical spans of 600 feet, and for a majority of the route will be erected within a 100-foot right-of-way. Drawings of the steel structures which are contemplated for the 345-kV and 161-kV segments are attached as

Appendix C.

6. The new transmission line consisting of the 345-kV and 161-kV line segments, and which includes the Zachary Substation (collectively, the Mark Twain Project or Project), is a Midcontinent Independent System Operator, Inc. (MISO)-approved multi-value project (MVP). As defined by MISO, the portfolio MVPs are transmission "[p]rojects providing regional public

policy, reliability and/or economic benefits”² through increased market competition and delivery of lower cost generation.

TRANSMISSION LINE ROUTE

7. A depiction of the proposed route of construction of the line and proposed location for the new substation is found on the map attached as **Appendix D**. The plans and specifications for construction of the proposed Mark Twain Project are being developed and will be provided once they are complete.³

8. A list of electric and telephone lines of regulated and nonregulated utilities, railroad tracks and underground facilities, as defined in section 319.015, RSMo., which the proposed construction may cross is attached to this Application as **Appendix E**.

9. ATXI will provide all required approvals or seek an appropriate waiver prior to the granting of the authority sought, as provided by 4 CSR 240-3.105(2). A list of agencies that ATXI has contacted with regard to the Project is contained in **Appendix F**.

PROJECT COSTS

10. The estimated cost for construction of the Mark Twain transmission line, including the Zachary Substation is approximately \$224 million. A breakdown of the estimated costs by category is contained on **Appendix G**.

11. ATXI intends to finance the Project using a combination of equity, short-term and long-term debt, and cash from operations.

² MISO’s study is contained in a report (“MISO Transmission Expansion Plan 2011” or “MTEP 11”) that is publicly available at <https://www.misoenergy.org/Planning/TransmissionExpansionPlanning/Pages/MTEP11.aspx>; the quote above is found at p. 4 of the report.

³ See 4 CSR 240-3.105(2).

PUBLIC CONVENIENCE AND NECESSITY

12. There is a need for the transmission capacity to be provided by the Mark Twain Project, and the Project is in the public interest in that it will provide for the integration of wind energy in Missouri to increase the amount of electricity available from renewable resources, including wind energy that would be transported to aid Missouri public utilities in complying with Missouri's Renewable Energy Standard, section 393.1020, RSMo., *et seq.* The Project is also part of improvements to the regional transmission system under MISO's functional control and will improve the overall reliability of the regional transmission system and reduce transmission system congestion. The Project will provide the additional benefit of providing a remedy to several reliability issues which can result in unacceptable low voltage conditions in the Kirksville area.

13. Moreover, the proposed Project is economically feasible and in the public interest. A MISO study performed in 2011 indicated that customers in MISO Local Resource Zone 5 (which consists almost entirely of load served by Ameren Missouri) will receive benefits that are at least 1.8 times (and as much as 3.2 times) the transmission charges that would be reflected in the rates they pay Ameren Missouri that arise from the MVPs.⁴ MISO performed an updated study in 2014 and determined that Ameren Missouri customers will receive benefits that are at least 2.3 times (and as much as 3.3 times) the transmission charges that will be reflected in the rates that customers in Local Resource Zone 5 will pay.⁵

14. ATXI has the financial ability to construct the proposed Project.

⁴ *MTEP11 Report*, at p. 8.

⁵ The MTEP14 MVP Triennial Review report may be accessed at <https://www.misoenergy.org/Planning/TransmissionExpansionPlanning/Pages/MVPAnalysis.aspx>. The financial analysis is found on p. 8 of the report.

15. ATXI is qualified to provide the proposed service and is now developing and constructing a variety of interstate electric transmission projects.

16. The foregoing facts demonstrate that the issuance of a CCN authorizing ATXI to construct, own, operate, manage and maintain the facilities included in the Project is required by the public convenience and necessity.

ATXI TESTIMONY

17. Support for this filing is provided in the direct testimony of the following witnesses:

- a. Maureen A. Borkowski: Ms. Borkowski, President of ATXI, provides an overview of ATXI and the Project.
- b. Douglas J. Brown: Mr. Brown, a Real Estate Manager for Ameren Services Company, describes the real estate acquisition anticipated for the Project.
- c. David Endorf: Mr. Endorf, a Principal Engineer for Ameren Services Company, describes the design considerations for the proposed transmission line and related substation.
- d. Geoffrey J. D. Hewings, Ph.D.: Dr. Hewings, Director of the Regional Economic Applications Laboratory at the University of Illinois, describes the economic benefits to Missouri which derive from the construction of the proposed transmission line.
- e. James Jontry: Mr. Jontry, a Project Manager for Ameren Services Company, addresses the management and supervision of construction of the Project, the project schedule, and the anticipated cost of the Project.

- f. Dennis D. Kramer: Mr. Kramer, Senior Director of Transmission Planning, Policy and Stakeholder Relations for Ameren Services Company, describes the MVP benefits associated with the Project.
- g. Todd Schatzki, Ph.D.: Dr. Schatzki, Vice President of Analysis Group, Inc., describes his study of the economic and environmental effects of the Project on wholesale energy markets in Missouri and the region.
- h. Christopher J. Wood: Mr. Wood, a Project Manager with Burns & McDonnell Engineering Company, Inc., describes the route selection process, selection of the final proposed route, and ATXI's public involvement efforts related to the Project.

OTHER MATTERS

18. ATXI requests that the Commission approve this application at its earliest convenience, with an approval order effective no later than January 31, 2016. An effective order is necessary by that date so that ATXI may proceed with required right-of-way acquisition and, in turn, timely begin⁶ construction so that the in-service date established by the MISO (November 2018) can be met. ATXI further requests that the Commission schedule a prehearing conference to occur as soon as possible after the close of the intervention period to be established, and order the parties to propose a procedural schedule that will allow the Commission to issue an order effective no later than January 31, 2016.

19. ATXI filed a 60-day notice of this application as required by 4 CSR 240-4.020(2) on December 9, 2014.

⁶ While ATXI does not believe approval of its application is necessary in order for it to obtain necessary right-of-way, ATXI is aware that others may disagree and believes it is prudent to obtain the Commission's approval before it proceeds with significant right-of-way acquisition activities.

20. Because ATXI will not provide retail service to end-use customers and will not be rate-regulated by the Commission, ATXI requests that the Commission waive the rate schedule filing requirement of 4 CSR 240-3.145, the annual reporting requirement of 4 CSR 240-3.165, the depreciation study requirement of 4 CSR 240-3.175, and the reporting requirements of 4 CSR 240-3.190(1), (2) and 3(A)-(D) for good cause. ATXI agrees to file with the Commission the annual report it files with FERC.

21. By filing this Application, ATXI does not consent to the jurisdiction or authority of the Commission, and reserves its right to seek judicial review of such assertion of jurisdiction or authority should the Commission choose to assert authority or jurisdiction rather than dismissing this Application.

WHEREFORE, ATXI prays that the Commission issue an order effective no later than January 31, 2016, that either dismisses this Application because the Commission does not have jurisdiction over ATXI based upon the finding that ATXI is not a public utility under Missouri law, or, alternatively, grants ATXI a certificate of convenience and necessity to construct, install, own, operate, control, manage, and maintain the Mark Twain Project described herein, as described above and depicted on **Appendix D**, in northeastern Missouri.

Respectfully submitted,

/s/ James B. Lowery _____

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Michael R. Tripp, Mo. Bar #41535

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(F) (314) 554-4014
JRosencrants@ameren.com

*Attorneys for Ameren Transmission Company of
Illinois*

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the public version of the foregoing Application has been e-mailed, this 29th day of May, 2015, to the Missouri Public Service Commission Staff and to the Office of the Public Counsel.

/s/ James B. Lowery _____
**An Attorney for Ameren Transmission
Company of Illinois**

VERIFICATION

I, Maureen A. Borkowski, of lawful age, being duly sworn, depose and say that I serve as the President of Ameren Transmission Company of Illinois; that I have knowledge of the facts stated in the foregoing Application; that I certify that said facts are true to the best of my knowledge, information and belief.



Maureen A. Borkowski

Subscribed and sworn to before me this 28 day of May, 2015.



Notary Public



APPENDICES

Appendix A	ATXI Certificate of Corporate Good Standing in Illinois
Appendix B	ATXI Authority to Conduct Business in Missouri
Appendix C	Drawing/Diagram of Steel Monopoles
Appendix D	Map of Route for Proposed Transmission Line
Appendix E	4 CSR 240-3.105(1)(B)1 Listing
Appendix F	List of Agencies Contacted
Appendix G	Estimated Cost of the Project



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

AMEREN TRANSMISSION COMPANY OF ILLINOIS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MARCH 02, 2006, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
*my hand and cause to be affixed the Great Seal of
the State of Illinois, this 28TH
day of JANUARY A.D. 2015 .*

Jesse White

Authentication #: 1502802280

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE

STATE OF MISSOURI



Jason Kander
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

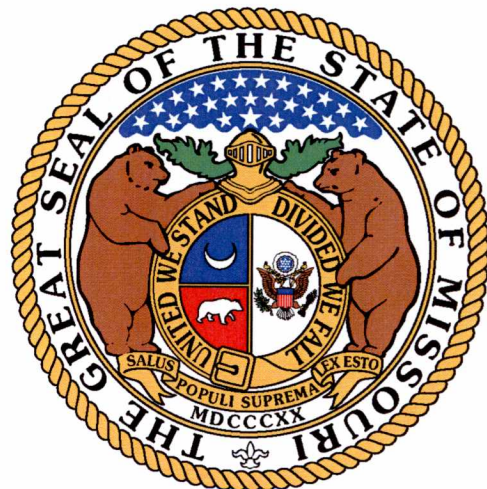
AMEREN TRANSMISSION COMPANY OF ILLINOIS
F01245931

I, JASON KANDER, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 28th day of January, 2015.


Secretary of State

Certification Number: CERT-01282015-0035





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
F01245931
Date Filed: 08/01/2012
Robin Carnahan
Secretary of State

**Application for Certificate of Authority
For a Foreign For-Profit Corporation**
(Submit with filing fee of \$155.00)

- The corporation's name is Ameren Transmission Company of Illinois
and it is organized and existing under the laws of Illinois
- The name it will use in Missouri is Ameren Transmission Company of Illinois
- The date of its incorporation was 03/02/2006, and the period of its duration is perpetual
month/day/year
- The address of its principal place of business is 1901 Chouteau Avenue, St. Louis, MO 63103
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
Kenneth L. Schmidt 500 East Independence Drive, Union, MO 63084
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are: See attachment

7. The name of its officers and directors and their business addresses are as follows:

Officers	Name	Address	City/State/Zip
President	<u>Maureen A. Borkowski</u>	<u>1901 Chouteau Avenue, St. Louis, MO</u>	<u>63103</u>
Vice President	<u>Martin J. Lyons, Jr.</u>	<u>1901 Chouteau Avenue, St. Louis, MO</u>	<u>63103</u>
Secretary	<u>Gregory I. Nelson</u>	<u>1901 Chouteau Avenue, St. Louis, MO</u>	<u>63103</u>
Treasurer	<u>Jerre E. Birdsong</u>	<u>1901 Chouteau Avenue, St. Louis, MO</u>	<u>63103</u>
Asst. Secretary	<u>Craig W. Stensland</u>	<u>1901 Chouteau Avenue, St. Louis, MO</u>	<u>63103</u>
Board of Directors			
Director	<u>Maureen A. Borkowski</u>	<u>same as above</u>	
Director	<u>Daniel F. Cole</u>	<u>same as above</u>	
Director	<u>Mark C. Lindgren</u>	<u>same as above</u>	
Director	<u>Martin J. Lyons, Jr.</u>	<u>same as above</u>	
Director	<u>Gregory I. Nelson</u>	<u>same as above</u>	
Director	<u>Dennis W. Weisenborn</u>	<i>(Please see next page)</i>	

Name and address to return filed document:

Name: Craig W. Stensland

Address: 1901 Chouteau Avenue

City, State, and Zip Code: St. Louis, MO 63103

State of Missouri
Creation - General Business - Foreign 4 Page(s)



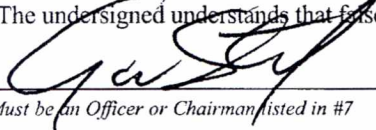
T1221418003

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

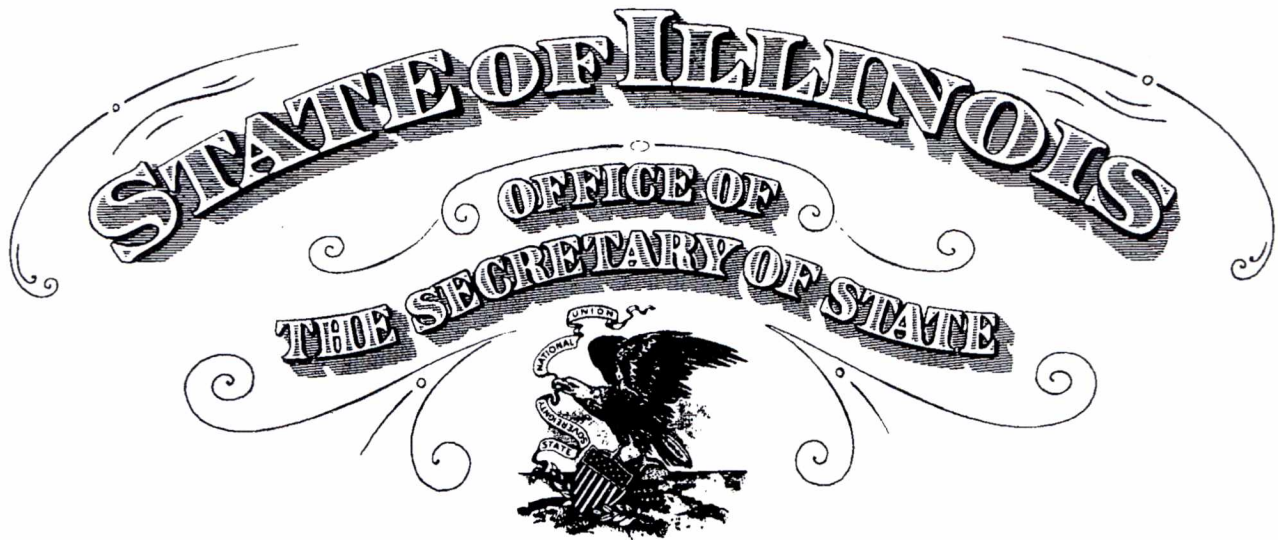
	Craig W. Stensland	Assistant Secretary	8/11/2012
<i>Must be an Officer or Chairman listed in #7</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

Attachment to Application for Certificate of Authority
For a Foreign For-Profit Corporation

6. The specific purpose(s) of its business in Missouri are:

The transaction of lawful business for which corporations may be incorporated, including to develop, own, construct, acquire, lease and otherwise deal with, in the public interest and for public use, electric transmission, which includes equipment, property, interests in real estate, lines, towers and all appurtenances and equipment related thereto, and to acquire and maintain, where required, licenses, permits and all other rights regarding the same, except that the corporation will not engage in the generation, distribution or sale of electricity to the general public or otherwise furnish retail electricity to the general public or serve any retail service territory.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

AMEREN TRANSMISSION COMPANY OF ILLINOIS, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON MARCH 02, 2006, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



Authentication #: 1217801974

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 26TH
day of JUNE A.D. 2012 .

Jesse White

SECRETARY OF STATE

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

AMEREN TRANSMISSION COMPANY OF ILLINOIS
F01245931

using in Missouri the name

AMEREN TRANSMISSION COMPANY OF ILLINOIS

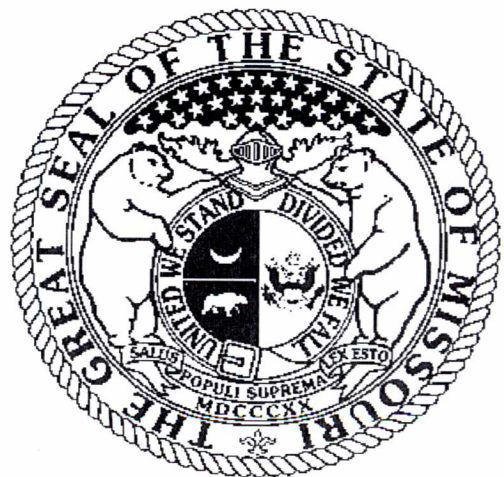
has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Illinois.

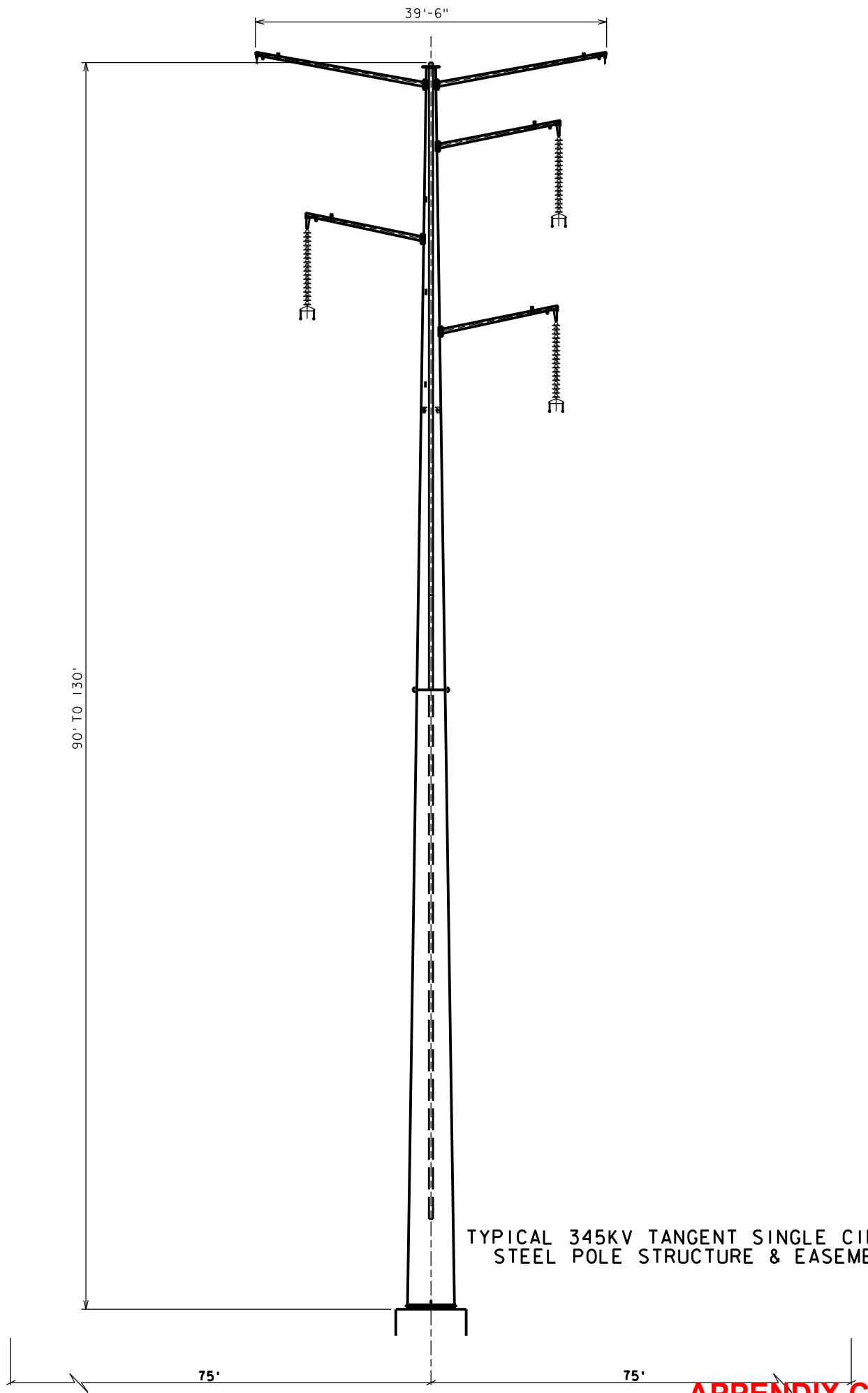
NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
1st day of August, 2012.

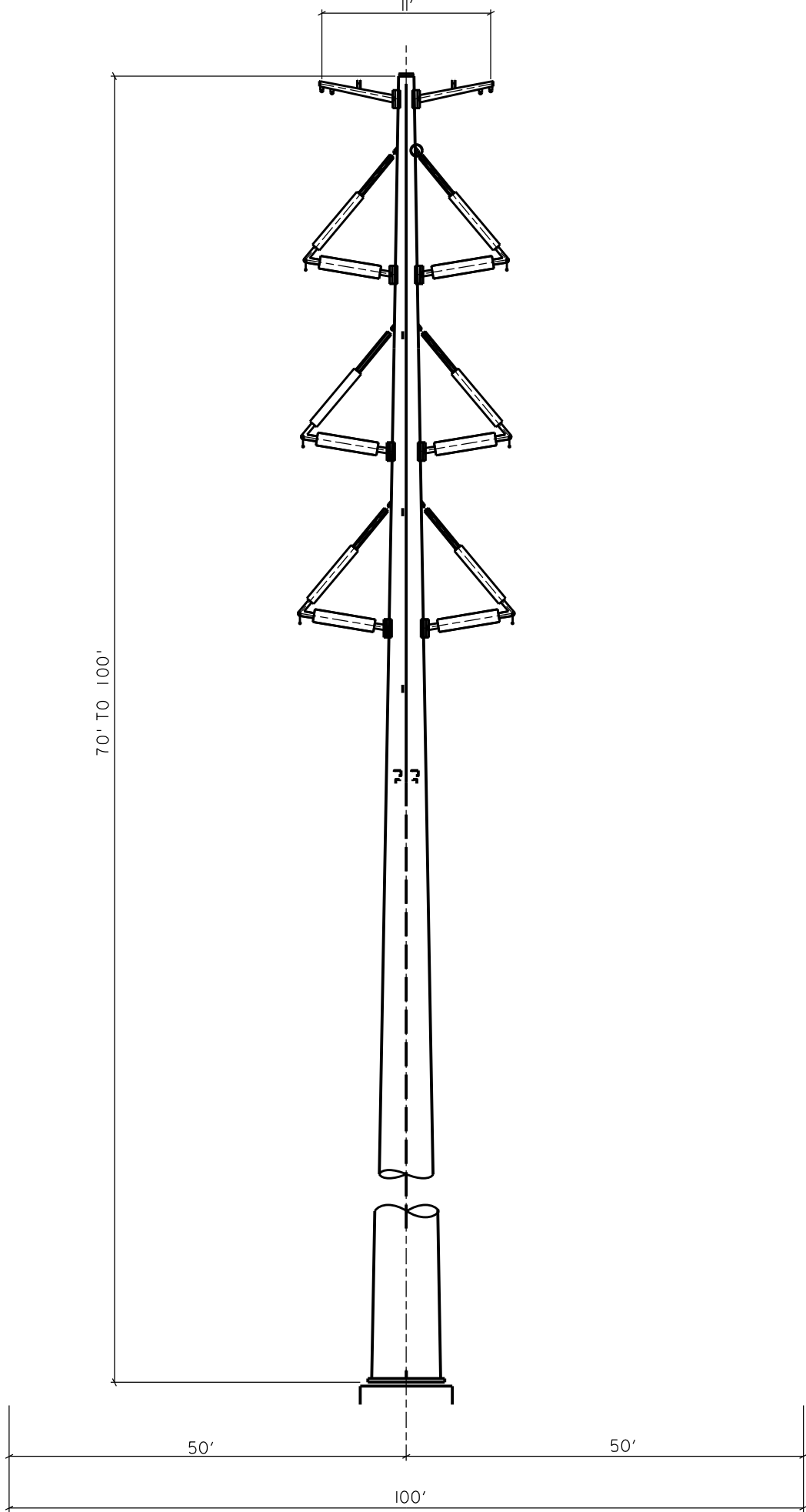
Robin Carnahan

Secretary of State

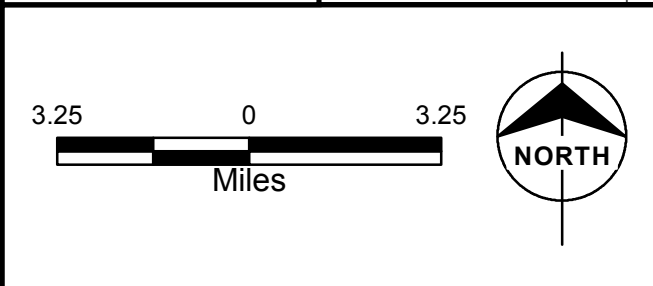
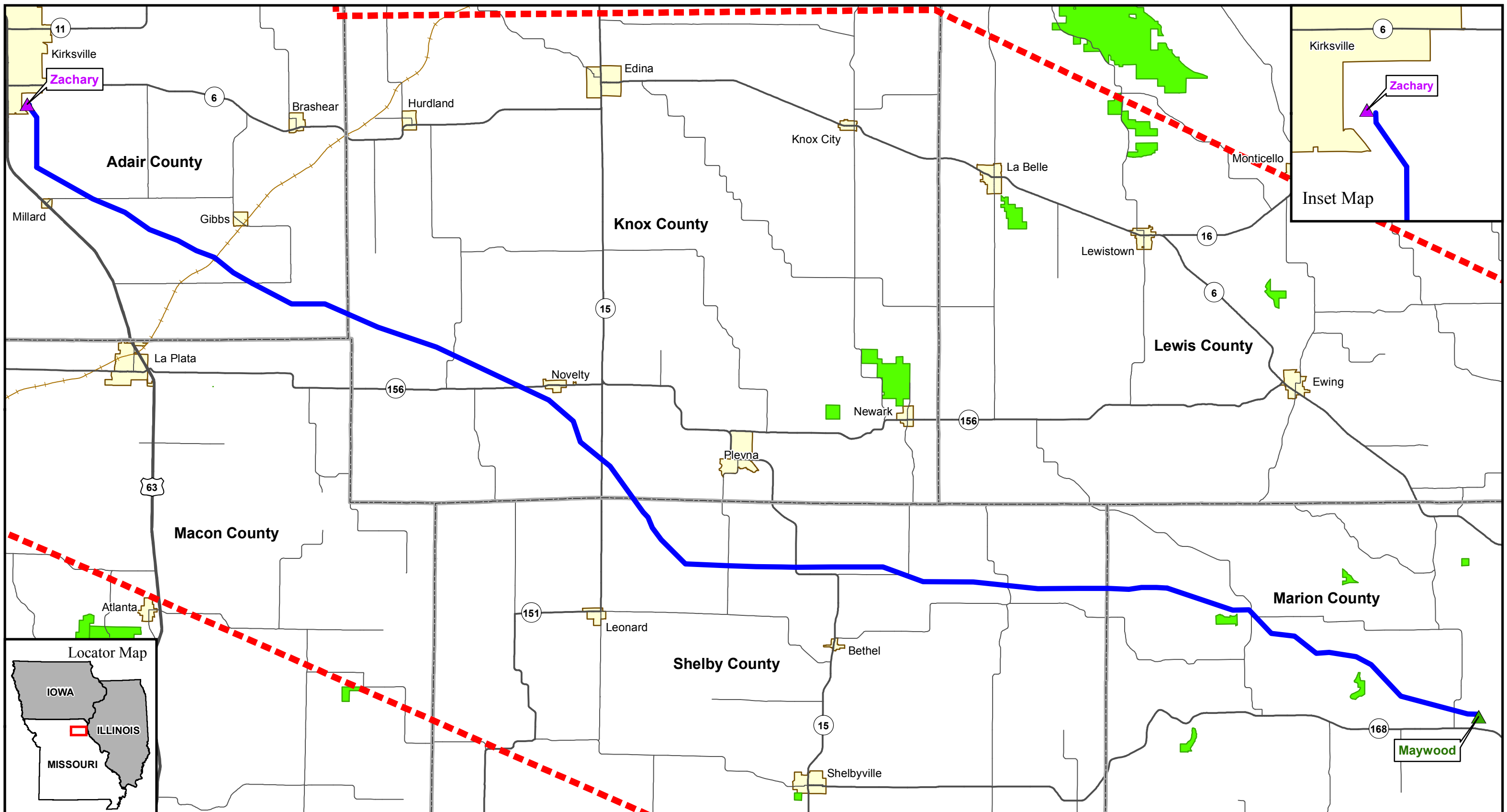




TYPICAL 345KV TANGENT SINGLE CIRCUIT
STEEL POLE STRUCTURE & EASEMENT



TYPICAL 161KV TANGENT DOUBLE CIRCUIT **APPENDIX C**
STEEL POLE STRUCTURE & EASEMENT



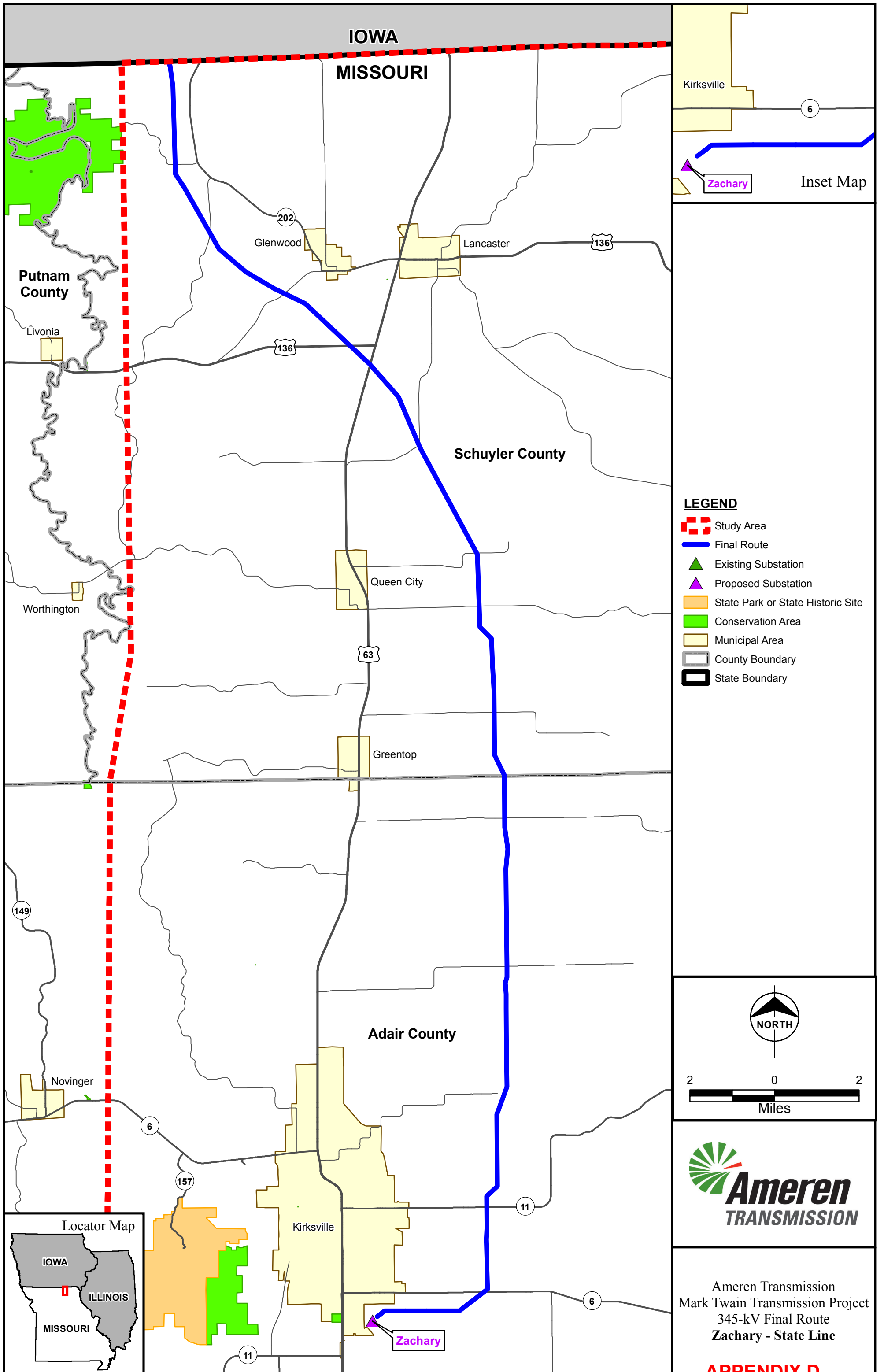
LEGEND

Study Area	State Park or State Historic Site
Final Route	Conservation Area
Existing Substation	Municipal Area
Proposed Substation	County Boundary



Ameren Transmission
 Mark Twain Transmission Project
 345-kV Final Route
 Maywood - Zachary

Source: MSDIS; Esri; Ameren; Burns & McDonnell Engineering.



IOWA
MISSOURI

Kirksville

6

Zachary

Inset Map

Putnam County

Livonia

202

Glenwood

Lancaster

136

136

Schuyler County

Queen City

63

Greentop

Adair County

Novinger

6

157

Kirksville

Zachary

6

LEGEND

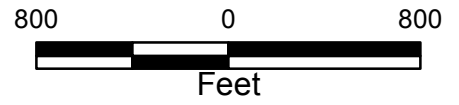
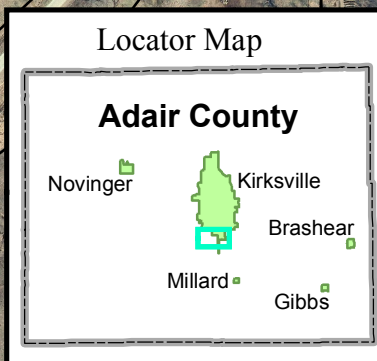
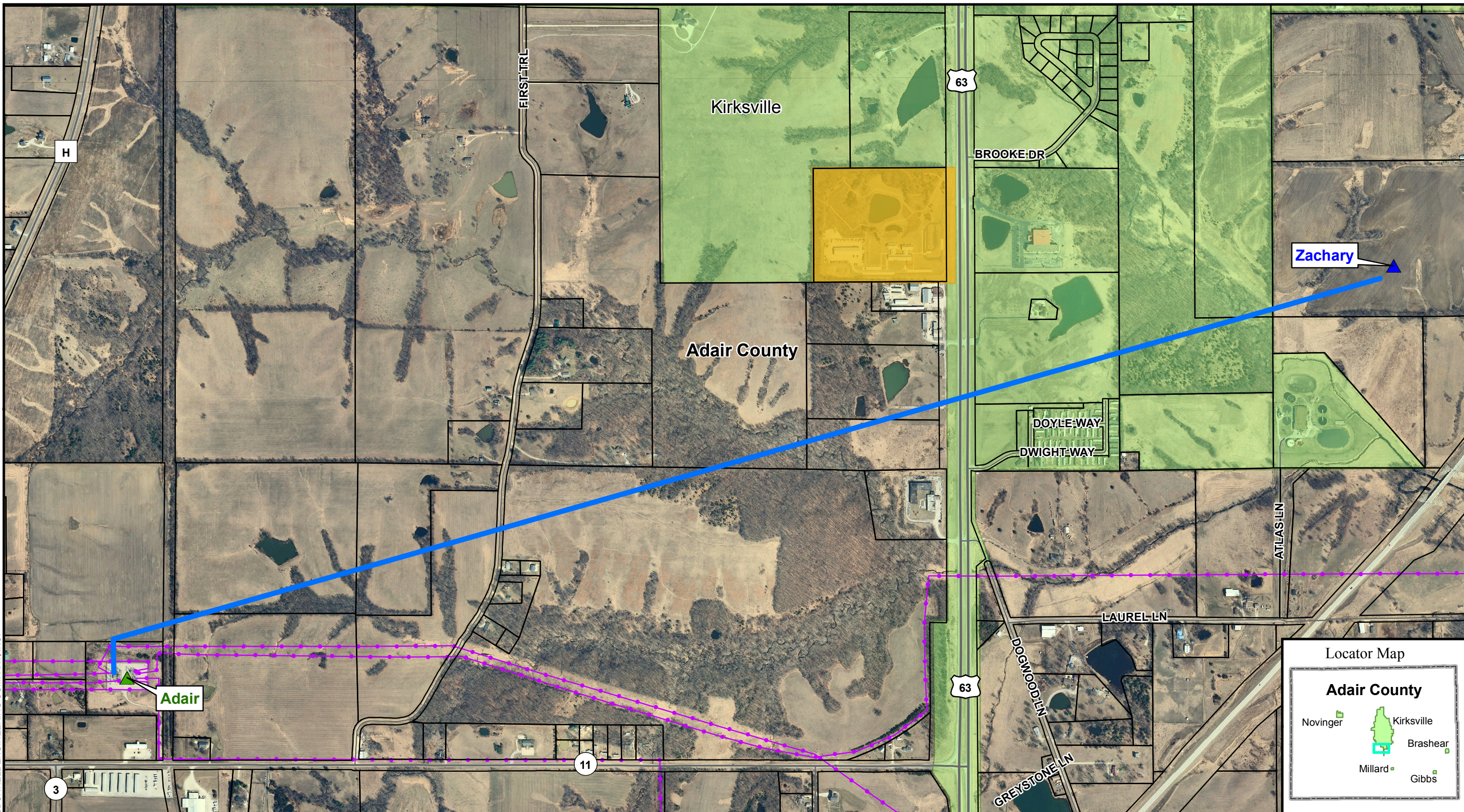
- Study Area
- Final Route
- Existing Substation
- Proposed Substation
- State Park or State Historic Site
- Conservation Area
- Municipal Area
- County Boundary
- State Boundary







Ameren Transmission
Mark Twain Transmission Project
345-kV Final Route
Zachary - State Line



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COPYRIGHT © 2010 BURNS & McDONNELL ENGINEERING COMPANY, INC.



LEGEND

-  Final Route
-  Existing Substation
-  Proposed Substation
-  Existing Transmission Lines
-  Conservation Area
-  Parcel Boundary Lines
-  Municipal Area
-  County Boundary



Ameren Transmission
Mark Twain Transmission Project
161-kV Connector Line
Final Route

APPENDIX D
Revised May 21, 2015

Source: MSDIS; Esri; Ameren; City of Kirkville; Burns & McDonnell Engineering.

4 CSR 240-3.105(1)(B)1 Listing

COMPANY NAME
DISTRIBUTION
Ameren Missouri Electric
Macon County Electric Cooperative
Lewis County Electric Cooperative
Ralls County Electric Cooperative
Missouri Rural Electric Cooperative
Tri County Electric Cooperative
CITY MUNICIPALS
Adair County Public Water Supply District 1
Knox County Public Water Supply District 1
Clarence Cannon Wholesale Water Commission
Schuyler County Public Water Supply District 1
Hannibal Board of Public Works
Marion County Public Water Supply District 1
Shelby County Public Water Supply District 1
TELEPHONE & CATV
AT&T
MNA-Bluebird
Northeast Missouri Rural Telephone
Superior Cable and Data
Mark Twain Rural Telephone
Cable One
Century Link
GAS COMPANIES
Liberty Utilities
GAS PIPELINE COMPANIES
Enbridge Energy
Sinclair Transportation Company
BP Pipeline North America
Enterprise/Mid-America Pipeline
RAILROADS
BNSF Railway

List of Agencies Contacted

Federal Aviation Administration
Federal Emergency Management Agency
U.S. Army Corps of Engineers
U.S. Department of Agriculture, Natural Resource Conservation Service
U.S Fish and Wildlife Service

Missouri Department of Agriculture
Missouri Department of Conservation
Missouri Department of Natural Resources
Missouri Department of Transportation
Missouri State Historic Preservation Office

Estimated Cost Breakdown for Mark Twain Project

Item	Cost
Maywood to Zachary to Iowa 345-kV Line	\$192.5M
Zachary Substation	\$27.0M
Zachary to Adair 161-kV Connector Line	\$2.6M
Modifications to Adair Substation	\$1.9M
TOTAL	\$224M