BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Ameren Transmission Company of Illinois for a Certificate of Convenience and Necessity under Section 393.170.1, RSMo and Approval to Transfer an Interest in Transmission Assets Under 393.190.1, RSMo relating to Transmission Investments in Northwest and Northeast Missouri.	)))))))))	File No. EA-2024-0302

APPLICATION

COMES NOW Ameren Transmission Company of Illinois (ATXI) and: (1) pursuant to Section 393.170.1, RSMo, 20 CSR 4240-2.060, and 20 CSR 4240-20.045, makes this 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: (i) approximately 44 miles of 345 kV transmission line, in two segments, in Worth, Gentry, and DeKalb counties, and a new 345 kV substation named Denny in DeKalb county, referred to as the Fairport-Denny-Iowa/Missouri border (FDIM) Project; and (ii) approximately 9 miles of 345 kV transmission line in Marion county between ATXI's existing Maywood Substation near Palmyra, Missouri, and the Mississippi River Illinois/Missouri border, including upgrades to the Maywood Substation, referred to as the Maywood-Mississippi River Crossing (MMRX) Project; and (2) pursuant to Section 393.190.1, RSMo, 20 CSR 4240-2.060, and 20 CSR 4240-10.105, makes this application to the Commission for permission and authority to transfer an undivided 49% interest in the transmission facilities for the FDIM Project, excluding the land for the Denny Substation, to the Missouri Joint Municipal Electric Utility Commission ("MJMEUC") shortly before the FDIM Project is placed into service.

The FDIM and MMRX Projects constitute the first phase (Phase 1) of the Northern Missouri Grid Transformation Program (the Program), which represents the Missouri jurisdictional portion of 3 of the 18 Multi-Value Projects (MVPs) approved by the Midcontinent Independent System Operator, Inc. (MISO) as part of its Long Range Transmission Planning (LRTP) Tranche 1 Portfolio incorporated into the 2021 MISO Transmission Expansion Plan (MTEP21). The FDIM and MMRX Projects (collectively, the Phase 1 Projects or Projects), as part of the Program and LRTP Tranche 1 Portfolio, address system constraints and add needed transmission capacity to the grid. The added capacity helps ensure grid reliability and resiliency and promotes access across the region to and by a diversifying energy resource mix, in turn reducing costs both for generators and the electric consuming public in Missouri. The requested transfer permission and related approvals will enable ATXI to provide the benefits of the Phase 1 Projects to Missouri electricity customers at a lower cost than if the permission were not granted because it allows the use of a collaborative effort and cost sharing arrangement with MJMEUC.

I. The Applicant

1. ATXI is a corporation organized under the laws of Illinois with its principal office at 1901 Chouteau Avenue, St. Louis, Missouri 63103. It is a wholly owned subsidiary of Ameren Corporation (Ameren). ATXI is duly authorized to do business in Missouri. A certified copy of ATXI's Authority to Conduct Business in the State of Missouri is attached to this Application as **Appendix A**. ATXI does not do business under a fictitious name in Missouri.

2. ATXI is what is referred to as a transmission-only utility. It was initially created to help facilitate additional transmission development in Illinois. Today, ATXI generally pursues and develops transmission opportunities that create value for end-use customers in the region in general, but that might not best fit into the project development portfolios of Ameren's traditional

incumbent utilities, and ATXI affiliates, Union Electric Company d/b/a Ameren Missouri (Ameren Missouri) or Ameren Illinois Company d/b/a Ameren Illinois.

3. ATXI is engaged in the construction, ownership, and operation of interstate transmission lines that transmit electricity for public use. ATXI was first recognized by the Commission as a public utility in File No. EA-2015-0145. ATXI has a successful track record in developing MVPs like the Mark Twain Transmission Project and other collaborations like the Limestone Ridge Project (File No. EA-2021-0087).

4. Other than matters that may be pending before the Federal Energy Regulatory Commission (FERC), ATXI 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 involving customer service or rates. ATXI has no overdue or unpaid annual reports or assessment fees.

5. On April 16, 2024, ATXI filed a 60-day notice under 20 CSR 4240-4.017(1) that it intended to file this application, which was assigned the above-captioned file number.

6. All correspondence, communications, notices, orders, and decisions of the Commission with respect to this matter should be sent to Applicant's counsel.

7. An affidavit providing the authorized officer verification required by 20 CSR 4240-2.060(1)(M) is attached as **Appendix B** to this Application.

II. The Program and Phase 1 Projects

A. Energy Industry Transition

8. The energy industry landscape in Missouri and the broader MISO region is experiencing fundamental change. Many customers are demanding more low-carbon energy sources, and certain states and utilities are pursuing and implementing policies and goals designed to move towards a cleaner energy future. As a result, many centralized conventional generation

sources, like coal-fired power plants, are winding down or ceasing operation. At the same time, distributed and renewable generation sources are coming online with increasing frequency. And more customers are relying on electricity as their primary energy source today than before.

9. As explained below, the transition also presents challenges to the reliability of the MISO transmission grid that Missouri customers depend on, every hour of every day, to power their lives. Investments in that grid are required to ready it for the transition. And given the accelerating pace of the transition, the grid must be readied now, if MISO, states, and utilities are to continue to fulfill their commitments to reliable, efficient, and cost-effective electricity.

B. Transmission Planning for a Clean Energy Future

10. MISO continuously and rigorously studies and plans the grid within its footprint, in collaboration with its transmission owners (TOs), states, and other industry stakeholders, to ensure a grid that both today and in the future is not only reliable, but also supports federal and state policies and enables a market that benefits all customers.

11. In 2018, having observed a significant shift in its members' portfolio projections from conventional generation to substantial levels of new renewables, MISO undertook a Renewable Integration Impact Assessment (RIIA) to better understand the impact of renewable energy growth on its system over the long term. The RIIA specifically assessed the effect on the MISO system of integrating increasingly higher levels of renewables. The assessment found that renewables penetration levels of up to 30% are likely manageable with incremental transmission expansion. But at penetration levels beyond 30%, planning and operating the grid become more complex. Those levels cause significant grid issues, including thermal overload issues on the Ameren system in Missouri, which degrade system performance. Thus, increased transmission investment is required to maintain system reliability. The RIIA further found that, nevertheless, renewables penetration levels of even 50% or higher could be reliably achieved if MISO, TOs, and

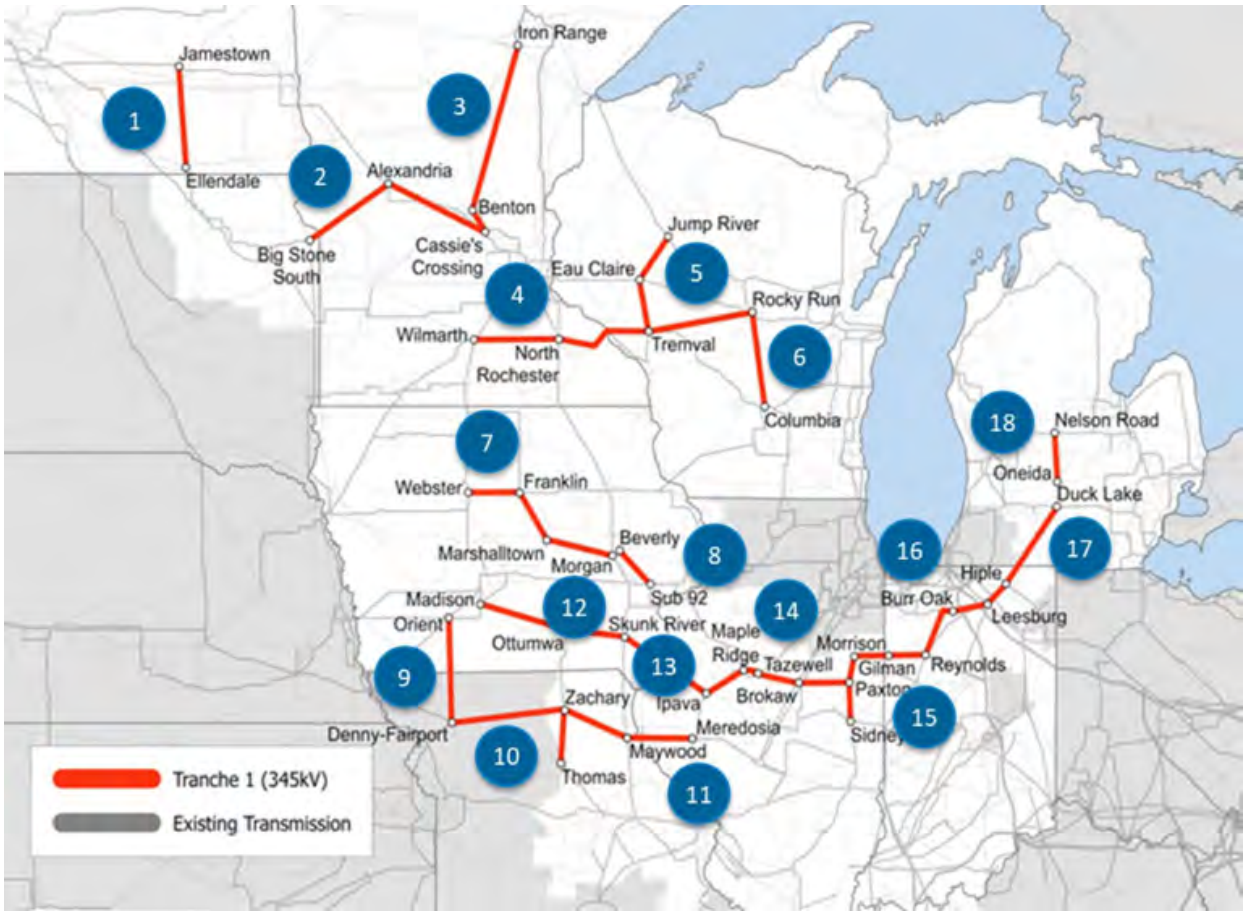
states work together to develop and implement grid solutions that will support that level of renewables integration.

12. MISO began collaborating with TOs and other stakeholders towards those solutions. In 2019, it launched the Long-Range Transmission Planning (LRTP) initiative to develop an updated regional transmission "backbone" in MISO that could cost-effectively maintain grid reliability while serving future transmission needs over the next 20 years. MISO considers the LRTP initiative to be the most complex transmission study effort in its history. The LRTP study is a first-of-its kind, multi-phase, multi-year study informed by extensive, open, and iterative stakeholder processes. The study has four primary objectives: ensure a reliable system; provide cost-effective solutions that allow the future resource fleet to serve load across MISO's footprint; enable access to lower-cost energy; and allow more flexibility in the fuel mix for customer choice.

13. Three years into the LRTP initiative, MISO identified the first of several "tranches" of regional transmission expansion plans to maintain grid reliability and stability within its footprint in the face of the changing energy industry. MISO dubbed the collection of integrated projects comprising that plan as the "LRTP Tranche 1 Portfolio." MISO determined that the plan needed to be in service by June 2030. And in July 2022, MISO's Board of Directors approved the LRTP Tranche 1 Portfolio transmission expansion plan for implementation.

14. The LRTP Tranche 1 Portfolio, which is depicted below, is the largest integrated transmission expansion plan ever approved by a U.S. RTO. It comprises approximately 2,000 miles of new and upgraded high-voltage transmission lines needed to add capacity across the north and central parts of MISO—MISO's Midwest Subregion—including across north Missouri. As determined by MISO, it represents an estimated $10.3 billion in transmission

investment, with quantified benefits to the Midwest Subregion exceeding that cost by a magnitude of at least 2.6 times. MISO, in collaboration with TOs and other stakeholders, determined that this updated transmission backbone will integrate new generation resources that utilities and states build in MISO's Midwest Subregion and support the reliable and affordable transition of the fleet there.



ID	DESCRIPTION	EXPECTED ISD	EST COST ($2022M)
1	Jamestown – Ellendale	12/31/2028	$439
2	Big Stone South – Alexandria – Cassie's Crossing	6/1/2030	$574
3	Iron Range – Benton County – Cassie's Crossing	6/1/2030	$970
4	Wilmarth – North Rochester – Tremval	6/1/2028	$689
5	Tremval – Eau Claire – Jump River	6/1/2028	$505
6	Tremval – Rocky Run – Columbia	6/1/2029	$1,050
7	Webster – Franklin – Marshalltown – Morgan Valley	12/31/2028	$755
8	Beverly – Sub 92	12/31/2028	$231
9	Orient – Denny – Fairport	6/1/2030	$390
10	Denny – Zachary – Thomas Hill – Maywood	6/1/2030	$769
11	Maywood – Meredosia	6/1/2028	$301
12	Madison – Ottumwa – Skunk River	6/1/2029	$673
13	Skunk River – Ipava	12/31/2029	$594
14	Ipava – Maple Ridge – Tazewell – Brokaw – Paxton East	6/1/2028	$572
15	Sidney – Paxton East – Gilman South – Morrison Ditch	6/1/2029	$454
16	Morrison Ditch – Reynolds – Burr Oak – Leesburg – Hiple	6/1/2029	$261
17	Hiple – Duck Lake	6/1/2030	$696
18	Oneida – Nelson Rd.	12/29/2029	$403
	TOTAL PROJECT PORTFOLIO COST		$10,324

15. The Missouri jurisdictional portions of MVPs 9, 10, and 11 of the LRTP Tranche 1 Portfolio constitute the Program and include the Phase 1 Projects. MISO identified these 3 MVPs as The Northern Missouri Corridor Final Solution, which is further depicted below:

Northern Missouri Corridor

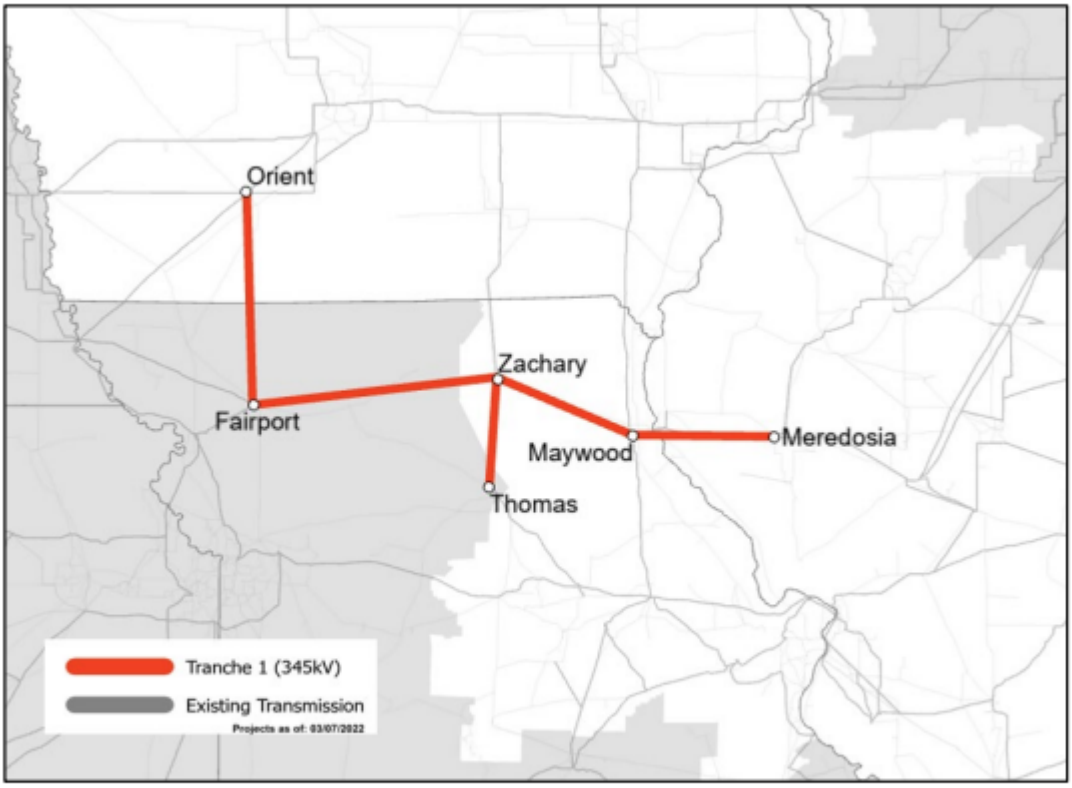


Figure 6-17: Northern Missouri Corridor Final Solution

Projects:
Orient – Fairport – Zachary – Maywood – Meredosia 345 kV
Zachary – Thomas 345 kV

C. The Northern Missouri Grid Transformation Program

16. ATXI is obligated to construct the Missouri portion of MISO's LRTP Tranche 1 Portfolio under processes established by the MISO Tariff. ATXI, MJMEUC, and Ameren Missouri are working together to build a more reliable and resilient energy grid for the future through the Program. As explained above, the Program represents the Missouri jurisdictional portion of 3 of the 18 MVPs approved by the MISO as part of its LRTP Tranche 1 Portfolio, which represents the first wave, or "Tranche," of MISO's ongoing long term transmission planning effort. The FDIM

Project and MMRX Project constitute Phase 1 of the Program[1] and are the subject of this Application.[2] Phase 1 of the Program is approximately 53 miles of new, 345 kilovolt (kV), transmission line across northwest and northeast Missouri through, respectively, the FDIM and MMRX Projects. Phase 1 also include construction of one new ATXI substation named Denny for the FDIM Project and upgrades to ATXI's Maywood Substation for the MMRX Project.

17. The LRTP Tranche 1 Portfolio was identified by MISO as necessary to address the challenges to the transmission grid in its footprint, which includes the grid in Missouri, posed by a changing energy fleet. The LRTP Tranche 1 Portfolio, including the Missouri portion, accomplishes this by adding needed transmission capacity to the grid. The added capacity ensures grid reliability and resiliency and promotes access across the region to diverse energy sources, in turn reducing costs both for generators and the electric consuming public in Missouri. Notably, the LRTP Tranche 1 Portfolio is the first of several tranches of regionally beneficial MISO transmission expansion plans needed to respond to and ready the grid for the changing energy industry.

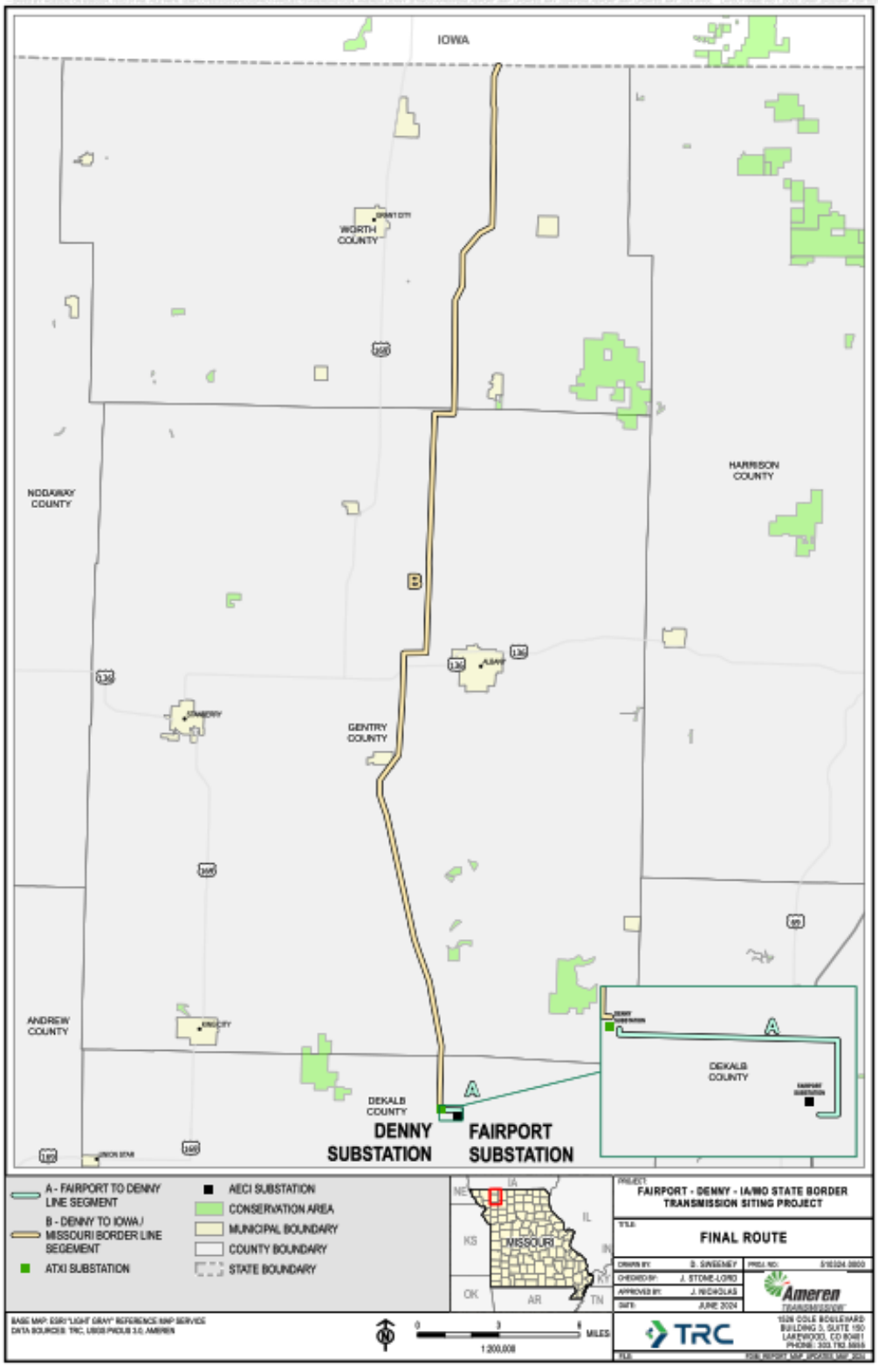
18. The FDIM Project represents the Missouri portion of one of the MVPs approved by MISO as part of its LRTP Tranche 1 Portfolio for inclusion in MTEP21 and was eligible for MISO's Competitive Developer Selection Process. MISO issued a Request for Proposals (RFP) for the FDIM Project in December, 2022. On October 27, 2023, MISO chose ATXI to be the

[1] The FDIM and MMRX Projects are the Missouri portions of 2 of the 18 MVPs included in the Long Range Transmission Planning (LRTP) Tranche 1 Portfolio approved by MISO, as discussed in the direct testimony of ATXI witness Mr. Jeff Dodd. The FDIM Project is part of MISO's Orient–Denny–Fairport MVP and the MMRX Project is part of MISO's Maywood-Meredosia MVP.

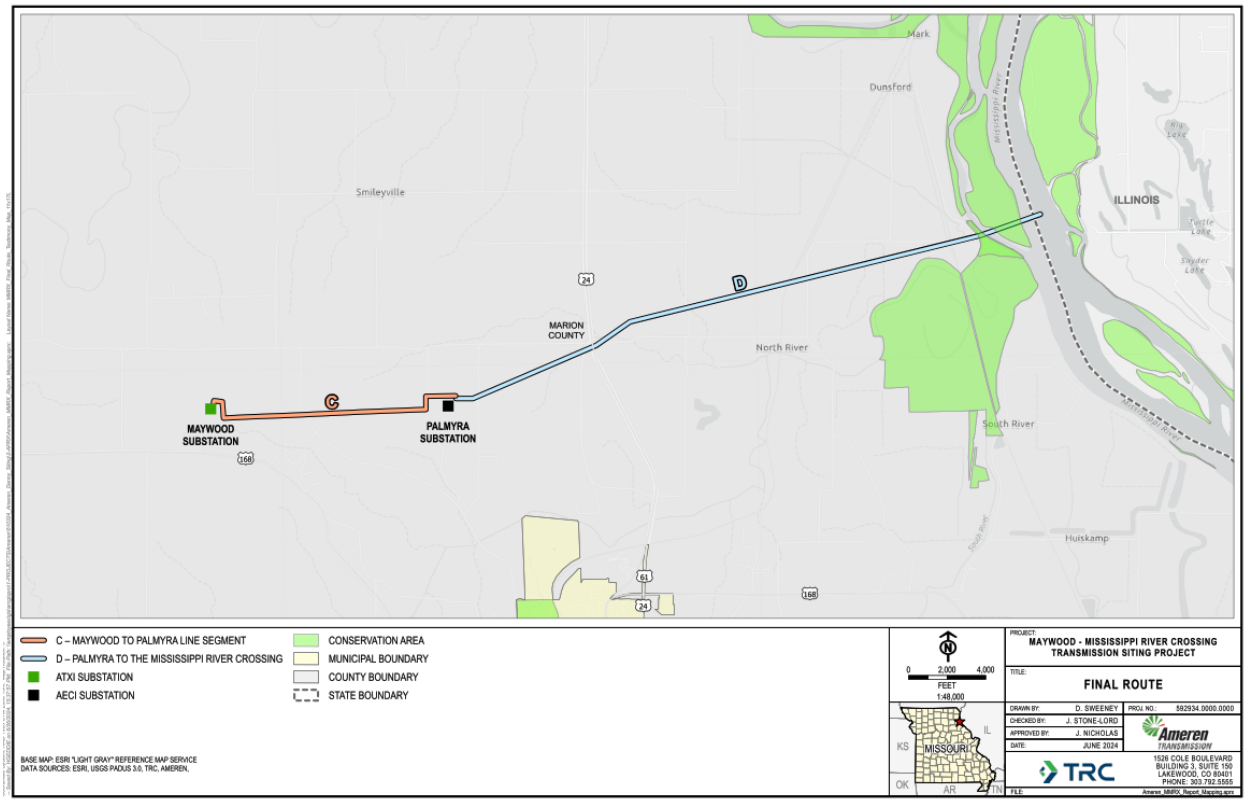
[2] Phase 2 of the Program is the Denny – Zachary – Thomas Hill – Maywood (DZTM) Project, which was awarded by MISO on April 2, 2024, to ATXI and MJMEUC. In general, that Phase includes constructing a new 345 kV transmission line that will connect the FDIM Project and the MMRX Project and also includes constructing a 345 kV circuit between the Zachary and Thomas Hill substations. ATXI will be filing a separate application for approval of a CCN for the DZTM Project.

Selected Developer for the FDIM Project and recognized MJMEUC as a project partner. ATXI partnered with MJMEUC on the FDIM Project and will transfer to MJMEUC a 49% interest in the Project (excluding the land for the Denny Substation) shortly before the project is placed into service.

19. The FDIM Project includes the construction of approximately 44 miles of 345 kV transmission line, in two segments, and a new 345 kV substation named Denny in northwest Missouri. The first new 345 kV transmission line segment will be approximately 1 mile long and connect Associated Electric Cooperative Incorporated's (AECI) existing Fairport Substation in DeKalb County to ATXI's new Denny Substation approximately one mile away, also in DeKalb County. The second new 345 kV transmission line segment will run from the new Denny Substation approximately 43 miles north to the Iowa/Missouri border, where it will interconnect to a 345 kV transmission line that will terminate at MidAmerican Electric Company's (MEC) existing Orient Substation in Iowa. The proposed route for the FDIM Project is shown in **Appendix E** to this Application as well as in the map below:


IOWA
WORTH COUNTY
NODAWAY COUNTY
HARRISON COUNTY
GENTRY COUNTY
ANDREW COUNTY
DEKALB COUNTY
DENNY SUBSTATION
FAIRPORT SUBSTATION
A
B
A - FAIRPORT TO DENNY LINE SEGMENT
B - DENNY TO IOWA / MISSOURI BORDER LINE SEGEMENT
ATXI SUBSTATION
AECI SUBSTATION
CONSERVATION AREA
MUNICIPAL BOUNDARY
COUNTY BOUNDARY
STATE BOUNDARY
MISSOURI
FAIRPORT - DENNY - IA/MO STATE BORDER TRANSMISSION SITING PROJECT
FINAL ROUTE
JUNE 2024
TRC
Ameren TRANSMISSION
1:200,000
MILES

20. The MMRX Project represents the Missouri portion of another one of the MVP projects approved by MISO as part of its LRTP Tranche 1 Portfolio. The MMRX Project includes the construction of approximately 9 miles of new 345 kV transmission circuit from ATXI's existing Maywood Substation near Palmyra, Missouri, to the Mississippi River Illinois/Missouri border. Approximately 3 miles of the MMRX Project will involve repurposing a portion of an existing 345 kV transmission line (from the Maywood Substation to a point north of, but not connected to, the existing AECI Palmyra Substation) and constructing a new 345kV line to relocate the repurposed line. The other portion of the MMRX Project (approximately 6 miles) will be rebuilt along an existing Ameren Missouri transmission corridor and co-located with existing Ameren Missouri facilities. The MMRX Project also includes upgrades to the Maywood Substation required to integrate the new 345 kV circuit. The direct testimonies of ATXI witnesses Mr. Molitor and Ms. Dencker provide additional detail on the configuration. The proposed route for the MMRX Project is shown in **Appendix E** to this Application as well as in the map below:



21. Among other benefits, the Program, including the Phase 1 Projects, will support lower energy supply costs for Missouri customers, improve energy reliability for local communities and the surrounding region, promote access to diverse energy resources, and support the growth of economic development opportunities by adding needed transmission capacity in the State. This will help ensure continued energy reliability and resiliency for Missouri electricity customers.

III. Certificate of Convenience and Necessity

22. Pursuant to 393.170.1 RSMo, ATXI is requesting a CCN to construct, install, operate, control, manage, and maintain the Phase 1 Projects. Construction of the Phase 1 Projects is necessary and convenient for the public service for the reasons stated above and in the supporting direct testimony of ATXI's witnesses.

23. The "Tartan Factors," typically relied upon by the Commission in evaluating CCN requests, support issuance of the CCN that ATXI requests, as follows.

24. There is need for the service ATXI proposes to provide through the Program, including the Phase 1 Projects, for the reasons given above and as further explained in the direct testimonies of ATXI witnesses Mr. Schukar, Mr. Dodd, Dr. Schatzki, Mr. Davies, and Ms. Dencker.

25. The reliability and economic benefits that the Program and the Phase 1 Projects will provide are explained in the direct testimony of ATXI witnesses Mr. Dodd, Dr. Schatzki, and Mr. Davies as well as Mr. Schukar and Ms. Dencker.

26. The construction is economically feasible, as explained in the direct testimony of ATXI witnesses Mr. Gudeman and Dr. Schatzki. The Program is necessary to provide adequate, reliable, and efficient service and will produce tangible benefits that exceed its costs to satisfy the service needs of Missouri customers.

27. ATXI has the financial capability to construct the Program, as the direct testimony of ATXI witness Mr. Gudeman explains.

28. As explained in the direct testimony of ATXI witness Ms. Dencker, ATXI is qualified to construct and operate the Phase 1 Projects. ATXI has already developed and today reliably, safely, and efficiently owns and operates over 545 miles of high voltage electric transmission lines and related facilities. This experience qualifies ATXI to construct, install, own, operate, maintain, and control the Program, including the Phase 1 Projects.

29. The Project will promote the public interest for the reasons explained in this application and the accompanying testimony. Notably, when, like here, the first four of the Tartan

Factors are satisfied, the Commission's practice is to generally conclude, without more, that the last factor—the public interest—is also served by granting the CCN.

30. Further, as explained in the direct testimony of ATXI witness Dr. Schatzki, the Program will result in environmental benefits through a reduction in air pollutant emissions in both the MISO Midwest Subregion and the Missouri region. In Missouri, for the scenarios and years evaluated, SO_2 emissions reductions range from 0.3 percent to 11.8 percent, NO_X emissions reductions range from 0.5 percent to 4.7 percent, and mercury emissions reductions range from 0.2 to 11.8 percent. In the entire MISO Midwest Subregion, for the scenarios and years evaluated, reductions in CO_2 emissions range from 0.8 percent to 2.5 percent.

IV. Summary of Supporting Testimony

31. ATXI is contemporaneously filing with this Application the direct testimony and accompanying exhibits of the following eleven witnesses. The testimony and exhibits collectively detail the Phase 1 Projects and the Program and support ATXI's requested Commission approvals under Section 393.170, RSMo to implement the Phase 1 Projects as part of the Program.

Witness	Testimony Subject
Shawn Schukar Chairman and President, ATXI and Senior Vice President, Transmission, Ameren Services	Witness introductions; Program and Phase 1 Projects overview; benefits; Commission approvals requested by ATXI; and ATXI's other regulatory commitments related to the Program and the Phase 1 Projects.
Jeff L. Dodd Vice President, Transmission Strategy, Policy, and Stakeholder Relations, Ameren Services	How and why the Program and Phase 1 Projects came to be; MISO's commitment to reliability and its various transmission planning initiatives, certain of which drove the Program; the regional and Missouri benefits of the LRTP Tranche 1 Portfolio; how the costs of the portfolio are shared across customers in MISO's Midwest Subregion.

Witness	Testimony Subject
Dr. Todd Schatzki Principal, Analysis Group, Inc.	Describes his economic analysis of the effects of the Program, including the Phase 1 Projects, on prices, production costs and emissions in Missouri and the region; how his analysis shows there is a need for the Program, the Program is economically feasible, and the Program is in the public interest, including its beneficial impacts on air emissions.
Justin Davies Director of Transmission Planning, Ameren Services	How the Ameren Services Transmission Planning group studies and plans for the Ameren Transmission System in Missouri; Ameren Services Transmission Planning's role in MISO's planning processes and its role the MISO processes that drove the LTRP Tranche 1 Portfolio and the Program specifically; how, as a result of those processes, MISO and Ameren Services Transmission Planning determined that the Program is necessary to provide adequate, reliable, and efficient service to Missouri electricity customers.
Tracy Dencker Manager of Project Management, Ameren Services	Scope of the construction work for the Program; the expected construction cost; the division of work and cost between the ATXI; where the Program construction will occur relative to the right-of-way for the Program; how ATXI is capable of and will effectively manage and supervise construction of the Program and the actions that ATXI will undertake to ensure adequate and efficient construction and supervision of the Program; the Program's construction schedule, including the line segment in-service dates.
Adam J. Molitor Transmission Line Design and Standards Engineer, Ameren Services	The design specifications for the Phase 1 Project's transmission lines and support structures; the right-of-way width that will be needed to accommodate the Phase 1 Project's transmission lines, including the easements that will be needed during construction of Phase 1; the specific line work that will be undertaken to construct each of the line segments that collectively comprise Phase 1 of the Program
Gregory Eddings Supervising Engineer, Ameren Services	The design of the FDIM Project's new Denny Substation, including the substation construction schedule; the upgrades to the Maywood Substation that will be performed as part of the MMRX Project.

Witness	Testimony Subject
Greg Gudeman Director of Transmission Financial & Regulatory Services, Ameren Services	The financing required for the Program, including the Phase 1 Projects, and ATXI's ability to finance its respective portion of the Program and the Phase 1 Projects without adverse financial consequences for ATXI or Missouri customers; how the Program's cost will be shared across MISO's Midwest Subregion and recovered via ATXI's FERC-regulated transmission rates from customers in that subregion, including customers in Missouri; the estimated level of costs that will be borne by Ameren Missouri customers.
Tara Green Real Estate Specialist, Ameren Services	Real estate matters concerning Phase 1 of the Program; the miles and width of the right-of-way required for the Phase 1 Projects' transmission lines; the area traversed by the lines; the land rights that the ATXI will need to construct Phase 1 of the Program; the potential effect that construction of the Phase 1 Projects may have on landowners and how ATXI will mitigate that effect.
Leah Dettmers Manager, Stakeholder Relations and Training, Ameren Services	Compliance with certain pre-filing public meetings and notice requirements related to the Phase 1 Projects; Public Engagement Team's extensive, multi-phased, multi-faceted, and deductive public outreach process for the Phase 1 Projects; how that process informed the routes analyzed by, and the proposed route ultimately chosen by, the Routing Team for the Program's transmission lines; other, non-Commission regulatory approvals that may be required for the Phase 1 Projects and the status of the consultations with the pertinent federal, state, and local agencies.
James Nicholas Vice President, National Energy Siting and Permitting Practice, TRC Companies, Inc.	How the Routing Team selected ATXI's Proposed Route for the Phase 1 Projects; the Routing Studies, which describe in detail the processes, criteria, data, and other information that the Routing Team used to analyze potential routes for the Phase 1 line segments and ultimately select the Proposed Route; other state and federal requirements related to the Phase 1 Projects' construction

V. Filing Requirements under 393.170.1, RSMo and 20 CSR 4240-20.045(6)

32. ATXI requests a CCN authorizing it to:

a. construct and install the FDIM Project, including the new Denny Substation; and

b. construct and install the transmission line components of the MMRX Project.[3]

These transmission facilities are collectively referred to as the "New Facilities."

33. In addition to the information provided above, this Application and the associated direct testimony satisfies the filing requirements of 20 CSR 4240-20.045(6) with respect to the New Facilities, as follows.

34. Per 20 CSR 4240-20.045(6)(A), a description of the site of the new Denny Substation is provided in the direct testimony of ATXI witness Mr. Eddings, and a depiction of the site is provided as **Confidential Schedule GE-D1** to that testimony. Descriptions of the sites and routes for the FDIM Project and MMRX Project are provided in the direct testimony of ATXI witness Mr. Nicholas, and depictions of the sites and routes are provided in **Appendix E** to this Application.

35. Per 20 CSR 4240-20.045(6)(B), a list of all electric, gas, and telephone conduit, wires, cables, and lines of regulated and nonregulated utilities, railroad tracks, and each underground facility, as defined in Section 319.015, RSMo, that the proposed construction will cross is attached as **Appendix C** to this Application.

[3] The scope of work at ATXI's Maywood Substation is excluded from the CCN request because it is not construction of a new substation. The upgrades or modifications at the existing ATXI Maywood Substation have been described for transparency and because their cost are included in the costs of the Phase 1 Projects and the Program, but the modifications or upgrades do not require a new CCN as they represent upgrades to an existing certificated facility and do not constitute construction of a new asset.

36. Per 20 CSR 4240-20.045(6)(C), descriptions of the plans and specifications for the New Facilities, and identification of the operational features of the New Facilities once fully operational and used for service, are collectively provided in the direct testimonies of Ms. Dencker, Mr. Molitor, and Mr. Eddings and **Schedules TD-D1 (Confidential)**, **AM-D2**, and **GE-D2 (Confidential)**. The estimated costs for the complete scope of the Phase 1 Projects and the Program, as well as the portions of the total Phase 1 Projects and Program costs to be allocated to ATXI and to the MISO AMMO Pricing Zone, are provided in the direct testimony of ATXI witnesses Ms. Dencker and Mr. Gudeman. ATXI estimates that the total cost to construct the Program, including the Phase 1 Projects, is $611.1 million. ATXI estimates that its total cost to construct just the Phase 1 Projects is $120.5 million. These estimates include, respectively, all Program or Phase 1 Projects construction, both transmission line and substation work, as well as needed real estate rights.

37. Per 20 CSR 4240-20.045(6)(D), the Phase 1 Projects schedule, including the projected beginning of construction date and the anticipated fully operational and used for service date of the New Facilities, is provided in the direct testimony of ATXI witness Ms. Dencker and **Schedule TD-D2** to that testimony. ATXI intends to commence construction of the Phase 1 Projects by April 2027 and anticipates that those projects will be in service by June 2028.

38. Per 20 CSR 4240-20.045(6)(E), the only common plant to be included in the Phase 1 Projects is certain communication equipment within the new Denny Substation, which will be used for processing electric data for multiple Ameren subsidiaries.

39. Per 20 CSR 4240-20.045(6)(F), ATXI's plans for financing the New Facilities are explained in the direct testimony of ATXI witness Mr. Gudeman.

40. ATXI is not subject to, and does not have a Preferred Resource Plan under, 20 CSR

4240-22, as it is a transmission-only utility and is not an electric utility that sold more than one (1) million megawatt-hours to Missouri retail electric customers in calendar year 2009. Accordingly, the 20 CSR 4240-20.045(6)(G) requirement to describe how the Projects relate to the utility's adopted preferred plan is not applicable to ATXI.

41. Per 20 CSR 4240-20.045(6)(H), an overview of ATXI's plan regarding competitive bidding for the design, engineering, procurement, construction management, and construction of the New Facilities is provided in the direct testimony of ATXI witness Ms. Dencker.

42. Per 20 CSR 4240-20.045(6)(I), an overview of ATXI's plans for operating and maintaining the New Facilities is provided in the direct testimony of ATXI witness Ms. Dencker.

43. Per 20 CSR 4240-20.045(6)(J), an overview of plans for restoration of safe and adequate service after significant, unplanned/forced outages of the New Facilities is provided in the direct testimony of ATXI witness Ms. Dencker.

44. An affidavit certifying compliance with the notice requirements to landowners directly affected by the routes and locations of the New Facilities, as applicable, in 20 CSR 4240-20.045(6)(K) is attached as **Appendix D** to this Application. The affidavit includes a list of all directly affected landowners to whom notice was sent.[4]

45. ATXI has not yet determined what assets, permits or other authorizations may be required from any affected governmental bodies in order to commence construction of the New Facilities. If any are required, ATXI will provide them when they are available, consistent with Missouri law, as permitted under 20 CSR 4240-20.045(3)(C).

[4] ATXI is filing confidential and public versions of Appendix D. The confidential version contains the names and addresses of landowners and is confidential pursuant to 20 CSR 4240-2.135(2)(A)(1).

VI. Transfer to MJMEUC

46. Upon completion of construction of the FDIM Project, but before energization, ATXI will transfer to MJMEUC a 49% undivided interest in the FDIM Project facilities, excluding the land for the Denny Substation, pursuant to the duly authorized and executed Joint Ownership Agreement attached to the direct testimony of ATXI witness Ms. Dencker as **Schedule TD-D4 (Confidential)**.[5] Permission for this transfer is the permission sought pursuant to Section 393.190.1, RSMo, by this Application. Not only is the agreement with MJMEUC and the transfer of a minority interest called for by said agreement not detrimental to the public interest, but it has the tangible benefit of lowering the FDIM Project cost for Missouri customers.

47. The transfer lowers the FDIM Project's cost because in consideration of the transfer of an undivided 49% interest in the FDIM Project facilities, which benefit both ATXI and MJMEUC members, MJMEUC will contribute 49% of the cost of the FDIM Project components, thus reducing the investment for ATXI. Both ATXI's and MJMEUC's investment will be reflected in their Federal Energy Regulatory Commission ("FERC") jurisdictional formula rates which will be used to assess transmission charges to load in the Ameren Missouri Transmission Pricing Zone. Because of the manner in which MJMEUC is taxed and its lower municipal debt costs, the combination of removing MJMEUC's investment from ATXI's investment and the lower transmission charges arising from MJMEUC's investment will lower the overall investment in the FDIM Project and result in savings for Missouri customers.

[5] The Joint Ownership Agreement contains a Schedule A that will be populated at the time of Closing to list the specific assets that will be transferred to MJMEUC. Populating this schedule closer to Closing will allow the parties to define the assets in greater detail than if they were listed prior to the start of construction. ATXI commits to provide the final copy of the Joint Ownership Agreement to the Commission as a compliance condition to the Commission's order.

48. While MJMEUC will own an undivided 49% interest in the assets described above, ATXI will operate them and the remaining Program and Phase 1 Projects assets just as it does all of its other transmission assets, with MJMEUC acting as essentially a "passive investor" in the assets in which it will have a minority interest, with no day-to-day operational role. In addition to defraying a portion of the Project's capital costs, MJMEUC will also bear 49% of the ongoing operations and maintenance costs associated with assets in which it has an interest. The transfer of this interest will not prevent or hinder the continuation of safe and adequate service by ATXI to Missouri customers.

VII. Filing Requirements under 20 CSR 4240-10.105

49. Section (1):

(A) ATXI will transfer an undivided 49% interest in the assets comprising the FDIM Project, excluding the land for the new Denny Substation for which ATXI will provide an easement to MJMEUC, together with a partial assignment of an undivided 49% interest in the easements. See **Schedule TD-D4 (Confidential)** for details.

(B) See **Schedule TD-D4 (Confidential)**.

(C) See **Appendix B**.

(D) The proposed transfer is not detrimental to the public interest for the reasons outlined in ¶¶ 46 to 48 above. The Program and the Phase 1 Projects, including the FDIM Project, address system constraints and add needed transmission capacity to the grid. The added capacity ensures grid reliability and resiliency and promotes access across the region to and by a diversifying energy resource mix. The transfer itself lowers the FDIM Project cost to ATXI and Missouri customers, while allowing ATXI to retain day-to-day control of all of the subject transmission assets. While none of these affirmative benefits are required in order to sustain the Company's burden to show that the transfer for which permission is sought is not detrimental to the public interest,[6] the existence of the benefit of lowering the FDIM Project's cost via the transfer removes any doubt with respect to that question.

[6] *State ex rel. Fee Fee Trunk Sewer, Inc. v. Litz*, 596 S.W.2d 466, 468 (Mo. App. E.D. 1980).

(E) MJMEUC is not subject to the jurisdiction of the Commission.

(F) The specific impact, if any, of the proposed transfer of the assets to be constructed on the tax revenues of the political subdivisions in which the proposed structures, facilities, or equipment are located are not available at this time and will be provided later in this proceeding pursuant to 20 CSR 4240-10.105(3).

50. Sections (2) and (3) of the subject rule are not applicable.

VIII. Other Matters

51. Because ATXI will not provide retail service to end-use customers and will not be rate-regulated by the Commission, the Commission has waived the rate schedule filing requirements of 20 CSR 4240-20.105, the annual reporting requirement of 20 CSR 4240-10.145, the depreciation study requirement of 20 CSR 4240-3.175, and the reporting requirements of 20 CSR 4240-3.190, for good cause. ATXI requests that the Commission grant such waivers in connection with the CCN requested in this proceeding. ATXI will continue to file with the Commission the annual report it files with FERC.

IX. Request for Relief

WHEREFORE, ATXI respectfully request that the Commission (a) grant it a Certificate of Convenience and Necessity to construct, own, operate, and maintain the Phase 1 Projects, pursuant to Section 393.170.1, RSMo, (b) grant it permission and authority to transfer an undivided 49% interest in and to the FDIM Project assets to MJMEUC, in accordance with the terms of the Joint Ownership Agreement (**Schedule TD-D4 (Confidential))**, (c) grant it the waivers from the requirements of 20 CSR 4240-20.105, 20 CSR 4240-10.145, 20 CSR 4240-3.175, and 20 CSR 4240-3.190 for good cause shown, and (d) grant such other and further relief as the Commission deems just and reasonable.

Dated: July 16, 2024

Respectfully submitted,

AMEREN TRANSMISSION COMPANY OF ILLINOIS

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CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing was served on the Staff of the Missouri Public Service Commission and the Office of the Public Counsel via electronic mail (e-mail) on this 16th day of July, 2024.

/s/ Eric Dearmont
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