

PUBLIC

DIRECT TESTIMONY
OF
GREG ROCKROHR
ENGINEERING DEPARTMENT
ENERGY DIVISION
ILLINOIS COMMERCE COMMISSION

Ameren Illinois Company
DOCKET NO. 11-0469

Petition for an Order pursuant to Section 8-509 of the Public Utilities Act Approving use
of Eminent Domain Power.

October 27, 2011

Confidential Information Identified As

XXXXX

Q. Please state your name and business address.

A. My name is Greg Rockrohr. My business address is 527 East Capitol Avenue, Springfield, Illinois 62701.

Q. By whom are you employed and in what capacity?

A. I am employed by the Illinois Commerce Commission (“Commission”) as a Senior Electrical Engineer in the Energy Division. In my current position I review various planning and operating practices at Illinois electric utilities and provide opinions or guidance to the Commission through Staff reports and testimony.

Q. What is your previous work experience?

A. Prior to joining the Commission Staff (“Staff”) in 2001, I was an electrical engineer at Pacific Gas and Electric Company in California for approximately 18 years. Prior to that, I was an electrical engineer at Northern Indiana Public Service Company for approximately 3 years. I am a registered professional engineer in the state of California.

Q. What is your educational background?

A. I hold a Bachelor of Science degree in Electrical Engineering from Valparaiso University. While employed in the utility industry and at the Commission, I have attended numerous classes and conferences relevant to electric utility operations.

Q. What is the purpose of your testimony?

A. On June 7, 2011, Ameren Illinois Company (“AIC”) filed a petition requesting that the Commission authorize AIC’s use of eminent domain pursuant to Section 8-509 of the Public Utilities Act (“the Act”) to acquire certain rights of way across

specific properties. Obtaining the property rights at issue would allow AIC to construct its Ottawa-Wedron 138 kV transmission line. The Commission granted AIC a Certificate of Public Convenience and Necessity pursuant to Section 8-406 of the Act and an order pursuant to Section 8-503 of the Act authorizing AIC to construct the line in its March 11, 2009, Final Order and its June 23, 2010, Order on Reopening in Docket 06-0706. The purpose of my testimony in this proceeding is to provide the Commission with information that Staff received from AIC about its attempts to acquire property rights through negotiations with property owners before making its request to the Commission for eminent domain authority.

In its Final Order in ICC Docket No. 10-0173, the Commission expressed concern that an inquiry had not been made regarding what, if any, attempts the utility had undertaken to obtain the necessary rights or easements through good-faith negotiation with landowners. In suggesting how this might be accomplished, the Commission stated that:

Staff data requests to a utility for a list of the utility's interaction with landowners with regard to property negotiations would verify a showing that negotiations have in fact occurred. This is not the only inquiry that Staff could make, but merely a suggestion as to how to evaluate a utility's efforts to negotiate property easements. The Commission expects Staff to inquire regarding and/or verifying a utility's efforts to obtain property through negotiation in future cases concerning Section 8-509.

Order, ICC Docket No. 10-0173 at 14

Q. Did the Staff direct such data requests to Ameren in this proceeding?

A. Yes. The Staff promulgated Staff Data Requests ENG 1.01 through 1.08.

Q. What information did AIC provide to Staff in response to Staff's data requests described above?

A. Attachment A to my prepared direct testimony includes AIC's responses to Staff's data requests regarding AIC's negotiations with land owners. Note that there are public and confidential and proprietary versions.

Q. Do you have any opinions or comments on the information that AIC provided to Staff?

A. No, I do not. I do not possess the education, training, or experience to hold opinions or make comments on matters of real estate acquisition. However, I have some observation after reading AIC's responses. From AIC's response to Staff Data Request ENG 1.01, I learned that AIC has no written non-discriminatory procedure for easements, rights-of-way, or other estates or interests in real property, but it does have a procedure that it can describe. AIC made no attempt to describe its procedure as non-discriminatory.

In response to Staff Data Request ENG 1.05, AIC supplied a landowner contract diary that included dates, names, and progress reports.

In response to Staff Data Request ENG 1.08, AIC stated that it has obtained the necessary right-of-way from 53 landowners covering 63 properties. AIC requires rights-of-way over a total of 66 properties to complete construction of its proposed Ottawa-Wedron 138 kV transmission line.¹

Q. Does this conclude your prepared direct testimony?

A. Yes.

¹ AIC Verified Petition at 2.

**Ameren Illinois Company
d/b/a Ameren Illinois
Response to ICC Staff Data Requests
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Data Request Response Date: 8/23/2011**

ENG 1.01

Does AIC have a written non-discriminatory procedure for acquiring easements, rights-of-way, or other estates or interests in real property prior to seeking condemnation authority from the Commission? If yes, please provide a copy.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

AIC assumes that the request is meant to refer to AIC's practices and procedures for acquiring land rights of the type sought in this proceeding. AIC does not have a "formal" step by step written procedure for the acquisition of right-of-way. However, AIC's practices and procedures for acquiring land rights can be described as follows.

AIC's practices and procedures for acquiring land rights are governed first by the Commission's Part 300 rules, which set forth the requirements for landowner negotiations. AIC begins by sending the landowners a notification letter briefly explaining the project and containing ICC guidelines as required by 83 Ill. Adm. Code Part 300. The notification and negotiation process is further explained in my direct testimony filed November 1, 2006 as part of Docket 06-0706. Additional information regarding the negotiation process is contained in my direct testimony in this Docket 11-0469.

In contacting landowners, the following materials are provided to landowners and are collectively attached hereto and identified as ENG 1.01 Attach 1:

- Written project purpose statement
- Ameren Facts
- Easement document and Option for Easement document (if applicable) (original version)
- Easement Exhibit showing easement location (length and width and acres/square feet)
- Legal Description of Easement
- Easement Exhibit (Aerial photo)

- Route Map
- Offer calculation sheet with basis for valuation
- Tenants Consent (if applicable)
- Survey Permit

AIC often utilizes the services of land agents in conjunction with AIC employees to assist in acquiring land rights. A right-of-way manual, which includes the above items, is provided to the agent early in the project which contains material pertinent to the project, and also includes a "check-list" of to-do items for the agent along with contact log sheets. Attached is a copy of the Agents Checklist (ENG 1.01 Attach 2). The land agent is responsible for having all documents in place at the time of meeting with the landowner or mailing the documents to the landowner in the absence of meeting in person. The agents maintain a log of contacts and this log would contain information regarding landowner meetings/discussions and documents or offers provided to the owner. A file is also kept containing written correspondence and documents provided to the landowner.

Petitioners receive and review regular reports from the land agents and meet frequently with the agents to discuss the status of negotiations and ensure that proper procedures are followed. Petitioners ensure that the land agents are following the checklist through this reporting and meetings. AIC further anticipates certain questions during negotiations and discuss several issues before negotiations begin. If the agents conducting the negotiations with the landowners are unable to answer questions, they take notes and bring the questions back to their supervisor for discussion and if necessary or appropriate are forwarded to engineering or legal departments for review and consideration. The landowner is then contacted with a response.

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ENG 1.02

If AIC has a non-discriminatory procedure as described in ENG 1.01, has AIC verified that each of its employees and agents followed the procedure for negotiating with landowners who have not accepted purchase offers for easements, rights-of-way, or other estates or interests in real property? If yes, explain how AIC performed its verification and provide all documentation of AIC's verification activities.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

See the Company's response to Staff data request ENG 1.01.

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ENG 1.03

If AIC has a non-discriminatory procedure; does it include the following provisions:

- a) A requirement that utility personnel and agents must follow the requirements of the Commission's administrative rules including the Commission's Rules of Practice, Section 200.150 [83 Ill. Adm. Code 200.150] and the Guidelines for Right-of-Way Acquisitions, Section 300.30 [83 Ill. Adm. Code 300.30].
- b) A requirement that utility personnel and agents attempting to acquire easements, rights-of-way, or other estates or interests in real property document each contact with landowners.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

See the Company's response to Staff data request ENG 1.01.

- a) AIC requires that utility personnel and agents must follow the Guidelines for Right-of-Way Acquisitions in Section 300.30 and all other applicable requirements of Part 300. AIC is not aware of any provisions under Section 200.150 of the Commission's rules that would apply to negotiations for acquisition of land rights. However, AIC requires its personnel to comply with all applicable Commission rules.
- b) AIC requires its employees/agents to maintain a contact log or contact diary for each of the landowner's contacts. This contact diary is also part of the checklist provided by AIC.

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ENG 1.04

If the response to ENG 1.02 a. and/or b. is in the affirmative, please identify where within the non-discriminatory procedure the relevant provision can be found.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

See the Company's response to Staff data request ENG 1.01. The above noted items are not contained in a formal written procedure. Copies of the Section 300 Guidelines for Right-of-Way Acquisition and the Contact Diary are provided to the agents.

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ENG 1.05

Please provide a spreadsheet identifying the date of each contact provided in Ameren petition Attachment C, under agent contacts column; and the result of that contact i.e., whether information was provided, whether compromises were proposed, or whether purchase offers were made, etc.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

See ENG 1.05 Attach which is a contact log for each of the remaining landowners with information requested above and is designated **CONFIDENTIAL and PROPRIETARY**.

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ENG 1.06

Please provide documentation demonstrating how AIC has employed each step of the right-of-way acquisition policy and written procedures for negotiating with landowners who have not accepted purchase offers for easements, rights-of-way, or other estates or interests in real property.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

See the Company's responses to Staff data requests ENG 1.01 through ENG 1.05. It is AIC's intent to conduct at least 3 to 4 good contacts (in person if possible) with each landowner after the landowner has been provided with all pertinent information before the process of eminent domain is carried forward. These contacts are carried out in accordance with the procedures in ENG 1.01. In most cases our contacts far exceed this number. In a few cases we are unable to successfully negotiate with the landowner or landowner's attorney due to their refusal to negotiate or respond.

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ENG 1.07

Please update Ameren Petition Attachment C to reflect the current negotiation status with the landowners, and include the updated information in your response to ENG 1.05, if applicable.

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

See ENG 1.07 Attach which is an updated Petition Attachment C. This file is designated **CONFIDENTIAL and PROPRIETARY**.

Please note that Property #58 and #60 (Halterman-Reynolds, LLC) has been removed from the list as the necessary right-of-way has been secured on these properties.

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ENG 1.08

AIC indicated that it acquired easements from 48 landowners covering 56 properties (Petition, pages 2-3). Mr. Nelson indicated that AIC has acquired easements from 52 landowners covering 61 properties (Ameren Ex. 1, page 4, lines 79-80). Has AIC acquired 56 properties or 61 properties?

RESPONSE

**Prepared By: Roger D Nelson
Title: Real Estate Supervisor
Phone Number: 309-693-4824**

The correct number of landowners and properties (at the time of filing) is reported in the direct testimony of Roger Nelson (52 Landowners covering 61 Properties).

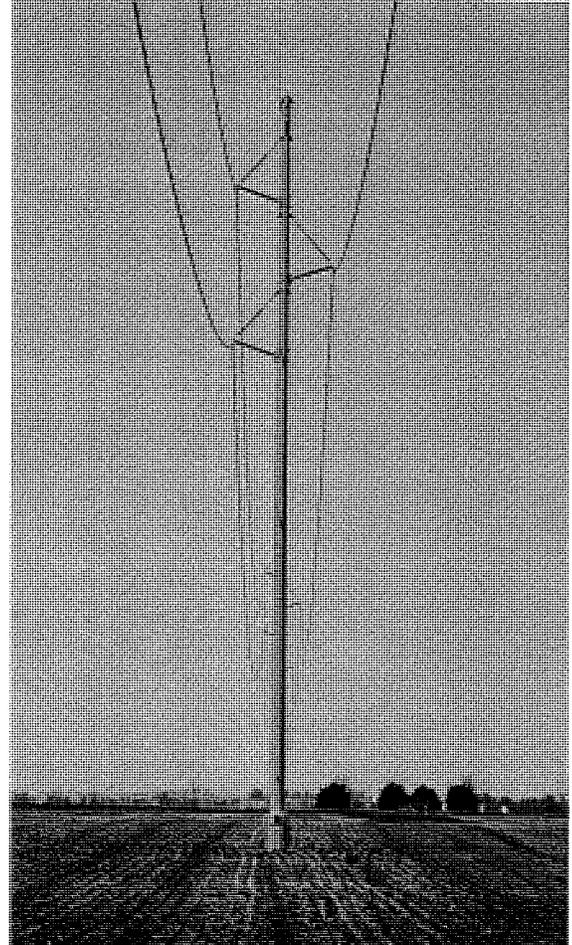
However, AIC has now secured two more properties (one landowner) and the correct number is 53 Landowners covering 63 Properties.



Facts about the La Salle-Fox River (Wedron)-Ottawa Transmission Line Project

Project Overview

- La Salle County is experiencing significant growth, especially near Ottawa and in the corridor running from Ottawa west to La Salle. Much of this growth is being fueled by the outward expansion of the Chicago metropolitan area. The prospect for continued growth requires AmerenIP to strengthen its energy delivery system in this area.
- Ameren Illinois will build two new 138,000-volt transmission lines as follows:
 - A 24-mile line running from La Salle to the Fox River Substation at Wedron.
 - A 9-mile line running from Ottawa to the Fox River Substation.
- Ameren Illinois will upgrade the North La Salle and Ottawa Substations.
- A new substation, known as Fox River, will be constructed at Wedron.
- In total, Ameren Illinois must acquire right-of-way for approximately 33 miles of transmission line.
- The line will be built with poles typically ranging from 70 to 95 feet in height. A small number of poles may be as tall as 105 feet to achieve necessary clearances. The line will use single-shaft steel poles, which will minimize the impact on agricultural production.
- Ameren will build the transmission line to specifications and standards that follow all regulatory and safety requirements.

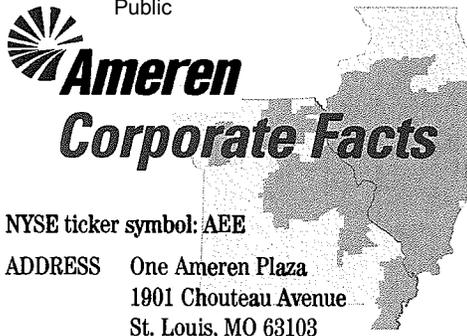


Project Schedule

- The La Salle-Wedron line is expected to be completed by June 2012. The Ottawa-Wedron line is expected to be completed by December 2012.

Cost

- The total project cost is estimated at \$56 million for the new transmission line, new substation and substation upgrades.



NYSE ticker symbol: AEE

ADDRESS One Ameren Plaza
1901 Chouteau Avenue
St. Louis, MO 63103

WEB ADDRESS: www.ameren.com

For more detailed information see Securities & Exchange Commission Filings found at www.ameren.com on the Investors page.

Ameren Corporation (Ameren) is the parent of:

- AmerenCILCO, based in Peoria, Ill.;
- AmerenCIPS, based in Springfield, Ill.;
- AmerenIP, based in Decatur, Ill.; and
- AmerenUE, based in St. Louis, Mo.

Ameren was incorporated in Missouri on August 7, 1995. On December 31, 1997, CIPSCO Incorporated and Union Electric (now operating as AmerenUE) combined. Common shareholders of CIPSCO and AmerenUE became the common shareholders of Ameren. Ameren became the owner of 100% of the common stock of AmerenUE and CIPSCO's operating subsidiaries, Central Illinois Public Service Company (now operating as AmerenCIPS) and CIPSCO Investment Company. In 2003, Ameren grew with the acquisition of CILCORP Inc., parent of Central Illinois Light Company, now operating as AmerenCILCO. In 2004, Ameren acquired Illinois Power Company — now operating as AmerenIP — from Dynegy Inc. Ameren employees, totaling approximately 9,500, provide energy services to approximately 2.4 million electric customers and 900,000 natural gas customers across 64,000 square miles in Illinois and Missouri.

Ameren includes among its subsidiaries, in addition to AmerenCILCO, AmerenCIPS, AmerenIP and AmerenUE, the following operating entities:

- Ameren Energy Resources Company, LLC, the holding company for non-rate-regulated generation, development, marketing and fuels services companies — Ameren Energy Generating Company, Ameren Energy Medina Valley Cogen, LLC, Ameren Energy Marketing;
- AmerenEnergy Resources Generating — an AmerenCILCO subsidiary that operates non-rate-regulated generation; and
- Ameren Services, which provides support services, and Ameren Energy Fuels and Services, which procures coal, natural gas and oil for the corporation and its subsidiaries.

ELECTRIC UTILITIES

AmerenCILCO provides electricity to approximately 210,000 customers in 19 counties, serving towns in east and central Illinois. Founded in 1913, AmerenCILCO provides gas and electric services to Peoria and 26 surrounding communities.

AmerenCIPS provides electric service in 70 counties throughout a 20,500-square-mile area. Founded in 1902, AmerenCIPS today serves nearly 400,000 retail electric customers in 576 communities with a service territory that includes more than 7 percent of the state's population and 35 percent of its surface area — including Quincy and East St. Louis to the west and Mattoon and Marion to the east and south.

Founded in 1923, AmerenIP provides electric service to about 626,000 electric customers — an aggregate population of 1.5 million — in 313 incorporated municipalities across 15,000 square miles of central, east central and southern Illinois. AmerenIP provides service to nine cities with populations greater than 30,000, including Belleville, Bloomington-Normal, Champaign-Urbana, Danville, Decatur, Galesburg and Granite City.

Founded in 1902, AmerenUE — Missouri's largest electric utility — provides electric service to approximately 1.2 million customers across central and eastern Missouri, including the greater St. Louis area. UE serves 57 Missouri counties and 500 towns. More than half (55 percent) of UE's electric customers are located in the St. Louis metropolitan area.

ELECTRIC GENERATION

Ameren companies' net generating capacity is approximately 16,800 megawatts (MW), including Ameren's 80 percent share of Electric Energy, Inc., Joppa, Ill., generating facilities.

REGULATED OPERATIONS

AmerenUE Facilities:

Coal-fired Facilities

- Labadie Plant
Franklin County, Mo.
Size: 2,407 MW, Began Operation: 1970
- Meramec Plant
St. Louis County, Mo.
Size: 839 MW, Began Operation: 1953
- Rush Island Plant
Jefferson County, Mo.
Size: 1,204 MW, Began Operation: 1976
- Sioux Plant
St. Charles County, Mo.
Size: 986 MW, Began Operation: 1967

Nuclear Plant

- Callaway Nuclear Plant
Callaway County, Mo.
Size: 1,190 MW, Began Operation: 1984

Combustion Turbines (CTG)

Natural Gas or Oil-fired Facilities

- Audrain Power Plant
Audrain County, Mo.
Size: 608 MW, Purchased 2006
- Goose Creek Power Plant
Platt County, Ill.
Size: 438 MW, Purchased 2006
- Kimmunity Power Plant
Marion County, Ill.
Size: 208 MW,
Purchased 2005 from an affiliate;
Began Operation: 2001

- Peno Creek Power Plant
Bowling Green, Mo.
Size: 188 MW, Began Operation: 2002
- Pinckneyville Power Plant
Perry County, Ill.
Size: 316 MW,
Purchased 2005 from an affiliate;
Began Operation: 2000
- Raccoon Creek Power Plant
Clay County, Ill.
Size: 304 MW, Purchased 2006
- Venice Power Station
Venice, Ill.
Size: 491 MW, Began Operation: 2005

Other CTG units totaling around 322 megawatts.

Hydroelectric Plants

- Keokuk Plant
Keokuk, Iowa
Size: 137 MW, Began Operation: 1913
- Osage Plant
Lakeside, Mo.
Size: 234 MW, Began Operation: 1931
- Taum Sauk Plant
(pumped storage)
Reynolds County, Mo.
Size: 440 MW, Began Operation: 1963

NON-RATE-REGULATED OPERATIONS

Ameren Energy Generating Company:

Primarily Coal-fired Facilities

- Coffeen Power Plant
Montgomery County, Ill.
Size: 904 MW, Began Operation: 1965
- Hutsonville Power Plant
Crawford County, Ill.
Size: 151 MW, Began Operation: 1953
- Meredosia Power Plant
Morgan County, Ill.
Size: 369 MW (203 MW coal, 166 MW oil),
Began Operation: 1948
- Newton Power Plant
Jasper County, Ill.
Size: 1,194 MW, Began Operation: 1977

Combustion Turbines (CTG)

Natural Gas-fired Facilities

- Columbia Energy Center
Boone County, Mo.
Size: 140 MW, Began Operation: 2001
- Elgin Energy Center
Cook County, Ill.
Size: 460 MW, Began Operation: 2002
- Gibson City Power Plant
Ford County, Ill.
Size: 228 MW, Began Operation: 2000
- Grand Tower Power Plant
Jackson County, Ill.
Size: 511 MW, Began Operation: 1951
Repowered in 2001
- Joppa (1-3)
Joppa, Ill.
Size: 165 MW, Began Operation: 2000

**AmerenEnergy Medina Valley Cogen, LLC:
Natural Gas-fired Facility**

- Medina Valley Cogen Plant
Mossville, Ill.
Size: 44 MW, Began Operation: 2001
Produces electricity, steam and chilled water for Caterpillar Inc.'s adjacent engine manufacturing facility.

Electric Energy, Inc. Facilities:

Coal-fired Plant

- Joppa Generating Station
Joppa, Ill.
Size: 1,002 MW, Began Operation: 1953

Combustion Turbines (CTG)

Natural Gas-fired Facility

- Joppa CTGs (4-5)
Joppa, Ill.
Size: 74 MW, Began Operation: 2000

**Ameren Energy Resources Generating
Facilities:**

Coal-fired Facilities

- Duck Creek Plant
Canton, Ill.
Size: 410 MW, Began Operation: 1976
- E.D. Edwards Plant
Bartonville, Ill.
Size: 715 MW, Began Operation: 1960

NATURAL GAS OPERATIONS

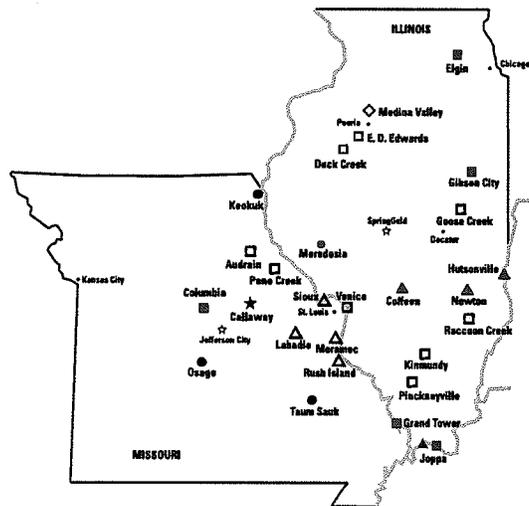
The combined natural gas operations of **AmerenCILCO**, **AmerenCIPS** and **AmerenIP** rank as the third largest Illinois natural gas distribution operation in total number of customers. AmerenUE is the third largest distributor of natural gas in Missouri.

AmerenCILCO serves approximately 216,000 Illinois gas customers, including the cities of Peoria and Springfield, and is directly connected to five interstate natural gas pipelines with the ability to purchase from multiple suppliers. AmerenCILCO has about 3,900 miles of natural gas transmission and distribution mains and two underground storage fields with eight billion cubic feet of capacity.

AmerenCIPS has provided natural gas service for more than 75 years and today distributes natural gas to nearly 190,000 customers in more than 270 Illinois communities. AmerenCIPS operates 5,300 miles of natural gas transmission and distribution mains. It also owns and operates three underground storage fields with a total capacity of approximately two billion cubic feet.

AmerenIP supplies retail natural gas to 421,000 customers in 258 incorporated municipalities and adjacent areas. The company owns 8,800 miles of natural gas transmission and distribution mains and seven underground natural gas storage fields with a total capacity of approximately 15 billion cubic feet.

About 127,000 of **AmerenUE's** 1.2 million customers are natural gas customers. AmerenUE serves gas customers in more than 90 Missouri



- ▲ AmerenUE Coal-Fired Plants
- AmerenUE Hydro Plants
- ★ AmerenUE Nuclear Plant
- AmerenUE CTGs
- ◇ AmerenEnergy Resources Generating Coal-Fired Plants
- ◆ Ameren Cogeneration Plant
- ◊ AmerenEnergy Generating Coal-Fired Plants
- ▣ AmerenEnergy Generating CTGs
- ▲ AmerenEnergy Generating Coal-, Oil- & Gas-Fired Plant
- Electric Energy, Inc. (80 percent owned by Ameren) Coal-Fired Plant

communities, including towns in southeast, central and eastern Missouri. The company owns 3,200 miles of natural gas transmission and distribution mains.

RATES AND REGULATION

Electric Rates

Missouri

In 2007, AmerenUE was granted a 2.1% overall electric rate increase of approximately \$43 million. Until the 2007 increase, UE had not had an electric rate increase since 1987.

March 1, 2009, a 7.8% rate increase took effect for UE Missouri electric customers resulting in an increase in annual revenues of approximately \$162 million.

In July 2009, UE filed a \$402 million revenue request for an 18% electric rate increase with the Missouri Public Service Commission (MoPSC). On May 28, 2010, the MoPSC approved an increase in annual revenues for UE's electric service territory of \$226 million – resulting in an approximate 10% electric rate increase for UE customers.

Illinois

On Jan. 2, 2007, new electric rates for the Ameren Illinois utilities went into effect, ending a rate freeze period dating back to the 1997 Illinois Customer Choice Act. The bundled tariffs for the Ameren Illinois utilities now consist of delivery service tariffs and riders that allow full and timely cost recovery of power purchased on behalf of Ameren Illinois utilities' customers.

In September 2008, the ICC issued an order authorizing a net rate increase in annual revenues for electric delivery service totaling \$123 million for the Ameren Illinois utilities. The electric rate changes were effective on Oct. 1, 2008.

In June 2009, the Ameren Illinois utilities filed a request for an electric rate increase of approximately \$181 million. A decision was rendered on April 29, 2010, and subsequently corrected by the ICC for a delivery service rate increase totaling \$35 million.

On March 15, 2010, Ameren filed an application with the Federal Energy Regulatory Commission (FERC) and notices with the ICC to reorganize its three Illinois electric and gas utilities—AmerenCIPS, AmerenCILCO and AmerenIP—into a single public utility, Ameren Illinois Company, that would do business as "Ameren Illinois." On June 17, 2010, FERC approved the application for the reorganization. The Ameren Illinois utilities expect to complete the reorganization by Oct. 1, 2010.

Natural Gas Rates

Missouri

As part of a 2007 stipulation and agreement approved by the MoPSC authorizing an increase in annual natural gas delivery revenues of \$6 million effective April 1, 2007, AmerenUE agreed not to file a natural gas delivery rate case before March 15, 2010. On June 11, 2010, the company filed an \$11.9 million request for a 7.3% increase on natural gas delivery charges. The request was filed due to recovery of costs associated with invested improvements and expansions since the last rate case in 2007. A decision by the MoPSC is expected no later than May 2011.

UE's gas rates may also be adjusted without a traditional rate proceeding for changes in the wholesale costs of gas, which are passed through to customers without mark-up from UE (the purchased gas adjustment, or PGA).

Illinois

In September 2008, AmerenCILCO, AmerenCIPS and AmerenIP received from the ICC a consolidated order approving a net increase in annual revenues for natural gas delivery service of \$38 million in the aggregate. Rate changes implementing these adjustments became effective in October 2008. The ICC also approved an increase in the percentage of costs to be recovered through fixed monthly charges for residential and commercial natural gas customers.

In June 2009, the Ameren Illinois utilities filed a natural gas delivery service rate increase request of approximately \$45 million. (subsequently amended to \$15 million.) In May 2010, the Commission approved a rate decrease of \$20 million. The Ameren Illinois utilities are seeking rehearing on various issues.

This area to be used for recording information only.

TRANSMISSION EASEMENT

THIS INDENTURE, Made this _____ day of _____, 2006, by and between _____, hereinafter referred to as Grantor, whether one or more and whether an individual, individuals, or a corporation, and ILLINOIS POWER COMPANY d/b/a AmerenIP, an Illinois corporation, its successors, assigns, agents, lessees, tenants, contractors, sub-contractors, and licensees, hereinafter referred to as Grantee, WITNESSETH:

For and in consideration of the sum of Ten Dollars (\$10.00), the receipt and sufficiency of which is hereby acknowledged, and the additional consideration of the sum of _____ and no/100th Dollars (\$_____) to be paid to Grantor by Grantee within sixty (60) days from the date hereof or the release of this easement from any liens or encumbrances of record, whichever date is later, Grantor does grant, bargain, sell, convey, and confirm unto Grantee the perpetual right and easement in, on, upon, along, over, through, across, and under the following described lands situated in _____ County, Illinois, more particularly described as follows, and also depicted on Exhibit "A" attached hereto and made a part hereof.

Easement description here

Tax ID # here

Together with the perpetual right, permission, privilege, and authority in Grantee to survey, stake, construct, reconstruct, erect, place, keep, operate, maintain, inspect, patrol, add to the number of and relocate at will, at any time, and from time to time, in, on, upon, along, over, through, across, and under the herein described easement a line or lines of towers, poles, conduits and appurtenances, crossarms, wires, cables, transformers, anchors, guy wires, foundations, footings, and any other appurtenances, for the purpose of transmitting electric energy or other power, and for telecommunications; to trim, cut, clear or remove, at any time, and from time to time, by any means whatsoever, from said easement, or the premises of the Grantor adjoining the same on either side, trees, brush, and any and all obstructions of whatsoever kind or character which, in the judgment of Grantee, may endanger the safety of, or interfere

with, the surveying, staking, construction, reconstruction, erection, placement, retention, operation, maintenance, inspecting, patrolling, addition to and relocation of, Grantee's facilities; and the right of ingress and egress to, from, and over the herein described easement and any of the adjoining lands of the Grantor at any and all times for doing anything necessary or convenient in the exercise of the rights herein granted; also the privilege of removing at Grantee's option at any time, any or all of Grantee's improvements erected in, on, upon, over, and under the herein described easement.

The Grantor agrees that it will not erect any building or structure or create or permit any hazard or obstruction of any kind or character which, in the judgment of Grantee, will interfere with the surveying, staking, construction, reconstruction, erection, placement, retention, operation, maintenance, inspection, patrolling, addition to and relocation of, Grantee's facilities.

The Grantor warrants and covenants unto Grantee that, subject to liens and encumbrances of record at the date of this easement, Grantor is the owner of the above described land and has full right and authority validly to grant this easement, and that Grantee may quietly enjoy the premises.

The Grantee intends to install the poles in said line outside of the road right-of-way but the Grantee agrees to place said poles as near as practicable to the road right-of-way line.

Grantee shall be responsible for actual damages occurring on the herein described property as a result of the construction, operation, maintenance or repair of Grantee's facilities and shall reimburse the owner hereof for such loss or damages.

TO HAVE AND TO HOLD the easement aforesaid, with all and singular the rights, privileges, appurtenances and immunities hereto belonging or in anywise appertaining unto said Grantee, its successors, assigns, agents, lessees, tenants, contractors, subcontractors, and licensees, forever.

The easement conveyance made hereby shall run with the land, and this agreement shall be binding upon and inure to the benefit of the heirs, legal representatives, executors, administrators, successors and assigns of the parties hereto.

The Grantor hereby releases and waives all rights under and by virtue of the Homestead Exemption Laws of the State of Illinois.

IN WITNESS WHEREOF, the Grantor has executed this Transmission Easement the day and year first above written.

(Signature)
Name: _____
(Print Name)

(Signature)
Name: _____
(Print Name)

ACCEPTANCE

Illinois Power Company, d/b/a AmerenIP, hereby accepts the foregoing Transmission Easement

and agrees to the terms thereof.

ILLINOIS POWER COMPANY, d/b/a
AmerenIP

By: _____

Title

STATE OF ILLINOIS)
) SS
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that _____, personally known to me to be the same person(s) whose names are (name is) subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they (he/she) signed, sealed and delivered the said instrument as their (his, her) free and voluntary act, for the uses and purposes therein set forth, including the release and waiver of the right of homestead.

Given under my hand and notarial seal this _____ day of _____, A.D., 20_____.

Notary Public

Prepared by: Ameren

Return to: AmerenIP
Real Estate Dept.
300 Liberty Street
Peoria, IL 61602

OPTION FOR EASEMENT

THIS INDENTURE WITNESSETH, That _____ ("Grantor(s)"), for and in consideration of the sum of _____ Dollars ("Option Amount") in hand paid by Illinois Power Company, d/b/a AmerenIP ("Grantee") and for other good and valuable consideration, the receipt of which is hereby acknowledged, do __ hereby give and grant to Illinois Power Company, d/b/a AmerenIP its successors and assigns, the exclusive option, right and privilege to purchase for a period of one year from the date hereof an easement for electrical and communication transmission lines in, over, under, upon or across the described real estate, situated in the County of _____ and State of Illinois, to wit:

(Easement Description Here)

(Tax ID # Here)

at and for the price of _____ Dollars (\$ _____), and as depicted on the attached drawing marked Exhibit "A" attached hereto and made a part hereof, and as may, at Grantee's discretion, be more particularly described by a survey to be performed by Grantee.

Grantee, upon the additional payment to Grantor of _____ Dollars (extension amount), per extension period shall have the right to extend this option for two additional periods of one year each. This option and any extension hereof shall constitute a contract between the parties herein specified if exercised in writing on or before 30 days before the expiration date hereof, or the expiration date of any extension hereof, and shall be null and void unless exercised in writing within the time above specified.

If this option is not exercised by Grantee in accordance with the following notice provisions and within the time above specified, then any monies paid by Grantee to Grantor in consideration for this option shall be retained by and become the property of the Grantor.

Notice for all purposes set forth herein shall be by mailing by United States Certified Mail, postage pre-paid, to the addresses noted below and the same shall be deemed to have been delivered on the day is it postmarked.

Notice to Grantee:

Illinois Power Company d/b/a AmerenIP
Real Estate Dept.
300 Liberty St.
Peoria, IL 61602

Notice to Grantor:

Landowner
Address
City, State Zip

It is understood and agreed that upon full payment of the consideration, the Grantor(s) will execute Grantees' form of easement (a sample copy of which is marked Exhibit "B" and is attached hereto and made a part hereof).

It is also understood that the option amount of _____ and any extension amount, if paid, shall constitute a part of the consideration for said easement if the rights herein granted are exercised by the Grantee. It is further understood that this instrument shall be binding upon the heirs, legal representatives, successors and assigns of the parties hereto and may be assigned by Grantee without further consent of Grantor.

During the term of this Option, Grantee through its representatives, shall be entitled to enter upon the Property for the purposes of investigation, inspection, measuring, surveying, staking, testing, and taking of soil and/or ground water samples. Grantor(s) agree(s) to cooperate with, and give any consent reasonably requested by any of Grantee's representatives in connection with any such investigation and testing conducted by Grantee. Grantee shall compensate Grantor for damages to crops, fences, and other improvements directly caused by Grantee's aforesaid actions.

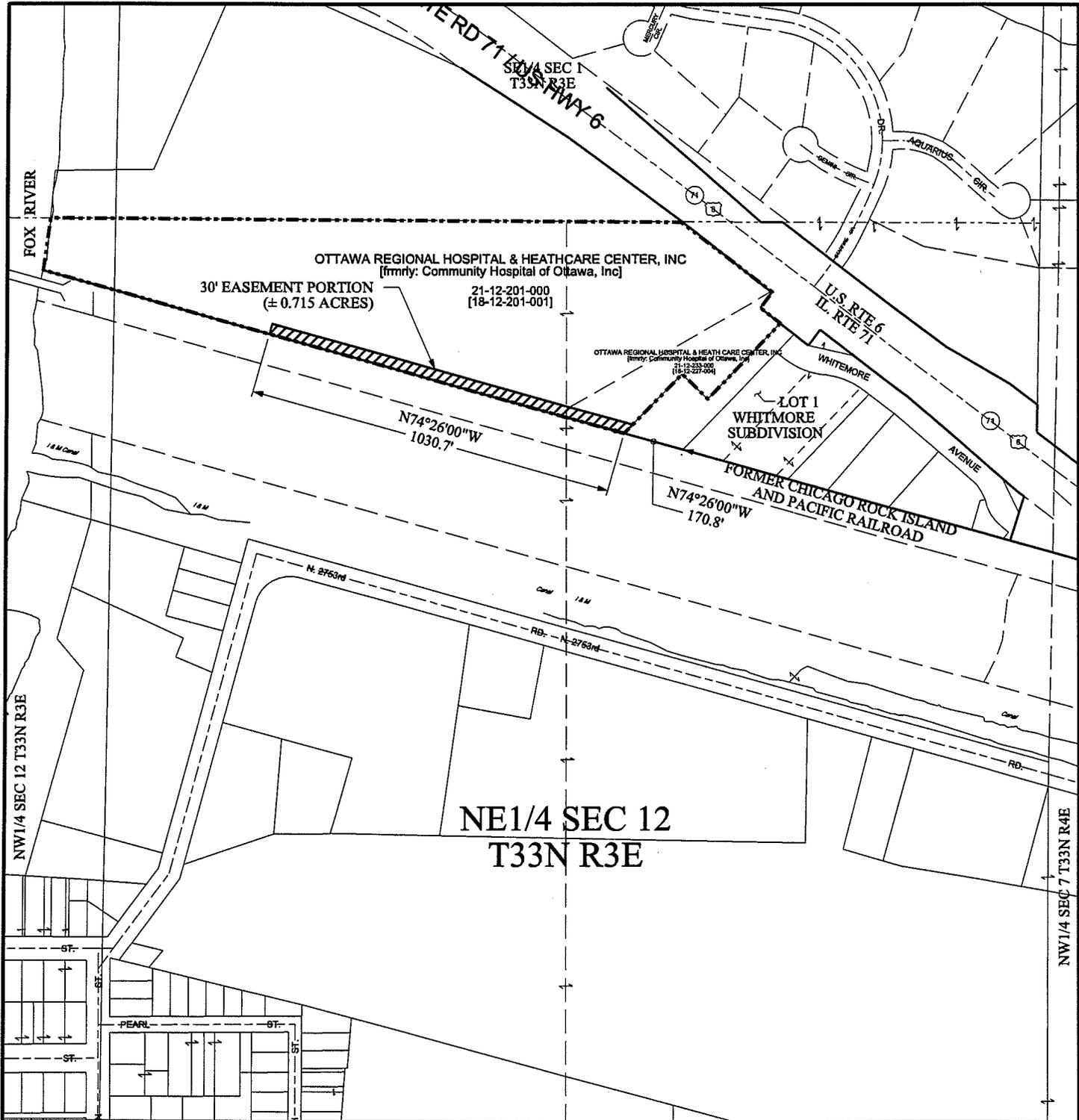
Upon exercising this option, the Grantee agrees to purchase said easement within _____ days from the date this option or any extension thereof is exercised.

If Grantee does not purchase said easement within _____ days after exercising this option or any extension thereof, then any and all monies paid by Grantee to Grantor shall be retained by and become the property of the Grantor.

IN WITNESS WHEREOF, Grantor(s) have hereunto set _____ hand ____ and seal ____ this ____ day of _____, A.D. 2006.

Witness

Grantor(s)



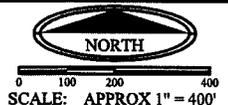
THIS MAP IS FOR REFERENCE PURPOSES ONLY AND SHOULD NOT BE RELIED UPON FOR ACCURACY OF DISTANCE, AREA OR GEOGRAPHIC LOCATION

EXHIBIT A

REVISED: 12-03-2010

WTG File Number: AMN-2006LS-822.0

OWNER: OTTAWA REGIONAL HOSPITAL & HEATHCARE CENTER, INC
TAX ID: 21-12-201-000 (18-12-201-001); 21-12-233-000 (18-12-227-004)

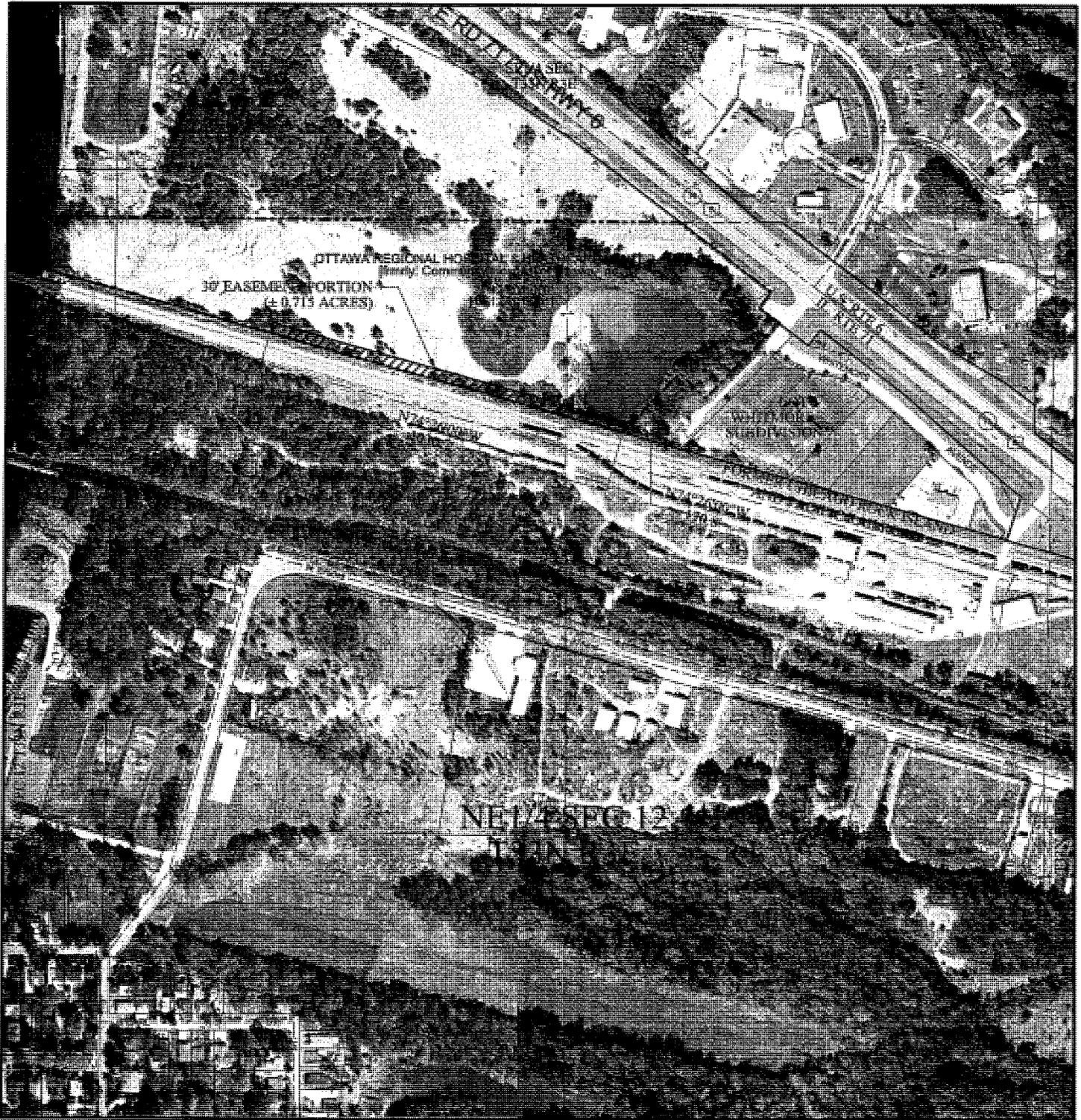


TOWNSHIP/RANGE: T33N R3E
SECTION: NE1/4 SECTION 12 & SE1/4 SECTION



OTTAWA REGIONAL HOSPITAL & HEALTHCARE CENTER, INC
[Formerly: Community Hospital of Ottawa, Inc]
Easement No.: AMN-LS-822

A part of the Northeast Quarter (NE1/4) of Section Twelve (12), Township Thirty-three (33) North, Range Three (3) East, situated in the City of Ottawa, LaSalle County, Illinois, more particularly described as follows: A strip of land thirty (30) feet in width the South line of which is more particularly described as follows: Commencing at the Southwest corner of Lot 1, of the final plat of Whitmore Subdivision, recorded May 7, 1997, as Document #97-07217; thence North74°26'00"West, one hundred seventy and eight tenths (170.8) feet to the point of beginning; thence North74°26'00"West, one thousand thirty and seven tenths (1030.7) feet, abutting and lying North of the former Chicago, Rock Island & Pacific Railroad right-of-way (containing 0.715 acre more or less).



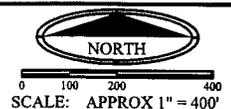
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EXHIBIT A

REVISED: 12-03-2010

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TAX ID: 21-12-201-000 (18-12-201-001); 21-12-233-000 (18-12-227-004)



TOWNSHIP/RANGE: T33N R3E
SECTION: NE1/4 SECTION 12 & SE1/4 SECTION



Ameren-IP Easement Valuation: LS#: _____

Date _____

Grantor(s): _____

Property Description: _____ Quarter, Section _____,
T-____N, R-____E, 3 PM, LaSalle County, Illinois

Tax ID#:

Property Designation: _____

Total Acreage of Easement: _____

Estimated Property Value: \$ _____ (*per acre///Per Sq Ft*)

Valuation of Easement: \$ _____ (_____) % of estimated property
value ***

Total Easement Valuation: \$ _____

Misc Info:

Line: _____

Parcel No.: _____

TENANT'S CONSENT

For and in consideration of the sum of _____ Dollars (\$ _____) to the undersigned cash in hand paid by Illinois Power Company, d/b/a AmerenIP, the receipt of which is hereby acknowledged, the undersigned as tenant(s) on the following described property situated in _____, County of _____, State of _____, now owned by _____, described as follows:

Being all or a part of the same land as described in Transmission Easement dated _____, executed by _____,

do(es) hereby consent to the exercise by Illinois Power Company, d/b/a AmerenIP, its successors and assigns, of all rights now or hereafter acquired by it in and to the above described lands, with the understanding that the damages, if any, accruing from the exercise of the rights so acquired, to any crops or any other property of the undersigned shall be paid direct to the undersigned.

Tenant's interest in crops: _____

DATED this _____ day of _____, 2006.

TENANT(S)

Witness

Name: _____

Address: _____

Phone: _____

Project: _____
Parcel Number: _____
Tax Map Parcel No.: _____
Date: ____/____/____

**ILLINOIS POWER COMPANY. d/b/a/ AMERENIP
AND AMEREN ILLINOIS TRANSMISSION CO. (AITC)**

SURVEY PERMIT

The undersigned hereby grants to Illinois Power Company, d/b/a AmerenIP and Ameren Illinois Transmission Company (AITC), permission to enter his/her/their property, as referred to above, for the purpose of conducting engineering, land surveying, and examination and testing, with respect to environmental, archeological, sub-soil and other related conditions, hereinafter referred to collectively, as surveys; subject to any conditions noted below. The undersigned is aware that such surveys may be conducted by AmerenIP or Ameren Illinois Transmission Co. employees of by independent contractors or consultants hired by said Companies. AmerenIP and Ameren Illinois Transmission Co. agree to pay for any and all damages to property and/ or crops resulting from said surveys and said Companies further agree to protect, defend, indemnify and hold the undersigned, its directors, officers, employees, affiliates, agents, contractors, lessees and assigns, if any, harmless from and against all claims, damages, injuries or losses (including court costs and reasonable attorney fees) whether based upon personal or property damage, resulting from said surveys, unless such claim, damage, injury or loss id based upon negligence of the undersigned.

_____ Owner Tenant Other
Person Authorizing Survey

_____ If other, relationship to
owner _____
Print Name

Address for further contacts: _____

Telephone: _____ Email: _____

Cell Phone #: _____

CONDITIONS: The following conditions shall apply to the permission granted above:

Permit Obtained by: _____

Signed Permit Verbal Permit

Agents Checklist with Landowner/ Initial Meeting

1. Contact Landowner to set up initial appointment
2. Note initial appointment in Contact Diary
3. Study the line and all the particulars that deal with the landowner's property;
(Every landowner is an individual; be professional)
4. Give Landowner your business card and show AmerenIP Identification
5. Ask landowner if they received the 14day notice and if they have had an
opportunity to read it; ask them if they have any questions at this time
6. Explain to the Landowner how the project is affecting them and their property
7. Give the Landowner Fact sheet about the Prairie State Transmission Line Project
8. Give Landowner EMF data sheet
9. Complete Survey Permission Sheet and have Landowner sign
10. Get name, address and telephone number of Tenant and all other interested parties if
needed
11. Show the landowner the OPTION FOR EASEMENT, Exhibit A (Aerial drawing and
Exhibit B) Easement
12. Discuss compensation for Option and Easement (refer to Stenger Land Value Calculations
and land type data sheet)
13. Discuss Mortgage Subordination if necessary
14. Leave Option with them to review (if necessary) and reschedule for next meeting or get
signature on Option and Easement
15. Make detailed bullet points regarding discussion with landowner in Contact Diary
16. Notify field office of all offers and counter offers
17. Make appointment with Tenant to get Tenant Consent if needed

1.05 Attach

Public

Summary of Landowner Contacts and Offers

Ottawa - Wedron Line

Prop. No.	Landowner Name and Address	Tax Parcel ID Number(s)	Initial Contact Date	Initial Offer	Appraised Value	Counter Offer	Current Offer	Easement Acreage	Agent Contacts	Comments
29	The Estate of Janet Ziment, Deceased Ottawa, IL 61350 LS-1498	18-01-360-006 18-01-360-007			XXXXXX			0.074	* Separate Research Log	xxxxx xxxxx
38	Ottawa Regional Hospital & Healthcare Center, Inc. 1100 E. Norris Dr. Ottawa, IL 61350 LS-822	21-12-233-000 21-12-201-002	7/19/2006 12/11/2010	XXXXXX XXXXXX	XXXXXX	xxxx	XXXXXX	0.715	Phone: 18 In person: 3 Mail/Fax: 17 Total: 38 Attempts: 2	xxxx xxxx xxxx xxxx xxxx
67	William Barbier 3175 N IL RT 71 Ottawa, IL 61350 LS-768 LS-1057	15-27-106-000 15-27-105-000	11/3/2006 1/7/2011	XXXXXXX XXXXXX	XXXXXX	xxxx	XXXXXX	2.737	Phone: 7 In Person: 0 Mail/Fax: 10 Total: 17 Attempts: 2	xxxx xxxx xxxx