ATXI Exhibit 4.0

ILLINOIS COMMERCE COMMISSION

DOCKET No. 12-_____

DIRECT TESTIMONY

OF

DONELL MURPHY

Submitted On Behalf

Of

AMEREN TRANSMISSION COMPANY OF ILLINOIS

NOVEMBER, 2012

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I. INTRODUCTION AND WITNESS QUALIFICATIONS

Q. Please state your name, business address and present position.

A. My name is Donell Murphy. I am a Partner with Environmental Resources Management ("ERM"), located at 1701 Golf Road, Suite 1-1000, Rolling Meadows, Illinois, 60008.

Q. Please summarize your educational background and professional experience.

A. Please see my Resume, attached as an Appendix to this testimony.

Q. What are your duties and responsibilities in your present position?

A. My primary duties and responsibilities include managing or overseeing various projects. Some of these projects are managed by other project managers and involve only my oversight of quality assurance, resource management and budgetary management, in addition to technical guidance when needed. I otherwise directly manage all aspects of other projects (quality assurance, resources, scope, schedule and budget), such as ERM's support of the Illinois Rivers Project, which is the subject of this proceeding. Additionally, I manage a team of environmental professionals located in multiple offices across the Midwest.

II. PURPOSE AND SCOPE

Q. What is the purpose of your testimony?

A. Ameren Transmission Company of Illinois ("ATXI") retained ERM to conduct a route siting analysis for the proposed Transmission Line and to provide support with respect to the stakeholder engagement and public involvement process during the development of the Illinois Rivers Project (the "Project"). A compilation of information associated with the route siting analysis is attached as ATXI Exhibit 4.3. This compilation of information, also referred to as the Siting Study, includes a detailed description of the route siting analysis, a baseline resource assessment, and information pertaining to the stakeholder engagement and public involvement process. The purpose of my testimony is to summarize the methodology used for the route siting analysis and the results of the analysis, describe the public involvement process conducted with respect to the selection of a primary route for the Transmission Line, and discuss the analysis of environmental and other potential impacts associated with the Project.

Q. What exhibits are you sponsoring with your testimony?

A. I am sponsoring the following exhibits:

- ATXI Exhibit 4.1 Summary of Public Meetings
- ATXI Exhibit 4.2 For each portion of the Transmission Line, a Map and Description of Proposed Routes
- ATXI Exhibit 4.3 Siting Study
- ATXI Exhibit 4.4 Categorized Environmental Siting Criteria
- ATXI Exhibit 4.5 For each portion of the Transmission Line, a Route Comparison Summary
- ATXI Exhibit 4.6 For each portion of the Transmission Line, a Map of All Routes Considered

- ATXI Exhibit 4.7 County Clerk Letters
- ATXI Exhibit 4.8 Newspaper Ads and Affidavits of Publication
- ATXI Exhibit 4.9 Agency Meeting Notes
- ATXI Exhibit 4.10 Maps of Potential Integration Corridors

III. ROUTE SITING ANALYSIS

Q. What approach was implemented for route siting analysis?

A. ERM assisted ATXI in facilitating a process in which stakeholder engagement and public involvement was integrated with route development and selection. The approach generally included proactive and formal stakeholder engagement (through community representative forum meetings), in addition to initial emphasis on the need and benefits of the Project and encouraging the understanding as to how routes would be developed and selected. The process included holding public meetings required under Section 8-406.1 of the Illinois Public Utilities Act (the "Act"), 220 ILCS 5/8-406.1, and was comprised of three milestone phases, or stages, within the overall decision-making process. These phases included Phase I – Need and Benefits; Phase II – Potential Route Alternatives; and Phase III – Proposed Routes. Public meetings were conducted with respect to each stage. In association with Phase I, a total of 33 public meetings were conducted in April, May and June 2012, with those required for compliance with Section 8-406.1 beginning on May 14, 2012. A total of 31 public meetings were conducted in July 2012 in association with Phase II. A total of 33 public meetings were conducted in September and October 2012 in association with Phase III. A table summarizing all public meetings is attached as ATXI Exhibit 4.1 and shows that, in compliance with Section 8-406.1, three public meetings have been conducted within the six months prior to the filing of

ATXI's Petition in this proceeding in each county in which the Project is to be located.

For this portion of my testimony, I will focus on the route development and selection process, otherwise referred to as the route siting analysis. ATXI Exhibit 4.2, attached to my direct testimony, depicts the Proposed Routes for the Transmission Line, by each portion of the Project, and clearly distinguishes the Primary Route. As mentioned, the Siting Study attached as ATXI Exhibit 4.3 is a compilation of information associated with the route siting analysis undertaken as it relates to each portion of the Project.

Q. Please describe how the route siting analysis was performed.

A. Generally, the route siting analysis was performed as a methodical narrowing process where the area or scope of study was reduced with each stage of route development and selection. First, the Project area was established (the geographic extent of which is described in ATXI Exhibit 4.3, Appendix A), and environmental siting criteria were identified. Using this basis, the analysis progressively resulted in the development of potential route alternatives within the study area, the selection of Proposed Routes for each portion of the Project, and ultimately the selection of the Primary Route for each portion.

While general interconnection locations were identified prior to the development of potential routes, whether or not these locations would involve expansions of existing facilities or development of new substations was not known at the time that the route siting analysis was initiated. Rather, a broad study area was delineated which encompassed these interconnection locations but allowed for geographic diversity and routing flexibility between them.

Route alternatives were developed through a comparative evaluation process, which involved the collective review of existing opportunities (defined later), the overall occurrence of

sensitivities (defined later) along these opportunities, and the priority of affected sensitivities when route alternatives were otherwise comparable. The priority of affected sensitivities was derived from input received from stakeholders, landowners, and other members of the public who participated in the public process.

Select sensitivities were categorized or prioritized as "high" sensitivities (the prioritization of the environmental siting criteria is discussed in further detail later). Following the identification and categorization of the environmental siting criteria, information and data related to the criteria were collected and mapped. The overlay of opportunities and sensitivities demonstrated areas obviously constrained. These areas, along with areas hosting potential locations for route siting that would otherwise conflict with the intended directional orientation of the Project, were removed from consideration. Predominant opportunities were comparatively evaluated. From this comparative evaluation, potential route alternatives emerged. These route alternatives were further analyzed, modified and again comparatively evaluated. From this comparative assessment, and with the incorporation of additional public input, the proposed routes emerged. Those route alternatives that were identified as having a lesser potential for impact to the various environmental factors were then carried forward as the Proposed Routes. The Proposed Routes were again comparatively evaluated, with the inclusion of cost, conceptual design and constructability considerations in addition to the environmental siting criteria, to select the Primary Route and at least one Alternate Route for each portion of the Project. A more detailed discussion of the route selection process is provided in the Siting Study (ATXI Exhibit 4.3).

Q. What siting criteria were identified for the analysis?

A. The siting criteria identified included the environmental siting criteria, characterized as opportunities and sensitivities. Other siting criteria, including cost and constructability considerations, were utilized in later stages of the analysis. For electric transmission lines, advantageous siting "opportunities" can be characterized by corridors with the potential for sharing right-of-way or running alongside existing facilities, infrastructure and landscape features. Opportunities include existing rights-of-way, section lines, property lines and field lines. These features are characterized as opportunities in that they may be advantageous or more compatible for parallel co-location of a new transmission line – in simplest form, like features by like features. "Sensitivities" can be characterized as those environmental – human (of the built environment) and natural – siting criteria, including point locations, areas or features, which are taken into account with regard to location, construction or additional licensing/permitting procedures. Sensitivities include such things as existing residences, land use classifications, wetlands and stream crossings. Sensitivity does not imply or necessitate avoidance. Rather, the occurrence and characteristics of the opportunities and sensitivities were the basis of comparative evaluation.

Q. How were the environmental siting criteria identified and prioritized?

A. ERM compiled a list of environmental siting criteria that has been used by ERM for various other linear facility siting projects in Illinois. The list was then presented to stakeholders and the public for review and concurrence during the Phase I public meetings. Both groups were given the opportunity to suggest additional criteria and prioritize the sensitivities. The number of times a particular sensitivity was identified as being a priority, divided by the total number of

meeting participants, resulted in a percent value. The average percent value for each criterion between the participating stakeholders and collective members of the public was then calculated. The environmental siting criteria were categorized as highly sensitive, moderately sensitive and least sensitive based on the average percent value. Higher percent values, such as those reflected for criteria such as cemeteries, churches, existing drainage features, prime farmland, residential use areas and schools, comprised a majority consensus. The categorized criteria resulting from this process are shown on ATXI Exhibit 4.4. ERM also conducted an environmental impact analysis. This analysis is discussed later in my direct testimony.

Q. Please explain how stakeholder and public input obtained during the Phase II public meetings was considered in the process of re-categorizing or further validating the prior categorization of the environmental siting criteria.

A. When the Phase II public meetings were held in July 2012, stakeholders and members of the public who attended the meetings were asked to review the prior categorization of the environmental siting criteria. The feedback received suggested no change to how the environmental criteria had previously been prioritized. Stakeholders were also engaged in an exercise seeking their preferences as to types of opportunities to be paralleled (roads or property lines or section lines) and areas most sensitive to them (existing agricultural uses, existing residences, cultural resources, protected species locations/habitat, recreational use areas, sensitive management areas, wetlands and waterways, wooded areas or other areas). Feedback suggested that greater preference be given to routing along roads. Agricultural use areas, existing residences and wooded areas were identified as being most sensitive. Wooded areas were subsequently treated as a high sensitivity within the route siting analysis.

Q. In addition to the environmental siting considerations, were cost, conceptual design and constructability considerations taken into account?

A. Yes. As previously discussed, the environmental siting criteria were used for identifying and evaluating potential route alternatives and proposed routes. After proposed routes were selected for the Transmission Line, the environmental characteristics of each were evaluated in conjunction with cost, conceptual design and constructability. The environmental-related characteristics of the proposed routes were further studied to identify those alternatives having a lesser potential for environmental impact. Concurrent with this evaluation, conceptual design considerations (such as the estimated number of angle structures or representative pole placement relative to select existing features) and the presence of existing access and easements were also evaluated.

Q. What were the results of the route siting analysis?

A. From the route siting analysis, the Proposed Routes emerged as the optimum locations for the proposed Transmission Line where the potential for environmental impacts could be reduced or minimized. These routes are intended to be cost effective while best representing input received from those who have participated in the public process. For example, one concern was proximity to residences. The Primary Route is located such that only 36 residences are within 150 feet of the Transmission Line. Based on a desktop analysis and field reconnaissance of the Proposed Routes, these routes appear to be permittable and can be constructed. Section 8-406.1 of the Act requires ATXI to identify a primary route. The Primary Route for each portion of the Project was selected as the route having the least potential for overall impact, all things considered as discussed herein, among the Proposed Routes.

Q. Can you further elaborate as to how and why the Proposed Routes were selected?

A. Multiple potential route alternatives were identified between each substation interconnection location. Through a comparative evaluation process, these route alternatives were further evaluated. The Proposed Routes, which collectively include the Primary and Alternate Routes (as depicted on ATXI Exhibit 4.2) and Segment Options (localized route segments allowing for maneuverability between parts of either the Primary or Alternate routes) respective to each portion of the Project, represent the optimum locations for the proposed Transmission Line where the potential for environmental impacts can be reduced or minimized without incurring additional length or cost. The Proposed Routes parallel some roadways as well as property lines and section lines. In some cases, the Proposed Routes parallel field lines, based on available aerial photography. The Proposed Routes have a lesser cumulative occurrence of sensitivities associated with each, as compared to other route alternatives. The Proposed Routes are located within proximity to fewer homes, minimize the potential for impact to agricultural use areas (through the proposed structure type, routing relative to center pivot irrigation systems, and parallel routing to property lines, section lines, and field lines) and require less tree removal. A more detailed discussion of the route selection process is provided in the Siting Study (ATXI Exhibit 4.3).

Q. Why was the Primary Route selected as such?

A. The Primary Route was selected as such because it has the lowest potential for impact. The Primary Route generally has the lowest cumulative occurrence of associated sensitivities, though in some cases a reduction in the number of homes impacted or acres of tree removal required superseded the lowest cumulative occurrence (where there was not a significant

variation in quantities of occurrence of other sensitivities). Though some portions of the Primary Route are longer than the same portions of the Alternate Route, the increase in length allowed for the tradeoff of other potential impacts that could require additional cost (whether it be costs associated with construction or easement acquisition). While additional length typically translates to greater cost, the Primary Route is still cost effective.

Q. Was more than one alternate identified for any portion?

A. Yes. For the Pawnee to Pana portion, a second alternate route ("Alternate 2") was identified.

Q. Why was an additional alternate selected for this portion?

A. Two northern and southern predominant routes, relative to this portion of the Project, were identified. A short segment between the two was also identified. When the western half of the northern corridor was pieced together with the eastern portion of the southern corridor, a third route emerged. Through the comparative evaluation process, this route was selected as the Primary Route between Pawnee and Pana and the northern and southern routes were identified as alternate routes.

Q. Please summarize any key routing considerations.

A. Throughout the process, two routing considerations were consistently raised for discussion by participants in the process: proximity to existing residences and the potential for impact to agricultural-related uses or activities. As previously discussed, the Proposed Routes were selected as such because they reduce the potential for impact to existing residences. Only 36 homes are located within 150 feet of any of the Primary Route. The proposed single shaft

steel poles would reduce the area of ground disturbance at the base of each structure, thereby reducing the potential for compaction, crop damage or other adverse affects to farmland. The Proposed Routes are not anticipated to conflict with existing center pivot irrigation systems where these systems are known to occur. Finally, section lines, property lines and field lines were paralleled in agricultural use areas, to the extent practical, in an attempt to minimize the potential for impact to individual landowners.

From an agency perspective, while various areas or species of consideration have been discussed (as described later herein), state nature preserves and land and water reserves have been identified as areas of which the Illinois Nature Preserves Commission has voiced heightened sensitivity. Outside of state trail crossings, no portion of the Proposed Routes crosses any known state-owned lands, nature preserves or land and water reserves. As discussed later, ATXI will continue to consult with the Nature Preserves Commission and other affected agencies.

Q. Was cost a factor in selecting the Proposed Routes?

A. Yes. As previously indicated, cost was a consideration in selecting the Proposed Routes.

Q. How did input from participants in the public process factor into this conclusion?

A. Participants in the community representative forum meetings and public open houses collectively prioritized the environmental siting criteria. The results from each forum were combined to derive what ATXI concluded was the majority consensus. This consensus prioritized existing residential use areas as a “high” sensitivity. Numerous comment forms reiterated this heightened sensitivity to existing residences. The public process is described in further detail in a later portion of my direct testimony.

Q. Were any routes suggested by participants in the public process as an alternative to the Proposed Routes?

A. Yes, a route alternative west of the SE Quincy Substation was brought forward by an interested landowner and the Great River Economic Development Foundation ("Great River"). ATXI representatives met with representatives of the Great River and the interested landowner on October 25, 2012. Based on an initial review of Great River's route alternative, it was determined their alternative would be inferior to ATXI's Proposed Routes in this area. Great River's preferred route generally parallels ATXI's proposed Alternate Route, with the exception of the western-most segment of the Great River route. The western-most segment of the Great River route, approximately 1.5-miles in length, would be located near at least five homes. Great River's route alternative would also require a crossing of the Mississippi River other than ATXI's proposed crossing.

Q. Have all landowners owning property along the Proposed Routes been identified?

A. Yes. Exhibit C to ATXI's Petition provides a list of landowners within 250-feet of any of the Proposed Routes and within one-half mile of the substation sites.

Q. Has ATXI identified all foreign company linear facilities that may be in general proximity to the proposed Transmission Line?

A. Yes. ATXI Exhibit 4.2 depicts the known foreign company linear facilities (specifically including known overhead electric supply and railroad company facilities) which are crossed by or are located in close proximity to the Proposed Routes. Exhibit D to ATXI's Petition separately provides a list of other utilities that may be affected by the Project, including parties listed in 83 Ill. Adm. Code Sections 305.50(d) and 305.60. ATXI, with support from ERM, will

work with each of these utilities, as required, to reach an agreement as to the location of the proposed facilities by ATXI.

Q. As it relates to the substations, will any existing lines need to be relocated or new connecting lines constructed to facilitate system integration at or near these facilities?

A. Yes. As discussed by ATXI witness Mr. Jeffrey V. Hackman (ATXI Ex. 3.0), one or both scenarios may be required at some of the substation sites. These sites include Ipava, Mt. Zion, Pawnee, Pana, and SE Quincy. Maps depicting potential integration corridors are included in ATXI Exhibit 4.10 attached to my direct testimony. Property owners having property within these potential integration corridors have also been included in the landowner list provided as Exhibit C to ATXI's Petition.

IV. <u>PUBLIC MEETING PROCESS</u>

Q. Has ATXI held public meetings as required by Illinois statute?

A. Yes. Subsection 8-406.1(a)(3) of the Act requires a utility to hold at least three pre-filing public meetings to receive public comment concerning the Project in each county where the Project is to be located. The Proposed Routes are located in the following Illinois counties: Adams, Pike, Brown, Schuyler, Cass, Fulton, Morgan, Sangamon, Shelby, Montgomery, Christian, Scott, Moultrie, Macon, Coles, Clark, Edgar and Champaign. ERM assisted ATXI in conducting these meetings. The meetings took the format of public open houses and community representative forums.

Q. Please describe the timing and location of each meeting.

A. The public meetings were held no earlier than six months prior to the date the Petition was filed. ATXI Exhibit 4.1 lists all public meetings, by county, conducted as part of the public involvement process.

Q. Were notices of the public meetings published in a newspaper of general circulation?

A. Yes, notices were published for each public meeting in a newspaper of general circulation within the affected county once a week for three consecutive weeks, beginning no earlier than one month prior to each meeting. A copy of the notices and affidavits of publication are included in ATXI Exhibit 4.8.

Q. Was a representative of the Commission invited to the public meetings?

A. Yes. The invitation to each series of community representative forum meetings and each open house was provided to Commission Staff.

Q. Were County Clerks notified?

A. Yes. Written notice of each public meeting, including a description of the Project, was sent to the Clerk of each affected county. Copies of these notices are included in ATXI Exhibit 4.7.

Q. Has ATXI sought public input beyond the statutorily required meetings?

A. Yes. As previously noted, specific stakeholders, such as potentially affected local officials, agencies, school districts, irrigation and drainage districts, levee districts and economic

development organizations were directly invited to participate in the various community representative forum meetings.

Q. Please describe the approach to stakeholder engagement and public involvement that was undertaken with respect to the Project.

A. ERM assisted ATXI in facilitating a process which integrated stakeholder engagement and public involvement into three phases of route development and selection: Phase I, Need and Benefits; Phase II, Potential Route Alternatives; and Phase III, Proposed Routes. The general process entailed formal stakeholder engagement; initial emphasis on the need and benefits of the Project and encouraging understanding as to how routes would be developed and selected; and the early engagement and ongoing involvement of stakeholders and members of the general public.

Q. How was the stakeholder and public involvement process framed around the three phases of route development?

A. A series of nine community representative forum meetings was conducted for each phase of route development and selection. A series of open houses also was conducted subsequent to (Phase I) or concurrent with (Phases II and III) the community representative forum meetings. The community representative forum meetings differed from the open houses only in the presentational format. While the community representative forum meetings allowed for a formal presentation of information to a smaller group audience and their involvement in interactive exercises (venues were arranged classroom style and information shared via a Microsoft PowerPoint presentation projected to a large screen), the open house venues allowed for one-on-one exchanges of information in a more casual format (informational stations specific to some

subject matter located around each venue). The same information was presented at each series of community representative forum meetings and open houses respective to each phase.

Q. How were stakeholders identified and when were they engaged?

A. Once the Project area was established, potential stakeholders that may be affected by the Project were identified. Many of these stakeholders were contacted as part of the preliminary data collection effort. Potentially affected stakeholders then made up the list of invitees to participate in the community representative forum meetings.

Q. Who were identified as stakeholders of the Project?

A. As noted, invitees to participate in the community representative forum meetings included local elected officials, agency representatives, and other representatives of local public constituencies. Participation in the community representative forum meetings allowed attendees to share with ATXI any local concerns or perceptions while also being informed of the Project so they could be responsive to their constituents.

Q. What were the objectives of the Phase I series of community representative forum meetings and open houses?

A. The objectives of the first, or Phase I, series of community representative forum meetings included introducing the Project and encouraging an understanding as to the Project background and benefits and the process by which routes would be developed and selected.

Q. How did ATXI invite stakeholders and members of the public to the Phase I series of community representative forum meetings and open houses?

A. Individual invitation letters were mailed to stakeholders requesting their participation in the Phase I series of community representative forum meetings. The Phase I open houses were advertised in numerous local newspapers and poster-size flyers were posted throughout the communities where the meetings were conducted.

Q. How did ATXI seek input from participants during these meetings?

A. At the first series of community representative forum meetings, two interactive exercises were conducted. The first exercise involved prioritizing the environmental siting criteria. The second exercise involved team route identification within a study area similar in setting, but entirely unrelated to the Project area. At the Phase I series of open houses, a criteria prioritization exercise also was conducted. Attendees were given three colored dot stickers and asked to place their dots alongside the three criteria they felt were most sensitive to them, as listed on a large display board. Additionally, focused comment forms were distributed at both meeting formats and a web-based survey replicating the hard copy comment form was also available. In addition, open house attendees had the opportunity to view specific areas within the Project area and provide comments at interactive geographic information system stations.

Q. Were there any particular considerations raised by attendees of the Phase I series of community representative forum meetings or open houses?

A. The majority of attendees to the Phase I public meetings identified the following environmental criteria as highly sensitive: cemeteries, churches, existing drainage features, prime farmland, residential use areas and schools.

Q. How did the direct input received from Phase I public meetings attendees affect the route siting analysis?

A. The most direct input received was the results of the criteria prioritization exercise. The consensus derived from those participating in the exercise influenced route development and selection when quantitative analysis alone was not sufficient to differentiate comparable routing options.

Q. What were the objectives of the Phase II series of community representative forum meetings and open houses?

A. The primary objective of the second, or Phase II, series of meetings was to convey the potential route alternatives and seek input and feedback relative to those alternatives.

Q. How did ATXI invite stakeholders and members of the public to the Phase II series of community representative forum meetings and open houses?

A. Similar to Phase I, individual invitation letters were mailed to stakeholders requesting their participation in the Phase II series of community representative forum meetings. The Phase II series of open houses also were advertised in local newspapers and through poster-size flyers posted throughout local communities. Additionally, letters were sent to landowners or residents along the potential route alternatives. Landowners and residents within an area encompassing one half mile outside of the potential route alternatives (except for landowners or residents within incorporated municipalities since flyers were instead posted throughout these communities and most of these areas were removed from consideration for routing due to the high concentration of sensitivities occurring within them), received direct mail invitations. County property records (parcel boundaries and owner information) also were utilized where

such information was available electronically, to invite landowners. In counties where property record information was not readily available in electronic format directly from the county, a third-party zip code mailing list was utilized. If any portion of a zip code mailing area was affected by a potential route alternative, residents within that entire zip code area also received direct mail invitations to participate in the second series of open houses.

Q. How did ATXI seek stakeholder and public input at the Phase II series of community representative forum meetings and open houses?

A. Similar to the Phase I series of meetings, focused comment forms were distributed. A web-based survey replicating the hard copy comment form was also available. Additionally, stakeholders participating in the Phase II series of community representative forum meetings completed an exercise in which they were asked to select two routes from all routes identified by participants during the Phase I series of meetings. Both exercises, the second reinforcing the first, aimed at facilitating an understanding as to the necessary balance of trade-offs and the inability to truly 'avoid' as it relates to transmission line routing. Open house attendees again had the opportunity to view specific areas within the Project area and to provide comments at interactive geographic information system stations.

Q. Were any particular considerations raised by attendees of the Phase II series of community representative forum meetings and open houses?

A. Yes. Wooded areas emerged as a key sensitivity. Paralleling existing roadways was identified as being more favorable or preferred over paralleling existing property lines or section lines. However, existing homes remained a key sensitivity. There also was some discussion as to the inherent conflict associated with paralleling existing roadways while also minimizing the

potential for impact to existing residences since homes are more typically located along roads in rural areas.

Q. What were the objectives of the Phase III series of community representative forum meetings and open houses?

A. The primary objective of the third, or Phase III, series of meetings was to convey the Proposed Routes and seek input and feedback relative to these routes.

Q. How did ATXI invite stakeholders and members of the public to the Phase III series of community representative forum meetings and open houses?

A. Individual invitation letters were mailed to stakeholders requesting their participation in the Phase III series of community representative forum meetings. The open houses were advertised in local newspapers and through poster-size flyers posted throughout the local communities. Additionally, letters were sent to the same list of landowners or residents that had been compiled for the Phase II open houses. In counties where property record information was not readily available in electronic format directly from the county, the county tax assessors' offices were visited and hard copy records were reviewed to identify potentially affected landowners. Landowners within 250 feet of any Proposed Route, or within 450 feet of any angle along a Proposed Route, received a direct mail invitation indicating their property may be affected. All other landowners or residents received a direct mail invitation simply encouraging their participation.

Q. How did ATXI seek stakeholder and public input at the Phase III series of community representative forum meetings and open houses?

A. Similar to Phases I and II, focused comment forms were distributed. A web-based survey replicating the hard copy comment form also was available. Open house attendees were again given the opportunity to view specific areas within the Project area and provide comments at interactive geographic information system stations.

Q. Were any particular considerations raised by attendees of the Phase III series of community representative forum meetings or open houses?

A. Most of the considerations raised were similar to those in the earlier phases. Some landowner specific considerations were raised. Landowner-specific comments could result in minor modifications to the Proposed Routes as they were presented in their preliminary form to the public, where such modifications were feasible, appropriate and consistent with overall criteria for route development.

Q. Were any additional meetings conducted as part of the public process?

A. Yes. Upon reviewing the affidavits of publication for newspaper ads associated with the Phase II open houses, it was discovered that two meetings were not properly advertised in their newspapers. The pertinent newspaper publishers acknowledged their error; they unintentionally published the wrong ads. All required meetings were held subject to full and complete notice. A fourth meeting was advertised and conducted in both Bluffs, Illinois (Scott County) and Charleston, Illinois (Coles County).

Q. Were any other forms of comment received as a result of the public process?

A. Yes. ATXI received multiple petitions, comment forms and letters of correspondence. Copies of these forms of comment are included as an attachment to the Siting Study (ATXI Exhibit 4.3). Some comments were also conveyed verbally by landowners via the telephone hotline established for the Project.

Q. What other means of disseminating Project information were utilized?

A. As mentioned, a toll free hotline was established for the Project. In addition, ATXI established a dedicated website for the Project at www.ilriverstransmission.com on April 23, 2012.

Q. What do you consider to be the results of the public involvement process?

A. Based on comments received from stakeholders and the general public, I believe the Project need and benefits are understood. As it relates to the Proposed Routes identified in ATXI's Petition, particularly the Primary Route, I believe that ATXI has demonstrated that it has incorporated input received from stakeholders and members of the public into its decision-making process. Minor modifications to the Proposed Routes were incorporated following the Phase III public meetings. ATXI has provided notice beyond what is required (through direct mail invitations, flyers and press releases) and conducted numerous additional meetings beyond what is required (most notably including the community representative forum meetings). It is my opinion that ATXI has provided ample opportunity for potentially affected stakeholders, landowners and members of the public to participate in the process and provide input.

V. ENVIRONMENTAL IMPACT ANALYSIS

Q. Please summarize the approach to identifying and assessing potential environmental impacts within the route siting analysis.

A. The routing of any electrical transmission line generally involves studying the potential for displacement of land or land uses and the potential for impacts to the human and natural environment that may result from the construction, operation and maintenance of the facility. The evaluation of these potential impacts is based on a collective assessment of trade-offs associated with affected land uses; perceptions or values of affected stakeholders, landowners or other members of the general public; cost considerations; constructability or other physical considerations; regulatory compliance; and other environmental considerations. The routing of the proposed Transmission Line relied on available data and information relative to the overall study area and typical industry practices. These practices involve the evaluation of the potential to parallel existing rights-of-way and other linear features, such as property or field lines, while also reducing the potential for impacts to land uses or other environmental features that occur along these linear corridors.

Q. Please describe the environmental assessment undertaken by ERM on behalf of ATXI.

A. As previously stated, sensitivities include environmental factors which are taken into account with regard to physical proximity or location, regulatory requirements, and constructability and design considerations. The proposed Transmission Line has the potential to affect each of the various sensitivities as it relates to one or more of these considerations. The route siting analysis included various comparative assessments as to the number of times a

sensitive feature occurs or is crossed, relative to studied corridors (along opportunities), or the acres of occurrence of sensitivities within these corridors. Study corridors similar in directional orientation and general geography were evaluated in comparison to one another. They were evaluated by first comparing the total occurrence of sensitivities, then comparing the characteristics of the linear features that they occur along, and, in situations where there was no significant difference in total occurrence, comparing the occurrence of only those environmental factors identified as being most sensitive to participants in the public process. Values of greater occurrence imply a greater potential for impact. However, the phrase 'potential for impact' does not necessarily imply that an impact will, in fact, occur, nor does the term 'impact' necessarily imply an adverse effect. As an example comparison, if along one corridor the land use is predominantly agricultural use and along a second corridor the land use is something other than agricultural use, there would be a greater potential for impact to agricultural land along the first corridor. Or, if along one corridor there is a greater number of existing residences that occur within immediate proximity of the existing linear feature being studied than compared to a second corridor, there would be a greater potential for impact to existing residences along the first corridor. Impacts resulting from the proposed Transmission Line will ultimately be dependent on where the line is constructed, and as it relates to many sensitivities, where poles will be located. The results of the comparative evaluation of sensitivities occurring along the Proposed Routes are provided in ATXI Exhibit 4.5 attached to my testimony. ATXI Exhibit 4.6, also attached, depicts all route options considered for the proposed Transmission Line, relative to each portion of the Project.

Q. Please summarize the results of the environmental assessment undertaken by ERM on behalf of ATXI.

A. For each portion of the Project, the Primary Route has a lesser overall potential for impact. Or, where there is no significant variation in the occurrence of criteria between the Primary Route and the Alternate Route(s) or Segment Options, or the Proposed Routes are otherwise generally comparable, the Primary Route has a lesser potential for impact to at least one or more of the sensitivities identified by participants in the stakeholder engagement and public involvement process as being most sensitive to them (existing residences, wooded areas, existing agricultural use areas, schools, cemeteries, churches and existing drainage features).

Q. Will further analysis be undertaken?

A. Yes. ATXI will continue consultation with the Illinois Department of Natural Resources and U.S. Fish and Wildlife Service, seeking their review of the Proposed Routes to further identify any potential for impacts to protected species or habitats. Additionally, ATXI will continue consultation with the Illinois Historic Preservation Agency, seeking their review of the Proposed Routes to further identify the potential for any impacts to archaeological or historic sites. Maps of the Proposed Routes have been provided to all three agencies. Impacts to protected species, protected habitats, wetlands or waterways, and archaeological and historic sites will be analyzed following continued agency coordination, and any necessary or required field surveys specific to the approved route. ATXI will conduct any necessary reviews or assessments and obtain all required permits or approvals prior to construction.

Q. Will any portions of the Transmission Line cross or run in the vicinity of forest preserves or other natural areas?

A. The proposed Transmission Line would not cross any forest or nature preserves, nor any land and water reserves, owned and managed by either the Illinois Department of Natural Resources or the Illinois Nature Preserves Commission. The proposed Transmission Line, and/or its representative right-of-way, would cross six natural areas: Fishhook Creek, Scab Hollow, Embarras River – Camargo, Kaskaskia River – Cooks Mills Segment, West Okaw River, and Riedle's Bluff. The crossing of the Fishhook Creek natural area in particular was discussed with the Department of Natural Resources who identified that this natural area is a biologically designated area encompassing a number of privately owned parcels. The crossing of any natural area would be consistent with State rules in that there is no specific preclusion to crossing such areas.

Q. Will the Transmission Line potentially cross or affect jurisdictional wetlands or waters?

A. Yes. Based on the U.S. Fish and Wildlife Service's National Wetland Inventory data, a desktop review of high resolution aerial imagery and aerial reconnaissance (via helicopter), jurisdictional wetlands are anticipated to be crossed by the proposed Transmission Line. Additionally, the proposed Transmission Line will cross the following navigable waterways: Mississippi River, Illinois River, La Moine River and Embarras River. ATXI Exhibit 4.5 provides an estimate of wetlands (though not necessarily jurisdictional) occurring along each of the Proposed Routes, relative to each portion of the Project. While four percent of the Project area consists of wetlands (as described in ATXI Exhibit 4.3, Appendix A), wetlands comprise

less than four percent of any representative right-of-way associated with the Proposed Routes, excluding the portion between the Mississippi River and SE Quincy. ATXI will span wetlands and minimize the dredging and filling of wetlands to the extent feasible or practical through pole placement and other mitigation measures.

Q. Will the presence of wetlands along the Primary Route prevent that route from being constructed?

A. No. The potential for impact to wetlands along the Primary Route is not anticipated to prevent the route from being constructed. Further, the location and extent of impacts to wetlands is dependent on the location of the final approved route, and more specifically, the location of poles along this route. Any necessary or required field surveys specific to the approved route will be conducted. ATXI will obtain all required permits or approvals prior to construction and will implement any appropriate or required wetland mitigation measures during construction. As such, I do not believe that the presence of wetlands along the Proposed Routes will prevent any of these routes from being constructed.

Q. Are any protected species or habitats known to occur, or have the potential to occur, as it relates to the Project?

A. Yes. Information regarding the potential for occurrence of threatened and endangered species and Illinois Natural Areas Inventory sites relative to the Proposed Routes was obtained from the Illinois Department of Natural Resources Natural Heritage Inventory Database. Further, an ATXI representative and I met with the Illinois Department of Natural Resources, the Illinois Nature Preserves Commission and the U.S. Fish and Wildlife Service to discuss the

potential route alternatives and any associated potential for impact to protected species or sensitive habitats associated with these route alternatives.

Q. Will the Transmission Line potentially affect any protected species or their habitats?

A. Yes. Based on a review of the U.S. Fish and Wildlife Service's species list and the Illinois Department of Natural Resources Natural Heritage Inventory Database and species list, in addition to discussion with both agencies, various protected species are known to occur, or have the potential to occur, within proximity to the Proposed Routes. Additionally, other sensitive species or habitats have been identified to occur within proximity to the Proposed Routes. The following is a summary of protected species that are known to occur, or have the potential to occur, within proximity to the Proposed Routes (based on the information consulted or agency discussions).

<u>Illinois Chorus Frog</u>

The state threatened Illinois chorus frog (*Pseudacris illinoensis*) is known to occur in Cass, Morgan and Scott counties. The Illinois chorus frog prefers sandy wetlands, often isolated, within the Illinois River valley. Recorded occurrences of this species are located within immediate proximity to the Proposed Routes in this area. (That is, the representative right-of-way associated with the Primary Route between SE Quincy and Meredosia, the Alternate Route between Meredosia and Ipava, and all three of the Primary Route, Alternate Route and Segment Option 1 between Meredosia and Pawnee would traverse a recorded occurrence.) ATXI will continue consultation with the Illinois Department of Natural Resources to further determine any

potential for impact to this species and identify any necessary or appropriate mitigation measures.

Higgins Eye Pearly Mussel and Spectaclecase Mussel

Two federally and state endangered mussels, the Higgins eye pearlymussel (*Lampsilis higginsii*) and the Spectaclecase mussel (*Cumberlandia monodonta*) are also known to occur in the Mississippi River basin in Pike County. The Higgins eye is usually found in deep water with moderate currents. These mussels bury themselves in the sand and gravel river bottom with just the edge of their partially opened shells exposed. Spectaclecase mussels are found in areas sheltered from the main force of the river current. These mussels often cluster in firm mud and in areas sheltered or protected by rock formations or tree roots. No designated critical habitat for either of these species has been identified by the U.S. Fish and Wildlife Service in Illinois. No observations of these species have been recorded in Adams, Pike or Morgan counties. For the Transmission Line crossing, the Mississippi River will be spanned. Transmission structures would be placed outside of the ordinary high water mark to the extent feasible, which should avoid the potential for impact to the Higgins eye pearlymussel and significantly reduce the potential for impact to the Spectaclecase mussel.

Butterfly Mussel

The state threatened butterfly mussel (*Ellipsaria lineolata)* is known to occur in Adams County within sand and gravel within the Mississippi River basin. One recorded occurrence of the butterfly mussel is located within immediate proximity of the Proposed Routes. (That is, the representative right-of-way associated with both the Primary and Alternate routes between the Mississippi River and the SE Quincy Substation would traverse this recorded occurrence.) For the Transmission Line crossing, the Mississippi River will be spanned. Transmission structures

would be placed outside of the ordinary high water mark to the extent feasible, which should avoid the potential for impact to the butterfly mussel.

Ebonyshell Mussel

The state threatened Ebonyshell mussel (*Fusconaia ebena)* is known to occur within the Illinois River along the border of Pike and Morgan counties. This recorded occurrence is south of any proposed crossing of the Illinois River. For the Transmission Line crossing, the Illinois River will be spanned. Transmission structures would be placed outside of the ordinary high water mark to the extent feasible, which should further avoid the potential for impact to the Ebonyshell mussel.

Eastern Prairie Fringed Orchid

The federally threatened and state endangered Eastern prairie fringed orchid *(Platanthera leucophaea*) occurs in a wide variety of habitats, from mesic prairies to wetland areas such as sedge meadows. No designated critical habitat for this species has been identified by the U.S. Fish and Wildlife Service in Illinois. While no recorded occurrences of this species have been recorded within the affected counties, ATXI will continue consultation with the U.S. Fish and Wildlife Service and the Illinois Department of Natural Resources to further determine any potential for impact to this species and identify any necessary or appropriate mitigation measures.

Decurrent False Aster

The federally and state threatened Decurrent false aster (*Boltonia decurrens*) prefers moist, sandy floodplains and wetlands within the Mississippi and Illinois River valleys in Brown, Cass, Fulton, Morgan, Pike, Schuyler and Scott counties. The Decurrent false aster also prefers pre-disturbed rights-of-way and relies on periodic flooding to reduce competition. No

designated critical habitat has been identified by the U.S. Fish and Wildlife Service in any of these counties where the Decurrent false aster has the potential to occur. While no occurrences of this species have been recorded within proximity to the Proposed Routes, ATXI will continue consultation with the U.S. Fish and Wildlife Service and the Illinois Department of Natural Resources to further determine any potential for impact to this species and identify any necessary or appropriate mitigation measures.

Prairie Bush Clover

The federally threatened and state endangered Prairie bush clover (*Lespedeza leptostachya)* prefers native prairie remnants with moderately damp to dry soils, often in steep or rocky areas. No designated critical habitat for this species has been identified by the U.S. Fish and Wildlife Service in Illinois. While no occurrences of this species have been recorded within immediate proximity to the Proposed Routes or within the counties affected, ATXI will continue consultation with the U.S. Fish and Wildlife Service and the Illinois Department of Natural Resources to further determine any potential for impact to the Prairie bush clover and identify any necessary or appropriate mitigation measures.

Loggerhead Shrike

The state threatened Loggerhead shrike (*Lanius ludovicianus)*, a passerine bird, has been recorded to occur in Adams, Cass, Champaign, Christian, Coles, Morgan, Moultrie, Pike, Sangamon, Shelby and Pike counties, though none of these occurrences is located immediately near the Proposed Routes. ATXI will continue consultation with the Illinois Department of Natural Resources to further determine any potential for impact to the Loggerhead shrike and identify any necessary or appropriate mitigation measures.

Upland Sandpiper

The state endangered upland sandpiper (*Bartramia longicauda)* is known to occur in Champaign, Christian, Coles, Fulton, Macon, Morgan and Shelby counties. The location of one recorded occurrence is along the Proposed Routes between the Sidney and Rising substations in Champaign County. (That is, the representative right-of-way associated with the Alternate Route between Sidney and Rising would traverse this recorded occurrence.) The upland sandpiper prefers short to mid-height grasslands and only nests on the ground. ATXI will continue consultation with the Illinois Department of Natural Resources to further determine any potential for impact to this species and identify any necessary or appropriate mitigation measures.

Bald Eagle

The Bald eagle (*Haliaeetus leucocephalus)*, while no longer listed as either federally endangered or threatened, is protected by the Migratory Bird Treaty Act and the Bald and Golden Eagle Protection Act. The U.S. Fish and Wildlife Service identified that the Mississippi River is a migration corridor for several bird species, including the Bald eagle. The Service stated that they would recommend line marking in some areas to mitigate the potential for impact to Bald eagles. The Transmission Line will be constructed in accordance with the National Bald Eagle Management Guidelines as it relates to active nest sites. Known Bald eagle wintering habitat is of particular concern to the Service. ATXI will continue consultation with the Service to identify locations of known wintering habitat, further determine any potential for impact to the Bald eagle and identify any necessary or appropriate mitigation measures.

Piping Plover and Golden Plover

Based on discussion with the U.S. Fish and Wildlife Service, the federally endangered piping plover (*Charadrius melodus*) is known to migrate through Moultrie and Shelby counties.

No designated critical piping plover habitat has been identified by the U.S. Fish and Wildlife Service in Illinois. The Service also identified that the golden plover (federal species of concern) utilizes this same migratory flyway during the spring, typically flying at night. ATXI will continue consultation with the Service to further determine any potential for impact to these species and identify any necessary or appropriate mitigation measures.

Indiana Bat

Between the Mississippi River and the future Meredosia Substation, the federally and state endangered Indiana bat (*Myotis sodalis*) has been recorded and potential habitat occurs. The representative right-of-way associated with both the Primary and Alternate routes between SE Quincy and Meredosia would traverse recorded occurrences. Indiana bats typically hibernate during winter in caves but in some cases, they hibernate in abandoned mines. According to the Illinois State Geological Survey, portions of Adams, Pike, Brown, Schuyler, Cass, Scott and Morgan counties are located in known karst (loosely characterized as a type of sinkhole but otherwise defined as a landscape feature formed by the dissolving action of water on certain types of rock) areas. Of these seven counties, the Illinois Department of Natural Resources Office of Mines and Minerals has identified known abandoned mine land ("AML") sites in Adams, Schuyler, Scott and Morgan counties. The U.S. Fish and Wildlife Service's Indiana Bat Draft Recovery Plan identifies known winter hibernacula in Adams and Pike counties. However, both counties fall within Priority 4 Indiana bat wintering habitat. Priority 4 hibernacula are defined by the Service as being least important to recovery and long-term conservation of the Indiana bat. Priority 4 hibernacula typically have current or observed historic populations of fewer than 50 bats.

Following hibernation, Indiana bats migrate to summer habitat in wooded areas where they usually roost under loose tree bark on dead or dying trees. Indiana bats frequent the corridors of small streams with well-developed riparian woods, as well as mature bottomland and upland forests, during the spring through early fall. Based on discussions with the U.S. Fish and Wildlife Service, known maternity colonies would be the most sensitive habitat areas associated with the Indiana bat. According to the Illinois Natural History Survey, the tree species often used by maternity colonies in Illinois are the northern red oak (*Quercus rubra*), slippery elm (*Ulmus rubra*), cottonwood (*Populus deltoides*), silver maple (*Acer saccharinum*) and shagbark hickory (*Carya ovata*). Some roost trees are used for more than one year (although not necessarily by the same individuals), though they provide habitat only until all the bark has sloughed off. The U.S. Fish and Wildlife Service's Indiana Bat Draft Recovery Plan identifies known maternity colonies in Adams, Pike, Scott, Schuyler and Cass counties.

No designated critical Indiana bat habitat has been identified by the U.S. Fish and Wildlife Service in Illinois. Suitable habitat for the Indiana bat occurs throughout central Illinois. ATXI will continue consultation with the Service to further identify known maternity colonies and appropriate mitigation measures aimed at avoiding or reducing the potential for impact to these colonies. Tree clearing activities will not occur during the period of April 1st to September 30th to avoid clearing during the summer roosting period.

<u>Gray Bat</u>

The federally and state endangered Gray bat (*Myotis grisescens)* is known to occur in Pike County. Gray bats typically live in caves year-round. During the winter, gray bats hibernate in deep, vertical caves. In the summer, they roost in caves scattered along rivers. Gray bats are mostly found in caves in limestone karst areas of the southeastern United States but few

can be found in similar habitat in southwestern Illinois. As previously identified, portions of Adams, Pike, Brown, Schuyler, Cass, Scott and Morgan counties are located in known karst areas. No designated critical Gray bat habitat has been identified by the U.S. Fish and Wildlife Service in Illinois. No observations of this species have been recorded in Adams, Pike, Brown, Schuyler, Cass, Scott or Morgan counties. ATXI will continue consultation with the Service to further identify known Gray bat caves and appropriate mitigation measures aimed at avoiding or reducing the potential for impact to these caves. Mitigation measures may include the avoidance of construction activities at occupied maternity caves between early April and the end of July and at occupied hibernacula between mid-August and mid-May, to the extent feasible.

Q. Will the presence of protected species or their habitats along the Primary Route prevent that route from being constructed?

A. No. The potential for impact to protected species or their habitats along the Primary Route is not anticipated to prevent the route from being constructed. While 121 threatened or endangered plant or wildlife species have the potential to occur within the Project area (as described in ATXI Exhibit 4.3, Appendix A), only four state-listed species occurrences are located within 75-feet of the Proposed Routes (as derived from information obtained from the Department of Natural Resources in October 2012 These species include the Indiana bat, butterfly mussel, Upland sandpiper and Illinois chorus frog. Of these four species, all but the Upland sandpiper have been observed along the Primary Route. The location and extent of impacts to these species and their habitats is dependent on the location of the final approved route, and more specifically, the location of poles along that route. Any necessary or required field surveys specific to the approved route will be conducted. ATXI will obtain all required

permits or approvals prior to construction and will implement any appropriate or required mitigation measures in advance of or during construction. As such, I do not believe that the potential for impact to protected species or their habitats along the Proposed Routes would prevent any of these routes from being constructed.

VI. CULTURAL IMPACTS

Q. Has ATXI addressed the potential for impact to cultural resources that may result from the Project?

A. On behalf of ATXI, ERM consulted the Illinois Inventory of Archaeological Sites and the Historic Architectural and Archaeology Resources Geographic Information System databases in September 2012 to assess the extent of previous surveys and the occurrence of archaeological sites, as well as the occurrence of historic architectural resources, within immediate proximity to the Proposed Routes. The following table summarizes the occurrence of known archaeological and historic resources relative to the Proposed Routes identified during this literature review.

Known Archaeological Sites within 75-Feet of Proposed Routes			
Portion of Project	**Proposed Route**	**No. of Known Archaeological Sites**	**No. Listed on the National Register of Historic Places**
Mississippi River to SE Quincy	Primary Route	4	0
	Alternate Route	0	NA
SE Quincy to Meredosia	Primary Route	10	0
	Alternate Route	4	0
	Segment Option 1	0	NA
	Segment Option 2	0	NA
	Segment Option 3	0	NA
Meredosia to Ipava	Primary Route	11	0
	Alternate Route	16	0
	Segment Option 1	0	NA
	Segment Option 2	0	NA

Known Archaeological Sites within 75-Feet of Proposed Routes			
Portion of Project	**Proposed Route**	**No. of Known Archaeological Sites**	**No. Listed on the National Register of Historic Places**
Meredosia to Pawnee	Primary Route	1	0
	Alternate Route	3	0
	Segment Option 1	5	0
	Segment Option 2	0	NA
	Segment Option 3	0	NA
Pawnee to Pana	Primary Route	0	NA
	Alternate Route 1	0	NA
	Alternate Route 2	0	NA
	Segment Option 1	0	NA
	Segment Option 2	0	NA
	Segment Option 3	0	NA
Pana to Mt. Zion	Primary Route	0	NA
	Alternate Route	2	0
	Segment Option 1	2	0
Mt. Zion to Kansas	Primary Route	0	NA
	Alternate Route	0	NA
	Segment Option 1	0	NA
	Segment Option 2	0	NA
	Segment Option 3	0	NA
	Segment Option 4	0	NA
Kansas to Indiana State Line	Primary Route	1	0
	Alternate Route	1	0
	Segment Option 1	0	NA
	Segment Option 2	0	NA
	Segment Option 3	2	0
Sidney to Rising	Primary Route	1	0
	Alternate Route	0	NA
	Segment Option 1	0	NA

While more than 6,100 known archaeological sites are known to occur within the Project area (as described in ATXI Exhibit 4.3, Appendix A), less than four percent of these sites occur within immediate proximity to the Proposed Routes. None of the sites that do occur are listed in the National Register of Historic Places. No historic architectural properties or districts that have

been listed or are eligible for listing in the National Register of Historic Places are located within one mile of any of the Proposed Routes.

Q. Based on the information related to cultural resources that you have reviewed, to-date, do you believe the presence of cultural resources would prevent the Transmission Line from being constructed?

A. Due to the location of the Primary Route along active agricultural land and existing pre-disturbed rights-of-way, I would not anticipate that the potential occurrence of archaeological or historic resources would prevent the Transmission Line from being constructed. Further, the location and extent of impacts to cultural resources is dependent on the location of the final approved route, and more specifically, the location of poles along that route. ATXI will continue to consult with the Illinois Historic Preservation Agency in an effort to identify and minimize the potential for impacts to cultural resources. Any necessary or required field surveys specific to the approved route will be conducted. ATXI will obtain all required permits or approvals prior to construction. ATXI will minimize the potential for direct impact to cultural resources through pole placement to the extent feasible or practical. As such, I do not believe that the potential for impact to cultural resources along the Proposed Routes would prevent any of these routes from being constructed.

Q. What do you conclude regarding the environmental impacts for the Primary Routes of the Transmission Line?

A. The route siting analysis for the Transmission Line involved a comprehensive and methodical series of comparative evaluations, which also included the incorporation of input received from stakeholders and the general public. I conclude that of the Proposed Routes, the

selected Primary Route, relative to each portion of the Project, has the least potential for environmental impacts.

VII. REGULATORY APPROVALS

Q. Has ATXI contacted the relevant state and federal agencies regarding environmental and regulatory aspects of the Project?

A. Yes. On behalf of ATXI, ERM has either sought information from these entities through publicly available sources for the purposes of route development and selection, invited these agencies to the community representative forum meetings, met with these agencies, or directly contacted these agencies for the purpose of reviewing the Proposed Routes. These agencies include the Illinois Department of Natural Resources, Illinois Nature Preserves Commission, Illinois Historic Preservation Agency, U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers, U.S. Environmental Protection Agency, Illinois Department of Agriculture, Illinois Department of Transportation and Illinois Environmental Protection Agency. ATXI has initiated formal consultation with the following state or federal agencies by way of submitting correspondence to these agencies seeking their review of the Proposed Routes:

Agency	Issue of Interest
U.S. Fish and Wildlife Service	Threatened and Endangered Species
Illinois Department of Natural Resources	State Natural Heritage Inventory database, Threatened and Endangered species, Nature Preserves, Floodways/Floodplains
Illinois Historical Preservation Agency	Cultural resources review

Q. Please describe the status of agency contacts with respect to threatened and endangered species.

A. The U.S. Fish and Wildlife Service and the Illinois Department of Natural Resources were invited to participate in the community representative forum meetings. Representatives from both agencies attended at least one of these meetings. Additionally, ATXI and ERM met with the U.S. Fish and Wildlife Service and the Illinois Department of Natural Resources on August 22, 2012 and August 23, 2012, respectively. ATXI has provided information associated with the Proposed Routes to both agencies. Notes pertaining to the August 22, 2012 and August 23, 2012 meetings are included in ATXI Exhibit 4.9. ATXI will continue consultation with both the Illinois Department of Natural Resources and the U.S. Fish and Wildlife Service. Any necessary or required field surveys specific to the approved route will be conducted. ATXI will obtain all required permits or approvals prior to construction.

Q. Please describe the status of agency contacts with respect to wetlands and river crossings.

A. The U.S. Army Corps of Engineers and the Illinois Department of Natural Resources were invited to participate in the community representative forum meetings. Additionally, ATXI and ERM met with the U.S. Army Corps of Engineers on August 22, 2012 and have provided information associated with the Proposed Routes to the Corps of Engineers. Notes pertaining to the August 22, 2012 meeting are included in ATXI Exhibit 4.9.

The location and extent of impacts to jurisdictional waters is dependent on the location of the final approved route, and more specifically, the location of poles along that route. Typically the Corps of Engineers is more formally engaged following approval of a route and assessment

of potential impacts to jurisdictional waters specific to the route. However, in light of an anticipated crossing of property owned in fee by the Corps of Engineers along either side of the Mississippi River, in addition to anticipated crossings of Corps-managed levees along both the Mississippi and Illinois Rivers, ATXI proactively met with the Corps of Engineers to better understand how these crossings would be reviewed by the Corps of Engineers. The Corps of Engineers has indicated that the crossing of the Corps-owned land along the Mississippi River and the crossing of the levees managed by the Corps along the Mississippi and Illinois Rivers will require an environmental review in accordance with the National Environmental Policy Act, likely in the form of an Environmental Assessment. The anticipated jurisdictional wetland impacts and navigable waterway crossings will be separately reviewed in accordance with the provisions of a nationwide permit for these types of crossings. ATXI will continue consultation with the Corps on these reviews. Any necessary or required field surveys specific to the approved route will be conducted. ATXI will obtain all required permits or approvals prior to construction.

Q. Is ATXI proposing more than one potential crossing of the Mississippi River?

A. No. While multiple potential crossings were evaluated, the proposed crossing was identified as the superior crossing in that it has a lesser associated potential for impact. Further, identifying one single proposed crossing reduces the risk of a route approved in Illinois not aligning with the route being pursued in Missouri on the west side of the Mississippi River.

Q. Please describe contacts with the Illinois Environmental Protection Agency and the U.S. Environmental Protection Agency regarding potential contaminated areas.

A. Both agencies were invited to participate in the community representative forum meetings. The Illinois Environmental Protection Agency's online geographic information system data was reviewed to obtain locations of known contaminated sites. No underground storage tanks or known contaminated sites occur along the Proposed Routes. ATXI will obtain all required permits or approvals, including any required National Pollutant Discharge Elimination System permit or approval, prior to construction. A Stormwater Pollution Prevention Plan will be developed for the Project and adhered to during construction.

Q. Please describe the status of approval from the Illinois Historic Preservation Agency.

A. The Illinois Historic Preservation Agency was invited to participate in the community representative forum meetings. Additionally, ATXI and ERM met with the Illinois Historic Preservation Agency on August 23, 2012 and have provided information associated with the Proposed Routes to the Agency. Notes pertaining to the August 23, 2012 meeting are included in ATXI Exhibit 4.9. ATXI will continue consultation with the Historic Preservation Agency. Any necessary or required field surveys specific to the approved route will be conducted. ATXI will obtain all required permits or approvals prior to construction.

Q. Please describe the status of other applicable regulatory approvals.

A. Other applicable regulatory approvals may include compliance with local permitting requirements and continued coordination with affected state and federal agencies, as applicable

or appropriate. The location of the final approved route will determine other required regulatory approvals. ATXI will obtain all other necessary permits or approvals as required.

Q. Do your responses regarding continued agency consultation and obtaining any required permits in advance of construction also apply to the substation sites?

A. Yes. While substation sites have been identified, the extent of any potential impacts requiring permits or approvals have not yet been fully evaluated. Similar to the proposed Transmission Line, ATXI will obtain all necessary permits or approvals as required for the substations.

Q. Please summarize ATXI's compliance with applicable statutory or rule requirements.

A. The table below summarizes ATXI's compliance

Statute or Rule Reference	Subject of Statute or Rule	Action by Petitioner
20 ILCS 830	Interagency Wetland Policy Act	ATXI will continue agency consultation and obtain all required permits or regulatory approvals, as it relates to the final approved route, as applicable or appropriate.
20 ILCS 3420	Illinois State Agency Historic Resources Preservation Act	ATXI has initiated consultation with the Illinois State Historic Preservation Agency. ATXI will continue consultation as further necessary or appropriate.
505 ILCS 5	Agricultural Areas Conservation and Protection Act	As discussed by ATXI witness Mr. Rick Trelz, ATXI has consulted with the Illinois Department of

Statute or Rule Reference	Subject of Statute or Rule	Action by Petitioner
		Agriculture. An Agricultural Impact Mitigation Agreement ("AIMA"), addressing a broad range of agricultural concerns, is being negotiated.
505 ILCS 75	Farmland Preservation Act	As discussed by Mr. Trelz, ATXI has consulted with the Illinois Department of Agriculture. An AIMA is being negotiated.
520 ILCS 10/11	Illinois Endangered Species Protection Act	ATXI has initiated consultation with the Illinois Department of Natural Resources. ATXI will continue consultation as further necessary or appropriate.
525 ILCS 30/17	Illinois Natural Areas Preservation Act	No dedicated nature preserves would be affected by any of the Proposed Routes. ATXI will continue consultation with the Illinois Department of Natural Resources, as further necessary or appropriate.
615 ILCS 5	Rivers Lakes and Streams Act	ATXI will continue agency consultation and obtain all required permits or regulatory approvals, as it relates to the final approved route, as applicable or appropriate.
8 Ill. Adm. Code 700	Farmland Preservation Rules	As discussed by Mr. Trelz, ATXI has consulted with the Illinois Department of Agriculture. An AIMA is being negotiated.
17 Ill. Adm. Code 1075	Consultation Procedures for Assessing Impact of Agency	ATXI has initiated consultation with the

Statute or Rule Reference	Subject of Statute or Rule	Action by Petitioner
	Actions on Endangered and Threatened Species and Natural Areas	Illinois Department of Natural Resources. ATXI will continue consultation with the Department of Natural Resources and local governments as further necessary or appropriate.
83 Ill. Adm. Code 300	Guidelines for Rights of Way Acquisition	As discussed by Mr. Trelz, ATXI will acquire the necessary land rights for the Project in accordance with 83 Ill. Adm. Code Part 300 to the extent feasible or appropriate.
83 Ill. Adm. Code 305	Construction of Electric Power and Communication Lines	As discussed by ATXI witness Jeffrey Hackman, ATXI will install, operate and maintain the Transmission Line in accordance with 83 Ill. Adm. Code Part 305 to the extent feasible or appropriate.
605 ILCS 5 925 Ill. Adm. Code 530	Illinois Highway Code Accommodation of Utilities on Right-of-Ways	ATXI will obtain all necessary highways and railway permits.
14 CFR 77	Object Affecting Navigable Airspace	ATXI will submit any notification and associated information to the Federal Aviation Administration for review, as appropriate. No conflict with restricted or protected airspace is anticipated.
33 CFR 203-384	Code of Federal Regulations; Title 33 – Navigation and Navigable Waters; Chapter II – Corps of Engineers, Department of the Army	ATXI will continue agency consultation and obtain all required permits or regulatory approvals, as it relates to the final approved route, as applicable or appropriate.
40 CFR 401	Protection of Environment	ATXI will continue agency

Statute or Rule Reference	Subject of Statute or Rule	Action by Petitioner
		consultation and obtain all required permits or regulatory approvals, as it relates to the final approved route, as applicable or appropriate.

VIII. CONCLUSION

Q. Does this conclude your direct testimony?

A. Yes, it does.

DONELL (DONI) MURPHY, CPM

APPENDIX

Ms. Donell (Doni) Murphy is a Partner and Certified Project Manager with over 12 years of experience. Ms. Murphy specializes in linear corridor and right-of-way assessment, siting, permitting, and acquisition; power generation and substation facility siting and permitting; stakeholder engagement and public involvement; NEPA compliance; post-certification and pre-construction permitting; environmental access planning for construction; environmental mitigation planning; environmental monitoring; and geographical information systems (GIS). She has managed the siting and/or permitting associated with linear telecommunications and energy development projects, including multiple projects in Illinois. She has managed the routing and permitting of more than 1,200 miles of high voltage electrical transmission lines, ranging in voltage from 115 kV to 500 kV. Ms. Murphy recently assisted in drafting state legislation that, now enacted, provides for a prescribed, alternative review process for the siting of new transmission facilities in the state of Illinois.

Ms. Murphy has also managed due diligence reviews, critical issues assessments, and environmental assessments of more than 30 wind development projects throughout the U.S. Other renewable energy project experience includes the preliminary siting and development of a strategic permitting plan for a large-scale solar generation project (900 MW) in the southwestern U.S.

Additionally, she has managed various aspects of nuclear generating projects including permitting associated with decommissioning; siting and permitting of an independent spent fuel storage installation; and feasibility studies associated with new nuclear generating facilities. Ms. Murphy has also supported the siting and permitting associated with one new natural gas pipeline facility, including having provided expert witness testimony for this project, in addition to having managed the postdisturbance permitting for two large-scale pipe releases.

Professional Affiliations and Registrations

- Society of American Foresters

Fields of Competence

- Environmental impact assessments
- NEPA compliance
- Feasibility and siting studies
- Stakeholder engagement and public involvement
- Federal, state, and local permitting
- Ecological, social, and cultural resource studies
- Expert witness testimony

Education

- B.S., Forest Biology, Colorado State University

Key Projects

Illinois Rivers Project
Ms. Murphy is serving as the Partner-in-Charge and Program Manager for a 380-mile 345 kV transmission line that originates in Missouri, extends across Illinois, and terminates in Indiana. ERM is providing the following scope of services: siting/routing studies; stakeholder engagement and public involvement; field studies and surveys; agency coordination and consultation; state licensing; permitting; and land and easement acquisition.

Mapleridge to Fargo Project
Ms. Murphy is serving as the Partner-in-Charge for a 30-mile 345 kV transmission line in Illinois. ERM is providing the following scope of services: siting/routing studies; stakeholder engagement and public involvement; field studies; agency coordination and consultation; and state licensing.

CapX2020 Big Stone to Brookings County South Project
Ms. Murphy is serving as the Partner-in-Charge for a 70-mile 345 kV electric transmission line in eastern South Dakota. ERM is providing the following scope of services: siting/routing studies; stakeholder engagement and public involvement; field studies and surveys; agency coordination and consultation; state licensing; and permitting.

CapX2020 Fargo to Monticello Project
Ms. Murphy is serving as the overall Project Manager for a 250-mile 345 kV electric transmission line. ERM is providing the following scope of services: siting/routing studies; stakeholder engagement and public involvement; field studies and surveys; agency coordination and consultation; state licensing; and permitting. Early phases of the project involved strategic planning and regulatory assessment aimed at evaluating potential NEPA triggers. To date, no federal undertaking requiring an additional environmental review in accordance with the National Environmental Policy Act has been identified for the project.

ComEd, Northwest Reliability Project
Ms. Murphy served as the Project Manager and Expert Witness for a 12-mile 138 kV electric transmission line. The project involved siting/routing studies, stakeholder engagement and public involvement, field studies, agency coordination and consultation, state licensing, expert witness testimony, field surveys, and permitting.

American Transmission Company, Gardner Park to Central Wisconsin and Morgan to Werner West Projects
Ms. Murphy served as the Project Manager for a 150-mile 345 and 138 kV electric transmission Line. The project involved siting/routing studies, public involvement, state licensing and environmental access planning for construction.

SRP, Palo Verde to Pinal West and Pinal West to Southeast Valley Projects
Ms. Murphy served as the Technical Project Manager for a 150-mile 500 kV electric transmission line. The project involved siting/routing studies, stakeholder engagement and public involvement, field studies, permitting, tribal and agency consultations, and state licensing. The project traversed Bureau of Land Management lands. An EA and Plan of Development was prepared for the Bureau of Land Management. Representatives from the U.S. Fish and Wildlife Service and Arizona Game and Fish Department were engaged in field verification of select locations. The agencies concurred with the conclusion that no surveys would be required for the protected pygmy owl, thereby setting a precedence in that area of designated critical habitat.

San Diego Gas & Electric, Sunrise Power Link Project
Ms. Murphy supported the routing of a 150-mile 500/230 kV electric transmission line. The project involved siting/routing studies, stakeholder engagement and public involvement, tribal and agency consultations, and field studies. The project traversed Department of Defense, Bureau of Land Management, and U.S. Forest Service lands. A Categorical Exclusion was required for geotechnical, environmental and other pre-construction surveys. An EIS was prepared for the Bureau of Land Management as the Lead federal agency.

Southern California Edison, Tehachapi Renewable Transmission Project (Segments 1 and 2)
Ms. Murphy managed access road planning and design, field studies, and pre-construction state and local permitting for 60-miles of a new 500 kV electric transmission line.

Confidential Feasibility Study
Ms. Murphy served as the Project Manager for a comprehensive feasibility study of a 500-mile 500 kV electric transmission line. The study involved routing/siting, strategic permitting plan development, environmental mitigation planning, and estimation of capital cost expenditures for both permitting and land/right-of-way acquisition.

Ameren Brokaw to South Bloomington, Latham to Oreana, Bondville to Southwest Campus, and North Alton Projects
Ms. Murphy is serving as the overall Program Manager and Expert Witness for various 345 and 138 kV electric transmission line projects. The projects involved siting/routing studies, stakeholder engagement and public involvement, field studies, state licensing, expert witness testimony.