

ILLINOIS COMMERCE COMMISSION

DOCKET No. 12-0598

REBUTTAL TESTIMONY

OF

MAUREEN A. BORKOWSKI

Submitted On Behalf

Of

AMEREN TRANSMISSION COMPANY OF ILLINOIS

APRIL 26, 2013

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6 **Ameren Transmission Company of Illinois**

7 **I. INTRODUCTION AND PURPOSE OF TESTIMONY**

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

9 **A. My name is Maureen A. Borkowski. I am Senior Vice President, Transmission at**
10 **Ameren Services Company (“AMS”) and I serve as the President and Chief Executive Officer of**
11 **Ameren Transmission Company of Illinois (“ATXI”).**

12 **Q. Are you the same Maureen A. Borkowski who sponsored direct testimony in this**
13 **proceeding?**

14 **A. Yes, I am.**

15 **Q. What is the purpose of your rebuttal testimony?**

16 **A. The purpose of my rebuttal testimony is threefold. First, I summarize Staff’s and the**
17 **Intervenors’ general reactions to ATXI’s Petition, so that the Administrative Law Judges**
18 **(“ALJs”) and the Illinois Commerce Commission (“Commission”) understand the types of issues**
19 **raised and who is raising them. Second, I respond to Staff’s specific concerns pertaining to how**
20 **ATXI proposes to execute the Project. Third, I provide a list of witnesses that are submitting**

21 rebuttal testimony on behalf of ATXI, and the subject matters of their testimony. My failure to
22 address any witnesses' testimony or position should not be construed as an endorsement of same.

23 **Q. Are you sponsoring any exhibits in support of your testimony?**

24 **A.** Yes, I am sponsoring the following exhibits:

- 25 • ATXI Exhibit 10.1: Chart of parties who have intervened, if they have filed
26 testimony, if they have properly proposed an alternate route in accordance with the
27 Case Management Plan, and whether proposed alternate route is supported by
28 testimony;
- 29 • ATXI Exhibit 10.2: Stipulations entered between ATXI and intervening parties;
- 30 • ATXI Exhibit 10.3: Mr. Richard Mark correspondence;
- 31 • ATXI Exhibit 10.4: ATXI responses to ALJ data requests; and,
- 32 • ATXI Exhibit 10.5: Project team organizational chart.

33 **II. SUMMARY OF STAFF AND INTERVENOR DIRECT TESTIMONY**

34 **Q. By way of background, how many parties have intervened in this proceeding?**

35 **A.** As of April 23, 2013, 72 parties have filed petitions to intervene. The Commission has
36 granted 69 of these petitions. Of the petitions that have not yet been acted on, I am not aware of
37 any other party that opposes the petition.

38 **Q. Are the Interveners primarily organizations, individuals, or both?**

39 **A.** Most of the Interveners are individual landowners. Several groups have also intervened
40 to represent the interests of similarly-situated landowners.

41 **Q. Of the intervening parties, how many filed direct testimony?**

42 **A.** Of the 72 intervening parties, 36 have filed testimony. 36 Interveners have not filed
43 either direct testimony or subsequent testimony addressing routes submitted by other Interveners.

44 **Q. Has Staff also filed testimony?**

45 **A.** Yes. Mr. Greg Rockrohr filed direct testimony on behalf of Staff.

46 **Q. Have you prepared a list of each party that has intervened, whether the party**
47 **submitted an alternative route and whether their alternative route is supported by**
48 **testimony?**

49 **A.** Yes. As a convenience to the ALJs, Commission and other parties, ATXI Exhibit 10.1
50 provides this information.

51 **Q. Does Staff generally support the Illinois Rivers Project?**

52 **A.** Yes. Based on the review and analysis described in his testimony, Mr. Rockrohr
53 concludes, “I have no reason to question MISO’s conclusion that an additional 345 kV line
54 across central Illinois is necessary and the least cost means to satisfy the service needs of not
55 only electric utility customers in Illinois, but also electric utility customers in the entire MISO
56 footprint.” (ICC Staff Ex. 1.0R, p. 7, lines 144-48.)

57 **Q. Have any other parties submitted testimony supporting the need for the Project?**

58 **A.** Yes. Wind on the Wires and the International Brotherhood of Electrical Workers
59 (“IBEW”) have each filed testimony supporting the Project. Wind on the Wires' witness, Mr.
60 Michael Groggin, represents a variety of organizations supporting and promoting renewable
61 energy, and provides support for the finding that the Illinois Rivers Project (the “Project”) will

62 allow greater amounts of low-cost wind energy resources to reach Illinois consumers for
63 complying with the Illinois Renewable Portfolio Standard. He concludes the Project also aids in
64 the development of an effectively competitive electricity market that operates efficiently, thereby
65 lowering both the costs of electricity for Illinois consumers. He also explains that the regional
66 benefits of high-voltage transmission projects such as the Illinois Rivers Project are inherently
67 equitably allocated to consumers as supported by extensive studies and analysis, including those
68 by MISO.

69 IBEW witness, Mr. James Bates, testifying on behalf of Locals 51 and 702, states that the
70 Illinois Rivers Project is critical to Illinois' future for two main reasons: it provides reliable
71 electric service and creates good quality jobs. Mr. Bates discusses the numbers and types of jobs
72 the Project will create and how IBEW workers will be instrumental to the construction of the
73 Project. He expects the Project to create more than 300 contractor jobs. He also states that the
74 Project will ensure that more electricity supply will be available to Illinois customers, including
75 renewable resources—thus reducing the prices in the competitive wholesale electricity markets
76 and lower retail prices for customers.

77 **Q. Have any parties submitted testimony challenging the need for the Project?**

78 **A.** Of the 72 intervening parties in this proceeding, the only party that filed testimony
79 expressly disputing the need for the Project is Dr. Magdi Ragheb, on behalf of the Ragheb
80 Family. Dr. Ragheb's concerns are addressed by ATXI witness, Mr. Dennis D. Kramer. As Mr.
81 Kramer explains, Dr. Ragheb's critique of the need for the Project is speculative and unfounded.

82 Also, Mr. James Dauphinais submitted testimony on behalf of the Moultrie County
83 Property Owners ("MCPO"), arguing that the Mt. Zion substation, as well as the transmission

84 lines that would connect to it, are not needed. He does not testify, however, that the entirety of
85 the Project itself is unnecessary. Mr. Kramer explains why Mr. Dauphinais's testimony and
86 recommendations are mistaken.

87 **Q. Notwithstanding Staff's agreement that the Project is necessary, does Staff raise**
88 **engineering or technical concerns with how ATXI proposes to execute the Project?**

89 **A.** Yes. Mr. Rockrohr raises four issues. First, he observes the benefits that the Project will
90 provide cannot occur unless Ameren Illinois Company d/b/a Ameren Illinois ("AIC") connects
91 its 138 kV system to the proposed transmission line; Mr. Rockrohr, however, perceives a lack of
92 evidence that AIC is committed to making these connections. (ICC Staff Ex. 1.0R, p. 2.) Mr.
93 Rockrohr therefore recommends that 345/138 kV substations be excluded from the certificate of
94 public convenience and necessity ("CPCN").

95 Second, Mr. Rockrohr questions both the need for, and proposed location of, ATXI's Mt.
96 Zion substation. He recommends that the Pana-Mt. Zion and Mt. Zion-Kansas segments of the
97 Transmission Line be excluded from the requested CPCN for consideration later.

98 Third, and relatedly, Mr. Rockrohr believes the proposed constructions of new
99 substations at Ipava, Kansas, Sidney and Rising are unnecessary and that these substations
100 should also be excluded from the CPCN.

101 Fourth, Mr. Rockrohr questions ATXI's ability to manage, supervise and finance the
102 Project.

103 I will address each of these concerns in my rebuttal. Other ATXI witnesses provide
104 additional technical information addressing Mr. Rockrohr's concerns.

105 Mr. Rockrohr also recommends changes to certain segments of the proposed route for the
106 Transmission Line. ATXI witness Ms. Donell Murphy addresses these routing issues in her
107 rebuttal testimony.

108 **Q. Have other parties also raised technical concerns with various aspects of the**
109 **Project?**

110 **A.** Yes. Although the concerns raised vary in their details, these concerns can be generally
111 grouped into three categories. The largest category consists of individuals who do not want
112 transmission lines on or near their property because of potential impacts to farming and
113 residential land use, generally arising from perceived health, safety, environmental or aesthetic
114 concerns.

115 A smaller category of groups and individuals object to the routing of transmission lines
116 near their property because of possible impacts to land used for non-residential purposes, such as
117 rural airports, quarries and radio stations.

118 The third and smallest category consists of individuals or groups claiming that certain
119 environmental regulations prohibit the use of ATXI's primary or alternate route.

120 **Q. In light of concerns raised about the route for certain segments of the transmission**
121 **line, is ATXI proposing any changes to its proposed routes?**

122 **A.** Yes. As ATXI witness, Ms. Donell (Doni) Murphy explains in her rebuttal testimony,
123 ATXI has carefully evaluated the parties' positions and, as a consequence, is accommodating as
124 many concerns as it can, within the limitations of sound engineering judgment, by proposing
125 changes to certain route segments.

126 **Q. Have certain segments of the proposed transmission line proven more controversial**
127 **than others?**

128 **A.** Yes. As of the filing of this testimony, of the nine (9) segments of the transmission line,
129 the routes recommended by ATXI on rebuttal for six (6) segments (Mississippi River – Quincy,
130 Quincy – Meredosia, Meredosia – Ipava, Meredosia – Pawnee, Pawnee – Pana, and Kansas –
131 State Line) are either largely uncontested or are the subject of stipulations with affected
132 landowners and other parties. The remaining three (3) segments remain contested to varying
133 degrees.

134 **Q. Please describe the stipulations ATXI has reached.**

135 **A.** Attached hereto is ATXI Exhibit 10.2, copies of the six (6) stipulations ATXI has entered
136 with the intervening parties below..

137 ATXI and Morgan and Sangamon Counties Landowners and Tenant Farmers
138 (“MSCLTF”) have agreed to enter into a stipulation (“Stipulated Route – Meredosia to Pawnee”)
139 in order to resolve their concerns regarding the portion of the Project from Meredosia, Illinois to
140 Pawnee, Illinois. While ATXI continues to believe that the Primary Route for the portion of the
141 Project from Meredosia, Illinois to Pawnee, Illinois is a viable route, ATXI and MSCLTF have
142 agreed to support ATXI’s Alternate Route for that portion of the Project. MSCLTF have agreed
143 to withdraw support for its alternate route proposals.

144 ATXI and the FutureGen Industrial Alliance, Inc. (the “Alliance”) have also agreed to
145 stipulate to the Stipulated Route – Meredosia to Pawnee. Again, although ATXI has not changed
146 its position that the Primary Route for the portion of the Project from Meredosia, Illinois to

147 Pawnee, Illinois is a viable route, ATXI and the Alliance have agreed to support ATXI's
148 Alternate Route for that portion of the Project.

149 ATXI and The Nature Conservancy ("TNC") have agreed to enter a stipulation ("TNC
150 Stipulated Route") in order to resolve their concerns regarding the portion of the Project
151 extending from Meredosia, Illinois, north into southern Schuyler County, Illinois. The Primary
152 Route for the portion of the Project from Meredosia to Ipava remains a viable route, and TNC
153 continues to believe its proposed alternatives are viable route options; nonetheless, ATXI and
154 TNC have agreed to support a modified version of ATXI's Alternate Route from Meredosia,
155 Illinois, north into southern Schuyler County, Illinois as the TNC Stipulated Route. TNC has
156 agreed to withdraw support for its alternate route proposals.

157 ATXI and N. Kohl Grocer Company d/b/a Kohl Wholesale ("N. Kohl Grocer") have
158 agreed to enter into a stipulation ("Stipulated Route – River to Quincy") in order to resolve their
159 concerns for the portion of the Project from the Mississippi River to the Southeast Quincy
160 Substation Site. While ATXI continues to believe that its Primary Route for the portion of the
161 Project from Meredosia, Illinois to Pawnee, Illinois is a viable route, ATXI and N. Kohl Grocer
162 have agreed to support ATXI's Alternate route for that portion of the Project, as modified by
163 Matt Holtmeyer Construction Inc.'s second alternative route at the point where the Transmission
164 Line enters the Southeast Quincy Substation Site. N. Kohl Grocer has agreed to withdraw
165 support for its alternate route proposals.

166 ATXI and Matt Holtmeyer Construction Co. ("Holtmeyer") have also agreed to enter into
167 a stipulation for the "Stipulated Route – River to Quincy" in order to resolve their concerns for
168 that portion of the Project. ATXI and Holtmeyer have agreed to support ATXI's Alternate route

169 for that portion of the Project, as modified by Holtmeyers' second alternative route at the point
170 where the Transmission Line enters the Southeast Quincy Substation Site. This is the same route
171 as the one agreed to with N. Kohl Grocer.

172 ATXI and Stop the Power Lines Coalition ("STPL"), Tarble Limestone Enterprises
173 ("Tarble"), JDL Broadcasting, Inc. ("JDL Broadcasting"), Intervenors Paul Thrift and John
174 Thompson ("Thrift-Thompson"), and the Edgar County Intervenors (collectively the "Parties")
175 have agreed to enter into a Stipulation in order to resolve their concerns regarding the route for
176 that portion of ATXI's proposed transmission line from Kansas, Illinois to the Illinois/Indiana
177 State Line. The Parties have agreed to support ATXI's Alternate Route for the Kansas to State
178 Line portion. STPL has agreed to withdraw support for its alternate route proposals.

179 **Q. Does any party dispute whether ATXI has filed its Petition in accordance with 8-**
180 **406.1?**

181 **A.** No. The only testimony concerning ATXI's compliance with statutory filing
182 requirements is that of Mr. Rockrohr, who states, "In my opinion, ATXI has satisfied these
183 Section 8-406.1 requirements." (ICC Staff Ex. 1.0R, p. 10, line 207.)

184 **III. RESPONSE TO STAFF**

185 **A. Substation Connections**

186 **Q. Please elaborate on Staff's concern regarding connections to AIC substations.**

187 **A.** According to Mr. Rockrohr, "The Commission should be aware that many of the benefits
188 that ATXI and MISO attribute to the Illinois Rivers Project will be realized only if AIC connects
189 its existing 138 kV transmission system to ATXI's proposed new transformers. There are

190 currently no proposals before the Commission to make those connections and no commitments
191 by either ATXI or AIC to make those connections in the future.” (ICC Staff Ex. 1.0R. p. 14,
192 lines 296-301.)

193 **Q. Does the absence of any current “proposals” or “commitments” mean that ATXI or**
194 **AIC have no obligation to make the connections discussed by Mr. Rockrohr?**

195 **A.** Not at all. MISO’s tariff and associated transmission owners agreement, of which both
196 AIC and ATXI are parties, obligate transmission owners to make connections as directed by
197 MISO in its approved transmission expansion plan. Thus, AIC will be required to make
198 connections to ATXI’s substations, as will any other MISO transmission owner, regardless of the
199 existence of any “proposal” or “commitment” to do so. Mr. Kramer and MISO witness, Mr.
200 Jeffrey Webb describe further the obligation of transmission owners to make needed
201 connections.

202 **Q. Regardless of any requirements by MISO, will AIC in fact connect to and use each**
203 **of the individual substations that ATXI proposes to install as part of the Project?**

204 **A.** Yes. Mr. Kramer and ATXI witness, Mr. Jeffrey V. Hackman explain why these
205 connections are necessary and how they are expected to occur. It should also be noted that
206 MISO has already approved the Project as an MVP project, and in so doing, has already
207 approved the in-service dates for the different transmission line segments and the connections by
208 AIC to the substations at issue. The transmission owners that are affected by the Illinois River
209 Project are fully aware of the in-service dates and, thus, are fully aware of the obligations on
210 their part to cooperate with ATXI, and to take action to ensure the timely connection of the
211 transmission line with their systems.

212 **Q. Mr. Rockrohr testifies that the issue concerning substation connections could be**
213 **“easily resolved” if ATXI presented a “documented commitment from AIC to connect to**
214 **and use each of the individual substations that ATXI proposes to install” What is your**
215 **understanding of AIC’s commitments to make the necessary connections?**

216 **A.** I have met with Mr. Richard Mark, President and Chief Executive Officer, for AIC. Mr.
217 Mark has been, and is fully aware of the Project, as well as AIC’s role. We spoke about Staff’s
218 concerns regarding a commitment from AIC, and Mr. Mark made clear the necessary
219 connections would occur, and they would be made in a timely manner. In response to Staff’s
220 request, attached as ATXI Exhibit 10.3 is correspondence from Mr. Mark to me outlining AIC’s
221 commitment regarding the connections.

222 **B. Mt. Zion Substation**

223 **Q. What is Mr. Rockrohr’s concern with the proposed Mt. Zion substation?**

224 **A.** Mr. Rockrohr initially states that the Mt. Zion substation is not needed because there is
225 no evidence that AIC will connect its 138 kV system to this proposed substation. He then
226 testifies, “Even if AIC were to commit to connecting its 138 kV system near Mt. Zion to ATXI’s
227 345 kV transmission line, it is my opinion that it is more economical for AIC to extend two 138
228 kV lines further south to the 345 kV line than for ATXI to extend two 345 kV north to Mt. Zion.
229 This is due to more costly structure and hardware costs for 345 kV lines, and required rights-of-
230 way for 345 kV lines are wider and therefore more costly as well. In my opinion, it would be
231 more logical for ATXI to route its proposed transmission line along the least-cost route between
232 Pana and Kansas.” (ICC Staff Ex. 1.0R, pp. 39-40 lines 833-40.)

233 **Q. Has Mr. Rockrohr identified a “least-cost route between Pana and Kansas”?**

234 **A.** No. Mr. Rockrohr mentions Intervenor proposals to bypass Mt. Zion completely so that
235 there is a direct connection between Pana and Kansas, but does not go so far as to say that this is
236 what the Commission should order. Rather, he recommends if the Commission concludes that
237 ATXI has not adequately explained the need for its proposed routing to Mt. Zion, then the Pana –
238 Mt. Zion – Kansas segments should be excluded from the CPCN. “That way, ATXI would have
239 an opportunity to study the alternative Pana-Kansas routes presented in this proceeding and
240 determine whether to pursue one of those routes, a Pana to Kansas route of its own, or to provide
241 more evidence that routing the proposed 345 kV line to Mt. Zion is necessary.” (ICC Staff Ex.
242 1.0R, p. 47, lines 996-1000.)

243 **Q. Why is it necessary to include Mt. Zion in the route and build a substation there?**

244 **A.** As Mr. Kramer explains, the Mt. Zion substation is needed to provide the full MVP
245 portfolio benefits and to address future reliability issues in the Decatur area. As Mr. Kramer
246 further testifies, moving the Mt. Zion substation south as Mr. Rockrohr proposes will reduce the
247 ability of the project to address future reliability issues in the Decatur area and would actually be
248 a higher cost alternative.

249 **Q. Does ATXI’s proposal to route through Mt. Zion represent the least-cost option in
250 comparison to a direct connection between Pana and Kansas?**

251 **A.** Yes, because, as discussed by Mr. Kramer, bypassing Mt. Zion will not deliver the same
252 level of reliability benefits to the Decatur area or deliver the full benefits of the Project and other
253 MVPs. Moreover, when one takes into account the cost-sharing allocation for MVP projects,
254 proposed alternatives that avoid Mt. Zion are a more costly solution to Illinois customers than

255 ATXI's proposal. As Mr. Kramer testifies, the Project is subject to the MVP cost allocation
256 approved in the MISO tariff, and therefore the AIC customers will pay approximately 9% of the
257 total Project cost. By comparison, as stated in Mr. Webb's testimony, the alternative solutions
258 proposed by Mr. Rockrohr and by Mr. Dauphinais for MCPO would be categorized as Baseline
259 Reliability Projects by MISO, not MVPs. As Baseline Reliability Projects, 100% of these
260 project costs would be allocated solely to AIC customers. This means the AIC customers would
261 pay over nine times more for the proposed alternative solutions compared to ATXI's proposal.
262 ATXI's proposal is clearly the least cost for Ameren Illinois customers, while meeting the
263 reliability and other requirements of the MISO transmission plan.

264 **Q. How would the adoption of Mr. Rockrohr's recommendation to address Mt. Zion in**
265 **a separate proceeding effect the Project?**

266 **A.** Excluding the Pana to Mt. Zion and Mt. Zion to Kansas line segments from this
267 proceeding would jeopardize the delivery to the full array of benefits to Illinois customers, and
268 indeed all MISO customers, from the Illinois Rivers Project and the other MISO MVPs. Bear in
269 mind, the in-service date for the Mt. Zion substation and the Pana to Mt. Zion line segment is
270 2016. The timing of the in-service dates is critical to the overall Project success. As addressed
271 by Mr. Kramer, these in-service dates are simply not mandated in order for the Project as a
272 whole to succeed, but also address immediate reliability and service concerns, specifically
273 reliability concern in in the Decatur area.

274 **Q. Why would a separate proceeding delay the in-service date of the Project?**

275 **A.** Under the current schedule, a final order is expected in August 2013. If that order
276 excludes from the CPCN the Pana – Mt. Zion – Kansas segments, it will take ATXI some

277 months to prepare a new filing and provide the necessary meetings and notices. Even if a
278 subsequent petition is filed under the expedited process of Section 8-406.1, it could take until the
279 end of 2014 for issuance of a final order. Further, the land and property rights process that will
280 follow, and additional proceedings before the Commission should Section 8-509 relief be
281 required, only create more timing risk associated with the in-service date. Consequently, the
282 Pana – Mt. Zion – Kansas segments would end up on a completely separate track from the rest of
283 the Project, ultimately delaying the benefits that Mr. Rockrohr acknowledges the Project will
284 bring.

285 **Q. How would a separate proceeding effect interested landowners?**

286 **A.** Having already been through the siting process once, the landowners would have to
287 endure the process for a second time and particularly where there is nothing to be gained, as in
288 our judgment the record is replete with the information the Commission needs to make an
289 informed decision about the propriety of the line segment ATXI is proposing. We also do not
290 believe it is in the public interest to leave landowners in limbo about the status of transmission
291 lines that may be built on or near their property. In the end we see no value in a separate
292 proceeding.

293 **Q. Do you agree with Mr. Rockrohr's suggestion that the schedule in this proceeding**
294 **does not allow for the development of a complete and thorough record upon which the**
295 **Commission can base its decision?**

296 **A.** I do not. As fully addressed in the direct testimony of Ms. Murphy, ATXI engaged in a
297 lengthy, detailed public meeting process that preceded the filing of this case. Nearly 100 public
298 meetings were held and attended by hundreds of stakeholders. The Pana to Mt. Zion and Mt.

299 Zion to Kansas line segments were explained and questions answered. Many parties provided
300 responses to the Project, and its various components, including Pana – Mt. Zion, Mt. Zion –
301 Kansas and the Mt. Zion substation. Many parties have made alternative proposals to the
302 primary or alternate routes. In the course of preparing their recommendations, hundreds and
303 hundreds of data requests have been answered. This suggests, there has been ample opportunity
304 to understand the Project, and to make alternate recommendations.

305 I also note that due to the ALJ's ruling setting a new filing date, approximately 60
306 additional days were added to the schedule, thus making the schedule almost ten months in
307 length. By way of comparison, a rate case is required to be conducted within 11 months. A rate
308 case contains many, if not more, complicated issues than in this proceeding. This proceeding,
309 taking into account the public hearing process and various stakeholder meetings that took place,
310 will be over 15 months in duration. Clearly there has been adequate time for the development of
311 a complete and thorough record for the Commission. It would not make sense to carve out
312 certain segments for a separate proceeding. Finally, the ALJs had inquired in a data request as to
313 the separation of certain line segments in another proceeding. We explained the detriment in
314 pursuing that course of action. Attached as ATXI Exhibit 10.4 is ATXI's responses. The
315 reasoning and rationale set forth in the response is applicable to Staff's position.

316 **C. Other Substations**

317 **Q. What are Mr. Rockrohr's concerns about the construction of new substations?**

318 **A.** Mr. Rockrohr believes that instead of ATXI building new substations at Ipava, Kansas,
319 Sidney and Rising, ATXI should connect the Transmission Line to existing AIC-owned
320 substations near these locations.

321 **Q. Why can't ATXI connect the Transmission Line to existing AIC substations?**

322 **A.** Mr. Hackman testifies that it is impractical, and in some instances impossible, for the
323 necessary facility additions and connections to be made at existing substations. ATXI proposed
324 new substations taking into account the existing substation configuration and the space
325 constraints relating to the new planned facilities and equipment as well as the work that would
326 need to be performed to construct, install and ultimately maintain these new facilities. ATXI
327 believes that the new substations will allow the construction activities and future maintenance to
328 be conducted with the least disruption to the existing system, minimizing the safety and
329 reliability risks to workers and customers.

330 **D. ATXI Managerial, Technical and Financial Capability**

331 **Q. What concerns does Mr. Rockrohr express about ATXI's ability to efficiently**
332 **manage and supervise the Project?**

333 **A.** Generally, Mr. Rockrohr expressed concerns regarding me being the only employee at
334 ATXI and inquired as to how the management and supervision of the Project would proceed in
335 my absence. He states, "it is not clear to me what would happen to ATXI, or this Project, should
336 Ms. Borkowski leave ATXI." (ICC Staff Ex. 1.0R, p. 8, lines 164-65.) Further, in response to
337 ATXI – ICC 2.01, he offered in part: ". . . ATXI should demonstrate in rebuttal testimony that it
338 will continue to exist and will be capable of completing the Illinois Rivers Project even if Ms.
339 Borkowski leaves and abandons her positions at both ATXI and Ameren Services." In response
340 to ATXI – ICC 2.02, Mr. Rockrohr was asked what facts would demonstrate that ATXI is
341 capable of efficiently managing and supervising the Project, and he requested in ATXI's rebuttal
342 filing a discussion of ATXI's succession planning in place that should provide for ATXI's

343 continued operations, including completion of the Illinois Rivers Project, should Ms. Borkowski
344 leave, and facts that show ATXI's business arrangement with Ameren Services would continue
345 even if Ms. Borkowski were to leave.

346 **Q. Can you respond?**

347 **A.** To begin, it does not appear Mr. Rockrohr has any concerns about the role of AMS in the
348 Project; in fact, he has "no reason to question" the testimony I presented concerning AMS'
349 successful management of other Projects. As I stated in my direct testimony, AMS will provided
350 ATXI with all the required planning, design, construction, engineering and other services to
351 oversee and manage the Project. In further support, I have attached to this testimony as ATXI
352 Exhibit 10.5, a copy of the Project team organization chart. This chart lists the individuals who
353 are, and will continue to manage and supervise the Project. These are competent individuals
354 who have expertise in a wide array of technical and managerial areas needed to successfully
355 execute the Project.

356 In addition, it's my understanding that a corporation must have in place a president. Even
357 if I were to leave ATXI, by law someone would have to succeed me and serve in that role. There
358 are a number of current officers within the Ameren and its subsidiaries, who have led and
359 managed transmission organizations in their careers, and who could succeed me. In the
360 alternative, an individual in the AMS transmission organization could be promoted to succeed
361 me should Ameren's senior management and Board of Directors so choose. In any event, there
362 will always be a qualified person holding the position of President of ATXI and assuming the
363 duties to carry out this Project and other ATXI business.

364 **Q. Does ATXI's ability to efficiently manage and supervise construction of the Project**
365 **depend on your continued employment?**

366 **A.** No. First let me clarify that I am employed by AMS as the Senior Vice President,
367 Transmission. I also serve as the President and Chief Executive Officer of ATXI. Although I
368 provide executive leadership to ATXI, the day-to-day work of planning, designing and managing
369 the Project is handled by employees of AMS. While I have no plans to leave, this structure
370 would not change if I were no longer employed. Someone else would provide executive
371 leadership to the same group of people currently working on the Project. In addition, ATXI is
372 requesting an order under Section 8-503 directing construction of the Project. My understanding
373 is that if an order is issued under this section, ATXI will be required to construct, regardless of
374 who is President or serves in any other position.

375 **Q. Is there any reason for the Commission to be concerned about the management of**
376 **this Project?**

377 **A.** No. Staff is aware of the General Services Agreement by which AMS provides products
378 and services to various Ameren subsidiaries, including AIC, ATXI and Union Electric Company
379 d/b/a Ameren Missouri. In particular, this is one of the listed services under the GSA:

380 "h) Engineering and Construction

381 Description - Provide engineering and construction services, professional
382 services related to engineering studies, design, procurement, planning, building
383 and management of projects. Study technology that may reduce costs of
384 producing, delivering and using electricity. Also provide transmission and
385 substation maintenance and System Planning (T&D) services."

386 There are AMS employees that report to me who manage, supervise, oversee and operate the
387 transmission business for these regulated entities. The transmission work for regulated entities
388 has been managed in this manner for years. The Project will be managed in this way as well.

389 **Q. Does Mr. Rockrohr have any opinion about ATXI's ability to finance the Project?**

390 **A.** It does not appear so. Mr. Rockrohr states that he does "not know" whether ATXI's
391 financing plans allows the Commission to make any findings on this issue. He references ATXI
392 witness, Mr. Darrell E. Hughes's testimony discussing how ATXI will rely on Ameren for its
393 source of funds, but apparently draws no conclusion from this testimony.

394 **Q. Is ATXI in fact capable of financing the Project without significant adverse**
395 **consequences to the Company or its customers?**

396 **A.** Yes, for the reasons stated by Mr. Hughes.

397 **IV. IDENTIFICATION OF WITNESSES**

398 **Q. Please introduce the witnesses submitting rebuttal testimony on behalf of ATXI**

Name	Exhibit No.	Subject Area
Maureen A. Borkowski	ATXI Exhibits 10.0 – 10.5	Summarizes Staff's and the interveners' general reactions to ATXI's Petition; responds to Staff's specific concerns pertaining to how ATXI proposes to execute the Project; and, provides a list of witnesses that are submitting rebuttal testimony on behalf of ATXI, and the subject matters of their testimony
Dennis D. Kramer	ATXI Exhibits 11.0 – 11.5	Responds to the testimonies of Mr. Greg Rockrohr, Mr. James Dauphinais, and Dr. Magdi Ragheb, as their testimonies relate to <u>planning and reliability aspects of the Project.</u>
Jeffrey V. Hackman	ATXI Exhibits 12.0 – 12.1	Responds to testimony from Staff and certain intervening parties in this proceeding relating to the construction and operation of the 345 kV transmission line and substations.

Donell (Doni) Murphy	ATXI Exhibits 13.0 – 13.10	Responds to interveners' concerns regarding routes; responds to intervener alternate routes; provides ATXI's rebuttal recommended routes.
Darrell E. Hughes	ATXI Exhibit 14.0	Responds to Staff and interveners regarding the financing of the Illinois Rivers Project.
Rick D. Trelz	ATXI Exhibit 15.0	Responds to Staff regarding Section 8-509 requirements; responds to intervener concerns that the transmission line will interfere with farming operations; interfere with private businesses; interfere with recreational opportunities; damage farmland and crops; and negatively impact property values.
Jerry A. Murbarger,	ATXI Exhibits 16.0 – 16.3	Provides cost estimates for ATXI's rebuttal recommended routes; provides information in response to interveners' concerns about alleged impacts of the transmission line on their properties.
Dr. Linda Erdreich	ATXI Exhibit 17.0, Appendices I and II	Addresses intervener statements regarding whether extremely low frequency ("ELF") EMF produced by the proposed Illinois Rivers Project's 345 kilovolt transmission lines poses a health hazard to the public.
James Dwyer	ATXI Exhibits 18.0 – 18.1, Appendix A, B	Addresses intervener claims regarding avian concerns.
Julia Timms	ATXI Exhibit 19.0	Addresses ntervener claims regarding environmental impacts.

399 **V. CONCLUSION**

400 **Q. Does this conclude your rebuttal testimony?**

401 **A. Yes, it does.**