

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and Necessity, pursuant to Section 8-406.1 of the Illinois Public Utilities Act, and an Order pursuant to Section 8-503 of the Public Utilities Act, to Construct, Operate and Maintain a New High Voltage Electric Service Line and Related Facilities in the Counties of Adams, Brown, Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton, Macon, Montgomery, Morgan, Moultrie, Pike, Sangamon, Schuyler, Scott and Shelby, Illinois.)	Docket No. 12-0598

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and Moultrie County Property Owners (MCPO) (collectively, the Parties), agree to enter into this Stipulation in order to resolve their concerns regarding the route for those portions of ATXI’s proposed Transmission Line extending from Pana, Illinois, north and east to Mt. Zion, Illinois, and from Mt. Zion further east to Kansas, Illinois (originally identified in Exhibit A (part 4 of 5, pp. 1-2) of ATXI’s Petition filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act (Act), 220 ILCS 5/8-406.1, 8-503 (Petition)). The Parties agree that for the purpose of this stipulation: (i) a substation at Mt. Zion as proposed by ATXI will deliver the full benefits of the Project; (ii) that the geographic location for the Mt. Zion substation proposed by ATXI is appropriate assuming the substation is built; (iii) that ATXI’s Rebuttal Recommended Route from Pana to Mt. Zion (ATXI’s Primary Route) is supported by the record; and (iv) that MCPO’s Potential Route 1 from Mt. Zion, Illinois to Kansas, Illinois, is also supported by the record, and that therefore MCPO’s route alternative MCPO-P-MZK from Pana to Mt. Zion to Kansas (MCPO Ex. 1.0, p. 8) (Stipulated Route) is the preferred route combination and is the route that the Parties will

request that the Illinois Commerce Commission (Commission) approve in this proceeding, in accordance with the terms set forth below.

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Commission, initiating the instant certificate of public convenience and necessity proceeding. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities (collectively, the Project) in areas of the State of Illinois. (*See generally* ATXI Pet.)

2. In accordance with Section 8-406.1 of the Act, ATXI proposed a Primary and Alternate Route for each portion of the Project, including that portion of the route running from Pana to Mt. Zion, and continuing to Kansas. (See ATXI Pet. ¶ 10; Ex. A, part 4 of 5, pp. 1-2.)

3. Members of MCPO hold certain property interests in land within Moultrie County that MCPO believes would be adversely affected by the Transmission Line on ATXI's Primary and Alternate Routes for the Mt. Zion to Kansas portion of the Project. MCPO participants retained experts to assist in them in assessing the ATXI Primary and Alternate Routes for the Pana and Mt. Zion, and Mt Zion to Kansas route segments and identifying preferred alternative routes consistent with statutory requirements. On November 27, 2012, MCPO filed a Petition to Intervene in this proceeding, which was granted on December 3, 2012.

4. On December 31, 2012, MCPO filed its proposal for Potential Alternate Routes, in which it identified routing corridors for two alternative routes, the first running from Mt. Zion to Kansas, and the second running from Pana to Kansas (MCPO Alternatives). These routing corridors were corrected in an Errata filed January 2, 2013. (*See* MCPO's Potential Alternative Routes, Exs. A, B (Dec. 31, 2012); MCPO's Errata to "Moultrie County Property Owners'

Potential Alternative Routes” Dated December 31, 2012, Corrected Exs. A, B (Jan. 2, 2013).) In Direct Testimony, MCPO defined a centerline for each of its alternative routes. (*See* MCPO Ex. 1.2 (depicting MCPO’s alternative between Mt. Zion and Kansas) *and* MCPO Ex. 1.3 (depicting MCPO’s alternative between Pana and Kansas).)

5. While ATXI continues to believe that its Primary Route and Alternate Route for the Mt. Zion to Kansas portion of the Project are viable routes, and MCPO continues to believe the MCPO Alternatives are viable route options, in an effort to resolve certain concerns raised by the Parties, the Parties will request Commission approval for the Stipulated Route identified in the attached Exhibit A.

Terms of the Stipulation

Without waiving any rights except as indicated herein, and for the purpose of resolving their differences in the context of this litigated matter, the Parties hereby stipulate and agree as follows:

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route.
 - a. The Stipulated Route is the lowest cost route of the identified route options from Pana to Mt. Zion to Kansas. (ATXI Exhibit 16.3.)
 - b. The Stipulated Route (104.6 miles), along with the combination that uses ATXI’s Primary Routes from Pana to Mt. Zion and Mt. Zion to Kansas (103.7 miles), are the shortest route combinations from Pana to Mt. Zion to Kansas. (MCPO Ex. 1.4, p. 2.)
 - c. As ATXI witness Mr. Dennis Kramer explains, a Mt. Zion South substation as proposed by Staff witness Mr. Greg Rockrohr, with two longer 138 kV lines connected to the Mt. Zion PPG substation did not address the future Decatur

- reliability concerns as well as the ATXI Project with the Mt. Zion substation located where ATXI had proposed. (ATXI Ex. 11.0 (Rev.), p. 8.)
- d. As ATXI witness Mr. Kramer also explains, ATXI has concerns with the implementation of MCPO's proposed Oreana 345/138 kV Reinforcement and installation of a power flow reactor as a substitute for the ATXI proposed Mt. Zion substation, and the resultant costs to Ameren Illinois customers. (ATXI Ex. 11.0 (Rev.) pp. 16-19.) Implementing the Mt. Zion substation would eliminate ATXI's concerns by providing a separate 345 kV supply to the Decatur area. (Id.)
 - e. MCPO witness Mr. James Dauphinais testifies that either the Stipulated Route or ATXI's Alternate Route from Pana to Mt. Zion in combination with MCPO's Potential Route 1, are the best alternatives if MCPO's Potential Route 2 were not selected. (MCPO Ex. 1.0, pp. 29-31.)
 - f. MCPO witnesses Mr. Dauphinais and Mr. Rudolph Reinecke testify, when summarizing route sensitivities, there are 31 fewer residential structures within 500 feet of the Stipulated Route, when compared to the ATXI Primary route extending from Pana to Mt. Zion and Alternate route from Mt. Zion to Kansas. (MCPO Ex. 1.5; MCPO 2.5.)

7. The Parties agree there is support in the record for the Stipulated Route. The Parties agree that they will not take positions in any further testimony, motions, briefs, or proposed orders in which they object to the adoption of the Stipulated Route. Specifically, ATXI will indicate in any further testimony, motions, briefs, or proposed orders that the Stipulated Route is a viable route that can be constructed, that ATXI supports the stipulated route as the recommended route and ATXI will request a Commission order adopting the Stipulated Route.

8. MCPO agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of a Final Order by the Commission in this proceeding that grants ATXI a Certificate of Public Convenience and Necessity (CPCN), approves the location of the Mt. Zion substation as proposed by ATXI, and adopts the Stipulated Route. ATXI agrees that it will not object to, seek a rehearing regarding, or appeal the issuance of the portions of a Final Order by the Commission that adopts the Stipulated Route. In addition, in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding, the Parties will indicate that for the routes running from Pana to Mt. Zion and Mt. Zion to Kansas, the Stipulated Route is the preferred route.

9. In return for ATXI's support of the Stipulated Route as the recommended route, MCPO agrees to support the Stipulated Route as its recommended route throughout the proceeding, in its testimony, examination of witnesses, briefs, and any other filings. Specifically, MCPO acknowledges that a 345 kV transmission line between Pana and Mt. Zion and Mt. Zion and Kansas will deliver the benefits of the Project, and that opposition to, or support for routes inconsistent with, ATXI's Rebuttal Recommended Route for the Pana to Mt. Zion portion of the Project would be inconsistent with approval of the Stipulated Route. Furthermore, MCPO agrees to support ATXI's recommended location for the Mt. Zion substation, and acknowledges that opposition to ATXI's recommended location of the Mt. Zion substation, or support for any location for the Mt. Zion substation inconsistent with ATXI's recommended location, would be inconsistent with approval of the Stipulated Route.

10. To preserve their arguments in the event the Commission considers the need for the Mt. Zion Substation and/or routes other than the Stipulated Route, including, without limitation, ATXI's Primary or Alternate Route from Mt. Zion to Kansas or MCPO's Potential

Route 2, either Party may set forth objections, and/or responses thereto, to the need for the Mt. Zion Substation and/or to any other route for the Pana to Mt. Zion and Mt. Zion to Kansas portions of the Project, other than the Stipulated Route, in pre-filed written testimony, by participation at hearing to support the Stipulated Route, or by submitting briefing arguments responsive to testimony and arguments previously submitted by the other Party or other parties relating to the need for the Mt. Zion Substation and/or such routes other than the Stipulated Route; provided, however, such testimony and arguments shall explicitly indicate at the beginning of each section discussing such routes that ATXI and MCPO have entered into a Stipulation advocating Commission approval of the Stipulated Route and that the testimony and arguments on issues relating to the such routes is submitted solely as a contingency, to preserve arguments in the event that the Commission does not adopt the Stipulated Route.

11. Each Party will withdraw any pending data requests directed to the other Party and will refrain from issuing any further discovery to the other Party in this proceeding, unless by mutual agreement. The Parties will waive all cross examination of each other's witnesses, unless by mutual agreement.

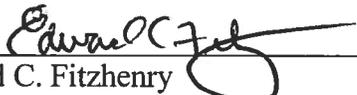
12. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route in its entirety and without material alteration. In the event the Commission issues an order approving a route for the area encompassed by the Stipulated Route, that is different from, or a material alteration of, the Stipulated Route, ATXI will file, and MCPO will not object to and may join or file independently, an application for rehearing of such an order on the issue of the Stipulated Route. If after such application(s) is/are filed, the Commission either denies the application(s) for rehearing or does not, upon rehearing, approve the Stipulated Route, this Stipulation shall terminate and become void and of no further effect.

13. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals or permits to construct the Stipulated Route, or in the event of any other unforeseen circumstance which materially interferes with ATXI's ability to construct the Stipulated Route, upon written notice of such circumstances by ATXI to MCPO and a reasonable opportunity to jointly address such circumstances, this Stipulation shall terminate and become void and of no further effect.

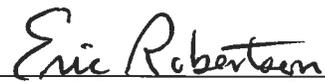
14. This Stipulation is submitted for purposes of this proceeding only, and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

15. The Parties agree to jointly submit this Stipulation to the Commission and urge the acceptance and approval of this Stipulation relative to other route options affecting the subject segment, including through testimony, briefs, and other filings made in this proceeding. In the event that the Commission approves the Stipulated Route without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the Stipulated Route.

AMEREN TRANSMISSION
COMPANY OF ILLINOIS

By: 
Edward C. Fitzhenry
Director and Assistant General Counsel
Ameren Services Company
Dated: May 10, 2013

MOULTRIE COUNTY PROPERTY
OWNERS

By: 
Eric Robertson
Attorney for Moultrie County Property Owners
Lueders, Robertson & Konzen LLC
Dated: May 10, 2013