

**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-) Docket No. 12-0598
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.)

BRIEF IN SUPPORT OF STIPULATION ENTERED INTO BY AMEREN TRANSMISSION
COMPANY OF ILLINOIS (ATXI) AND MATT HOLTMEYER CONSTRUCTION, INC.

NOW COMES MATT HOLTMEYER CONSTRUCTION, INC., an Illinois corporation (hereinafter “Holtmeyer Construction”), through its attorneys, Schmiedeskamp, Robertson, Neu & Mitchell LLP, and hereby submits the following as its Brief In Support Of Stipulation Entered Into By Ameren Transmission Company of Illinois (hereinafter “ATXI”) and Matt Holtmeyer Construction, Inc. (hereinafter “Holtmeyer Construction”), to wit:

I. INTRODUCTION

ATXI filed a petition in this matter on November 7, 2012, seeking issuance by the Illinois Commerce Commission (hereinafter “Commission”) of a Certificate of Public Convenience and Necessity pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act, 220 ILCS 5/8-406.1, 8-503, authorizing ATXI to construct, operate and maintain a new electric “Transmission Line” (as defined in the petition filed by ATXI) and related facilities (collectively “Project”) in the areas of the state of Illinois. ATXI proposed a “Primary Route” and an “Alternate Route” for each section of the Project, including the portion of the route between the Mississippi River and

the substation in southeast Quincy, Illinois (hereinafter “Southeast Quincy Substation”). As set out in the “Alternate Route Proposals of Matt Holtmeyer Construction, Inc.” (hereinafter “Alternate Route Proposals”), filed in this proceeding, Holtmeyer Construction is a real estate developer of primarily upscale residential developments and homes in the Quincy, Adams County, area. Among other developments, Holtmeyer Construction (or its sole owners, Matthew W. Holtmeyer and Barbara A. Holtmeyer) has developed the Hidden Cove Subdivision and the Greenspointe Subdivision, both in Adams County Illinois. Furthermore, pursuant to the Alternate Route Proposals, Holtmeyer Construction is the owner of certain real estate located in Adams County, Illinois, which it purchased for the sole purpose of and upon which it plans to develop a single family residential development (“Holtmeyer Property”). Pursuant to section 3 of said Alternate Route Proposals, Holtmeyer Construction objects to both the Primary Route and Alternate Route proposed by ATXI primarily because they traverse the Holtmeyer Property. In fact, the routes divide the Holtmeyer Property. Ameren’s proposed Primary Route does so in an east-west direction and the Alternate Route not only does so in an east-west direct but also in a north-south direction. The proposed Transmission Line, if located in either proposed route, substantially, directly, and materially impacts and may well entirely prevent the ability of Holtmeyer Construction to reasonably, economically, profitably, and appropriately develop the Holtmeyer Property for residential use. The Transmission Line will also preclude, limit, or prevent the construction of amenities associated with upscale developments such as a recreational lake. The Holtmeyer Property is located generally west of the Southeast Quincy Substation. Holtmeyer Construction filled a Petition to Intervene in this proceeding, which was granted. (Alternate Route Proposals, Section 3.)

Pursuant to the said Alternate Route Proposals, Section 6, Holtmeyer Construction proposed modifying ATXI's Alternate Route as shown on "Exhibit C1" and "Exhibit C2" of said Alternate Route Proposals. The proposed modifications to ATXI's Alternate Route would follow a northeasterly direction along an existing transmission line route. This would avoid the necessity of ATXI's Alternate Route continuing due north and then making a 90 degree turn to the east through the Holtmeyer Property to the Southeast Quincy Substation. This modification to ATXI's Alternate Route, among other advantages, provides a more direct route to the Southeast Quincy Substation, is an angular route (rather than squared route) requiring less retention or support structures or precautions, follows an existing Ameren transmission line route, would result in less environmental impact, and would allow or better allow the envisioned development of the Holtmeyer Property, all pursuant to Section 6 of said Alternate Route Proposals. Holtmeyer Construction's proposed modifications to the Alternate Route would also help to minimize the adverse effect the Transmission Line will have on this budding residential area.

Pursuant to a "Stipulation" entered into by ATXI and Holtmeyer Construction (hereinafter "Stipulation"), attached as "Stipulation Exhibit 6" to a "Motion to File and Admit a Stipulation Between Ameren Transmission Company of Illinois and Matt Holtmeyer Construction, Inc.", filed in this proceeding, ATXI and Holtmeyer Construction have entered into an agreement pursuant to which both parties support and recommend the Commission's approval of ATXI's Alternate Route for the portion of the Project between the Mississippi River and Quincy, Illinois, as modified to include Holtmeyer Construction's "second alternate route" proposal (as set out in and as referred to as the "Stipulated Route – River to Quincy" in said motion). In addition, pursuant to the Stipulation, the parties note that there is support in the

record for the adoption of the Stipulated Route - River to Quincy. Also, in the Stipulation the parties agree that they will support the issuance of a final order by the Commission in this proceeding that grants ATXI's petition for the issuance of a Certificate of Public Convenience and Necessity authorizing ATXI to construct, operate and maintain its Transmission Line on the condition that ATXI adopt the Stipulated Route – River to Quincy. In addition, the Stipulated Route – River to Quincy is subject to a stipulation between ATXI and N. Kohl Grocer Company (hereinafter “Kohl Grocer”), filed in this proceeding, under and which ATXI and Kohl Grocer have agreed to support and recommend the Commission's approval of the Stipulated Route – River to Quincy.

II. REQUIREMENTS FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

Pursuant to Section 8-406.1 (f) of the Illinois Public Utilities Act (“Act”), 220 ILCS 5/8-406.1(f.), the Act requires the Commission to grant a Certificate of Public Convenience and Necessity, if, based upon the application filed with the Commission and the evidentiary record, it finds the Project will promote the public convenience and necessity and that all of the following criteria are satisfied:

- (1) that the Project is necessary to provide adequate, reliable and efficient service to the public utility's customers and is the least-cost means of satisfying the service needs of the public utility's customers or that the Project will promote the development of the an effectively competitive electricity market that operates efficiently, is equitable to all customers and is the least-cost means of satisfying those objectives;
- (2) that the public utility is capable of efficiently managing and supervising the construction process and has taken sufficient action to ensure adequate and efficient construction and supervision of the construction;

(3) that the public utility is capable of financing the proposed construction without significant adverse financial consequences for the utility or its customers.

ATXI has met these obligations and presented sufficient evidence to the Commission justifying the issuance of a Certificate of Public Convenience and Necessity.

III. OVERALL NEED FOR THE PROPOSED FACILITIES

Holtmeyer Construction supports ATXI in its efforts to obtain a Certificate of Public Convenience and Necessity except that it objects to ATXI's proposed Primary Route and accepts ATXI's Alternate Route on the condition that ATXI agrees to modification of this route, all as set out above.

IV. LEAST-COST AND THE PROPOSED TRANSMISSION LINE ROUTES

A. Mississippi River – Quincy

1. Length of the Line

Richard Ehrhart (hereinafter "Ehrhart") submitted Testimony filed in this proceeding on behalf of intervener N. Kohl Grocer Company (hereinafter "Kohl Grocer"), dated March 29, 2013 (said testimony sometimes herein "Ehrhart Testimony"). Pursuant to the Ehrhart Testimony, page 9, 11 and 12, Kohl Grocer supports the Stipulated Route – River to Quincy, which includes the modification agreed to by ATXI and Holtmeyer Construction as set out above. Pursuant to the Ehrhart Testimony, page 13, Kohl Grocer believes that the Stipulated Route – River to Quincy would present a shorter route between the Mississippi River crossing and the Southeast Quincy Substation than ATXI's Primary Route. In addition, as mentioned above, pursuant to said Alternate Route Proposals, Holtmeyer Construction's modification to ATXI's Alternate Route creates a shorter Transmission Line by avoiding some 90 degree turns and substituting angular routes pursuant to Section 6 thereof.

2. Difficulty and Cost of Construction

Pursuant to the Ehrhart Testimony, page 13, Kohl Grocer believes that the Stipulated Route – River to Quincy will present a lower cost between the Mississippi River crossing and the Southeast Quincy Substation than ATXI's Primary Route. In addition, Holtmeyer Construction believes this is the case, as set out in said Alternate Route Proposals, Section 6.

3. Difficulty and Cost of Operation and Maintenance

Pursuant to the Ehrhart Testimony, Kohl Grocer has submitted evidence that the Stipulated Route – River to Quincy will have a positive effect on ATXI's difficulty and cost of operation and maintenance in that it will minimize the amount of vegetation management and tree trimming.

4. Environmental Impacts

Based on the shorter route which will be created through the adoption of the Stipulated Route – River to Quincy, the Ehrhart Testimony supports the notion that the Stipulated Route – River to Quincy will create less of an environmental impact than ATXI's Primary Route and Alternate Route. As stated in Section 6 of said Alternate Route Proposals, Holtmeyer Construction also believes this is the case.

6. Social and Land use Impacts

As mentioned above, pursuant to the Ehrhart Testimony, pages 9, 11 and 12, Kohl Grocer supports the Stipulated Route – River to Quincy and, specifically, states that Holtmeyer Construction's revocation that comprises a portion of this route would potentially resolve the objections of two parties to this proceeding and avoid severe economic harm to the region. Pursuant to the Ehrhart Testimony, page 6, Ehrhart testified that ATXI's Primary Route bisects Kohl Grocer's property diagonally in half and this would make it impossible for Kohl Grocer to

operate the 150,000 square foot warehouse facility that it intends to construct. Ehrhart, on page 6 of the Ehrhart Testimony, goes on to say that it is vital that Kohl Grocer relocate its warehouse to the new planned facility that would be affected by ATXI's Primary Route. Ehrhart also states that Kohl Grocer has significant concerns regarding the impact of the proposed Transmission Line's electromagnetic field on Kohl Grocer's operations which will occur at the new site, all as set out on page 6 of the Ehrhart Testimony. Ehrhart states that said Transmission Line, if located in ATXI's Primary Route, may very well cause deterioration of the cellular and wireless data reception in Kohl Grocer's facility and have an adverse effect on Kohl Grocer's elaborate wireless infrastructure regarding computers on its forklifts and devices used by its order pickers. Ehrhart concludes that such interference would severely impact the accuracy of orders and efficiency of Kohl Grocer's workers.

In addition, Holtmeyer Construction, in said Alternate Route Proposals, paragraph 6, states that the Stipulated Route – River to Quincy would provide a more direct route to the Southeast Quincy Substation, is an angular rather than squared route requiring less retention or support structures or precautions, follows an existing Ameren transmission line route, would result in less environmental impact, and would allow or better allow the envisioned development of the Holtmeyer Property. Holtmeyer Construction, in said Alternate Route Proposals, Section 3, states that ATXI's Primary Route and Alternate Route (without the Alternate Route being modified as set out above) divide the Holtmeyer Property which would substantially, directly and materially impact and may well entirely prevent the Holtmeyer Construction to reasonably, economically, profitably, and appropriately develop the Holtmeyer Property for Holtmeyer Construction's planned construction of a residential develop.

7. Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures

Holtmeyer Construction restates its answer to Section IV. A. 6. above as its answer herein.

8. Proximity to Existing and Planned Development

Holtmeyer Construction restates its answer to Section IV. A. 6. above as its answer herein.

11. Presence of Existing Corridors

Holtmeyer Construction, pursuant to Section 6 of said Alternate Route Proposals, states that the Stipulated Route – River to Quincy would allow the proposed Transmission Line to follow an existing transmission line route. Pursuant to a “Right of Way” recorded in offices of the Adams County Recorder of Deeds in Volume 11 of Right of Ways at page 440, Central Illinois Public Service Company, n/k/a Ameren Illinois Company may be, is the parent, subsidiary or affiliate of ATXI and, pursuant to this Right of Way, was granted two utility easements, which appears to collectively be 216 feet in width and which is part of or near the Stipulated Route – River to Quincy and should be utilized as part of the Stipulated Route – River to Quincy.

Holtmeyer Construction submits this Brief In Support Of Stipulation Entered Into By Ameren Transmission Company of Illinois (ATXI) and Matt Holtmeyer Construction, Inc. as set out above.

Dated: May 31, 2013

Respectfully Submitted,

MATT HOLTMEYER CONSTRUCTION, INC.,
an Illinois corporation

By: 
Ted M. Niemann,
One of Its Attorneys

STATE OF ILLINOIS :
 : SS
COUNTY OF ADAMS :

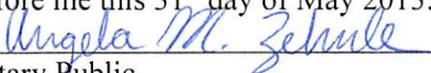
VERIFICATION

I, Ted M. Niemann, being first duly sworn, hereby states that; (a) I am one of the attorneys for Matt Holtmeyer Construction, Inc., acting on its behalf, (b) I am authorized by Matt Holtmeyer Construction, Inc. to make this verification on its behalf, (c) I have knowledge of the facts stated in the foregoing Brief In Support Of The Stipulation Entered Into By Ameren Transmission Company of Illinois, and (d) the facts as stated are true and correct to the best of my knowledge, information and belief.



Ted M. Niemann
Of Schmiedeskamp, Robertson, Neu & Mitchell LLP,
Attorneys for Matt Holtmeyer Construction, Inc.



Subscribed and Sworn to
Before me this 31st day of May 2013.

Notary Public

My commission expires: December 21, 2015

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PROOF OF SERVICE

STATE OF ILLINOIS :
 : SS
COUNTY OF ADAMS :

I, Ted M. Niemann, as one of the attorneys for Matt Holtmeyer Construction, Inc. herewith certify that I did, on the 31st day of May 2013, electronically file with the Illinois Commerce Commission a Brief In Support Of The Stipulation Entered Into By Ameren Transmission Company of Illinois, on behalf of Matt Holtmeyer Construction, Inc., and electronically served same upon the persons identified on the Commission's official service list.



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Subscribed and Sworn to
Before me this 31st day of
May 2013.


Notary Public



My commission expires: 12/21/2015