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BEFORE THE
ILLINOIS COMMERCE COMMISSION

THE ILLINOIS POWER AGENCY)
) DOCKET NO.
Petition for Approval of the 2014) 13-0546
IPA Procurement Plan pursuant to)
Section 16-111.5(d)(4) of the)
Public Utilities Act.)

Springfield, Illinois

Thursday, April 10, 2014

Met, pursuant to notice at 10:00 a.m.

BEFORE:

Michael Wallace, Administrative Law Judge

MIDWEST LITIGATION SERVICES, by
Angela C. Turner
CSR #084-004122

1 APPEARANCES:

2 Matthew Tomc
3 Ameren Services Company
4 PO Box 66149, M/C 1310
5 1901 Chouteau Ave.
6 St. Louis, Missouri 63166
7 (Appearing on behalf of Ameren Illinois via
8 phone.)

9 Michael Strong
10 Illinois Power Agency
11 160 North LaSalle St., Suite C-504
12 Chicago, Illinois 60601
13 (Appearing on behalf of Illinois Power
14 Agency via phone.)

15 Owen MacBride
16 Alexandra Rieck
17 Schiff Hardin LLP
18 233 South Wacker Drive, Suite 6600
19 Chicago, Illinois 60606
20 (Appearing on behalf of Renewable Suppliers
21 via phone.)

22 Caitlin Shields
23 Rooney Rippie & Ratnaswamy LLP
24 350 West Hubbard St., Suite 600
Chicago, Illinois 60654
(Appearing on behalf of Commonwealth Edison
via phone.)

John Feeley
Jessica Cardoni
Office of General Counsel
Illinois Commerce Commission
160 North LaSalle St., C-800
Chicago, Illinois 60601
(Appearing on behalf of Staff of the
Illinois Commerce Commission via phone.)

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I N D E X

WITNESS
(None.)

PAGE

EXHIBITS

ADMITTED

Renewable Suppliers Exhibits 26
1.0, 1.1, 1.2, 1.3,
2.0, 2.1, 2.2,
3.0, 3.1, 3.2, 3.3, 3.4,
4.0, 4.1, 4.2,
5.0 Revised, 5.1, 5.2, 5.3,
Cross-Examination Exhibit Star-1, and
Cross-Examination Exhibit Zuraski-1

Ameren Exhibits 1.0 RH and 1.1 RH 27

Staff Exhibits 1.0 C and 1.1 28

ComEd Exhibits 1.0, 31
1.01, 1.02, 1.03, 1.04, 1.05, 1.06,
1.07, 1.08, 1.09, 1.10, and 1.11

ComEd Cross Exhibit 1.0 32

IPA Exhibits 1.0 R Public, 33
1.0 R Confidential, 1.1 R, 1.2 R,
IPA-ComEd Cross Exhibit 1 Public,
IPA-ComEd Cross Exhibit 1 Confidential,
IPA-ComEd Cross Exhibit 2,
IPA-Ameren Cross Exhibit 1, and
IPA-Ameren Cross Exhibit 2

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PROCEEDINGS

JUDGE WALLACE: Pursuant to the direction of the Illinois Commerce Commission, I now call Docket Number 13-0546. This is the Illinois Power Agency's Petition for Approval of Procurement Plan. We are on rehearing at the direction of the Commission.

May I have appearances for the record, please, for Ameren?

MR. TOMC: Yes, your Honor.

Matthew R. Tomc appearing on behalf of the Ameren Illinois Company. My address is 1901 Chouteau Avenue, St. Louis, Missouri.

JUDGE WALLACE: And for the IPA.

MR. STRONG: On behalf of the Illinois Power Agency, Michael R. Strong, S-T-R-O-N-G, 160 North LaSalle Street, Suite C-504, Chicago, Illinois, 60601.

JUDGE WALLACE: For the Renewable Suppliers.

MR. MACBRIDE: Appearing on behalf of the Renewable Suppliers, Owen MacBride and Alexandra Rieck, R-I-E-C-K, with the law firm Schiff Hardin LLP. Our address is 233 South Wacker Drive, Suite 6600, Chicago, Illinois, 60606.

JUDGE WALLACE: For CommonWealth Edison.

1 MS. SHIELDS: Good morning, your Honor.
2 This is Caitlin M. Shields on behalf Commonwealth
3 Edison of the law firm Rooney Rippie and Ratnaswamy,
4 350 West Hubbard Street, Suite 600, Chicago,
5 Illinois, 60654.

6 JUDGE WALLACE: And the Commission Staff.

7 MR. FEELEY: Good morning. This is John
8 Feeley. Representing Staff of the Illinois Commerce
9 Commission John Feeley and Jessica Cardoni, Office of
10 General Counsel, 160 North LaSalle Street, Suite
11 C-800, Chicago, Illinois, 60601.

12 JUDGE WALLACE: All right. Is there anyone
13 else on the line that would like to enter an
14 appearance?

15 (No response.)

16 JUDGE WALLACE: Hearing none, let the record
17 reflect there are no other appearances at today's
18 hearing.

19 Based upon e-mails from -- well, we had our
20 status hearing on Monday. And then based on some
21 e-mails the next couple of days, it appears that all
22 cross has been waived and we will be introducing the
23 exhibits via affidavit. And it looks like I have got
24 one stipulation and another cross exhibit.

1 Mr. MacBride, since you might have the most
2 exhibits, would you like to start?

3 MR. MACBRIDE: Yes, I can.

4 Judge, as I go through these exhibits, do
5 you want me to identify the date they were filed on
6 e-Docket?

7 JUDGE WALLACE: No, that's not necessary.

8 MR. MACBRIDE: All right. The Renewable
9 Suppliers are offering the following exhibits into
10 evidence. First, the testimony and exhibits of Craig
11 A. Gordon. Those consist of Renewable Suppliers
12 Exhibit 1.0, direct testimony of Craig A. Gordon;
13 Exhibit 1.1, an exhibit to Mr. Gordon's direct
14 testimony; and Exhibit 1.2, the rebuttal testimony of
15 Craig A. Gordon. And we will also file, identified
16 as Renewable Suppliers Exhibit 1.3, an affidavit of
17 Craig A. Gordon attesting to his pre-filed testimony.

18 Next, we have the testimony -- two pieces of
19 testimony of John DiDonato. That's spelled capital
20 D, small I, capital D, O-N-A-T-O. Those exhibits
21 consist of Renewable Suppliers Exhibit 2.0, direct
22 testimony of John DiDonato; and Exhibit 2.1, rebuttal
23 testimony of John DiDonato. We will also file as
24 Renewable Suppliers Exhibit 2.2, the affidavit of

1 John D. DiDonato attesting to his direct and rebuttal
2 testimony.

3 Next, we have testimony and exhibits
4 submitted by Eric Thumma, spelled T-H-U-M-M-A. Those
5 consist of Renewable Suppliers Exhibit 3.0, direct
6 testimony of Eric Thumma; Renewable Suppliers
7 Exhibit 3.1 and 3.2, which were exhibits to
8 Mr. Thumma's direct testimony; and Renewable
9 Suppliers Exhibit 3.3, the rebuttal testimony of Eric
10 Thumma. And we will also be filing, identified as
11 Renewable Suppliers Exhibit 3.4, an affidavit of Eric
12 Thumma attesting to his direct and rebuttal
13 testimony.

14 Next, we have the direct and rebuttal
15 testimony of William A. Whitlock, W-H-I-T-L-O-C-K.
16 Those exhibits consist of Renewable Suppliers
17 Exhibit 4.0, the direct testimony of Mr. Whitlock;
18 and Renewable Suppliers Exhibit 4.1, the rebuttal
19 testimony of Mr. Whitlock. And we will also be
20 filing Renewable Suppliers Exhibit 4.2, the affidavit
21 of Mr. Whitlock attesting to his direct and rebuttal
22 testimonies.

23 Finally, with respect to testimony, we have
24 the direct and rebuttal testimony of John J. Reed,

1 R-E-E-D. Those consist of Renewable Suppliers
2 Exhibit 5.0 Revised, the revised direct testimony of
3 John J. Reed; the Renewable Suppliers Exhibit 5.1,
4 the resume of John J. Reed, which was an exhibit to
5 his direct testimony; and Renewable Suppliers
6 Exhibit 5.2, the rebuttal testimony of John J. Reed.
7 And we will also be filing as Renewable Suppliers
8 Exhibit 5.3, the affidavit of John J. Reed attesting
9 to his direct and rebuttal testimony.

10 Additionally, we have two other exhibits
11 that were filed on e-Docket yesterday. One of those
12 exhibits is identified as Renewable Suppliers
13 Cross-Examination Exhibit Star, S-T-A-R, hyphen 1, a
14 stipulation between the Renewable Suppliers and the
15 IPA in lieu of cross-examination of Illinois Power
16 Agency witness Anthony Star.

17 And the second exhibit or the last exhibit
18 is identified as Renewable Suppliers
19 Cross-Examination Exhibit Zuraski-1, that's
20 Z-U-R-A-S-K-I. This is a copy of an article entitled
21 "Putting renewables and energy efficiency to work:
22 How many jobs can the clean energy industry generate
23 in the US?" This article was discussed in the
24 testimony of both Mr. Zuraski and Mr. Reed, and it's

1 being offered by stipulation between the Renewable
2 Suppliers and Commission Staff in lieu of
3 cross-examination of Staff witness Mr. Zuraski.

4 That completes the list of Renewable
5 Suppliers' exhibits, and we would offer all those
6 into evidence.

7 JUDGE WALLACE: Are there any objections?

8 (No response.)

9 JUDGE WALLACE: Hearing none, the exhibits
10 offered by Mr. MacBride on behalf of Renewable
11 Suppliers are admitted into the record.

12 (Renewable Suppliers Exhibits 1.0,
13 1.1, 1.2, 1.3, 2.0, 2.1, 2.2, 3.0,
14 3.1, 3.2, 3.3, 3.4, 4.0, 4.1, 4.2,
15 5.0 Revised, 5.1, 5.2, 5.3,
16 Cross-Examination Exhibit Star-1,
17 and Cross-Examination Exhibit
18 Zuraski-1 were admitted into
19 evidence at this time.)

20 MR. MACBRIDE: Judge, as I noted earlier,
21 the affidavit of the five Renewable Suppliers'
22 witnesses will be filed on e-Docket as soon as we
23 receive them back from the various witnesses.

24 JUDGE WALLACE: All right.

1 MR. TOMC: Thank you, your Honor.

2 JUDGE WALLACE: Mr. Feeley.

3 MR. FEELEY: Sure. This is John Feeley
4 representing Staff.

5 Staff has two exhibits. The first is marked
6 for identification as Staff Exhibit 1.0 C, as in car,
7 the corrected direct testimony on rehearing of
8 Richard J. Zuraski. And the second exhibit is Staff
9 Exhibit 1.1. It's the affidavit of Richard J.
10 Zuraski.

11 Staff would move to admit those exhibits
12 into evidence.

13 JUDGE WALLACE: Any objections?

14 (No response.)

15 JUDGE WALLACE: Hearing none, the two Staff
16 exhibits are admitted into the record.

17 (Staff Exhibits 1.0 C and 1.1 were
18 admitted into evidence at this
19 time.)

20 JUDGE WALLACE: Ms. Shields.

21 MS. SHIELDS: Yes.

22 We will be looking to move into the record
23 ComEd Exhibit 1.0, which is the direct testimony of
24 David Zahakahlo, that's accompanied by --

1 JUDGE WALLACE: Would you spell Mr. --

2 MS. SHIELDS: Yes. Zahakahlo,

3 Z-A-H-A-K-A-H-L-O.

4 JUDGE WALLACE: That's close enough. Go

5 ahead.

6 MS. SHIELDS: With supporting Exhibits 1.01

7 through 1.10.

8 JUDGE WALLACE: How many are there?

9 MS. SHIELDS: Ten.

10 JUDGE WALLACE: Okay. So we've got 02?

11 MS. SHIELDS: 1.01, 1.02, 1.03, 1.04, 1.05,

12 1.06, 1.07, 1.08, 1.09, 1.10.

13 JUDGE WALLACE: Okay.

14 MS. SHIELDS: Additionally, we will be

15 filing the affidavit of David Zahakahlo today as

16 Exhibit 1.11.

17 And today, ComEd will also be filing a

18 series of cross exhibits, which are data requests

19 that ComEd issued to the Renewable Suppliers. And

20 those cross exhibits will be marked as ComEd Cross

21 Exhibit 1.0 through 18.0.

22 JUDGE WALLACE: Eighteen point zero. So we

23 have 18 pieces of exhibits?

24 MS. SHIELDS: Correct. It was ComEd's data

1 request to the Renewable Suppliers. The data request
2 was numbed as 1.10. And there was a response with 17
3 attachments. So we have stipulated to entering all
4 18 of those into the record.

5 JUDGE WALLACE: All right.

6 MR. MACBRIDE: Judge, this is Owen MacBride.
7 We're in agreement with ComEd to put this data
8 request response into the record. I hadn't discussed
9 sort of the numbering with Ms. Shields. Because it's
10 all one data request response, I would prefer that it
11 was identified as a single exhibit. It's got
12 attachments to it, but I think it's confusing if the
13 attachments are sort of separated from the response
14 in the numbering of the exhibits.

15 JUDGE WALLACE: I think I would agree with
16 that.

17 Why don't we just call it ComEd Cross
18 Exhibit Group 1.0 or something like that?

19 MS. SHIELDS: Okay. We'd be willing to do
20 that. And I will -- if there's some way that we need
21 to internally number those, Owen, I'll reach out to
22 you and see if that would make more sense.

23 MR. MACBRIDE: Yes, that's fine.

24 MS. SHIELDS: In that case -- sorry.

1 MR. MACBRIDE: Judge, so you know, some of
2 these attachments are confidential. So there will be
3 confidential and public versions filed.

4 JUDGE WALLACE: Okay. All right.

5 MS. SHIELDS: So then I guess with that,
6 ComEd will be moving to enter ComEd Cross Exhibit 1.0
7 into the record.

8 JUDGE WALLACE: All right.

9 Are there any objections to the ComEd
10 exhibits?

11 (No response.)

12 JUDGE WALLACE: The initial exhibits listed
13 by Ms. Shields are admitted into the record.

14 (ComEd Exhibits 1.0, 1.01, 1.02,
15 1.03, 1.04, 1.05, 1.06, 1.07, 1.08,
16 1.09, 1.10, and 1.11 were admitted
17 into evidence at this time.)

18 JUDGE WALLACE: The Cross-Examination
19 Exhibit 1.0, since it involves Mr. MacBride,
20 Mr. MacBride, do you wish to see these first or are
21 you having no objection?

22 MR. MACBRIDE: No, I have no objection. I
23 will just consult with Ms. Shields, as necessary, on
24 its specific numbering or labelling, if that's

1 necessary. But we have no objection -- we know what
2 the documents are and we have no objection to their
3 admission at this time.

4 JUDGE WALLACE: All right. Then ComEd Cross
5 Exhibit 1.0 is admitted and is to be filed later, as
6 is the affidavit, I believe. Okay.

7 (ComEd Cross Exhibit 1.0 was
8 admitted into evidence at this
9 time.)

10 JUDGE WALLACE: Mr. Strong, are you still
11 with us?

12 MR. STRONG: Yes. Thank you, your Honor.

13 So I would -- the IPA would move for the
14 admission of IPA Exhibit 1.0 R, which is the public
15 version of the direct testimony on rehearing of
16 Anthony Star, S-T-A-R; and Attachment 1.1 thereto,
17 which is IPA Exhibit 1.1 R. There is also a
18 confidential version of Mr. Star's direct testimony,
19 which is IPA Exhibit 1.0 R Confidential. In addition
20 to the testimony -- and there's no confidential
21 version of 1.1 R.

22 In addition to the testimony, the agency has
23 reached stipulations with both ComEd and Ameren to
24 admit the ComEd and Ameren responses to IPA-ComEd

1 1.01 and 1.02 and IPA-Ameren 1.01 and 1.02. I would
2 note that IPA-ComEd 1.01 has both a public and a
3 confidential version. We will be seeking to admit
4 both. If there is no objection, we're happy to label
5 those IPA-ComEd Cross Exhibits 1 Public, 1
6 Confidential, and 2; and Ameren Cross -- IPA-Ameren
7 Cross Exhibit 1 and 2.

8 JUDGE WALLACE: All right. Go ahead.

9 MR. STRONG: I am sorry, your Honor.
10 Mr. Star's direct testimony was filed on March 19th
11 on e-Docket, as was Exhibit 1.1 R. The remaining
12 documents I described, in addition to Exhibit 1.2 R,
13 which will be Mr. Star's affidavit, have not yet been
14 filed on e-Docket. It will be filed today.

15 JUDGE WALLACE: The affidavit is 1.2 R?

16 MR. STRONG: Yes, 1.2 R.

17 JUDGE WALLACE: Okay.

18 All right. Are there any objections to the
19 exhibits offered by Mr. Strong on behalf of the IPA?

20 MS. SHIELDS: No.

21 JUDGE WALLACE: Hearing none, the exhibits
22 offered by Mr. Strong are admitted into the record.

23 (IPA Exhibits 1.0 R Public, 1.0 R
24 Confidential, 1.1 R, 1.2 R,

1 IPA-ComEd Cross Exhibit 1 Public,
2 IPA-ComEd Cross Exhibit 1
3 Confidential, IPA-ComEd Cross
4 Exhibit 2, IPA-Ameren Cross Exhibit
5 1, and IPA-Ameren Cross Exhibit 2.)

6 JUDGE WALLACE: I think it's clear, but
7 Mr. Strong, if you would, when you file these, I
8 guess make sure everything is labeled correctly.

9 MR. STRONG: Absolutely, your Honor.

10 JUDGE WALLACE: You lost me a little on the
11 confidential, because --

12 MR. STRONG: Just to recap, your Honor.

13 Mr. Star's direct testimony on rehearing has
14 both a public and confidential version. And ComEd's
15 response to IPA-ComEd 1.01 has a public and a
16 confidential version.

17 JUDGE WALLACE: Okay. All right. Thank
18 you, Mr. Strong.

19 I believe that covers all the exhibits
20 today. And we should discuss a briefing schedule.

21 Anyone have any suggestions?

22 MR. MACBRIDE: I can start, Judge. This is
23 Owen MacBride.

24 And my notes from the original status

1 hearing in this rehearing proceeding were not
2 completely clear to me when I looked at them here
3 after a couple of months. But I believe you said
4 that given both the 150-day deadline for the
5 rehearing and the Commission's Open Meeting schedule
6 updates relating to that deadline or close to that
7 deadline, I believe you indicated that you wanted the
8 briefing schedule to be such that the reply briefs on
9 exception were filed no later than June 5th.

10 Is that accurate?

11 JUDGE WALLACE: Yes.

12 MR. MACBRIDE: There were Commission
13 meetings on the 10th -- May 10th, the 24th, and none
14 before -- no more after that, before the end of the
15 150 days, which is July 5th by my calculation. So I
16 think you had indicated you wanted part of the RBOEs
17 file by June 5th so that you could have enough time
18 to get it on the Commission agenda for at least a
19 couple of sessions.

20 JUDGE WALLACE: Yes, that's correct.

21 MR. MACBRIDE: So with that in mind -- I
22 haven't discussed this with the other parties, but
23 what I would propose here and I'll note that one
24 benefit of having the -- of not having an evidentiary

1 hearing is no one has to wait for a transcript. I
2 propose simultaneous initial briefs to be due on
3 April 18th; simultaneous reply briefs on April 25th.
4 If the Proposed Order could then come out on or about
5 May 22nd, we could then have briefs on exceptions due
6 May 29th, one week later; and reply briefs on
7 exceptions June 5th, which would be a week after
8 that.

9 JUDGE WALLACE: We're getting some
10 interference from somebody. So I don't know if
11 everyone heard those dates.

12 I know that certainly sounds a little short,
13 but I think, unless anyone has any objection, that's
14 probably what we'll go with.

15 MS. SHIELDS: You know, that's a very
16 aggressive schedule. And we, ComEd, is in hearings
17 for the Grand Prairie Gateway Project the entire week
18 of the 18th. So we would strongly request if there
19 were any way to push back the initial brief date a
20 couple of days. That would be preferable to us.

21 MR. MACBRIDE: Well, I sympathize with Ms.
22 Shields. We'll have to leave this to the ALJ. It
23 basically provided a week for each of these briefs.
24 And so you know, sort of the only other time here in

1 the suggested schedule I provided from April 25th to
2 May 22 for the ALJ to work on the Proposed Order,
3 which is 27 days.

4 So I guess I have to leave it to the ALJ if
5 he wants to make any change to that schedule, because
6 it would probably have to come out of those 27 days.
7 Again, assuming June 5th is still the end point.

8 JUDGE WALLACE: Right.

9 You know, I will graciously give up a week.
10 We'll move everything a week. So the initial briefs
11 will be due 4/25; the reply brief will be due May
12 2nd; sometime between May 2nd and May 22nd, hopefully
13 the Proposed Order will be out. I think we can leave
14 the May 29th and June 5th dates for the exceptions
15 part as they are.

16 So can everybody live with that?

17 MS. SHIELDS: Thank you very much, your
18 Honor. Thank you.

19 JUDGE WALLACE: I don't know how busy you
20 guys will be with that transmission line case though.

21 MS. SHIELDS: Hopefully not very busy.

22 JUDGE WALLACE: Okay. So that we got our
23 exhibits, the briefing schedule.

24 Is there anything else that I have

1 forgotten?

2 (No response.)

3 JUDGE WALLACE: Okay. Well, I will go ahead
4 and mark the record heard and taken.

5 We do have some exhibits to be filed later
6 today. But other than that, the record is marked
7 heard and taken. And I thank everyone very much.

8 HEARD AND TAKEN.

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CERTIFICATE OF REPORTER

I, Angela C. Turner, a Certified Shorthand Reporter within and for the State of Illinois, do hereby certify that the hearing aforementioned was held on the time and in the place previously described.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Angela C. Turner
IL CSR #084-004122