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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Ameren Transmission Company of Illinois for Authority to Acquire Electric Transmission Facilities from Rolla Municipal Utilities and for a Certificate of Public Convenience and Necessity to Own, Operate, Maintain, and Otherwise Control and Manage those Facilities.	)))))))	File No. EA-2018-0327

APPLICATION
AND MOTION FOR EXPEDITED TREATMENT

Under authority of and in accordance with Section 393.170.1, RSMo (2016), CSR 240-2.060, and 4 CSR 240-3.105, Ameren Transmission Company of Illinois (ATXI) makes this application to the Missouri Public Service Commission (Commission) for a certificate of convenience and necessity (CCN) and any other approvals necessary to authorize ATXI to acquire certain electrical facilities owned by the City of Rolla, Missouri, acting by and through its Board of Public Works (RMU), and to own, operate, maintain, and control both of those facilities and adjacent facilities ATXI plans to construct as a part of a proposed network transmission solution (the Project). If approved by the Commission, the Project would provide substantial benefits not only to ATXI but also to RMU, Union Electric Company d/b/a Ameren Missouri (Ameren Missouri), Sho-Me Electric Cooperative (Sho-Me), and retail electric customers served by each of those entities.

To enable construction necessary to complete the Project to commence in time to meet a planned December 2020 in-service date, in accordance with 4 CSR 240-2.080(14), ATXI also moves for expedited treatment of its application and requests Commission approval of this application by February 1, 2019.

GENERAL INFORMATION ABOUT THE APPLICANT

1. ATXI is a corporation organized under the laws of Illinois with its principal office at 1901 Chouteau Avenue, St. Louis, Missouri 63103. In File No. EA-2017-0345, ATXI filed copies of its Certificate of Corporate Good Standing in Illinois and its Authority to Conduct Business in the State of Missouri. Those documents are incorporated by reference and made a part of this application for all purposes, as authorized by 4 CSR 240-2.060(1)(G). ATXI does not do business under a fictitious name; therefore, no fictitious name registration has been filed with the Missouri Secretary of State.

2. ATXI is engaged in the construction, ownership, and operation of interstate transmission lines that transmit electricity for the public use and was determined to be a public utility subject to the Commission's jurisdiction over construction and operation of transmission lines in File No. EA-2015-0145. All facilities subject to this application will be in Missouri and will either be acquired from RMU or constructed by ATXI.

3. Other than matters pending before the Federal Energy Regulatory Commission, ATXI has no pending actions or final unsatisfied judgments or decisions against it from any state or federal court or agency within the past three (3) years that involve customer service or rates and has no overdue or unpaid annual reports or assessment fees.

4. Correspondence, communications, notices, orders, and decisions of the Commission with respect to this matter should be sent to:

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PROJECT DESCRIPTION AND BENEFITS

5. ATXI proposes to acquire from the City of Rolla, acting by and through RMU, two 138kV radial lines, each of which emanates from RMU's existing Alfermann Substation, and various assets related to those lines. One line (the West Line) is approximately 2.83 miles long and currently connects to Ameren Missouri's 138kV transmission line running between the Osage and Clark Substations. The other line (the East Line) is approximately 4.75 miles long and connects to Ameren Missouri's 138kV transmission line running between the Maries and Rivermines Substations. The specific assets ATXI proposes to acquire from RMU and the terms of that transaction are set out in the parties' Asset Purchase Agreement (APA), which is attached to this application as **Appendix 1 (HC)**.[1] A certified copy of the ordinance authorizing the city to enter into that Agreement, which was passed by the City of Rolla on August 6, 2018, is attached to this application as **Appendix 2**. A map showing the route of the proposed Project is attached to this application as **Appendix 3 (HC)**.

[1] A fully-executed copy of **Appendix 1 (HC)** will be submitted as soon as ATXI receives a counterpart signature page from the City of Rolla.

6. Because RMU is not an "electrical corporation" as that phrase is defined in Section 386.020(12), RSMo, the Commission has no regulatory jurisdiction over RMU, its operations, or facilities, and ATXI's acquisition of RMU's assets does not require Commission approval under Section 393.190, RSMo.

7. In addition to lines and assets to be acquired from RMU, ATXI proposes to construct, own, and operate a new 138kV substation – the Dillon Substation – at the point where the West Line connects to Ameren Missouri's Osage-Clark transmission line. ATXI proposes to construct the Dillon Substation as an initial five breaker 138kV ring bus with five 138kV line positions. A 138 kV breaker and position for a 28MVAR 138kV capacitor bank for voltage support also would be installed at the Dillon Substation. Twelve breaker disconnect switches would be installed on standard steel switch stands for breaker isolation. Five motor-operated line disconnect switches would be installed to allow isolation of the bus ring line terminals from incoming transmission lines. Instrument transformers would be installed on all ring bus line terminals for voltage indication and sensing for relay metering and protection. Two 138 kV power potential transformers would be installed to provide station power. All substation structures would be constructed using ATXI's standard tubular steel design. The substation also would contain one relay control enclosure to house all substation protective relaying and control, Supervisory Remote Terminal (SCADA RTU), relay communications, 125V DC battery system, and station service panels. A diagram depicting the layout of the proposed Dillon Substation is attached to this application as **Appendix 4 (HC)**.

8. A list of electric and telephone lines of regulated and nonregulated utilities, railroad tracks and underground facilities, as defined in section 319.015, RSMo, that the assets to-be-acquired and the proposed construction may cross is attached to this application as

Appendix 5.

9. As described in this application and the related testimony, the Project will provide benefits to customers served by RMU, Ameren Missouri and Sho-Me. The proposed Dillon Substation would connect adjacent Ameren Missouri transmission lines via circuit breakers. These circuit breakers would be designed to provide additional segmentation to those facilities thereby improving their reliability. The new substation would also increase operational flexibility by allowing ATXI to switch lines for maintenance and other forced outages. This line-switching capability would reduce impacts of forced outages on transmission and distribution facilities and customers receiving service from those facilities. Construction of the Dillon Substation would also allow direct connection of RMU's Alfermann Substation and Sho-Me's Macedonia Substation to a dedicated bus ring, which would maintain transmission supply to RMU in the event of multiple forced outages on Ameren Missouri's 138kV transmission lines. The addition of a bus tie breaker at the Alfermann Substation would allow ATXI and RMU greater operational flexibility during maintenance or other forced outages of RMU's 138/34kV transformers and ATXI's transmission lines.

10. Plans and specifications for the proposed transmission project are attached to this application as **Appendix 6 (HC)**.

11. Total cost of the transmission network project proposed in this application is estimated to be $27.6 million. This includes the cost to acquire lines and related assets from RMU, and construction costs of the Dillon Substation with an allowance for construction contingencies. ATXI plans to finance those costs either through available cash on hand or short-term borrowing under Ameren Corporation's Money Pool Arrangement. Any short-term borrowings will be replaced with capital from permanent financing sources that include a

balanced blend of long-term debt and common equity. A breakdown of the proposed project's costs is provided in **Appendix 7**.

12. ATXI has not yet determined what assents, permits, or other authorizations may be required from the City of Rolla, the County of Phelps, or both to commence construction of the transmission project proposed in this application. If such permits or authorizations are required, ATXI will provide them when they are available, consistent with Missouri law and as authorized by 4 CSR 240-3.105(2).[2]

REQUEST FOR A CCN UNDER 4 CSR 240-3.105

13. Granting ATXI's application for a CCN is appropriate because the proposed transmission project satisfies each of the five factors the Commission has traditionally used to evaluate and determine such requests:[3] (1) the proposed project and the service it would provide are needed; (2) the applicant is qualified to construct the project and provide the service; (3) the applicant is financially able to construct, own, and operate the proposed transmission facilities; (4) the proposed project is economically feasible; and (5) the transmission service the project would provide will promote the public interest.

14. ATXI's proposed transmission project would significantly benefit not only the applicant but also RMU, Ameren Missouri, Sho-Me, and retail customers served by each of those companies. Segmenting transmission lines and the proposed Dillon Substation will enhance reliability of transmission facilities serving the area and minimize disruptions attributable to line switching and other forced outages. The numerous benefits the proposed

[2] Examples of other permits or authorizations would include a Missouri Department of Highways and Transportation permit to cross a state highway or authorizations from the Corps of Engineers to exercise rights under ATXI's existing Section 404 General Permit for construction at locations such as a jurisdictional stream crossing. Those types of authorizations generally are received shortly before construction at the subject location is scheduled to commence.

[3] See *In re Tartan Energy Company*, 3 Mo.P.S.C.3d 173, 177 (1994).

transmission project represents are described in greater detail in the direct testimony of Mr. Ross Hohlt, a Consulting Engineer in the Transmission Planning Department of Ameren Services Company (Ameren Services), an ATXI affiliate. Mr. Hohlt's testimony is being filed concurrently with this application.

15. ATXI has the qualifications and experience necessary to construct, own, operate, and maintain all aspects of the proposed transmission project. Since its creation as a wholly-owned subsidiary of Ameren Corporation, ATXI has established a proven record of providing safe, adequate, and reliable transmission services. Evidence of ATXI's capabilities and expertise is provided in the direct testimonies of Mr. Sean Black, the Director of Transmission Business Development for Ameren Services, and Mr. Luke Wollin, Ameren Services' Director of Transmission Design Engineering. The testimonies of Mr. Black and Mr. Wollin are being filed concurrently with this application.

16. As part of Ameren Corporation, ATXI has the financial strength and resources necessary to construct and operate the proposed transmission project. ATXI also has the ability to access capital markets to secure additional equity, long-term debt, and short-term debt funding it may require in the future. The direct testimony of Mr. Greg Gudeman, Ameren Services' Director of Transmission Financial and Regulatory Services, more fully describes Ameren Corporation's and ATXI's ability to finance the proposed transmission project. Mr. Gudeman's testimony is being filed concurrently with this application.

17. The proposed transmission project is also economically feasible and in the public interest. The project's economic feasibility is discussed by some or all of the witnesses identified in paragraphs 14 through 16 of this application. A description of the proposed project's public interest benefits and a project overview is provided in the direct testimony of Mr. Shawn E.

Schukar, ATXI's Chairman and President, which also is being filed concurrently with this application.

OTHER MATTERS

18. As previously noted, evidence supporting this application is provided by pre-filed direct testimony of the following witnesses:

A. Shawn E. Schukar: Mr. Schukar is Chairman and President of ATXI and his testimony provides an overview of the proposed transmission project, explains the public benefits it will provide, and explains why ATXI is undertaking this project instead of Ameren Missouri.

B. Sean Black: Mr. Black is Ameren Services' Director of Transmission Business Development. Mr. Black describes the reasons ATXI determined it should acquire RMU's assets and construct the Dillon Substation and also describes the benefits the project would provide RMU, Ameren Missouri, Sho-Me, and retail customers served by those entities.

C. Ross Hohlt: Mr. Hohlt serves as a Consulting Engineer in Ameren Services' Transmission Planning Department, where he is responsible for reliability and economic analysis of the transmission system service in Missouri and Illinois. His testimony discusses the need for the proposed project and the benefits it will bring to customers.

D. Luke Wollin: Mr. Wollin is Ameren Services' Director of Transmission Design Engineering. He is responsible for transmission line design, transmission civil and structural design, and substation and relay design. His testimony describes in detail the design of the proposed project, including the

Dillon Substation.

E. Greg Gudeman: Mr. Gudeman serves as Director of Transmission Financial and Regulatory Services at Ameren Services. His testimony focuses on ATXI's plans to finance the proposed project short-term and its ability to raise debt and equity capital necessary for permanent financing.

19. As required by 4 CSR 240-4.020(2), ATXI filed its notice of intent to file this application May 4, 2018, and more than sixty days has elapsed since that filing.

20. Because it will not provide retail service to end-use customers and will not be rate-regulated by the Commission, for good cause, ATXI requests that the Commission waive the rate schedule filing requirement of 4 CSR 240-3.145, the annual reporting requirement of 4 CSR 240-3.165, the depreciation study requirement of 4 CSR 240-3.175, and the reporting requirements of 4 CSR 240-3.190(1), (2) and 3(A)-(D). ATXI would continue to file with the Commission the annual report ATXI files with the Federal Energy Regulatory Commission.

MOTION FOR EXPEDITED TREATMENT

21. The projected in-service date for the transmission project proposed in this application is December 2020. To meet that schedule, required planning, procurement, and construction activities need to commence by February 1, 2019. Delaying the proposed project beyond the projected in-service date will deny customers the many benefits the project represents. Therefore, a Commission decision regarding this application needs to be made by February 1, 2019. To the extent that date requires expedited treatment of this application, ATXI requests such treatment in accordance with 4 CSR 240-2.080(14).

WHEREFORE, ATXI prays that the Commission grant its request for a CCN for the proposed transmission project, take such other action as it determines the law requires in order

to approve all aspects of the proposed project, and expedite its processing of this application to the degree necessary to accommodate the projected December 2020 in-service date.

Respectfully submitted,

/s/ *L. Russell Mitten*
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ATTORNEYS FOR AMEREN TRANSMISSION
COMPANY OF ILLINOIS

VERIFICATION

Eric V. Seidler, being duly sworn on oath, deposes and says: he is the Vice President of Asset Management, Engineering and Maintenance at Ameren Services Company; he is an officer of Ameren Transmission Company of Illinois; he has read the application to which this affidavit is attached and knows its content; and the information in that application is true, correct, and accurate to the best of his knowledge, information, and belief.

Eric V. Seidler

Eric V. Seidler

Subscribed and sworn to before me, the undersigned Notary Public in and for the City of St. Louis, Missouri, this 21st day of August, 2018.

Cathleen A. Dehne

Notary Public

My Commission expires:

March 7, 2021

CATHLEEN A DEHNE
Notary Public - Notary Seal
St. Louis City - State of Missouri
Commission Number 17119727
My Commission Expires Mar 7, 2021

CERTIFICATE OF SERVICE

The undersigned certifies that true and correct copies of the foregoing have been e-mailed or mailed, via first-class United States Mail, postage pre-paid, to the following this 23rd day of August, 2018:

Staff Counsel's Office
Missouri Public Service Commission
P.O. Box 360
200 Madison Street, Suite 800 Jefferson City, Missouri 65102
staffcounselservice@psc.mo.gov

Office of the Public Counsel
P.O. Box 2230
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APPENDIX 1 IS CONFIDENTIAL IN ITS ENTIRETY

ORDINANCE NO. 4429

AN ORDINANCE AUTHORIZING THE MAYOR OF THE CITY OF ROLLA, MISSOURI TO EXECUTE AN ASSET PURCHASE AGREEMENT AND ANCILLARY AGREEMENTS NECESSARY TO COMPLETE THE TRANSACTION, BY AND BETWEEN THE CITY OF ROLLA, MISSOURI, ACTING BY AND THROUGH ITS BOARD OF PUBLIC WORKS ("SELLER"), AND AMEREN TRANSMISSION COMPANY OF ILLINOIS ("BUYER").

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF ROLLA, MISSOURI, AS FOLLOWS:

Section 1: That the Mayor of the City of Rolla, Missouri be and is hereby authorized and directed to execute an Asset Purchase Agreement and ancillary agreements necessary to complete the transaction, by and between the City of Rolla, Missouri, acting by and through its Board of Public Works ("seller"), and Ameren Transmission Company of Illinois ("buyer"). A copy of said agreement being attached hereto and marked Exhibit A.

PASSED BY THE CITY COUNCIL OF THE CITY OF ROLLA, MISSOURI AND APPROVED BY THE MAYOR THIS 6TH DAY OF AUGUST 2018.

APPROVED:

MAYOR

ATTEST:

CITY CLERK

APPROVED AS TO FORM:

Digitally signed by Lance B. Thurman
Date: 2018.08.07 15:06:08 -05'00'

CITY COUNSELOR

4429

APPENDIX 3 IS CONFIDENTIAL IN ITS ENTIRETY

APPENDIX 4 IS CONFIDENTIAL IN ITS ENTIRETY

LIST OF ENTITIES REQUIRED BY 4 CSR 240-3.105(1)(B)(1)
TELECOMMUNICATIONS
ATT DISTRIBUTION
CABLE AMERICA
CTLCL- CENTURYLINK
FIDELITY COMMUNICATIONS
INTERCOUNTY TELE-TECH
CENTURYLINK FIBER
NATURAL GAS
AMEREN MISSOURI GAS
MOGAS PIPELINE, LLC
WATER SUPPLY
PHELPS COUNTY PWSD 2
RAILROAD
BURLINGTON NORTHERN RAILROAD
MUNICIPAL
CITY OF ROLLA PUBLIC WORKS
ROLLA MUNICIPAL UTILITIES
ELECTRIC DISTRIBUTION
INTERCOUNTY ELECTRIC COOP

PRELIMINARY JOB DESCRIPTION

August 23, 2018

TITLE: **Dillon Substation – Install 138 kV Ring Bus near Alfermann Tap**

BUDGET REFERENCE: **TP 1080**

UIP PROJECT IDs: **J0HPP, J0HDK, J0J2W, J0J30**

IN-SERVICE DATE: **12/01/2020**

NOTIFICATION: **Draft**

CORPORATION: **ATX**

DIVISION: **No Division**

SCOPE: Near the Alfermann tap on the Clark-Osage-2 138 kV line, construct a new 5-position (6-ultimate) 138 kV ring bus having a minimum continuous capability of 2000 A. Split the Clark-Osage-2 line and route in and out of the ring bus. Split the Rivermines-Maries-1 138 kV line and terminate the western section (from Maries) into the ring bus and connect the eastern section to a 28 MVAR capacitor bank to be located at Dillon. Disconnect the line to Alfermann (to be acquired by ATXI) from CLK-O-2 and terminate into the ring bus. Provide one position on the ring bus for AECI supply to Macedonia. Install minimum 2000 A, 138 kV bus tie breaker (to be owned by ATXI) at Rolla Municipal Utilities' Alfermann Substation.

JUSTIFICATION: Rolla Municipal Utilities (RMU) conducted a competitive bidding process to explore the sale of their 138 kV supply lines to Alfermann Substation and the subsequent conversion of service to Alfermann from wholesale distribution to transmission. RMU selected ATXI's Dillon Substation proposal which accomplishes the goals of RMU while also providing increased reliability and operational flexibility for Ameren Missouri by segmenting the CLK-0-2 and RIV-MRES-1 double-circuit 138 kV lines with a lower expected impact to ratepayers in the MISO AMMO pricing zone than alternatives. This project is the result of coordination between three parties (Ameren, RMU, AECI/Sho-me) and accomplishes the objectives sought by each party.

DETAILS (see attached sketch)

Dillon Substation:

1. Near the tap to Alfermann on the Clark-Osage-2 138 kV line, construct a new 5-position (6-ultimate) 138 kV ring bus (Dillon) having a minimum continuous capability of 2000 A.

2. Disconnect the tap to Alfermann, split the CLK-O-2 138 kV line and terminate all three line ends into the Dillon ring bus creating Dillon-Osage-6318, Clark-Dillon-6132, and Dillon-Alfermann-6576 138 kV lines.

3. Split the Rivermines-Maries-1 138 kV line near Dillon and route the western end (Maries) into the Dillon ring bus creating a Dillon-Maries-6484 line. Connect the eastern end (Rivermines) to a 28 MVAR, 138 kV capacitor bank via a single breaker and disconnect switch to be located at Dillon but connected to the Rivermines-Alfermann-6636 138 kV line.

4. Provide one ring bus position at Dillon to be used by AECI (Sho-me) for a connection to Sho-me's Macedonia Substation located approximately 1 mile from Dillon.

5. Ultimate 138 kV three-phase fault levels at the Dillon Substation – 40 kA. Ultimate single-phase fault level less than three-phase fault levels.

6. The six new 138 kV breakers at Dillon should have the following specifications:

    a. Minimum continuous capability – 2000 A.
    b. Minimum fault interrupting capability – 40 kA.
    c. Maximum breaker clearing time – 3 cycles.
    d. Maximum Operating Voltage – 145 kV with short-time overvoltage capability up to 148.35 kV.

7. CT's associated with the installation of the new breakers should have a minimum continuous capability of 2000 A.

8. Conductor used for line connections to Dillon should have a minimum summer emergency capability of 2000 A.

9. Line disconnect switches should be remotely controlled.

10. Additions or modifications to system relaying as specified by System Protection.

11. Metering in accordance with Ameren standards.

12. Supervisory indication and control as specified by Transmission Operations.

Alfermann Substation:

1. Install a new 138 kV bus tie breaker and disconnect switches having a minimum continuous capability of 2000 A.
2. The new 138 kV breaker at Alfermann should have the following specifications:
   - 2000 A minimum continuous current carrying capability
   - 40 kA minimum interrupting capability
   - Maximum clearing time of 3 cycles
   - Maximum operating voltage of 145 kV (with short-time over-voltage capability up to 148.35 kV)
3. Additions and modifications to relaying as specified by System Protection.
4. Supervisory indication and control specified by Transmission Operations.
5. Metering in accordance with Ameren Missouri standards.

SPECIAL CONSIDERATIONS:

1. The Project Manager for this project is Woodard, Jeana.
2. For accounting purposes, the equipment associated with this project would serve a transmission function.
3. The ATXI-owned facilities at Dillon and Alfermann substations will be low impact BES facilities. Identification of equipment ownership between ATXI/AMMO/RMU/AECI is shown on the attached sketch.
4. Expected thermal ratings after the completion of the job are shown in the table below.

Circuit	Summer Normal Amps / MVA	Summer Emergency Amps / MVA	Winter Normal Amps / MVA	Winter Emergency Amps / MVA
Dillon-Osage-6318 (Dillon to Lakeside Tap)	269 (1124)	305 (1278)	298 (1245)	329 (1376)
Dillon-Maries-6484	129 (539)	135 (564)	135 (564)	135 (564)
Dillon-Alfermann-6576	144 (602)	143 (602)	204 (854)	204 (854)
Rivermines-Alfermann-6636	144 (602)	143 (602)	204 (854)	204 (854)
Clark-Dillon-6132 (Dillon to Phelps Tap)	269 (1124)	305 (1278)	298 (1245)	329 (1376)

5. Transmission Performance Management and Engineering to create a Maximum Equipment Drawing for Dillon and Alfermann (ATXI facilities) Substations. The drawing should include the maximum available tap setting and the connected ratio and rating factor information for Current Transformers.
6. To comply with NERC Standard FAC-008-3, Transmission Performance Management and Engineering to verify expected circuit ratings (or higher) were achieved and communicate the new ratings to Transmission Planning (James Verhaar, Jason Genovese, Paul Luciani and Ross Hohlt) upon completion of the work.

7. Install intercompany metering at Dillon on the Macedonia line terminal to facilitate the future delivery point to AECI/Sho-me.
8. Ameren Missouri losses are not expected to change after completion of the work described in this project.

PROJECT-SPECIFIC ONE-LINE DIAGRAM

HAS BEEN DEEMED CONFIDENTIAL IN ITS ENTIRETY

Rolla Cost Estimate	
Property Purchase Estimate	**Property Purchase Total**
Labor & Project Support	$ 74,750
Land Purchase	$ 862,500
Overheads	$ 46,178
Total	**$ 983,428**
Dillon Ring Bus Estimate	**Ring Bus Total**
Engineering, Drafting, & Project Support	$ 383,761
Material	$ 3,410,679
Construction & Construction Oversight	$ 3,021,512
Overheads	$ 1,319,284
Total	**$ 8,135,236**
Dillon Line In/Out Estimate	**Line In/Out Total**
Engineering, Drafting, & Project Support	$ 103,243
Material	$ 728,614
Construction & Construction Oversight	$ 1,133,966
Overheads	$ 231,440
Total	**$ 2,197,262**
Alfermann Bus Tie	**Alfermann Total**
Engineering, Drafting, & Project Support	$ 59,078
Material	$ 1,032,594
Construction & Construction Oversight	$ 581,096
Indirect Overheads	$ 377,940
Total	**$ 2,050,708**
	$13,366,634