

AmerenUE's Response to
OPC Data Request
MPSC Case No. ER-2007-0002
AmerenUE's Tariff Filing to Increase Rates for Electric Service
Provided to Customers in the Company's Missouri Service Area

FILED³

APR 20 2007

Missouri Public
Service Commission

Requested From: Ryan Kind

Data Request No. OPC 2005

Please provide access to the Electric Energy, Inc. Board of Director meeting minutes, Board of Director Committee meeting minutes and all related reports for the period covering January 1, 2003 through June 30, 2006. Please provide notice to OPC on a going forward basis as new information beyond June 30, 2006 becomes available.

Response:

See attached minutes relating or pertaining to a power contract between EEInc. and AmerenUE or to EEInc.'s decision not to contract with AmerenUE post 2005.

Prepared By: Michael L. Moehn

Title: Vice President

Date: December 8, 2006

~~**HIGHLY CONFIDENTIAL**~~

OPC
Exhibit No. 430
Case No(s) ER-2007-0002
Date 3-19-07 Rpt DF

"draft"

Electric Energy, Inc.

Minutes of Meeting of Board of Directors

Held January 28, 2005

A meeting of the Board of Directors of Electric Energy, Inc. convened via telephone conference call, on Friday, January 28, 2005, at 9:30 a.m. Central Time, subsequent to the following notice which had been previously sent to each member of the Board:

"Electric Energy, Inc.

(An Illinois Corporation)

Notice of Meeting of Board of Directors

To the Members of the Board of Directors
of Electric Energy, Inc.

YOU ARE HEREBY NOTIFIED that a meeting of the Board of Directors of Electric Energy, Inc., will be held via telephone conference with said calls originating from Electric Energy, Inc., at Joppa, Illinois, for the transaction of such business as may properly come before the meeting on Friday, January 28, 2005, at 9:30 a.m. Central Time.

Date: January 21, 2005"

There were present, by roll call, the following constituting a majority of the Board of Directors:

Messrs.	D. F. Cole
	P. W. Thompson
	D. A. Whiteley
	T. R. Voss
	J. N. Voyles, Jr.

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HC

HIGHLY CONFIDENTIAL 2.1

Mr. Robert L. Powers, as President of the Corporation, presided at the meeting and Mr. William H. Sheppard, Vice President of the Corporation, was appointed Acting Secretary for the meeting.

The minutes of the meeting of the Board of Directors held on October 29, 2004, copies of which had been sent previously to each member, were discussed. Mr. Powers reported representatives of LG&E, while subsequently reviewing the October 29, 2004, minutes, noted that the proposed resolution of Modification No. 16 and Letter Supplement to the Power Supply Agreement should have an effective date of January 1, 2003, instead of January 1, 2005. This change was acceptable to the Directors, who asked that it be noted in the minutes. Upon motion by Mr. Whiteley, seconded by Mr. Thompson, the minutes were approved with the revision agreed to by the Board.

Mr. Powers presented the earnings report for the fourth quarter 2004 and discussed each of the earnings components for the fourth quarter.

Mr. William H. Sheppard reviewed with the Board the 2004 Management Incentive Compensation Plan, discussed how the earned incentive compensation is determined, and reported the results for the year. Mr. Sheppard also reviewed the Company's key performance comparisons. Mr. Sheppard then reviewed the Collective Bargaining Unit Performance Incentive Plan and reported the results for the year.

Mr. Sheppard updated the Board with a final report on 2004 Capital Budget expenditures.

Mr. Sheppard reviewed the Company's Strategic Plan and 2005 Performance Objectives. Mr. Sheppard proposed the 2005 Incentive Compensation Program to the Board. After full discussion, upon motion duly made and seconded, it was unanimously;

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HC

HIGHLY CONFIDENTIAL 2.2

RESOLVED, the Board has approved the continuation of the Company's Incentive Compensation Plan for 2005.

Mr. Robert L. Powers provided a status report on the VEBA Trusts managed by National Investment Services of America. Mr. Powers presented the financial results of the Management and Bargaining Unit Trusts for the twelve months ended December 31, 2004, and reviewed the investment strategy for each fund.

Mr. Powers then reported on the Company's pension fund assets managed by Deutsche Bank. Mr. Powers presented the financial results for the twelve months ended December 31, 2004, and reviewed the management strategy for the fund. Mr. Powers reported the Company does not expect to make contributions to the pension plan or VEBA Trusts during 2005.

Mr. Powers brought up for discussion the matter of a Power Supply Agreement beginning in 2006. Mr. Powers recommended that a team be formed, and a member of each Sponsor to appoint a representative from their company to the team. Mr. Powers reported he would provide a draft of a proposed Power Supply Agreement to the Sponsors by the third week of February.

It was agreed that the next Board of Directors' meeting would be held on, Friday, May 13, 2005, in St. Louis, Missouri.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

Acting Secretary

"Draft"

Electric Energy, Inc.
Minutes of Special Meeting of Board of Directors
Held December 22, 2005

A special meeting of the Board of Directors of Electric Energy, Inc. convened at Electric Energy, Inc., Joppa, Illinois, via teleconference, on Thursday, December 22, 2005, at 10:00 a.m. Central Time, pursuant to a waiver of consent signed by all the members of the Board of Directors, stating the time, place and purpose of the meeting.

There were present the following constituting all of the Board of Directors:

Messrs.	D. F. Cole
	R. A. Kelley
	C. D. Naslund
	P. W. Thompson
	T. R. Voss
	J. N. Voyles, Jr.
	D. A. Whiteley

Mr. R. Alan Kelley, as Chairman of the Corporation, presided at the meeting and Mr. James M. Helm, Secretary of the Corporation, acted as Secretary. Also attending were Mr. Robert L. Powers, President of Electric Energy, Inc., Mr. William H. Sheppard, Vice President of Electric Energy, Inc., and Mr. Michael T. Pullen, Manager of Systems of Electric Energy, Inc.

The minutes of the meeting of the Board of Directors held on October 28, 2005, copies of which had been sent previously to each member, were approved.

The Chairman introduced Mr. Robert L. Powers. Mr. Powers informed the Board that the Department of Energy's contract with the Company has been extended by entering into Modification No. 17. The contract modification extends the contract through December 31, 2006, and deletes Sections 2.06, Excess Joppa Energy, and Section 3.08, Adjustment for Replacements, Extensions and Improvements. After a general discussion, the Chairman asked that the Board ratify Modification No. 17.

Upon motion duly made and seconded, Modification No. 17 was ratified and unanimously approved by the Board, and it was requested the Modification No. 17 be made a part of the minutes.

MODIFICATION NO. 17

THIS MODIFICATION NO. 17, entered into this ____ day of December, 2005, by and between ELECTRIC ENERGY, INC. (referred to as "Company"), a corporation organized under the laws of the State of Illinois, and the UNITED STATES OF AMERICA (referred to as "Government"), acting by and through the SECRETARY (referred to as "Secretary") of the DEPARTMENT OF ENERGY (referred to as "DOE");

WITNESSETH THAT:

WHEREAS, Company and Government have heretofore entered into Contract No. DE-AC05-760R01312 (referred to as the "Agreement") for the supply by Company of electric power required by DOE at its Paducah Project (referred to as the "Project") near Paducah, Kentucky; and

WHEREAS, the Agreement has previously been amended by Modifications Nos. 1 through 16, and by various unnumbered letter agreements and unilateral notices; and

WHEREAS, Company and the DOE desire to amend the Agreement, so as to extend its term beyond December 31, 2005, and to make certain other changes; and

WHEREAS, this Modification No. 17 is authorized and entered into under the Atomic Energy Act of 1954, as amended; the Energy Reorganization Act of 1974 (P.L. 93-438); the Department of Energy Organization Act (P.L. 95-91); and other applicable law;

NOW, THEREFORE, in consideration of the premises and provisions of the Agreement, and heretofore amended as it is amended hereby, and in consideration of the mutual agreements and undertakings of the parties, the terms and provisions of the Articles and Sections of the Agreement, as heretofore amended, shall be and hereby are amended by this Modification No. 17 as follows:

1. Article VI—Term of Agreement shall be modified to read as follows:

Section 6.01. Duration. This Agreement shall continue in force through December 31, 2006. However, the obligations of DOE and Company which are specified in this Agreement as continuing after termination shall continue in accordance with the terms of this Agreement.

2. Section 2.06—Excess Joppa Energy, and Section 3.08—Adjustment for Replacements, Extensions and Improvements, of the Agreement shall be deleted.

3. Except as modified herein, the Agreement shall remain in full force and effect from January 1, 2006 through December 31, 2006.

4. This Modification No. 17 is subject to necessary acceptance by the Federal Energy Regulatory Commission (the "FERC"). Upon execution of this Modification No. 17 by a duly authorized representative of DOE, Company shall prepare and file at the FERC a revised and restated Agreement containing these changes with the FERC, with a request that the Agreement, as so modified, be permitted to become effective as of January 1, 2006.

IN WITNESS WHEREOF, the parties hereto have executed the Modification No. 17 as of the day and year first above written.

UNITED STATES OF AMERICA

By: _____

ELECTRIC ENERGY, INC.

By: _____

Mr. Powers then summarized the key points of the proposed Power Sales Agreement between the Company and the owners. Mr. Powers reported he received a letter indicating Kentucky Utilities Company did not wish to participate in the Power Sales Agreement effective January 1, 2006. Mr. Powers reported the counterparty to the agreement would be Ameren Energy Marketing, participating at 100 per cent.

A general discussion was entered into by the Board regarding the Power Sales Agreement. Some of the issues raised and further clarified by the Chairman and President were: market-based rates, interpretation of certain contract sections, pricing of energy, when and how contract pricing will be established, scheduling of power, and monitoring profits of the Company.

After full discussion, upon motion duly made and seconded, it was agreed to approve the following resolution:

RESOLVED; the Board authorizes the appropriate officers of Electric Energy, Inc. to enter into a Power Sales Agreement presented to the Board and made a part of the Minutes.

