

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of Union Electric)
Company d/b/a Ameren Missouri for Permission and)
Approval and a Certificate of Public Convenience and)
Necessity Under 4 CSR 240-3.105.) File No. EA-2019-0181

APPLICATION

COMES NOW Union Electric Company d/b/a Ameren Missouri ("Company," "Ameren Missouri," or "Applicant"), pursuant to 4 CSR 240-2.060, Section 393.170, RSMo.,¹ 4 CSR 240-20.045, 4 CSR 240-10.115, and Section 393.190.1, and hereby submits to the Missouri Public Service Commission ("Commission") its Application requesting the following:

- A Certificate of Convenience and Necessity ("CCN") authorizing Ameren Missouri to construct, install, own, operate, maintain, and otherwise control and manage a wind generation facility, which includes generation-tie ("gen-tie") facilities, to be constructed in Atchison County, Missouri² (the "Outlaw Project") pursuant to a Build Transfer Agreement ("BTA") with Enel Kansas, LLC ("Enel"), a copy of which is included in the Direct Testimony of Ameren Missouri witness Ajay K. Arora and filed concurrently with this Application; and
- Authority to merge, pursuant to Section 393.190.1 and 4 CSR 240-10.115,³ the special-purpose entity⁴ that will complete construction of the wind generation facility and then

¹ All statutory references are to the Revised Statutes of Missouri (2016), unless otherwise stated.

² The Outlaw Project is also expected to include shared generation-tie facilities connecting to the transmission system under the functional control of the Southwest Power Pool, which will be located in Holt County.

³ The merger shall also be governed by the procedures set forth in Section 347.710. RSMo., and Section 18-209 of the Delaware Limited Liability Company Act.

⁴ The special-purpose entity is Outlaw Wind Project, LLC, which is a wholly owned subsidiary of Enel Kansas, LLC.

be immediately acquired by and merged into Ameren Missouri resulting in ownership of the facility by Ameren Missouri, as explained further below and in Mr. Arora's Direct Testimony;

In support of these requests, Applicant states as follows:

I. APPLICANT

1. Union Electric Company is a Missouri corporation doing business under the fictitious name of Ameren Missouri, in good standing in all respects, with its principal office and place of business located at One Ameren Plaza, 1901 Chouteau Ave., St. Louis, Missouri 63103. Applicant is engaged in providing electric and gas utility services in portions of Missouri as a public utility under the jurisdiction of the Commission. There is already on file with the Commission a certified copy of Applicant's Articles of Incorporation (See Case No. EA-87-105), and Applicant's Fictitious Name Registrations as filed with the Missouri Secretary of State's Office (See Case Nos. GN-2011-0070 and EN-2011-0069). Said documents are incorporated herein by reference and made a part hereof for all purposes. A Certificate of Corporate Good Standing for Applicant is attached as Schedule A.

2. Filings, notices, orders and other correspondence and communications concerning this Application should be addressed to undersigned counsel and to:

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Senior Director Regulatory Affairs
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St. Louis, MO 63166-6149
314-554-2514
tbyrne@ameren.com

3. Ameren Missouri has no pending action or final unsatisfied judgment or decision against it from any state or federal agency or court which involves customer service or rates, which action, judgment, or decision has occurred within three years of the date of this Application.

4. Applicant has no overdue annual report or assessment fees.

5. A 60-day notice with respect to the authority sought hereunder was filed on December 17, 2018 and assigned the above-captioned file number.

II. REQUEST FOR CCN AND FOR AUTHORITY TO MERGE

A. Outlaw Project Description.

6. Applicant requests a CCN for a wind generation facility in Atchison County, Missouri,⁵ to be acquired by Ameren Missouri under the BTA. This facility is the third (and last) of multiple wind projects needed by the Company to comply with the Missouri Renewable Energy Standard ("RES").⁶

7. As is explained in the Direct Testimony of Ameren Missouri witness Matt Michels, this wind generation facility furthers the Company's commitment to renewable energy generation in the state of Missouri and is an integral part of its strategy to comply with the RES. Specifically, the RES portfolio requirement increases from 10% to 15% of the Company's retail energy sales by 2021. This creates a significant need for additional non-solar renewable energy credits ("RECs") by 2021. The Outlaw Project will provide a portion of the RECs required for RES compliance with the remainder of the portfolio to provide the rest. The Outlaw Project is also consistent with

⁵ As noted, there are generation-tie facilities also expected to be located in Holt County, Missouri.

⁶ The first such project was the subject of File No. EA-2018-0202 and was approved by the Commission in October of 2018. The second such project was the subject of File No. EA-2019-0021 and was approved by the Commission in March of 2019.

Ameren Missouri's Integrated Resource Plan's ("IRP") Preferred Resource Plan and the Company's three-year Implementation Plan.⁷

8. As noted, the Outlaw Project will be constructed pursuant to the BTA, which is between Ameren Missouri and Enel. Under a build-transfer-own structure, as reflected in the BTA, the facility is specifically constructed for the ultimate owner and to the ultimate owner's specifications. Consequently, while it is true that Ameren Missouri is not literally the constructor, Ameren Missouri seeks a CCN in accordance with Section 393.170 and 4 CSR 240-20.045, including under the provisions of this recently-amended CCN rule requiring a CCN for operation of a generation facility.

9. To complete the Outlaw Project, Enel has formed a special-purpose entity, Outlaw Wind Project, LLC ("Outlaw"), which will: acquire all land rights, permits, and equipment; execute contracts with contractors for construction subject to significant input from Ameren Missouri; and take such other steps as necessary to complete the Outlaw Project and render it operational in accordance with the terms of the BTA. Ameren Missouri will then purchase 100% of the ownership interest in Outlaw and immediately merge Outlaw into Ameren Missouri so that Outlaw will cease to exist, resulting in Ameren Missouri's ownership of the Outlaw Project assets at their actual cost.

10. The Outlaw Project is an approximately 299-megawatt ("MW") facility. Construction is anticipated to commence in approximately October of 2019, and to be completed and fully operational and used for service in 2020, but not later than *** _____

***. Ameren Missouri anticipates that the Outlaw

⁷ Missouri Public Service Commission File No. EO-2018-0038.

Wind Facility, once constructed, will generate enough energy to provide approximately 1.3 million RECs annually, after factoring in the 1.25 multiplier for wind produced in Missouri as provided for by the RES. This will provide enough non-solar RECs Ameren Missouri needs for RES compliance by 2021. As earlier noted, the Outlaw Wind Facility is one of a portfolio of projects Ameren Missouri needs to construct or acquire to meet the RES requirements.

11. While the Outlaw Project is expected to have a capacity of approximately 299 MWs,⁸ the BTA provides that the purchase of the Outlaw ownership interest will occur if the Outlaw Project achieves a capacity of *** _____ ***⁹ or more by the project completion deadline, as explained more fully in Mr. Arora's Direct Testimony. In the event the full 299 MW is not completed in 2020, the purchase price will be adjusted to reflect the lower level of capacity. In addition, the BTA gives Enel the opportunity (until *** _____ ***) to complete any remaining wind turbine generators ("WTGs") that were not completed by the project completion deadline (the "WTG-II's")¹⁰ in which case Ameren Missouri will also have ownership of those additional WTGs that are timely completed (referred to in this Application as the "Completed WTGs")¹¹ at a discounted price. The discounted price is essentially the base price per MW of capacity specified in the BTA, multiplied by the aggregate capacity of the Completed WTGs, less the lost value of Production Tax Credits ("PTCs") and RECs with respect to the WTG II's. Ameren Missouri requests that the permission to construct reflected in the CCN requested

⁸ *** _____

***.

⁹ As provided for in the BTA, there are *** _____ ***,

¹⁰ Note that in similar applications filed for the High Prairie and Brickyard Hills projects turbines completed after *** _____ *** were referred to as "Non-Compliant WTGs". The BTA for the Outlaw Project refers to them as WTG IIs.

¹¹ To become a Completed WTG, the WTG IIs must be completed according to the Outlaw Project specifications and meet the other operational requirements provided for in the BTA by *** _____ ***.

herein also specifically authorize construction (by purchase according to the BTA's terms) of any WTG II's that become Completed WTGs by the *** _____ *** deadline.

12. The Outlaw Project is expected to connect to regional transmission facilities under the functional control of the Southwest Power Pool, Inc. ("SPP") with its generating output to be sold into the SPP energy market in Missouri. This will have no impact on the Company's ability to use the Outlaw Project for RES compliance as the Company will acquire the RECs generated by the Outlaw Project and retire them for RES compliance. The revenues from the energy produced by the Outlaw Project will constitute off-system sales in the SPP market and will thus reduce net base energy costs reflected in base rates and actual net energy costs tracked in the Company's fuel adjustment clause. The connection to the SPP system will be accomplished by connecting the Outlaw Project's generation to shared switching/substation facilities that will be co-owned by Outlaw and Rock Creek Wind Project, LLC ("Rock Creek"), which has an existing wind generation project known as the Rock Creek wind facility.¹² The Rock Creek wind facility is, in turn, connected via a gen-tie line to a 345 kV transmission line owned by Transource Missouri, Inc. ("Transource"), that is under SPP's functional control. Outlaw will own a switching station adjacent to, and connected with, an existing substation that is part of the Rock Creek project and will also own a one-half undivided interest in the gen-tie line between the Rock Creek substation that is part of the Rock Creek wind facility and the Transource 345 kV transmission line under SPP's functional control.¹³

¹² Rock Creek Wind Project, LLC is an affiliate of Enel.

¹³ Like all Outlaw Project assets, when the project company is merged into Ameren Missouri pursuant to the BTA upon closing of the Outlaw Project acquisition, Ameren Missouri will then own the switching station and the one-half undivided interest in the gen-tie line. Operation of the shared facilities will be under the terms and conditions of a Co-Tenancy and Shared Facilities Agreement, the form of which is attached as Exhibit V to the BTA.

13. As addressed in more detail in Mr. Arora's Direct Testimony, the BTA also provides Outlaw with the option to connect to transmission facilities under the functional control of the Midcontinent Independent System Operator, Inc. ("MISO"). As Mr. Arora's Direct Testimony indicates, however, it is significantly more likely that the Outlaw Project will connect to SPP.

B. The Outlaw Project is Necessary or Convenient for the Public Service ("Tartan Factors").¹⁴

14. The Tartan Factors are as follows:

- a. Need for the Outlaw Project;
- b. Economic Feasibility of the Outlaw Project;
- c. Ability of the Applicant to Finance the Outlaw Project;
- d. Qualifications of the Applicant to Construct the Outlaw Project; and
- e. Whether the Outlaw Project is in the Public Interest.

An affirmative finding on the first four factors generally leads to the conclusion that the final factor, public interest, is satisfied.¹⁵

15. There is a need for the Outlaw Project, and it is in the public interest due to the Outlaw Project's role in meeting Ameren Missouri's RES compliance obligations as outlined above, and for the additional reasons outlined in the Direct Testimonies of Messrs. Arora and Michels.

16. The Outlaw Project is also economically feasible and in the public interest. As outlined in greater detail in Mr. Arora's Direct Testimony, constructing the Outlaw Project pursuant to the BTA allows Ameren Missouri to take advantage of the developer's expertise in

¹⁴ While a project is not required as a matter of law to meet the "Tartan Factors," the Commission has traditionally analyzed CCN applications using those factors. See *In Re Tartan Energy*, GA-94-127, 3 Mo.P.S.C.3d 173, 177 (1994).

¹⁵ *Id.* at 189 (citing *In re: Intercon Gas, Inc.*, 30 Mo. P.S.C. at 561).

developing and constructing wind projects. It also allows Ameren Missouri to take advantage of the developer's position in the transmission interconnection queue and the steps already taken by the developer to qualify the project for full federal PTC value, while also ensuring that the Outlaw Project is built to Ameren Missouri's specifications so that it can provide long-term service to Ameren Missouri's customers. Constructing the Outlaw Project using the build-transfer-own approach reflected in the BTA allows the Company to take full advantage of federal PTCs (estimated to total approximately \$300 million). This is because Enel and other developers in the business of wind development are at a stage of project development that the Company could not replicate in time to take full advantage of the PTCs.

17. Ameren Missouri has the financial ability to acquire the Outlaw Project through the BTA because it can access the equity and debt capital necessary to do so while maintaining strong financial metrics.

18. Ameren Missouri is qualified to acquire the Outlaw Project through the BTA, and to operate it upon acquiring ownership thereof, given the financial, technical, and management expertise Ameren Missouri has developed over the course of its long history as a large public utility operating in the state of Missouri.

C. 4 CSR 240-20.045(5), (6).

19. The Outlaw Project is an approximately 299 MW wind generation facility.¹⁶

20. The value and estimated total cost of the initial construction of the Outlaw Project is approximately *** _____ ***¹⁷ (*** _____ *** per kilowatt), with the final total price

¹⁶ The Outlaw Project could be completed at a lower capacity, as outlined in greater detail in Mr. Arora's Direct Testimony.

¹⁷ This figure reflects the costs under the BTA. The Company is incurring some additional costs that will be capitalized on the Company's books for the Outlaw Project.

being subject to adjustments if the final capacity is less than 299 MW.¹⁸ In addition, the total cost will be adjusted for certain other allowable circumstances as set forth in the BTA. As provided for in the BTA, there could be transmission interconnection costs not included in the estimate provided above. The interconnection costs cannot be determined until after the SPP and MISO interconnection study process is complete, which is expected to occur in the next few months.¹⁹

21. Ameren Missouri intends to finance this purchase under the BTA in a manner consistent with its existing capital structure, using approximately 52% equity and 48% long-term debt. The long-term debt portion of the investment will be funded from proceeds of one or more Ameren Missouri long-term debt issuances, for which Ameren Missouri will seek authority from the Commission in a separate docket.

22. Outlaw Project specifications and preliminary plans can be found in Schedule 2 of Mr. Arora's Direct Testimony and drawings for the Outlaw Project can also be found in Schedule 2 of Mr. Arora's Direct Testimony.

23. The Outlaw Project (except for shared gen-tie facilities which are expected to be located in Holt County) is located in unincorporated Atchison County, Missouri. A list of all electric, gas, telephone conduits, wires, cables, and lines of regulated and nonregulated utilities, railroad tracks, and underground facilities which the construction will cross is contained in Schedule B attached hereto. Outlaw Project construction is expected to begin in approximately October of 2019 and the Outlaw Project is expected to be fully operational and used for service in

¹⁸ Under the BTA, if the Outlaw Project were connected to the MISO system the total cost is approximately *** _____
*** (*** _____ *** per kilowatt). Note that the per kW costs in the BTA, whether for a 299 MW project
connecting to the SPP system or a 244 MW project connecting to the MISO system both include, *** _____

***.
¹⁹ If these interconnection costs exceed *** _____ ***,
Ameren Missouri is not required to proceed with the Outlaw Project and will determine at that time if the Outlaw
Project remains economical for RES compliance.

December 2020. There is no common plant (i.e., all plant is used for the entire generating facility consisting of 91 towers and turbine generators).

24. The Outlaw Project is one of the wind generation projects to be used for RES compliance as provided for in the preferred resource plan adopted by the Company's last triennial resource planning filing.

25. Ameren Missouri will enter into a service and maintenance agreement with the turbine supplier, which will obligate the supplier to maintain minimum levels of turbine availability and which is compensated based on production giving the service provider an incentive to maximize availability and production. Ameren Missouri will maintain the balance of plant facilities through a competitive bid process and will maintain staff on site to monitor and manage site maintenance. Finally, Ameren Missouri will integrate Outlaw Project operations with its energy management and trading operations.

26. Ameren Missouri prepares and maintains emergency action plans for each of its energy centers and will prepare emergency action plans, which will include plans for restoration of safe and adequate service after significant, unplanned/forced outages at a future date closer to the time when the wind farm is nearing commercial operations. The plans for the Outlaw Project will include communications and response strategies related to natural disasters and other major events.²⁰

27. The Outlaw Project includes no transmission lines or transmission substations.

28. As agreed in File No. EA-2019-0021 and ordered by the Commission by its approval of the Second Stipulation and Agreement in that case, the Company has included a

²⁰ Ameren Missouri requests a variance from the provisions of 4 CSR 240-20.045(6)(J) allowing it to submit its overview of plans for restoration of safe and adequate service after significant, unplanned/forced outages closer to the time when the Outlaw Project will commence commercial operations.

transmission capital cost and capacity factor sensitivity analysis, including a "worst-case" scenario, in its filing in this case. See Direct Testimony of Company witness Matt Michels.

III. ACCOMPANYING MOTION TO ADOPT PROCEDURAL SCHEDULE

29. As explained in Mr. Arora's Direct Testimony, in order to complete construction by December 2020 for 100% PTC qualification (worth approximately \$300 million for this project), Outlaw's schedule calls for construction to commence in October of this year and requires a significant payment for turbines by October 15, 2019. It is therefore critical to have a somewhat accelerated procedural schedule that will allow a Commission decision on the requested authority by no later than October 10, 2019 (and in order to meet a condition precedent in the BTA, it is important that the order bear a 10-day effective date).

30. Such a schedule is reasonable for several reasons. First, the project structure and most of the key terms relating to the Outlaw Project are quite similar to the project structure and key terms of both the High Prairie and Brickyard Hills projects for which a CCNs have recently been granted by the Commission. The key terms of the Outlaw Project were also discussed with the Missouri Public Service Commission Staff ("Staff") and the Office of the Public Counsel ("OPC") last month. Those parties and likely intervenors in this case are familiar with the Outlaw Project's structure, including a build transfer agreement for High Prairie and Brickyard Hills, which have many elements in common with the BTA submitted in this docket. Substantial discovery has occurred in the High Prairie and Brickyard Hills dockets that is relevant to this docket as well. Effectively, the filing of the High Prairie and Brickyard Hills dockets over the past approximately one year have provided Staff and OPC and other likely parties with a substantial "head start" on reviewing and processing this filing. As the Commission did in File Nos. EA-2018-0202 and EA-2019-0021, the Company requests that the Commission shorten the typical time

frames for seeking intervention, that it shorten discovery deadlines, and that it require rebuttal testimony be filed in just under 60 days from this filing.

31. To that end, the Company is filing concurrently with this Application a Motion for Adoption of Procedural Schedule, the key provisions of which are as follows:

- a. Intervention applications due by May 24, 2019;
- b. A prehearing conference to be scheduled immediately after the intervention deadline has passed (on either May 28 or 29, 2019);
- c. Accelerated deadlines for objections and responses to discovery;
- e. Rebuttal testimony due in just under 60 days after this filing;
- f. A local public hearing; and
- g. A request for a Commission order in this docket with a 10-day effective date no later than October 10, 2019.

32. Expediting certain steps in this proceeding as requested herein and in the Motion for Adoption of Procedural Schedule will serve to avoid the harm that could occur if the Outlaw Project cannot be started on a schedule designed to achieve completion in December 2020 and full qualification for the PTCs, which are estimated to benefit customers over the Outlaw Project's life in the amount of approximately \$300 million.

33. As noted above, filed concurrently herewith are Direct Testimonies of Ameren Missouri's witnesses in support of the Application. Ameren Missouri will also be providing all of its workpapers to Staff and OPC in the next few business days to expedite their reviews.

IV. CONDITIONS

34. Given similarities between the Outlaw Project and the wind generation projects that were the subject of File Nos. EA-2018-0202 and EA-2019-0021, the Company agrees that the following conditions should be included in the CCN requested herein, all of which were agreed

upon in the Third Stipulation and Agreement filed in File No. EA-2018-0202 or in the Second Stipulation and Agreement filed in File No. EA-2019-0021:

- a. Plans and Specifications; Progress Reports: Ameren Missouri shall file with the Commission quarterly progress reports on the plans and specifications for the Outlaw Project, and the first report shall be due on the first day of the first calendar quarter beginning after the CCN is issued. Ameren Missouri shall also include an update on all permits obtained as part of its quarterly progress reports and will file complete plans and specifications prior to commencement of construction.
- b. FERC Approval: Ameren Missouri must receive approval from the Federal Energy Regulatory Commission pursuant to § 203 of the Federal Power Act.
- c. Depreciation: Until such time as a different depreciation rate is approved by the Commission for wind facility investments recorded to FERC Account 344, the currently approved depreciation rate of 6.81% shall be used. Until such time as a different net salvage percentage is approved by the Commission, a net salvage percentage of -17% shall be used and tracked on the Company's books. Prior to the in-service date for the Outlaw Project, Ameren Missouri will provide a depreciation study potentially proposing a new depreciation rate for the wind facility investments recorded to FERC Account 344.
- d. Production Tax Credits: Ameren Missouri will provide the full grossed-up value of PTCs to customers through the Renewable Energy Standard Rate Adjustment Mechanism or in rates when earned (subject to normal billing lags), without any reduction and without a return on any deferred tax assets,

regardless of Ameren Missouri's tax position (the "PTC Guarantee"). Notwithstanding the foregoing, this PTC Guarantee will not apply to the extent a change in law or a force majeure event results in a tax position for Ameren Missouri that prevents Ameren Missouri from utilizing the PTCs in the year earned. If the PTC Guarantee did not apply in a given year because of the immediately preceding sentence, the Company will provide to customers the grossed-up value of the PTCs that are earned in that year when and to the extent that those PTCs are actually utilized to reduce the Company's tax liability. For purposes of this agreement, a "force majeure event" is defined as an act of God such as an earthquake, tornado, or severe flood, or a war or act of terrorism.

- e. Wildlife: Ameren Missouri will provide reasonable advance notice to the Missouri Department of Conservation ("MDC") of all scheduled meetings and conference calls (related to the Outlaw Project), if any, with the United States Fish and Wildlife Service ("USFWS"). Ameren Missouri will provide MDC a copy of all documents and/or reports related to the Outlaw Project, if any, that it provides to the USFWS at the same time as they are provided to the USFWS.

WHEREFORE, Ameren Missouri respectfully requests that the Commission issue a final order:

- Granting Ameren Missouri a Certificate of Public Convenience and Necessity under Section 393.170 authorizing Ameren Missouri to construct, install, own, operate, maintain, and otherwise control and manage a wind generation facility to be located in Atchison County (and with respect to certain shared facilities, likely in Holt County)

in Missouri pursuant to the BTA with Enel, including permission to acquire WTG II's that become Completed WTGs according to the terms of the BTA, with the conditions specified in Section IV of this Application; and

- Authorizing Ameren Missouri to merge Outlaw into Ameren Missouri with Ameren Missouri to be the surviving entity pursuant to Section 393.190.1;²¹ and
- Approving a variance from 4 CSR 240-20.045(6)(J)'s requirement that an overview of plans for restoration of safe and adequate service after significant, unplanned/forced outages and, in lieu thereof, a submission of such plans closer to the time when the Outlaw Project will commence commercial operations.

Respectfully submitted,

/s/ Paula N. Johnson

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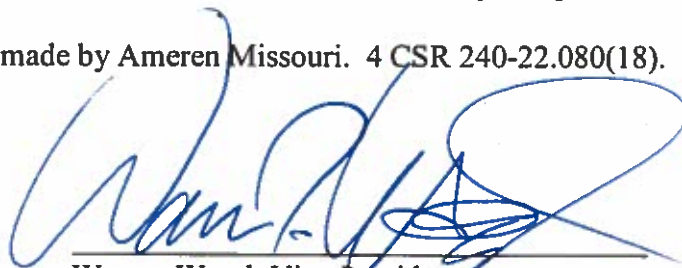
**ATTORNEYS FOR UNION ELECTRIC
COMPANY d/b/a AMEREN MISSOURI**

²¹ See also footnote 2.

VERIFICATION

The undersigned, being first duly sworn and upon his oath, hereby states that the foregoing *Application* is true and correct to the best of his knowledge, information, and belief.

This request is substantially consistent with the preferred resource plan specified in the most recent triennial compliance filing made by Ameren Missouri. 4 CSR 240-22.080(18).



Warren Wood, Vice-President
Regulatory and Legislative Affairs
Union Electric Company d/b/a Ameren Missouri

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the public version of the foregoing Application has been e-mailed, this 15th day of May, 2019, to the Missouri Public Service Commission Staff and to the Office of the Public Counsel.

/s/ Paula N. Johnson

Paula N. Johnson

STATE OF MISSOURI



John R. Ashcroft
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

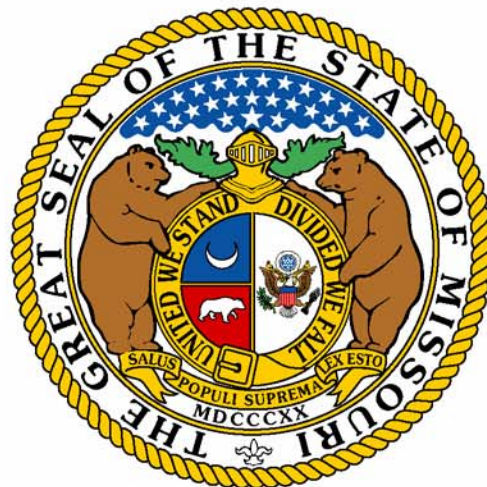
I, JOHN R. ASHCROFT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

UNION ELECTRIC COMPANY
00040441

was created under the laws of this State on the 21st day of November, 1922, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 14th day of May, 2019.


Secretary of State



Certification Number: CERT-05142019-0093

Outlaw Wind Project

<u>Utility Crossings</u>	
#	NAME
1	Atchison Holt Electric Cooperative
2	Century Link
3	IAMO Telephone Company
4	Kansas City Power and Light
5	MidAmerican Energy Company
6	NW Electric Power Cooperative
7	Public Water Supply District No. 1
8	Rock Port Telephone

Note: List above includes all utilities crossed inside of the project area. There are no railroads in the project area.