Designated Entity Pre-Qualification Filing by Ameren

On behalf of its affiliates

Ameren Transmission Company of Illinois, Ameren Transmission Company, LLC, and Ameren Development Company

02/28/2014

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1. Introduction

Ameren Corporation submits this pre-qualification application under the terms of the PJM Amended and Restated Operating Agreement in Section 1.5.8(a). Ameren requests pre-qualified status as a designated entity for Ameren Corporation, Ameren Transmission Company of Illinois, Ameren Transmission Company, LLC, and Ameren Development Company. This application will highlight Ameren's qualifications, experience, capabilities, and financial strength to deliver transmission projects in a timely and cost-effective manner. Ameren's experience and expertise in transmission planning, construction, operations, and maintenance make Ameren qualified to develop projects in the PJM region.

2. Name and Address of the Entities Including Points of Contact

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St. Louis, MO 63103

Ameren Transmission Company of Illinois
1901 Chouteau Avenue
St. Louis, MO 63103

Ameren Development Company
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Ameren Transmission Company, LLC
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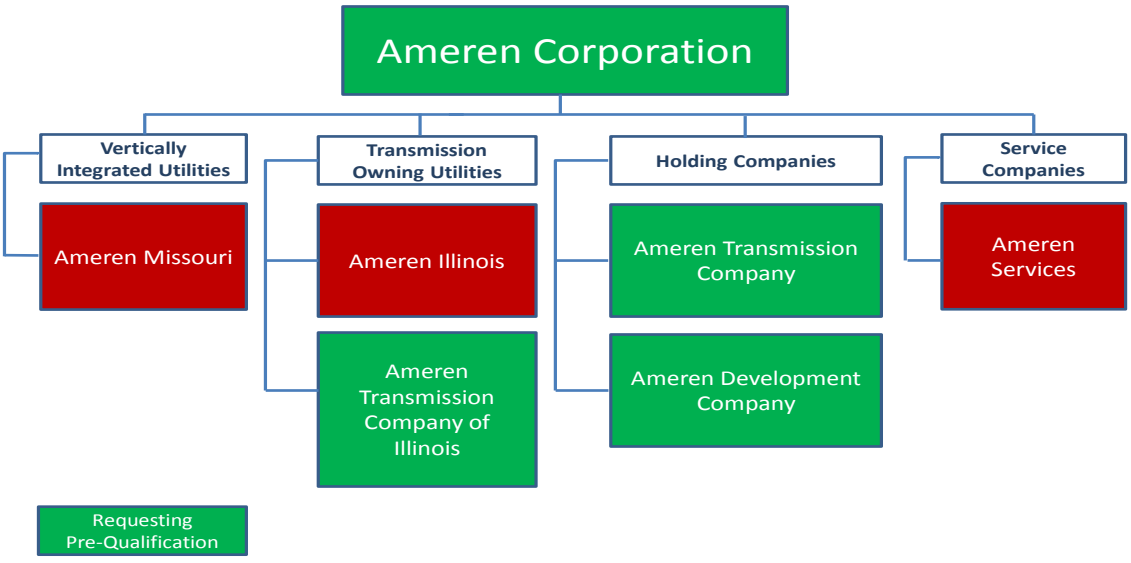
3. Entity Overview

Ameren Corporation, a Fortune 500 company that trades on the New York Stock Exchange under the symbol AEE, is among the nation's largest investor-owned electric and gas utilities with more than $20 billion in assets. Ameren was created by the year-end 1997 merger of Union Electric Company (UE) and CIPSCO, Inc. Ameren Development Company (ADC) was formed in 1998 to develop additional investment opportunities. The company grew in 2003 with the acquisition of CILCORP and again in 2004 with the acquisition of Illinois Power Company (IP). Ameren Transmission Company, LLC (ATX) and Ameren Transmission Company of Illinois (ATXI) were formed to invest in electric transmission infrastructure. Ameren Missouri (UE), Ameren Illinois (resulting from the merger of CIPSCO, Inc., CILCORP, and Illinois Power Company), and ATXI operate as transmission-owning members of MISO. Ameren owns 100% of the common stock of each company.

Ameren companies are the largest electric utility in Missouri and the second largest in Illinois. They provide energy services to 2.4 million electric and 0.9 million natural gas customers throughout its 64,000 square-mile territory. Ameren owns and operates approximately 7,500 miles of high voltage transmission lines and substations rated at 138kV and above with voltages ranging from 138kV to 345kV and approximately 10,300 megawatts of generating capacity from a mix of coal, nuclear, natural gas, oil, and renewable resources. Ameren has over 100 years of experience in siting, designing, constructing, operating, and maintaining transmission systems across three states (Missouri, Illinois, and Iowa).

Ameren transmission facilities are owned by two types of affiliates, a vertically integrated utility (UE) and transmission owning utilities (Ameren Illinois and ATXI). Ameren manages additional investments through holding companies (ATX and ADC). Business and technical services related to transmission planning, development, construction, operations, and maintenance are provided to these affiliates through Ameren Services Company (AMS). The figure below depicts the relationship of Ameren Corporation with the affiliates mentioned above:



4. Technical and Engineering Qualifications

Ameren is qualified in the fields of planning, design, construction, operations, and maintenance of electric transmission facilities. Ameren's experience in operating electric transmission facilities dates back to the early 1900s and includes expertise in the transmission areas of planning; design; line routing and siting; rights-of-way acquisition; safety; construction; project management; operations and maintenance of transmission, substation, and distribution facilities; vegetation management; system protection; relay and control; and NERC compliance. Ameren's team of engineers, project managers, skilled craftsmen, and business professionals have a long history of designing, financing, constructing, operating, and maintaining large-scale transmission facilities. Ameren's engineering and technical teams have developed the electric transmission system supporting Central and Eastern Missouri as well as Central and Southern Illinois.

The following list highlights Ameren's technical and engineering qualifications:

- Transmission planning
- Transmission operations
    - 24x7 control center
    - NERC certified operators
- Transmission and substations
- Construction and maintenance
- Emergency response and restoration
- Project management
- Real estate acquisition
- Spare equipment

5. Experience: Development, Construction, Maintenance, & Operations

Ameren has over 100 years of experience in siting, designing, constructing, operating, and maintaining transmission systems across three states (Missouri, Illinois, and Iowa). Ameren owns and operates approximately 7,500 miles of high voltage transmission lines and substations rated at 138kV and above with voltages ranging from 138kV to 345kV. In addition, Ameren has developed and maintained numerous transmission interconnections with 15 separate transmission operators. These transmission facilities ensure reliable and continuous flows of electricity for Ameren's customers as well as neighboring utilities and electrical cooperatives.

Ameren has experience developing, constructing, maintaining, and operating transmission lines of all common types including wood pole, lattice steel tower, steel pole, and concrete pole construction. In addition, Ameren operates and maintains 28 extra-long span major river transmission line crossings.

Ameren's internal resources are supplemented by a large array of contractors and consultants that also regularly perform these activities under special agreement with Ameren. At any time

multiple suppliers in each technical area are maintained under contract to allow for multiple responders as necessary.

Ameren reports statistics for transmission lines having nominal voltages at or above 132kV in annual FERC Form 1 filings for its three major utilities Union Electric Company (d.b.a. Ameren Missouri), Ameren Illinois Company (AIC), and Ameren Transmission Company of Illinois (ATXI). Copies of Ameren's most recent FERC Form 1 filings for 2012 are attached below.

Union Electric Company 2012 FERC Form 1	UE FERC FORM 1 Filing for 2012
Ameren Illinois Company 2012 FERC Form 1	AIC FERC FORM 1 Filing for 2012
Ameren Transmission Company of Illinois 2012 FERC Form 1	ATXI FERC FORM 1 Filing for 2012

A partial list of recent projects is listed in the following table:

Stage	State	Project Name	Description
Completed	MO/IL	Rush-Baldwin 345 kV Line	Rush Island-Baldwin 345 kV Line – New 29 mile 345 kV 3000 A Line, 345 kV line terminal and 2 mile double-circuit river crossing at Rush Island. Upgrade Baldwin 345 kV switchyard.
Completed	IL	Wedron Fox River 138 kV Supplies	LaSalle Area – Construct new Wedron Fox River 138-34.5 kV Substation, N. LaSalle-Wedron Fox River 138 kV Line, and Ottawa-Wedron Fox River 138 kV line (total of 34 miles 138 kV line).
Completed	MO	Big River-Rockwood 138 kV Line	Big River-Rockwood 138 kV Line – New 13 mile 138 kV, 2000 A Line.
Completed	IL	Latham-Oreana 345 kV Line	Latham-Oreana 345 kV Line – Convert Oreana 345 kV Bus to 6-Position Ring Bus with 3000 A Capability; Construct 8.5 miles of 345 kV line from Oreana Substation to 345 kV Line 4571 tap to Latham Substation.
Completed	IL	Prairie State Plant 345 kV Connections	Prairie State 345 kV Plant Connection – New 7.5 miles 345 kV 3000 A double-circuit line for Baldwin-Stallings outlet, New 1.5 miles 345 kV 3000 A double-circuit line for Baldwin-W. Mt. Vernon outlet.
Completed	MO	Gray Summit 2nd. 345/138 kV	Gray Summit 345/138 kV Substation – 345 kV 6-position Ring Bus, 2nd 560 MVA

Stage	State	Project Name	Description
		Transformer	transformer.
Completed	IL	Conoco-Phillips 138 kV Supply	Conoco-Phillips 138 kV Supply – Tap the Wood River-Roxford 138 kV Line and extend approximately 2.7 miles; extend the Roxford-BOC 138 kV Line approximately 3.3 miles to supply new Conoco Phillips 138-34.5 kV Substations.
Completed	MO	Enon 161 kV Line Extensions	GM-Point Prairie and Belleau-GM 161 kV Lines – Extend 2 161 kV, 1200 A circuits 1.0 mile to Enon Substation.
Completed	IL	Sidney 2nd. 345/138 kV Transformer	Sidney 345/138 kV Substation – Add a second 345/138 kV, 560 MVA Transformer. Install 2-345 kV PCB's to complete a ring bus. Rearrange existing Sidney 138 kV outlet lines as needed.
Under Construction	IL	South Bloomington – Install new 560 MVA 345 /138 Xfmr	South Bloomington Area 345/138 kV Substation – Install 345/138 kV, 560 MVA Transformer. Extend new 345 kV line approximately 8 miles from Brokaw Substation to South Bloomington Substation.
Under Construction	IL	Bondville-S.W. Campus 138 kV Line	Bondville-S.W. Campus 138 kV – Construct 8 miles of new 138 kV line. Construct 138 kV Ring Bus at Bondville and a 138 kV Ring Bus at Champaign S.W. Campus.

6. Standardized Practices

Ameren is fully committed to compliance with standardized construction, maintenance, and operating practices. Standards set by North American Electric Reliability Corporation (NERC), SERC Reliability Corporation (SERC), Occupational Safety & Health Administration (OSHA), National Electrical Safety Code (NESC), Institute for Electrical and Electronics Engineers (IEEE), American National Standards Institute (ANSI), as well as other regulatory and standards setting organizations are the basic components in a culture of compliance at Ameren.

Ameren currently adheres to standardized operating processes for internal Ameren processes as well as those of other operating entities consistent with NERC Standards relating to coordinated operation. Ameren internal processes govern normal, emergency, and abnormal conditions. As to external processes, Ameren adheres to operating practices of PJM as a neighboring Balancing Authority (BA) and Transmission Operator (TOP), and with MISO, its Reliability Coordinator (RC). Additionally, Ameren adheres to good utility practice in the absence of formal operating practice processes.

Ameren has developed Standard Specifications, Design Criteria, and Guidelines that assure a consistent approach will be followed in the design and construction of transmission lines and substations. These construction specifications are issued with each job to the Ameren crew or the Contractor crew. Each job is monitored throughout the construction phase by a construction supervisor. Prior to energizing, each project is inspected by engineering, maintenance, and forestry to assure that the project was constructed as per all Ameren Standards, Design Criteria, and Guidelines. Any deficiencies found either during construction or upon final inspection are added to a punch-list, subsequently corrected, and then verified as properly corrected prior to the transmission line or substation equipment being released to Ameren Transmission Operations for start-up. A written Commissioning (start-up) procedure is then followed to assure the equipment is energized in the proper sequence. During the commissioning, testing/measurements are performed as required and the equipment verified to be functioning properly prior to an official release to the operations group for service.

Examples of Design and Construction standards are as follows:

- 30 Transmission Line Design Specifications
- 23 Transmission Line Guidelines
- 14 Transmission Line Design Criteria
- 18 Transmission Line Construction Inspection Checklist
- 97 Substation Design Guides, Material/Equipment/Construction Specifications and numerous standard drawings

Ameren has developed procedures to support compliance with NERC reliability and planning standards. For example, Ameren's Transmission Interconnections group is responsible for compliance with the NERC Facility Rating Methodology standard (FAC-008-3), the NERC standard to determine and communicate System Operating Limits (FAC-014-2), and the NERC planning standards (TPL Standards 001 through 004). Documents have been created detailing the procedures followed to meet compliance for each of these standards.

Many of the criteria that are used to develop the Ameren system exceed NERC reliability standards from both a steady-state and a dynamics perspective. For example, areas where Ameren planning criteria is more robust than the NERC planning standards include:

- Upgrades required for the coincident outage of a generator and a transmission line or transformer
- Limits to dropping load for coincident (Category C) transmission outages
- Minimize the use of special protection systems to meet reliability standards
- Maintain margins between contingency flow and emergency ratings for incremental transfer capability (simultaneous and non-simultaneous)
- No allowance for high-speed reclosing of 345 kV circuits to maintain stability
- Stability to be maintained for double line to ground faults (2LG) with delayed clearing

7. Financials

Ameren Annual Reports can be found at this link (press Ctrl and Click link to open):
Ameren Annual Reports

Ameren SEC Filings can be found at this link (press Ctrl and Click link to open):
Ameren SEC Filings

The following table presents the principal credit ratings for Ameren Corporation by Moody's, S&P, and Fitch:

	Moody's	S&P	Fitch
Ameren:			
Issuer/corporate credit rating	Baa2	BBB+	BBB
Senior unsecured debt	Baa2	BBB	BBB
Commercial paper	P-2	A-2	F2

8. Consolidated Transmission Owners Agreement

Ameren Corp. or its designated affiliate will sign the Consolidated Transmission Owner's Agreement if they become a Designated Entity.

9. Address and Timely Remedy Failure of Facilities

Ameren is constantly prepared to address emergencies and equipment failures on the high voltage transmission system with a focus on the safe and expedient return of electric service. Ameren maintains an internal staff of labor resources, equipment, supervision and engineering solely dedicated to construction, maintenance, and failure response to the 138kV and above transmission system. Ameren's control center and emergency response establishment are staffed 24x7, 365 days a year and ready to respond to system emergencies. Employees, contractors, consultants, equipment and material are available for response at all times. Ameren's internal resources are supplemented by a large array of contractors and consultants that also regularly perform maintenance activities under special agreement with Ameren. At any time multiple suppliers in each technical area are maintained under contract to allow for multiple responders as necessary.

Ameren maintains a large stock of material specifically reserved for failure response. This stock is sized based on in-service plant and can be scaled as needed for coverage of the system. In addition, Ameren maintains a map-based database of all transmission line assets to aid in ongoing maintenance and to provide fast response to unforeseen system events.

Ameren participates with industry associations such as Edison Electric Institute (EEI) and the Midwest Mutual Assistance Group (MMAG) that allow for resource and material sharing during large scale emergency events. Shared resources and material can be rapidly deployed in varying levels depending on the extent of the emergency. In addition, Ameren works with EEI and MMAG to seek continuous improvement and ensure the deployment of industry best-practices.

Utilizing the previously mentioned resources, Ameren's emergency response teams identify damaged facilities, isolate the impacted facilities, perform damage assessments, and develop action plans to return the facilities to normal operation. Action plans focus on the permanent repair of parts and equipment at damaged facilities. However, temporary solutions may need to be employed on an interim basis to accelerate restoration.

10. Experience: Rights-of-Way

Ameren has a substantial full-time internal staff dedicated to researching, acquiring, and managing company real property assets, which include fee owned properties, transmission and distribution rights-of-way and other miscellaneous property rights. This group has personnel throughout the Ameren service areas with numerous acquisition efforts underway at all times. In the last several years Ameren has acquired hundreds of miles of transmission right of way in both Illinois and Missouri and has a very substantial acquisition program planned for 2014. The Real Estate Department works very closely with Ameren's Planning, Stakeholder Relations, Engineering, Environmental Services, Legal, Governmental Affairs and Communications departments to either verify existing rights-of-way or acquire new rights-of-way and real property interests necessary to advance pending projects, as well as sustain, modify, and improve existing facilities.

In addition, Ameren has the ability to exercise eminent domain in Illinois and Missouri. The Ameren Real Estate Department has considerable experience working with the state regulatory commissions and the local court system to ensure all necessary property rights are acquired in a fair, equitable and timely manner to keep projects on schedule.