

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

ROCK ISLAND CLEAN LINE, LLC)	
)	
Petition for an Order granting)	
Rock Island Clean Line LLC a)	
Certificate of Public Convenience and)	Docket No. 12-0560
Necessity Pursuant to Section 8-406 of)	
The Public Utilities Act as a Transmission)	
Public Utility and to Construct, Operate)	
And Maintain an electric Transmission)	
Line and Authorizing and Directing)	
Rock Island pursuant to Section 8-503 of)	
The Public Utilities Act to construct an)	
Electric Transmission Line.)	

**INITIAL BRIEF OF THE ILLINOIS AGRICULTURAL ASSOCIATION IN
OPPOSITION TO ROCK ISLAND CLEAN LINE LLC'S VERIFIED PETITION FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY AS A
TRANSMISSION PUBLIC UTILITY AND TO CONSTRUCT, OPERATE AND
MAINTAIN AN ELECTRIC TRANSMISSION LINE AND AUTHORIZING AND
DIRECTING ROCK ISLAND CLEAN LINE TO CONSTRUCT AN ELECTRIC
TRANSMISSION LINE**

BROWN, HAY & STEPHENS, LLP
Charles Y. Davis
Registration No. 6286010
Claire A. Manning
Registration No. 3124724
205 South Fifth Street, Suite 700
P.O. Box 2459
Springfield, IL 62705
(217) 544-8491
Fax: (217) 544-9609
cdavis@bhsllaw.com
cmanning@bhsllaw.com

TABLE OF CONTENTS

I.	Introduction, Statement/Summary of Position, Description of Petitioner and the Project.....	1
II.	Review of ALJ Rulings on Motions.....	3
	A. The ILA and IAA’s Motions to Dismiss should be granted. [ILA and IAA Motions to Dismiss (Ruling dated March 18, 2013)].....	3
	B. ILA Renewed Motion to Compel the Commission to Consult with the Illinois Department of Natural Resources (Ruling Dated December 4, 2013).	6
III.	As a non-utility, Rock Island is not eligible for a certificate to transact business in Illinois pursuant to § 8-406(a) of the PUA. [Public Utilities Act §8-406(a) – Request for Certificate as a Public Utility].....	6
IV.	Rock Island’s Request for a CPCN pursuant to § 8-406 of the PUA should be denied. [Public Utilities Act §8-406(b) – Request for Certificate for the Rock Island Project].	8
	A. Statutory Prerequisites for Public Convenience and Necessity.	9
	1. No need exists for the Project. [Necessary to provide adequate, reliable, efficient service or will promote development of an effectively competitive electricity market].....	9
	2. Rock Island is not capable of managing and supervising the construction of the Project. [Capable of efficiently managing and supervising the construction process].....	13
	3. Rock Island has not demonstrated it is capable of financing the Project. [Capable of financing the proposed construction].	15
	4. Other factors bearing on public convenience and necessity.....	16
	B. Route of the Project / Land Acquisition.....	16
	1. Proposed Route.....	16
	2. Proposed Easement Widths	16
	3. Easement Acquisition and Landowner Compensation.....	17
	C. Design and Construction of the Project	18
	1. Proposed Structures and Other Components.....	18
	2. Landowner Concerns about Impacts of Construction of the Project.....	18
V.	Rock Island is not entitled to an Order authorizing and directing it to build the Project. [Public Utilities Act §8-503 – Order Authorizing and Directing Construction].....	18
VI.	Rock Island’s Accounting-Related Requests.....	21
	A. System of Accounts	21
	B. Maintaining Books and Records Outside of Illinois.....	21
	C. Request for Proprietary Treatment of Certain Information	21
VII.	Conclusion/Request for Relief.....	21

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

ROCK ISLAND CLEAN LINE, LLC)	
)	
Petition for an Order granting)	
Rock Island Clean Line LLC a)	
Certificate of Public Convenience and)	Docket No. 12-0560
Necessity Pursuant to Section 8-406 of)	
The Public Utilities Act as a Transmission)	
Public Utility and to Construct, Operate)	
And Maintain an electric Transmission)	
Line and Authorizing and Directing)	
Rock Island pursuant to Section 8-503 of)	
The Public Utilities Act to construct an)	
Electric Transmission Line.)	

**INITIAL BRIEF OF THE ILLINOIS AGRICULTURAL ASSOCIATION IN
OPPOSITION TO ROCK ISLAND CLEAN LINE, LLC’S VERIFIED PETITION FOR A
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY AS A
TRANSMISSION PUBLIC UTILITY AND TO CONSTRUCT, OPERATE AND
MAINTAIN AN ELECTRIC TRANSMISSION LINE AND AUTHORIZING AND
DIRECTING ROCK ISLAND CLEAN LINE TO CONSTRUCT AN ELECTRIC
TRANSMISSION LINE**

NOW COMES the ILLINOIS AGRICULTURAL ASSOCIATION a/k/a the Illinois Farm Bureau (“Farm Bureau”), by and through its attorneys, Brown, Hay & Stephens, LLP, and as and for its Initial Brief in Opposition of the Petition of Rock Island Clean Line, LLC, hereby states as follows:

I. Introduction, Statement/Summary of Position, Description of Petitioner and the Project

On October 6, 2010, in Docket No. 10-0579, Rock Island Clean Line, LLC (“Rock Island”) filed a Verified Petition for a Certificate of Public Convenience and Necessity as a Public Utility (“Original Petition”) pursuant to § 8-406(a) of the Public Utilities Act (220 ILCS 5/8-406(a)) (“PUA”) to operate as a public utility and for related approvals. After the Staff of the Illinois Commerce Commission (the “Commission”) filed a Motion to Dismiss on November

30, 2010, Rock Island moved to dismiss its Original Petition on August 27, 2012, which motion was ultimately granted by the Commission on September 19, 2012.

After withdrawing its Original Petition, Rock Island filed a new petition in this docket, styled as a Verified Petition of Rock Island Clean Line, LLC for a Certificate of Public Convenience and Necessity as a Transmission Public Utility and to Construct, Operate and Maintain an Electric Transmission Line and Authorizing and Directing Rock Island Clean Line to Construct an Electric Transmission Line (“Verified Petition”). The Verified Petition seeks from the Commission an Order (1) granting Rock Island a certificate of public convenience and necessity pursuant to § 8-406(a) of the PUA to operate as a transmission public utility in the State of Illinois, (2) granting Rock Island a certificate of public convenience and necessity pursuant to § 8-406(b) of the PUA to construct, operate, and maintain an electric transmission line, (3) authorizing and directing Rock Island, pursuant to § 8-503 of the PUA to construct the electric transmission line, and (4) granting Rock Island certain other relief in connection with its operations as a public utility. The proposed transmission project shall be referred to as “the Project” herein.

Various parties have intervened in the instant docket, including the Farm Bureau, which consists of over 80,000 farmer members in Illinois. If Rock Island is granted the relief it is requesting in its Verified Petition, the Farm Bureau’s agricultural members will be disproportionately and negatively affected by Rock Island’s project along the proposed route. In this docket, the Commission is being asked to issue a certificate to a start-up company that has never built a transmission line, let alone Illinois’ first-ever high voltage DC transmission line, with inexperienced management, insufficient funding, no customers, no suppliers, and no property. Further, Rock Island has no ability to begin construction of the Project within two (2)

two years after being issued a certificate, and has asserted that construction may never occur and is contingent upon approval of the portion of the Project located in Iowa, and is dependent upon a minimum of 60% of the electric load being contracted by to-be-determined customers.

This application by a non-utility new entrant to market, seeking to build a merchant DC transmission line is one of first impression to the Commission. The investors in Rock Island and its parent, Clean Line, certainly have the right to invest in any speculative business ventures as they wish; however, Illinois farmers should not be forced to participate in such a risky scheme. The Farm Bureau has never opposed a transmission project before, but it is opposed to its members being burdened by the construction of a large-scale merchant DC transmission line with no apparent need, led by a start-up company that has never built a transmission line. Rock Island's Verified Petition should be denied.

II. Review of ALJ Rulings on Motions

A. The ILA and IAA's Motions to Dismiss should be granted. [ILA and IAA Motions to Dismiss (Ruling dated March 18, 2013)].

The Commission has the ability to re-review the ALJ's ruling of March 18, 2013 on the Motions to Dismiss previously filed by the Farm Bureau (filed: February 7, 2013) and the Illinois Landowners Association ("ILA") (filed: February 7, 2013) herein. (The Farm Bureau's motion shall be referred to as the "Motion to Dismiss" and collectively the motions of both the Farm Bureau and the ILA shall be referred to as the "Motions to Dismiss" herein). In its previous Motion to Dismiss, and here, the Farm Bureau asserts that, as a matter of law, Rock Island is not a "public utility" and therefore not eligible to be granted the relief sought in its Verified Petition. As a non-utility, merchant transmission-only, private enterprise, without any transmission infrastructure (i.e. plant, equipment or property) or history of service in Illinois, which may or may not provide service to Illinois residents, Rock Island does not meet the threshold criteria

required to be deemed a public utility and therefore, as a matter of law, is not eligible for relief under §§ 8-406 or 8-503 of the PUA. (emphasis added). The Farm Bureau fully restates and adopts its arguments and that of the ILA of each party's Motions to Dismiss and Replies, dated March 7, 2013, as if fully restated herein.

After a review of the Motions to Dismiss and related responsive pleadings, the Commission should reverse the ALJ's ruling and grant the Motions to Dismiss. The ALJ's reliance on *Illinois Power Company d/b/a AmerenIP and Ameren Illinois Transmission Company*, Docket 06-0179, 2007 WL 1617828 (May 16, 2007) ("Docket No. 06-0179") is not applicable given its important factual distinctions, and the ALJ's quick dismissal of the requirement of what he calls "qualifying transmission infrastructure" does not square with clear statutory requirements or previous Commission precedent. First, Docket No. 06-0179 involves a joint petition for relief under §§ 8-406 and 8-503 of the PUA on behalf of Illinois Power Company d/b/a AmerenIP and Ameren Illinois Transmission Company. AmerenIP and Ameren Illinois Transmission Company are wholly-owned subsidiaries of Ameren Corporation. Both Ameren Company and AmerenIP have been longstanding public utilities in Illinois. Any suggestion that Ameren Illinois Transmission Company did not own, control, operate, or manage within this state, directly, for public use, any plant, equipment or property used or to be used for or in connection with the transmission, delivery, or furnishing of electricity was not at issue in Docket 06-0179. As a wholly-owned subsidiary of Ameren Corporation, Ameren Illinois Transmission Company was not a new entrant to the market and did own the required infrastructure by virtue of its corporate ownership.

The ALJ's second contention that having "qualifying transmission infrastructure" is not a prerequisite to being deemed a public utility is not consistent with the plain language of the PUA

or previous Commission action. First, § 3-105 of the PUA expressly provides: “public utility means and includes. . . every. . . limited liability company. . . that. . . owns, controls, operates, or manages within this state, directly, for public use, any. . . plant, equipment or property used or to be used for or in connection with. . . the transmission, delivery, or furnishing of. . . electricity.” 220 ILCS 5/3-105. The definition of a “public utility” is clear, and no legal arguments have been supplied by the parties herein imposing a more liberal interpretation. Moreover, a plain reading is consistent with previous Commission action, such as in *In re Am. Transmission Co. L.L.C.*, Docket 01-0142, 2003 WL 1995923 (Jan. 23, 2003) (“Docket No. 01-0142”).

In Docket No. 01-0142, it was noted that American Transmission Company L.L.C. (“ATC”) was “formed to plan, construct, operate, maintain, and expand transmission facilities to provide an adequate and reliable transmission system that meets the needs of all the system’s users, supports effective competition in energy markets without favoring any market participant, and to engage in other incidental and appropriate activities.” *Id.* at 2. ATC’s Petition (in Docket 01-0142) for certificates under §§ 8-406(a) and 8-503 was its first; however, ATC had previously purchased the “transmission assets, consisting of transmission lines and substation facilities providing a transmission function” in Illinois from South Beloit Water, Gas and Electric Company. *In re Am. Transmission Co. L.L.C.*, Docket 01-0142, 2 (Feb. 14, 2001). In the end, the Commission provided the proper analysis and ruling with respect to § 8-406(a), stating:

The Petitioners own, control, operate, and manage, within this State, for public use, facilities used in the transmission of electricity. Therefore, the Petitioners fall within the definition of a “public utility,” as is set forth in Section 3-105 of the Act. Accordingly, Section 8-406(a) of the Act requires the Petitioners to obtain a Certificate of Public Convenience and Necessity prior to transacting any business in this State.

In re Am. Transmission Co. L.L.C., Docket 01-0142, 5, 2003 WL 1995923 (Jan. 23, 2003).

The Commission has not discounted the necessary statutory prerequisite of Section 3-105 in the past, and it should not do so now. The ICC should overturn the ALJ's ruling of March 18, 2013 and grant the Motions to Dismiss.

B. ILA Renewed Motion to Compel the Commission to Consult with the Illinois Department of Natural Resources (Ruling Dated December 4, 2013).

The Farm Bureau takes no position on this Motion.

III. As a non-utility, Rock Island is not eligible for a certificate to transact business in Illinois pursuant to § 8-406(a) of the PUA. [Public Utilities Act §8-406(a) – Request for Certificate as a Public Utility].

Rock Island requests relief to operate as a transmission public utility in the State of Illinois pursuant to § 8-406(a) of the PUA, which provides as follows:

No public utility not owning any city or village franchise nor engaged in performing any public service or in furnishing any product or commodity within this State as of July 1, 1921 and not possessing a certificate of public convenience and necessity from the Illinois Commerce Commission, the State Public Utilities Commission or the Public Utilities Commission, at the time this amendatory Act of 1985 goes into effect, shall transact any business in this State until it shall have obtained a certificate from the Commission that public convenience and necessity require the transaction of such business.
(220 ILCS 5/8-406(a)).

§ 8-406(a) does not allow the Commission to issue a certificate to a petitioner deeming it a “public utility,” but rather allows the Commission to issue a certificate to a “public utility” allowing it to transact business in Illinois. (*See* Docket No. 01-0142).

Since only a “public utility” can be granted a certificate under § 8-406, the same arguments of the Motions to Dismiss have application in this Initial Brief as a preliminary legal issue on whether or not to issue a certificate to transact business and a Certificate of Need and Public Convenience (“CPCN”) to Rock Island. As such, the Farm Bureau fully restates and

adopts its arguments and that of the ILA of each party's Motion to Dismiss and Replies, dated March 7, 2013, as if fully restated herein. The Commission should consider such arguments prior to making any analysis under § 8-406(a).

In its Verified Petition, Rock Island attempts to make the case that it is a public utility and, accordingly, should be granted the right to conduct business and to construct a merchant transmission line in Illinois. Yet, Rock Island fails to plead key facts in its Verified Petition stating that it owned plant, equipment, or property in Illinois at the time of the filing of the Verified Petition used or to be used in connection with the transmission of electricity, as required by § 8-503 of the PUA. The testimony of Rock Island also makes clear that neither Rock Island nor its parent, Clean Line Energy Partners, LLC ("Clean Line"), have ever built a transmission line. Transcript of December 5, 2013 hearing, pp. 231-233 (Michael Skelly Testimony); Transcript of December 12, 2013 hearing, pp. 1116-1120; 1125 (David Berry Testimony). In fact, Rock Island has never delivered electricity to anyone, and does not have any customers in Illinois. *Id.* The testimony further illustrates that on the date of the filing of the Verified Petition, and subsequent to that time, Rock Island Clean Line did not own, control, operate, or manage any plants, equipment, or property used for or in connection with the transmission, delivery, or furnishing of electricity in Illinois. *Id.* Moreover, it has no assets in Illinois that could be used to sell, transmit, or deliver electricity. *Id.* The same also holds true for real property – none owned by Rock Island when the Verified Petition was filed, or after that time. *Id.*

Here, looking at both the Verified Petition and the record testimony, it is clear that Rock Island does not currently, in Illinois, own, control, operate, or manage, directly or indirectly, for public use, any plant, equipment, or property used or to be used for or in connection with electric

transmission service. Rock Island simply has a business plan, unnamed anchor tenants, and an assertion that its to-be-determined transmission project will likely benefit Illinois consumers. Although Rock Island may have the best of intentions, and its project may very well benefit someone someday, the Commission is confined by statute, and is not legally permitted to rewrite or expand upon explicit statutory prerequisites in order to accommodate this private merchant project lacking transmission infrastructure in Illinois.

Plainly put, the Commission must first find that Rock Island is a public utility before it can grant any of the relief requested in Rock Island's Verified Petition, including allowing it to transact business in Illinois. As detailed herein, the Commission cannot arrive at this conclusion. Rock Island is not a "public utility" as defined in § 3-105(a) of the PUA and is therefore not eligible for a certificate to transact business in Illinois as a public utility.

IV. Rock Island's Request for a CPCN pursuant to § 8-406 of the PUA should be denied. [Public Utilities Act §8-406(b) – Request for Certificate for the Rock Island Project].

An analysis of § 8-406(b) of the PUA presupposes that the Commission first finds that Rock Island fits the definition of a "public utility" under § 3-105(a) of the PUA, then grants it a certificate to transact business in Illinois pursuant to § 8-406(a) of the PUA. In addition to Rock Island being unable to meet the criteria of §§ 8-406(a) or 3-105(a), it also does not meet the statutory criteria to be granted a CPCN under § 8-406(b) of the PUA, which provides as follows:

No public utility shall begin the construction of any new plant, equipment, property or facility which is not in substitution of any existing plant, equipment, property or facility or any extension or alteration thereof or in addition thereto, unless and until it shall have obtained from the Commission a certificate that public convenience and necessity require such construction. Whenever after a hearing the Commission determines that any new construction or the transaction of any business by a public utility will promote the public convenience and is necessary thereto, it shall have the power to issue certificates of public convenience and necessity. The Commission shall determine that proposed construction will promote the public convenience and necessity only if the utility

demonstrates: (1) that the proposed construction is necessary to provide adequate, reliable, and efficient service to its customers and is the least-cost means of satisfying the service needs of its customers or that the proposed construction will promote the development of an effectively competitive electricity market that operates efficiently, is equitable to all customers, and is the least cost means of satisfying those objectives; (2) that the utility is capable of efficiently managing and supervising the construction process and has taken sufficient action to ensure adequate and efficient construction and supervision thereof; and (3) that the utility is capable of financing the proposed construction without significant adverse financial consequences for the utility or its customers. (220 ILCS 5/8-406(b)).

A certificate of public convenience and necessity may be issued only if the Commission finds the proposed service is necessary for the public convenience and necessity. *New Landing Util., Inc. v. Illinois Commerce Comm'n*, 58 Ill. App. 3d 868, 871, 374 N.E.2d 6, 9 (2nd Dist. 1977) *opinion supplemented on denial of reh'g*, 58 Ill. App. 3d 868, 375 N.E.2d 578 (2nd Dist. 1978). What constitutes the public convenience and necessity is within the discretionary powers of the Commission. *Citizens United for Responsible Energy Dev., Inc. (CURED) v. Illinois Commerce Comm'n*, 285 Ill. App. 3d 82, 89, 673 N.E.2d 1159, 1165 (5th Dist. 1996) citing *Egyptian Transportation System, Inc. v. Louisville & Nashville R.R. Co.*, 321 Ill. 580, 152 N.E. 510 (1926).

A. Statutory Prerequisites for Public Convenience and Necessity.

- 1. No need exists for the Project. [Necessary to provide adequate, reliable, efficient service or will promote development of an effectively competitive electricity market].**

By Rock Island's own direct admissions, it does not assert that the Illinois electricity market is inadequate, unreliable, inefficient, or uncompetitive. Transcript of December 5, 2013 hearing, p. 162 (Karl A. McDermott Testimony); Transcript of December 12, 2013, pp. 749-750 (Testimony of Wayne Galli). Further, it does not assert that the Project is required, or necessary, to make the Illinois electricity market adequate, reliable, efficient, or competitive. *Id.* As

detailed below, the effect of the Project on the reliability of the electric system is unknown at this time, and Rock Island has presented no evidence demonstrating that that reliability will be adversely affected without the Project. In addition, economist Richard Zuraski of the ICC Staff has correctly opined that a competitive electricity market already exists in Illinois, not necessitating the Project. Direct Testimony of Richard J. Zuraski, ICC Staff Ex. 3.0, p. 5.

As articulated by ComEd, Rock Island “has not claimed or shown that the Project is necessary for reliability, operating efficiency, or market efficiency in the regional planning process...” Direct Testimony of Steven T. Naumann, ComEd Ex. 1.0, p. 6. As such, it is not included in the PJM Regional Transmission Expansion Plan or MISO regional planning process and therefore has not demonstrated a need in a regional planning process. Further, it has not provided a single study, such as a load flow study, to demonstrate that the reliability of the Illinois electric transmission system will be compromised if the Project is not completed. Rebuttal Testimony of Yassir Rashid, ICC Staff Ex. 1.0, p. 3. As a merchant project, Rock Island currently has incomplete re-tooled System Impact Studies and Facility Studies in PJM, and an incomplete “no harm” study from MISO. Direct Testimony of Steven T. Naumann, ComEd Ex. 1.0, pp. 20-21. As such, the estimated costs of the new facilities for interconnection into the PJM system are unknown. *Id.* Plus, the Commission does not have the typical benefit of evidence of a demonstrated public benefit from the regional planning process for this Project. The Commission is unable to conclude that this Project is necessary since the impact of the Project on reliability, congestion problems, cost, and its ability to assess what upgrades or other actions may be required is unknown. *Id.* The Project is not necessary and, at best, Rock Island’s Verified Petition is premature.

In considering the first criteria of on § 8-406(b) regarding whether the Project is necessary, the Commission should demand a better response from Rock Island than “I don’t know.” On the subject of the need of the Project, Mr. Berry testified on behalf of Rock Island that the “permanent installation of facilities cannot and will not commence unless and until the need for the Project is actually established through the market test of transmission customers contracting for sufficient service on the transmission line to support and justify financings that raise sufficient capital to cover the total Project cost.” Additional Supplemental Direct Testimony of David Berry, Rock Island Ex. 10.13, p. 4. Further, Mr. Skelly stated the supplying wind farms on the western side of the Project in Iowa do not exist because “it would be foolhardy to build them unless you had a transmission path to get to market.” Transcript of December 5, 2013 hearing, pp. 235 (Michael Skelly Testimony). So, when asked whether (1) transmission customers exist that need this proposed transmission line, (2) transmission customers exist needing this proposed line in a sufficient quantity to economically justify the Project, (3) the capital markets will finance the Project, (4) wind farms will spring up in Iowa to supply electric load, and (5) PJM and MISO will arrive at a positive or negative decision on the Project’s effect on the reliability of the electric systems, the answers are all: “I don’t know.”

When pressed on the “I don’t know” issues of the Project, Rock Island provides no precedent for the Commission to rely upon. Rock Island’s expert, Karl McDermott, a former ICC Commissioner, characterizing Rock Island’s Verified Petition for a merchant line as a matter of first impression, is unaware of any situation where the ICC has: (1) issued a CPCN where the applicant indicated it would not construct a transmission line if customer demand did not materialize; and, (2) issued a CPCN where the applicant had not unconditionally committed to build a transmission line if granted a CPCN. Transcript of December 5, 2013 hearing, pp.

140-141 (Karl A. McDermott Testimony). Rock Island is asking the Commission to take a leap of faith on a first impression merchant transmission line project with no clear evidence of need.

When faced with this speculative investment on the hiring front, Rock Island is choosing to wait to hire the necessary employees until they are needed, stating “we do not hire people who have nothing to do.” Transcript of December 5, 2013 hearing, p. 239 (Michael Skelly Testimony). Rock Island is waiting to see if there is a need for the transmission line before it seeks financing, then it will hire employees to construct and manage the Project. The capital markets are also apparently taking the same approach and waiting until a need is established for the Project prior to committing to financing. Transcript of December 13, 2013 hearing, pp. 1119-1120 (David Berry Testimony). With respect to the contingency of the need for the Project, Rock Island and the capital markets will not accept “I don’t know” as an answer prior to making further commitments, but Rock Island expects the standard to be different for the Commission. The Commission should take the same approach and hold Rock Island to the same standard, insisting that that it do what it has not done, and definitely establish a need for the Project prior to issuance of a CPCN.

The ICC Staff’s position on need is correct: the project *is needed* if “the reliability of the electric systems in Illinois will be adversely affected if the proposed project is not built.” Revised Rebuttal Testimony of Yassir Rashid, ICC Staff Ex. 4.0R, p. 3. Rock Island has presented no evidence that Illinois will be adversely affected if the Project is not built, and has presented no evidence that the Project is required to make Illinois’ electric system competitive and reliable. ILA witness Jeffrey Gray, PhD, is also correct in stating that Rock Island “might be able to demonstrate need if it could show that the Project is adequately subscribed. Until then, the demand, or need, for the Project is speculative.” Direct Testimony of Jeffrey Gray, ILA Ex. 7.0, p. 7. As detailed above, Rock Island has no idea if customers will buy-in to their Project – they

have no customer contracts. Rock Island has not presented any evidence that the Project is necessary for any purpose whatsoever; thus, Rock Island's Verified Petition should be denied.

2. Rock Island is not capable of managing and supervising the construction of the Project. [Capable of efficiently managing and supervising the construction process].

Rock Island has presented no evidence that it is capable of efficiently managing and supervising the construction of the Project. Based upon the testimony of Yassir Rashid, the ICC Staff shares the same opinion. Direct Testimony of Yassir Rashid, ICC Staff Ex. 1.0, p. 4. Rock Island has never built a transmission line and neither has its parent company, Clean Line. Moreover, Rock Island is seeking to build a high voltage DC transmission line which is extremely rare, with only a few other similar lines existing in the country. Revised Rebuttal Testimony of Yassir Rashid, ICC Staff Ex. 4.0R, p. 8. The organizational chart of Rock Island is missing 20 of 35 key management employees, and most of these employees are also charged with identical duties for the 5 other subsidiaries of Clean Line. *Id.* at 6. The subsidiaries of Clean Line are stretched thin with employees operating in a new field of expertise.

The Project is proposed to have a total cost of \$1.8B. Transcript of December 5, 2013 hearing, p. 121 (Karl A. McDermott Testimony). The proposed cost for the other subsidiary transmission projects of Clean Line totals roughly \$8B. Transcript of December 13, 2013 hearing, p. 1107 (David Berry Testimony). According to Rock Island, the multiple projects are on similar progress timelines and, in theory, Clean Line and its subsidiaries could be constructing multiple transmission lines across the country at the same time. *Id.* Inexperienced employees with too many concurrent work obligations and an insufficient number of employees managing up to \$8B in projects is not a recipe for success.

The original Board of Directors of Clean Line consisted of Michael Skelly, Neil Wallack, and Brian Begley, during the time period from 2009 to 2012. Transcript of December 12, 2013

hearing, p. 841 (Neil Wallack Testimony). None of these individuals had ever been involved with the construction of a transmission line before. *Id.* After the Rock Island Project and other subsidiary projects of Clean Line were established, National Grid became an owner of Clean Line and assumed two seats on the Board of Directors for Clean Line. Transcript of December 6, 2013 hearing, p. 376 (Rudolph Wynter Testimony). The National Grid representatives on the Board of Directors, Rudolph Wynter and Brian McCabe, have transmission line experience, but no control over day-to-day management. *Id.* at 377. National Grid has the right to purchase all of the Project and take over management of the proposed transmission line (Transcript of December 5, 2013 hearing, p. 244 (Michael Skelly Testimony)) pursuant to contract in the near term. Such facts make the Commission's ability to make a decision more complicated and confusing as National Grid's management is not currently subject to review by the Commission.

Rock Island is a start-up company that has never built a transmission line. Rock Island's parent and sister companies have also never built a transmission line, and neither have any of the companies' senior management or key employees. Transcript of December 13, 2013 hearing, p. 1125 (David Berry Testimony). If the Commission grants a CPCN to Rock Island, a \$1.8B transmission construction project will be managed in Illinois by 15 people who have no relevant experience, and who could theoretically be managing up to \$8B of similar work in other parts of the country. Illinois residents should not be forced to be a part of this new, risky business scheme. The ICC Staff's skepticism in Rock Island's capability to efficiently manage and supervise the construction of the Project should also not be discounted. Rock Island is incapable of efficiently managing and supervising the construction of the Project, and its Verified Petition should be denied.

3. Rock Island has not demonstrated it is capable of financing the Project. [Capable of financing the proposed construction].

As stated previously, the Project is proposed to have a total cost of \$1.8B. Transcript of December 5, 2013 hearing, p. 121 (Karl A. McDermott Testimony). The proposed cost for the other subsidiary transmission projects of Clean Line totals roughly \$8B. Transcript of December 13, 2013 hearing, p. 1107 (David Berry Testimony). Rock Island has produced financial records, but what is clear is that it does not have sufficient cash-on-hand to self-finance, and the monies of Clean Line are not segregated or budgeted among its subsidiary projects. Transcript of December 5, 2013 hearing, pp. 215-216 (Michael Skelly Testimony). National Grid has also not committed to investing any additional capital in the Project. Transcript of December 6, 2013 hearing, p. 332 (Rudolph Wynter Testimony). In short, Clean Line may or may not commit financing to a particular project, including Rock Island, and does not have sufficient cash to fund any of its transmission projects across the country.

Should the Project be approved by the Commission, Rock Island depends upon funding from the capital markets. In order to obtain 70% of its funding, Rock Island speculates that 60% of its load will need to be contracted with customers. Transcript of December 13, 2013 hearing, p. 1120 (David Berry Testimony). Rock Island has no idea whether sufficient demand, i.e. need, exists for its load to justify the construction of the Project and attract financing. Transcript of December 13, 2013 hearing, pp. 1107-1109 (David Berry Testimony). As such, by Rock Island's own admission, it has no idea if it is capable of financing the proposed construction. The Farm Bureau asserts that it does not and, at best, Rock Island's ability to obtain financing is tenuous.

In the interest of brevity and not restating arguments already well-articulated, the Farm Bureau urges the Commission to attribute significant weight to ComEd witness Ellen Lapson's

opinion on Rock Island's inability to finance the Project. After careful and detailed analysis, Ms. Lapson has correctly concluded, among other things, that (1) any "[r]esources pledged to Clean Line are not directly available to Rock Island," (2) "Clean Line may choose to support any project or withhold support from any project," including Rock Island, and, (3) "[e]ven if all of Clean Line's available and committed resources were allocated to Rock Island ..., Rock Island would still be a shell company." Rebuttal Testimony of Ellen Lapson, ComEd Ex. 5.0, p. 10. Rock Island has failed to meet the financing requirement of § 8-406(b).

4. Other factors bearing on public convenience and necessity.

An additional item of concern for the Commission which would affect Illinois residents is Rock Island's failure to commit to not seeking cost allocation. As identified by ComEd witness Steven Naumann, while Rock Island has identified that it "has 'no current plans' to request ... the Project to be cost allocated, [Rock Island] does not rule out making such a request in the future if cost allocation rules change in the future." Direct Testimony of Steven T. Naumann, ComEd Ex. 1.0, p. 37. Rock Island's failure to firmly commit to not shifting the cost of the Project to ComEd's customers should concern the Commission and not be accepted.

B. Route of the Project/Land Acquisition

1. Proposed Route

The Farm Bureau takes no position on the proposed route.

2. Proposed Easement Widths

The Farm Bureau takes no particular issue with the proposed easement widths of Rock Island, but does take issue with Rock Island's ability to obtain and negotiate such easements moving forward in anticipation of construction. Rock Island seeks an order from the Commission pursuant to § 8-503 authorizing and directing construction of the Project. A

necessary component of the construction phase is first negotiating and obtaining landowner easements. Unique among transmission projects, Rock Island is hoping all easements are amicably negotiated and obtained, and is therefore not seeking eminent domain authority.

Rock Island's easement and infrastructure siting efforts in Illinois are, and will be, led by Hans Detweiler. Transcript of December 6, 2013 hearing, p. 493 (Hans Detweiler Testimony). Mr. Detweiler has never worked for a transmission company, sited transmission infrastructure, negotiated easements, or otherwise been involved with the construction of a transmission line. *Id.* at 493-496. With regard to easement width, easement compensation, and crop damage reimbursement, Rock Island has relied upon the recommendations of its contractor, Contract Land Management, and studied market standards. *Id.* at 498; 502. Despite this, Rock Island has no knowledge of whether the easement widths or associated compensation formulas are market competitive or appropriate, and has no idea why the easement widths and compensation that it is offering is less attractive than that offered by Illinois utilities. *Id.* at 507. Rock Island's reliance on its inexperienced employees to site a \$1.8B project in Illinois and negotiate easements therefor should not instill any sense of confidence in the Commission. The Farm Bureau's members' continued experience with Rock Island, a company that has never built a transmission line anywhere, is with its "boots on the ground" representatives who have also never been involved with transmission lines before. As such, smooth and voluntary easement negotiations should not be assumed.

3. Easement Acquisition and Landowner Compensation

The Farm Bureau restates and realleges its allegations in Section IV(B)(2) herein. For the same reasons, the Farm Bureau is concerned about Rock Island's pre-construction siting, easement acquisition, and landowner compensation methods.

C. Design and Construction of the Project

1. Proposed Structures and Other Components

Since Rock Island has apparently committed to use monopole structures in the Project, the Farm Bureau takes no position the proposed structures and other components.

2. Landowner Concerns about Impacts of Construction of the Project

The Farm Bureau takes no direct position, but if Rock Island's Verified Petition is approved in any respect, the proposed line will cause soil compaction, impact drainage tiles, aerial application, irrigation systems, gps and precision data systems in farm equipment and hinder the ability to farm efficiently. Rock Island should be directed to conduct its business in a fashion that produces minimal impact on farm operations, does not negatively impact the land, and does not interfere with planting or harvest. In short, Rock Island should be held to the terms of its Agricultural Impact Mitigation Agreement with the Illinois Department of Agriculture.

V. Rock Island is not entitled to an Order authorizing and directing it to build the Project. [Public Utilities Act §8-503 – Order Authorizing and Directing Construction].

Rock Island further requests relief under § 8-503 of the PUA, stating in pertinent part:

Whenever the Commission, after a hearing, shall find that additions, extensions, repairs or improvements to, or changes in, the existing plant, equipment, apparatus, facilities or other physical property of any public utility or of any 2 or more public utilities are necessary and ought reasonably to be made or that a new structure or structures is or are necessary and should be erected, to promote the security or convenience of its employees or the public or promote the development of an effectively competitive electricity market, or in any other way to secure adequate service or facilities, the Commission shall make and serve an order authorizing or directing that such additions, extensions, repairs, improvements or changes be made, or such structure or structures be erected at the location, in the manner and within the time specified in said order.

220 ILCS 5/8-503.

The requirements of § 8-503(b) are similar to that of § 8-406 in that its relief is conditioned upon a finding that the Project will “promote the security or convenience of its employees or the public or promote the development of an effectively competitive electricity market, or in any other way to secure adequate service or facilities....” 220 ILCS 5/8-503. As the same criteria apply in § 8-503 as in § 8-406(b), if the Commission finds that Rock Island failed to meet its burden related to § 8-406(b), which it should, then its relief requested under § 8-503 must also be denied.

If the Commission grants § 8-503 relief to Rock Island, it is “authorizing” and “directing” it to commence construction of the Project. Rock Island is seeking direction, or better put, a legal compulsion, to build the Project. Rock Island is not capable of complying with the legal compulsion it is seeking for two reasons. First, it does not own, control, operate, or manage any plants, equipment, or property used for or in connection with the transmission, delivery, or furnishing of electricity in Illinois. Transcript of December 5, 2013 hearing, pp. 231-233 (Michael Skelly Testimony); Transcript of December 13, 2013 hearing, pp. 1116-1120; 1125 (David Berry Testimony). It does not have the basic infrastructure to start doing anything. Second, since Rock Island has identified that construction of the Project may never occur, stating that “permanent installation of facilities cannot and will not commence unless and until the need for the Project is actually established through the market test of transmission customers contracting for sufficient service on the transmission line to support and justify financings that raise sufficient capital to cover the total Project cost,” (Additional Supplemental Direct Testimony of David Berry, Rock Island Ex. 10.13, p. 4) it can give no assurance to the Commission that it will ever comply with the legal compulsion it is requesting. Even assuming construction does commence at some point, Rock Island must wait on other initial milestones to

be completed first, including obtaining relief from the Iowa Public Utilities Board. Transcript of December 5, 2013 hearing, p. 287 (Michael Skelly Testimony). It is virtually impossible for Rock Island to utilize any Commission certificates within 2 years as required. Transcript of December 13, 2013 hearing, p. 1123 (David Berry Testimony).

Rock Island's request for an order under § 8-503, by its own admission (*see* Verified Petition (October 10, 2012); Transcript of December 5, 2013 hearing, p. 143 (Karl A. McDermott Testimony)), is simply a prerequisite to obtaining eminent domain authority. It is attempting to negotiate easements first, then it will only apparently seek eminent domain authority under § 8-509 of the PUA if it hits an impasse with easement negotiations with landowners. An assumption that it will successfully negotiate with all landowners does not line up with reality, especially considering the testimony of Paul Marshall, a resident on the primary route who has indicated that he will not negotiate an easement under any circumstances. Transcript of December 11, 2013 hearing, p. 630 (Dr. Paul Marshall Testimony). In addition, if granted § 8-503 relief, what Rock Island characterizes as "voluntary" easement negotiations with farmers will actually sound something like "Rock Island has been directed by the Commission to construct a transmission line on an approve route, which crosses your land." Characterizing the easement negotiations as voluntary under these facts is kind of like giving someone the option of jumping off of a cliff before you push them. This scenario is especially concerning when Rock Island has never built a transmission line before, and its employees in charge of easement negotiations do not have experience with this kind of work and no idea of whether the easement package Rock Island offers is appropriate or market competitive.

In short, Rock Island is requesting incomplete relief that should not be granted. The failure to request eminent domain authority by this private, speculative merchant project,

demonstrates that it does not know if a need exists for the Project, and its expectations regarding “voluntary” easements do not square with reality. For the multiple reasons stated above, Rock Island should be denied an order pursuant to § 8-503.

VI. Rock Island’s Accounting-Related Requests

A. System of Accounts

The Farm Bureau takes no position Rock Island’s requests related to the system of accounts.

B. Maintaining Books and Records Outside of Illinois

The Farm Bureau takes no position Rock Island’s requests related to maintaining its books and records outside of Illinois.

C. Request for Proprietary Treatment of Certain Information

The Farm Bureau takes no position Rock Island’s requests related to proprietary treatment of certain information.

VII. Conclusion/Request for Relief

The Farm Bureau has never opposed a transmission project before, but it is opposed to its members being burdened by the construction of a large-scale merchant transmission line with no apparent need by an unexperienced non-utility. Rock Island has failed to meet its burden in establishing that it is entitled to relief under § 8-406(a-b), and an order under § 8-503. Thus, Rock Island’s Verified Petition should be denied with prejudice.

WHEREFORE, ILLINOIS AGRICULTURAL ASSOCIATION a/k/a the Illinois Farm Bureau, respectfully requests that the Commission enter an Order denying Rock Island’s Verified Petition with prejudice, and specifically:

1. Deny Rock Island Clean Line LLC a Certificate of Public Convenience and

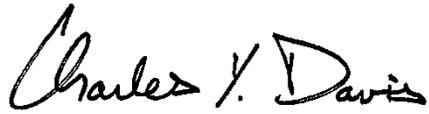
Necessity pursuant to § 8-406(a) of the PUA to operate as a transmission public utility in Illinois;

2. Deny Rock Island Clean Line LLC a Certificate of Public Convenience and Necessity pursuant to § 8-406(b) of the PUA to construct, operate and maintain in the State of Illinois the Rock Island Project;

3. Deny Rock Island Clean Line LLC an order pursuant to § 8-503 of the PUA authorizing and directing it to construct the proposed Rock Island Project; and,

4. Order such other and further relief as the Commission deems just and proper.

**ILLINOIS AGRICULTURAL ASSOCIATION
a/k/a the Illinois Farm Bureau**

By: 
One of Its Attorneys

BROWN, HAY & STEPHENS, LLP

Charles Y. Davis
Registration No. 6286010
Claire A. Manning
Registration No. 3124724
205 South Fifth Street, Suite 700
P.O. Box 2459
Springfield, IL 62705
(217) 544-8491
Fax: (217) 544-9609
cdavis@bhslaw.com
cmanning@bhslaw.com

PROOF OF SERVICE

The undersigned certifies that a copy of the foregoing instrument was served upon:

Owen E. MacBride
Schiff Hardin LLP
6600 Sears Tower
Chicago, IL 60606
omacbride@schiffhardin.com

Erin Szalkowski
Clean Line Energy Partners LLC
1001 McKinney St., Ste. 700
Houston, TX 77002
eszalkowski@cleanlineenergy.com

James R. Bates
Local 51, IBEW
301 E. Spruce St.
Springfield, IL 62703
jimb@ibew51.org

John H. Johnson
IBEW Local 51
301 E. Spruce St.
Springfield, IL 62703
johnj@ibew51.org

Rochelle G. Skolnick
Schuchat, Cook & Werner
1221 Locust St., 2nd Floor
St. Louis, MO 63103
rgs@schuchatew.com

Marilyn S. Teitelbaum
Schuchat, Cook & Werner
1221 Locust St., 2nd Floor
St. Louis, MO 63103
mst@schuchatew.com

Eugene Bernstein
Exelon Business Services
10 S. Dearborn St., 49th Floor
Chicago, IL 60603
eugene.bernstein@exeloncorp.com

Sean R. Brady
Wind on the Wires
858 W. Armitage Ave., Suite 239
Chicago, IL 60614
sbrady@windonthewires.org

Patrick T. Brankin
Schain Burney Banks & Kenny
70 W. Madison, Suite 4500
Chicago, IL 60602
pbrankin@sbbklaw.com

Joseph H. Cantlin
The Cantlin Law Firm
760 E. Etna Road
Ottawa, IL 61350
hcantlin@cantlinlaw.com

Jessica L. Cardoni
Office of General Counsel
Illinois Commerce Commission
160 N. LaSalle St., Suite C-800
Chicago, IL 60601
jcardoni@icc.illinois.gov

Christine Ericson
Office of General Counsel
Illinois Commerce Commission
160 N. LaSalle St., Suite C-800
Chicago, IL 60601
cericson@icc.illinois.gov

Katherine G. Cisneros
Schiff Hardin LLP
233 S. Wacker, Ste. 6600
Chicago, IL 60606
kcisneros@schiffhardin.com

Thomas S. O'Neill
Commonwealth Edison Company
440 S. LaSalle St., Suite 3300
Chicago, IL 60605
thomas.oneill@comed.com

Bradley R. Perkins
Exelon Business Services Company
10 S. Dearborn St., 49th Floor
Chicago, IL 60603
brad.perkins@exeloncorp.com

Chris Zumski Finke
Wind on the Wires
527 Asbury St., Suite 201
Saint Paul, MN 55104
czumskifinke@windonthewires.org

John Beetz
4676 E. 3rd Rd.
Mendota, IL 61342
johnbeetz@meridengrain.com

Timothy B. Cantlin
The Cantlin Law Firm
760 E. Etna Rd.
Ottawa, IL 61350
tcantlin@cantlinlaw.com

Kenyatta S. Beverly
Rooney Rippie & Ratnaswamy LLP
350 W. Hubbard St., Ste. 600
Chicago, IL 60654
kenyatta.beverly@r3law.com

J. Edward Doughty
823 E. US Hgwy. 34
Earlville, IL 60518
ed_doughty@yahoo.com

Edward C. Fitzhenry
Ameren Services Company
P.O. Box 66149, MC 1310
St. Louis, MO 63166
efitzhenry@ameren.com

Yassir Rashid
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
yrashid@icc.illinois.gov

John L. Cantlin
The Cantlin Law Firm
760 E. Etna Road
Ottawa, IL 61350
jack@cantlinlaw.com

James V. Olivero
Office of General Counsel
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
jolivero@icc.illinois.gov

Eric E. Dearmont
Ameren Services Company
P.O. Box 66149, MC 1310
St. Louis, MO 63166
edearmont@ameren.com

Erika Dominick
Ameren Services Company
1901 Chouteau Ave.
P.O. Box 66149
St. Louis, MO 63166
edominick@ameren.com

Paul Faber
33751 US Hwy. 34
LaMoille, IL 61330
rosefaber@hotmail.com

Christopher M. Foley
Midwest Generation EME, LLC
50 W. Madison St., Ste. 2640
Chicago, IL 60661
cfoley@mwgen.com

Clark Stalker
Exelon Business Services Company
10 S. Dearborn, Ste. 4900
Chicago, IL 60603
clark.stalker@exeloncorp.com

Richard S. Porter
Hinshaw & Culbertson LLP
100 Park Ave.
Rockford, IL 61101
rporter@hinshawlaw.com

Don McLachlan
988 E. 1925 Rd.
Mendota, IL 61342
dmclachlan988@yahoo.com

Randy Rosengren
3832 E. 1925 Rd.
Ottawa, IL 61350
jrosengren@pcwildblue.com

Ed Simpson
12110 Rte. 84 N
Port Byron, IL 61275
esimpson@mchsi.com

Matthew R. Tomc
Ameren Services Company
P.O. Box 66149, MC 1310
1901 Chouteau Ave.
St. Louis, MO 63166
mtomc@ameren.com

Jackie Voiles
Ameren Illinois Company
200 W. Washington St.
Springfield, IL 62701
jvoiles@ameren.com

Robert Kelter, Sr.
Environmental Law & Policy Cenger
35 E. Wacker Dr., Ste. 1600
Chicago, IL 60601
rkelter@elpc.org

Paul Marshall
2310 E. US 52
Serena, IL 60549
pmars99@aol.com

Jonathan L. Phillips
Shay Kepple Phillips, Ltd.
456 Fulton St., Ste. 255
Peoria, IL 61602
jphillips@skplawyers.com

William M. Shay
Shay Kepple Phillips, Ltd.
456 Fulton St., Ste. 203
Peoria, IL 61602
wshay@skplawyers.com

Jim Stevenson
3734 E. 7th Rd.
Mendota, IL 61342
jeff_1_25@yahoo.com

Justin Vickers
Environmental Law & Policy Center
35 E. Wacker Dr., Ste. 1600
Chicago, IL 60601
jvickers@elpc.org

Robert Dolder
3730 E. 1553rd Rd.
Ottawa, IL 61350
alohabobd@gmail.com

Carmen L. Fosco
Rooney Rippie & Ratnaswamy LLP
350 W. Hubbard St., Ste. 600
Chicago, IL 60654
carmen.fosco@r3law.com

Cary Kottler
Clean Line Energy Partners LLC
1001 McKinney St., Ste. 700
Houston, TX 77002
ckottler@cleanlineenergy.com

Larry Jones, Administrative Law Judge
Illinois Commerce Commission
527 E. Capitol Ave.
Springfield, IL 62701
ljones@icc.illinois.gov

Christine Baranowski
Exelon Business Services Company
Three Lincoln Centre
Oakbrook Terrace, IL 60181
christine.baranowski@exeloncorp.com

Daniel Kowalewski
Commonwealth Edison Company
Three Lincoln Centre, 2nd Flr.
Oakbrook Terrace, IL 60181
daniel.kowalewski@att.net

Richard G. Bernet
Assistant General Counsel, Regulatory
Exelon Business Services Company
10 South Dearborn, 49th Floor
Chicago, IL 60603
richard.bernet@exeloncorp.com

Laura R. Chipkin
Schiff Hardin, LLP
901 K St., NW
Washington, D.C. 22204
lchipkin@schiffhardin.com

Jason D. James
4911 Blue Church Rd.
Coopersburg, PA 18036
jasonjames@frontier.com

E. Glenn Rippie
Rooney Rippie & Ratnaswamy LLP
350 W. Hubbard St., Ste. 600
Chicago, IL 60654
glenn.rippie@r3law.com

Laura Harmon
Office of the General Counsel
Illinois Agricultural Association
1701 Towanda Avenue
P.O. Box 2901
Bloomington, IL 61702-2901
lharmon@ilfb.org

Grant O. Jaskulski
Law Office of Michael A. Munson
22 W. Washington St., Ste. 1500
Chicago, IL 60602
grant@michaelmunson.com

Michael A. Munson
Law Office of Michael A. Munson
22 W. Washington St., 15th Flr.
Chicago, IL 60602
michael@michaelmunson.com

Diana Z. Bowman
Schiff Hardin, LLP
233 S. Wacker St., Ste. 6600
Chicago, IL 60606
dbowman@schiffhardin.com

Ashley Devon Nash
Rooney Rippie & Ratnaswamy, LLP
350 W. Hubbard St., Ste. 600
Chicago, IL 60654
ashley.nash@r3law.com

Matthew L. Harvey
Office of General Counsel
Illinois Commerce Commission
160 N. LaSalle St., Ste. C-800
Chicago, IL 60601
mharvey@icc.illinois.gov

Stephen J. Moore
Rowland & Moore LLP
200 W. Superior St., Ste. 400
Chicago, IL 60610
steve@telecomreg.com

John N. Moore
Natural Resources Defense Council
20 N. Wacker Dr., Ste. 1600
Chicago, IL 60606
jmoore@nrdc.org

Rebecca Stanfield
Natural Resources Defense Council
2 N. Riverside Plz., Ste. 2250
Chicago, IL 60606
rstanfield@nrdc.org

via electronic transmission on this 31st day of January, 2014.

