

DISCOVERY REQUESTS WITH BOARD AND INCORPORATED MEMORANDUM IN SUPPORT and (2) CERTIFICATE OF SERVICE. Pursuant to the Board's procedural rules, the documents referenced above are served upon Respondents addressed as set forth above by Federal Express and email. 35 Ill. Adm. Code 101.302(c).

Respectfully submitted,

DATED: November 3, 2014

/s/ Eric Schwing
Eric M. Schwing
Attorney at Law
1100 South 5th Street
Springfield, IL 62703
(217) 544-4440
Email: eric.schwing@comcast.net

/s/ Eva Schueller
Sierra Club Environmental Law Program
85 Second St., Second Floor
San Francisco, CA 94105
(415) 977-5637
Email: eva.schueller@sierraclub.org

/s/ William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola St.
Jacksonville, FL 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

**Attorneys for Complainant
Sierra Club**

Illinois Environmental Protection Act Section 31(d), 415 ILCS 5/31(d), against Respondents, AmerenEnergy Medina Valley Cogen, LLC (“Ameren”) and FutureGen Industrial Alliance Inc. (“FutureGen”), with the Illinois Pollution Control Board (“IPCB” or “Board”).

2. Sierra Club’s Complaint alleges, *inter alia*, that the Respondents’ proposal to construct a new boiler (Unit No. 7) at the Meredosia Energy Center in Meredosia, Illinois (the “FutureGen project”), as configured and permitted, threatens to cause air pollution and violates Section 9.1(d) of the Illinois Environmental Protection Act, 415 ILCS 5/9.1(d) (which incorporates by reference Section 165 of the Clean Air Act, 42 U.S.C. § 7475, and all associated regulations) because the project lacks a Prevention of Significant Deterioration (“PSD”) permit that is required for the construction, installation, modification and operation of the proposed new unit.

3. A number of motions have filed, fully briefed by the parties, and are currently pending with the Board.¹

4. Of particular relevance to this motion, Respondents filed a motion for summary judgment pursuant to 35 Ill. Adm. Code 101.516, Section 2-1005 of the Illinois Code of Civil Procedure, 735 ILCS 5/2-1005 on July 15, 2014.

5. After obtaining a brief extension of the applicable response deadlines in order to address issues associated with obtaining *pro hac vice* admissions for Complainant’s counsel, *see* 7/29/14 Sierra Club's Motion for Extension of Time to Respond to Motion for Summary Judgment and Motion to Expedite and Incorporated Memorandum in Support; 7/31/14 Hearing

¹ Pending motions include the following, along with the parties’ related responses and replies thereto: (1) Respondents’ Motion for Summary Judgment dated July 15, 2014; (2) Respondents Motion to Expedite proceedings dated July 16, 2014; (3) Complainant’s Motion for Continuance dated August 25, 2014; (4) Complainant’s Motion to Strike dated August 25, 2014; and (5) Respondents Motion for Leave to Reply dated September 8, 2014.

Officer Order Granting Extension Until August 25, 2014, Sierra Club timely filed a memorandum in opposition to the motion for summary judgment on August 25, 2014.

6. On September 12, 2014, the parties jointly moved for “a limited stay of this proceeding up and through October 3, 2014 in order to pursue settlement negotiations.”

7. On September 18, 2014, the Board granted that motion and indicated that no ruling on the pending motions would be issued through October 6, 2014. 9/18/14 Order Granting Stay Motion.

8. On October 2, 2014, the parties participated in a pre-scheduled status conference with Hearing Officer Webb, wherein the parties specifically requested that no ruling be issued on the pending motions at the October 16, 2014 Board meeting. This was reflected in an Order issued by Hearing Officer Webb on that same date. 10/2/14 Hearing Officer Order.

9. On October 16, 2014, the parties participated in another pre-scheduled status conference, wherein , among other things, Respondents asserted that they would oppose any further requests for a stay and requested “that the Board rule on all outstanding motions as expeditiously as possible.” The issues discussed are generally reflected in another Order issued by Hearing Officer Webb on that same date. 10/16/14 Hearing Officer Order.

10. During the October 16, 2014, status conference, Hearing Officer Webb granted Sierra Club leave to file renewed motion for a stay “to afford the parties more time to discuss settlement” so long as such a motion was filed within seven (7) days. *Id.* at 1. However, Sierra Club chose not to do so and the time for filing that motion has since expired.

11. Turning back to the crucial litigation-related tasks associated with this proceeding, Sierra Club served written discovery requests on each of the Respondents on October 28, 2014.

12. More specifically, on that date, Sierra Club served an initial set of requests for

production made up of sixteen (16) individual requests on both Ameren and FutureGen.

13. These requests for production seeks some of the fundamental information that Sierra Club must be allowed to obtain from Respondents and/or third parties in order to prove the claim asserted in Sierra Club's Complaint.

14. For example, Sierra Club's requests for production seek:

[A]ll documents. . . relating [to] or reflecting the current ownership of the Meredosia Energy Center and/or any portions of that plant . . . [and] . . . all documents . . . relating to or reflecting any completed or anticipated sales, transactions or transfers of ownership of the Meredosia Energy Center . . . which have occurred within five years prior to today's date or which are anticipated to occur within the next five years . . . , including . . . any sales, transaction or transfer agreements or contracts governing the sale or transfer of ownership of the Meredosia Energy Center, . . . to FutureGen.

Complainant Sierra Club's First Set of Requests for Production to Respondent AmerenEnergy Medina Valley Cogen, LLC, Requests No. 2-3, at 6-7; Complainant Sierra Club's First Set of Requests for Production to Respondent FutureGen Industrial Alliance, Inc., Requests No. 2-3, at 6-7.

15. These requests seek critical documents relating to the "common ownership and control" issue discussed in Sierra Club's Memorandum in Opposition to Summary Judgment at 30-33, which is relevant to the netting analysis for the FutureGen project and which could be dispositive as to whether the FutureGen project will result in triggering Clean Air Act's Prevention of Significant Deterioration ("PSD") requirements.

16. Sierra Club's requests for production also seek:

[A]ll documents . . . reflecting any air modeling analyses or any other quantitative or qualitative air quality impacts analyses regarding the FutureGen project . . . , including, without limitation, all modeling input and output files, meteorological data

Complainant Sierra Club's First Set of Requests for Production to Respondent AmerenEnergy Medina Valley Cogen, LLC, Request No. 5, at 7; Complainant Sierra Club's First Set of Requests for Production to Respondent FutureGen Industrial Alliance, Inc., Requests No. 5, at 7.

17. These requests seek air modeling and other air quality impact analyses which will provide necessary information to develop and bolster Sierra Club's contention, discussed in Sierra Club's Memorandum in Opposition to Summary Judgment at 33-38, that the FutureGen project cannot net out of PSD because the emission decreases from the pre-existing Meredosia Energy Center units are not "creditable" due to a lack of "approximately the same qualitative significance for public health and welfare as that attributed to the increase" from the FutureGen project. *See* 40 C.F.R. § 52.21(b)(3)(vi)(c).

18. Furthermore, Sierra Club's requests for production seek:

[A]ll documents . . . relating to estimated sulfuric acid mist ("SAM") emissions from . . . the FutureGen project, including . . . any data, emission calculations or analysis of potential or expected SAM emissions from the FutureGen project.

Complainant Sierra Club's First Set of Requests for Production to Respondent AmerenEnergy Medina Valley Cogen, LLC, Request No. 11, at 8; Complainant Sierra Club's First Set of Requests for Production to Respondent FutureGen Industrial Alliance, Inc., Requests No. 11, at 8.

19. These requests seek crucial information relating to whether the net emissions increase of SAM from the FutureGen project will be too great to net out of PSD, which was discussed in Sierra Club's Memorandum in Opposition to Summary Judgment at 38-40.

20. In order to further demonstrate to the Board the type of discovery is necessary to adequately develop Sierra Club's claims, overcome the conclusory and pre-mature arguments asserted in Respondents' motion for summary judgment, and to put to rest the specious notion

that Sierra Club has somehow sat on its hands so far initiating discovery and pursuing its claims in this proceeding, Sierra Club respectfully moves for leave to file its written discovery requests with the Board.

21. Specifically, Sierra Club requests leave to file Complainant Sierra Club's First Set of Requests for Production to Respondent AmerenEnergy Medina Valley Cogen, LLC (attached hereto as Ex. 1) and Complainant Sierra Club's First Set of Requests for Production to Respondent FutureGen Industrial Alliance, Inc. (attached hereto as Ex. 2).

22. For all the foregoing reasons and for good cause shown, Sierra Club respectfully requests that this motion for leave be granted.

Respectfully submitted,

DATED: November 3, 2014

/s/ Eric Schwing
Eric M. Schwing
Attorney at Law
1100 South 5th Street
Springfield, IL 62703
(217) 544-4440
Email: eric.schwing@comcast.net

/s/ Eva Schueller
Eva Schueller
Sierra Club Environmental Law Program
85 Second St., Second Floor
San Francisco, CA 94105
(415) 977-5637
Email: eva.schueller@sierraclub.org

/s/ William J. Moore, III
William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola Street
Jacksonville, FL 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

Counsel for the Complainant

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

SIERRA CLUB,)	
)	
Complainant,)	
)	PCB 2014-134
v.)	
)	(Enforcement)
AMEREN ENERGY MEDINA VALLEY)	
COGEN, LLC)	
)	
and)	
)	
FUTUREGEN INDUSTRIAL ALLIANCE INC.,)	
)	
Respondents)	

CERTIFICATE OF SERVICE

I, the undersigned, certify that I have served the attached SIERRA CLUB’S MOTION FOR LEAVE TO FILE DISCOVERY REQUESTS WITH BOARD AND INCORPORATED MEMORANDUM IN SUPPORT and this CERTIFICATE OF SERVICE by FedEx and e-mail upon the following persons:

AMERENENERGY MEDINA VALLEY COGEN, LLC
James Michael Showalter
Renee Cipriano
Ashley Thomson
Amy Antonioli
SCHIFF HARDIN LLP
233 South Wacker Drive, Suite 6600
Chicago, IL 60606-6473
312-258-5561
Email: mshowalter@schiffhardin.com

FUTUREGEN INDUSTRIAL ALLIANCE, INC.
Dale N Johnson
Christopher D. Zentz
VAN NESS FELDMAN LLP
719 Second Avenue, Suite 1150
Seattle, WA 98104
206-623-9372
Email: dnj@vnf.com

Carol Webb, Hearing Officer
Illinois Pollution Control Board
1021 North Grand Avenue East
P.O. Box 19274
Springfield, IL 62794-9274
carol.webb@illinois.gov

Kyle Barry, Esq.
Husch Blackwell LLP
118 South Fourth Street, Unit 101
Springfield, IL 62701
217-670-1782
kyle.barry@huschblackwell.com

DATED: November 3, 2014

/s/ William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola St.
Jacksonville, FL 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

EXHIBIT 1

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

In the matter of:

SIERRA CLUB,)	
)	
Complainant,)	
)	
v.)	
)	PCB No. 2014-134
AMERENENERGY MEDINA VALLEY)	(Enforcement)
COGEN, LLC)	
)	
and)	
)	
FUTUREGEN INDUSTRIAL ALLIANCE)	
INC.,)	
)	
Respondents.)	

**COMPLAINANT SIERRA CLUB'S FIRST SET OF REQUESTS FOR PRODUCTION
TO RESPONDENT AMEREN MEDINA VALLEY COGEN, LLC**

To: Ashley L. Thompson, Esq.
Schiff Hardin LLP
233 South Wacker Drive, Suite 6600
Chicago, Illinois 60606-6473
Attorney for Respondent
AmerenEnergy Medina Valley Cogen, LLC

Pursuant to Illinois Administrative Code §§ 101.614 and 101.616 and Illinois Supreme Court Rules 201 and 214, Complainant Sierra Club requests that Respondent AmerenEnergy Medina Valley Cogen, LLC produce the following documents for purposes of inspection and copying at the office of Eric M. Schwing, Attorney at Law, 1100 South 5th Street, Springfield, Illinois 62703 within twenty-eight (28) days. Furthermore, in accordance with Illinois Supreme Court Rule 214(c), Respondent AmerenEnergy Medina Valley Cogen, LLC shall also furnish an affidavit stating whether the production is complete in accordance with each of the Requests

made.

CERTIFICATE OF SERVICE

I, the undersigned, certify that I have served the attached Complainant Sierra Club's First Set of Requests for Production to Respondent AmerenEnergy Medina Valley Cogen, LLC and this CERTIFICATE OF SERVICE by FedEx and e-mail upon the following persons:

AMERENENERGY MEDINA
VALLEY COGEN, LLC
James Michael Showalter
Renee Cipriano
Ashley Thomson
Amy Antonioli
SCHIFF HARDIN LLP
233 South Wacker Drive, Suite 6600
Chicago, IL 60606-6473
312-258-5561
Email: mshowalter@schiffhardin.com

FUTUREGEN INDUSTRIAL
ALLIANCE, INC.
Dale N Johnson
Christopher D. Zentz
VAN NESS FELDMAN LLP
719 Second Avenue, Suite 1150
Seattle, WA 98104
206-623-9372
Email: dnj@vnf.com

Kyle Barry
Husch Blackwell LLP
118 South Fourth Street, Unit 101
Springfield, IL 62701
T: 217-670-1782
Email: kyle.barry@huschblackwell.com

DATED: October 28, 2014

/s/ William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola Street
Jacksonville, Florida 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

DEFINITIONS AND INSTRUCTIONS

I. DEFINITIONS

A. The terms “document” or “documents” mean all written, recorded, electronic or graphic material of every type and description, in whatever form, however produced or reproduced, including but not limited to all originals and all non-identical duplicates, copies or reproductions thereof, pleadings, responses to discovery, correspondence, email, letters, memoranda, agreements, contracts, letters of intent, maps, charges, credit reports, telex, cables, wires, telecopies, notes, notations, work papers, desk calendars, appointment journals, diaries, reports, recordings of telephone conversations or interviews, conferences or meetings, ledgers, notebooks, bank records, drafts, checks, negotiable or nonnegotiable instruments, leases, credit files, books of account, data compilations, affidavits, notices, microfilm, dictation, recordings, tape recordings, cassette recordings, photographs, films, videotapes, DVDs or cassettes, software, compact disks or floppy disks or diskettes, computer storage materials, including magnetic tapes, computer materials, purchase agreements or contracts, invoices, purchase orders, statements, monthly or annual reports of condition, and any notes, annotations, jottings, scribbles, file or routing marks or other indications added to any such document, and any drafts, preliminary versions, revisions, corrections and amendments thereof.

B. The term “person” shall include natural persons, proprietorships, corporations, associations, trusts, banking associations of all descriptions, savings and loan associations of all descriptions, public corporations, municipal corporations, state governments, local governments, governmental agencies, political subdivisions, partnerships, groups, associations and other businesses, professional or public organizations.

C. The terms “IEPA” refers to the Illinois Environmental Protection Agency and includes its attorneys, officers, agents, employees, directors, representatives, officials, departments, divisions, subdivisions, subsidiaries, and predecessors.

D. The term “communication” means any disclosure, transfer, or exchange of information or opinion, however made.

E. The terms “you,” “your,” “your company” or “Ameren” refers to AmerenEnergy Medina Valley Cogen, LLC as well as its parent companies, subsidiaries, consultants, agents, and/or anyone acting for or on behalf of or under the control of Ameren.

F. The term “FutureGen” refers to the FutureGen Industrial Alliance, Inc. and well as FutureGen’s parent companies, subsidiaries, consultants, agents, and/or anyone acting for or on behalf of or under the control of FutureGen.

G. The term “construction permit” refers to the minor source construction permit issued by the IEPA to FutureGen and AmerenEnergy Medina Valley Cogen, LLC on December 13, 2013.

H. The term “FutureGen Project” refers to the proposed construction of Boiler #7 and related equipment in Meredosia, Illinois.

I. The term “Meredosia Energy Center” refers to the entire electric generating power plant located in Meredosia, Illinois, including, without limitation, all the underlying real estate, units, equipment, and appurtenances associated therewith.

J. The terms “and” as well as “or” shall be construed either disjunctively or conjunctively, as necessary to bring within the scope of the Request all responsive materials which might otherwise be construed to be outside its scope.

K. The term “each” shall be construed to include the word “every” and “every” shall be construed to include the word “each.”

L. The terms “any” shall be construed to include the word “all” and “all” shall be construed to include the word “any.”

II. INSTRUCTIONS

A. In responding to these Requests for Production, please produce all documentation available to you at the time your responses are provided, including any and all documents within the possession of your attorneys, subordinates, employees, and agents.

B. Produce each document in its entirety, including all attachments, cover memoranda, and appendices, even if only a portion of the document is responsive to a request. Only one copy need be produced of identical documents that are responsive to more than one Request but please identify all requests to which the document is responsive.

C. References to the singular shall include the plural and references to the plural shall include the singular. References to the masculine gender includes the feminine and neuter genders.

D. The use of a verb in any tense shall be construed as the use of the verb in the past or present tenses whenever necessary to bring within the scope of any Request for Production all documents which might otherwise be construed as being outside the scope of any Request.

E. If privilege is claimed as a ground for not producing a responsive document or, if any request for production is otherwise objected to, describe the legal and factual basis for the claim of privilege or other objection to each Request for Production in sufficient detail so as to permit the adjudication of the validity of the claim of privilege or objection.

F. With respect to any electronically stored information (“ESI”), please provide such data in a form that does not require specialized or proprietary hardware or software, or provide it in a format that Sierra Club confirms it will be able to utilize. Please provide all Microsoft Excel spreadsheets and all AERMOD system files in their native, electronic format. By AERMOD system, we mean all of the programs used for AERMOD including, but not limited to AERMET, and AERMINUTE. For each data file provided, please include: a short narrative description of the contents of the file; translation of any coded fields; and the number of records in the file.

G. Pursuant to Illinois Supreme Court Rule 214(c), along with your responses to these Requests, you must also furnish an affidavit stating whether the production is complete in accordance with each of the Requests made.

H. Pursuant to Illinois Supreme Court Rule 214(d), you must seasonably supplement your response to any Request for Production if additional responsive documents, objects or tangible things subsequently come into your possession or control or become known to you or you otherwise subsequently learn that the response is in some material respect incomplete or incorrect.

III. REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1: Please produce a copy of each document you intend to introduce as an exhibit at the evidentiary hearing in this proceeding.

REQUEST FOR PRODUCTION NO. 2: Please produce all documents and communications relating or reflecting the current ownership of the Meredosia Energy Center and/or any portions of that plant.

REQUEST FOR PRODUCTION NO. 3: Please produce all documents and communications relating to or reflecting any completed or anticipated sales, transactions or transfers of ownership of the Meredosia Energy Center, either in whole or in part, which have occurred within five years prior to today's date or which are anticipated to occur within the next five years from today's date, including, without limitation, all documents or communications reflecting, representing or constituting any sales, transaction or transfer agreements or contracts governing the sale or transfer of ownership of the Meredosia Energy Center, either in whole or in part, to FutureGen.

REQUEST FOR PRODUCTION NO. 4: Please produce all documents and communications reflecting or containing emissions data from any emissions unit operated at the Meredosia Energy Center from November 9, 2004 through the date that all emissions units at that plant were permanently taken out of service, excluding any data publicly available on EPA's Clean Air Markets Database ("CAMD"), including, without limitation, any and all stack test reports and data associated with any emissions unit at the Meredosia Energy Center and all reports to any regulatory entity or agency or other person reflecting or relating to emissions from any emissions unit at the Meredosia Energy Center.

REQUEST FOR PRODUCTION NO. 5: Please produce all documents and communications relating to or reflecting any air modeling analyses or any other quantitative or qualitative air quality impacts analyses regarding the FutureGen project performed by any person or entity, including, without limitation, all modeling input and output files, meteorological data, and any communications or reports reflecting or relating to any air modeling analyses or air quality impact analyses.

REQUEST FOR PRODUCTION NO. 6: Please produce all documents and communications relating to the construction permit.

REQUEST FOR PRODUCTION NO. 7: Please produce all documents and communications relating to Sierra Club and Natural Resources Defense Council's comments regarding the draft construction permit, dated November 8, 2013.

REQUEST FOR PRODUCTION NO. 8: Please produce all documents and communications relating to any netting analyses related to the construction permit, including, without limitation, any draft documents, e-mails, correspondence and any related emissions data, estimates or calculations.

REQUEST FOR PRODUCTION NO. 9: Please produce all documents and communications relating in any manner to the construction permit, including, without limitation, all communications, e-mails, text messages, or any other correspondence to or from FutureGen, Ameren, IEPA or any other person or entity and all documents or data relating in any manner to the application for the construction permit or any aspect of the construction permit's issuance.

REQUEST FOR PRODUCTION NO. 10: Please produce all documents and communications reflecting or relating to any communications to or from any official, employee or representative of the U.S. EPA regarding the construction permit, including, without limitation, any e-mails, text messages, or any other type of correspondence.

REQUEST FOR PRODUCTION NO. 11: Please produce all documents and communications reflecting or relating to estimated sulfuric acid mist ("SAM") emissions from any and all elements of the FutureGen project, including, without limitations, any data, emission calculations or analysis of potential or expected SAM emissions from the FutureGen project.

REQUEST FOR PRODUCTION 12: Please produce any documents or communications which relate to, reflect or otherwise document the date on which you contend that “construction” on the FutureGen project “commenced” as those terms are defined in 40 C.F.R. §§ 52.21(b)(8) and 52.21(b)(9).

REQUEST FOR PRODUCTION 13: Please produce any documents or communications relating to or reflecting any and all work that you contend constituted the beginning of a continuous program of actual on-site construction of the FutureGen project, to be completed within a reasonable time, within the meaning of 40 C.F.R. § 52.21(b)(9)(i); including, without limitation, all documents and communications reflecting descriptions of such work and any contracts, bills, invoices, time records, payment records, and any other documentation relating to such work and/or reflecting when it actually started being performed.

REQUEST FOR PRODUCTION 14: Please produce any documents or communications relating to, reflecting or constituting any binding agreements or contractual obligations which you contend represented the initial “commencement” of “construction” on the FutureGen project as those terms are defined in 40 C.F.R. §§ 52.21(b)(8) and 52.21(b)(9).

REQUEST FOR PRODUCTION 15: Please produce any documents or communications relating to or reflecting any and all actual on-site construction work associated with the FutureGen project which you contend was part of an continuous program of actual on-site construction on the FutureGen project, to be completed within a reasonable time, within the meaning of 40 C.F.R. § 52.21(b)(9)(i) and 40 C.F.R. § 52.21(b)(9)(r)(2), including, without limitation, all documents and communications reflecting descriptions of such work and any contracts, bills, invoices, time records, payment records, and any other documentation relating to

such work and/or reflecting when such work was performed, including all start and stop dates and times for any such work.

REQUEST FOR PRODUCTION 16: Please produce any documents which you intend to rely on or utilize in any fashion in this proceeding which were not previously submitted to IEPA in support of the application for the construction permit.

Respectfully submitted,

DATED: October 28, 2014

/s/ Eric Schwing
Eric M. Schwing
Attorney at Law
1100 South 5th Street
Springfield, IL 62703
(217) 544-4440
Email: eric.schwing@comcast.net

/s/ Eva Schueller
Sierra Club Environmental Law Program
85 Second St., Second Floor
San Francisco, CA 94105
(415) 977-5637
Email: eva.schueller@sierraclub.org

/s/ William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola St.
Jacksonville, FL 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

**Attorneys for Complainant
Sierra Club**

EXHIBIT 2

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

In the matter of:

SIERRA CLUB,)	
)	
Complainant,)	
)	
v.)	
)	PCB No. 2014-134
AMERENENERGY MEDINA VALLEY)	(Enforcement)
COGEN, LLC)	
)	
and)	
)	
FUTUREGEN INDUSTRIAL ALLIANCE)	
INC.,)	
)	
Respondents.)	

**COMPLAINANT SIERRA CLUB'S FIRST SET OF REQUESTS FOR PRODUCTION
TO RESPONDENT FUTUREGEN INDUSTRIAL ALLIANCE, INC.**

**To: Dale Johnson, WSBA #26629
 Van Ness Feldman LLP
 719 Second Avenue, Suite 1150
 Seattle, Washington 98104
 Attorney for Respondent
 FutureGen Industrial Alliance, Inc.**

Pursuant to Illinois Administrative Code §§ 101.614 and 101.616 and Illinois Supreme Court Rules 201 and 214, Complainant Sierra Club requests that Respondent FutureGen Industrial Alliance, Inc. produce the following documents for purposes of inspection and copying at the office of Eric M. Schwing, Attorney at Law, 1100 South 5th Street, Springfield, Illinois 62703 within twenty-eight (28) days. Furthermore, in accordance with Illinois Supreme Court Rule 214(c), Respondent FutureGen Industrial Alliance, Inc. shall also furnish an affidavit stating whether the production is complete in accordance with each of the Requests made.

CERTIFICATE OF SERVICE

I, the undersigned, certify that I have served the attached Complainant Sierra Club's First Set of Requests for Production to Respondent FutureGen Industrial Alliance, Inc. and this CERTIFICATE OF SERVICE by FedEx and e-mail upon the following persons:

AMERENENERGY MEDINA
VALLEY COGEN, LLC
James Michael Showalter
Renee Cipriano
Ashley Thomson
Amy Antonioli
SCHIFF HARDIN LLP
233 South Wacker Drive, Suite 6600
Chicago, IL 60606-6473
312-258-5561
Email: mshowalter@schiffhardin.com

FUTUREGEN INDUSTRIAL
ALLIANCE, INC.
Dale N Johnson
Christopher D. Zentz
VAN NESS FELDMAN LLP
719 Second Avenue, Suite 1150
Seattle, WA 98104
206-623-9372
Email: dnj@vnf.com

Kyle Barry
Husch Blackwell LLP
118 South Fourth Street, Unit 101
Springfield, IL 62701
T: 217-670-1782
Email: kyle.barry@huschblackwell.com

DATED: October 28, 2014

/s/ William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola Street
Jacksonville, Florida 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

DEFINITIONS AND INSTRUCTIONS

I. DEFINITIONS

A. The terms “document” or “documents” mean all written, recorded, electronic or graphic material of every type and description, in whatever form, however produced or reproduced, including but not limited to all originals and all non-identical duplicates, copies or reproductions thereof, pleadings, responses to discovery, correspondence, email, letters, memoranda, agreements, contracts, letters of intent, maps, charges, credit reports, telex, cables, wires, telecopies, notes, notations, work papers, desk calendars, appointment journals, diaries, reports, recordings of telephone conversations or interviews, conferences or meetings, ledgers, notebooks, bank records, drafts, checks, negotiable or nonnegotiable instruments, leases, credit files, books of account, data compilations, affidavits, notices, microfilm, dictation, recordings, tape recordings, cassette recordings, photographs, films, videotapes, DVDs or cassettes, software, compact disks or floppy disks or diskettes, computer storage materials, including magnetic tapes, computer materials, purchase agreements or contracts, invoices, purchase orders, statements, monthly or annual reports of condition, and any notes, annotations, jottings, scribbings, file or routing marks or other indications added to any such document, and any drafts, preliminary versions, revisions, corrections and amendments thereof.

B. The term “person” shall include natural persons, proprietorships, corporations, associations, trusts, banking associations of all descriptions, savings and loan associations of all descriptions, public corporations, municipal corporations, state governments, local governments, governmental agencies, political subdivisions, partnerships, groups, associations and other businesses, professional or public organizations.

C. The terms “IEPA” refers to the Illinois Environmental Protection Agency and includes its attorneys, officers, agents, employees, directors, representatives, officials, departments, divisions, subdivisions, subsidiaries, and predecessors.

D. The term “communication” means any disclosure, transfer, or exchange of information or opinion, however made.

E. The terms “you,” “your,” “your company” or “FutureGen” refers to FutureGen Industrial Alliance, Inc. as well as its parent companies, subsidiaries, consultants, agents, and/or anyone acting for or on behalf of or under the control of FutureGen.

F. The term “Ameren” refers to AmerenEnergy Medina Valley Cogen, LLC and well as Ameren’s parent companies, subsidiaries, consultants, agents, and/or anyone acting for or on behalf of or under the control of Ameren.

G. The term “construction permit” refers to the minor source construction permit issued by the IEPA to FutureGen and AmerenEnergy Medina Valley Cogen, LLC on December 13, 2013.

H. The term “FutureGen Project” refers to the proposed construction of Boiler #7 and related equipment in Meredosia, Illinois.

I. The term “Meredosia Energy Center” refers to the entire electric generating power plant located in Meredosia, Illinois, including, without limitation, all the underlying real estate, units, equipment, and appurtenances associated therewith.

J. The terms “and” as well as “or” shall be construed either disjunctively or conjunctively, as necessary to bring within the scope of the Request all responsive materials which might otherwise be construed to be outside its scope.

K. The term “each” shall be construed to include the word “every” and “every” shall be construed to include the word “each.”

L. The terms “any” shall be construed to include the word “all” and “all” shall be construed to include the word “any.”

II. INSTRUCTIONS

A. In responding to these Requests for Production, please produce all documentation available to you at the time your responses are provided, including any and all documents within the possession of your attorneys, subordinates, employees, and agents.

B. Produce each document in its entirety, including all attachments, cover memoranda, and appendices, even if only a portion of the document is responsive to a request. Only one copy need be produced of identical documents that are responsive to more than one Request but please identify all requests to which the document is responsive.

C. References to the singular shall include the plural and references to the plural shall include the singular. References to the masculine gender includes the feminine and neuter genders.

D. The use of a verb in any tense shall be construed as the use of the verb in the past or present tenses whenever necessary to bring within the scope of any Request for Production all documents which might otherwise be construed as being outside the scope of any Request.

E. If privilege is claimed as a ground for not producing a responsive document or, if any request for production is otherwise objected to, describe the legal and factual basis for the claim of privilege or other objection to each Request for Production in sufficient detail so as to permit the adjudication of the validity of the claim of privilege or objection.

F. With respect to any electronically stored information (“ESI”), please provide such data in a form that does not require specialized or proprietary hardware or software, or provide it in a format that Sierra Club confirms it will be able to utilize. Please provide all Microsoft Excel spreadsheets and all AERMOD system files in their native, electronic format. By AERMOD system, we mean all of the programs used for AERMOD including, but not limited to AERMET, and AERMINUTE. For each data file provided, please include: a short narrative description of the contents of the file; translation of any coded fields; and the number of records in the file.

G. Pursuant to Illinois Supreme Court Rule 214(c), along with your responses to these Requests, you must also furnish an affidavit stating whether the production is complete in accordance with each of the Requests made.

H. Pursuant to Illinois Supreme Court Rule 214(d), you must seasonably supplement your response to any Request for Production if additional responsive documents, objects or tangible things subsequently come into your possession or control or become known to you or you otherwise subsequently learn that the response is in some material respect incomplete or incorrect.

III. REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1: Please produce a copy of each document you intend to introduce as an exhibit at the evidentiary hearing in this proceeding.

REQUEST FOR PRODUCTION NO. 2: Please produce all documents and communications relating or reflecting the current ownership of the Meredosia Energy Center and/or any portions of that plant.

REQUEST FOR PRODUCTION NO. 3: Please produce all documents and communications relating to or reflecting any completed or anticipated sales, transactions or transfers of ownership of the Meredosia Energy Center, either in whole or in part, which have occurred within five years prior to today's date or which are anticipated to occur within the next five years from today's date, including, without limitation, all documents or communications reflecting, representing or constituting any sales, transaction or transfer agreements or contracts governing the sale or transfer of ownership of the Meredosia Energy Center, either in whole or in part, to FutureGen.

REQUEST FOR PRODUCTION NO. 4: Please produce all documents and communications reflecting or containing emissions data from any emissions unit operated at the Meredosia Energy Center from November 9, 2004 through the date that all emissions units at that plant were permanently taken out of service, excluding any data publicly available on EPA's Clean Air Markets Database ("CAMD"), including, without limitation, any and all stack test reports and data associated with any emissions unit at the Meredosia Energy Center and all reports to any regulatory entity or agency or other person reflecting or relating to emissions from any emissions unit at the Meredosia Energy Center.

REQUEST FOR PRODUCTION NO. 5: Please produce all documents and communications relating to or reflecting any air modeling analyses or any other quantitative or qualitative air quality impacts analyses regarding the FutureGen project performed by any person or entity, including, without limitation, all modeling input and output files, meteorological data, and any communications or reports reflecting or relating to any air modeling analyses or air quality impact analyses.

REQUEST FOR PRODUCTION NO. 6: Please produce all documents and communications relating to the construction permit.

REQUEST FOR PRODUCTION NO. 7: Please produce all documents and communications relating to Sierra Club and Natural Resources Defense Council's comments regarding the draft construction permit, dated November 8, 2013.

REQUEST FOR PRODUCTION NO. 8: Please produce all documents and communications relating to any netting analyses related to the construction permit, including, without limitation, any draft documents, e-mails, correspondence and any related emissions data, estimates or calculations.

REQUEST FOR PRODUCTION NO. 9: Please produce all documents and communications relating in any manner to the construction permit, including, without limitation, all communications, e-mails, text messages, or any other correspondence to or from FutureGen, Ameren, IEPA or any other person or entity and all documents or data relating in any manner to the application for the construction permit or any aspect of the construction permit's issuance.

REQUEST FOR PRODUCTION NO. 10: Please produce all documents and communications reflecting or relating to any communications to or from any official, employee or representative of the U.S. EPA regarding the construction permit, including, without limitation, any e-mails, text messages, or any other type of correspondence.

REQUEST FOR PRODUCTION NO. 11: Please produce all documents and communications reflecting or relating to estimated sulfuric acid mist ("SAM") emissions from any and all elements of the FutureGen project, including, without limitations, any data, emission calculations or analysis of potential or expected SAM emissions from the FutureGen project.

REQUEST FOR PRODUCTION 12: Please produce any documents or communications which relate to, reflect or otherwise document the date on which you contend that “construction” on the FutureGen project “commenced” as those terms are defined in 40 C.F.R. §§ 52.21(b)(8) and 52.21(b)(9).

REQUEST FOR PRODUCTION 13: Please produce any documents or communications relating to or reflecting any and all work that you contend constituted the beginning of a continuous program of actual on-site construction of the FutureGen project, to be completed within a reasonable time, within the meaning of 40 C.F.R. § 52.21(b)(9)(i); including, without limitation, all documents and communications reflecting descriptions of such work and any contracts, bills, invoices, time records, payment records, and any other documentation relating to such work and/or reflecting when it actually started being performed.

REQUEST FOR PRODUCTION 14: Please produce any documents or communications relating to, reflecting or constituting any binding agreements or contractual obligations which you contend represented the initial “commencement” of “construction” on the FutureGen project as those terms are defined in 40 C.F.R. §§ 52.21(b)(8) and 52.21(b)(9).

REQUEST FOR PRODUCTION 15: Please produce any documents or communications relating to or reflecting any and all actual on-site construction work associated with the FutureGen project which you contend was part of an continuous program of actual on-site construction on the FutureGen project, to be completed within a reasonable time, within the meaning of 40 C.F.R. § 52.21(b)(9)(i) and 40 C.F.R. § 52.21(b)(9)(r)(2), including, without limitation, all documents and communications reflecting descriptions of such work and any contracts, bills, invoices, time records, payment records, and any other documentation relating to

such work and/or reflecting when such work was performed, including all start and stop dates and times for any such work.

REQUEST FOR PRODUCTION 16: Please produce any documents which you intend to rely on or utilize in any fashion in this proceeding which were not previously submitted to IEPA in support of the application for the construction permit.

Respectfully submitted,

DATED: October 28, 2014

/s/ Eric Schwing
Eric M. Schwing
Attorney at Law
1100 South 5th Street
Springfield, IL 62703
(217) 544-4440
Email: eric.schwing@comcast.net

/s/ Eva Schueller
Sierra Club Environmental Law Program
85 Second St., Second Floor
San Francisco, CA 94105
(415) 977-5637
Email: eva.schueller@sierraclub.org

/s/ William J. Moore, III
William J. Moore, III, P.A.
1648 Osceola St.
Jacksonville, FL 32204
(904) 685-2172
Email: wmoore@wjmlaw.net

**Attorneys for Complainant
Sierra Club**