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AMEREN CORP
Form DEF 14A
March 15, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant (X)

Filed by a Party other than the Registrant ()

Check the appropriate line:

Preliminary Proxy Statement
 Confidential, for use of the Commission only (as permitted by Rule
14a-6(e) (2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Section 240.14a-11(c) or Section
240.14a-12

AMEREN CORPORATION
(Name of Registrant as Specified in its Charter)

Name of Person(s) Filing Proxy Statement, if other than the Registrant

Payment of Filing Fee (Check the appropriate line):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i) (4)
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1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed
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1) Amount previously paid:

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4) Date Filed:

[GRAPHIC OMITTED] [GRAPHIC OMITTED]

NOTICE OF ANNUAL MEETING OF
STOCKHOLDERS AND PROXY STATEMENT OF
AMEREN CORPORATION

Time: 9:00 A.M.
Tuesday
April 23, 2002

Place: Powell Symphony Hall
718 North Grand Boulevard
St. Louis, Missouri

IMPORTANT

Admission to the meeting will be by ticket only. If you plan to attend, please advise the Company in your proxy vote (by telephone or by checking the appropriate box on the proxy card). Persons without tickets will be admitted to the meeting upon verification of their stockholdings in the Company.

Please vote by proxy (via telephone or the enclosed proxy card) even if you own only a few shares. If you attend the meeting and want to change your proxy vote, you can do so by voting in person at the meeting.

AMEREN CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of

AMEREN CORPORATION

We will hold the Annual Meeting of Stockholders of Ameren Corporation at Powell Symphony Hall, 718 North Grand Boulevard, St. Louis, Missouri, on Tuesday, April 23, 2002, at 9:00 A.M., for the purposes of

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- (1) electing Directors of the Company for terms ending in April 2003;
- (2) considering a stockholder proposal relating to a financial assessment of the costs of decommissioning the Callaway Nuclear Plant; and
- (3) acting on other proper business presented to the meeting.

The Board of Directors of the Company presently knows of no other business to come before the meeting.

If you owned shares of the Company's Common Stock at the close of business on March 11, 2002, you are entitled to vote at the meeting and at any adjournment thereof. All shareowners are requested to be present at the meeting in person or by proxy so that a quorum may be assured.

You may vote via telephone or, if you prefer, you may sign and return the enclosed proxy card in the enclosed envelope. Your prompt vote by proxy will reduce expenses. Instructions for voting by telephone are included with this mailing. If you attend the meeting, you may revoke your proxy by voting in person.

By order of the Chairman and the Board of Directors.

STEVEN R. SULLIVAN
Secretary

St. Louis, Missouri
March 15, 2002

PROXY STATEMENT OF AMEREN CORPORATION
(First sent or given to stockholders March 15, 2002)

Principal Executive Offices:
One Ameren Plaza
1901 Chouteau Avenue, St. Louis, MO 63103

This solicitation of proxies is made by the Board of Directors of Ameren Corporation (the "Company" or "Ameren") for the Annual Meeting of Stockholders of the Company to be held on Tuesday, April 23, 2002, and at any adjournment thereof.

As a result of a merger effective December 31, 1997 (the "Merger"), the Company is a holding company, the principal first tier subsidiaries of which are Union Electric Company, d/b/a AmerenUE ("Union Electric"), Central Illinois Public Service Company, d/b/a AmerenCIPS ("CIPS"), Ameren Services Company ("Ameren Services"), AmerenEnergy Resources Company ("AER"), and AmerenEnergy, Inc.

VOTING

Who Can Vote

The accompanying proxy card represents all shares registered in the name(s) shown thereon, including shares in the Company's DRPlus Plan. Participants in the Ameren Corporation Savings Investment Plans and the Ameren Corporation Long-Term Incentive Plan of 1998 will receive separate proxies for shares in such plans.

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Only stockholders of record at the close of business on the Record Date, March 11, 2002, are entitled to vote at the meeting. In order to conduct the meeting, holders of more than one-half of the outstanding shares must be present in person or represented by proxy so that there is a quorum. The voting securities of the Company on March 5, 2002 consisted of 143,169,989 shares of Common Stock. It is important that you vote promptly so that your shares are counted toward the quorum.

In determining whether a quorum is present at the meeting, shares registered in the name of a broker or other nominee, which are voted on any matter, will be included. In tabulating the number of votes cast, withheld votes, abstentions, and non-votes by banks and brokers are not included.

The Board of Directors has adopted a confidential voting policy for proxies.

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How You Can Vote

By Proxy. Before the meeting, you can give a proxy to vote your shares of the Company's Common Stock in one of the following ways:

- by calling the toll-free telephone number; or
- by completing and signing the enclosed proxy card and mailing it in time to be received before the meeting.

The telephone voting procedure is designed to confirm your identity and to allow you to give your voting instructions. If you wish to vote by telephone, please follow the enclosed instructions.

If you mail us your properly completed and signed proxy card, or vote by telephone, your shares of the Company's Common Stock will be voted according to the choices that you specify. If you sign and mail your proxy card without marking any choices, your proxy will be voted as recommended by the Board - FOR the Board's nominees for Director Item (1) and AGAINST Item (2). On any other matters, the named proxies will use their discretion.

In Person. You may come to the meeting and cast your vote there. Only stockholders of record at the close of business on the Record Date, March 11, 2002, are entitled to vote at the meeting.

How You Can Revoke Your Proxy

You may revoke your proxy at any time after you give it and before it is voted by delivering either a written revocation or a signed proxy bearing a later date to the Secretary of the Company or by voting in person at the meeting.

ITEMS TO BE CONSIDERED

Item (1): Election of Directors

The Board of Directors currently has fourteen members. With the retirement from the Board of Mrs. Janet McAfee Weakley under the Company's age policy for directors, thirteen directors are to be elected at the meeting to serve until the next annual meeting of stockholders and until their successors are elected and qualified. The nominees designated by the Board of Directors are listed

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below with information about their principal occupations and backgrounds.

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WILLIAM E. CORNELIUS

Retired Chairman of the Board of Directors and Chief Executive Officer of Union Electric. Mr. Cornelius joined Union Electric in 1962, held several management positions, and became President in 1980. In 1988 he was elected Chairman of the Board and served in that capacity until his retirement in 1994. He is a member of the Executive and Contributions Committees of the Board of Directors. Director of the Company since 1997. Other directorships: GenAmerica Financial Corporation. Age: 70.

CLIFFORD L. GREENWALT

Retired Vice Chairman of the Company and retired President and Chief Executive Officer of CIPSCO Incorporated and CIPS. Mr. Greenwalt joined CIPS in 1963, was elected a senior vice president in 1980, and was named President and CEO in 1989. Mr. Greenwalt is a member of the Executive and Contributions Committees of the Board. Director of the Company since 1997. Age: 69.

THOMAS A. HAYS

Retired Deputy Chairman of The May Department Stores Company, a nationwide retailing organization. Mr. Hays joined the May organization in 1969. He served as Vice Chairman from 1982 to 1985 and President from 1985 to 1993, when he became Deputy Chairman. He is a member of the Executive and Human Resources Committees of the Board. Director of the Company since 1997. Other directorships: Leggett & Platt Incorporated. Age: 69.

THOMAS H. JACOBSEN

Former Chairman of the Board, Firststar Corporation, a bank holding company. Mr. Jacobsen was elected Chief Executive Officer of Mercantile Bancorporation Inc., a bank holding company, in 1989 and became Chairman of Firststar Corporation upon Mercantile's merger with Firststar in 1999. He was elected to directorship with U.S. Bancorporation upon its merger with Firststar in 2001. He is a member of the Auditing Committee of the Board. Adviser to the Company's Board from 1997 until he was elected Director of the Company's Board in 2001. Other directorships: U.S. Bancorporation; Trans World Airlines. Age: 62.

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RICHARD A. LIDDY

Retired Chairman of GenAmerica Financial Corporation, which provides life, health, pension, annuity and related insurance products and services. Mr. Liddy joined GenAmerica as President and Chief Operating Officer in 1988 and became Chairman of GenAmerica Financial Corporation in 1995. Mr. Liddy is a member of the Auditing and Human Resources Committees of the Board. Director of the Company since 1997. Other directorships: Brown Shoe Company, Inc.; Ralcorp Holdings Inc.; Energizer Holdings, Inc.; Reinsurance Group of America. Age: 66.

GORDON R. LOHMAN

Retired Chairman and Chief Executive Officer of AMSTED Industries Incorporated, Chicago, Illinois, a manufacturer of railroad, construction, and general

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industrial products. Mr. Lohman was elected President of AMSTED Industries in 1988 and became Chief Executive Officer in 1990 and Chairman in 1997. Mr. Lohman is a member of the Executive and Human Resources Committees of the Board of Directors. Director of the Company since 1997. Other directorships: Fortune Brands, Inc. Age: 67.

RICHARD A. LUMPKIN

Chairman, President and Chief Executive Officer of Illinois Consolidated Telephone Company, Mattoon, Illinois and Vice Chairman of McLeodUSA Incorporated. Mr. Lumpkin was elected Treasurer of Illinois Consolidated Telephone Company in 1968, President in 1977, and was named to his present position in 1990. As a result of a September 1997 merger, he also serves as Vice Chairman of McLeodUSA Incorporated. In order to complete a recapitalization, McLeodUSA Incorporated filed, in January 2002, a prenegotiated plan of reorganization through a Chapter 11 bankruptcy petition filed in the United States Bankruptcy Court for the District of Delaware. Mr. Lumpkin is a member of the Auditing Committee of the Board. Director of the Company since 1997. Other directorships: McLeodUSA; First Mid-Illinois Bancshares, Inc.; First Mid-Illinois Bank & Trust. Age: 67.

JOHN PETERS MacCARTHY

Retired Chairman and Chief Executive Officer of Boatmen's Trust Company, which conducted a general trust business. Prior to being elected to such position in 1988, he served as President and Chief Executive Officer of Centerre Bank, N.A. He is Chairman of the Human Resources and Nominating Committees of the Board and is a member of the Executive Committee. Director of the Company since 1997. Other directorships: Brown Shoe Company, Inc. Age: 68.

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HANNE M. MERRIMAN

Principal in Hanne Merriman Associates, Washington, D.C., retail business consultants. Ms. Merriman is a member of the Contributions and Nominating Committees of the Board. Director of the Company since 1997. Other directorships: Ann Taylor Stores Corporation; US Airways Group, Inc.; State Farm Mutual Automobile Insurance Co.; The Rouse Company; T. Rowe Price Mutual Funds; Finlay Enterprises, Inc. Age: 60.

PAUL L. MILLER, JR.

President and Chief Executive Officer of P. L. Miller & Associates, a management consultant firm which specializes in strategic and financial planning for privately held companies and distressed businesses and in international business development. He is also a principal in a financial advisory firm for small to middle market companies. Mr. Miller has served as president of an international subsidiary of an investment banking firm, and for over 20 years was president of consumer product manufacturing and distribution firms. He is a member of the Auditing Committee of the Board. Director of the Company since 1997. Age: 59.

CHARLES W. MUELLER

Chairman and Chief Executive Officer of the Company, Union Electric and Ameren Services. Mr. Mueller began his career with Union Electric in 1961 as an engineer. He was named Treasurer in 1978, Vice President-Finance in 1983, Senior Vice President-Administrative Services in 1988, President in 1993 and Chief Executive Officer in 1994. Mr. Mueller was elected Chairman, President and Chief Executive Officer of Ameren upon the Merger. He relinquished his position as

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President of Ameren, Union Electric and Ameren Services in 2001. He is a member of the Executive and Contributions Committees of the Board. Director of the Company since 1997. Mr. Mueller is Chairman of the Federal Reserve Bank of St. Louis. Other directorships: Union Electric (since 1993); CIPS (since 1997); Angelica Corporation. Age: 63.

HARVEY SALIGMAN

Partner of Cynwyd Investments, a family real estate partnership. Mr. Saligman also served in various executive capacities in the consumer products industry for more than 25 years. He is Chairman of the Auditing Committee of the Board. Director of the Company since 1997. Age: 63.

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JAMES W. WOGSLAND

Retired Vice Chairman of Caterpillar, Inc. Mr. Wogsland was elected Executive Vice President and director of Caterpillar in 1987. He served as Vice Chairman and director from 1990 until his retirement in 1995. Mr. Wogsland is a member of the Auditing Committee of the Board. Director of the Company since 1997. Age: 70.

The thirteen nominees for Director who receive the most votes will be elected.

The Board of Directors knows of no reason why any nominee will not be able to serve as a Director. If, at the time of the Annual Meeting, any nominee is unable or declines to serve, the proxies may be voted for a substitute nominee approved by the Board.

Board Meetings, Age Policy, Board Committees and Directors' Compensation

Board Meetings - During 2001, the Board of Directors met seven times. All nominees attended at least 75% of the meetings of the Board and the Board Committees of which they were members, and aggregate attendance of the nominees as a group exceeded 91%.

Age Policy - Directors who attain age 72 prior to the date of an annual meeting cannot be designated as a nominee for election at such annual meeting. Director Janet McAfee Weakley is completing her Board service at the Annual Meeting pursuant to this age policy. In addition, the eligibility of former employees, except for an employee who has been elected Chief Executive Officer of Ameren, Union Electric or CIPS, is limited to the date upon which they retire, resign or otherwise sever active employment with the respective company.

Board Committees - The Board of Directors has standing Auditing, Contributions, Executive, Human Resources and Nominating Committees, the members of which are identified in the biographies above. The Auditing, Human Resources and Nominating Committees are comprised entirely of outside directors. Each of the members of the Auditing Committee is independent as defined by the New York Stock Exchange listing standards.

The general functions of the Auditing Committee include: (1) reviewing, with management and the independent accountants, the adequacy of the Company's system of internal accounting controls; (2) reviewing the scope and results of the annual examination and other services performed by the independent accountants; (3) reviewing, with management and the independent accountants, the

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Company's annual audited financial statements and recommending to the Board the inclusion of such financial statements in the Company's Annual Report on SEC Form 10-K; (4) recommending to the Board the appointment of independent accountants and approving fees for the services they perform; and (5) reviewing the scope of audits and annual budget of the Company's internal audit department. The Board of Directors has adopted a written charter for the Auditing Committee, which was included as an appendix to the proxy statement for the 2001 Annual Meeting of Stockholders. The Auditing Committee held four meetings in 2001.

The Contributions Committee makes policies and recommendations with respect to charitable and other contributions. The Contributions Committee held three meetings in 2001.

The Executive Committee has such duties as may be delegated to it from time to time by the Board and has authority to act on most matters concerning management of the business during intervals between Board meetings. The Executive Committee held one meeting in 2001.

The Human Resources Committee considers the qualifications of executive personnel and recommends changes therein, considers or recommends salary adjustments for certain employees and considers and acts on important policy matters affecting Company personnel. The Human Resources Committee held six meetings in 2001.

The Nominating Committee considers and recommends for Board approval candidates for the Board of Directors, as recommended by management, other members of the Board, stockholders and other interested parties. The Nominating Committee held two meetings in 2001.

For information about the Company's corporate strategic planning process, including the Board's involvement in such process, please visit the Company's home page on the internet - <http://www.ameren.com>

Directors' Compensation - Directors who are employees of the Company do not receive compensation for their services as a Director.

Each Director who is not an employee of the Company receives an annual retainer of \$20,000, an annual award of 400 shares of the Company's Common Stock and a fee of \$1,000 for each Board meeting and each Board Committee meeting attended.

An optional deferred compensation plan available to Directors permits non-employee Directors to defer all or part of their annual retainer and meeting

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fees. Deferred amounts, plus an interest factor, are used to provide payout distributions following completion of Board service and certain death benefits. Costs of the deferred compensation plan are expected to be recovered through the purchase of life insurance on the participants, with the Company being the owner and beneficiary of the insurance policies.

Item (2): Stockholder Proposal Relating to a Financial Assessment of the Costs of Decommissioning the Callaway Nuclear Plant

Proponents of the stockholder proposal described below notified the Company of their intention to attend the 2002 Annual Meeting to present the proposal for consideration and action. The names and addresses of the proponents and the

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number of shares they hold will be furnished by the Secretary of the Company upon receipt of any oral or written request for such information.

WHEREAS: Ameren is responsible for and liable for the ultimate dismantling of the Callaway Nuclear Power Plant and the return of the plant site to its original, non-radioactive condition;

Callaway's Nuclear Regulatory Commission license would allow the plant to operate for a total of 40 years (until 2024); however, accidents and/or age-related degradation of vital safety components have caused reactors to be shut down years before their licenses' expiration;

The longer Callaway operates, the greater will be the accumulation of radioactivity, and the higher will be the radiation fields within which demolition workers will have to work to dismantle the plant, thereby increasing costs, liability, and occupational hazards;

The longer Callaway operates, the greater will be the accumulation of irradiated fuel rods which must be stored at the plant in a fuel pool or dry casks requiring surveillance and maintenance into the indefinite future. The fuel rods may someday be transported to a federal deep-geologic repository, but to date no permanent disposal facility has been constructed and may never be;

Chelating agents, used in the chemical decontamination of nuclear plants to dissolve radioactive corrosion products in the reactor vessel, coolant systems, piping and other components, are known to cause the accelerated migration of dissolved radioactive wastes out of burial trenches into the surrounding environment;

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We believe that no safe technology exists as yet for the remote-controlled segmenting of Callaway's 330-ton, 40-foot-high reactor vessel - contaminated with substances that will remain radioactive for thousands of years and longer;

Even if safe technologies were to be developed for the dismantling of the Callaway buildings and reactor vessel, no safe disposal site may ever be found for these radioactive wastes, and no railroad or other transportation corridors may exist which would be deemed acceptable to the public;

Estimates for decommissioning a reactor the size of Callaway range from \$130 million to \$3 billion, according to a 1988 U.S. Government Accounting Office report.

RESOLVED: the shareholders request that Ameren provide for shareholders a financial assessment of the comparative costs of decommissioning Callaway before its 40-year operating license expires versus the costs of operating it for the full licensed duration, including such costs as:

- the stockpiling of dangerous radioactive wastes for which no safe solution may ever be found, and for which Ameren may remain morally and financially liable for an indefinite time;
- the need for an increasing number of workers to repair or replace worn-out, embrittled, malfunctioning or obsolete components in locations within the plant that become more radioactive as the plant ages;
- increased security costs to address potential terrorist attacks and the costs of potential accidents with resulting widespread contamination;

and provide a summary of this assessment in the next annual report, and provide a copy of the full assessment to shareholders on request.

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SUPPORTING STATEMENT

We believe an assessment of these comparative costs is essential for realistic and responsible economic and ethical planning.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ITEM (2).

In light of the extensive information on estimated decommissioning costs currently available, the Board is of the opinion that developing additional

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information in the form requested is unnecessary and would increase expenses without a commensurate increase in relevant information.

- o Information on decommissioning costs estimates is included in the Company's published financial statements;
- o The Missouri Public Service Commission requires updated decommissioning cost studies every three years, and copies of the studies are available to the public;
- o Nuclear Regulatory Commission regulations require the Company to fund decommissioning of Callaway Plant at prescribed levels, which are reviewed and updated periodically;
- o Internal Reviews are made annually.

Contrary to assumptions and assertions included in the proposal -

- o Radiation dose to workers in 2001 was at an all-time low, even after more than 17 years of operation;
- o The range of decommissioning cost estimates for other nuclear plants similar to Callaway is consistent with our estimate;
- o The performance of vital safety components is not allowed to degrade and, with proper maintenance, age does not threaten continued plant operation;
- o As stated in the government's General Accounting Office report referred to in the proposal, "Technology exists to decommission nuclear power plants";
- o Through use of advanced technologies, decommissioning after 40 or more years of operation will not result in higher occupational hazards to workers.

The Board believes that, in the absence of any compelling reasons to make additional studies of Callaway decommissioning costs, additional expenditures for such information would be imprudent, and therefore recommends voting AGAINST ITEM (2).

Passage of the proposal requires the affirmative vote of a majority of the votes cast.

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Item (3): Other Matters

The Board of Directors does not know of any matter, other than the election of Directors and the proposals set forth above, which may be presented to the meeting.

SECURITY OWNERSHIP

Based on a Schedule 13G filed with the Securities and Exchange Commission on February 11, 2002, AXA Financial, Inc., 1290 Avenue of the Americas, New York, NY 10104, had sole or shared dispositive power over 6,899,706 shares of the Company's Common Stock and sole or shared voting power over 4,303,270 shares. The total reported shares represented approximately 4.99% of the outstanding Common Stock of the Company on December 31, 2001 and February 1, 2002. Also filed on February 11, 2002, was an amendment to a Schedule 13G, for Capital Research and Management Company, 333 South Hope Street, Los Angeles, California 90071, which reported sole dispositive power over 7,437,800 shares of the Company's Common Stock and no voting power with respect to any such shares. The total reported shares represented approximately 5.39% of the outstanding Common Stock of the Company on December 31, 2001 and 5.38% of the outstanding shares on February 1, 2002. Pursuant to Rule 13d-4, Capital Research and Management Company disclaimed beneficial ownership of the reported shares.

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SECURITY OWNERSHIP OF MANAGEMENT

Shares of Common Stock
of the Company
Beneficially Owned