

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

Liberty Utilities Co.	)	
Kentucky Power Company	)	Docket No. EC22-26-000
AEP Kentucky Transmission Company, Inc.)	)	
	)	

**MOTION TO INTERVENE AND COMMENTS OF  
PJM INTERCONNECTION, L.L.C.**

Pursuant to Rules 212 and 214 of the Federal Energy Regulatory Commission’s (“Commission”) Rules of Practice and Procedure, 18 C.F.R. §§ 385.212 and 385.214, PJM Interconnection, L.L.C. (“PJM”) respectfully files this Motion to Intervene and Comments to the Joint Application For Authorization Under Section 203 of the Federal Power Act for Disposition Jurisdictional Facilities (“Application”) filed by Kentucky Power Company (“Kentucky Power”), and AEP Kentucky Transmission Company, Inc. (“Kentucky TransCo” and, collectively with Kentucky Power, the “Acquired Companies”) and Liberty Utilities Co. (“Liberty”) (The Acquired Companies together with Liberty are collectively referred to as the “Applicants”).

**I. MOTION TO INTERVENE**

PJM is a Commission established independent system operator and Regional Transmission Organization.<sup>1</sup> PJM is a transmission provider under, and the administrator of, the PJM Open Access Transmission Tariff (“Tariff”) and coordinates the movement of wholesale electricity in the PJM Region.

The Application requests authorization for the disposition of jurisdictional facilities that will result from the acquisition of all issued and outstanding common shares

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<sup>1</sup> *Pennsylvania-New Jersey-Maryland Interconnection*, 81 FERC ¶ 61,252 (1997), *reh’g denied*, 92 FERC ¶ 61,282 (2000); *PJM Interconnection, L.L.C.*, 101 FERC ¶ 61,345 (2002).

of the Acquired Companies from American Electric Power Company, Inc. (“AEP”) and AEP Transmission Company, LLC (“AEP TransCo”) by Liberty (the “Transaction”).<sup>2</sup> Upon closing of the Transaction, Liberty will own 100% of the common stock of both Kentucky Power and Kentucky TransCo, and Kentucky Power and Kentucky TransCo will be wholly-owned subsidiaries of Liberty.<sup>3</sup> Liberty, is an indirect, wholly-owned subsidiary of Algonquin Power & Utilities Corp. (“Algonquin”). Algonquin is a diversified electric power generation and utility infrastructure company with a head office in Oakville, Ontario. Algonquin is a publicly traded company on the New York Stock Exchange and Toronto Stock Exchange (symbol, AQN).

All of Kentucky Power’s and Kentucky TransCo’s assets are within the PJM Region and subject to PJM’s functional control. The Applicants state that both Kentucky Power and Kentucky TransCo’s transmission facilities will remain subject to the PJM Tariff and under the functional control of PJM.<sup>4</sup>

Based on the foregoing PJM has an independent interest in this proceeding that no other party can represent adequately.

## **II. COMMENTS**

PJM has been and will continue to work cooperatively with the Applicants to facilitate compliance with PJM’s Governing Agreements and Manuals both prior to and after the Transaction closes. Based on the information in the Application, upon closing Kentucky Power and Kentucky TransCo will be wholly-owned subsidiaries of Liberty. Since Liberty is an indirect, wholly-owned subsidiary of Algonquin, Algonquin will be

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<sup>2</sup> Application, Page 1.

<sup>3</sup> Application, Page 15.

<sup>4</sup> Application, Page 20, and Exhibit J, Testimony of Dr. Matt E. Arenchild, page 7.

the ultimate parent company of Kentucky Power and Kentucky TransCo when the Transaction closes. While Kentucky Power and Kentucky TransCo will continue to be PJM Members with Algonquin as its new ultimate corporate parent, it will be necessary to ensure PJM's membership records are updated to reflect new affiliates post-closing consistent with the Member's obligations under the Tariff and the Amended and Restated Operating Agreement of PJM Interconnection, L.L.C. ("Operating Agreement"), including but not limited to Operating Agreement, section 11.3.1, and Tariff, Attachment Q, Credit Policy.

Moreover, PJM will facilitate amendments to the PJM Governing Agreements which may be required as a result of name changes for the PJM Members acquired by Liberty. Similarly, PJM will facilitate filing any needed amendments to all impacted service agreements including generator interconnection service agreements, point-to-point transmission service agreements, and network integration transmission service agreements.

Pursuant to the Stock Purchase Agreement by and Among American Electric Power Company, Inc., AEP Transmission Company, LLC, and Liberty Utilities Co. ("Stock Purchase Agreement"),<sup>5</sup> the Applicants agreed as follows:

In furtherance of the actions specified in Section 4.8(a) of the Sellers Disclosure Letter and as described in Section 4.8(b) of the Sellers Disclosure Letter, on and after the Closing, Purchaser shall cause (i) Kentucky Power to maintain itself as a "Load Serving Entity" under the PJM Market Rules until the completion of all remaining "Planning Periods" (as defined in the PJM Market Rules) for which Kentucky Power has committed to jointly participate in a "Fixed Resource Requirement Alternative" (as defined in the PJM Market Rules) with Affiliates of AEP and (ii) for the period specified in clause (i), Kentucky Power's transmission

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<sup>5</sup> Application, Exhibit I.

assets to remain included in the “AEP Zone” in accordance with Attachment H-14 of the PJM Tariff.<sup>6</sup>

PJM will work with Liberty, Kentucky Power, and Kentucky TransCo to ensure that replacement Load Serving Entity obligations under the Reliability Assurance Agreement Among Load Serving Entities in the PJM Region are in place at the end of the applicable period. Also, at that time PJM will facilitate Commission rate filings as needed for Kentucky Power’s transmission assets.

## **II. CORRESPONDENCE AND COMMUNICATIONS**

Pursuant to 18 C.F.R. § 385.203 (b)(3), PJM designates the following persons as those to receive all notices and communications with respect to this proceeding:

Steven R. Pincus  
Associate General Counsel  
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## **III. CONCLUSION**

For the reasons stated above, PJM respectfully requests that the Commission grant this Motion to Intervene, accept and consider the comments provided herein and afford PJM all the rights of a party to this proceeding.

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<sup>6</sup> Stock Purchase Agreement, section 4.8(b).

Respectfully submitted,

*/s/ Steven R. Pincus*

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Dated: January 11, 2022

**CERTIFICATE OF SERVICE**

I hereby certify that I this day served the foregoing document upon each person designated on the official service list compiled by the Secretary in this proceeding.

Dated at Audubon, PA this 11<sup>th</sup> day of January 2022.

/s/ Steven R. Pincus

Steven R. Pincus  
Associate General Counsel