

Mid-Atlantic MCN, LLC
Pre-Qualification for Designated Entity Status

September 30, 2015

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1. Introduction

Mid-Atlantic MCN, LLC (Mid-Atlantic MCN) is a fully qualified transmission development organization that has been formed with the sole purpose to develop, construct, own, operate, and maintain transmission projects for the benefit of Public Power members (including municipals, joint action agencies, and cooperatives) throughout the PJM footprint. Mid-Atlantic MCN and its sister organizations are qualified and active transmission developers in the Midcontinent ISO (MISO), as Midcontinent MCN, LLC and Southwest Power Pool (SPP), as South Central MCN, LLC. Mid-Atlantic MCN, Midcontinent MCN and South Central MCN are all wholly-owned subsidiaries of GridLiance Heartland LLC, which rolls up to GridLiance Holdco, controlled by a general partner called GridLiance GP LLC.

Mid-Atlantic MCN is the nation's first competitive transmission company focused on collaborating with the Public Power sector to co-develop and co-own electric transmission facilities within the PJM footprint. Mid-Atlantic MCN's business model is focused on cost containment and maintaining low overhead, as such it conducts much of its planning, engineering, design, construction, operations and maintenance through alliances, partnerships, and 3rd party contracts.

Mid-Atlantic MCN and GridLiance have oversight and financial support from Blackstone Group LP (Blackstone), one of the world's leading investment firms. Blackstone has a long history of successfully investing in energy infrastructure projects that deliver significant public benefits, including projects that lower generation costs, improve reliability and are environmentally friendly. Through Blackstone Energy Partners and Blackstone Capital Partners, GridLiance will have substantial committed capital available to invest in new transmission projects around the country to deliver energy security to America.

As evidenced by this application, Mid-Atlantic MCN is well positioned and has the capabilities necessary to be pre-qualified as a designated entity in accordance with the PJM Operating Agreement.

2. Name and Address of the Entity

Corporate Name:

Mid-Atlantic MCN, LLC

Corporate Address:

2 North La Salle Street, Suite 420, Chicago, IL 60602

Primary Point of Contact:

Carl A. Huslig
Senior Vice President Business Development
(816) 492-2010
chuslig@gridliance.com

Alternate Point of Contact:

Noman L. Williams
Senior Vice President, Engineering & Operations and Chief Operating Officer
(785) 259-5110
nwilliams@gridliance.com

3. The Technical and Engineering Qualifications of the Entity or its Affiliate, Partner, or Parent Company

Mid-Atlantic MCN, with its internal personnel and through its agreements with third parties, including Public Power partners, legal and consulting firms, engineering companies, and construction companies, has access to the technical and engineering capabilities necessary to successfully sponsor projects in the PJM region.

At the core of Mid-Atlantic MCN's qualifications is its executive management team, which has decades of experience managing the siting, permitting, engineering, procurement and construction of transmission projects. The management team consists of the following (resumes are included in Appendix A of this document):

- President and CEO: Edward M. Rahill.
- Senior Vice President, Engineering & Operations and Chief Operating Officer: Noman L. Williams.
- Senior Vice President Business Development: Carl A. Huslig.
- Senior Vice President, General Counsel and Secretary: N. Beth Emery.
- Vice President, Regulatory and Compliance: Trent A. Carlson.
- Director, Transmission Planning: Jody Holland.

Successful competitive transmission development requires being able to manage a large number of major contractors, consultants, and suppliers. Mid-Atlantic MCN leverages its in-house experience and capabilities with major contractors, consultants and suppliers. Mid-Atlantic MCN combines individual contractor selection with alliance arrangements, based on the experience and qualifications of the contractors relative to the requirements of each individual project.

Mid-Atlantic MCN executives will manage a team of capable and competent internal resources and third party firms, with experience in transmission planning and engineering. Mid-Atlantic MCN has already entered into agreements with or engaged the following third parties (capabilities and experience included in Appendix B of this document):

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Each of these entities brings proven experience, capabilities and competencies needed to provide technical and engineering services to Mid-Atlantic MCN as required by PJM in its designated entity pre-qualification process. Consequently, Mid-Atlantic MCN is well positioned to participate in PJM's competitive regional transmission expansion planning processes.

4. The Demonstrated Experience of the Entity or its Affiliate, Partner, or Parent Company to Develop, Construct, Maintain, and Operate Transmission Facilities, Including a List or Other Evidence of Transmission Facilities the Entity, its Affiliate, Partner, or Parent Company Previously Developed, Constructed, Maintained, or Operated

Mid-Atlantic MCN has been formed with a focus on developing, constructing, owning, operating, and maintaining transmission projects that benefit Public Power utilities (municipals, joint action agencies, and cooperatives) within the PJM footprint. Over the past year and a half, Mid-Atlantic MCN and its sister companies have successfully grown their business from a start-up in 2013 to the flourishing entity that it has become today. Since its inception, South Central MCN and Midcontinent MCN have entered into three transmission co-development agreements with Public Power utilities located in the Southwest Power Pool, Inc. (SPP) and Midcontinent Independent System Operator (MISO) and reached definitive purchase agreements for the electric transmission systems of two utilities headquartered in Missouri and Oklahoma.

As a newly formed entity, Mid-Atlantic MCN does not have a resume of developed, constructed, maintained and/or operated transmission facilities. However, the senior management team of Mid-Atlantic MCN has decades of demonstrated development, construction, maintenance, and operations transmission experience as identified below.

Ed Rahill, President and CEO

A. Transmission Project Development at ITC Holdings, LLC and Affiliates

1. The acquisition, integration, and upgrade of the Michigan Electric Transmission Company (METC) and Alliant Energy transmission systems
2. Development activities for the Green Power Express, a proposed \$12 Billion project to transport renewable power from the Upper Midwest to Eastern loads
3. The Michigan Thumb loop project
4. The Iowa 34.5 kV rebuild
5. "Hugo-Valiant," a 19-mile, 345 kV project between Hugo and Valliant, Oklahoma, placed in service in the summer of 2012
6. "KETA Project," a 180-mile, 345 kV project between Spearville, Kansas, and Axtell, Nebraska, placed in service in December of 2012
7. "Kansas V Plan," an almost 200-mile double circuit 345 kV line, placed in service in 2014

Noman Williams, Senior Vice President and COO

A. Transmission Project Development – at Sunflower Electric Power Corporation/Mid-Kansas Electric Company, LLC

1. Holcomb Tie-Line #4 - 5.5 miles of new 115 kV transmission line and breaker position addition at the Holcomb 115 kV substation
 - a. Design Engineer –
 - i. designed wood pole portion of line
 - ii. managed and oversaw the design by consultant the steel pole portion of line.
 - iii. Design lead for substation addition
 - iv. Oversaw engineering design for protection and control systems

- b. Project Manager
 - i. Developed and awarded contract for engaging engineering consultant for design and material specification
 - ii. Managed and developed material contracts and bidding process
 - iii. Developed and managed construction contract bidding and award
 - iv. On-site construction manager
 - v. Permitting
 - 1. Acted as agent for right-of-way acquisition
 - 2. Developed required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 3. Developed required State of Kansas permits (EL, CC)
 - 4. Developed storm water permits
 - vi. Managed final check-out and commissioning activities.
2. Sagebrush Relocation – 8 mile 115 kV transmission line rebuild, reconductor and relocation
 - a. Design Engineer –
 - i. Lead design engineer for project
 - b. Project Manager
 - i. Managed and developed material contracts and bidding process
 - ii. Managed construction activities of in-house construction
 - iii. Permitting
 - 1. Acted as agent for right-of-way acquisition
 - 2. Developed required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 3. Developed required State of Kansas permits (EL, CC)
 - 4. Developed storm water permits
 - iv. Managed final check-out and commissioning activities.
3. Pioneer Tap 115 kV breaker additions
 - a. Design Engineer –
 - i. Lead design engineer for substation physical work
 - ii. Oversaw substation electric design
 - b. Project Manager
 - i. Managed and developed material contracts and bidding process
 - ii. On-site construction manager
 - iii. Permitting
 - 1. Developed required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 2. Developed storm water permits
 - iv. Managed final check-out and commissioning activities.
4. Fletcher-Pioneer Project – 35 miles 115 kV transmission line with new Fletcher substation and modifications at Pioneer substation
 - a. Design Engineer –
 - i. Lead designed engineering for project
 - b. Project Manager
 - i. Developed routing alternative and hosted public meetings

- ii. Developed and awarded contract for engaging engineering consultant for design and material specification
 - iii. Managed and developed material contracts and bidding process
 - iv. Developed and managed construction contract bidding and award
 - v. On-site construction manager
 - vi. Permitting
 - 1. Acted as agent for right-of-way acquisition
 - 2. Developed required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 3. Developed required permits State of Kansas permits (EL, CC, crossing), county/local permits, railroad permits.
 - 4. Developed storm water permits
 - vii. Managed final check-out and commissioning activities.
- 5. Holcomb – Fletcher Project – 22 mile 115 kV transmission line rebuild and reconductor
 - a. Design Engineer –
 - i. Lead designed engineering for project
 - b. Project Manager
 - i. Developed routing alternative and host public meetings
 - ii. Developed and awarded contract for engaging engineering consultant for design and material specification
 - iii. Managed and developed material contracts and bidding process
 - iv. Developed and managed construction contract bidding and award
 - v. On-site construction manager
 - vi. Permitting
 - 1. Acted as agent for right-of-way acquisition
 - 2. Developed required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 3. Developed required permits State of Kansas permits (EL, CC, road crossing), county/local permits, railroad permits.
 - 4. Developed storm water permits
 - vii. Managed final check-out and commissioning activities.
- 6. Hickok 115 kV Substation Project – Construction of a new 115/69/13.2 substation with 3 - 115 kV line terminals, 115/69 transformer, 115/13.2 transformer, 1 – 69 kV line terminal, 3.5 miles of new double circuit 115 kV transmission and 2.0 miles of new double circuit 115/69 transmission line.
 - a. Design Engineer
 - i. Lead design engineering for project
 - b. Project Manager
 - i. Developed routing alternative and host public meetings
 - ii. Developed and awarded contract for engaging engineering consultant for design and material specification
 - iii. Managed and developed material contracts and bidding process with engineering consultant
 - iv. Developed and managed construction contract bidding and award with consultant
 - v. On-site construction manager

- vi. Permitting
 - 1. Acted as agent for right-of-way acquisition
 - 2. Developed required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 3. Developed required permits State of Kansas permits (EL, CC, road crossing), county/local permits, railroad permits.
 - 4. Developed storm water permits
- vii. Managed final check-out and commissioning activities.
- 7. Hugoton Project – 45 mile, new 115 kV transmission line project (Pioneer-Hugoton-Walkemeyer) with new Hugoton 115/69 kV substation (2 – 115 kV line terminals, 2 – 69 kV line terminals, 115/69 kV transformer, 3 mile, new 69 kV transmission line, new City of Hugoton distribution substation, line terminal additions and modifications at Pioneer and Walkemeyer substations
 - a. Design Engineer –
 - i. Lead designed engineering for transmission line portion of project
 - ii. Managed engineering (internal and consultant) for substation design.
 - b. Project Manager
 - i. Developed routing alternative and hosted public meetings
 - ii. Developed and awarded contract for engaging engineering consultant for design and material specification
 - iii. Managed and developed material contracts and bidding process
 - iv. Developed and managed construction contract bidding and award
 - v. Managed internal construction crews and on-site construction manager for project
 - vi. Permitting
 - 1. Acted as agent for right-of-way acquisition
 - 2. Provided oversight and supported development of required RUS Borrower's Environmental Report which required coordination with several state and federal agencies
 - 3. Developed required permits State of Kansas permits (EL, CC, road crossing), county/local permits, railroad permits.
 - 4. Developed storm water permits
 - vii. Managed final check-out and commissioning activities.
- 8. Johnson Corner 115/69 kV substation project, with 32 miles 115 kV line conversion and terminal addition at Syracuse substation
 - a. Design Engineer –
 - i. Managed the internal and consultant engineering
 - b. Provide project oversight and managed the internal/external Project Managers for the substation and line design and construction activities:
 - i. For engaging engineering consultant for design and material specification
 - ii. Development of material contracts and bidding process
 - iii. Development of construction contract bidding and award
 - iv. Permitting
 - 1. RUS Borrower's Environmental Report which required coordination with several state and federal agencies

- 2. required permits State of Kansas permits, county/local permits, railroad permits as required
 - 3. storm water permits
 - v. Final check-out and commissioning activities.
- 9. Various 115 and 69 kV capacitor bank additions at Rhoades, Pioneer, Walkemeyer, Hickok, Johnston Corner, Harper, Pratt-River Road
 - a. Design Engineer –
 - i. Managed the internal and consultant engineering
 - ii. Lead designed engineer for several projects
 - b. Project Manager
 - i. Developed and awarded contract for engaging engineering consultant for design and material specification
 - ii. Managed and developed material contracts and bidding process
 - iii. Developed and managed construction contract bidding and award
 - iv. On-site construction manager
 - v. Permitting
 - 1. Developed required RUS Borrower’s Environmental Report which required coordination with several state and federal agencies
 - 2. Developed required permits State of Kansas permits, county/local permits, railroad permits as required
 - 3. Developed storm water permits
 - vi. Managed final check-out and commissioning activities.

Carl A. Huslig, Senior Vice President Business Development

A. Transmission Project Development at ITC Great Plains

- a. “Hugo-Valiant,” a 19-mile, 345 kV project between Hugo and Valliant, Oklahoma, placed in service in the summer of 2012
- b. “KETA Project,” a 180-mile, 345 kV project between Spearville, Kansas, and Axtell, Nebraska, placed in service in December of 2012
- c. “Kansas V Plan,” an almost 200-mile double circuit 345 kV line, placed in service in 2014

N. Beth Emery, General Counsel and Chief Compliance Officer

A. Transmission Project Development

- 1. Supervised legal and regulatory team on development of CPS Energy’s 30-mile 345 kV Cagnon-to-Kendall line in Hill Country, Texas, overseeing
 - a. siting process
 - b. City Counsel determination of need
 - c. right-of-way acquisition
 - d. condemnation proceedings
 - e. successful defense of multiple suits alleging violation of federal environmental rules

Mid-Atlantic MCN will also leverage its relationships with major contractors, consultants and suppliers for development, construction, operations and maintenance transmission experience. Mid-Atlantic MCN combines individual contractor selection with alliance arrangements, based on the experience and qualifications of the contractors relative to the work demands.

Mid-Atlantic MCN executives will manage a team of capable and competent internal resources and third party firms, with experience in development, construction, operations and maintenance of transmission. Mid-Atlantic MCN anticipates the following third parties being options for these services as they have already engaged them for other services (capabilities and experience included in Appendix B of this document):

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Each of these entities brings proven experience, capabilities and competencies needed to provide transmission development, construction, operations and maintenance services to Mid-Atlantic MCN as required by PJM in its designated entity pre-qualification process.

5. The Previous Record of the Entity or its Affiliate, Partner, or Parent Company regarding Construction, Maintenance, or Operation of Transmission Facilities both Inside and Outside of the PJM Region

As a newly formed entity, Mid-Atlantic MCN does not have an individual record that includes any constructed transmission facilities inside or outside of PJM. However, the senior management team of Mid-Atlantic MCN is made of up industry veterans with years of proven experience in the construction, maintenance, and operations of transmission facilities throughout the United States as identified below.

Edward M. Rahill, President and CEO

- A. Transmission Operations and Maintenance Experience at ITC Holdings, LLC and Affiliates
1. Established ITC's accounting and finance functions and served on the Senior Leadership team that built ITC into an operating company from scratch, with assets, but not employees, acquired from Detroit Edison.
 2. Oversaw a series of securities offerings that raised substantial capital and led the teams that acquired the Michigan Electric Transmission Company (METC) and Alliant Energy transmission systems.

Noman L. Williams, Senior Vice President and COO

- A. Transmission Operations and Maintenance Experience at Sunflower Electric Power Corporation/Mid-Kansas Electric Company
1. Garden City 115 kV triple circuit rebuild and Arkansas river crossing
 2. Garden City – Southwind, new 115-kV construction project. New Southwind substation and 8 miles of new 115 kV transmission line
 3. Southwind – Irsik & Doll – Morris 115-kV project. New Irsik & Doll substation with 2 – 115 kV line terminals, approximately 20 miles of new 115 kV line
 4. Jameson – Dobson – Morris 115 kV line rebuild and reconductor. Approximately 16 miles line rebuild and reconductor
 5. Ulysses North Loop Project – 8 miles of new double circuit 115/69 kV transmission line with new Ulysses Plant substation
 6. Ulysses Plant – Johnson Corner Project – 28 miles of new 115 kV transmission line

7. Holcomb to Pioneer 115 kV rebuild and reconductor Project – 32 miles of new 115 kV transmission.
 8. Phillipsburg to Rhoades 115 kV transmission line project – new 32 mile line with substation additions at Rhoades and Phillipsburg.
 9. DVSS systems at East Liberal, Haggard and Fort Dodge 115 kV substations
 10. Various wind interconnection substations for Flat Ridge, Cloud County, Spearville, Central Plains, Cimarron wind generation projects
 11. St. John-Pratt-Medicine Lodge-Harper 115 & 138 kV rebuild/reconductor projects.
- B. Managed and provided oversight for the System Operations, Transmission O&M and Engineering response for the initial restoration and ultimate rebuild of over 100 miles of damaged and destroyed 69/115 and 345 kV transmission facilities following the catastrophic 2006 Ice Storm.
1. All major delivery points (except for 1) returned to service within 5 days of event
 2. All destroyed facilities returned to service within 7 months of event
 - a. This required the total rebuild of approximately 70 miles of 115 kV transmission line, 6.5 miles of 345 kV transmission line included foundation repair and erection of steel lattice tower structures.
- C. Provided engineering and operations oversight and support for various storm related damage repairs due to wind and tornados events across the Sunflower and Mid-Kansas system including but not limited to:
- a. Garden City area events 1998 and 2001
 - b. Greensburg tornado

Carl A. Huslig, Senior Vice President Business Development

- A. Transmission Operations and Maintenance Experience at ITC Great Plains
1. Established ITC Great Plains Operations & Maintenance capabilities.
- B. Transmission Operations and Maintenance Experience at Aquila, Inc.
1. Responsible for Operations & Maintenance of Aquila transmission facilities in Southwest Power Pool and Colorado
 - a. Facilities were built between 1950 and 2006 and included over 3000 miles of transmission lines ranging in voltage from 34.5 kV to 345 kV, hundreds of substations, and three system operations control rooms.

N. Beth Emery, General Counsel and Chief Compliance Officer

- A. Lead drafter and negotiator of long-term O&M agreements for Sunflower Electric Power Corporation and Mid-Kansas Electric Company, LLC's maintenance of all ITC Great Plains, LLC facilities located in Sunflower and Mid-Kansas footprints.

Mid-Atlantic MCN will also leverage its relationships with major contractors, consultants and suppliers for construction, operations and maintenance experience. Mid-Atlantic MCN combines individual contractor selection with alliance arrangements, based on the experience and qualifications of the contractors relative to the requirements of the work needs.

Mid-Atlantic MCN executives will manage a team of capable and competent internal resources and third party firms, with experience in construction, operations and maintenance. Mid-Atlantic MCN anticipates [REDACTED] and other third parties being options for these services as they have already engaged them for other services.

6. The Capability of the Entity or its Affiliate, Partner, or Parent Company to Adhere to Standardized Construction, Maintenance and Operating Practices

As described in detail in the responses to items 4 and 5 above, the management team of Mid-Atlantic MCN includes years of proven experience in the construction, maintenance, and operations of transmission facilities throughout the US. Further, coupling the experience of the Mid-Atlantic MCN management team with qualified and experienced third party contractors, consultants and suppliers, the combined team will be matched with some of the best and most complete experience in the industry.

Mid-Atlantic MCN intends to utilize the experience of a specialized service provider truly capable of delivering a comprehensive and integrated set of transmission construction, maintenance and operations services, including key asset management and program management capabilities available on a 24/7 basis.

The Mid-Atlantic MCN project team will develop solutions grounded in technical best practices and practical experience resulting in the following benefits.

- Enhanced planning and decision making
- Optimized capital budgets
- Improved asset reliability
- Minimized life cycle costs
- Reduced TCO (total cost of ownership)

Mid-Atlantic MCN's team will design and construct its awarded transmission facilities in accordance with all applicable standards and criteria (including Local, State, Federal, Transmission Owner and PJM).

Mid-Atlantic MCN's detail-oriented management approach, dedication to safety excellence and commitment to total quality management provides an effective and efficient way to manage the program process. Experienced, certified project managers with proven track records for managing complex programs and projects are a critical part of our success in delivering a quality project on time and within budget.

The key differentiator of successful projects lies in effective communication and clear understanding of the goals of the project. Each member of the team brings their expertise, experience and the resources necessary to bring the project to a successful completion. The team jointly develops a set of guidelines and procedures that outline the duties and responsibilities for each team member in the planning, construction, and close-out phases of the project.

The foundation for a successful project starts with early program planning. Early involvement at the preplanning phase of the program will enable Mid-Atlantic MCN to provide value with pre-construction planning, subcontracting services, cost control, scheduling coordination, quality assurance and safety.

Mid-Atlantic MCN's project management program will be a combination of the best practices and standards collected from both the experience and expertise from within its organization and those of its third party contractors, consultants, and suppliers. Our approach is different from other approaches in that it focuses on implementation and results rather than on technology.

7. The Financial Statements of the Entity or its Affiliate, Partner, or Parent Company for the Most Recent Fiscal Quarter, as well as the Most Recent Three Fiscal Years, or the Period of Existence of the Entity, if Shorter, or Such Other Evidence Demonstrating an Entity's or its Affiliate's, Partner's, or Parent Company's Current and Expected Financial Capability Acceptable to the Office of the Interconnection

[REDACTED]

8. A Commitment by the Entity to Execute the Consolidated Transmission Owners Agreement, if the Entity becomes a Designated Entity

Mid-Atlantic MCN will execute the Consolidated Transmission Owners Agreement if selected as a Designated Entity.

9. Evidence Demonstrating the Ability of the Entity or its Affiliate, Partner, or Parent Company to Address and Timely Remedy Failure of Facilities

Mid-Atlantic MCN will always be prepared to address and timely remedy the failure of facilities. Whether we are talking about an emergency, equipment failure, or a major weather event, nothing is more important than getting power restored quickly, efficiently and safely. From ice storms to hurricanes to wildfires, Mid-Atlantic MCN will be prepared to remedy the failure quickly with an effective emergency response team composed of internal staff and third party contractors, consultants and suppliers.

Mid-Atlantic MCN's control center and emergency response establishment will be staffed 24x7, 365 days a year and ready to respond to system emergencies at all times. Mid-Atlantic MCN's contractors, consultants and suppliers will likely be the same folks that perform the regular operations and maintenance, so they will already be familiar with the transmission facilities. Mid-Atlantic MCN has already entered into agreements with or engaged the following third parties to support the remedy of any failed facilities:

- [REDACTED]
- [REDACTED]

Each of these entities brings proven experience, capabilities and competencies to address and timely remedy the failure of any facilities as required by PJM in its designated entity pre-qualification process.

Mid-Atlantic MCN will work with its third party contractors, consultants and suppliers to size, procure and maintain a spare material and equipment specifically for failure response. The spare material and equipment will be sized based on plant in service and can be scaled as needed for coverage of the system.

When a failure does occur, Mid-Atlantic MCN's contracted response teams and assessors will be deployed to provide complete power restoration.

1. Self-sufficient teams of expert first responders
2. Boots on the ground within 24 hours or less
3. From single crews to multiple organized teams
4. A fleet of off-road vehicles that can access the toughest, most remote areas
5. Comprehensive disaster repairs and post-storm cleanup

The first step in a crisis situation is response planning. Mid-Atlantic MCN's third party contractor assessors are located throughout the PJM footprint and available for activation 24 hours a day, 7 days a week, 365 days a year. Once the assessors establish a recovery plan they manage the deployment of first-response crews, vehicles and equipment to tackle whatever problems there are, wherever they are. Mid-Atlantic MCN is well positioned to address and timely remedy a failure of a facility, whether as a result of a mechanical failure or major weather event.

10. A Description of the Experience of the Entity or its Affiliate, Partner, or Parent Company in Acquiring Rights of Way

Mid-Atlantic MCN's management team has first-hand experience in performing right of way (ROW) acquisition in various regions in the US. Additionally, Mid-Atlantic MCN has strong relationships with third party contractors that have specific, relevant and local experience in the PJM region providing all aspects of ROW acquisition (including title research, cost appraisals, property valuations, ownership negotiations and securing easements). Mid-Atlantic MCN executives will manage internal resources and third party firms used in acquiring ROW associated with new transmission projects in the PJM footprint. Mid-Atlantic MCN anticipates the following third parties being options for these services as they have already engaged them for ROW services outside of PJM:

- [REDACTED]
- [REDACTED]

Each of these entities brings proven experience, capabilities and competencies to perform sensitive ROW negotiations as required by PJM in its designated entity pre-qualification process.

Additionally, the Mid-Atlantic MCN management team will work with third party contractors and legal firms to effectively manage the increasingly complex rules and regulations governing transmission project development and construction, securing all necessary permits to proceed with a project. Mid-Atlantic MCN's team of internal and external resources have extensive experience in working with federal, state and local jurisdictions, as well as a thorough knowledge of the procedures, allowing us to successfully manage the permitting process. Mid-Atlantic MCN assures PJM that any transmission project awarded through a competitive process will be compliant with all jurisdictional requirements prior to construction.

Appendix A – Mid-Atlantic MCN Management Team Resumes
[REDACTED]

Appendix B – Third Party Contractors, Consultants and Suppliers
[REDACTED]

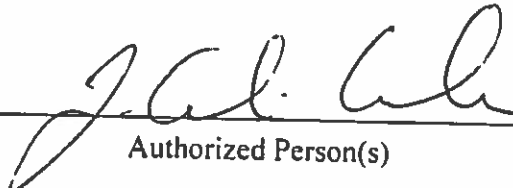
Appendix C – Financial Information
[REDACTED]

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Mid-Atlantic MCN LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

GridLiance East LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 9th day of July, A.D. 2018.

By: 
Authorized Person(s)

Name: J. Calvin Crowder, President and CEO
Print or Type