



June 29, 2018

The Honorable Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426

Re: PJM Interconnection, L.L.C. and NextEra Energy Transmission MidAtlantic, LLC Docket No. ER18-1902-000 (PJM Open Access Transmission Tariff) Docket No. ER18-1903-000 (PJM Consolidated Transmission Owners Agreement)

Dear Secretary Bose:

Pursuant to section 205 of the Federal Power Act (“FPA”)¹ and Part 35 of the regulations of the Federal Energy Regulatory Commission (“Commission”),² PJM Interconnection, L.L.C. (“PJM”), NextEra Energy Transmission MidAtlantic, LLC (“NEET MidAtlantic”), and the City of Rochelle (“Rochelle”) (together referred to herein as the “Parties”) jointly submit this filing proposing certain revisions to PJM’s Consolidated Transmission Owners Agreement (“CTOA”) and the PJM Open Access Transmission Tariff (“Tariff”) necessary to accommodate NEET MidAtlantic’s acquisition from Rochelle of transmission facilities that are currently under PJM’s functional control (“RMU Transmission System”). As discussed below, PJM³ proposes (i) modifications to the CTOA to reflect the addition of NEET MidAtlantic and removal of Rochelle as Transmission Owners and (ii) to replace within the Tariff Rochelle’s formula rate with NEET MidAtlantic’s formula rate.⁴

The Parties requests that the Commission issue an order approving the revisions to the CTOA and Tariff to be effective as of the closing date of the acquisition of the RMU Transmission System by NEET MidAtlantic, as proposed in an application pursuant to FPA section 203 submitted by NEET MidAtlantic on May 7, 2018, in Docket No. EC18-91-000 (the “203 Application”). NEET MidAtlantic also has filed an application before the Illinois Commerce Commission (“ICC”) for approval of a certificate of public convenience and necessity (“CPCN”) for

¹ 16 U.S.C. §824d (2006).

² 18 C.F.R. Part 35 (2017).

³ The division between PJM and NEET MidAtlantic of filing responsibilities herein is consistent with the filing rights allocated to PJM and the PJM Transmission Owners pursuant to Section 9 of the PJM Tariff and Article 7 of the PJM CTOA.

⁴ Due to e-tariff restrictions, the proposed revisions to the PJM Tariff and the CTOA-Attachment A will be filed under separate cover using the same transmittal letter with specified attachments corresponding to each filing.

NEET MidAtlantic to own, operate, and control the RMU Transmission System (“CPCN Application”).⁵ Subject to such action, and the Commission’s approval of the 203 Application, Rochelle and NEET MidAtlantic anticipate closing the transfer of the RMU Transmission System on August 31, 2018. To accommodate that schedule, PJM, NEET MidAtlantic, and Rochelle respectfully request that the Commission issue an order on this submission by August 29, 2018, which is the first business day falling 60 days after this filing. NEET MidAtlantic commits to notifying the Commission of the exact closing date of its acquisition of the RMU Transmission System and thus the effective date for the proposed Tariff and CTOA revisions filed with this Transmittal Letter. To that end, PJM, NEET MidAtlantic, and Rochelle further request that the Commission’s order condition approval on a further compliance filing informing the Commission of the actual closing date of the transfer of the RMU Transmission System and associated update to the effective date in the eTariff records for the CTOA and Tariff revisions propose herein. Commission action as requested will provide NEET MidAtlantic, and Rochelle the certainty necessary for them to complete activities related to the transfer of the RMU Transmission System by August 31, 2018.

I. Background

a. NEET MidAtlantic

NEET MidAtlantic is a wholly-owned direct subsidiary of NextEra Energy Transmission, LLC (“NEET”). NEET was formed in 2007 to develop, own, and operate, directly or through subsidiaries, transmission facilities across the United States and Canada. The operational transmission assets of NEET and its subsidiaries include transmission projects and facilities in Texas (owned by Lone Star Transmission, LLC) and New Hampshire (owned by New Hampshire Transmission, LLC). NEET is developing other transmission projects across North America through NEET MidAtlantic and other NEET subsidiaries, several of which have transmission formula rates on file with the Commission, including NEET MidAtlantic.⁶ Although NEET MidAtlantic has a Commission-approved formula rate, it has no transmission facilities for which a revenue requirement is currently recovered under that formula rate.

b. Rochelle

The City of Rochelle is a political subdivision of Illinois located in Ogle County. Rochelle currently owns and operates a municipal electric system, Rochelle Municipal Utilities (“RMU”), that provides electricity, water, waste water, and communications services to residential and commercial customers. Through RMU, Rochelle owns and operates approximately 20 miles of 138 kV transmission lines, along with associated transmission assets within substation facilities located

⁵ See Application for a Certificate of Public Convenience and Necessity pursuant to Section 8-406 of the Public Utilities Act; for Consent and Approval to Enter into Agreements with Affiliated Interests pursuant to Section 7-101; to Issue Debt and to Mortgage and Pledge Assets as Collateral in connection therewith pursuant to Sections 6-102 and 7-102; and for related relief, Docket No. 18-0843, Illinois Commerce Commission (Apr. 20, 2018).

⁶ See *NextEra Energy Transmission MidAtlantic, LLC*, 161 FERC ¶ 61,141 (2017); *NextEra Energy Transmission Midwest, LLC*, 161 FERC ¶ 61,140 (2017); *NextEra Energy Transmission New York, LLC*, 161 FERC ¶ 61,138 (2017); *NextEra Energy Transmission Southwest, LLC*, 161 FERC ¶ 61,139 (2017).

within the Commonwealth Edison (“ComEd”) transmission zone in the PJM system. The facilities comprising the RMU Transmission System are interconnected with ComEd transmission facilities at two interconnection points located approximately two miles apart in the ComEd zone and are thus integrated with the PJM transmission system. In 2015, Rochelle transferred functional control over those facilities to PJM, becoming a Transmission Owner under the CTOA and obtaining Commission approval of a formula rate pursuant to which Rochelle recovers its revenue requirement for the RMU Transmission System through PJM Tariff.⁷

c. PJM

PJM is a Commission established independent system operator and Regional Transmission Organization.⁸ PJM is a transmission provider under, and the administrator of, the PJM Tariff, operates the PJM interchange energy market, Reliability Pricing Model (*i.e.*, PJM’s forward capacity market), and coordinates the movement of wholesale electricity in the PJM region.⁹

d. Transfer of the RMU Transmission System

As noted above, Rochelle currently recovers the costs of owning and operating the RMU Transmission System pursuant to a Commission-approved formula rate that is incorporated in the PJM Tariff. Owning and operating of these facilities has served Rochelle well by enabling the City to meet PJM reliability requirements and regional compliance obligations. However, Rochelle has determined that RMU’s primary focus as a municipal electric utility should remain on the provision of electric distribution service to its retail (residential and business) customers, not the provision of transmission-related services. Accordingly, in July 2017, RMU issued a request for proposals to explore opportunities either for a transmission-related strategic partnership with, or an outright sale of its transmission system to, a transmission-focused company. After consideration of the proposals submitted, RMU found that NEET MidAtlantic offered Rochelle the best overall value for the outright sale of Rochelle’s transmission system, including a commitment to work in close partnership with RMU on future transmission-related enhancements. To that end, NEET MidAtlantic and Rochelle entered into an Asset Purchase Agreement providing for the transfer of the RMU Transmission System, subject to the receipt of regulatory approvals. NEET MidAtlantic and Rochelle are planning to close the transfer on August 31, 2018, subject to the receipt of regulatory approvals. NEET MidAtlantic has requested Commission authorization for this acquisition in an application pursuant to FPA section 203 submitted on May 7, 2018, in Docket No. EC18-91-000 (the “203 Application”). In that filing, NEET MidAtlantic committed to keep the RMU Transmission System under the functional control of PJM under NEET MidAtlantic’s ownership. The revisions to the CTOA and Tariff proposed herein are intended to accomplish that commitment.

⁷ See Letter Order dated June 23, 2015, Docket No. ER15-1464-000, *et al.*

⁸ *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).

⁹ The PJM Region includes all or parts of the states of Delaware, Illinois, Indiana, Kentucky, Maryland, Michigan, New Jersey, North Carolina, Ohio, Pennsylvania, Tennessee, Virginia and West Virginia, as well as the District of Columbia.

II. Description of Filing

a. PJM's Revisions to the CTOA

Attachment A to the CTOA lists the Transmission Owners in the PJM Region. The CTOA states that Transmission Owner “shall mean those entities that own or lease (with rights equivalent to ownership) Transmission Facilities. . .”¹⁰ In turn, “Transmission Facilities” are defined as:

those facilities that: (i) are within the PJM Region; (ii) meet the definition of transmission facilities pursuant to FERC’s Uniform System of Accounts or have been classified as transmission facilities in a ruling by FERC addressing such facilities; and (iii) have been demonstrated to the satisfaction of PJM to be integrated with the Transmission System of the PJM Region and integrated into the planning and operation of such to serve the power and transmission customers within such region, regardless of whether the facilities are listed in the PJM Designated Facilities List contained in the PJM Manual of Transmission Operations or successor thereto.¹¹

NEET MidAtlantic will be a PJM Transmission Owner upon acquisition of the RMU Transmission System because, on that date, NEET MidAtlantic will replace Rochelle as the PJM Transmission Owner whose transmission facilities will: (i) continue to be within the PJM Region; (ii) continue to meet the definition of Transmission Facilities in Section 1.27 of the PJM CTOA; and (iii) have been demonstrated through their current operation by Rochelle to be integrated with the Transmission System of the PJM Region and integrated into the planning and operation of such. To that end, NEET MidAtlantic executed the CTOA on June 26, 2018.

Therefore, PJM hereby submit for filing, a revised Attachment A to the CTOA adding NEET MidAtlantic to, and removing Rochelle from, the list of PJM Transmission Owners.

b. Revisions to the PJM Tariff

i. Incorporation of NEET MidAtlantic’s Formula Rate Template into the PJM Tariff and Removal of Rochelle from the PJM Tariff

Transmission Owners in PJM also are listed in Attachment L to the PJM Tariff. The PJM Tariff defines “Transmission Owner” as: “[e]ach entity that owns, leases or otherwise has a possessory interest in facilities used for the transmission of electric energy in interstate commerce under the Tariff.”¹² NEET MidAtlantic will meet this definition upon acquisition of the RMU Transmission System, and Rochelle will no longer meet this definition upon its sale of the RMU

¹⁰ CTOA, Section 1.28.

¹¹ CTOA, Section 1.27.

¹² PJM Tariff, Section 1.45F.

Transmission System. Thus, PJM submits for filing a revised Attachment L to the PJM Tariff adding NEET MidAtlantic to, and removing Rochelle from, the list of PJM Transmission Owners.

NEET MidAtlantic also proposes to move its formula rate and associated protocols, which already have been found by the Commission to be just and reasonable,¹³ into Attachment H-25, Attachment H-25A, and Attachment H-25B, respectively, of the PJM Tariff to replace Rochelle's formula rate and associated protocols. The revenue requirement associated with NEET MidAtlantic's formula will be collected in the ComEd zone, as also is currently the case with the revenue requirement collected by Rochelle and, therefore, no concerns are raised with respect to zonal placement of the RMU Transmission System. No modifications to NEET MidAtlantic's formula rate, formula rate protocols, or formula rate template are necessary in order to be incorporated into the PJM Tariff.¹⁴

As indicated above, Rochelle proposes to remove its previously-approved formula rate, formula rate protocols, and formula rate template from the current Attachment H-25, Attachment H25A, and Attachment H25B, respectively, of the PJM Tariff. Upon the closing of the sale of those facilities, Rochelle will no longer own Transmission Facilities subject to PJM functional control and, therefore, will no longer require a formula rate within the PJM Tariff.

- i. Incorporation of NEET MidAtlantic's Formula Rate Template into the PJM Tariff and Removal of Rochelle from the PJM Tariff

NEET MidAtlantic seeks authorization for any yet-to-be formed affiliate and yet-to-be formed subsidiary of NEET MidAtlantic to use its formula rate template and protocols. Due to differences in state legal and regulatory requirements, NEET intends to establish additional transmission development companies in PJM similar to NEET MidAtlantic, in order to compete in PJM's Order No. 1000 competitive transmission development processes associated with transmission projects in states other than Illinois, in which the RMU Transmission System is located. Allowing NEET MidAtlantic's yet-to-be formed affiliates or subsidiaries to use NEET MidAtlantic's formula rate template and protocols will avoid the burden of opening a new proceeding to re-litigate

¹³ See *NextEra Energy Transmission MidAtlantic, LLC*, 161 FERC ¶ 61,141 at P 46. In its November 3, 2017 order on NEET MidAtlantic's formula rate template and protocols, the Commission found that NEET MidAtlantic's template generally conformed to other Commission-accepted formula rate templates and that the accompanying formula rate protocols met the standards set forth in the Commission's precedent; however, the Commission directed NEET MidAtlantic to make certain discrete corrections to its formula rate and to remove a provision from its protocols that defined the scope of future section 205 filings. *See id.* NEET MidAtlantic made its compliance filing in Docket No. ER16-2716-002 on December 4, 2017, in accordance with the Commission's instructions, and that filing remains pending before the Commission

¹⁴ NEET MidAtlantic notes that the attached formula rate does not yet reflect the base ROE agreed upon in the pending settlement agreement that was certified to the Commission on April 30, 2018, in Docket No. ER16-2716-000. NEET MidAtlantic will coordinate with PJM to make the appropriate filing to reflect the settlement ROE after approval of the settlement agreement by the Commission.

the justness and reasonableness of the identical formula rate.¹⁵ The Commission has granted the same authorization to transmission developers in a number of cases.¹⁶

NEET MidAtlantic further requests specific authorization for its yet-to-be formed affiliates or subsidiaries to use the following rate treatments approved by the Commission for NEET MidAtlantic: (i) the hypothetical capital structure of 60% equity and 40% debt, to be applicable for each affiliate or subsidiary with respect to transmission projects developed through PJM's Order No. 1000 transmission planning process and until the entity places its first transmission facility into service;¹⁷ (ii) the regulatory asset for prudently-incurred pre-commercial costs;¹⁸ and (iii) the 50 basis point return on equity adder for RTO participation.¹⁹ Like NEET MidAtlantic, the yet-to-be formed affiliates and subsidiaries would be non-incumbent transmission developers with no existing assets. The affiliates would incur pre-commercial and formation costs prior to charging customers under a formula rate, and would be without any actual capital structure during their start-up phase, when financing is needed. The Commission has granted the authority to replicate the hypothetical capital structure and regulatory asset incentives under similar circumstances.²⁰ Granting this authorization for NEET MidAtlantic's yet-to-be formed affiliates will facilitate the formation of additional entities for purposes of participating as nonincumbent transmission developers in the Order No. 1000 competitive transmission processes, which is consistent with the Commission's goals of removing barriers to transmission development and ensuring just and reasonable transmission rates through competitive processes.²¹

To implement the requested replication authority, NEET MidAtlantic encloses revisions its previously-accepted formula rate template to reflect the Commission's guidance. For example, in *Transource Kansas, LLC*, the Commission granted the replication authority to Transource Kansas and

¹⁵ *Kanstar Transmission, LLC*, 152 FERC ¶ 61,209 at P 84 (2015).

¹⁶ *Transource Wisconsin, LLC*, 149 FERC ¶ 61,180 (2014); *Midwest Power Transmission Arkansas, LLC*, 152 FERC ¶ 61,210 (2015); *Kanstar Transmission, LLC*, 152 FERC ¶ 61,209 (2015); *ATX Southwest, LLC*, 152 FERC ¶ 61,193 (2015); *Transource Kansas, LLC*, 151 FERC ¶ 61,010 (2015); *TransCanyon DCR LLC*, 152 FERC ¶ 61,017 (2015); *PJM Interconnection, L.L.C.*, 155 FERC ¶ 61,097 (2016); *DesertLink, LLC*, 161 FERC ¶ 61,126 (2017). Although in the majority of these cases the replication authority was requested simultaneously with the rate incentives, the Commission granted the replication authority to DesertLink, LLC, when DesertLink, LLC filed its Transmission Owner Tariff to recover its revenue requirement in the California Independent System Operator Corporation (CAISO) region, which was after the Commission's order granting rate incentives to DesertLink, LLC. See *DesertLink, LLC*, 156 FERC ¶ 61,118 (2016). Similarly, NEET MidAtlantic is making its request for replication authority after the Commission's order granting it rate incentives, but at the same time as its filing of the formula rate to recover its revenue requirement in the PJM region.

¹⁷ See *NextEra Energy Transmission MidAtlantic, LLC*, 161 FERC ¶ 61,141 at P 30.

¹⁸ See *id.* at P 25.

¹⁹ See *id.* at P 35.

²⁰ *Kanstar Transmission, LLC*, 152 FERC ¶ 61,209 at P 85 (2015); *DesertLink, LLC*, 161 FERC ¶ 61,126 at P 39 (2017).

²¹ *Id.*

explained that, when Transource Kansas filed to make its formula rate part of the Southwest Power Pool, Inc. tariff, “Transource Kansas should label the formula rate templates and protocols as the *pro forma* formula rate templates and protocols for use by any Transource SPP Entity, which will obviate the need to make additional section 205 filings.”²² Accordingly, NEET MidAtlantic has revised the formula rate template and protocols previously accepted by the Commission to reflect that they will be used for any NEET PJM Entity, thereby obviating the need to make additional section 205 filings. Specifically, NEET MidAtlantic has revised the template to enable its use by “NEET PJM Entities,” which are defined as NEET MidAtlantic and “any other wholly-owned subsidiary of NextEra Energy Transmission, LLC, that operates in the PJM Region and that owns, or proposes to own, transmission facilities that have been, or will be, turned over to the functional control of PJM and whose costs are recoverable under the PJM Tariff.”

Furthermore, in order to facilitate billing by PJM and align with the rate years used in the ComEd zone, NEET MidAtlantic proposes to revise the rate year used in its formula rate and protocols from a calendar year construct to a June – May rate year. In addition, NEET MidAtlantic has revised the formula rate protocols so that they are flexible enough to be used by NEET PJM Entities in PJM zones that use a January – December rate year.²³ Among other things, the revisions modify the protocols to include alternate deadlines or otherwise modify fixed dates to accommodate the needed flexibility while maintaining the length of the original time periods. These changes impact timing, but do not affect the level of revenues collected under the formula rate previously accepted by the Commission.²⁴

III. Effective Date, Request for Waiver, and Requested Action Date

The Parties request that the Commission issue an order accepting the proposed revisions to the CTOA and Tariff, permitting them to become effective as of the closing date of the acquisition of the RMU Transmission System by NEET MidAtlantic. The closing of NEET MidAtlantic’s acquisition of the RMU Transmission System cannot occur until both the 203 Application and the CPCN Application have been approved by the Commission and the ICC, respectively. To the extent approval of the 203 Application or CPCN Application occurs outside of the timing requirements contained in the Commission’s regulations,²⁵ PJM, NEET MidAtlantic, and Rochelle respectfully request waiver of the notice requirement to allow the Commission to accept this filing and allow NEET MidAtlantic’s the proposed CTOA and Tariff revisions to become effective as the date accepted by the Commission.

²² See also *Kanstar Transmission, LLC*, 152 FERC ¶ 61,209 at P 84 (explaining that when Kanstar and SPP make a joint section 205 filing to incorporate the Formula Rate into the SPP Tariff, “Kanstar should label the formula rate template and protocols as the *pro forma* formula rate template and protocols for use by any Midwest Power SPP Entity.”).

²³ While NEET MidAtlantic’s revisions to the formula rate protocols establish the necessary flexibility for additional NEET PJM Entities’ use, NEET MidAtlantic notes that at this time no other NEET PJM Entities currently own transmission facilities in other PJM zones.

²⁴ Included with this filing are a separate set of redlines illustrating the revisions to the previously-accepted protocols of NEET MidAtlantic to accomplish these changes.

²⁵ 18 C.F.R. § 35.3(a)(1).

NEET MidAtlantic currently anticipates ICC action on the CPCN Application on or around August 29, 2018. Subject to such action, and the Commission's approval of the 203 Application, Rochelle and NEET MidAtlantic anticipate closing the transfer of the RMU Transmission System on August 31, 2018. To accommodate that schedule, PJM, NEET MidAtlantic, and Rochelle respectfully request that the Commission issue an order on this submission by August 29, 2018, which is the first business day falling 60 days after this filing. PJM, NEET MidAtlantic, and Rochelle further request that the Commission's order condition approval on a further compliance filing informing the Commission of the actual closing date of the transfer of the RMU Transmission System and associated update to the effective date in the eTariff records for the CTOA and Tariff revisions propose herein. Commission action as requested will provide NEET MidAtlantic, and Rochelle the certainty necessary for them to complete activities related to the transfer of the RMU Transmission System by August 31, 2018.²⁶

IV. Request for Regulatory Asset

NEET MidAtlantic requests Commission authorization to establish a regulatory asset for transaction costs related to the transfer of the RMU Transmission System. Absent authorization, Commission policy prohibits recovery of transaction-related costs through jurisdictional rates. Although NEET MidAtlantic does not seek such authorization herein, it does anticipate the likelihood of a future filing under section 205 of the Federal Power Act requesting that authorization, once it has begun operating the RMU Transmission System and has actual revenue requirement data against which to compare prior revenue requirements.²⁷ To that end, NEET MidAtlantic requests Commission approval to establish a regulatory asset for transaction costs related to transfer of the RMU Transmission System and to amortize that regulatory asset over five years, beginning in the first year that costs are assessed to customers under the NEET MidAtlantic formula rate.

V. Additional Information

a. Communications

Please place the names of the following persons on the official service list established by the Secretary in this proceeding:²⁸

For PJM

²⁶ In the 203 Application, NEET MidAtlantic requested authorization to acquire the RMU Transmission System no later than September 15, 2018, in order to allow for preparation of materials necessary to support closing the transfer in October 2018. Commensurate with this filing, NEET MidAtlantic is adjusting the requested action date in the 203 Application to reflect its expectation that the ICC will act on the CPCN Application on or before August 29, 2018.

²⁷ See 203 Application at pg. 12-13.

²⁸ PJM, Rochelle and NEET MidAtlantic request waiver of 18 CFR § 385.2010(i) to the extent necessary to include more than two names on the official service list

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b. Part 35 Filing Requirements

To the extent necessary, Parties respectfully requests waiver of the part 35 of the Commission's filing requirements in order to accept the revisions to the CTOA and PJM Tariff as proposed herein.

c. List of Documents Submitted with Filing

Together with this filing letter, the Parties submit the revised provisions of the CTOA and PJM Tariff in marked (Attachment A) and clean (Attachment B) formats. In addition, NEET MidAtlantic submits a populated formula rate template for reference (Attachment C), and a redline of the formula rate protocols (Attachment D) to illustrate the changes proposed for replication authority for NEET PJM Entities and the change to a June – May rate year.

d. Service

PJM has served a copy of this filing on all PJM Members and on all state utility regulatory commissions in the PJM Region by posting this filing electronically. In accordance with the

Commission's regulations,²⁹ PJM will post a copy of this filing to the FERC filings section of its internet site, located at the following link: <http://www.pjm.com/documents/ferc-manuals/ferc-filings.aspx> with a specific link to the newly-filed document, and will send an e-mail on the same date as this filing to all PJM Members and all state utility regulatory commissions in the PJM Region³⁰ alerting them that this filing has been made by PJM and is available by following such link. PJM also serves the parties listed on the Commission's official service list for this docket. If the document is not immediately available by using the referenced link, the document will be available through the referenced link within 24 hours of the filing. Also, a copy of this filing will be available on the Commission's eLibrary website located at the following link: <http://www.ferc.gov/docs-filing/elibrary.asp> in accordance with the Commission's regulations and Order No. 714.³¹

VI. Conclusion

For the foregoing reasons, the Parties respectfully request that the Commission accept the revisions to the CTOA and PJM Tariff as proposed herein to be effective as of the closing date of the acquisition of the RMU Transmission System by NEET MidAtlantic or as directed by the Commission, as discussed above.

Respectfully submitted,

/s/ W. Mason Emmett

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²⁹ See 18 C.F.R §§ 35.2(e) and 385.2010(f)(3)(2017).

³⁰ PJM already maintains, updates and regularly uses e-mail lists for all PJM Members and affected state commissions.

³¹ Electronic Tariff Filings, Order No. 714, FERC Stats. & Regs., Regulations Preambles 2008-2013 ¶131,276 (2008).

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Counsel to the City of Rochelle,
Illinois

Attachment A

Revisions to the Consolidated Transmission Owners Agreement

(Marked / Redline Format)

ATTACHMENT A
TO THE CONSOLIDATED
TRANSMISSION OWNERS AGREEMENT

Monongahela Power Company, The Potomac Edison Company and West Penn Power Company, all doing business as Allegheny Power

American Electric Power Service Corporation on behalf of its affiliate companies: AEP Indiana Michigan Transmission Company, AEP Kentucky Transmission Company, AEP Ohio Transmission Company, AEP West Virginia Transmission Company, Appalachian Power Company, Indiana Michigan Power Company, Kentucky Power Company, Kingsport Power Company, Ohio Power Company and Wheeling Power Company

Commonwealth Edison Company and Commonwealth Edison Company of Indiana, Inc.

Dayton Power and Light Company

Virginia Electric and Power Company (Dominion Virginia Power)

Public Service Electric and Gas Company

PECO Energy Company

PPL Electric Utilities Corporation

Baltimore Gas and Electric Company

Jersey Central Power & Light Company

Potomac Electric Power Company

Atlantic City Electric Company

Delmarva Power & Light Company

UGI Utilities, Inc.

Allegheny Electric Cooperative, Inc.

CED Rock Springs, LLC

Old Dominion Electric Cooperative

Rockland Electric Company

Duquesne Light Company

Neptune Regional Transmission System, LLC

Trans-Allegheny Interstate Line Company

Linden VFT, LLC

American Transmission Systems, Incorporated

City of Cleveland, Department of Public Utilities, Division of Cleveland Public Power

Duke Energy Ohio, Inc.

Duke Energy Kentucky, Inc.

City of Hamilton, OH

Hudson Transmission Partners, LLC

East Kentucky Power Cooperative, Inc.

City of Rochelle

ITC Interconnection LLC

Mid-Atlantic Interstate Transmission, LLC

Southern Maryland Electric Cooperative, Inc.

[NextEra Energy Transmission MidAtlantic, LLC](#)

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

PJM Interconnection, L.L.C.

By: _____

Name: Phillip G. Harris

Title: President and CEO

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Monongahela Power Company, The Potomac Edison Company and West Penn Power Company, all doing business as Allegheny Power

By: _____

Name: James R. Haney

Title: Vice President

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

American Electric Power Service Corporation on behalf of its affiliate companies:
AEP Indiana Michigan Transmission Company, AEP Kentucky Transmission Company,
AEP Ohio Transmission Company, AEP West Virginia Transmission Company,
Appalachian Power Company, Indiana Michigan Power Company, Kentucky Power
Company, Kingsport Power Company, Ohio Power Company and Wheeling Power
Company

By: _____

Name: Lisa M. Barton

Title: Executive Vice President - AEP Transmission

Date: October 13, 2015

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Exelon Corporation on behalf of its subsidiaries
Commonwealth Edison Company and Commonwealth Edison
Company of Indiana, Inc.

By: _____

Name: Susan Ivey

Title: Vice President, Transmission Operations and Planning, Exelon Corporation

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

The Dayton Power and Light Company

By: _____

Name: Patricia K. Swanke

Title: Vice President - Operations

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Virginia Electric and Power Company (Dominion Virginia Power)

By: _____

Name: Gary L. Sypolt

Title: President – Dominion Transmission

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Public Service Electric and Gas Company

By: _____

Name: Ralph LaRossa

Title: Vice President - Electric Delivery

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Exelon Corporation on behalf of its subsidiary
PECO Energy Company

By: _____

Name: Susan Ivey

Title: Vice President, Transmission Operations and Planning, Exelon Corporation

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

PPL Electric Utilities Corporation

By: _____

Name: John F. Sipics

Title: President

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Baltimore Gas and Electric Company

By: _____

Name: Mark P. Huston

Title: Vice President, Electric Transmission and Distribution

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Jersey Central Power & Light Company

By: _____

Name: Stanley F. Szwed

Title: Vice President – Energy Delivery Policy
First Energy Service Company

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Potomac Electric Power Company

By: _____

Name: David M. Valazquez

Title: Vice President, Pepco Holdings, Inc.

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Atlantic City Electric Company

By: _____

Name: David M. Valazquez

Title: Vice President, Pepco Holdings, Inc.

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Delmarva Power & Light Company

By: _____

Name: David M. Valazquez

Title: Vice President, Pepco Holdings, Inc.

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

UGI Utilities, Inc.

By: _____

Name: Richard E. Gill

Title: Assistant Secretary - Electric Transmission

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

CED Rock Springs, LLC

By: _____

Name:

Title:

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Old Dominion Electric Cooperative

By: _____

Name:

Title:

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Rockland Electric Company

By: _____

Name:

Title:

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Duquesne Light Company

By: _____

Name:

Title:

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Allegheny Electric Cooperative, Inc.

By: _____

Name: Richard W. Osborne

Title: Vice President Power Supply & Engineering

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Neptune Regional Transmission System, LLC

By: _____

Name: Edward M. Stern

Title: CEO

Date: March 7, 2007

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Trans-Allegheny Interstate Line Company

By: _____

Name: James R. Haney

Title: Vice President

Date: November 8, 2007

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Linden VFT, LLC

By: _____

Name: Andrew J. Keleman

Title: Authorized Representative

Date: April 1, 2009

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

American Transmission Systems, Incorporated

By: _____

Name: Richard R. Grigg

Title: President

Date: December 17, 2009

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

City of Cleveland, Department of Public Utilities
Division of Cleveland Public Power

By: _____

Name: Barry A. Withers

Title: Director

Date: March 22, 2011

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Duke Energy Ohio, Inc.

By: _____

Name: Julia S. Janson

Title: President

Date: September 27, 2011

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Duke Energy Kentucky, Inc.

By: _____

Name: Julia S. Janson

Title: President

Date: September 27, 2011

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

City of Hamilton, OH

By: _____

Name: Joshua A. Smith

Title: City Manager

Date: February 29, 2012

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Hudson Transmission Partners, L.L.C.

By: _____

Name: Jeffrey T. Wood

Title: Senior Vice President

Date: February 8, 2013

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

East Kentucky Power Cooperative, Inc.

By: _____

Name: Anthony S. Campbell

Title: President & CEO

Date: March 26, 2013

~~IN WITNESS WHEREOF~~, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

City of Rochelle

By: _____

Name: ~~David S. Plyman~~

Title: ~~City Manager~~

Date: ~~August 1, 2015~~

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

ITC Interconnection LLC

By: _____

Name: Terry S. Harvill

Title: Vice President, International and Merchant Development

Date: May 19, 2016

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Mid-Atlantic Interstate Transmission, LLC

By: _____

Name: Richard A. Ziegler

Title: Director, FERC & RTO Technical Support

Date: October 14, 2016

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Southern Maryland Electric Cooperative, Inc.

By: _____

Name: Austin J. Slater, Jr.

Title: President & CEO

Date: October 19, 2016

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

NextEra Energy Transmission MidAtlantic, LLC

By: _____

Name: Eric Gleason

Title: President

Date: June 26, 2018

Attachment B

Revisions to the Consolidated Transmission Owners Agreement

(Clean Format)

ATTACHMENT A
TO THE CONSOLIDATED
TRANSMISSION OWNERS AGREEMENT

Monongahela Power Company, The Potomac Edison Company and West Penn Power Company, all doing business as Allegheny Power

American Electric Power Service Corporation on behalf of its affiliate companies: AEP Indiana Michigan Transmission Company, AEP Kentucky Transmission Company, AEP Ohio Transmission Company, AEP West Virginia Transmission Company, Appalachian Power Company, Indiana Michigan Power Company, Kentucky Power Company, Kingsport Power Company, Ohio Power Company and Wheeling Power Company

Commonwealth Edison Company and Commonwealth Edison Company of Indiana, Inc.

Dayton Power and Light Company

Virginia Electric and Power Company (Dominion Virginia Power)

Public Service Electric and Gas Company

PECO Energy Company

PPL Electric Utilities Corporation

Baltimore Gas and Electric Company

Jersey Central Power & Light Company

Potomac Electric Power Company

Atlantic City Electric Company

Delmarva Power & Light Company

UGI Utilities, Inc.

Allegheny Electric Cooperative, Inc.

CED Rock Springs, LLC

Old Dominion Electric Cooperative

Rockland Electric Company

Duquesne Light Company

Neptune Regional Transmission System, LLC

Trans-Allegheny Interstate Line Company

Linden VFT, LLC

American Transmission Systems, Incorporated

City of Cleveland, Department of Public Utilities, Division of Cleveland Public Power

Duke Energy Ohio, Inc.

Duke Energy Kentucky, Inc.

City of Hamilton, OH

Hudson Transmission Partners, LLC

East Kentucky Power Cooperative, Inc.

City of Rochelle

ITC Interconnection LLC

Mid-Atlantic Interstate Transmission, LLC

Southern Maryland Electric Cooperative, Inc.

NextEra Energy Transmission MidAtlantic, LLC

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

PJM Interconnection, L.L.C.

By: _____

Name: Phillip G. Harris

Title: President and CEO

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Monongahela Power Company, The Potomac Edison Company and West Penn Power Company, all doing business as Allegheny Power

By: _____

Name: James R. Haney

Title: Vice President

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

American Electric Power Service Corporation on behalf of its affiliate companies:
AEP Indiana Michigan Transmission Company, AEP Kentucky Transmission Company,
AEP Ohio Transmission Company, AEP West Virginia Transmission Company,
Appalachian Power Company, Indiana Michigan Power Company, Kentucky Power
Company, Kingsport Power Company, Ohio Power Company and Wheeling Power
Company

By: _____

Name: Lisa M. Barton

Title: Executive Vice President - AEP Transmission

Date: October 13, 2015

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Exelon Corporation on behalf of its subsidiaries
Commonwealth Edison Company and Commonwealth Edison
Company of Indiana, Inc.

By: _____

Name: Susan Ivey

Title: Vice President, Transmission Operations and Planning, Exelon Corporation

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

The Dayton Power and Light Company

By: _____

Name: Patricia K. Swanke

Title: Vice President - Operations

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Virginia Electric and Power Company (Dominion Virginia Power)

By: _____

Name: Gary L. Sypolt

Title: President – Dominion Transmission

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Public Service Electric and Gas Company

By: _____

Name: Ralph LaRossa

Title: Vice President - Electric Delivery

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Exelon Corporation on behalf of its subsidiary
PECO Energy Company

By: _____

Name: Susan Ivey

Title: Vice President, Transmission Operations and Planning, Exelon Corporation

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

PPL Electric Utilities Corporation

By: _____

Name: John F. Sipics

Title: President

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Baltimore Gas and Electric Company

By: _____

Name: Mark P. Huston

Title: Vice President, Electric Transmission and Distribution

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Jersey Central Power & Light Company

By: _____

Name: Stanley F. Szwed

Title: Vice President – Energy Delivery Policy
First Energy Service Company

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Potomac Electric Power Company

By: _____

Name: David M. Valazquez

Title: Vice President, Pepco Holdings, Inc.

Date: December 15, 2005

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By: _____

Name: David M. Valazquez

Title: Vice President, Pepco Holdings, Inc.

Date: December 15, 2005

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By: _____

Name: David M. Valazquez

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By: _____

Name:

Title:

Date: December 15, 2005

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By: _____

Name:

Title:

Date: December 15, 2005

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By: _____

Name:

Title:

Date: December 15, 2005

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

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By: _____

Name:

Title:

Date: December 15, 2005

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By: _____

Name: Richard W. Osborne

Title: Vice President Power Supply & Engineering

Date: December 15, 2005

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By: _____

Name: Edward M. Stern

Title: CEO

Date: March 7, 2007

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By: _____

Name: James R. Haney

Title: Vice President

Date: November 8, 2007

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By: _____

Name: Andrew J. Keleman

Title: Authorized Representative

Date: April 1, 2009

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By: _____

Name: Richard R. Grigg

Title: President

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Division of Cleveland Public Power

By: _____

Name: Barry A. Withers

Title: Director

Date: March 22, 2011

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By: _____

Name: Julia S. Janson

Title: President

Date: September 27, 2011

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By: _____

Name: Julia S. Janson

Title: President

Date: September 27, 2011

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By: _____

Name: Joshua A. Smith

Title: City Manager

Date: February 29, 2012

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By: _____

Name: Jeffrey T. Wood

Title: Senior Vice President

Date: February 8, 2013

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By: _____

Name: Anthony S. Campbell

Title: President & CEO

Date: March 26, 2013

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

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By: _____

Name: Terry S. Harvill

Title: Vice President, International and Merchant Development

Date: May 19, 2016

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Mid-Atlantic Interstate Transmission, LLC

By: _____

Name: Richard A. Ziegler

Title: Director, FERC & RTO Technical Support

Date: October 14, 2016

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

Southern Maryland Electric Cooperative, Inc.

By: _____

Name: Austin J. Slater, Jr.

Title: President & CEO

Date: October 19, 2016

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

NextEra Energy Transmission MidAtlantic, LLC

By: _____

Name: Eric Gleason

Title: President

Date: June 26, 2018

Attachment C

Copy of Original Signature for
NextEra Energy Transmission
MidAtlantic

IN WITNESS WHEREOF, the Parties and PJM have caused this Agreement to be executed by their duly authorized representatives.

NextEra Energy Transmission MidAtlantic, LLC

By:  _____

Name: Eric Gleason

Title: President

Date: June 26, 2018