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April 17, 2023

E-FILE

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Joint Application of Metropolitan Edison Company, Pennsylvania Electric Company, Pennsylvania Power Company, West Penn Power Company, Keystone Appalachian Transmission Company, Mid-Atlantic Transmission, LLC, and FirstEnergy Pennsylvania Company; Docket Nos. A-2023-3038771, A-2023-3038792, A-2023-3038793, A-2023-3038794, A-2023-3038795, A-2023-3038807, A-2023-3038808, G2023-3038818, G-2023-3038819, G-2023-3038820, G-2023-3038821, and G-00020956

Dear Secretary Chiavetta:

Enclosed for filing with the Pennsylvania Public Utility Commission ("Commission") please find the Petition to Intervene of Calpine Retail Holdings, LLC in the above-referenced proceedings.

As evidenced by the attached Certificate of Service, all parties to the proceeding are being served with a copy of this document. Thank you.

Sincerely,

NORRIS McLAUGHLIN, P.A.

/s/ John F. Lushis, Jr.

John F. Lushis, Jr.

c: Administrative Law Judge Conrad A. Johnson (via e-mail)
Administrative Law Judge Emily I. DeVoe (via e-mail)
Nick Miskanic (via e-mail)
Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Metropolitan	:	
Edison Company, Pennsylvania	:	
Electric Company, Pennsylvania Power	:	Docket Nos. A-2023-3038771
Company, West Penn Power Company,	:	A-2023-3038792
Keystone Appalachian Transmission	:	A-2023-3038793
Company, Mid-Atlantic Interstate	:	A-2023-3038794
Transmission, LLC, and FirstEnergy	:	A-2023-3038795
Pennsylvania Electric Company for All	:	A-2023-3038807
of the Necessary Authority, Approvals,	:	A-2023-3038808
and Certificates of Public Convenience	:	G-2023-3038818
for (1) the Agreements and Plans of	:	G-2023-3038819
Merger; (2) the Establishment of	:	G-2023-3038820
FirstEnergy Pennsylvania	:	G-2023-3038821
Holding Company LLC as an Intermediate	:	G-00020956
Holding Company in the Chain of	:	
Ownership of FirstEnergy Pennsylvania	:	
Electric Company; (3) the Merger of	:	
Metropolitan Edison Company,	:	
Pennsylvania Electric Company,	:	
Pennsylvania Power Company, and West	:	
Penn Power Company with and into	:	
FirstEnergy Pennsylvania Electric	:	
Company; (4) the Initiation by FirstEnergy	:	
Pennsylvania Electric Company of Electric	:	
Service in All Territories in this	:	
Commonwealth where Metropolitan Edison	:	
Company, Pennsylvania Electric Company,	:	
Pennsylvania Power Company, and West	:	
Penn Power Company Do or May Provide	:	
Electric Service; (5) the Abandonment by	:	
Metropolitan Edison Company,	:	
Pennsylvania Electric Company,	:	
Pennsylvania Power Company, and West	:	
Penn Power Company of All Electric	:	
Service in this Commonwealth; (6) the	:	
Adoption by FirstEnergy Pennsylvania	:	
Electric Company of Metropolitan Edison	:	
Company, Pennsylvania Electric Company,	:	
Pennsylvania Power Company, and West	:	
Penn Power Company's Existing Tariffs and	:	
their Application within New Service and	:	
Rate Districts of FirstEnergy Pennsylvania	:	
Electric Company Corresponding to their	:	

Electric Service Territories as the Met-Ed :
Rate District, Penelec Rate District, Penn :
Power Rate District, West Penn Rate :
District, and The Pennsylvania State :
University Rate District, Respectively; (7) :
the sale of Class B Membership Interest in :
Mid-Atlantic Interstate Transmission, LLC :
held by Met-Ed and Penelec to FirstEnergy :
Corp.; (8) the Contribution of West Penn :
Power Company's Transmission Assets to :
Keystone Appalachian Transmission :
Company; (9) a Certificate of Public :
Convenience Conferring Upon Keystone :
Appalachian Transmission Company the :
Status of a Pennsylvania Public Utility; (10) :
Where Necessary, Associated Affiliated :
Interest Agreements; and (11) Any Other :
Approvals Necessary to Complete the :
Contemplated Transaction :

**PETITION TO INTERVENE
OF CALPINE RETAIL HOLDINGS, LLC**

Pursuant to Sections 5.71 through 5.74 of the Pennsylvania Public Utility Commission’s (“PUC” or “Commission”) Regulations, 52 Pa. Code §§ 5.71 - 5.74, Calpine Retail Holdings, LLC (together with its operating subsidiaries, “Calpine”) hereby files this Petition to Intervene in the above-captioned proceeding.¹

¹ As used herein, “Calpine” refers collectively to Calpine Retail Holdings LLC and its retail subsidiaries. Calpine Retail has overall responsibility for the business activities of its retail subsidiaries, which serve residential, commercial, institutional and industrial customers in Pennsylvania’s retail electric and gas markets.

On March 6, 2023, Metropolitan Edison Company ("Met-Ed"), Pennsylvania Electric Company ("Penelec"), Pennsylvania Power Company ("Penn Power"), West Penn Power Company ("West Penn Power"), Keystone Appalachian Transmission Company ("KATCo"), Mid-Atlantic Interstate Transmission, LLC ("MAIT"), and FirstEnergy Pennsylvania Electric Company ("FE PA") ("Joint Applicants") filed with the Pennsylvania Public Utility Commission ("PUC" or "Commission") a Joint Application requesting :

[A]uthority, approval, and certificates of public convenience for (1) the Agreements and Plans of Merger; (2) the establishment of FirstEnergy Pennsylvania Holding Company LLC ("FE PA HoldCo") as an intermediate holding company in the chain of ownership of FE PA; (3) the merger of Met-Ed, Penelec, Penn Power, and West Penn with and into FE PA; (4) the initiation by FE PA of electric service in all territories in this Commonwealth where Met-Ed, Penelec, Penn Power, and West Penn do or may provide electric service; (5) the abandonment by Met-Ed, Penelec, Penn Power, and West Penn of all electric service in this Commonwealth; (6) the adoption by FE PA of Met-Ed, Penelec, Penn Power, and West Penn's existing tariffs and their application within new service rate districts of FE PA corresponding to their existing service territories as Met-Ed ("ME") Rate District, Penelec ("PN") Rate District, Penn Power ("PP") Rate District, West Penn ("WP") Rate District, and The Pennsylvania State University ("PSU") Rate District, respectively; (7) the sale of the Class B membership interests in MAIT held by Met-Ed and Penelec to FirstEnergy Corp. ("FirstEnergy"); (8) the contribution of West Penn's transmission assets to KATCo ("Transmission Assets"); (9) a certificate of public convenience conferring upon KATCo public utility status; and (10) to the extent necessary, associated affiliated interest agreements.

Joint Application, pp. 1-2.

In support of its Petition to Intervene, Calpine asserts the following:

1. The proposed Plans would apply to all retail customers in the Joint Applicants' service territories, including customers of Calpine.

2. Calpine is an independent, national provider of retail electric service across 20 states. It operates as a licensed Electric Generation Supplier (EGS) in Pennsylvania. Calpine is also a Load Serving Entity (LSE) and member of PJM Interconnection LLC. Calpine is actively serving and soliciting customers throughout Pennsylvania. Calpine currently offers a wide variety of efficiency and energy-related products and services beyond simple energy procurement, including load and risk management and green energy solutions – all designed to meet the individualized needs and demands of Calpine's customers and capture the benefits of the existing competitive wholesale energy environment to bring those benefits forward into to Pennsylvania's competitive retail electric market.

3. The name and address of Calpine's attorneys are:

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4. Calpine is concerned with issues that affect competitive markets in Pennsylvania, including recovery of costs related to distribution and transmission

services, utility affiliate participation in competitive markets, and market structures that could potentially harm or become a disincentive to create customized and innovative competitive retail electric products and services for Calpine's current and prospective customers.

5. Calpine intends to participate in this proceeding to the extent necessary to protect its interests and those of its customers. These interests cannot be adequately represented or protected by any other party.

6. As one of the nation's largest retail electric providers, Calpine's intervention is also in the public interest. Calpine possesses significant and unique knowledge, experience and resources with respect to the structuring of competitive markets. Moreover, without the opportunity to intervene, Calpine will be unable to participate in this proceeding but will nevertheless be bound by the actions taken by the Commission. Such actions may have a material impact on Calpine's operations, business and systems as well as its continued involvement in the Joint Applicants' service territories as a retail Electric Generation Supplier.

7. Calpine continues to review the Joint Application and has not yet definitively established its position on the matters presented therein. Calpine reserves the right to take positions and/or seek relief based on its review of the various filings, discovery responses, or the positions taken by other parties in this proceeding,

8. The Commission’s regulations permit intervention by a party that demonstrates an “interest which may be directly affected and which is not adequately represented by existing participants, and as to which the petitioner may be bound by the action of the Commission in the proceeding.” 52 Pa. Code § 5.72 Calpine has a substantial and direct interest in this proceeding and satisfies the standards for intervention under these regulations.

WHEREFORE, Calpine Retail Holdings, LLC respectfully requests that the Pennsylvania Public Utility Commission grant this Petition to Intervene, providing Calpine with full-party status in this proceeding, as well as any other relief as it deems necessary.

Respectfully submitted,
NORRIS McLAUGHLIN, P.A.

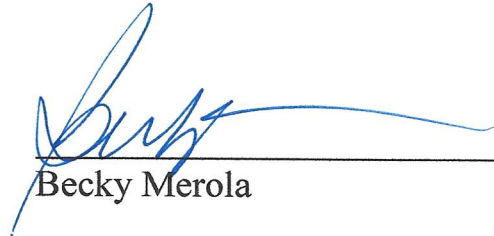
By /s/ John F. Lushis, Jr.
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Counsel to Calpine Retail Holdings, LLC

Dated: April 17, 2023

VERIFICATION

I, Becky Merola, Director of Government & Regulatory Affairs, hereby state that the facts set forth in the foregoing Petition to Intervene by Calpine Retail Holdings, LLC are true and correct to the best of my knowledge, information and belief. I understand that false statements made herein are made subject to the penalties of 18 Pa. C.S. Section 4904, relating to unsworn falsifications to authorities.



Becky Merola

DATED: April 17, 2023

CERTIFICATE OF SERVICE
A-2023-3038771 et al.

I hereby certify that I have this day served a copy of the foregoing Petition to Intervene via email upon the following participants in accordance with the requirements of 52 Pa. Code Section 1.54, et. seq. (*relating to service by a participant*):

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The Honorable Conrad Johnson
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