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April 21, 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 Prehearing Conference Memorandum 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 Company, West Penn	:	Docket Nos. A-2023-3038771
Power Company, Keystone Appalachian	:	A-2023-3038792
Transmission Company, Mid-Atlantic	:	A-2023-3038793
Interstate Transmission, LLC, and	:	A-2023-3038794
FirstEnergy Pennsylvania Electric Company	:	A-2023-3038795
for All of the Necessary Authority,	:	A-2023-3038807
Approvals, and Certificates of Public	:	A-2023-3038808
Convenience for (1) the Agreements and	:	G-2023-3038818
Plans of Merger; (2) the Establishment of	:	G-2023-3038819
FirstEnergy Pennsylvania Holding	:	G-2023-3038820
Company LLC as an Intermediate Holding	:	G-2023-3038821
Company in the Chain of Ownership of	:	G-00020956
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 :

**PREHEARING CONFERENCE MEMORANDUM
OF CALPINE RETAIL HOLDINGS, LLC**

TO THE HONORABLE CONRAD JOHNSON AND EMILY DEVOE

Pursuant to the Prehearing Conference Order dated April 13, 2023, in the above-captioned proceeding and Sections 5.221 of the Pennsylvania Public Utility Commission's ("PUC" or "Commission") Regulations, 52 Pa. Code § 5.221, Calpine Retail Holdings, LLC (together with its operating subsidiaries, "Calpine") hereby files this Prehearing Conference Memorandum.

I. PROCEDURAL HISTORY

1. 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.

2. On April 17, 2023, Calpine petitioned to intervene in this proceeding.

3. Calpine is a provider of competitive electric services and as such is directly affected

by the default service programs maintained by the Joint Applicants and other electric utilities.

II. COUNSEL

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

John F. Lushis, Jr. (I.D. No. 32400)
David Berger (I.D. No. 311258)
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5. Calpine will also seek the admission pro hac vice of the following attorney:

James Laskey (NJ Id. No. 016311978)
Norris McLaughlin, P.A.
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All parties are requested to hereafter serve said counsel electronically with all documents served in this proceeding.

III. EXPECTED ISSUES

6. Calpine is concerned with issues that affect competitive markets in Pennsylvania, including utility affiliate participation, access to and pricing of distribution and transmission services, and programs that could potentially harm or become a disincentive to create customized and innovative competitive retail electric products and services for its current and prospective customers.

IV. PROPOSED WITNESSES

7. Calpine is not currently planning to file direct testimony. Depending on the issues raised in direct testimony by other parties, Calpine reserves the right to call Becky Merola, a Calpine Director of Government & Regulatory Affairs, as a rebuttal witness. Calpine reserves the right to offer additional witnesses as necessitated by the issues.

V. LITIGATION SCHEDULE

8. Calpine is willing to agree to any reasonable schedule that will permit the proceeding to be timely completed.

VI. DISCOVERY

9. Calpine has not submitted discovery as of the date of this Prehearing Conference Memorandum. Should it conclude that such discovery is necessary, it will submit its requests consistent with the schedule established for the proceedings. Calpine proposes that exchange of documents be conducted electronically to the greatest extent feasible.

VII. SETTLEMENT

10. Calpine is willing to engage in settlement discussions with any and all parties at any time during this proceeding.

WHEREFORE, Calpine Retail Holdings, LLC respectfully submits this Prehearing Conference Memorandum in anticipation of the Prehearing Conference currently scheduled to be held telephonically on Tuesday, April 25, 2023 at 1:30 pm.

Respectfully submitted,
NORRIS McLAUGHLIN, P.A.

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

Dated: April 21, 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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/s/ John F. Lushis, Jr.

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

April 17, 2023