

April 21, 2023

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

VIA ELECTRONIC FILING

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, G-2023-3038818, G-2023-3038819, G-2023-3038820, G-2023-3038821, and G-00020956

Dear Secretary Chiavetta:

Please find enclosed for filing with the Pennsylvania Public Utility Commission ("PUC" or "Commission") the Prehearing Memorandum of the Industrial Energy Consumers of Pennsylvania ("IECPA"), in the above-referenced matter.

This document was filed electronically with the Commission on this date. All parties are being served a copy of this document in accordance with the enclosed Certificate of Service.

Please contact the undersigned if you have any questions concerning this filing.

Sincerely,

SPILMAN THOMAS & BATTLE, PLLC

By 

Derrick Price Williamson
Barry A. Naum
Steven W. Lee

BAN/sds
Enclosures

c: Honorable Conrad A. Johnson (via E-mail)
Honorable Emily I. DeVoe (via E-mail)
Nicholas 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	:	
Power Company, Keystone Appalachian	:	Docket Nos. A-2023-3038771
Transmission Company, Mid-Atlantic	:	A-2023-3038792
Interstate Transmission, LLC, and FirstEnergy	:	A-2023-3038793
Pennsylvania Electric Company for All of the	:	A-2023-3038794
Necessary Authority, Approvals, and	:	A-2023-3038795
Certificates of Public Convenience for (1) the	:	A-2023-3038807
Agreements and Plans of Merger; (2) the	:	A-2023-3038808
Establishment of FirstEnergy Pennsylvania	:	G-2023-3038818
Holding Company LLC as an Intermediate	:	G-2023-3038819
Holding Company in the Chain of Ownership	:	G-2023-3038820
of FirstEnergy Pennsylvania Electric	:	G-2023-3038821
Company; (3) the Merger of Metropolitan	:	G-00020956
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 :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the following parties to this proceeding in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by participant).

VIA E-MAIL

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Barry A. Naum

Dated: April 21, 2023

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of Metropolitan Edison	:	
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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	:	
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Abandonment by Metropolitan Edison	:	
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Power Company of All Electric Service in this	:	
Commonwealth; (6) the Adoption by	:	
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Public Convenience Conferring Upon :
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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 MEMORANDUM OF
THE INDUSTRIAL ENERGY CONSUMERS OF PENNSYLVANIA**

Pursuant to the Prehearing Conference Order issued on April 13, 2023, by Administrative Law Judge ("ALJ") Conrad A. Johnson and ALJ Emily I. DeVoe, the Industrial Energy Consumers of Pennsylvania ("IECPA"), hereby submits this Prehearing Memorandum in the above-captioned proceeding.

I. HISTORY OF THE PROCEEDING

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. On April 5, 2023, IECPA filed a Petition to Intervene to participate in this proceeding. A description of IECPA is set forth in its Petition to Intervene.

II. REPRESENTATION AND SERVICE CONTACT

IECPA is represented by counsel with contact information as follows:

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III. ANTICIPATED ISSUES

IECPA is still evaluating the Joint Application and anticipates being informed by the record created in these cases. At this preliminary stage, however, IECPA plans to explore the issue of how the proposed consolidation may impact Large Commercial and Industrial ("C&I") customers and whether the benefits advanced by the Joint Applicants will be realized by their Large C&I

classes. IECPA anticipates pursuing this issue during these proceedings and reserves the right to raise further issues and to respond to all matters raised by other parties.

IV. PROPOSED WITNESSES AND EVIDENCE

IECPA is still in the process of evaluating whether it will sponsor testimony in this proceeding. Regardless, IECPA reserves the right to participate in this proceeding and adduce evidence through the submission of discovery, cross-examination of other parties' witnesses, and the submission of briefs, exceptions, and reply exceptions, if necessary.

V. PROPOSED SCHEDULE AND DISCOVERY RULES

IECPA will cooperate with the ALJ and the parties to formulate a reasonable procedural schedule and discovery rules in accordance with the Commission's regulations and ALJ directives. To that end, the parties have already conferred on a schedule that is agreeable to all parties, including IECPA.

VI. SETTLEMENT

IECPA is willing to participate in settlement discussions so as to narrow or resolve issues in dispute among the parties.

Respectfully submitted,

By 

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Steven W. Lee (Pa. I.D. No. 332797)

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Dated: April 21, 2023