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June 1, 2023

*Via Electronic Filing*

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2<sup>nd</sup> Floor (filing room)  
PO Box 3265  
Harrisburg, PA 17105-3265

Re: Joint Application Of American Transmission Systems, Incorporated, Mid-Atlantic Interstate Transmission, LLC, And Trans-Allegheny Interstate Line Company For All Of The Necessary Authority, Approvals, And Certificates Of Public Convenience Required To Lawfully Effectuate (1) The Purchase And Sale Agreement Of An Incremental Thirty Percent Equity Interest In FirstEnergy Transmission, LLC By North American Transmission Company II L.P.; (2) The Transfer Of Class B Membership Interests In Mid-Atlantic Interstate Transmission, LLC Held By FirstEnergy Corp. To FirstEnergy Transmission, LLC; (3) Where Necessary, Associated Affiliated Interest Agreements; And (4) Any Other Approvals Necessary To Complete The Contemplated Transaction; Docket Nos. A-2023-3040481, A-2023-3040482, A-2023-3040483, G-2023-3040484, G-2023-3040485 and G-2023-3040486; **PETITION TO INTERVENE OF NORTH AMERICAN TRANSMISSION COMPANY II L.P.**

Dear Secretary Chiavetta:

Enclosed you will find North American Transmission Company II L.P.'s Petition to Intervene in the above-captioned matters. Copies have been served in accordance with the attached Certificate of Service.

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
June 1, 2023  
Page 2

If you have any questions regarding this filing, please contact me.

Very truly yours,



Kevin J. McKeon  
Phillip D. Demanchick Jr.

*Counsel for North American Transmission  
Company II L.P.*

PDD/das  
Enclosures

cc: Per the Certificate of Service



partnership organized and existing under the laws of the State of Delaware, is the limited partner of NATCo II. Currently, all the limited partnership interests of NATCo I are directly owned by BSIP Aggregator III L.P. and BSIP NATC Sidecar L.P. (“Existing Brookfield LPs”). At the closing of the Transaction, the limited partnership interests of NATCo I will be owned directly by the Existing Brookfield LPs and North American Transmission FinCo L.P. Brookfield Super-Core Infrastructure Partners GP LLC (“Brookfield GP”) is the general partner of, and controls, NATCo II, NATCo I, the Existing Brookfield LPs, and NATFinCo. Brookfield GP is an indirect wholly owned subsidiary of Brookfield Corporation (f/k/a Brookfield Asset Management Inc.) and Brookfield Asset Management Ltd. (“BAM Ltd”) (Brookfield Corporation and BAM Ltd, collectively, “Brookfield”).<sup>1</sup>

2. NATCo II’s attorneys in this matter are:

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3. On May 5, 2023, American Transmission Systems, Incorporated (“ATSI”), Mid-Atlantic Interstate Transmission, LLC (“MAIT”), And Trans-Allegheny Interstate Line Company (“TrAILCo”) (collectively, the “Joint Applicants”) filed a Joint Application For All Of The Necessary Authority, Approvals, And Certificates Of Public Convenience Required To Lawfully

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<sup>1</sup> Brookfield GP is an indirect, wholly owned subsidiary of Brookfield Asset Management ULC, an unlimited liability company formed under the laws of British Columbia. Brookfield Corporation directly or indirectly owns 75% of the common shares of Brookfield Asset Management ULC and BAM Ltd owns the other 25%. Through this arrangement, BAM Ltd manages and Brookfield Corporation ultimately controls the various investment entities and funding vehicles of Brookfield Corporation.

Effectuate (1) The Purchase And Sale Agreement Of An Incremental Thirty Percent Equity Interest In FirstEnergy Transmission, LLC (“FET”) By NATCo II; (2) The Transfer Of Class B Membership Interests In MAIT Held By FirstEnergy Corp. (“FirstEnergy”) To FET; (3) Where Necessary, Associated Affiliated Interest Agreements; And (4) Any Other Approvals Necessary To Complete The Contemplated Transaction (“Application”).

4. The Joint Applicants are seeking approvals from the PaPUC regarding (1) the Purchase and Sale Agreement dated February 2, 2023 (the “PSA”) between FirstEnergy, NATCo II and the Brookfield Guarantors,<sup>2</sup> pursuant to which FirstEnergy agreed to sell to NATCo II at the closing an incremental thirty (30) percent equity interest in FET for a purchase price of \$3.5 billion (the “FET Transaction”); and (2) the contribution of FirstEnergy’s passive Class B membership interests in MAIT to FET in exchange for a new class of FET Special Purpose Membership Interests (the “Special Purpose Membership Interests”) (the “MAIT Class B Interests Transfer”)<sup>3</sup> (hereinafter, the FET Transaction and the MAIT Class B Interests Transfer are collectively referred to as the “Transaction”).

5. 52 Pa. Code Section 5.72 sets forth the eligibility requirements for a party to intervene in PaPUC proceedings. The PaPUC’s regulations state that to intervene, a party must have “a right or an interest” sufficient to warrant intervention, which includes “[a]n interest that may be directly affected and which is not adequately represented by existing participants, and as

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<sup>2</sup> The “Brookfield Guarantors” refers to Brookfield Super-Core Infrastructure Partners L.P., Brookfield Super-Core Infrastructure Partners (NUS) L.P., and Brookfield Super-Core Infrastructure Partners (ER) SCSp.

<sup>3</sup> The non-voting Class B Membership Interests in MAIT are currently held by Metropolitan-Edison Company (“Met-Ed) and Pennsylvania Electric Company (“Penelec”). Met-Ed and Penelec have requested all necessary PaPUC approvals to transfer the subject Class B Membership Interests to FirstEnergy, as a part of the consolidation of FirstEnergy’s Pennsylvania electric distribution companies (“EDCs”) pending at 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, G-00020956 (the “PA Consolidation”). The transfer of the MAIT Class B Membership Interests contemplated by this Application is limited to the subsequent transfer of these interests from FirstEnergy to FET, which will occur after the approval and closing of the PA Consolidation.

to which the petitioner may be bound by the action of the Commission in the proceeding” or “[a]nother interest of such nature that participation of the petitioner may be in the public interest.”

*Id.*

6. NATCo II has such an interest. NATCo II presently owns 19.9 percent of FET. Pursuant to the PSA, upon closing of the Transaction, NATCo II will acquire an incremental 30 percent interest in FET for a purchase price of \$3.5 billion. As a result of the Transaction, NATCo II will own 49.9 percent of FET and will have certain rights and obligations with respect to FET.

7. Thus, as a party to the PSA and minority owner of FET, NATCo II will be substantially and directly affected by a decision, final order, or settlement in this matter and will be bound thereby. Moreover, no other party can represent NATCo II’s interests under these circumstances. NATCo II seeks intervention and full-party status so that it can fully participate in these proceedings in order to protect its interests in this matter.

8. For these reasons, NATCo II has a substantial and bona fide interest in ensuring that the Transaction and the Application are approved by the PaPUC. Moreover, as the Investor, NATCo II’s participation herein will not unduly prejudice any party but will instead ensure the development of a full and complete record for the PaPUC’s consideration.

WHEREFORE, North American Transmission Company II L.P. respectfully requests that the Pennsylvania Public Utility Commission grant the instant Petition to Intervene providing it with full-party status in the above-captioned proceedings.

Respectfully,



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*Counsel for North American Transmission  
Company II L.P.*

**VERIFICATION**

I, Fred Day, a Managing Director at Brookfield Asset Management Ltd., on behalf of North American Transmission Company II L.P. (“NATCo II”), hereby state that the facts set forth in the foregoing petition to intervene are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing in this matter. This verification is made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Signature: 

Name: Fred Day

Position: Managing Director, Brookfield Asset Management Ltd.

For: North American Transmission Company II L.P.

BY: Brookfield Super-Core Infrastructure Partners GP LLC, its general partner

BY: Brookfield Super-Core Infrastructure Partners GP of GP LLC, its manager

Date: June 1, 2023



## CERTIFICATE OF SERVICE

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

### VIA ELECTRONIC MAIL AND USPS FIRST CLASS MAIL

The Honorable Charles E. Rainey Jr.  
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Kevin J. McKeon  
Phillip D. Demanchick Jr.

Dated this 1<sup>st</sup> day of June, 2023.