



McNees Wallace & Nurick LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166

Charis Mincavage
Direct Dial: 717.237.5437
Direct Fax: 717.260.1725
cmincavage@mcneeslaw.com

June 5, 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 American Transmission Systems, Incorporated, MidAtlantic 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; G-2023-3040486

Dear Secretary Chiavetta:

Attached for filing with the Pennsylvania Public Utility Commission is the Joint Petition to Intervene and Protest of the Met-Ed Industrial Users Group ("MEIUG") and the Penelec Industrial Customer Alliance ("PICA"), in the above-referenced proceeding.

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

Sincerely,

A handwritten signature in black ink that reads 'Charis Mincavage'.

Charis Mincavage
MCNEES WALLACE & NURICK LLC

c: Charles E. Rainey Jr., Chief Administrative Law Judge (via e-mail)
Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of Section 1.54 (relating to service by a participant).

VIA EMAIL

Tori L. Giesler, Esq.
Angelina M. Umstead, Esq.
FirstEnergy Service Company
2800 Pottsville Pike
P.O. Box 16001
Reading, PA 19612-6001
tgiesler@firstenergycorp.com
aumstead@firstenergycorp.com

David B. MacGregor, Esq.
Lindsay A. Berkstresser, Esq.
Garrett P. Lent, Esq.
Nicholas A. Stobbe, Esq.
Post & Schell, P.C.
17 North Second Street, 12th Floor
Harrisburg, PA 17101-1601
dmacgregor@postschell.com
lberkstresser@postschell.com
glent@postschell.com
nstobbe@postschell.com

NazAarah Sabree
Sharon E. Webb, Esq.
Small Business Advocate
Commonwealth of Pennsylvania
Office of Small Business Advocate
Forum Place
555 Walnut Street, 1st Floor
Harrisburg, PA 17101
ra-sba@pa.gov
swebb@pa.gov

Darryl A. Lawrence, Esq.
Harrison Brightman, Esq.
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101
ra-oca@paoca.org
hbreitman@paoca.org
dlawrence@paoca.org

Allison C. Kaster, Esq.
Bureau of Investigation and Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17120
akaster@pa.gov

Kevin J. McKeon, Esq.
Phillip D. Demanchick Jr., Esq.
Hawke McKeon & Sniscak LLP
100 North Tenth Street
Harrisburg, PA 17101
kjmckeon@hmslegal.com
pddemanchick@hmslegal.com



Charis Mincavage

Counsel to the Met-Ed Industrial Users Group
and the Penelec Industrial Customer Alliance

Dated this 5th day of June 2023, in Harrisburg, Pennsylvania.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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
: G-2023-3040486
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**JOINT PETITION TO INTERVENE AND PROTEST OF
THE MET-ED INDUSTRIAL USERS GROUP AND
THE PENELEC INDUSTRIAL CUSTOMER ALLIANCE**

TO THE HONORABLE, THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

Pursuant to Sections 5.71 through 5.74 and Sections 5.51 through 5.53 of the Pennsylvania Public Utility Commission's ("PUC" or "Commission") Regulations, 52 Pa. Code §§ 5.71-5.74 and 52 Pa. Code §§ 5.51-5.53, the Met-Ed Industrial Users Group ("MEIUG") and the Penelec Industrial Customer Alliance ("PICA") hereby file this Joint Petition to Intervene and Protest in the above-captioned proceeding.

On May 5, 2023, American Transmission Systems, Incorporated ("ATSI"), Mid-Atlantic Interstate Transmission, LLC ("MAIT"), and Trans-Allegheny Interstate Line Company

("TrAILCo") ("Joint Applicants") filed an Application ("Application") with the Commission seeking certain authority, approvals, and certificates of public convenience associated with: (1) the Purchase and Sale Agreement dated February 2, 2023 ("PSA") between FirstEnergy Corp. ("FirstEnergy"), North American Transmission Company II L.P. ("NATCo II"), and the Brookfield Guarantors, pursuant to which FirstEnergy agreed to sell to NATCo II at the closing an incremental 30% equity interest in FirstEnergy Transmission, LLC ("FET") for a purchase price of \$3.5 billion ("FET Transaction"); and (2) the contribution by FirstEnergy of its passive Class B Membership Interests in MAIT, currently held by Metropolitan Edison Company ("Met-Ed") and Pennsylvania Electric Company ("Penelec"), to FET, in exchange for a new class of FET Special Purpose Membership Interests ("MAIT Class B Interests Transfer") (collectively, the "Transactions"). Application at 1-2.

Upon consummation of the FET Transaction, NATCo II will own a 49.9% equity interest in FET, and FirstEnergy will retain a 50.1% majority interest in FET and will continue to operate the Applicants' transmission facilities. *Id.* at 3. At the closing of the MAIT Class B Interests Transfer, FET will become the sole owner of all membership interests in MAIT. *Id.* at 15.

In support of their Petition to Intervene and Protest, MEIUG and PICA assert the following:

I. PETITION TO INTERVENE

1. MEIUG and PICA are *ad hoc* associations of large commercial and industrial customers located in the Met-Ed and Penelec service territories. As some of Met-Ed's and Penelec's largest customers, whose manufacturing processes require significant amounts of electricity, any proposed modifications to their provisions of service could significantly impact MEIUG's and PICA's production costs.

2. Petitioners are MEIUG and PICA. The compositions of MEIUG and PICA are attached hereto as Appendix A and Appendix B, respectively. MEIUG and PICA reserve the right to modify these Appendices throughout the course of this proceeding, as necessary.

3. The name and address of the attorney for MEIUG and PICA are:

Susan. E. Bruce (Pa. I.D. 80146)
Charis Mincavage (Pa. I.D. 82039)
McNEES WALLACE & NURICK LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166
Phone: (717) 232-8000
Fax: (717) 237-5300
sbruce@mcneeslaw.com
cmincavage@mcneeslaw.com

4. MEIUG and PICA are concerned with issues regarding the terms and conditions of their electricity service, and, as a result, have been actively involved in numerous Met-Ed and Penelec proceedings, including the recent Pennsylvania Public Utility Commission and Federal Energy Regulatory Commission proceedings in which FirstEnergy is seeking approval, among other things, to consolidate its four Pennsylvania Electric Distribution Companies (“EDC”) into a single EDC. The Commission's final disposition of the Transactions requested in the Application may have a significant impact on the service provided to members of MEIUG and PICA, which, in turn, could affect these members' production costs.

5. MEIUG and PICA thus have an interest in this proceeding that is not represented by any other party of record; consequently, MEIUG and PICA satisfy the standards for intervention under Section 5.72 of the Commission's Regulations. 52 Pa. Code § 5.72.

II. PROTEST

6. As part of the Application, the Joint Applicants claim that the aforementioned Transactions do not appear to require a certificate of public convenience; however, due to the

various rights and obligations that NATCo II will obtain with respect to FET and the Joint Applicants pursuant to the Transactions, the Joint Applicants request that the Commission issue all necessary approvals needed to effectuate the transaction.

7. The Joint Applicants claim that the Commission should approve the Transactions because they are necessary or proper for the service or convenience of the public, and the Transactions will result in numerous public benefits.

8. In this instance, MEIUG and PICA have reviewed the Application and have not been able to confirm whether the Transactions will result in numerous public benefits upon approval of the Application. In addition, MEIUG and PICA have not been able to confirm whether ratepayers will be shielded from any inappropriate costs resulting from the Transactions. Moreover, MEIUG and PICA are not able to verify at this time whether a certificate of public convenience is needed for these Transactions to occur.

9. Accordingly, the depth and breadth of the Transactions require further time and review. In addition to the issues identified above, MEIUG/PICA reserve the right to raise and address additional issues of concern during the proceeding based on further review of the Application, as well as review of issues raised by other parties.

III. CONCLUSION

WHEREFORE, the Met-Ed Industrial Users Group and the Penelec Industrial Customer Alliance respectfully request that the Pennsylvania Public Utility Commission investigate and hold hearings regarding the above-captioned application, with the Commission not approving the Application unless it finds that: (1) the Application is in the public interest; (2) it provides public benefits to the Companies' ratepayers while shielding ratepayers from inappropriate Transaction costs; (3) it is in accordance with the requirements of the Public Utility Code; and (4) if necessary,

impose such terms and conditions on the proposed consolidation as necessary to ensure the
aforementioned requirements are met.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By 

Susan. E. Bruce (Pa. I.D. 80146)
Charis Mincavage (Pa. I.D. 82039)
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166
Phone: (717) 232-8000
Fax: (717) 237-5300
sbruce@mcneeslaw.com
cmincavage@mcneeslaw.com

Counsel to the Met-Ed Industrial Users
Group and the Penelec Industrial Customer
Alliance

Dated: June 5, 2023

AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA :
 :
 :
COUNTY OF DAUPHIN :
 :
 :

SS

Charis Mincavage, being duly sworn according to law, deposes and says that she is counsel to the Met-Ed Industrial Users Group and the Penelec Industrial Customer Alliance, that in this capacity she is authorized to and does make this affidavit for them, and that the facts set forth in the foregoing Petition to Intervene and Protest are true and correct to the best of her knowledge, information, and belief.



Charis Mincavage

Date: June 5, 2023

APPENDIX A

MET-ED INDUSTRIAL USERS GROUP

Carpenter Technology Corporation

Knouse Foods Cooperative, Inc.

Lebanon Valley College

Magnesita Refractories Co.

Royal Green LLC

Sweet Street Desserts, Inc.

APPENDIX B

PENELEC INDUSTRIAL CUSTOMER ALLIANCE

Electralloy, a G.O. Carlson, Inc., Co.
Ellwood National Steel
Indiana Regional Medical Center
Procter & Gamble Paper Products Company
Sheetz, Inc.
Team Ten, LLC - American Eagle Paper Mills
The Plastek Group, Inc.
U.S. Silica Company
Wegmans Food Markets, Inc.