

143 FERC ¶ 61,258  
UNITED STATES OF AMERICA  
FEDERAL ENERGY REGULATORY COMMISSION

Before Commissioners: Jon Wellinghoff, Chairman;  
Philip D. Moeller, John R. Norris,  
Cheryl A. LaFleur, and Tony Clark.

Midwest Independent Transmission  
System Operator, Inc.

Docket No. ER12-2682-000

ORDER CONDITIONALLY ACCEPTING TARIFF REVISIONS AND  
REQUIRING COMPLIANCE FILINGS

(Issued June 20, 2013)

1. On September 24, 2012, Midwest Independent Transmission System Operator, Inc. (MISO)<sup>1</sup> submitted a filing (September 24 Filing), pursuant to section 205 of the Federal Power Act (FPA),<sup>2</sup> proposing *pro forma* tariff sheets for a new Module B-1 to MISO's Open Access Transmission, Energy and Operating Reserve Markets Tariff (Tariff). On December 31, 2012, MISO submitted an amendment providing further revisions to Module B-1 (December 31 Filing). As discussed more fully below, these filings are among several filings made by various applicants to effectuate the merger of the transmission facilities of Entergy Corporation's (Entergy) Operating Companies<sup>3</sup> into ITC Midsouth LLC (ITC Midsouth), a newly created subsidiary of ITC Holdings Corp. (ITC Holdings), and to integrate these transmission facilities, as well as the load and generation in Entergy's footprint, into MISO (Entergy-ITC Transaction).<sup>4</sup> In this order, we conditionally accept Module B-1, as amended, subject to a compliance filing to be

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<sup>1</sup> Effective April 26, 2013, MISO changed its name from "Midwest Independent Transmission System Operator, Inc." to "Midcontinent Independent System Operator, Inc."

<sup>2</sup> 16 U.S.C. § 824d (2006).

<sup>3</sup> The Entergy Operating Companies are the following Entergy subsidiaries: Entergy Arkansas, Inc., Entergy Gulf States Louisiana, L.L.C., Entergy Louisiana, LLC, Entergy Mississippi, Inc., Entergy New Orleans, Inc., and Entergy Texas, Inc.

<sup>4</sup> The "Entergy-ITC Transaction" refers solely to the transfer of transmission facilities from Entergy to ITC.

submitted within 30 days of this order, the outcome of MISO's Order No. 1000<sup>5</sup> compliance proceeding, and a compliance filing in eTariff to amend its Tariff prior to the requested effective date, as discussed below.<sup>6</sup>

**I. The Entergy-ITC Transaction and Integration of Entergy Load and Generation with MISO's Markets**

2. In April 2011, Entergy announced its intention to join MISO as a Transmission Owner effective December 2013, subject to receiving the necessary regulatory approvals.<sup>7</sup> Eight months later, while MISO was taking preparatory steps towards integrating Entergy into MISO, Entergy and ITC Holdings announced their proposal to separate Entergy's jurisdictional transmission facilities into six separate "wires-only" transmission subsidiaries which will ultimately become four operating subsidiaries of ITC Midsouth (collectively, ITC Midsouth Operating Companies).<sup>8</sup> In order to meet both of these goals, the proposed integration of generation and load within the Entergy footprint into MISO's markets and the transfer of Entergy's transmission facilities to ITC Holdings through the proposed merger, Entergy, ITC Holdings, and MISO devised a "phased approach."<sup>9</sup>

3. The first phase of this process involves several Commission filings by MISO, ITC Holdings and Entergy to effectuate the transfer of Entergy's transmission assets to the ITC Midsouth Operating Companies and to create an appropriate Tariff mechanism to be known, as discussed above, as Module B-1 for MISO's provision of transmission service on these facilities during the time after the Entergy-ITC Transaction closes and before integration of the generation and load within Entergy's footprint into MISO's energy

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<sup>5</sup> *Transmission Planning and Cost Allocation by Transmission Owning and Operating Public Utilities*, Order No. 1000, FERC Stats. & Regs. ¶ 31,323 (2011), *order on reh'g*, Order No. 1000-A, 139 FERC ¶ 61,132, *order on reh'g*, Order No. 1000-B, 141 FERC ¶ 61,044 (2012) (Order No. 1000).

<sup>6</sup> *Midwest Indep. Transmission Sys. Operator, Inc.*, 142 FERC ¶ 61,215 (2013).

<sup>7</sup> September 24 Filing, Transmittal Letter at 2.

<sup>8</sup> *Id.* The ITC Midsouth Operating Companies are the following new ITC subsidiaries: ITC Arkansas LLC, ITC Louisiana LLC, ITC Mississippi LLC, and ITC Texas LLC.

<sup>9</sup> *Id.*

and operating reserves markets (Interim Period).<sup>10</sup> In the instant filing proposing Module B-1, MISO proposes the terms and conditions pursuant to which MISO would provide transmission service over the Entergy transmission facilities during this Interim Period (Docket No. ER12-2682-000). In the Joint Application, Entergy, ITC Holdings and certain of their respective subsidiaries request approval under FPA section 203 of the Entergy-ITC Transaction (Docket No. EC12-145-000); request approval under FPA section 205 of a new transmission formula rate to be charged after the Entergy-ITC Transaction closes (Docket No. ER12-2681-000); and petition the Commission for a declaratory order regarding the application of FPA section 305(a) to the Entergy-ITC Transaction (Docket No. EL12-107-000). In the TPZ Filing,<sup>11</sup> Entergy and MISO request approval of the formula transmission rates that Entergy would charge as members of MISO, and the four transmission pricing zones in which those rates would be charged. Applicants also separately filed several requests for authorizations under FPA section 204.<sup>12</sup>

4. In addition to this order, the Commission is issuing concurrently three other orders addressing filings that relate to Entergy's integration into MISO and the Entergy-ITC Transaction. This order addresses MISO's proposed Module B-1 to the MISO Tariff which will provide the terms and conditions for transmission service over ITC Midsouth Operating Companies' transmission facilities during the Interim Period. The other orders address:

(1) Applicants' requests for approval under FPA section 205 of the formula rates to be charged by the new ITC operating companies and certain jurisdictional agreements filed as part of the Application; the TPZ Filing; and the OPEB Filing;

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<sup>10</sup> *Id.* MISO refers to the Interim Period in its September 24 Filing as the "Transition Period."

<sup>11</sup> The TPZ Filing refers to Entergy Services, Inc., Docket No. ER13-948-000 (Feb. 15, 2013).

<sup>12</sup> 16 U.S.C. § 824c (2006). The Commission approved these requests on May 16, 2013. See *ITC Arkansas LLC*, 143 FERC ¶ 61,123 (2013); *Entergy Arkansas, Inc.*, 143 FERC ¶ 61,124 (2013); *Transmission Company Arkansas, LLC*, 143 FERC ¶ 61,125 (2013). Other related filings include a filing seeking approval for the accounting and ratemaking treatment of certain pension and post-retirement welfare plan costs (OPEB Filing) (Docket No. ER13-782-000); a filing to terminate Service Schedule MSS-2 of the Entergy System Agreement (Docket No. ER12-2693-000); and a filing to provide notice of cancellation of Entergy's Open Access Transmission Tariff and establish a tariff for the provision of ancillary services (Docket No. ER12-2683-000).

(2) Applicants' request for approval of the Entergy-ITC Transaction under FPA section 203, and the petition for a declaratory order that the Entergy-ITC Transaction does not violate FPA section 305(a); and

(3) the filing to cancel Service Schedule MSS-2 of the System Agreement.

## II. September 24 and December 31 Filings

5. MISO states that the ITC Midsouth Operating Companies propose to place their newly acquired transmission facilities under MISO's functional control immediately upon the closing of the Entergy-ITC Transaction. As of the date of its filing, MISO expected that the Entergy-ITC Transaction closing could occur as early as June 2013, but that it would take longer, until at least December 2013, to integrate the generation and load within Entergy's footprint into MISO's energy and operating reserves markets.<sup>13</sup> MISO states that this would result in the Interim Period (noted above), which is the period of at least six months between the transfer of functional control of the ITC Midsouth Operating Companies' transmission facilities to MISO and the integration of the load and generation within Entergy's footprint into MISO's markets. As a result, MISO proposes Tariff revisions – including the instant Module B-1 of the Tariff – to address the provision of open access transmission service on these transmission facilities during the Interim Period.<sup>14</sup>

6. Under Module B-1, MISO will have the functional control of the ITC Midsouth Operating Companies' transmission facilities during the Interim Period. Thus, MISO will provide "Order Nos. 888 and 890-compliant open access transmission service on these facilities," and Module B-1 will operate in substantially the same fashion as the MISO Tariff operated prior to the April 2005 start-up of the MISO energy markets, i.e., on a "Day 1" basis.<sup>15</sup> MISO notes that much of the language proposed in Module B-1 has already been approved by the Commission in either the MISO Tariff or Entergy's open access transmission tariff (Entergy tariff). MISO maintains that differences between Module B-1 and the existing provisions of the MISO Tariff, as discussed below, are necessary because MISO's market services will not be available to the ITC Midsouth Operating Companies' customers during the Interim Period. MISO has, therefore, identified the areas where Module B-1 differs from standard MISO

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<sup>13</sup> See September 24 Filing, Moeller Test. at 3-5.

<sup>14</sup> *Id.*, Moeller Test. at 9.

<sup>15</sup> *Id.* Transmittal Letter at 3 and Moeller Test. at 5.

transmission service and instead incorporates in Module B-1 provisions from the Entergy tariff.<sup>16</sup>

7. For example, MISO states that after the Entergy-ITC Transaction closes, the ITC Midsouth Operating Companies will participate in the MISO Transmission Expansion Plan (MTEP) 14, which begins in June 2013, as MISO Transmission Owners.<sup>17</sup> At the time of the closing, however, planning processes will already be underway under the Entergy tariff. Those processes will run to completion after the Entergy-ITC Transaction closes, which, according to MISO, will likely result in the identification of additional reliability-based transmission projects. MISO proposes that those projects not receive cost allocation treatment under Attachment FF of the MISO Tariff, but instead be allocated to the ITC Midsouth Operating Companies. The proposed transmission planning process during the Interim Period is described in Module B-1 Attachment 5, and includes the following elements: (1) development of the ITC Midsouth Operating Companies' 2014-2018 Construction Plan,<sup>18</sup> and evaluation of that plan by MISO; (2) the 2013 Transmission Planning Summit, including receipt and consideration of other stakeholder input into MISO's reliability assessment and the development of the ITC Midsouth Companies' 2014-2018 Construction Plan; and (3) the posting of the 2014-2018 Construction Plan and MISO's independent reliability assessment of the ITC Midsouth Operating Companies' transmission systems.<sup>19</sup> According to Module B-1 Attachment 5, the ITC Operating Midsouth Companies will use regional base case models developed by MISO to complete the 2014-2018 Construction Plan which will identify all transmission upgrade projects necessary to satisfy planning criteria intended to ensure that the identified reliability standards are met.

8. MISO states that Module B-1 adopts Entergy's methodology for calculating Available Flowgate Capability (AFC) and utilizes an ITC Midsouth Operating Companies' Open Access Same-time Information System (OASIS) node for transmission

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<sup>16</sup> *Id.* Transmittal Letter at 3-7.

<sup>17</sup> Unless noted otherwise, capitalized terms shall have the meaning given them in the MISO Tariff.

<sup>18</sup> The term "Construction Plan" is defined in Module B-1 Attachment 5 as the 2014-2018 plan developed pursuant to Section 4 of Attachment 5. The 2014-2018 Construction Plan as proposed under Module B-1 provides a modified continuation of the construction planning process found in the Entergy tariff.

<sup>19</sup> September 24 Filing, Transmittal Letter at 6-7.

service requests using the ITC Midsouth Operating Companies' transmission system.<sup>20</sup> MISO states that, for any transmission service request between the ITC Midsouth Operating Companies' transmission system and the existing MISO transmission system, however, an additional AFC evaluation utilizing Attachment C of the MISO Tariff will be completed prior to approving or refusing a request for transmission service. MISO also proposes to retain Entergy's automated preemption and competition software to maximize the use of Available Transfer Capability (ATC) on the ITC Midsouth Operating Companies' transmission facilities.<sup>21</sup>

9. Under Module B-1, MISO also states that the ancillary services available under the Entergy tariff will continue, except that Scheduling, System Control and Dispatch Service will be provided under Schedule 1 of the MISO Tariff.<sup>22</sup> Because the ITC Midsouth Operating Companies' transmission facilities will not be included in MISO's market area during the Interim Period, MISO proposes to adopt the planning redispatch and conditional firm provisions of the Entergy tariff for Module B-1 purposes.<sup>23</sup> MISO proposes to retain the Entergy tariff's methodology for assessing real power losses, and it will also retain the Entergy tariff's treatment of network customers in the Entergy Balancing Authority Area whose loads are not physically connected to the ITC Midsouth Operating Companies' transmission facilities.<sup>24</sup> MISO states that it will administer Entergy's existing Weekly Procurement Process<sup>25</sup> for the duration of the Interim Period,

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<sup>20</sup> *Id.* Moeller Test. at 10. For a transmission service request sourcing, sinking, or wheeling through the transmission facilities owned by the ITC Midsouth Operating Companies, customers will submit their request on the ITC Midsouth Operating Companies' OASIS node.

<sup>21</sup> *Id.* Transmittal Letter at 4-5.

<sup>22</sup> *Id.* at 4.

<sup>23</sup> *Id.* at 5.

<sup>24</sup> *Id.* at 5-6.

<sup>25</sup> MISO states that the Weekly Procurement Process is a Commission-approved non-market procurement process under the Entergy tariff that optimizes the resources needed to satisfy Entergy's native load requirements to minimize system production costs, while adhering to the operational constraints of generators and the Entergy transmission system. This process is administered by MISO in its capacity as Entergy's Independent Coordinator of Transmission prior to the commencement of the Interim Period. MISO will continue to manage this process as Transmission Provider throughout the Interim Period. *Id.* Moeller Test. at 16.

pursuant to Attachment 3 (Weekly Procurement Process) of Module B-1 which continues the current Weekly Procurement Process as approved by the Commission.<sup>26</sup> In addition, MISO proposes to treat Grandfathered Agreements (GFAs) during the Interim Period in the same general manner as GFAs were treated in MISO prior to the launch of its energy market, when MISO performed solely “Day 1” services.<sup>27</sup> MISO also submitted revisions to Tariff Module A to include references to Module B-1.

10. MISO requests an effective date for Module B-1 of the day following the closing of the Entergy-ITC Transaction, which MISO expects to be July 1, 2013.<sup>28</sup> MISO also requests a limited waiver of the Commission’s eTariff filing requirements, 18 C.F.R. §§ 35.7 and 35.9 (2012), in order to submit *pro forma* tariff sheets for Commission review prior to submitting them through eTariff. MISO maintains that good cause exists to grant this waiver because Module B-1 will not become effective until after the close of the Entergy-ITC Transaction, Module B-1 will enable MISO to account for any Commission directives issued pursuant to that transaction, and parties and interested entities will not be inconvenienced as such parties will have full opportunity to review and comment on the proposed rates. MISO states that it will make a filing via eTariff to amend its Tariff 30 days prior to the requested effective date.<sup>29</sup>

11. On December 31, 2012, MISO filed an amendment to revise Module B-1 to ensure that members of the Southwest Power Pool (SPP) Reserve Sharing Group<sup>30</sup> would not

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<sup>26</sup> *Id.* Transmittal Letter at 5-6.

<sup>27</sup> *Id.* at 7. “Grandfathered Agreements” are defined under the MISO Tariff as “...agreements executed or committed to prior to September 16, 1998 or ITC Grandfathered Agreements that are not subject to the specific terms and conditions of this Tariff consistent with the Commission’s policies. These agreements are set forth in Attachment P to this Tariff.” MISO, FERC Electric Tariff, 1.276, Grandfathered Agreement(s) (GFA), 0.0.0.

<sup>28</sup> September 24 Filing, Transmittal Letter at 2, 8.

<sup>29</sup> *Id.* at 8-9.

<sup>30</sup> The SPP Reserve Sharing Group consists of “... Balancing Authorities that collectively maintain, allocate, and supply operating reserves required for each Balancing Authority’s use in recovering from contingencies within the group.” *Southwest Power Pool: Criteria*, Section 6.2.15 (citing NERC definition) (2012), *available at* <http://www.spp.org/publications/SPP%20Criteria%20and%20Appendices%20January%202012.pdf>.

incur increased costs when responding to a reserve call<sup>31</sup> during the Interim Period. MISO states that, currently, SPP Reserve Sharing Group members in Entergy's footprint seeking to move energy between MISO<sup>32</sup> and SPP are only required to reserve *non-firm* service *after* an SPP Reserve Sharing Group member has responded to a reserve call. According to MISO, without the amendment, members of the SPP Reserve Sharing Group would instead be required to reserve *firm* transmission service *in advance* under the MISO Tariff.<sup>33</sup> MISO states that these effects were inadvertent and proposes Tariff revisions to allow members of the SPP Reserve Sharing Group to retain the service mechanism currently available in Entergy's footprint for the duration of Module B-1; thereafter, MISO states that such members will be required to reserve firm service and incur the associated reservation charge.<sup>34</sup>

### **III. Notice of Filings and Responsive Pleadings**

12. Notice of MISO's September 24 Filing was published in the *Federal Register*, 77 Fed. Reg. 60,975 (2012), with interventions and protests due on or before November 8, 2012.<sup>35</sup> In response to a motion to extend the comment date,<sup>36</sup> the deadline for filing comments, protests, and interventions on the September 24 Filing was subsequently extended to December 7, 2012. In response to a second request to extend the comment date,<sup>37</sup> the deadline for filing comments, protests and interventions on the

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<sup>31</sup> A reserve call occurs when a member of the SPP Reserve Sharing Group calls on other members to restore a loss of generation capacity.

<sup>32</sup> We interpret the reference to MISO to mean the ITC Midsouth Operating Companies' footprint within MISO after the closing of the Entergy-ITC Transaction.

<sup>33</sup> December 31 Filing, Transmittal Letter at 2-3.

<sup>34</sup> *Id.*

<sup>35</sup> *See* Notice of Extension of Time, Docket No. EC12-145-000, *et al.* issued October 10, 2012; Notice of Extension of Time, Docket No. EC12-145-000, *et al.* issued November 30, 2012.

<sup>36</sup> Answer of ITC Holdings Corp. and Entergy Services, Inc. to Motion of the Entergy Retail Regulators for Extension of Comment Deadline, Docket Nos. EC12-145-000, ER12-2681-000, and EL12-107-000 (Oct. 9, 2012).

<sup>37</sup> Joint Motion of Louisiana Public Service Commission, Council of the City of New Orleans, Public Utilities Commission of Texas, and Mississippi Public Service Commission for Additional 45 Day Extension for Intervention, Protest and Comment

(continued...)



Application was extended to January 22, 2013. Notice of MISO's December 31 Filing was published in the *Federal Register*, 78 Fed. Reg. 2,386 (2013), with interventions and protests due on or before January 22, 2013.

13. The entities that filed notices of intervention, motions to intervene, protests, comments, and answers are listed in the Appendix to this order. The entity abbreviations listed in the Appendix will be used throughout this order. Most of the pleadings filed in this proceeding were also filed in one or more of the other five unconsolidated Entergy-ITC Transaction proceedings noted above and, in many cases, address issues that are not specific to this proceeding. Therefore, this order will discuss only those pleadings and issues that relate to MISO's Module B-1 proposal.

14. LSP Transmission argues that allowing Entergy to continue its 2014-2018 Construction Plan during the Interim Period would allow Entergy to avoid compliance with Order No. 1000.<sup>38</sup> LSP Transmission observes that while MISO, Entergy and ITC Holdings state they will comply with Order No. 1000 through participation in MTEP 14, the 2014-2018 Construction Plan will be drafted outside of MTEP 14.<sup>39</sup> According to LSP Transmission, the 2014-2018 Construction Plan should be subject to Order No. 1000 because it is not a "current study being undertaken pursuant to existing regional transmission planning processes."<sup>40</sup> LSP Transmission notes that projects identified in the 2014-2018 Construction Plan are intended to be included in the MTEP Appendix A as "previously approved projects."<sup>41</sup>

15. LSP Transmission argues that by proceeding with the 2014-2018 Construction Plan, Entergy, ITC Holdings, and MISO are "establishing a *de facto* right of first refusal

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Deadline and for Shortened Response Time, Docket Nos. EC12-145-000, ER12-2681-000, EL12-107-000, ER12-2682-000, ER12-2683-000, and ER12-2693-000 (Nov. 27, 2012).

<sup>38</sup> LSP Transmission Protest at 6.

<sup>39</sup> *Id.*

<sup>40</sup> *Id.* at 7 (citing Order No. 1000, FERC Stats. & Regs ¶ 31,323 at P 65). LSP Transmission states that under the proposed Module B-1, the 2014-2018 Construction Plan would not commence until early 2013, but the proposed effective date of its Order No. 1000 compliance filing was October 11, 2012. *Id.* at 7-8 (citing, *e.g.*, September 24 Filing, Transmittal Letter at 6).

<sup>41</sup> *Id.* at 7-8.

for Entergy and ITC Holdings through 2018.”<sup>42</sup> LSP Transmission states that it would be a waste of resources to proceed with the 2014-2018 Construction Plan in parallel with MTEP 14, so “the only reason to do so would be to allow [ITC Holdings] to identify projects that it will assign to itself for construction and operation, without a competitive bidding process.”<sup>43</sup> Finally, LSP Transmission states that MISO should not delegate transmission planning authority under Module B-1 to ITC Holdings and that MISO does not properly explain how this delegation is “necessary to enable the [Entergy-ITC] Transaction to close as contemplated in June 2013.”<sup>44</sup> Noting that Module B-1 is only operational for a short period of time and that MISO has an oversight role in the transmission planning function, LSP Transmission states that MISO should integrate the transmission planning under the 2014-2018 Construction Plan with MTEP 14.<sup>45</sup>

16. NRG protests that transmission customers should not be subjected to increased transmission costs during the Interim Period. NRG states that there will be a “mismatch” between the transmission rates that will be paid by ITC Midsouth Operating Companies’ transmission customers and the benefits they will receive. Specifically, NRG states that those transmission customers will pay the full MISO transmission rate but will not receive MISO’s market services during the Interim Period, thereby rendering the transmission rates unjust and unreasonable.<sup>46</sup> According to NRG, MISO cannot justify the rates that will apply under Module B-1 using the eventual benefits associated with Entergy’s integration because these benefits will not occur during the Interim Period and the proposed integration may never occur. If the Commission does approve this “mismatch,” however, NRG contends that the Commission should allow Module B-1 to apply for only a temporary, limited period and “require [ITC Holdings] to file its own

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<sup>42</sup> *Id.* (citing September 24 Filing, Transmittal Letter at 6).

<sup>43</sup> *Id.* at 9.

<sup>44</sup> *Id.* at 10 (citing the Joint Application for Authorization of Acquisition and Disposition of Jurisdictional Transmission Facilities, Approval of Transmission Service Formula Rate and Certain Jurisdictional Agreements, and Petition for Declaratory Order on Application of Section 305(a) of the Federal Power Act, Docket Nos. EC12-145-000, ER12-2681-000, and EL12-107-000 at 66-67 (Sept. 24, 2012)).

<sup>45</sup> *Id.*

<sup>46</sup> NRG Protest at 7-8.

tariff independent of MISO transmission rates in the event that Entergy has not joined MISO by February 1, 2014.”<sup>47</sup>

17. SPP Transmission Owners state that under Module B-1, MISO will have functional control of ITC Midsouth Operating Companies’ transmission facilities, but MISO’s market services will be unavailable until the load and generation in Entergy’s footprint are integrated into MISO’s markets. They argue that MISO has not indicated when load and generation in Entergy’s footprint will join MISO or how Entergy’s transmission assets will be utilized in conjunction with load and generation in Entergy’s footprint during the Interim Period. SPP Transmission Owners maintain that MISO must clearly state its planned approach, including future planned filings.<sup>48</sup>

18. SPP Transmission Owners further state that MISO proposes to analyze AFC in Entergy’s footprint using the existing Entergy tariff criteria and processes because using the methodology in the MISO Tariff would be “inappropriate.”<sup>49</sup> They argue that MISO nevertheless intends to use the Attachment C methodology to determine AFC for transmission service requests between MISO’s existing footprint and Entergy’s footprint. SPP Transmission Owners assert that MISO does not address how the significant flows across the SPP system will be evaluated, and the existing MISO Tariff states only that MISO “has committed to honor the AFC of Flowgates of neighboring transmission providers.”<sup>50</sup> SPP Transmission Owners also argue that while the Joint Operating Agreement between MISO and SPP (MISO-SPP JOA) is intended to determine “the best way to calculate flow due to market impacts on a defined set of Flowgates,” Entergy facilities are not currently among those defined flowgates and, therefore, the MISO-SPP JOA is inapplicable.<sup>51</sup>

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<sup>47</sup> *Id.* at 9-11.

<sup>48</sup> SPP Transmission Owners Protest at 14.

<sup>49</sup> *Id.* at 24 (citing September 24 Filing, Transmittal Letter at 4).

<sup>50</sup> *Id.* at 24-25 (citing MISO, FERC Electric Tariff, ATTACHMENT C, Methodology To Assess Available Transfer Capability, 4.0.0, § 2.1).

<sup>51</sup> *Id.* at 25 (citing Joint Operating Agreement Between the Midwest Independent Transmission System Operator, Inc. and Southwest Power Pool, Inc., Attachment 1 – Congestion Management Process (CMP), § 1.3(3) (2011)). *Southwest Power Pool, Inc.*, 109 FERC ¶ 61,008 (2004), *reh’g denied*, 110 FERC ¶ 61,031 (2005) (accepting the MISO-SPP JOA).

19. Southwestern requests that the Commission accept Module B-1 conditioned upon a commitment from MISO that Module B-1 will retain Entergy's current ATC/AFC calculation methodology in order to preserve the availability and firmness of transmission capacity to Entergy's transmission customers. Similarly, Southwestern states that the Commission should either explicitly find or condition approval of Module B-1 on a commitment from MISO that Module B-1 will not result in rate pancaking.<sup>52</sup>

20. NRG expresses concern regarding cost increases for members of the SPP Reserve Sharing Group during the Interim Period. NRG states that, under Entergy's tariff, SPP Reserve Sharing Group members must reserve and pay for transmission service on a post-contingency basis, and this is considered hourly non-firm transmission service. NRG states that, under the MISO Tariff, however, such members must have reserved firm transmission service to and from each participating entity between SPP and MISO on a pre-contingency basis. As a result of this differing methodology, NRG estimates that Entergy's customers will experience substantial transmission cost increases under the MISO methodology as compared to what they have been paying under Entergy's methodology.<sup>53</sup>

21. SPP faults the fact that Balancing Authorities within SPP's footprint, in order to participate in the SPP Reserve Sharing Group program, can continue to obtain transmission service over Entergy's transmission facilities without charge only if they register as Market Participants in the MISO market, or designate a Market Participant to act as their agent. SPP states that SPP Reserve Sharing Group members, as external entities to MISO, are not choosing to participate in MISO's market or purchase a MISO product. SPP further argues that the proposed market registration requirement for SPP Reserve Sharing Group members that are external to the MISO market is inconsistent with the Commission's recent determination on the appropriate reach of a market's rules and practices to external parties.<sup>54</sup>

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<sup>52</sup> Southwestern Comments at 5-6.

<sup>53</sup> NRG Protest at 8-9.

<sup>54</sup> SPP Supplemental Comments at 7 (citing *Southwest Power Pool, Inc.*, 141 FERC ¶ 61,048, at P 333 (2012), *order on reh'g and clarification*, 142 FERC ¶ 61,205 (2013)). In that proceeding, the Commission directed that SPP provide tariff language in order to "specify that entities that are in any of the other SPP footprints but that choose not to participate in the Integrated Marketplace will not be subject to the Integrated Marketplace's rules and practices." SPP states that the Commission order on rehearing and clarification found that SPP could require a party external to SPP *that chooses* to engage in transactions in the Integrated Marketplace [e.g., reserve sharing

(continued...)

22. Regarding the SPP Reserve Sharing Group, SMEPA fully supports MISO's December 31 Filing. SMEPA states that, without this amendment, the integration could significantly impact its ability, and the ability of others, to provide necessary operating reserves economically. SMEPA therefore requests that the Commission accept the December 31 Filing to ensure that access to the SPP Reserve Sharing Group is available to SMEPA and others during the Interim Period.<sup>55</sup>

23. Various protestors state that the Commission should consider the Entergy-ITC Transaction as a whole and reject what they describe as Entergy's piecemeal approach toward addressing related matters.<sup>56</sup> They state that the various filings that relate to the Entergy-ITC Transaction have common issues of fact, and, therefore, should be consolidated.<sup>57</sup>

#### **IV. Discussion**

##### **A. Procedural Matters**

24. Pursuant to Rule 214 of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.214 (2012), the notices of intervention and timely, unopposed motions to intervene serve to make the entities that filed them parties to this proceeding.

25. Rule 213(a)(2) of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.213(a)(2) (2012), prohibits an answer to a protest or an answer, unless otherwise ordered by the decisional authority. We will accept parties' answers because they have

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arrangements with SPP] to comply with Integrated Marketplace rules and practices, if *applicable to those transactions*, even if the external party is not otherwise transacting in the Integrated Marketplace.

<sup>55</sup> SMEPA Comments at 2-3.

<sup>56</sup> *See, e.g.*, SPP TOs Protest and Motion to Consolidate at 3-4, 8-10; KCP&L Comments at 2 (supporting SPP TOs Protest and Motion to Consolidate); Kansas Commission Comments at 1 (supporting the SPP TOs Protest and Motion to Consolidate).

<sup>57</sup> *See* SPP TOs Protest and Motion to Consolidate at 13 (requesting the Commission consolidate Docket Nos. EC12-45-000, ER12-2681-000, ER12-2682-000, ER12-2683-000, and ER12-2693-000); KCP&L Comments at 2 (supporting SPP TOs Protest and Motion to Consolidate); Kansas Commission Comments at 1 (supporting the SPP TOs Protest and Motion to Consolidate).

provided information that has assisted us in our decision-making process. We accept the untimely supplemental comments of SPP because these comments have assisted us in the decision-making process.<sup>58</sup>

**B. Substantive Matters**

26. We find that, as conditioned below, MISO's proposal to provide Order Nos. 888 and 890 compliant open access transmission service over the ITC Midsouth Operating Companies' facilities during the Interim Period reflects the fact that MISO will functionally control the ITC Midsouth Operating Companies' facilities prior to generation and load in Entergy's footprint being integrated into MISO's energy and ancillary service markets. The terms and conditions proposed in Module B-1 are incorporated from Entergy's tariff and MISO's Tariff and are just and reasonable for the period contemplated prior to integration into MISO's "Day 2" energy and ancillary services markets.

27. As conditioned below, we also grant MISO's requested effective date for Module B-1 of the day after closing of the Entergy-ITC Transaction, as well as the limited waiver of eTariff requirements for the reasons provided by MISO. We will require MISO to file a compliance filing to reflect the Tariff amendments addressed in this order, as they may be revised in response to Commission direction, in eTariff prior to the requested effective date.

28. We deny the requests to consolidate the proceedings in this docket with the other filings related to the Entergy-ITC Transaction or Entergy's integration into MISO. In general, the Commission consolidates proceedings only if a trial-type evidentiary hearing is required in the first place and there are common issues of law and fact, and thus consolidation will ultimately result in greater efficiency.<sup>59</sup> In this case, we conclude that consolidating this proceeding with the other Entergy-ITC Transaction-related proceedings is not appropriate because there are no issues relating to Module B-1 that need to be set for a trial-type evidentiary hearing.

29. However, MISO does not describe the process for transitioning customers receiving service under Entergy's tariff to receiving service under Module B-1 of the MISO Tariff at the commencement of the Interim Period. For example, MISO does not address whether there are pending requests in Entergy's generator interconnection queue

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<sup>58</sup> See *Commonwealth Edison Co.*, 88 FERC ¶ 61,296 (1999).

<sup>59</sup> See, e.g., *Duke Energy Corp.*, 136 FERC ¶ 61,245, at P 33 (2011); *Startrans IO, L.L.C.*, 122 FERC ¶ 61,253, at P 25 (2008).

and, if so, how these requests will transition into MISO's generator interconnection queue. Similarly, MISO does not address whether there are pending requests to receive transmission service and, if so, how such requests will transition into MISO's queue. We will therefore require MISO to submit, in the compliance filing due within 30 days of the date of this order, an explanation, and corresponding Tariff language, of how customers will transition from service under the Entergy tariff to service under Module B-1 to the MISO Tariff.

30. With regard to LSP Transmission's argument that completing the 2014-2018 Construction Plan currently underway in the Entergy footprint and including any projects from the 2014-2018 Construction Plan in the MTEP Appendix A as "previously approved projects" circumvents the Order No. 1000 compliance process, we note that the Commission previously addressed this issue in its order on MISO's compliance with Order No. 1000. Among other things, the Commission expressed concern that MISO had not yet submitted Tariff language describing how Entergy's existing planning processes would be incorporated into the MTEP.<sup>60</sup> The Commission conditionally accepted MISO's proposal to comply with Order No. 1000, subject to further explanation, on compliance, of:

- (1) its proposal to include all facilities in Entergy's 2014-2018 Construction Plan as "previously approved projects" under Appendix A of the MTEP;
- (2) what evaluation (or reevaluation) it will perform on the previously approved projects or facilities identified in the Entergy 2014-2018 Construction Plan; and
- (3) what regional cost allocation method will apply to the facilities MISO evaluates (or reevaluates).<sup>61</sup>

As the Commission is already addressing concerns regarding the 2014-2018 Construction Plan in the Order No. 1000 compliance proceeding, we need not require further compliance on this issue in this order. However, our acceptance of Module B-1, as amended, is subject to the outcome of MISO's Order No. 1000 compliance proceeding.<sup>62</sup>

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<sup>60</sup> *Midwest Indep. Transmission Sys. Operator, Inc.*, 142 FERC ¶ 61,215, at P 458 (2013).

<sup>61</sup> *Id.* P 459.

<sup>62</sup> LSP Transmission's concern regarding MISO's delegation of transmission planning authority to ITC Holdings is addressed in the concurrently issued order on the Entergy-ITC Transaction, which discusses MISO's delegation of its duties as the independent transmission system operator to ITC Holdings under Appendix I. *ITC Holdings Corp., et al*, 143 FERC ¶ 61,257 PP 163-164 (2013).

31. While NRG argues that a “mismatch” exists because ITC Midsouth Operating Company transmission customers will pay the full MISO transmission rate but will not receive MISO’s Day 2 market services, and the associated benefits, during the Interim Period,<sup>63</sup> these customers will not, in fact, pay for Day 2 market services. Although ITC Midsouth Operating Companies’ transmission service rates in Attachment O will go into effect as of the date of closing of the Entergy-ITC Transaction, NRG and other ITC Midsouth Operating Companies customers will not be assessed charges that recover the costs of operating MISO’s Day 2 market.<sup>64</sup> In addition, the MISO Attachment O transmission service rate to which NRG objects was approved by the Commission as just and reasonable for MISO for Day 1 services, i.e., prior to the launch of the MISO energy market.

32. Concerning when the ITC Midsouth Operating Companies’ customers will be able to access MISO’s energy and ancillary services markets, section 37A.1.8 of Module B-1 states that “[t]he [Interim] Period shall end on the date when the Entergy Operating Companies are integrated into the Midwest ISO Balancing Authority Area as specified by the Commission order accepting such full integration,” and MISO expects that this integration will not occur “until *at least* December 2013.”<sup>65</sup> MISO does not address what would happen in the event that the integration is delayed or does not take place (e.g., whether Module B-1 could apply for an indefinite period). We note, however, that final regulatory approval for full integration of the generation and load within Entergy’s footprint into MISO’s energy and operating reserves markets is a pre-condition to the closing of the Entergy-ITC Transaction.<sup>66</sup> In order to ensure that Module B-1 will be in effect for only a limited period, we will condition our acceptance of Module B-1 on receipt of such final regulatory approval for full integration, prior to the effective date of Module B-1. Therefore, we will require MISO to submit, in the compliance filing due within 30 days of the date of this order, Tariff language revising section 37A.1.8 to reflect that Module B-1 will not take effect unless and until final regulatory approval is received for full integration of the generation and load within Entergy’s footprint into MISO’s energy and operating reserve markets. We will also require MISO to specify, in the compliance filing it will submit in eTariff prior to the requested effective date,

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<sup>63</sup> SPP Transmission Owners make a similar argument.

<sup>64</sup> For example, the ITC Midsouth Operating Companies will not be assessed charges under Schedule 16, “FTR Administrative Service Cost Recovery” and Schedule 17, “Energy Market Support Administrative Service Cost Recovery.”

<sup>65</sup> September 24 Filing. Transmittal Letter at 3 (emphasis added).

<sup>66</sup> *See ITC Holdings Corp., et al*, 143 FERC ¶ 61,256 (2013).



i.e., the day following the closing of the Entergy-ITC Transaction, the effective dates for both the commencement and termination of Module B-1.<sup>67</sup>

33. We disagree with SPP Transmission Owners' contention that MISO has provided insufficient information regarding the treatment of load and generation in Entergy's footprint for the Commission to determine whether Module B-1 is just and reasonable. MISO explains that it will have functional control of, and provide service over, ITC Midsouth Operating Companies' transmission facilities in the same fashion that *pro forma* open access transmission service was provided by MISO prior to the start of its energy markets.<sup>68</sup> SPP Transmission Owners do not identify specific concerns or otherwise explain why they believe MISO's proposal for the Interim Period to be deficient.

34. We will not condition our approval of Module B-1, as amended, on further commitments from MISO regarding the avoidance of rate pancaking or retention of Entergy's ATC/AFC determination methodology, as Southwestern requests, because Module B-1 sufficiently addresses both issues.<sup>69</sup> MISO states that adopting Module B-1 will enable ITC Midsouth Operating Companies' customers "to transact between any two points within the entire MISO footprint, even into the PJM region, for a single de-pancaked transmission rate."<sup>70</sup> MISO also states that "Module B-1 adopts the Entergy methodology to calculate AFC for the ITC Midsouth Companies' facilities during the [Interim] Period."<sup>71</sup> Accordingly, we find that Module B-1 provides sufficient

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<sup>67</sup> When MISO submits its Notice of Cancellation pursuant to 18 C.F.R. § 35.15 to terminate Module B-1, MISO should also include conforming revisions removing references to Module B-1 found in Module A.

<sup>68</sup> September 24 Filing, Moeller Test. at 4-5.

<sup>69</sup> With regard to SPP Transmission Owners' concerns regarding MISO's AFC evaluation, the treatment of flows across the SPP system and the applicability of the MISO-SPP JOA, we refer to the determination presented in our concurrently issued order on the Entergy-ITC Transaction where we note that MISO and SPP are currently renegotiating the MISO-SPP JOA, which will address congestion across the seam between the two RTOs. *ITC Holdings Corp., et al*, 143 FERC ¶ 61,257 at PP 147-152 (2013).

<sup>70</sup> September 24 Filing, Transmittal Letter at 8 (quoting Moeller Test. at 20-21).

<sup>71</sup> *Id.* at 4.

explanation of these issues, and that further clarification or commitments regarding these issues are unnecessary.

35. With regard to NRG and SMEPA's concerns regarding the treatment of SPP Reserve Sharing Group members, we note that MISO's December 31 Filing retains Entergy's existing reservation mechanism for the duration of the Interim Period (i.e., reserving *non-firm* service *after* an SPP Reserve Sharing Group member has responded to a reserve call), thereby avoiding the additional costs that could apply under MISO's Tariff. Therefore, we find that MISO's December 31 Filing addresses the concerns raised by NRG. However, we find that MISO has not supported its proposal to require SPP Reserve Sharing Group members that are Balancing Authorities within SPP's footprint to either register as Market Participants or designate a Market Participant to act as their agent for the purpose of obtaining service over ITC Midsouth Operating Companies' transmission facilities without charge in order to meet a reserve call. In the compliance filing due within 30 days of the date of this order, we therefore direct MISO to either explain why this requirement is necessary, including how this requirement is consistent with existing SPP Reserve Sharing Group Agreements and applicable Tariff language, or to remove this requirement.

### C. Miscellaneous

36. Section 37A.15.6 of Module B-1 states that section 37 of the MISO Tariff will apply to GFAs designated under Module B-1 "[w]here applicable." In his testimony, Mr. Moeller states that under section 37.2 of the MISO Tariff, "Load Serving Entities that are not Transmission Owners, such as Entergy, will be required to take Transmission Service under the Tariff to serve their GFA loads."<sup>72</sup> However, section 37.2 of the MISO Tariff does not describe how a non-Transmission Owner would serve GFAs; only Transmission Owners have GFAs. Since Entergy will no longer be a Transmission Owner once the Entergy-ITC Transaction closes, Entergy will have no GFA load to serve. To ensure that MISO is the sole provider of transmission service over the Entergy system, we will require MISO to submit, in the compliance filing due within 30 days of the date of this order, Tariff revisions to section 37A.15.6 of Module B-1 explaining which entity – ITC Midsouth Operating Companies or Entergy – will take transmission service under the MISO Tariff subject to section 37 during the Interim Period to meet the GFA obligations.<sup>73</sup> In this same compliance filing, we will also require MISO to list in

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<sup>72</sup> September 24 Filing, Moeller Test. at 19.

<sup>73</sup> See *Midwest Indep. Transmission Sys. Operator, Inc.*, Opinion No. 453, 97 FERC ¶ 61,033, at 61,170 (2001), *order on reh'g*, Opinion No. 453-A, 98 FERC ¶ 61,141 (2002), *order on remand*, 102 FERC ¶ 61,192 (2003), *reh'g denied*, 104 FERC ¶ 61,012 (2003), *aff'd sub nom. Midwest ISO Transmission Owners v. FERC*, 373 F.3d 1361

(continued...)

Module B-1 GFAs that will be served using ITC Midsouth Operating Companies' transmission facilities during the Interim Period.<sup>74</sup> Finally, we will require MISO to remove language in section 37A.15.6 discussing the treatment of GFAs "after the Transition Period ends." Module B-1 will terminate when the Interim Period ends and, therefore, language regarding the subsequent rate treatment will not apply.<sup>75</sup>

37. Section 37A.30.4 states that "[t]he Transmission Provider shall specify the rate treatment and all related terms and conditions applicable" if a Network Customer's schedule for a Network Resource that is not physically interconnected with MISO exceeds the Network Resource's designated capacity.<sup>76</sup> We find this language to be vague, as it does not specify the applicable rate and could give MISO undue discretion to determine the appropriate rate design and related terms and conditions. Absent additional information, we cannot determine whether such rate treatment and terms and conditions are just and reasonable. We will require MISO to submit, in the compliance filing due within 30 days of the date of this order, an explanation of, and justification for, the applicable rate, terms and conditions and corresponding Tariff revisions to reflect this rate in section 37A.30.4.

38. Finally, to the extent that any of MISO's proposed Tariff revisions are not specifically discussed in this order, we conditionally accept them. We will also require MISO to submit, in the compliance filing due within 30 days of the date of this order, further explanation and/or Tariff revisions, as needed, to address the following issues:

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(2004). Alternatively, to the extent that MISO intends for Entergy to retain transmission-related obligations under its GFAs during the Interim Period, we will require MISO to explain this arrangement upon compliance and provide Tariff revisions to clarify that arrangement.

<sup>74</sup> MISO filed and the Commission has accepted revisions to Attachment P to its Tariff, to be effective on December 19, 2013, to include existing transmission and related agreements between Entergy Arkansas, Inc., Entergy Mississippi, Inc., and their counterparties. *See Midwest Indep. Transmission Sys. Operator, Inc.*, Docket No. ER13-945-000 (May 31, 2013) (delegated letter order). Such a list must also be in effect during the Interim Period.

<sup>75</sup> We note that MISO may submit a new filing, pursuant to section 205 of the FPA, if it believes Tariff revisions are needed regarding the treatment of GFAs after the Interim Period ends.

<sup>76</sup> September 24 Filing, Tab B (Clean Tariff Sheets), § 37A.30.4.

- a. The proposed Tariff revisions refer to certain terms that are undefined or terms that are used inconsistently. The meaning of the following terms should be clarified in the Tariff or the terms should be changed to refer consistently to defined terms: “Entergy Balancing Authority;”<sup>77</sup> “firm reserved capacity;”<sup>78</sup> “redispatch service,” “planning redispatch service,” and “reliability dispatch;”<sup>79</sup> “Real Power Losses;”<sup>80</sup> “Business Practices;”<sup>81</sup> “Agreement;”<sup>82</sup> and “customer,” “funding customer,” “original funding customer,” “funding party,” and “party funding.”<sup>83</sup>
- b. Section 37A.3.1 refers incorrectly to the MISO Tariff, rather than Entergy’s tariff, and should instead read “. . . described in Schedule 1 of the AS Tariff.”
- c. In several instances, the proposed revisions refer to incorrect Tariff sections due to minor typographical errors. In section 37A.26, the numbering in the header should be corrected to read, “37A.26.” Section 37A.31.2 should refer to “Section 31.232.2 of the Tariff.” Section 37A.32.4 should clarify that “Sections 32.4 and 32.4.1” of the MISO Tariff will apply to Module B-1. In section 4.2.1 of Attachment 4, the reference should be to “Section 4.35.03.” In section 3.3 of Attachment 6, the reference to “(a)” should be removed.
- d. In section 37A.31.3, the first sentence should read, in part, “not physically interconnected with the Transmission Provider’s Transmission System.”
- e. The cost allocation for relieving transmission constraints described in section 37A.33.3 should only apply to “. . . the Network Customers taking service under Module B-1 . . . .”

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<sup>77</sup> See, e.g., *id.* § 37A.3.

<sup>78</sup> *Id.* § 37A.3.

<sup>79</sup> *Id.* § 37A.4.1.

<sup>80</sup> See *id.* §§ 37A.15.7 and 37A.28.5.

<sup>81</sup> See, e.g., *id.* Module B-1, Att. 1, § 3.2.

<sup>82</sup> See *id.* Att. 3, §§ 6.2.3 and 6.5.

<sup>83</sup> See *id.* Att. 6, §§ 2.2.3.2 and 2.2.3.3. For example, the first sentence in section 2.2.3.3 of Attachment 6 should state that “the funding party shall provide receive a one-time Financial Payment” and end with a reference to “the original funding customer.”

- f. In section 3.2 of Attachment 1, the Non-Firm AFC Formula should refer to non-firm postbacks,<sup>84</sup> rather than firm postbacks, so that the formula reads, in part, “Postbacks<sub>NF</sub>.”
- g. In Attachment 2, the description of certain transmission projects considered in base case model development in section 4.1 should end with “MTEP Appendix A projects.”
- h. In Attachment 3, it is unclear whether the posting and reporting of information regarding the Weekly Procurement Process under section 9.2 should last for a period of 18 months, in light of MISO’s expectation that the Interim Period will last only a few months, or should commence on “July 1, 2011,” rather than the effective date of Module B-1.
- i. In Attachment 5, section 2.4(ii) should refer to “ITC Midsouth’s local reliability criteria” rather than “the Transmission Provider’s local reliability criteria.” Under the MISO Tariff, the term “Transmission Provider” refers to MISO,<sup>85</sup> rather than the ITC Midsouth Operating Companies, and this revision will ensure that the appropriate local reliability criteria apply.
- j. In Attachment 6, the third sentence of section 2.2.3.3 should begin “The payment ~~shall be~~ due date shall be during the calendar year . . . .”
- k. In Attachment 7, it is unclear whether the time periods associated with several reporting requirements and stakeholder meetings (e.g., annual assessments of the Weekly Procurement Process under section 2(a)(2)) are appropriate, in light of MISO’s expectation that the Interim Period will last only a few months and that such requirements will no longer apply once Module B-1 terminates at the end of the Interim Period.

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<sup>84</sup> Non-firm postbacks are changes to non-firm AFC due to a change in the use of transmission service for the applicable period. *See id.* Att. 1, § 3.2.

<sup>85</sup> The existing MISO Tariff defines “Transmission Provider” as MISO or any successor organization. MISO, FERC Electric Tariff, 1.672, Transmission Provider:, 0.0.0.

The Commission orders:

(A) MISO's September 24 Filing and December 31 Filing are hereby conditionally accepted, effective on the day after the closing of the Entergy-ITC Transaction, as discussed in the body of this order.

(B) MISO is hereby required to submit a compliance filing within 30 days of the date of this order, as discussed in the body of this order.

(C) MISO is hereby required to submit a compliance filing in eTariff to amend its Tariff prior to the requested effective date, as discussed in the body of this order.

By the Commission.

( S E A L )

Kimberly D. Bose,  
Secretary.

## Appendix

### **Timely Motions to Intervene**

Ameren Services, on behalf of Ameren Energy Generating Company, Ameren Energy Marketing Company, Ameren Illinois Company, AmerenEnergy Resources Generating Company, and Union Electric Company (collectively, Ameren Companies)

American Electric Power Service Corporation, on behalf of Public Service Company of Oklahoma and Southwestern Electric Power Company

Arkansas Electric Cooperative Corporation

Calpine Corporation

City of Springfield, Missouri

City of North Little Rock, Arkansas

Consumers Energy Company

Conway Corporation; West Memphis Utilities Commission; City of Osceola, Arkansas; City of Benton, Arkansas; Hope Water & Light Commission; City of Prescott, Arkansas

Dairyland Power Cooperative

The Dow Chemical Company

East Texas Electric Cooperative, Inc., Sam Rayburn G&T Electric Cooperative, Inc., and Tex-La Electric Cooperative of Texas, Inc.

Edison Mission Energy

The Empire District Electric Company

Exelon Corporation (Exelon)

ITC Holdings Corp.

Kansas City Power & Light Company and KCP&L Greater Missouri Operations Company (together, Kansas City Power & Light)

Lafayette Utilities System (Lafayette Utilities)

Lincoln Electric System

Louisiana Energy and Power Authority

Louisiana Generating LLC, Bayou Cove Peaking Power LLC, Big Cajun I Peaking Power LLC, Cottonwood Energy Company LP, GenOn Energy Management, LLC, GenOn Wholesale Generation, LP; NRG Power Marketing, LLC, and NRG Sterlington Power LLC (collectively, NRG Companies)

LS Power Transmission, LLC and LSP Transmission Holdings, LLC (jointly, LSP Transmission)

Mid-Kansas Electric Company, LLC (Mid-Kansas Electric) and Sunflower Electric Power Corporation

Mississippi Delta Energy Agency, the Clarksdale Public Utilities Commission of the City of Clarksdale, Mississippi, and the Public Service Commission of the City of Yazoo City, Mississippi

Missouri Joint Municipal Electric Utility Commission

Municipal Energy Agency of Mississippi

Municipal Energy Agency of Nebraska

Nebraska Power Review Board

Nebraska Public Power District

Occidental Chemical Corporation

Oklahoma Gas and Electric Company

Omaha Public Power District

South Mississippi Electric Power Association (SMEPA)

Southern Company Services, Inc. by and on behalf of Alabama Power Company, Georgia Power Company, Gulf Power Company, Mississippi Power Company, and Southern Power Company



Southwestern Electric Cooperative, Inc. (Southwestern)

Southwest Power Pool, Inc. (SPP)

Southwest Power Pool, Inc. Transmission Owners (SPP TOs)<sup>86</sup>

Texas Industrial Energy Consumers

Union Power Partners, L.P.

Westar Energy, Inc.

Western Farmers Electric Cooperative

Wisconsin Electric Power Company

Xcel Energy Services, Inc. on behalf of Northern States Power Company, a Minnesota corporation; Northern States Power Company, a Wisconsin corporation; and Southwestern Public Service Company (collectively, Xcel)

**Timely Notices of Intervention**

Arkansas Public Service Commission

Council of the City of New Orleans

Kansas Corporation Commission (Kansas Commission)

Louisiana Public Service Commission (Louisiana Commission)

Mississippi Public Service Commission

Public Utility Commission of Texas

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<sup>86</sup> SPP Transmission Owners consist of: Empire, Kansas City, KCP&L, AEP, Lincoln, Mid-Kansas, Nebraska PPD, Oklahoma G&E, Omaha PPD, Springfield, Sunflower, and Westar Energy (Westar).

**Protests**

Lafayette-Louisiana Energy

Louisiana Commission

SPP TOs

NRG

LSP Transmission

Substantive Comments

Exelon

Kansas Commission

SMEPA

Southwestern

SPP (timely comments and late-filed, supplemental comments)

Xcel

**Motions and Requests**

Louisiana Commission (for hearing)

SPP TOs (for hearing and consolidation)

Exelon (to file late comments)

SPP TOs (to file answer)

Arkansas Commission (to file answer)

Entergy, ITC Holdings, MISO (to file answer)

Entergy (to file answer)

**Answers**

Arkansas Commission (February 6, 2013)

Entergy Services, Inc. (December 11, 2012)

Entergy, ITC Holdings, and MISO (February 1, 2013)

SPP TOs (February 14, 2013)