

FERC rendition of the electronically filed tariff records in Docket No. ER13-00101-001
Filing Data:
CID: C001344
Filing Title: ATCLLC Amendment to OATT Order 1000 Compliance
Company Filing Identifier: 625
Type of Filing Code: 80
Associated Filing Identifier: 621
Tariff Title: FERC Electric Tariff
Tariff ID: 9
Payment Confirmation:
Suspension Motion: N

Tariff Record Data:
Record Content Description, Tariff Record Title, Record Version Number, Option Code:
ATTACHMENT FF, ATCLLC, 1.0.0, A
Record Narrative Name:
Tariff Record ID: 5370
Tariff Record Collation Value: 2128468382 Tariff Record Parent Identifier: 3866
Proposed Date: 2012-10-11
Priority Order: 600
Record Change Type: CHANGE
Record Content Type: 1
Associated Filing Identifier: 621

ATTACHMENT FF-ATCLLC

A. For those Generator Interconnection Projects for which ATCLLC will be a signatory to the Interconnection Agreement under the terms of Attachment R or Attachment X of the Tariff or any successor provision of the Tariff executed by the parties after February 5, 2006, or Generating Interconnection Projects which achieve Commercial Operation after February 5, 2006, this Attachment FF-ATCLLC shall apply in lieu of any other provision of the Tariff.

B. Generation Interconnection Projects: Network Upgrade costs of Generation Interconnection Projects that are not determined by the Transmission Provider to be Baseline Reliability Projects, or that do not result in the advancement of a Baseline Reliability Project shall be reimbursed by ATCLLC as provided below. All Network Upgrade costs of the Generation Interconnection Projects will be initially paid for by the Interconnection Customer in accordance with the terms of the Interconnection Agreement entered into pursuant to Attachment X or Attachment R of this Tariff. To the extent the Interconnection Customer demonstrates at

the time of commercial operation of the generating facility that the generating facility has been designated as a Network Resource in accordance with this Tariff, or that a contractual commitment has been entered into with a Network Customer for Capacity, or in the case of an Intermittent Resource, for Energy, from the generating facility for a period of one (1) year or longer, it will receive one hundred (100%) reimbursement of reimbursable costs.

C. For all amounts to be reimbursed by ATCLLC to Interconnection Customer in accordance with this Attachment FF - ATCLLC, ATCLLC will reimburse the sums actually received from Interconnection Customer in cash in accordance with the terms of the Interconnection Agreement together with any interest provided for under the terms of the Interconnection Agreement.

D. For all amounts that are reimbursed by ATCLLC to Interconnection Customer in accordance with this Attachment FF-ATCLLC, fifty percent (50%) of such reimbursement will be recovered by ATCLLC under its Attachment O transmission rate formula and the remaining fifty percent (50%) will be subject to the cost allocation of Attachment FF, Sections III.A.2.c.i. and III.A.2.c.ii to this Tariff.

Attachment FF - ATCLLC Local Planning Process

I. Introduction

American Transmission Company LLC (“ATCLLC”), as a member company of the Transmission Provider, pursuant to 18 C.F. R. §37.1, *et seq.*, establishes the following as the planning requirements applicable to transmission planning activities engaged in by ATCLLC under the provisions of this Tariff effective December 7, 2007, as may from time to time thereafter be modified, changed, or amended, in accordance with the rules and requirements of

the FERC or as provided in this Attachment FF-ATCLLC.

II. Applicability

The following shall apply to the transmission planning processes described below in connection with the transmission system planning required to be performed, or which in the determination of ATCLLC should be performed in fulfilling ATCLLC's obligation to provide interconnection service and open access transmission service for the benefit of all users of its Transmission Facilities under state and federal law, and to assure the availability of reliable transmission service for the use and benefit of all users of ATCLLC's Transmission Facilities.

III. Purpose

The purpose of this Attachment FF-ATCLLC is to identify and set forth, consistent with the requirements of 18 C.F. R. §37.1, *et seq*, the practices and procedures of ATCLLC associated with planning for the addition to, modification of, or extension of ATCLLC's Transmission Facilities.

There are several different planning functions set forth in this Attachment FF-ATCLLC the purpose of which is to identify those changes, modifications, additions or extensions of ATCLLC's Transmission Facilities that are reasonable and appropriate to meet the requests of and needs of ATCLLC's Transmission and Interconnection Customers and the owners of the Distribution Facilities and Transmission Facilities that are interconnected to ATCLLC's Transmission Facilities and to fulfill Public Policy Requirements. Each planning function employs different processes or procedures to arrive at the appropriate electric solution, including the construction of new or modification of existing Transmission Facilities that would meet the needs of ATCLLC's Interconnection and Transmission Customers and the owners of the Distribution Facilities and Transmission Facilities that are interconnected to ATCLLC's Transmission Facilities and fulfill Public Policy Requirements, or which will reduce the delivered cost of electric energy in the area in which ATCLLC's Transmission Facilities are located.

IV. Definitions.

The definitions set forth below shall apply to this Attachment FF-ATCLLC. Any other capitalized term not otherwise defined shall have the meaning set forth in the Transmission Provider's Tariff.

“Best Value Planning” means the consideration of, or evaluation of, one or more alternatives to the proposed construction of new, or the modification of existing, Transmission Facilities which have been identified in a planning process to determine whether an alternative or alternatives exists that may include the construction of new, or the modification of the existing, Distribution Facilities or Transmission Facilities owned by others that is/are less costly or which may provide greater enhancement to the reliability, capability or integrity of ATCLLC’s Transmission Facilities and such interconnected Transmission or Distribution Facilities when compared to the estimated cost of the construction and capability of the proposed new, or the proposed modification of, ATCLLC’s Transmission Facilities, while taking into account the environmental considerations, regulatory approvals and the ability to construct the proposed Distribution or Transmission Facilities in a timely and appropriate manner.

“Business Practices” means the practices developed by ATCLLC with the participation of its Interconnection and Transmission Customers relating to the manner in which certain requests, certain activities, including the compensation to be paid for certain construction-related activities, that affect the Distribution Facilities owned by others that are affected by Transmission Facilities construction are to be handled by ATCLLC and how the owners of Distribution Facilities may be compensated if the construction of Transmission Facilities necessitates the addition to or modification of Distribution Facilities.

“Common Facilities” means those facilities at a Distribution - Transmission, Transmission - Transmission or Generation - Transmission Interconnection that are used

and useful to both ATCLLC and the owner of the interconnected Generating Facility or Distribution Facilities that are located at the Distribution Interconnection or Point of Interconnection. Common Facilities include, but are not limited to batteries, structures that house equipment, ground grids, fences, gravel areas, parking areas, landscaping, access roads, yard lighting, shielding, and screening. Common Facilities do not include land, land rights or Interconnection Facilities.

“Distribution Customer” -means any entity whose Distribution Facilities are directly interconnected to the Transmission Facilities of ATCLLC and who has entered into a Distribution - Transmission Interconnection Agreement with ATCLLC or will, following the Distribution Interconnection Request planning analysis, be required to enter into a Distribution - Transmission Interconnection Agreement with ATCLLC.

“Distribution Interconnection” means the point at which the Transmission Facilities owned by ATCLLC that operate at 50 kV and above interconnect to the Distribution Facilities owned by others that operate at a voltage below 50 kV which serve the purpose of distributing energy to residential, commercial and or industrial end users through one or more distribution systems, or which are intended to support or otherwise enhance the other entity’s ability requesting such Distribution Interconnection to render service to one or more residential, industrial or commercial end users. Distribution Interconnection may, under certain circumstances, include the interconnection of facilities operating at greater than 50 kV if the party requesting such interconnection is a public utility, municipal utility or cooperative utility subject to the laws of the state in which such interconnection is requested, and the Distribution Interconnection is for the purpose of fulfilling their obligation to render retail transmission or distribution electric service to

such residential, commercial or industrial end users under the terms of a contract or state authorized, or municipally approved retail electric service requirement.

“Distribution Facilities” -means the equipment, facilities, or associated elements, including Common Facilities, owned or operated by others that are interconnected to ATCLLC’s Transmission Facilities which are used by such other party to distribute energy to others at voltages below 50 kV, either in the form of distribution transmission service or the retail distribution of energy to residential, commercial or industrial end users.

“Distribution - Transmission Interconnection Agreement” means the agreement entered into between ATCLLC and one or more Distribution Customers, accepted by the FERC, that sets forth the terms and conditions applicable to the interconnection of one or more Distribution Systems to the Transmission Facilities of ATCLLC. A form of the Distribution - Transmission Interconnection Agreement is set forth at Appendix B to this Attachment FF-ATCLLC. The terms and conditions of the Distribution - Transmission Interconnection Agreement set forth at Appendix B may be changed, modified or revised by ATCLLC in its judgment and determination, but such change modification or revision shall be applicable to those Distribution - Transmission Interconnection Agreements entered into prior to such change, modification or revision only upon the agreement of the parties, or after approval of the FERC. All Distribution - Transmission Interconnection Agreements entered into with new entities shall be submitted for acceptance by the FERC.

“Distribution - Transmission Interconnection Request” means the request of one or more owners of Distribution Facilities to modify or change an existing Distribution Interconnection or to interconnect proposed new Distribution Facilities at one or more

locations pursuant to the terms and conditions of an existing Distribution - Transmission Interconnection Agreement or under the terms of a new Distribution - Transmission Interconnection Agreement.

“Generation - Transmission Interconnection” means the interconnection of one or more generating facilities interconnected to ATCLLC under the terms of a Generation - Transmission Interconnection Agreement, accepted by the FERC, entered into by the owner or operator of such generating facility either with ATCLLC only or in conjunction with the Transmission Provider either under the requirements of the FERC or the provisions of Attachments R or X of this Tariff.

“Generation - Transmission Interconnection Agreement” means one or more agreements entered into between ATCLLC and the owners or operators of generating facilities, or the Generator Interconnection Agreement entered into between ATCLLC, the Transmission Provider and the Interconnection Customer under the provisions of Attachment R or Attachment X of the this Tariff that set forth the terms and conditions of interconnection service relating to the interconnection of one or more generating units to ATCLLC’s Transmission Facilities. A form of the Generation - Transmission Interconnection Agreement involving ATCLLC and the Interconnection Customer only is set included at ATCLLC’s external web site at:

<http://www.atc10yearplan.com/A6.shtml>. A form of the Large Generator Interconnection Agreement employed by the Transmission Provider is set forth at Attachment X of this Tariff. A form of the Small Generator Interconnection Agreement is set forth at Attachment R of this Tariff. All Generation - Transmission Interconnection Agreements to which ATCLLC is a party are or have been submitted to

the FERC for acceptance.

“Generation - Transmission Interconnection Request” shall have the same meaning as set forth in this Tariff and shall apply to all requests to interconnect new or increased generating capacity to ATCLLC’s Transmission Facilities irrespective of whether the request is made pursuant to a Generation - Transmission Interconnection Agreement to which ATCLLC is only a party, or whether the request is made pursuant to Attachments R or X or the terms and conditions of a Small Generator Interconnection Agreement or Large Generation-Transmission Interconnection Agreement in which the Transmission Provider is also a party.

“Operating Capability” means the ability of a piece of equipment or any element of the ATCLLC’s Transmission Facilities to operate at any particular level, rate or capability, notwithstanding its Physical Capacity, when operated under the then existing operating conditions in conjunction with other elements of ATCLLC’s Transmission Facilities.

“Public Policy Requirements” means enacted statutes (*i.e.*, passed by the legislature and signed by the executive) and regulations promulgated by a relevant jurisdiction, whether within a state or at the federal level, including duly enacted laws or regulations passed by a local governmental entity, such as a municipal or county government.

“Physical Capacity” means the physical ability of any piece of equipment to operate without failure based upon its physical ability or operating rating or operating limits determined by the manufacturer or otherwise calculated or determined by ATCLLC to be the physical limit of any one item or element of its Transmission Facilities and as reported by ATCLLC to the Transmission Provider in accordance with the requirements

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of Appendix B of the ISO Agreement.

“Regional Planning” means the planning engaged in by ATCLLC under the provisions of this Attachment FF-ATCLLC with the owners or operators of the Transmission Facilities that are interconnected with the Transmission Facilities of ATCLLC or the owners and operators of Transmission Facilities that may be affected by any modification, addition or extension of ATCLLC’s Transmission Facilities and pursuant to the provisions of Appendix B of the Agreement of the Transmission Facilities Owners to Organize the Midwest Independent Transmission System Operator, Inc., a Delaware Non-Stock Corporation, Midwest ISO FERC Electric Tariff, First Revised Rate Schedule No. 1 and Attachment FF of this Tariff.

“Ten Year Assessment” means the report published by ATCLLC annually setting forth the planning activities engaged in by ATCLLC relating to its Network Adequacy, which incorporates the Distribution Interconnections and Generation - Transmission Interconnections requested and studied, and the Transmission Service Requests requested by Transmission Service Customers and which identifies those provisional, projected or planned Transmission Facilities construction projects that have been identified that are reasonably believed to meet the requests of ATCLLC’s Interconnection and Transmission Customers, satisfy Public Policy Requirements, and assure the necessary Network Adequacy of its Transmission Facilities to provide safe, reliable transmission service with sufficient Operating Capability and Physical Capacity to meet the needs of all users of its Transmission Facilities.

“Transmission Customer” shall have the meaning set forth at Section 1.317 of this Tariff.

“Transmission Service Request” shall mean a Transmission Service Request made by a Transmission Customer or prospective Transmission Service Customer made under Module B of this Tariff and shall be governed by the provisions of this Tariff.

“Transmission Service” shall have the meaning set forth in Section 1.327 of this Tariff and shall be provided in accordance with the terms of this Tariff.

“Transmission - Transmission Interconnection” means the interconnection of Transmission Facilities owned by parties other than ATCLLC interconnected to or which are proposed to be interconnected to the Transmission Facilities of ATCLLC, and which are operated, or when constructed, will operate at a voltage greater than 50 kV or which are used by the owner to transmit bulk quantities of energy for or on behalf of itself or its customers under the terms of this Tariff or other comparable transmission service tariff, or pursuant to a contract or agreement and which have been classified by the owner or the appropriate state regulatory authority as Transmission Facilities in accordance with the applicable provisions of Order No. 888 (FERC’s “seven-factor test”).²

“Transmission - Transmission Interconnection Agreement” means the agreement entered into by ATCLLC and the owners or operators of Transmission Facilities, accepted by the FERC, that sets forth the terms and conditions relating to the interconnection of their Transmission Facilities to the Transmission Facilities owned by ATCLLC.

“Transmission Facilities” means the poles, wires, structures, substations, control devices, protection methods, and other related equipment owned by ATCLLC and operated at voltages of 50 kV and above and that are used to render Interconnection

Service or Transmission Service to Interconnection and Transmission Customers under the provisions of this Tariff. The term “Transmission Facilities” also refers to like facilities owned by others which are used for the purpose of carrying bulk quantities of electric energy for others or for the ultimate distribution of such electric energy to residential, commercial or industrial end users and which have been classified by the owner or the appropriate state regulatory authority as Transmission Facilities in accordance with the applicable provisions of Order No. 888 (FERC’s “seven-factor test”).³

V. Planning Processes. Consistent with the requirements of 18 C.F. R. §37.1, *et seq.*, ATCLLC sets forth its planning processes in detail below:

A. Planning Purpose. ATCLLC hereby identifies the various planning functions engaged in by ATCLLC. The purpose of each planning function is to either meet the requested need of one or more Interconnection Customers, Transmission Customers, or interconnected entity that owns Distribution Facilities or Transmission Facilities or which are necessary in ATCLLC’s reasonable judgment to insure that ATCLLC’s Transmission Facilities operate in a safe, reliable manner with sufficient Physical Capacity, Operating Capability and reliability to provide adequate transmission service to meet the needs of all users of its Transmission Facilities, fulfill Public Policy Requirements, ~~and to fulfill its-ATCLLC’s~~ legal obligations under state, local, and federal law or regulation, ~~or which and/or to~~ reduces the cost of energy in the area in which ATCLLC’s Transmission Facilities are located.

B. Planning Requests; Planning Requirements. The activities associated with each planning function, together with the processes, procedures and methods employed by ATCLLC

depends on the type of request made by one or more Interconnection or Transmission Customers or the owners of the Distribution or Transmission Facilities interconnected to ATCLLC's Transmission Facilities. Additionally, for the purposes of: 1) network adequacy; 2) coordination with the owners of other Transmission Facilities; or 3) coordination with the Transmission Provider and the Pennsylvania-New Jersey-Maryland Interconnect LLC (PJM), ATCLLC engages in planning that in ATCLLC's judgment and determination is necessary to ensure the safe, reliable operation of its Transmission Facilities as a whole and to assure that there is sufficient Physical Capacity, Operating Capability and reliability to render open access, nondiscriminatory Interconnection and Transmission Service to all users of its Transmission Facilities.

C. Planning Functions. In order to assure reliable Transmission Facilities capable of rendering reliable Interconnection and Transmission Service with sufficient Physical Capacity, operating capability or reliability to meet the needs of all Transmission and Interconnection Customers, or the needs of other Distribution Facilities or Transmission Facilities Owners whose Distribution Facilities or Transmission Facilities are interconnected with ATCLLC's Transmission Facilities and to fulfill Public Policy Requirements, ATCLLC engages in the following planning functions:

Distribution - Transmission Interconnection Planning

Generator - Transmission Interconnection Planning

Transmission - Transmission Interconnection Planning

Transmission Service Planning

Network Adequacy Planning

Regional Coordination Planning (Transmission - Transmission; Transmission Provider Region; PJM Region)

Economic Project Planning

D. Applicable Planning Criteria. In carrying out each planning function, ATCLLC shall use: (1) all applicable reliability requirements established by the North American Electric Reliability Corporation (NERC) or any successor Electric Reliability Organization certified by the FERC; (2) the criteria set forth at: <http://www.atc10yearplan.com/A6.shtml>; or (3) any reliability requirements established by the Regional Entities approved by NERC and the FERC, and with whom ATCLLC is registered, including Midwest Reliability Organization (MRO) or ReliabilityFirst Corporation (RFC); (4) all Public Policy Requirements; and (5) such other criteria as ATCLLC may from time to time determine, provided that in the event that there is any conflict between the criteria developed or employed by ATCLLC and those of MRO, RFC or NERC, then the criteria established by MRO, RFC or NERC shall apply.

E. Controlling Planning Criteria; Modifications to Planning Criteria. In the event that there is any conflict between the reliability criteria established by MRO or RFC, then the criteria established by MRO shall apply. In the event that there is any conflict between the reliability criteria established by MRO, RFC or NERC, then the more conservative or more restrictive criteria shall be applied by ATCLLC in performing its planning functions. ATCLLC reserves the right to change, modify, supplement or otherwise revise the criteria employed by ATCLLC and used in connection with any planning process identified in this Attachment FF-ATCLLC so long as such changed, modified, supplemented or revised criteria are applicable only to planning functions, or to projects proposed, planned or constructed that were identified in

such planning functions subsequent to such change, modification, supplement or revision to the criteria, and provided further that such change, modification, supplement or revision shall become applicable thirty (30) days following the posting by ATCLLC of such revised criteria at: <http://www.atc10yearplan.com/A6.shtml> setting forth such change, modification, supplement or revision to the reliability criteria employed in any planning function or when required by NERC, MRO or RFC. To the extent that the criteria employed by ATCLLC are not governed by the reliability criteria of NERC, MRO, RFC, or the rules and regulations of the FERC, or state, local, or federal law or regulation establishing Public Policy Requirements, ATCLLC shall employ such criteria as, in ATCLLC's judgment, will provide the more effective means of planning for reliable Transmission Facilities that can be constructed in a cost effective manner, taking into account any state, -local, federal legal or regulatory requirements that may be applicable, specifically including Public Policy Requirements, while taking into account Best Value Planning associated with any project identified which is proposed to be constructed as a result of the study or studies or other assessment performed in connection with one or more of the planning functions.

F. Planning Assessment Tools. ATCLLC employs a number of planning assessment tools in order to properly assess the Distribution - Transmission Interconnection Requests, the Generation - Transmission Interconnection Requests, the Transmission - Transmission Interconnection Requests, the network adequacy of its Transmission Facilities, and the inter-relationship of the results of its transmission plans on adjoining Distribution Facilities or Transmission Facilities owners or the Transmission Provider Region or PJM Region as a whole, particularly in connection with the evaluation of proposed transmission projects that are

based upon economic factors as well as reliability, capability and safety factors. The assessment tools employed by ATCLLC are set forth at: <http://www.atc10yearplan.com/A6.shtml>.

ATTCLLC reserves the right to discontinue the use of certain assessment tools, or to add additional assessment tools in its reasonable judgment.

To the extent that ATCLLC discontinues the use of assessment tool, or begins using an assessment tool in connection with any of the planning functions identified below, the use of such assessment tool or tools or the discontinuance of the use of any assessment tool shall be effective upon posting such discontinuance by ATCLLC on the web page:

<http://www.atc10yearplan.com/A6.shtml>. Any interested party may request, in writing, copies of the models developed using the assessment tools employed by ATCLLC in performing any planning function or associated analysis or assessment, and ATCLLC shall provide copies of such models under appropriate confidentiality agreements, subject to the rules and regulations of the FERC. To the extent that such models are used in connection with any proprietary software, hardware or other process owned or distributed by parties other than ATCLLC, ATCLLC will identify the items required to run the requested models, but ATCLLC makes no representation concerning the use of or availability of any proprietary software, hardware or other process necessary to operate any model or assessment tool used or employed by ATCLLC. Any costs associated with acquiring the necessary software, hardware or other process to run or operate any model employed by ATCLLC in any planning function is the responsibility of the party requesting such model or assessment tool.

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D. Network Adequacy Planning

1. Network Assessment; Ten Year Assessment. In addition to assessments made in connection with any requests made by any Interconnection or Transmission Customers, or the owners of any Distribution or Transmission Facilities interconnected with ATCLLC's Transmission Facilities, ATCLLC performs an assessment of the need to modify, extend, or construct new Transmission Facilities to provide, safe, reliable, Interconnection and Transmission Service and to insure that its Transmission Facilities are capable of providing and have the Physical Capacity and Operating Capability to reliably provide adequate Transmission Service to meet the needs of all users of its Transmission Facilities and to fulfill all Public Policy Requirements. Each year, ATCLLC shall perform such studies and assessments of various attributes and elements of its Transmission Facilities in order to determine whether any change, modification, extension or addition to its Transmission Facilities is required over the next ten (10) year period. The results of such studies and assessments shall be published as ATCLLC's *Ten Year Assessment* (TYA). As described in more detail below, the TYA shall make an assessment of the Transmission Facility construction projects over a ten year planning horizon, and shall determine whether such projects are provisional, proposed or planned. For the purposes of this Attachment FF-ATCLLC and the TYA, a provisional project is one that has been identified, based on an initial assessment of one or more needs of ATCLLC's Transmission Facilities, either from a reliability, Physical Capacity, maintenance, Operating Capability or, Public Policy Requirement or economic requirement. However, the information available to support the need determination is either not yet sufficient or warrants further evaluation before the need can be adequately determined. For the purposes of this Attachment FF-ATCLLC and the TYA, a proposed project is one for which the electrical need has been sufficiently determined

from a reliability, Physical Capacity, maintenance, Operating Capability, Public Policy Requirement or economic requirement, but for which there are more than one electrical solutions that could result in changes, additions, modifications or extensions to one or more elements of ATCLLC's Transmission Facilities. For the purposes of this Attachment FF-ATCLLC and the TYA, a planned project is one that is sufficiently justifiable on the basis of the electrical need to support the reliability, Operating Capability, maintenance, Physical Capacity, Public Policy Requirement or economic requirements of ATCLLC's Transmission Facilities and that all other electrical solution alternatives have been considered and the planned projects determined to be the Transmission Facilities construction project that will meet the needs of ATCLLC and its Transmission and Interconnection Customers, and the needs of the owners of the Distribution and Transmission Facilities that are interconnected to ATCLLC's Transmission System.

2. Participation in and Information Gathering For the Network

Assessment and the TYA. For the purposes of the TYA and the general Network Assessment, ATCLLC, not less frequently than annually, shall solicit information from all Interconnection Customers, Transmission Customers and the owners of all Distribution Facilities that are interconnected to ATCLLC's Transmission System, and other stakeholders, specifically including information relating to Public Policy Requirements. Each party shall be contacted by using the form letters included on ATCLLC's web page at: <http://www.atc10yearplan.com/A6.shtmlpage>, which request the supply of certain information concerning each recipient's current and projected use of ATCLLC's Transmission Facilities or the needs of their respective Interconnection or Distribution Facilities. Additionally, ATCLLC shall post on its web page a solicitation for information from stakeholders including federal.

state, and local regulators regarding needs driven by Public Policy Requirements and potential Transmission Facilities to address those needs. The information set forth in such letters or received in response to such web page posting, shall be collected and compiled and taken into account in any models and assessment tools that ATCLLC uses to study and make its assessment of its Transmission Facilities requirements. In addition to the information solicited from all interconnected entities, federal, state and local regulators and other stakeholders as provided in this paragraph, ATCLLC shall contact such interconnected parties or other stakeholders as it deems necessary or appropriate to obtain all additional information, including, but not limited to load forecasts, generation requirements, generation retirements, generation outage schedules, demand response availability, including any demand response resources available to reduce demand for any interconnected entity that is interconnected to the facilities of ATCLLC or any entity that is interconnected to ATCLLC's facilities, and distribution construction programs, and Public Policy Requirements. ATCLLC shall incorporate or otherwise take into account the information provided by all Distribution Facilities owners, and shall incorporate or otherwise take into account all Distribution, Generation Interconnection ~~and~~ Transmission Service Requests previously studied or assessed by either ATCLLC or the Transmission Provider in conducting its studies and assessment of its Transmission Facilities needs. Furthermore, ATCLLC shall affirmatively conduct its own reasonable inquiries, if deemed necessary by ATCLLC, in an effort to ascertain the existence of any relevant Public Policy Requirements not identified through other means (i.e., identified to ATCLLC by stakeholders), and ATCLLC shall incorporate or otherwise take into account all relevant information regarding Public Policy Requirements or Regional Planning, without regard to whether such information was obtained

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~~from a stakeholder or resulted from ATCLLC's affirmative inquiry, as well as any Transmission Facilities construction that may result from any Public Policy Requirements or Regional Planning.~~

3. Information Verification. ATCLLC shall communicate with any party supplying information to be incorporated in or otherwise taken into account in performing the studies or assessments associated with the TYA. Such communication may be individually with the entity supplying such information, or may be with more than one owner of Distribution Facilities to the extent that their respective systems are electrically interrelated or otherwise have an impact or effect on their respective use or interconnection to ATCLLC's Transmission Facilities. To obtain information, or to verify information that has been supplied, ATCLLC may:

A. Meet individually with the entity supplying the information, including Public Policy Requirement information. To the extent of such meeting, ATCLLC shall coordinate the date, time and location of such meeting or meetings, whether such meetings are to be telephonic or in person, and shall coordinate the determination of the agenda. Any such meetings shall be conducted in accordance with the requirements of ATCLLC's Standards of Conduct Agreements, the FERC's Standards of Conduct, and shall take into account the requirements of the FERC in connection with CEII.

B. Communicate telephonically or electronically with representatives of such entity supplying information requested or received by ATCLLC in connection with the TYA. Any meetings or communications shall be as frequent as the party supplying the information may request or as ATCLLC may determine to assure itself that the information

supplied by such entity is complete, accurate and sufficient to permit ATCLLC to incorporate such information in the studies or assessments associated with the TYA.

To the extent that ATCLLC has affirmatively identified relevant Public Policy Requirements, as referenced in V.D.2. above, ATLLC shall make inquiries, or take any other action, necessary to assure itself that the information regarding the Public Policy Requirement is complete, accurate, and sufficient to incorporate such information in the studies or assessments associated with the TYA.

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4. Information Review/Feedback by Stakeholders. Following the verification of the data provided by interconnection customers, Transmission Customers and the owners of all Distribution Facilities that are interconnected to ATCLLC's Transmission System, ATCLLC shall hold one or more meeting with customers and stakeholders to discuss the assumptions set forth for inclusion in the TYA and the models and assessment tools that will be used to perform the assessment, including the Public Policy Requirements. The meeting or meetings to discuss the TYA shall be held by ATCLLC at such locations and at such times as may be convenient for customers and other stakeholders. ATCLLC shall establish the date, time, and place for such meeting or meetings and ATCLLC shall post notice of such meeting or meetings on its external web site to provide notice to all parties in advance of such meeting or meetings. Information regarding assumptions and models, including Public Policy Requirements, shall be posted on ATCLLC's external web site. ATCLLC shall post on its web site an explanation of which transmission needs driven by Public Policy Requirements that will be considered in study assumptions, as well as any suggested Public Policy Requirements that will not be considered in study assumptions. ATCLLC shall also post on its web site an

explanation as to why relevant transmission needs driven by Public Policy Requirements were, or were not, considered by ATCLLC in its study assumptions.

Any interconnection customer, Transmission Customer, owner of Distribution Facilities or Transmission Facilities, as well as any other stakeholder, including state regulators, local, state and federal governmental officials, and members of interested community organizations shall be entitled to participate in such meeting or meetings held to discuss assumptions and models, specifically including a discussion of ATCLLC's decision to include in, or exclude from, its proposed models any transmission needs driven by Public Policy Requirements. Participants in such meetings, or thereafter, shall be entitled to comment on, provide additional information associated with, or otherwise offer suggested revisions, changes, modifications or additions to the assumptions that will be used in performing the studies required by the TYA, specifically including ATCLLC's decision to include in or exclude from proposed models any transmission needs driven by ~~and~~ Public Policy Requirements ~~that will be used in performing the studies required by the TYA.~~ Furthermore, Stakeholders may comment on the inputs provided to ATCLLC. Such comments, provided they are predicated on relevant facts, information not available during the study, or evaluation of the Network requirements, shall be considered by ATCLLC, and to the extent appropriate, included in the evaluation of the Network requirements, and may be included in the TYA analysis.

5. Studies and Assessments. ATCLLC shall perform such studies or assessments of its Network requirements employing the assessment tools set forth on ATCLLC's external web page at: <http://www.atc10yearplan.com/A6.shtml> as ATCLLC determines are appropriate or necessary, given the information supplied by the entities interconnected to its

Transmission Facilities and interested stakeholders (specifically including, without limitation, identification by such stakeholders of 1) needs driven by Public Policy Requirements and/or 2) potential Transmission Facilities to address those needs) , or resulting from ATCLLC's own inquiries. ATCLLC reserves the right to verify the information supplied by others, or to make such additional assessments of the needs, systems or utilization of ATCLLC's Transmission Facilities as ATCLLC determines are appropriate in order to assure itself that the information utilized in any such model or assessment tool is as accurate and complete as necessary to permit ATCLLC to perform an appropriate assessment of its Network requirements. Further, ATCLLC shall, to the extent necessary, obtain from the Transmission Provider any information that the Transmission Provider may have, including Public Policy Requirements, or employ any models developed by the Transmission Provider which will facilitate or otherwise permit ATCLLC to make an appropriate evaluation or assessment of the Network requirements for its Transmission Facilities.

6. Network Assessment Study Results. Upon the completion of its assessment of its Network requirements, ATCLLC shall publish and distribute to all parties wishing to receive a copy, its TYA. The TYA shall set forth the information obtained, the assumptions used in making such evaluation of its network requirements, including all Public Policy Requirements and shall identify the Transmission Facilities construction projects, including all Distribution Interconnections, Generation Interconnections, and other construction projects that ATCLLC has determined will meet the needs of its Interconnection Customers, Transmission Customers and the owners of the distribution systems interconnected to ATCLLC's Transmission Facilities and fulfill Public Policy Requirements over the next ten

(10) year period. In determining the Transmission Facilities to be included in the TYA, ATCLLC shall include those Transmission Facilities that provide the most benefit to meet the needs of its Distribution Customers, Transmission Customers and all other parties whether interconnected to ATCLLC's Transmission Facilities or not, taking into account Public Policy Requirements and the effect of any demand response resource on overall network requirements and Public Policy Requirements. ATCLLC will determine the Transmission Facilities to be included in the TYA based upon a comparison of the reasonably estimated costs of construction of the Transmission Facilities and the reasonably estimated costs of any other transmission, generation or demand response resources proposed by others (provided the estimated costs are provided by the party proposing such other transmission, generation or demand response resource) based upon the ability of such alternatives to meet Public Policy Requirements and the anticipated needs of ~~ATCLLC's~~ Distribution Customers, Transmission Customers, and all other parties whether interconnected to ATCLLC's Transmission Facilities or not. The Transmission Facilities construction projects shall be identified as provisional, proposed, and planned, as defined in the TYA and this Attachment FF-ATCLLC. With respect to identified transmission needs driven by Public Policy Requirements, ATCLLC will provide in the TYA a written explanation of ATCLLC's decision to include in the TYA, or to exclude from the TYA, Transmission Facilities that would satisfy such transmission needs.

7. TYA Distribution. ATCLLC shall publish the TYA annually on its external web site and shall inform all entities that are interconnected to its Transmission Facilities, all state utility regulators in the states in which ATCLLC owns Transmission

Facilities, and all other stakeholders of the availability of the TYA.

8. TYA Evaluation. Following the publication of the TYA on its external web site and its dissemination of the notice to interconnected parties and other stakeholders, ATCLLC shall hold one or more meeting(s) with customers, state regulators and other stakeholders to discuss the conclusions set forth in the TYA, and the Transmission Facilities identified as provisional, proposed or planned solutions to meet the needs of ATCLLC's transmission system as a whole, specifically including solutions intended to satisfy Public Policy Requirements and/or ATCLLC's decision to include in the TYA, or not to include in the TYA. Transmission Facilities that would satisfy identified transmission needs driven by Public Policy Requirements. The meeting or meetings to discuss the TYA shall be held by ATCLLC at such locations and at such times as may be convenient for customers and other stakeholders. ATCLLC shall establish the date, time, place for such meeting or meetings following the publication of the TYA and shall post notice of such meeting or meetings on its external Web site to provide notice to all parties. Any interconnection customer, Transmission Customer, owner of Distribution Facilities or Transmission Facilities, as well as any other stakeholder, including state regulators, local, state and federal governmental officials, and members of interested community organizations shall be entitled to participate in such meeting or meetings held to discuss the TYA. Participants in such meetings, or thereafter, shall be entitled to comment on, provide additional information associated with, or otherwise offer suggested revisions, changes, modifications or additions to the conclusions reached in the TYA, and the identification of Transmission Facilities construction projects as set forth in the TYA, specifically including Transmission Facilities identified by ATCLLC as being necessary to meet a need driven by Public Policy Requirements. Such comments, provided they are predicated on

relevant facts, information not available during the study or evaluation of the network requirements shall be considered, and to the extent appropriate, included in the next evaluation of the Network requirements, and may be included in succeeding TYA. With respect to any ATCLLC decision regarding Transmission Facilities identified by ATCLLC as being potentially necessary to meet a need driven by a Public Policy Requirement: ATCLLC reserves the right to reconsider its decision regarding such Transmission Facilities following receipt of additional information or comments from stakeholders, as discussed herein, or upon further review of the TYA unilaterally initiated by ATLLC; and to, time permitting, revise the TYA for the relevant year to address ATCLLC's revised decision regarding such Transmission Facilities.

9. Customer Evaluation Committee. In accordance with the Settlement entered into in Docket No. ER04-108-000 as approved by the FERC5, ATCLLC shall, by October 1 of each year, provide information to its Interconnection and Transmission Customers concerning the Transmission Facilities construction projects that it intends to engage in during the next succeeding year, together with the estimated costs associated with such Transmission Facilities construction projects. ATCLLC shall post its proposed Revenue Requirement, including its forecasted costs to be recovered for any Transmission Facilities construction project to be engaged in during the succeeding year on its external web site. Thereafter, Interconnection and Transmission Customers shall be entitled to comment on the planned construction projects and such revenue requirement and costs associated with any or all planned Transmission Facilities construction project to be engaged in by ATCLLC during the succeeding year.

10. Inclusion in the MTEP. ATCLLC shall, consistent with Appendix B of the ISO Agreement and in accordance with the provisions of the Attachment FF of this Tariff,

upon completion of the analysis of any proposed Transmission Facilities project, or upon the completion of the evaluation of its network adequacy, identify to the Transmission Provider those provisional, proposed or planned projects that ATCLLC, in its judgment, has determined should be constructed to meet the needs of its Interconnection and Transmission Customers in order to fulfill ATCLLC's obligation to provide interconnection service and open access transmission service for the benefit of all users of its Transmission Facilities.

SECTION DELETE

F. Economic Project Planning.

1. Economic Evaluations. ATCLLC, at the request of one or more parties, irrespective of whether they are a Distribution Customer, Transmission Customer or interconnected in any manner to ATCLLC's Transmission Facilities, or upon its own determination, may make an assessment of its Transmission Facilities to determine whether the construction, modification, addition or extension of ATCLLC's Transmission Facilities or other potential transmission, generation or demand resources identified by any other party can provide economic benefits when compared to the cost of constructing the proposed Transmission Facilities or other transmission, generation or demand resources (provided the estimated costs are provided by the party proposing such other transmission, generation or demand response resource).

2. Request for Economic Evaluations. Any party, whether Interconnection Customer or Transmission Customer or not, may, by March 1 of any year, request that ATCLLC perform such study, assessment or analysis for any proposed Economic Project, [including potential Transmission Facilities to address needs driven by Public Policy](#)

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[Requirements](#). By no later than April 15 of each year, ATCLLC shall determine the two proposed Economic Projects that, based on a preliminary assessment, could provide an economic benefit greater than the costs of constructing any required Transmission Facilities.

3. Economic Project Information. In order for ATCLLC to consider any proposed Economic Project, the party requesting that such evaluation, study or analysis be done, shall provide the following information:

A. Identification of the constrained element of ATCLLC's Transmission Facilities, or the designation of the node within the Transmission Provider region in which a constraint may exist.

B. A list of the elements of ATCLLC's Transmission Facilities that would be affected by such constraint.

4. Economic Project Posting. ATCLLC, by April 15 of each year, shall post on its external Web site all proposed Economic Projects, and shall post on its web site which two Economic Projects that ATCLLC has determined to perform. By no later than April 30 of each year, any Interconnection or Transmission Customer, state regulator or other stakeholder, may comment on the proposed Economic Projects and on the two identified by ATCLLC for further study or evaluation, [including Transmission Facilities identified to meet a need driven by Public Policy Requirements](#). ATCLLC shall post all comments received relating to the proposed Economic Projects. In the event that ATCLLC receives comments on the two Economic Projects that it proposes to study, ATCLLC may revise its determination on the Economic Projects to be evaluated. If ATCLLC changes its determination, ATCLLC shall, by no later than May 15, post the revised Economic Projects to be studied or evaluated.

5. Economic Project Selection Criteria. Annually, ATCLLC shall select

the two Economic Projects for study based on the preliminary determination that the proposed Economic Projects have the potential to provide the greatest economic value by reducing the delivered cost of energy or reducing Congestion Costs, for Interconnection and Transmission Customers, and interconnected parties when compared to the preliminarily estimated Transmission Facilities construction cost.

6. Economic Project Selection. ATCLLC shall set forth its reasons for selecting the Economic Projects that it intends to evaluate, study or otherwise analyze in sufficient detail to permit interested parties to determine the basis upon which the selections were made.

7. Economic Project Assessment Costs. The evaluation, assessment or analysis associated with the two economic projects selected by ATCLLC shall be performed at no cost to the party recommending that such economic project be evaluated, studied or assessed.

8. Time To Perform Such Economic Assessment, Study or Analysis. To the extent possible, ATCLLC shall perform the necessary evaluation, assessment or study of such proposed economic projects within One Hundred and Eighty (180) days of the posting of the selection of the economic projects. However, ATCLLC expressly reserves the right to delay the completion of any economic project analysis in order to permit ATCLLC to conduct an appropriate analysis, evaluation or assessment. If ATCLLC is unable to provide the results of its evaluation, assessment or analysis of the economic projects within the 180-day period, ATCLLC shall post on its web site an interim report indicating the nature of the evaluation, analysis or assessment completed, and the amount of such evaluation, analysis or assessment remaining, together with an estimated date when such economic project evaluation, analysis or assessment is to be completed.

9. Economic Project Study Models and Assumptions. The Party

recommending the economic project may suggest the study models or assumptions to be used by ATCLLC. ATCLLC will use all reasonable effort to incorporate the proposed assumptions or models suggested by such parties, including consideration of Public Policy Requirements.

ATCLLC by April 15 shall post the assumptions, study models and assessment tools on its web site and customers, state regulators and other stakeholders shall have until April 30, to comment on the assumptions, study models and assessment tools. ATCLLC shall post on its web site an explanation of which transmission needs driven by Public Policy Requirements that will be considered in study assumptions, as well as any suggested Public Policy Requirements that will

not be considered in study assumptions. ATCLLC shall also post on its web site an explanation as to why relevant transmission needs driven by Public Policy Requirements were, or were not, considered by ATCLLC in its study assumptions. ATCLLC reserves the right to employ such models or assessment tools as it deems appropriate to evaluate, analyze or assess such proposed economic project. The Party or other stakeholders recommending the economic project may suggest assumptions to be used by ATCLLC in the analysis; however, ATCLLC reserves the right to employ such assumptions as it deems appropriate to evaluate, analyze or assess such proposed Economic Project.

10. Additional Economic Projects. To the extent that ATCLLC has the ability to do so, ATCLLC may conduct such other economic project evaluation, analysis or assessment as possible, given the planning resources available to perform such evaluation, analysis or assessment. Any party requesting that ATCLLC perform the evaluation, analysis or assessment of any other economic project other than those identified by ATCLLC that it will perform must agree to pay the costs associated with such evaluation, analysis or assessment,

which may be performed by others, but which must be performed under the control of, and at the direction of ATCLLC in order to incorporate such evaluation, analysis or assessment in ATCLLC's TYA. Any party requesting that ATCLLC perform the evaluation, analysis or assessment of any other economic project other than those identified by ATCLLC that it will perform must agree to publicly post the results of the study if ATCLLC determines this is appropriate to meet FERC Standards of Conduct or CEII regulations. For those economic studies requested by one or more Parties to be paid for by such party requesting such study or studies, ATCLLC shall estimate the time necessary to perform such study or studies and the estimated costs associated with performing such study or studies, and shall provide the estimated time and costs to the party or parties requesting such study or studies. The costs estimated shall be paid to ATCLLC prior to ATCLLC commencing such study or studies. Upon receipt of the estimated amount, ATCLLC shall commence performance of the study or studies. In the event that the estimated time or costs are determined by ATCLLC to be insufficient to complete the study or studies, ATCLLC shall provide written notification of such additional time or increased costs to the party or parties responsible for paying for such study or studies.

Within thirty (30) days following receipt of such notice, such party or parties shall acknowledge in writing the increased time and shall, to the extent applicable, pay the revised estimated amount. However, if a party or parties dispute the revised amount of time or estimated costs, then such dispute shall be resolved in accordance with Section VI. B. below. In the event that the actual cost incurred by ATCLLC in performing any economic study or studies is (are) less than the amount estimated by ATCLLC, then ATCLLC shall refund to such party or parties any excess amount received by ATCLLC within thirty (30) days following the posting of such

economic study or studies.

11. Economic Project Study Results. The results of such Economic Project evaluation, analysis or assessment shall be posted on ATCLLC's web site upon completion.

12. Transmission Facilities Construction Cost. To the extent that any Economic Project evaluation, analysis or assessment concludes that modifications, additions, expansions or extensions to ATCLLC's Transmission Facilities are appropriate and should be constructed, the costs once constructed shall be recovered pursuant to the provisions of Attachment FF of this Tariff provided such meet the definition of "Market Efficiency Project" under the provisions of Attachment FF of this Tariff. However, ATCLLC acknowledges that all Transmission Facilities construction projects that are Economic Projects, and which may produce appropriate economic benefits when compared to the cost of constructing such Transmission Facilities may not be entitled to treatment as Market Efficiency Projects under the provisions of Attachment FF of this Tariff. In such event, ATCLLC, if such Transmission Facilities are constructed and are not treated as a Market Efficiency Project under Attachment FF, shall collect the costs associated with the construction of such Transmission Facilities pursuant to Attachment O of this Tariff.

VII. Dispute Resolution.

In the event that a dispute arises between ATCLLC and the owner of any Distribution Facilities, Transmission Facilities, or an Interconnection Customer, Transmission Customer or other stakeholder in connection with any planning process set forth above, the following dispute resolution provisions shall apply:

A. Disputes Arising Under Any Generation Interconnection Request or Transmission Service Request. All disputes arising under any Generation Interconnection Request or Transmission Service Request shall be handled in accordance with Article 12 and Attachment HH of this Tariff, provided however, that to the extent that such Generation Interconnection dispute arises in connection with any Generation Interconnection planning associated with a Generation Interconnection request that does not involve a new generating facility or the increase in the capacity of any existing generating capacity, then such dispute shall be handled under the provisions of the applicable Generation - Transmission Interconnection Agreement.

B. Disputes Arising in Connection with the Network Assessment or Evaluation of Economic Projects. All disputes arising between ATCLLC and any interconnected entity, Interconnection Customer, Transmission Customer or other interested stakeholder in connection with ATCLLC's Network Assessment or its TYA, shall be handled in accordance with the provisions of Appendix B of the ATCLLC Operating Agreement.

C. Disputes Arising in Connection with Distribution Interconnection Requests. Any dispute arising between ATCLLC and any party making a Distribution Interconnection request shall be handled in accordance with the provisions of the Distribution - Transmission Interconnection Agreement entered into between ATCLLC and such party. If no Distribution - Transmission Interconnection Agreement has been entered into, then any dispute shall be resolved as if the parties had entered into a Distribution - Transmission Interconnection Agreement.

D. Disputes Arising in Connection with Public Policy Requirements.

Any dispute arising between ATCLLC and any interested party respecting the applicability of any Public Policy Requirement, ATCLLC's decision to include or exclude certain Public Policy Requirements in ATCLLC's TYA study assumptions, or ATCLLC's decision to include in the TYA Transmission Facilities identified to address transmission needs driven by Public Policy Requirements, shall be handled in accordance with Article 12 and Attachment HH of this Tariff.

VIII. Planning Costs

The costs incurred by ATCLLC in connection with performing the planning functions set forth above will be collected by ATCLLC through Attachment O of the Midwest ISO Tariff as annual operating expense. Any planning costs incurred pursuant to Generator-Transmission Interconnections are determined in accordance with Attachments R and X of this Tariff and are collected pursuant to those Attachments.

¹ Transformer voltage is defined by the voltage of the low-side of the transformer for these purposes.

² See Promoting Wholesale Competition Through Open Access Non-discriminatory Transmission Services by Public Utilities; Recovery of Stranded Costs by Public Utilities and Transmitting Utilities, Order No. 888, 61 FR 21540 (May 10, 1996), FERC Stats. & Regs. ¶ 31,036 (1996) at 31,771.

³ See Order No. 888 at 31,771.

⁴ ATCLLC has entered into a number of Distribution - Transmission Interconnection Agreements with Affiliates as that term is used in 18 C.F.R. §358.1, *et seq.* Pursuant to ATCLLC's Compliance Plan, the communication between ATCLLC and its affiliates in connection with Distribution Interconnections is only with those distribution system planners of such affiliates and is governed by the terms of the Confidential Data Access Agreement (CDAA) entered into between ATCLLC and such Affiliate. ATCLLC's Compliance Plan and the companion CDAA was reviewed by the FERC in Docket No. TS04-76-000. See *Standards of Conduct for Transmission Providers*, Docket No. RM0110-000, Order No. 2004 Compliance Filing, American Transmission Company LLC (Docket No. TS04-76-000) (February 9, 2004). Also see *Request of American*

Transmission Company LLC for Limited Waiver and Clarification of the Standards of Conduct (Docket No. TS04-76-001) (July 8, 2004).

⁵ *American Transmission Company LLC*, 107 FERC ¶61,117 (2004).