

MILLER  
& MARTIN  
PLLC

ATTORNEYS AT LAW

SUITE 1000 VOLUNTEER BUILDING  
832 GEORGIA AVENUE  
CHATTANOOGA, TENNESSEE 37402-2289  
(423) 756-6600  
FAX (423) 785-8480

Mark W. Smith  
Direct Dial (423) 785-8357  
Direct Fax (423) 321-1527  
msmith@millermartin.com

April 4, 2014

Via Electronic Filing and  
Via Federal Express

DOCKET NO. 14-00036

Tennessee Regulatory Authority  
c/o Sharla Dillon, Dockets and Records Manager  
502 Deaderick Street, 4<sup>th</sup> Floor  
Nashville, Tennessee 37243

Re: *In the Matter of the Petition of Plains and Eastern Clean Line LLC for a  
Certificate of Convenience and Necessity Approving a Plan to Construct a  
Transmission Line and to Operate as an Electric Transmission Public Utility*

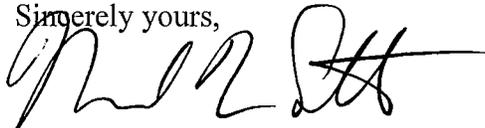
Dear Chairman Allison:

We are enclosing the original and four copies of the above-referenced Petition for filing with the Tennessee Regulatory Authority. We will be sending by separate transmittal letter the testimonies referenced in the Petition, as well as a proposed protective order.

Also enclosed is our check in the amount of \$25.00 for the filing fee. Please let us know if you have questions or need further information in connection with this filing.

Thank you.

Sincerely yours,



Mark W. Smith

Enclosures



In support of its Petition, Plains and Eastern states as follows:

**I. Identification of Petitioner**

1. Plains and Eastern is a limited liability company organized under the laws of the State of Arkansas. **Exhibit A** to this Petition is a certified copy of Plains and Eastern's Articles of Organization. Plains and Eastern's principal offices are located at 1001 McKinney Street, Suite 700, Houston, Texas 77002.

2. Plains and Eastern is a wholly owned subsidiary of Plains and Eastern Clean Line Holdings LLC, a Delaware limited liability company, which is a wholly owned subsidiary of Clean Line Energy Partners LLC ("Clean Line"), also a Delaware limited liability company. The majority owners of Clean Line are GridAmerica Holdings, Inc. ("GridAmerica") and Clean Line Investor Corp., a subsidiary of ZAM Ventures, L.P. ("ZAM Ventures"). GridAmerica is a subsidiary of National Grid USA, which is a subsidiary of National Grid plc. National Grid plc and its affiliates are one of the largest investor-owned utilities in the world, with over \$75 billion in assets and \$22 billion in annual revenues. National Grid plc and its affiliates have extensive experience building, owning, and operating electric transmission networks in the United States and United Kingdom. ZAM Ventures is the principal investment vehicle for ZBI Ventures, L.L.C. ("ZBI Ventures"). ZBI Ventures, which focuses on long-term investments in the energy sector, is a subsidiary of Ziff Brothers Investments, L.L.C.

3. Plains and Eastern is duly qualified to do business in the State of Tennessee. **Exhibit B** to this Petition is a certified copy of Plains and Eastern's Certificate of Authority to do Business in the State of Tennessee.

4. All inquiries, correspondence, notices, and copies of pleadings should be sent to the following authorized representatives for Plains and Eastern:

Cary Kottler  
General Counsel  
Clean Line Energy Partners LLC  
1001 McKinney Street, Suite 700  
Houston, TX 77002  
(832) 319-6310 (telephone)  
(832) 319-6311 (facsimile)  
[CKottler@CleanLineEnergy.com](mailto:CKottler@CleanLineEnergy.com)

Larry L. Cash  
Mark W. Smith  
Miller & Martin PLLC  
1000 Volunteer Building  
832 Georgia Avenue  
Chattanooga, Tennessee 37402  
(423) 756-6600 (telephone)  
(423) 785-8480 (facsimile)  
[msmith@millermartin.com](mailto:msmith@millermartin.com)

5. The mission of Clean Line and its subsidiaries, including Plains and Eastern, is to develop, construct, and operate long-distance transmission lines to connect the country's strongest renewable energy resources, particularly wind generation resources located in the country's best wind regions, to load and population centers with a strong demand for low-cost, clean energy.

## **II. The Plan to Construct the Plains and Eastern Clean Line**

6. One of the projects under development by Clean Line and its subsidiaries is the Plains & Eastern Clean Line (referred to herein as the "Plains & Eastern Project" or the "Project"). The Plains & Eastern Project is an approximately 700-mile, +/-600 kilovolt ("kV") high voltage direct current ("HVDC") electric transmission system and associated facilities with capacity to deliver approximately 3,500 megawatts ("MW") from renewable energy generation facilities in the Oklahoma Panhandle region to load serving entities in Tennessee, the Mid-South and Southeast. The power will be delivered via an interconnection in Tennessee at TVA's Shelby Substation, where it will be available for purchase by TVA and other Southeastern utilities. In addition, Plains and Eastern has proposed an intermediate delivery point in Arkansas, which would deliver up to 500 MW of power to the Entergy 500 kV transmission system operated by the Midcontinent Independent System Operator, Inc. ("MISO"). At this delivery point, any participant in the MISO power pool could purchase low-cost wind power sourced from the Oklahoma Panhandle. The Plains & Eastern Project will provide utilities with

load centers in the Southeast access to low-cost, clean energy. The Plains & Eastern Project will not compete with or duplicate the facilities of retail providers of electricity in Tennessee,<sup>2</sup> but will rather provide TVA and other potential wholesale customers with additional access to a significant source of low-cost renewable power.

7. The Tennessee portion of the Plains & Eastern Project consists of (i) an approximately 17-mile HVDC transmission line and associated facilities in southern Tipton and northern Shelby County, and (ii) an alternating current/direct current (“AC/DC”) converter station (where the HVDC transmission line terminates) and related facilities that will interconnect to TVA’s Shelby Substation (all of the Plains & Eastern Project’s facilities in Tennessee collectively, the “Tennessee Facilities”). A map showing the “Proposed Right-of-Way” – generally an area of up to 200 feet in width that allows for the construction, maintenance and safe operation of the Project – and the proposed AC/DC converter station site is attached as **Exhibit C**. **Exhibit D** contains a list of land parcels at least a portion of which are traversed by the Proposed Right-of-Way. To address any issues that may arise during surveying, permitting, final engineering, discussions with landowners and construction, Plains and Eastern seeks permission to make minor adjustments to the location of the Tennessee Facilities from the description set forth on **Exhibit C**, provided that any such adjustments be limited to the parcels set forth on **Exhibit D**. Upon the filing of this Petition, Plains and Eastern will provide a notice to the known owners of such parcels in the form attached as **Exhibit E**.

8. In October 2011, Plains and Eastern executed a Memorandum of Understanding (“MOU”) with TVA. Pursuant to the MOU, TVA agreed to cooperate with Plains and Eastern in

---

<sup>2</sup> For these reasons, Petitioner contends that notice to other public utilities is not required under Tenn. Code Ann. § 65-4-203.

evaluating the technical aspects of the Project. Plains and Eastern is currently working with TVA to study the Plains & Eastern Project's interconnection of 3,500 MW to the TVA system.

### **III. Services to be Provided by Plains and Eastern**

9. As stated in paragraphs 6 and 7, Plains and Eastern intends, upon obtaining the appropriate certifications and authorizations from the Authority and other applicable regulatory bodies, to construct the Plains & Eastern Project to transmit electricity produced in parts of the Great Plains that are rich in wind resources to a delivery point and interconnection in Tennessee. Plains and Eastern will offer interstate transmission service subject to the jurisdiction of the Federal Energy Regulatory Commission ("FERC") under the Federal Power Act and FERC's regulations. Plains and Eastern expects that its customers will consist of (i) wind energy producers located at the western end of the Plains & Eastern Project in areas with favorable wind conditions for the production of electricity, and (ii) wholesale buyers of electricity – particularly wholesale buyers of electricity generated from renewable resources – seeking to purchase wholesale electricity at the eastern end of the Plains & Eastern Project.

10. Plains and Eastern obtained negotiated rate authority from FERC allowing it to negotiate contract rates with the transmission capacity customers of the Plains & Eastern Project.<sup>3</sup> Plains and Eastern anticipates that all costs associated with the construction and operation of the Plains & Eastern Project will be recovered through charges to the transmission capacity customers of the line. Plains and Eastern is not seeking cost recovery through regional cost allocation methods.

11. Plains and Eastern is engaged solely in the ownership and operation of transmission facilities and the provision of transmission service. Neither Plains and Eastern nor

---

<sup>3</sup> *Plains and Eastern Clean Line LLC*, 140 FERC 61,187 (2012). A copy of the order is attached as **Exhibit DB-9** to the pre-filed direct testimony of David Berry.

Clean Line nor Clean Line's other subsidiaries own or invest in generation resources or engage in the purchase and sale of electricity. The exclusive focus of Clean Line and its subsidiaries on the development and operation of transmission lines gives them the ability to propose and execute projects that best serve the need for increased and affordable access to renewable energy.

12. In order to carry out its business objectives and to be able to provide its proposed transmission services to the public, it is necessary for Plains and Eastern to obtain a Certificate of Public Convenience and Necessity approving its plan to construct interstate transmission lines in the State of Tennessee pursuant to Tenn. Code Ann. § 65-4-208. It is also necessary for Plains and Eastern to obtain a Certificate of Public Convenience and Necessity to operate as a public utility in Tennessee, pursuant to Tenn. Code Ann. § 65-4-201. Pursuant to these authorizations, Plains and Eastern will develop, construct, own, operate, manage, and control, within the State of Tennessee, for public use, facilities and equipment for the transmission of electricity.

#### **IV. Public Interest and Public Convenience and Necessity to be Served by Plains and Eastern**

13. The need for new electric energy resources, particularly renewable generation resources such as wind, and for transmission facilities to bring the electricity to load centers, continues to grow.

14. TVA is the wholesale provider of electricity to most of the State. TVA considers renewable energy to be an important part of its generation mix going forward. In its 2011 Integrated Resource Plan ("IRP"), TVA stated that "[r]enewable generation above existing wind contracts plays a key role in future resource portfolios."<sup>4</sup> The IRP further stated that:

---

<sup>4</sup>Available at [http://www.tva.com/environment/reports/irp/archive/pdf/Final\\_IRP\\_complete.pdf](http://www.tva.com/environment/reports/irp/archive/pdf/Final_IRP_complete.pdf) ("2011 TVA IRP"), p 151 (last accessed on April 3, 2014).

the combination of TVA's renewed vision, the growth in customer demand for renewable energy, the increasing regulatory stringency related to coal burning sources of generation and the anticipation of future federal and state mandates is prompting TVA to move towards generation that reduces or eliminates emissions altogether. Renewable energy is a generation resource that meets many of these challenges. Renewables aid in the reduction of air emissions from electric generation activities and use readily available "fuel" sources that are easily replenished."<sup>5</sup>

The 2011 IRP recommended that TVA increase its renewable energy capacity to 2,500 MW by 2020.<sup>6</sup>

15. While there are abundant wind resources nationally, Tennessee is not ideally suited to host the wide-based production of renewable energy from wind. Due to limitations in the strength and cost-effectiveness of the wind resource in the State and siting considerations, Tennessee is unlikely to see large-scale additions of new, cost-effective wind generation. Therefore, there is a need to access the output of significant additional renewable generating resources to serve the State and to potentially serve the greater TVA service area and region.

16. Development of additional transmission infrastructure is critical to the nation's ability to fully exploit its wind resources. Limitations of the existing electric transmission grid are already stifling the growth of wind power development in many areas. The windiest sites in the U.S. are often not located near load centers, and currently there are insufficient transmission lines to connect these sites to load centers. Average wind speeds at the height of a modern wind turbine (80 meters) do not typically exceed 7.0 meters per second in Tennessee and other southern states such as Louisiana, Arkansas, Kentucky, Mississippi, Alabama, and Georgia. In contrast, average wind speeds in the Texas Panhandle, western Oklahoma, and southwestern

---

<sup>5</sup> Ibid, Appendix D, p. D198.

<sup>6</sup> Ibid, p. 153-154.

Kansas regularly exceed 8.5 meters per second.<sup>7</sup> Significantly, however, there is currently insufficient transmission infrastructure connecting this region to population and load centers farther east, such as Tennessee, to support significant development of additional wind generation facilities in the region. Clean Line seeks to address this deficiency by constructing an interstate transmission line to Tennessee from the Oklahoma Panhandle region, thereby fostering the development of wind generation facilities in this region to serve the demand for electricity from renewable sources in Tennessee, the Mid-South and the Southeast.

17. The Project will increase competition in renewable power supply in Tennessee, and likely in other southeastern states. Due to their superior wind resources, wind farms in the Oklahoma Panhandle region will have a substantially lower cost of energy than other renewable projects. Consequently, the Plains & Eastern Project will make available more affordable renewable power to TVA, distributors of TVA power, and utilities serving customers in Tennessee and elsewhere in the region.

18. The Plains & Eastern Project will infuse up to 3,500 MW of carbon-free electricity into Tennessee, the TVA region and the surrounding areas and, in turn, will bring numerous and substantial public benefits, including:

- Low-cost, clean energy to Tennessee and other areas in the Mid-South and Southeast, saving customers money on their electric bills.
- Cleaner air and water for Tennessee and the region by reducing the use of fossil fuel generation.
- Over \$300 million of direct investment in infrastructure in Shelby County and Tipton County, Tennessee.
- Thousands of new construction and operations jobs in Tennessee, Arkansas, and Oklahoma.

---

<sup>7</sup> [http://www.windpoweringamerica.gov/wind\\_maps.asp#us](http://www.windpoweringamerica.gov/wind_maps.asp#us) (Last accessed on April 3, 2014).

- Billions of dollars of investments in new renewable energy projects.
- Increased opportunities in the manufacturing sector for wind turbines, components, and related facilities that will be constructed as a result of the Project.
- Property tax and other revenue for local communities and schools.
- Payments to landowners for the easements needed to construct and operate the Project.

19. For the reasons stated in paragraphs 13-18, granting a certificate to Plains and Eastern approving its plan to construct interstate electric transmission facilities pursuant to Tenn. Code Ann. § 65-4-208 and granting Plains and Eastern a certificate to operate as a public utility pursuant to Tenn. Code Ann. § 65-4-201 will serve the public interest and the public convenience and necessity.

#### **V. Managerial, Technical, and Financial Capabilities of Clean Line**

20. Plains and Eastern has the managerial, technical, and financial capabilities to operate as a transmission-only public utility in Tennessee. The management team of Plains and Eastern and its ultimate parent company, Clean Line, includes executive, management, professional, financial and technical personnel who have managed, built, operated and financed projects in both the renewable and traditional energy sectors and who have been involved in the development of energy policy at both state and national levels. The management team has financed billions of dollars of energy projects and managed the development of projects that produce or transmit thousands of megawatts of power. Following are brief summaries of the qualifications and experience of senior members of the management team:

- **Michael Skelly: President, and Chief Executive Officer of Clean Line and President of Plains and Eastern.** Mr. Skelly has more than 20 years of experience in the renewable energy field. He developed thermal, hydroelectric, biomass and wind energy projects in Central America with Energia Global. Subsequently, he joined Horizon Wind Energy (“Horizon”) (now EDP Renewables North America) and, serving as Chief Development Officer, led the growth of that company from a two-person company to one of the leading wind energy companies in the United States.

Mr. Skelly has extensive experience in evaluating and developing wind energy resources.

- **David Berry: Executive Vice President – Strategy and Finance for Clean Line.** Prior to joining Clean Line, Mr. Berry was employed by Horizon as Finance Director. At Horizon, he was primarily responsible for financing transactions, investment analysis, and acquisitions. Among other significant projects, he worked on and led over \$2 billion of project finance transactions, and several structured equity transactions for projects in development, construction, and operations. In addition, he was responsible for building and maintaining financial models for Horizon’s wind farm development projects and other generation technologies besides wind energy.
- **Jayshree Desai, Executive Vice President – Commercial and Operations of Clean Line and Executive Vice President of Plains and Eastern.** Ms. Desai previously served as the Chief Financial Officer of Horizon and oversaw the company’s balance sheet as it grew from \$8 million to more than \$5 billion. At Horizon, Ms. Desai was responsible for corporate and project finance, accounting, tax and information technology, and she led Horizon through financings and acquisitions totaling several billions of dollars.
- **Wayne Galli, P.E., PhD: Executive Vice President – Transmission and Technical Services for Clean Line.** Dr. Galli has a Bachelor of Science and Master of Science degrees from Louisiana Tech University and a Doctor of Philosophy degree from Purdue University, all in electrical engineering. He is a Senior Member of the Institute of Electrical and Electronics Engineers and a member of the International Council on Large Electric Systems (“CIGRE”). Dr. Galli has over 15 years of experience in the electric transmission industry, in both technical and managerial roles, ranging from power system planning and operations to regulatory matters and project development.
- **Jimmy Glotfelty: Executive Vice President – External Affairs for Clean Line.** Mr. Glotfelty served as a senior policy advisor for George W. Bush in his gubernatorial and presidential administrations and focused primarily on electricity markets. He also founded, and served as the first Director of, the Office of Electric Transmission and Distribution in the U.S. Department of Energy, where he led the investigation of the 2003 Northeast blackout, as well as efforts to upgrade and modernize the electric transmission system.
- **Mario Hurtado: Executive Vice President for Clean Line.** Mr. Hurtado has developed and managed power plants and other energy infrastructure in the electric power and natural gas industries for over nineteen years. He was responsible for overseeing all development and operations in Central America and the Caribbean for Globelec, a successful power developer and operator focused on the emerging markets. While at Globelec, he oversaw the acquisition of renewable electric generating plants and oversaw the construction of and managed a portfolio of traditional and renewable electric generating plants. Previously, as an executive at Reliant Energy and Duke Energy, he led corporate transactions teams and managed

commercial issues involving large electric and natural gas utilities and generating plants in the United States and several countries in Latin America.

- **Cary Kottler: General Counsel of Clean Line and Secretary of Plains and Eastern.** Prior to joining Clean Line, Mr. Kottler worked as a corporate attorney for Vinson & Elkins, a nationally recognized law firm, specializing in mergers & acquisitions, project development and private equity investments. His completed transactions ranged in value from \$5 million to over \$4 billion and encompassed many sectors of the renewable energy industry, including wind, solar and geothermal energy.
- **Jason Thomas: Environmental Director for Clean Line.** Mr. Thomas manages and directs the environmental studies to support routing and siting processes, and permit applications, as well as Clean Line's engagement with federal agencies' reviews under National Environmental Policy Act requirements and other federal statutes. Mr. Thomas has 17 years of experience in environmental management, including permitting, planning, agency consultation, due diligence, regulatory affairs, and compliance. Prior to joining Clean Line, he was a Project Manager at NextEra Energy Resources, where he managed environmental matters and due diligence for renewable energy projects, transmission lines, and natural gas projects. He holds a B.S. in Forestry with an emphasis in hydrology and watershed management.
- **Deann Lanz: Director of Land Services for Clean Line.** Ms. Lanz has extensive experience in managing right-of-way and land issues pertaining to the development of large-scale energy generation and transmission projects. Prior to Clean Line, Ms. Lanz served as Vice President, Land for BP Wind Energy North America Inc. ("BP"). At BP, she was responsible for the land issues encompassing more than \$1 billion of energy generation assets, including more than 500,000 acres of land, hundreds of miles of transmission lines, and hundreds of MW of renewable energy generation projects. Ms. Lanz previously worked as a real estate attorney for Mayer Brown, L.L.P, where for more than ten years she negotiated and completed a variety of real estate and financing transactions.

21. Clean Line plans to maintain its management, operating, and technical staffing at the parent company level rather than at Plains and Eastern and its other subsidiaries. Direct and overhead services performed by employees of Clean Line on behalf of or for the benefit of Plains and Eastern and other subsidiaries will be recorded as costs of the subsidiary through time charging and overhead allocation procedures. Services obtained by Clean Line from external providers on behalf of Plains and Eastern or another subsidiary will also be appropriately recorded as costs of the subsidiary.

22. Clean Line and Plains and Eastern plan to contract with an experienced project management, engineering, right-of-way acquisition, and electrical construction firm or firms to design, develop, and construct the Plains & Eastern Project. Plains and Eastern, working with these firms, will make certain that sufficient maintenance resources are in place along the route of the line in Tennessee and the other states through which the Project is located to ensure timely responses to any operational or service issues.

23. Clean Line and Plains and Eastern also have adequate financial resources and capital commitments to carry out the current development work for the Plains & Eastern Project (and Clean Line's other projects under development) and will engage in a project-specific financing for the construction of the Plains & Eastern Project. Clean Line's current equity investors are providing capital to enable Clean Line and its subsidiaries to undertake the development and permitting work for the Plains & Eastern Project and the other transmission projects.

24. When Plains and Eastern has completed the majority of the permitting and licensing process for the Plains & Eastern Project, Plains and Eastern will enter into long-term contracts with customers for transmission capacity on the Plains & Eastern Project. Plains and Eastern then intends to issue project-specific debt secured by the revenue stream from the transmission capacity contracts to raise the capital necessary to complete the remaining development activities, construct the Project, and place it into operation. Additional equity capital may also be raised to help finance construction of the Plains & Eastern Project, or Clean Line's existing investors may make additional equity investment in the Plains & Eastern Project.

25. Recent experience shows that significant amounts of liquidity exist in the capital markets for transmission projects that have reached an advanced stage of development, and that

the capital markets have a substantial history of supporting transmission projects, including merchant transmission projects, through both debt and equity financings. Clean Line has relationships with many of the major banks that have been involved in financing transmission projects. Clean Line is confident that sufficient capital will be available to construct the Plains & Eastern Project following successful completion of development activities.

26. Clean Line's primary investors focus on long-term investments in the energy sector and have a proven track record of making successful investments in the energy industry. Clean Line's equity investors are experienced in investing in the energy sector and understand the need to maintain a long-term investment focus as energy and infrastructure projects are brought to fruition.

27. Financial statements for Plains and Eastern and its parent company will be filed under seal and included as a confidential exhibit to the testimony of Clean Line witness David Berry upon entry of a protective order in this docket.

28. For the reasons stated in paragraphs 20-27, Plains and Eastern has sufficient managerial, technical, and financial capabilities to be granted a Certificate of Public Convenience and Necessity approving its plans to construct interstate transmission lines in Tennessee pursuant to Tenn. Code Ann. § 65-4-208 and a Certificate of Public Convenience and Necessity as a transmission-only public utility pursuant to Tenn. Code Ann. § 65-4-201.

#### **VI. Prepared Testimony Being Submitted Contemporaneously with this Petition**

29. Contemporaneously with filing this Petition, Plains and Eastern is also filing with the Authority the following prepared testimony and exhibits in support of this Petition as

#### **Collective Exhibit F:**

- (i) Pre-filed Direct Testimony and Exhibits of Michael Skelly
- (ii) Pre-filed Direct Testimony and Exhibits of Mario Hurtado

- (iii) Pre-filed Direct Testimony and Exhibits of Dr. Wayne Galli
- (iv) Pre-filed Direct Testimony and Exhibits of David Berry
- (v) Pre-filed Direct Testimony and Exhibits of Jason Thomas

The testimony and exhibits of these witnesses provide additional information in support of Clean Line's Petition for a Certificate of Public Convenience and Necessity to operate as a public utility pursuant to Tenn. Code Ann. § 65-4-201.

## **VII. Request for Proprietary Treatment of Certain Information**

30. Clean Line and Plains and Eastern consider Plains and Eastern Exhibit DB-6, which are financial statements of Plains and Eastern and its parent company, to be proprietary and confidential for the following reasons, among others. First, Plains and Eastern and its ultimate parent company, Clean Line, are not publicly held companies, but rather are privately held companies. Clean Line may in the future become a publicly held company as it raises additional capital to finance the development and construction of its transmission projects including the Plains & Eastern Project. However, at this time, due to the privately held ownership structure of the company, the financial information of Clean Line and Plains and Eastern should be accorded proprietary and confidential treatment. Second, disclosure of Clean Line's and Plains and Eastern's financial information at this time could be financially and competitively harmful to Clean Line and Plains and Eastern in their negotiations with potential providers of products, materials and services.

31. Contemporaneously with this Petition, Plains and Eastern is filing a Proposed Protective Order. Upon approval of such an Order, Plains and Eastern will file the confidential and proprietary exhibit referenced above. Plains and Eastern further requests that in its order in this proceeding, the Authority specify that the information designated by Plains and Eastern as

proprietary and confidential in the testimony and exhibits submitted in this proceeding shall be accorded proprietary and confidential treatment.

WHEREFORE, Plains and Eastern respectfully requests that the Authority issue an order:

(1) Granting Plains and Eastern Clean Line LLC a Certificate of Public Convenience and Necessity pursuant to Tenn. Code Ann. § 65-4-208 approving its plan to construct the Project's Tennessee Facilities in the State of Tennessee;

(2) Granting Plains and Eastern Clean Line LLC a Certificate of Public Convenience and Necessity pursuant to Tenn. Code Ann. § 65-4-201 to operate as a public utility in Tennessee;

(3) Confirming that Plains and Eastern Clean Line LLC is not subject to the rate-making authority of the Authority because its rates will be subject to regulation by FERC;

(4) To the extent deemed necessary by the Authority, waiving the applicability of Rule 1220-04-01-.11 to Plains and Eastern Clean Line LLC so long as Plains and Eastern maintains its books and records in accordance with FERC's Uniform System of Accounts at 18 C.F.R. Part 101; and

(5) Granting proprietary and confidential treatment to the information designated by Plains and Eastern Clean Line LLC as proprietary and confidential in the testimony and exhibits submitted in this proceeding; and

(6) Granting such other and further relief to which the Petitioner may be entitled.

Respectfully submitted,

PLAINS AND EASTERN CLEAN LINE LLC

Cary Kottler  
General Counsel  
CLEAN LINE ENERGY PARTNERS LLC  
1001 McKinney Street, Suite 700  
Houston, TX 77002  
(832) 319-6310 (telephone)  
(832) 319-6311 (facsimile)  
[CKottler@CleanLineEnergy.com](mailto:CKottler@CleanLineEnergy.com)



---

Larry L. Cash  
Mark W. Smith  
MILLER & MARTIN PLLC  
832 Georgia Avenue, Suite 1000  
Chattanooga, Tennessee 37402  
Telephone: (423) 756-6600  
Facsimile: (423) 785-8480  
[msmith@millermartin.com](mailto:msmith@millermartin.com)

*Attorneys for: Plains and Eastern Clean Line LLC*

Dated: April 4, 2014

**EXHIBIT A:**

Articles of Organization of Plains and Eastern Clean Line LLC



# Arkansas Secretary of State

## Mark Martin

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Mark Martin, Arkansas Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

**All Corporate records on file for**

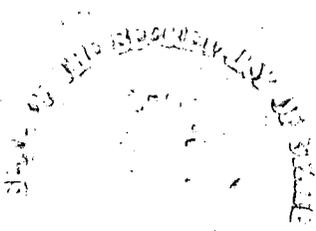
**PLAINS AND EASTERN CLEAN LINE LLC**

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 20th day of March, 2014.

*Mark Martin*

Mark Martin  
Arkansas Secretary of State

By: *Julia Butler*  
Julia Butler



**ARTICLES OF ORGANIZATION**

**OF**

**PLAINS AND EASTERN CLEAN LINE LLC**

---

These Articles of Organization of Plains and Eastern Clean Line LLC are hereby executed and filed in accordance with the Small Business Entity Tax Pass Through Act, Act 1003 of 1993, ARK. CODE ANN. §§ 4-32-101, *et seq.*

1. **Name.** The name of the limited liability company shall be Plains and Eastern Clean Line LLC.

2. **Registered Office and Agent.** The agent for service of process shall be Corporation Service Company. The address of the agent and the registered office of the limited liability company is 300 Spring Building, Suite 900, 300 S. Spring Street, Little Rock AR 72201.

3. **Management.** The affairs of the limited liability company shall be managed by its member.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30 day of March, 2010.



C. Douglas Buford, Jr.  
Organizer



**EXHIBIT B:**

Certificate of Authority of Plains and Eastern Clean Line LLC



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

CFS  
SUITE B  
992 DAVIDSON DRIVE  
NASHVILLE, TN 37205

**Request Type: Certified Copies**  
Request #: 123486

Issuance Date: 03/19/2014  
Copies Requested: 1

**Document Receipt**

Receipt #: 1384670

Filing Fee: \$20.00

Payment-Account - CFS, NASHVILLE, TN

\$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **PLAINS AND EASTERN CLEAN LINE LLC**, Control # 627913 was formed or qualified to do business in the State of Tennessee on 04/01/2010. PLAINS AND EASTERN CLEAN LINE LLC has a home jurisdiction of ARKANSAS and is currently in an Active status.

Tre Hargett  
Secretary of State

Processed By: Robert Graves

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
6694-0062	04/01/2010	Initial Filing
A0055-2819	02/02/2011	2010 Annual Report (Due 04/01/2011)
A0105-1156	02/24/2012	2011 Annual Report (Due 04/01/2012)
A0158-2586	03/04/2013	2012 Annual Report (Due 04/01/2013)

70

State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
(Limited Liability Company)

For Office Use Only  
RECEIVED  
STATE OF TENNESSEE  
2010 APR -1 PM 12:15  
TRE HARGETT  
SECRETARY OF STATE

6694.0062

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: PLAINS AND EASTERN CLEAN LINE LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).**

2. The state or country under whose law it is formed is: Arkansas

and its date of its formation is: 03/30/2010 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

1001 McKinney Suite 1900 Houston, TX 77002  
Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

800 S. Gay Street, Suite 2021 Knoxville, Tn Knox 37929  
Street City/State County Zip Code

The name of its registered agent at that office is: C T Corporation System

5. If the provisions of TCA §48-249-309(l) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): \_\_\_\_\_

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) NA

**NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.**

3/31/2010  
Signature Date  
Executive Vice President  
Signer's Capacity

PLAINS AND EASTERN CLEAN LINE LLC  
Name of Limited Liability Company  
Jayshree Desai  
Signature  
Jayshree Desai  
Name (typed or printed)



# Tennessee Limited Liability Company Annual Report Form

AR Filing #: 02477868

File online at: <http://TNBear.TN.gov/AR>

Status: Complete

Due on/Before: 04/01/2011

Reporting Year: 2010

This Annual Report has been successfully paid for and submitted. Your Annual Report will be reviewed by Business Services and filed within 48 hours. Please keep this report for your records.

**Annual Report Filing Fee Due:**  
\$300 minimum plus \$50 for each member over 6 to a maximum of \$3000  
\$20 additional if changes are made in block 3 to the registered agent/office

SOS Control Number: 627913

Limited Liability Company - Foreign

Date Formed: 03/30/2010

Formation Locale: Arkansas

**(1) Name and Mailing Address:**

PLAINS AND EASTERN CLEAN LINE LLC  
1001 McKinney  
Suite 700  
Houston, Texas 77002

**(2) Principal Office Address:**

1001 McKinney  
Suite 1900  
Houston, TX 77002

**(3) Registered Agent (RA) and Registered Office (RO) Address:** Agent Changed: No

C T Corporation System  
800 S Gay Street, Suite 2021  
Knoxville, TN 37929

Image#: A0055-2819

(4) This LLC is (change if incorrect):  Director Managed,  Manager Managed,  Member Managed,  Board Managed,  Other.

If board, director, or manager managed, provide the names and business addresses, including zip codes, of the governors, directors, or managers (or their equivalent), respectively.

Name	Business Address	City, State, Zip
Michael Skelly	1001 McKinney, Suite 700	Houston, TX 77002
Jayshree Desai	1001 McKinney, Suite 700	Houston, TX 77002

(5) Provide the names and business addresses, including zip codes, of the LLC managers (if governed by the LLC Act), or any officers (if governed by the Revised LLC Act), (or their equivalent), respectively.

Name	Business Address	City, State, Zip

(6) Number of members on the date the annual report is executed if there are more than six (6) members: 1

This LLC is prohibited from doing business in Tennessee (check if applicable)

(7) Signature: Electronic

(8) Date: 02/01/2011 3:12 PM

(9) Type/Print Name: Jayshree Desai

(10) Title: EVP



# Tennessee Limited Liability Company Annual Report Form

AR Filing #: 02914753

File online at: <http://TNBear.TN.gov/AR>

Status: Complete

Due on/Before: 04/01/2012

Reporting Year: 2011

This Annual Report has been successfully paid for and submitted. Your Annual Report will be reviewed by Business Services and filed within 48 hours. Please keep this report for your records.

**Annual Report Filing Fee Due:**

\$300 minimum plus \$50 for each member over 6 to a maximum of \$3000  
\$20 additional if changes are made in block 3 to the registered agent/office

**SOS Control Number:** 627913

Limited Liability Company - Foreign

Date Formed: 03/30/2010

Formation Locale: ARKANSAS

**(1) Name and Mailing Address:**

PLAINS AND EASTERN CLEAN LINE LLC  
STE 700  
1001 MCKINNEY ST  
HOUSTON, TX 77002-6448

**(2) Principal Office Address:**

STE 700  
1001 MCKINNEY ST  
HOUSTON, TX 77002-6448

**(3) Registered Agent (RA) and Registered Office (RO) Address:** Agent Changed: No

C T CORPORATION SYSTEM  
STE 2021  
800 S GAY ST  
KNOXVILLE, TN 37929-9710

Image #: A0105-1156

(4) This LLC is (change if incorrect):  Director Managed,  Manager Managed,  Member Managed,  Board Managed,  Other.

If board, director, or manager managed, provide the names and business addresses, including zip codes, of the governors, directors, or managers (or their equivalent), respectively.

Name	Business Address	City, State, Zip

(5) Provide the names and business addresses, including zip codes, of the LLC managers (if governed by the LLC Act), or any officers (if governed by the Revised LLC Act), (or their equivalent), respectively.

Name	Business Address	City, State, Zip
Michael Skelly	1001 McKinney, Ste 700	Houston, Texas 77002
Jayshree Desai	1001 McKinney, Ste 700	Houston, Texas 77002
Kathryn Patton	1001 McKinney, Ste 700	Houston, Texas 77002

(6) Number of members on the date the annual report is executed if there are more than six (6) members: 3

This LLC is prohibited from doing business in Tennessee (check if applicable)

(7) Signature: Electronic

(8) Date: 02/23/2012 2:29 PM

(9) Type/Print Name: Erin Szalkowski

(10) Title: Corporate Counsel



# Tennessee Limited Liability Company Annual Report Form

AR Filing #: 03415843

File online at: <http://TNBear.TN.gov/AR>

FILED: Mar 4, 2013 5:46PM

Due on/Before: 04/01/2013

Reporting Year: 2012

DLN #: A0158-2586.001

**Annual Report Filing Fee Due:**

\$300 minimum plus \$50 for each member over 6 to a maximum of \$3000

\$20 additional if changes are made in block 3 to the registered agent/office

This Annual Report has been successfully paid for and filed. Please keep this report for your records.

CC Payment Ref #: 149176372

**SOS Control Number:** 627913

Limited Liability Company - Foreign

Date Formed: 03/30/2010

Formation Locale: ARKANSAS

**(1) Name and Mailing Address:**

PLAINS AND EASTERN CLEAN LINE LLC  
STE 700  
1001 MCKINNEY ST  
HOUSTON, TX 77002-6448

**(2) Principal Office Address:**

STE 700  
1001 MCKINNEY ST  
HOUSTON, TX 77002-6448

**(3) Registered Agent (RA) and Registered Office (RO) Address:**

C T CORPORATION SYSTEM  
STE 2021  
800 S GAY ST  
KNOXVILLE, TN 37929-9710

Agent Changed: No

Agent County: KNOX COUNTY

(4) This LLC is (change if incorrect):  Director Managed,  Manager Managed,  Member Managed,  Board Managed,  Other.

If board, director, or manager managed, provide the names and business addresses, including zip codes, of the governors, directors, or managers (or their equivalent). If governed by the pre-2006 LLC act and board managed, list board members and managers.

Name	Business Address	City, State, Zip
Plains and Eastern Clean Line Holdings	1001 MCKINNEY ST., SUITE 700	HOUSTON, TX 77002

(5) Provide the names and business addresses, including zip codes, of any LLC Officers (if governed by the Revised LLC Act), or their equivalent.

Name	Business Address	City, State, Zip

(6) Number of members on the date the annual report is executed: 1

This LLC is prohibited from doing business in Tennessee (check if applicable)

(7) Signature: Electronic

(8) Date: 03/04/2013 5:46 PM

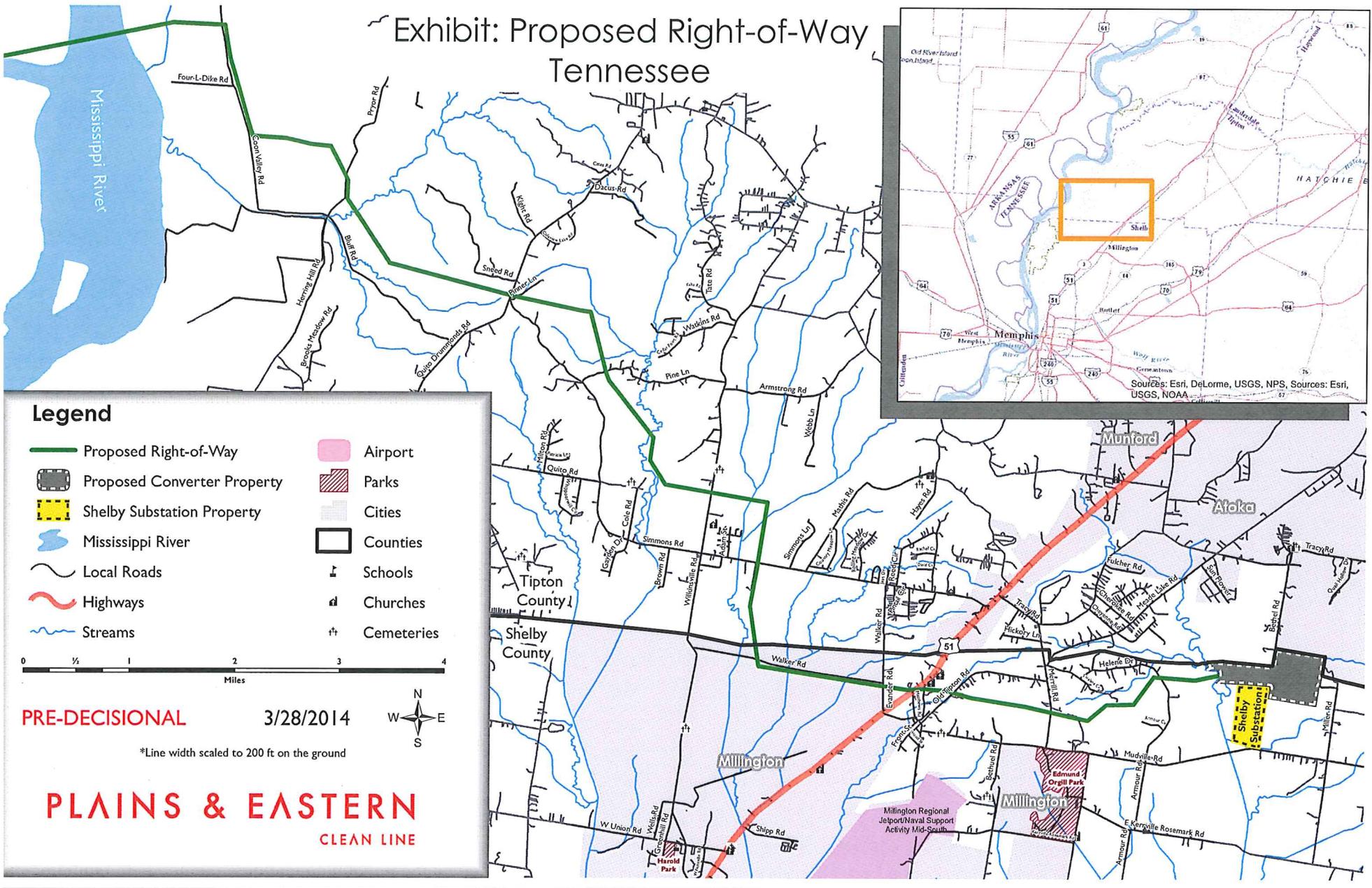
(9) Type/Print Name: Michelle Donato

(10) Title: POA

**EXHIBIT C:**

Map of Proposed Right-of-Way

# Exhibit: Proposed Right-of-Way Tennessee



**EXHIBIT D:**

List of Parcels

## Exhibit D- List of Parcels

TRACT NAME	TRACT COUNTY	TAX PARCEL NUMBER
TN-SH-001.000	Shelby	M0105-00181
TN-SH-002.000	Shelby	M0105-00182
TN-SH-002.500	Shelby	M0105-00012C, 12C
TN-SH-002.510	Shelby	M0105-00183
TN-SH-006.000	Shelby	D0106-00282
TN-SH-007.000	Shelby	D0106-00269
TN-SH-009.000	Shelby	D0106-00120
TN-SH-010.000	Shelby	D0106-00170
TN-SH-011.000	Shelby	D0106-00226
TN-SH-012.000	Shelby	D0106-00216
TN-SH-017.000	Shelby	D0106-00165
TN-SH-027.000	Shelby	D0106-00162
TN-SH-028.000	Shelby	D0106-00220
TN-SH-029.000	Shelby	D0106-00160C
TN-SH-030.000	Shelby	D0106-00159
TN-SH-031.000	Shelby	D0106-00339
TN-SH-032.000	Shelby	D0107-00053
TN-SH-033.000	Shelby	D0107-00051
TN-SH-035.000	Shelby	D0107-00002
TN-SH-036.000	Shelby	D0106-A00025
TN-SH-037.000	Shelby	D0106-A00051C
TN-SH-039.000	Shelby	D0107-00003
TN-TI-001.000	Tipton	A084061-00200-00014061-C
TN-TI-002.000	Tipton	A084085-01001-00005085-C
TN-TI-003.000	Tipton	A084085-01000-00005085-C
TN-TI-004.000	Tipton	A084085-01200-00005085-C
TN-TI-005.000	Tipton	A084092-00400-00005092-C
TN-TI-006.000	Tipton	A084092-00300-00005092-C
TN-TI-007.000	Tipton	A084092-01100-00005092-C
TN-TI-008.000	Tipton	A084092-03801-00005092-C
TN-TI-009.000	Tipton	A084092-03800-00005092-F
TN-TI-010.000	Tipton	A084115-00200-00005115-C
TN-TI-011.000	Tipton	A084114-01600-00005114-C
TN-TI-012.000	Tipton	A084114-01400-00005114-C
TN-TI-013.000	Tipton	A084114-01100-00005114-C
TN-TI-014.000	Tipton	A084114-01200-00005114-C
TN-TI-015.000	Tipton	A084125-01300-00005125-C
TN-TI-017.000	Tipton	A084125-03101-00005125-C
TN-TI-018.000	Tipton	A084126-02700-00005126-F
TN-TI-019.000	Tipton	A084125-02700-00005125-C
TN-TI-020.000	Tipton	A084125-02800-00005125-C
TN-TI-021.000	Tipton	A084125-03000-00005125-C
TN-TI-022.000	Tipton	A084126-03001-00005126-C
TN-TI-023.000	Tipton	A084126-03100-00005126-C

**Exhibit D- List of Parcels**

<b>TRACT NAME</b>	<b>TRACT COUNTY</b>	<b>TAX PARCEL NUMBER</b>
TN-TI-023.500	Tipton	A084126-04600-00005126-C, 084126 04600
TN-TI-023.510	Tipton	A084126-04303-00006126-C, 084126 04303
TN-TI-025.000	Tipton	A084126-02500-00006126-C
TN-TI-027.000	Tipton	A084126-04211-00006126-C
TN-TI-028.000	Tipton	A084126-04205-00006126-C
TN-TI-030.000	Tipton	A084145-01800-00006145-C

**EXHIBIT E:**

Notice to Landowners

[DATE]

[LANDOWNER NAME]  
ADDRESS  
CITY/TOWN, STATE ZIP CODE]

Notification of public utility application  
Regarding: [COUNTY] County Parcel [TAX ID #]

Dear [LANDOWNER NAME],

We are writing to inform you that Plains and Eastern Clean Line LLC (Plains and Eastern) has filed an application for a Certificate of Public Convenience and Necessity (CCN) with the Tennessee Regulatory Authority (TRA) in order to operate as a public utility and to construct an interstate transmission line in the State of Tennessee. You are receiving this packet because, according to [COUNTY] County tax records, you have an interest in the subject parcel along the proposed route for this transmission line. The TRA has assigned this case docket number [14-000\_\_], and the TRA provides on-line access to information about this docket through its web site, [www.state.tn.gov/tra](http://www.state.tn.gov/tra).

Plains and Eastern is developing the Plains & Eastern Clean Line (Plains & Eastern Project), an approximately 700-mile overhead, direct current transmission line that will connect low-cost wind energy generated in the Oklahoma Panhandle region with communities in Tennessee and throughout the Mid-South and Southeast. The transmission line will terminate near and interconnect with the Tennessee Valley Authority's Shelby Substation in Shelby County. Increasing the supply of competitive, clean energy will facilitate low electric rates and other benefits, including local job creation, new revenues for local governments, and reductions of air pollution and water usage.

Over the past three years, our team has conducted extensive research and public outreach in order to identify a proposed route for the Plains & Eastern Project in Tipton and Shelby Counties. We have sought input from landowners, tenants, conservation and agricultural organizations, public officials, community leaders, government agencies, and the public regarding routing options. We have considered comments from stakeholders in the National Environmental Policy Act (NEPA) environmental review process at scoping meetings, as well as at county roundtables and public open

house meetings. This direct input has been critical in determining the location of the proposed route.

Plains and Eastern is committed to continuing to work closely with landowners as we continue to develop the Plains & Eastern Clean Line. Project representatives are available to meet with you to discuss the project and address any questions or concerns you may have. To set up a meeting with a project representative, please contact Max Shilstone via email at [mshilstone@cleanlineenergy.com](mailto:mshilstone@cleanlineenergy.com) or by phone at 832-319-6332.

For more information about the project, aerial maps of the proposed route, and answers to frequently asked questions, please visit our project website at [www.plainsandeasterncleanline.com](http://www.plainsandeasterncleanline.com).

Thank you for your time and consideration.

Sincerely,

Mario Hurtado  
Executive Vice President of Development  
[mhurtado@cleanlineenergy.com](mailto:mhurtado@cleanlineenergy.com)

**COLLECTIVE EXHIBIT F: Pre-filed Direct Testimonies and Exhibits**