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February 2, 2010

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COMMISSION

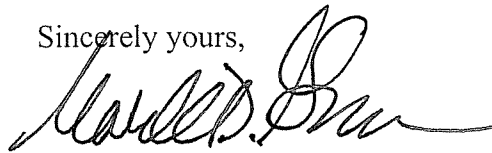
Mr. Jeffrey Derouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, Kentucky 40602-0615

Re: No. 2010- 00043

Dear Mr. Derouen:

Enclosed please find an original and five (5) copies of Midwest Independent Transmission System Operator, Inc.'s Motion for Full Intervention in the above-referenced matter. Please file these documents of record and return a file-stamped copy to me in the enclosed self-addressed stamped envelope.

Sincerely yours,



Mark David Goss

Enclosures

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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COMMISSION

In the Matter of:

Application of Big Rivers Electric Corporation)
for Approval to Transfer Functional Control) **Case No. 2010-00043**
of Its Transmission System to Midwest)
Independent Transmission System Operator, Inc.)

MOTION BY MIDWEST INDEPENDENT TRANSMISSION SYSTEM
OPERATOR, INC. FOR FULL INTERVENTION

Comes now Midwest Independent Transmission System Operator, Inc. (“Midwest ISO”), pursuant to 807 KAR 5:001 Section 3(8)(b), and moves the Kentucky Public Service Commission (the “Commission”) for entry of an Order allowing full intervention in this proceeding. In support of this Motion, the Midwest ISO states as follows:

1. A request for full intervention in a Commission proceeding is governed by 807 KAR 5:001 Section 3(8)(b) which provides, in pertinent part:

If the Commission determines that a person has a special interest in the proceeding which is not otherwise adequately represented or that full intervention by party is likely to present issues or to develop facts that assist the commission in fully considering the matter without unduly complicating or disrupting the proceedings, such person shall be granted full intervention.

Therefore, full intervention should be granted if Midwest ISO has either a special interest in the proceeding which is not otherwise adequately represented; or, is likely to present issues or develop facts which will assist the Commission in reaching its decision. As stated in the Application, Midwest ISO was the first Regional Transmission Organization (“RTO”) in the United States, gaining FERC approval for operation in 2001. Midwest ISO is a non-profit corporation which assures its members unbiased regional grid management and open access to

the some 100,000 MW of transmission facilities under its supervision. It is comprised of approximately 132 members which are made up of Transmission Owners, Coordination Companies, Independent Transmission Companies, and Non-Transmission Owners in 13 U.S. states and the Canadian province of Manitoba. Midwest ISO is an essential link in the safe, cost-effective delivery of electric power across much of North America. Indeed, maintaining reliability of the wholesale bulk electric system in the Midwestern United States is a core responsibility of the Midwest ISO.

2. Big Rivers Electric Corporation (“Big Rivers”) has requested that the Commission permit Big Rivers to transfer control of its transmission system to Midwest ISO effective September 1, 2010; and, at the same time, become a Transmission-Owning Member of Midwest ISO going forward.

3. The principal reason Big Rivers wishes to join Midwest ISO as a Transmission-Owning Member is to enable it to satisfy the mandatory Contingency Reserve Standard of the North American Electric Reliability Corporation (“NERC”) following the termination on January 1, 2010 of the reserve sharing group in which Big Rivers had previously participated. Big Rivers’ compliance with this Contingency Reserve Standard is both an operational reliability necessity, and a legal requirement to avoid substantial penalties under federal law. Because Big Rivers proposes to transfer functional control of its transmission system to Midwest ISO effective September 1, 2010, it must have all required consents and approvals in place before August 1, 2010, a mere six months away.

4. For a number of reasons, Midwest ISO’s full intervention in this proceeding is likely to present issues or to develop facts that will assist the Commission in fully considering Big Rivers’ Application without unduly complicating or disrupting the proceedings:

(a) Effect of Midwest ISO Membership on Big Rivers and Its Members/Customers

Because Big Rivers is requesting that functional control of its entire transmission system be transferred to Midwest ISO, the Commission will likely have many questions regarding the logistics and costs associated with this transfer of control. For example, the Commission will need to understand: how and to what extent Big Rivers' transmission operating procedures will change once Midwest ISO takes control; how Big Rivers and Midwest ISO will communicate with each other on transmission issues that were previously the sole responsibility of Big Rivers; which entity has the final authority to make decisions affecting Big Rivers' transmission system and the extent of input which Big Rivers will have in the process; and, the overall impact of this arrangement on Big Rivers' three Member Cooperatives, Kenergy Corporation, Meade County RECC and Jackson Purchase Energy Corporation, as well as those Members' consumers. There are surely many more operational and financial questions besides these that the Commission will need to have answered. While Big Rivers will be able to answer most if not all, the Midwest ISO involvement through intervention will ensure that there are no gaps and allow it to be available to the Commission to either amplify Big Rivers' responses or respond to issues more directly;

(b) Midwest ISO, the Organization

Because Midwest ISO is being tasked with taking over functional control of Big Rivers' transmission system ultimately affecting 111,000 Kentucky retail consumers, the Commission should have comfort and confidence in Midwest ISO as an organization and in its ability to properly manage and control Big Rivers' transmission system. Moreover, Big Rivers will be called upon to provide the Commission with an analysis that assesses the benefits of Midwest ISO membership relative to its attendant costs. The undersigned submits that the

Midwest ISO's participation as a full intervenor in this proceeding will greatly assist the Commission in both of these areas by being available to discuss and answer questions concerning the makeup of its organizational structure, the resources at its disposal to execute upon its obligations in controlling Big Rivers' transmission system, and its experience and lessons learned over the past nine years in providing its services to other Transmission-Owning Members like Big Rivers. Certainly, many of those matters are already addressed in the collective prefiled testimony of Midwest ISO's three witnesses, Mr. Moeller, Mr. Zwergel, and Mr. Doying, submitted as part of Big Rivers' Application. However, there are other matters and questions which will likely arise in the case which have not been addressed by these witnesses and which could require responses from other Midwest ISO staff;

(c) Understanding the Agreements and Applicable Tariffs
Necessary for Midwest ISO Membership

As a result of Big Rivers becoming a Member of Midwest ISO, at least 11 separate agreements must be entered into between the parties.¹ In addition, as a Transmission-Owning Member of Midwest ISO, Big Rivers will be subject to the Midwest ISO FERC tariff and rate schedules.² The Commission will surely inquire about some specific provisions of those agreements, and the tariff and rate schedule in order to fully and adequately consider the Application. Accordingly, we submit that the Midwest ISO's participation in this process as a full intervenor would be of great assistance to the Commission.

5. For all of the reasons stated above, and many more not discussed, Midwest ISO's participation in this proceeding as a full intervenor would likely present issues or develop facts

¹ For a listing and summary of these agreements, refer to pages 8-13 of Big Rivers' Application, and Exhibits 8-18 appended to that Application.

² The full texts of the tariff and rate schedules can be found at <http://www.midwestiso.org/home>.

which would assist the Commission in its consideration of the issues and concerns raised in the matter without unduly complicating or disrupting the proceedings. As such, Midwest ISO requests that its Motion for Full Intervention be sustained.

This 2nd day of February, 2010.

Respectfully submitted,



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*Staff Counsel for Midwest Independent
Transmission System Operator, Inc.*

CERTIFICATE OF SERVICE

This is to certify that I have duly served the above Motion for Full Intervention by first class United States mail on the following this 2nd day of February, 2010:

Hon. James M. Miller
Hon. Tyson Kamuf
Sullivan, Mountjoy, Stainback & Miller, P.S.C.
100 St. Ann Street
P.O. Box 727
Owensboro, KY 42302-0727
Counsel for Big Rivers Electric Corporation



*Counsel for Midwest Transmission
Independent Operator System, Inc.*