



January 26, 2016

Via U.S. Mail and Email to [ProposalWindow-PreQual@pjm.com](mailto:ProposalWindow-PreQual@pjm.com)

Mr. Steven Herling  
VP Planning  
PJM Interconnection, LLC  
2750 Monroe Boulevard  
Audubon, PA 19403

**Re: Update to the Prequalification Filing Submitted by Atlantic Grid Holdings LLC**

Dear Mr. Herling,

This letter provides an update to the information submitted previously to PJM in connection with the prequalification of Atlantic Grid Holdings LLC to be eligible to be a Designated Entity. We submit this update to confirm, revise and supplement the information previously filed.

**Background**

By letter dated March 8, 2013 from Alan Elmy, Manager, Interconnection Planning to Robert Mitchell, Atlantic Grid Holdings LLC ("AGH"), PJM indicated that it had received the January 21, 2013 Technical and Financial Qualifications Filing ("Pre-Qualification Application") submitted on behalf of Atlantic Grid Holdings LLC. PJM stated that, based on the Pre-Qualification Application, it found that AGH and its subsidiary companies satisfied the prequalification requirements for Designated Entity status as defined in the PJM Amended and Restated Operating Agreement ("PJM OA") in Section 1.7A. PJM's letter also identified certain areas where additional information should be included with any future project-specific proposal filings to support the Designated Entity qualification portion of the process.

Recently, PJM has proposed to amend the PJM OA (at section 1.5.8(a)(3)) to require entities that have been pre-qualified to periodically confirm their information with the Office of the Interconnection. This letter is prompted by PJM's proposal.

**Discussion**

The Pre-Qualification Application is detailed and lengthy. In the interest of efficiency, we hereby confirm the contents of the Pre-Qualification Application, in general. We describe in the table below all material changes affecting AGH and its subsidiaries that have occurred since the filing of the Pre-Qualification Application.

**Atlantic Grid Holdings LLC**  
8606 Second Avenue  
Silver Spring, MD 20910  
240-396-0350 [www.atlanticwindconnection.com](http://www.atlanticwindconnection.com)

Page of the Pre-Qualification Application	Original Content	Revision
Cover page and page 11	AGH's address	The new address for Atlantic Grid Holdings LLC is: 8606 Second Avenue, Silver Spring, MD 20910
Page iii	Alstom Grid Inc. is identified as a supplier of equipment and technical assistance related to Phase 1 of the AWC-NJEL project.	Alstom Grid Inc. has been acquired by General Electric. Our contract with Alstom Grid is unaffected by the acquisition.
Pages v, 48 and 50	Reference is made to the AWC-NJEL project schedule, including a Commercial Operation Date of November 2019.	At this time, the NJEL project is behind schedule and we are not projecting a firm in-service date.
Pages 11 and 12, and 33-35	Reference is made to the role and experience of many contractors and consultants to the AWC-NJEL project.	Except with respect to Birdsall Services Group and McManimon, Scotland, and Baumann (described below), our agreements with contractors and consultants continue in full force and effect. Work under these contracts can be initiated pursuant to reasonably short notice periods.
Pages 17 and 36	Reference is made to the financial statements of AGH's investors.	<p>The annual reports for Google (2014), Marubeni (2015), and Elia (2014) can be found at:</p> <p><a href="http://investor.google.com/pdf/2014_google_annual_report.pdf">http://investor.google.com/pdf/2014_google_annual_report.pdf</a></p> <p><a href="http://www.marubeni.com/ir/reports/annual_report/">http://www.marubeni.com/ir/reports/annual_report/</a> Note that Marubeni is presently not an active investor in AGH, but it remains an equity holder.</p> <p><a href="http://www.eliagroup.eu/Investor-Relations/Financial-publications">http://www.eliagroup.eu/Investor-Relations/Financial-publications</a></p> <p>A letter of intent from Bregal Energy was provided as Exhibit E to the application and it remains in effect.</p>
Page 18, 25 and 26	Reference is made to Kris Ohleth and Bill Wall as part of AGD's in-	Kris Ohleth and Bill Wall have taken other positions. AGD will use contractors for permitting and right-of-way

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	house permitting staff.	procurement assistance, as necessary.
<b>Pages 19 and 35</b>	Reference to Birdsall Services Group and McManimon, Scotland, and Baumann as consultants to AGD.	AGD has moved the tasks identified for these firms to a contract with AECOM for services that would previously been provided by Birdsall. AGD also has engaged Scarinci Hollenbeck, LLC to provide legal counsel in New Jersey for the AWC-NJEL project.
<b>Page 21</b>	The AGD organization chart is displayed.	A revised AGD organization chart is attached as Exhibit A to this letter.
<b>Pages 40-42</b>	This section describes the permitting process for the Bureau of Ocean Energy Management (BOEM).	By letter dated December 22, 2014, BOEM granted AGH's request for an indefinite suspension of the requirement to submit a General Activities Plan in connection with obtaining the right of way for the AWC project on the outer continental shelf. This determination does not preclude AGH from re-initiating work on the project.

Please contact me if you would like to discuss any of the changes noted above in more detail.

Sincerely,



Markian Melnyk  
Corporate Secretary  
Atlantic Grid Holdings LLC

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Silver Spring, MD 20910

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**Exhibit A**

**Atlantic Grid Development LLC Organization Chart**

