

**Public Utilities
Commission**

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December 8, 2016

Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street
Columbus OH 43215

2016 DEC -8 AM 9:00
PUCO

RE: *In the Matter of the Application of The Toledo Edison Company for Authority to issue, renew or assume liability on Notes and other evidences of indebtedness.*

Dear Docketing Division:

Enclosed please find Staff's Review and Recommendation in regard to the application of The Toledo Edison Company for authority to issue, renew or assume liability on Notes and other evidences of indebtedness as described above in Case No. 16-2053-EL-AIS.

Doris McCarter
Division Chief, Forecasting, Markets and Corporate Oversight
Rates and Analysis Department
Public Utilities Commission of Ohio

Enclosure

Cc: Parties of Record

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Technician Date Processed DEC 08 2016

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of)	
The Toledo Edison Company for)	
Authority to Issue, Renew or Assume)	Case No. 16-2053-EL-AIS
Liability on Notes and)	
Other Evidences of Indebtedness)	
Pursuant to O.R.C. § 4905.401)	

Staff Review and Recommendation

APPLICATION DESCRIPTION:

On October 20, 2016, Toledo Edison Company ("Toledo Edison") filed an application with attachments ("Application"), with the Public Utilities Commission of Ohio (the "Commission"), pursuant to Sections 4905.401, 4905.40 and 4905.41 of the Ohio Revised Code (R.C.), seeking authority to issue up to \$500 million of Short-Term Notes ("Notes") and to participate in a utility money pool through December 31, 2017. The requested authority represents a renewal of the Company's existing \$500 million of authority that was granted on December 16, 2015 in Case No. 15-1580-EL-AIS, et al¹ (Prior Order).

Pursuant to Ohio Revised Code ("R.C.") 4905.401, Ohio electric utilities are permitted to borrow up to 5% of the par value of all outstanding long-term securities ("Statutory Exemption") without specific approval of the Commission. Any Ohio electric utility wishing to incur short-term obligations in excess of the Statutory Exemption must seek Commission authorization.

REVIEW AND ANALYSIS:

Toledo Edison's Statutory Exemption as of September 30, 2016, was \$28,056,201. Toledo Edison has an anticipated need for short-term funding over the course of 2017 that exceeds its Statutory Exemption.

FirstEnergy Corp., Toledo Edison's ultimate parent company, and its subsidiaries have a utility money pool and a non-utility money pool. The utility money pool is by and among FirstEnergy

¹ See Commission Order dated December 16, 2015, in Case 15-1580-EL-AIS, et al.

Corp., FirstEnergy Service Company and the following FirstEnergy utility subsidiaries (collectively, "Participating Companies"):

Ohio Companies: Ohio Edison, Cleveland Electric Illuminating Company, Toledo Edison, American Transmission Systems Incorporated (collectively, the Ohio Utility Companies)

Non-Ohio Companies: Jersey Central Power & Light Company, Metropolitan Edison Company ("ME"), Monongahela Power Company, Pennsylvania Power Company (a wholly-owned subsidiary of Ohio Edison), Pennsylvania Electric Company ("PN"), The Potomac Edison Company, Trans-Allegheny Interstate Line Company, Waverly Electric Power & Light Company, and West Penn Power Company (collectively, the non-Ohio Participating Companies).

As described in the Application, the Federal Energy Regulatory Commission ("FERC") and the Pennsylvania Public Utility Commission authorized Ohio Edison's affiliate, Mid-Atlantic Interstate Transmission, LLC ("MAIT") to own and operate all FERC jurisdictional transmission assets of ME and PN. Ohio Edison requests that MAIT begin participating in the money pool after all state and federal regulatory approvals are obtained which is expected by the end of the first half of 2017.

A separate non-utility money pool is comprised of FirstEnergy Corp. and its unregulated subsidiary companies.

Utilities can lend short-term funds to the money pool and receive interest income or borrow short-term funds from the money pool at rates that are generally more attractive than those obtained through outside financing.

Funds from the regulated and unregulated money pools cannot be co-mingled.

FirstEnergy Corp. can lend money to the utility money pool but cannot borrow from it. FirstEnergy Service Company acts as an administrative agent for the utility money pool and it can neither lend nor borrow from the utility money pool.

Toledo Edison proposes that the proceeds from the Notes, including loans from the utility money pool, would be used to provide funds for current maturities of existing obligations, retirement and redemption of securities, working capital, and for other corporate purposes.

As of October 31, 2016, Toledo Edison had no borrowings from the money pool.

Toledo Edison has investment grade ratings from both Moody's (Baa3) and Standard and Poor's (BBB-).

STAFF RECOMMENDATION:

Staff has reviewed the Application and recommends its approval in light of Toledo Edison's financial condition and anticipated financing needs. However, in order to provide safeguards to insulate Toledo Edison from the financial risks associated with other non-Ohio Participating Companies, Staff proposes the Commission impose the following conditions on Toledo Edison's participation in the utility money pool:

- (a) In accordance with its Application, funds provided by Toledo Edison to the utility money pool or borrowed by Toledo Edison from the utility money pool cannot exceed \$500 million. In aggregate, funds loaned to the utility money pool by the Ohio Participating Companies and borrowed by non-Ohio Participating Companies who are regulated public utilities or subsidiaries of such utilities shall not to exceed \$ 1 billion, at any one time through December 31, 2017, wherein no single Ohio Participating Company is contributing more than their maximum authorization of \$500 million at any one time;
- (b) If any regulatory agency having jurisdiction over one or more of the Participating Companies imposes any condition limiting the amount of short-term debt that may be loaned to any Participating Company in the utility money pool, Toledo Edison shall report to the Commission in this case docket the full particulars of such condition(s) within 10 days of the imposition of the condition(s), so that the Commission may consider whether to impose similar condition(s) on Toledo Edison;
- (c) Loans to the Participating Companies made through the utility money pool should only be made only to those Participating Companies that have, or whose direct parent company has, an investment grade credit rating from at least one nationally recognized rating agency, or in the absence of such rating, investment grade credit ratings on their corporate credit rating from at least one nationally recognized rating agency, In the event the credit rating of any Participating Company, or its parent company in the case of an unrated company, falls below investment grade, Toledo Edison shall file the full details of such condition(s) in this case within 10 days of such event; and
- (d) Toledo Edison shall also file in this case information relating to its participation in the utility money pool on a quarterly basis.