

(a) incorporate by reference the record fully developed and considered in FERC Docket No. P-1881-050, the subdocket in which the 2007 Application was considered; and (b) once appropriate Section 401 certification is received from the Commonwealth of Pennsylvania, approve this Renewed Application based on such record. PPL respectfully submits that this subdocket (1) contains all information that was needed to make a determination on PPL's request to amend the Holtwood Project license as set forth in the 2007 Application and (2) evidences the thorough vetting of PPL's proposed Holtwood Project Expansion by FERC Staff, federal and state resource agencies, and stakeholders. The license amendment requested in this Renewed Application is virtually the same as that requested in the 2007 Application.² Thus, the record regarding the 2007 Application, which resulted in FERC Staff recommending that the Commission approve PPL's proposed license amendment with certain modifications in the Final Environmental Impact Statement ("FEIS") issued in November 2008, is fully applicable and supports Commission approval of the Renewed Application.

As demonstrated below, the Commission has plenary authority to approve this Renewed Application based on the entirety of the record in FERC Docket No. P-1881-050, provided (1) that the Commission complies with the requirement in Section 6 of the FPA that the public receive 30 days' notice of this Renewed Application prior to issuance of a determination to amend the Project license, and (2) that a timely Section 401 certification is filed with the Commission. Having contacted all major stakeholder groups regarding this Renewed Application, PPL believes that the project expansion still retains broad support among environmental agencies and other stakeholders, who in any

² As explained in Section III of this Renewed Application, the only differences are in certain milestone dates, predominantly due to the four-month delay since the withdrawal of the 2007 Application.

event will have an opportunity to be heard regarding the instant application. PPL thus respectfully requests that the Commission approve this Renewed Application and issue its determination on an expedited basis. Expedition is warranted (a) to ensure that PPL may qualify for economic incentives in the American Recovery and Reinvestment Act of 2009 and (b) in light of the need to begin relicensing activities in the near future given the August 31, 2014 expiration date of the existing project license.

I. PROCEDURAL BACKGROUND: THE 2007 APPLICATION

In 2004, PPL began a process to amend the Holtwood Project license to provide for increased generating capacity, improved fish passage and other environmental enhancements, and an extension of the license term commensurate with the proposed modifications to the Project. The existing Holtwood Project consists of a 3,075-foot-long by 55-foot-high dam on the lower Susquehanna River in Lancaster and York counties, Pennsylvania, and a powerhouse housing ten turbines with a total installed capacity of 107.2 MW. Specifically, in the 2007 Application, PPL proposed to (1) construct a new powerhouse and install new turbines that would increase total installed capacity to 195.5 MW; (2) construct a new skimmer wall and larger forebay; (3) reconfigure the existing fish lift, reroute the discharge of Unit 1 in the existing powerhouse, and excavate in the Project's tailrace and in Piney channel to improve migratory fish passage; (4) provide minimum flows and conduct studies of the effectiveness of the modified fish passage facilities and flow releases; (5) improve existing and construct new recreational facilities; and (6) establish protocols to ensure protection of special status plants, wildlife, and cultural resources during the construction process. Completion of these improvements would require a substantial monetary investment over several years, so PPL also

proposed an extension of the existing PPL Holtwood license to a full 50-year term ending on August 31, 2030.

In anticipation of its request to amend the Holtwood Project license, PPL spent over three years conducting pre-filing consultation with federal and state resource agencies and stakeholders, a process in which the Pennsylvania Department of Environmental Protection (“DEP”) took a leading role on behalf of the federal and state resource agencies. As a result of those consultations, PPL and DEP entered into a Consent Order and Agreement on November 21, 2007 that provided for DEP concurrence on PPL’s proposed capacity upgrades and fish passage improvements and set forth provisions that would become conditions of DEP’s required Section 401 certification for the amended license.

Having complied with the pre-filing consultation requirements under Section 4.38 of the Commission’s regulations (18 C.F.R. § 4.38), PPL filed a formal application to amend the Holtwood Project license on December 19, 2007 in conformance with the requirements for license amendment applications under Section 4.201(b)(1) (18 C.F.R. § 4.201(b)(1)). The 2007 Application contained proposals for all of the aforementioned Project modifications and environmental enhancements and included PPL’s request to extend the license to a 50-year term ending on August 31, 2030.

The Commission commenced an extensive review process pursuant to its regulations implementing Part I of the FPA and the National Environmental Policy Act (“NEPA”). FERC Staff issued a Scoping Document to all interested parties on March 17, 2008, requesting comments on PPL’s proposed license amendment. FERC Staff then held two scoping meetings in Holtwood and Lancaster, Pennsylvania on April 17, 2008.

The Commission issued a notice that the license amendment application was ready for environmental analysis on February 21, 2008, and sought comments recommending terms and conditions for the proposed amended license. The Commission extended the deadline for those comments by request of PPL and Exelon Corporation, and provided for the filing of reply comments by June 19, 2008.

While the environmental review and notice and comment processes took place, PPL continued to communicate with stakeholders, resource agencies and FERC Staff about the proposed license amendment. On June 13, 2008, PPL reached an agreement with local boating organizations on the preservation and enhancement of whitewater boating opportunities within the Holtwood Project area. PPL, the U.S. Fish and Wildlife Service, DEP, the Pennsylvania Fish and Boat Commission, the Maryland Department of Natural Resources, and FERC Staff participated in a meeting on September 3, 2008 regarding fish and wildlife protection pursuant to Section 10(j) of the FPA. PPL held meetings with FERC Staff and representatives of the Commonwealth of Pennsylvania regarding potential transfers of Holtwood Project land following the amendment of the Project license. PPL also received requests for additional information from FERC Staff regarding the proposed license amendment, to which PPL provided responses on June 19, July 7, August 27, and October 3, 2008.

On July 18, 2008, FERC Staff issued a Draft Environmental Impact Statement (“DEIS”) that thoroughly analyzed the direct and indirect effects of the license amendment as proposed by PPL and of the alternatives to PPL’s proposal. FERC Staff sought public comment on the DEIS for a period of 30 days from the publication of notice in the *Federal Register*. Numerous federal and state agencies, stakeholders, and

PPL filed comments in response to the DEIS, providing suggestions for the license amendment proposal to be considered by FERC Staff.

After considering those comments and the information in the record before it, FERC Staff issued a FEIS on November 14, 2008. In the FEIS, FERC Staff concluded that,

[b]ased on our analysis, we recommend approving the amendment as proposed by PPL with some staff modification and additional measures. The recommended staff modifications include, or are based in part on, recommendations made by the federal and state resources agencies that have an interest in the resources that may be affected by the reconfiguration of the project.

FEIS at xxii.

The FEIS was the last step in the license amendment application review process before the Commission could make a determination to approve the license amendment, provided that DEP would issue a timely Section 401 certification. As is clear from the record in FERC Docket No. P-1881-050 and the FERC Staff's conclusions in the FEIS, the license amendment proposed by PPL, which is the same as proposed in this Renewed Application, was thoroughly vetted through all necessary and interested parties and FERC complied with all requirements of the FPA, NEPA, and other applicable statutes and regulations. However, shortly after the time FERC issued the FEIS, PPL decided that it had to withdraw its 2007 Application, and filed a letter to that effect with the Commission on December 8, 2008.³

³ Concurrent with the withdrawal of the 2007 Application, PPL was required to terminate certain agreements that it had executed with other parties in connection with the proposed license amendment. PPL is attempting to execute agreements on the same or substantially similar terms as the terminated agreements in connection with this Renewed Application.

Recent economic events have positively affected PPL's ability to undertake the Holtwood Project investments that it proposed in the 2007 Application. Most importantly, the recently enacted American Recovery and Reinvestment Act of 2009 provides significant economic incentives for hydroelectric project owners that complete incremental increases in project capacity. As a result, PPL is now in a position to pursue through this Renewed Application the same license amendment that it sought in the 2007 Application, which is fully supported by the record in Docket No. P-1881-050.

II. INCORPORATION OF ALL SUBMISSIONS AND ISSUANCES RELATED TO THE 2007 APPLICATION

PPL seeks Commission approval of this Renewed Application based on the entirety of the record established for the 2007 Application, considering the minor changes specified in Section III herein. Accordingly, PPL respectfully requests that the Commission permit PPL to incorporate by reference the entirety of the record pertaining to the 2007 Application in FERC Docket No. P-1881-050, which formed the basis for FERC Staff's recommendation that the Commission approve PPL's request for a license amendment and, therefore, supports the issuance of a license amendment on the same terms and conditions.

III. SCHEDULE CHANGE IN RENEWED APPLICATION

PPL seeks to amend the Holtwood Project license exactly as set forth in the 2007 Application, with only a change to the proposed construction schedule that does not affect the basis upon which FERC Staff recommended that the Commission grant PPL's request to amend the Holtwood Project license. The current proposed construction schedule is provided as Attachment A to this Renewed Application, and should replace the schedule previously provided in Exhibit C, Appendix A of the 2007 Application.

IV. THE COMMISSION SHOULD APPROVE THE RENEWED APPLICATION BASED ON THE RECORD FOR THE 2007 APPLICATION

PPL respectfully requests that the Commission issue an amended license for the Holtwood Project (including extension of the license to a 50-year term) that is based on the amendments proposed in the 2007 Application, the full vetting of the 2007 Application by all necessary and interested parties as evidenced in the record, and FERC Staff's conclusions in the FEIS for the 2007 Application.

It is appropriate for the Commission to issue a determination on this Renewed Application based on the existing record in FERC Docket No. P-1881-050 because: (1) PPL's request to amend its license is the same in the instant Renewed Application as in the 2007 Application; (2) all of the issues that may be presented by the Renewed Application are the same as were presented in the 2007 Application proceeding; (3) all of the issues that may be presented by the Renewed Application have been fully vetted in Docket No. P-1881-050; (4) FERC Staff prepared a DEIS and FEIS for the 2007 Application, which are equally applicable to the Renewed Application and that were subject to public comment and resulted in FERC Staff's recommendation to approve the license amendment; and (5) the information in the record and licensing recommendation from FERC Staff have not been adversely affected in any material way by any events or circumstances in the short time that has elapsed since PPL withdrew the 2007 Application on December 8, 2008.

There are only two conditions precedent to the Commission issuing an order approving this Renewed Application based on the record incorporated from the 2007 Application proceeding in FERC Docket No. P-1881-050. First, Section 6 of the FPA, 18

C.F.R. § 799, requires that the Commission provide a 30-day public notice period prior to altering a project license. To satisfy this requirement, PPL requests that the Commission issue a notice of this Renewed Application that (a) states that PPL has filed a new request for a license amendment that shall be evaluated based upon the entirety of the record in FERC Docket No. P-1881-050 that has been incorporated by reference in its entirety into the instant proceeding; and (b) provides a 30-day period for the public to submit comments on the Renewed Application.

Second, Section 401 of the Clean Water Act requires FERC to accept any conditions included in a timely filed certification from DEP. DEP did not issue a Section 401 certificate by the time PPL withdrew the 2007 Application and thereafter the corresponding Section 401 was likewise withdrawn. PPL will file a new Section 401 application with DEP, similarly seeking to incorporate and build upon the prior record. Based on informal consultation with DEP, PPL believes that DEP is likely to reach an expedited decision on the Section 401 certification for the Renewed Application, hopefully by the end of the second quarter of 2009. Once that occurs, PPL respectfully requests that the Commission thereafter expeditiously issue a decision on this Renewed Application.

V. EXPEDITED CONSIDERATION OF THE RENEWED APPLICATION IS APPROPRIATE

PPL respectfully requests that the Commission expedite its approval of PPL's requested license amendment and issue an order approving the Renewed Application as soon as practicable following timely receipt of DEP's Section 401 certification.

Expedited action is critical for PPL to meet construction commencement and in-service deadlines specified in the American Recovery and Reinvestment Act of 2009, which has

enabled PPL to pursue this Renewed Application. Moreover, expedited action is required to facilitate PPL's timely performance of relicensing activities in the event that the Commission denies PPL's request to amend its license and extend the license term through August 31, 2030.

VI. CONTINGENT REQUEST FOR WAIVERS

Given the identity between the 2007 Application and this Renewed Application, and the full development of the record in the P-1881-050 subdocket that is to be incorporated by reference into the instant proceeding, there is no need for any of the other record development that normally would be required in a license amendment proceeding. Thus, to the extent necessary, PPL requests that the Commission waive any other requirements set forth in 18 C.F.R. §§ 4.34, 4.35, 4.38, 4.51, 4.201, and 4.202(b), or any other FERC requirement promulgated pursuant to Part I of the FPA, NEPA, or other federal statute that would otherwise prevent the expedited issuance of an amended license for the Holtwood Project.

CONCLUSION

For the reasons set forth above, PPL respectfully requests that the Commission issue an amended license, as described above, for the Holtwood Project (No. P-1881) with a term ending on August 31, 2030, as soon as practicable following the issuance of a Section 401 certificate from the Pennsylvania Department of Environmental Protection.

Respectfully submitted,

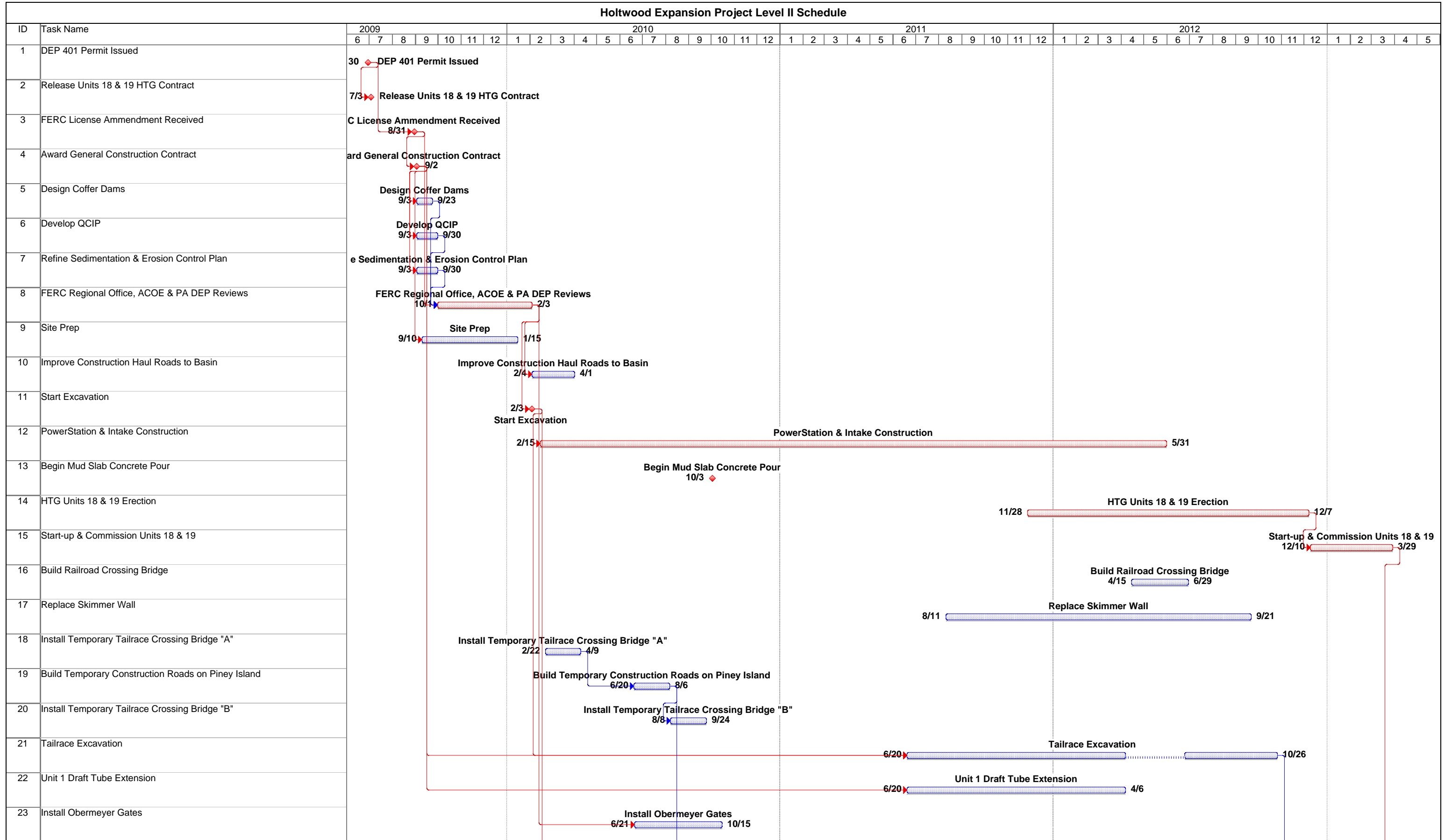
/s/ David R. Poe _____

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Attachment A

Holtwood Expansion Project Level II Schedule



Project: Holtwood FERC Level Schedu
Date: Wed 4/8/09

	Progress		Summary		External Tasks		Split		Milestone		Project Summary		External MileTask
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CERTIFICATE OF SERVICE

I hereby certify that I have this 9th day of April, 2009, served the foregoing document upon each person designated on the official service list compiled by the Secretary in FERC Docket No. P-1881-000 in accordance with the requirements of Rule 2010 of the Commission's Rules of Practice and Procedure (18 C.F.R. § 385.2010).

/s/ Ahren S. Tryon

Ahren S. Tryon