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December 23, 2004

The Honorable Magalie R. Salas
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**Re: California Independent System Operator Corporation
Docket No. ER05-____-000
Transmission Control Agreement, Rate Schedule No. 7**

Dear Secretary Salas:

Pursuant to Section 205 of the Federal Power Act ("FPA"), 16 U.S.C. § 824d, the California Independent System Operator Corporation ("ISO"), on behalf of itself, Pacific Gas and Electric Company ("PG&E"), San Diego Gas & Electric Company ("SDG&E"), Southern California Edison Company ("SCE"), the Cities of Anaheim, Azusa, Banning, and Riverside, California (the "Southern Cities"), the City of Vernon, California ("Vernon"), Trans-Elect NTD Path 15, LLC ("Trans-Elect"), Western Area Power Administration – Sierra Nevada Region ("Western"), and the City of Pasadena, California ("Pasadena"), respectfully submits for filing with the Federal Energy Regulatory Commission ("Commission" or "FERC") an amendment to the Transmission Control Agreement ("TCA") among the ISO and Participating Transmission Owners ("Participating TOs").¹ The current Participating TOs are PG&E, SDG&E, SCE, the Southern Cities, and Vernon. Trans-Elect has become a New Participating TO as described in Section I.D, *infra*. Western is a partial Participating TO as described in *California Independent System Operator Corporation*, 109 FERC ¶ 61,153 (2004) ("Western Order"), and Section I.E, *infra*.

¹ Capitalized terms not otherwise defined herein are defined in the Master Definitions Supplement, Appendix A to the ISO Tariff.

The revisions being filed today are made in order to: identify the transmission interests (*i.e.*, the transmission facilities and Entitlements) that Pasadena will be turning over to the ISO's Operational Control, by including those interests in a new Appendix A to the TCA; identify the Encumbrances associated with those interests, by listing the Encumbrances in a new Appendix B to the TCA; and identify the persons to contact at Pasadena for notice purposes by expanding Appendix F to the TCA.

I. BACKGROUND

A. The Initial TCA Filings

The TCA is the agreement among the ISO and Participating TOs that establishes the terms and conditions under which Transmission Owners place certain transmission facilities and Entitlements under the ISO's Operational Control, thereby becoming Participating TOs. The TCA describes how the ISO and each Participating TO will discharge its respective duties and responsibilities with respect to the operation of those facilities and Entitlements. The initial TCA was filed as part of the comprehensive "Phase II" filings submitted by the trustee on behalf of the ISO on March 31, 1997. Refinements to the TCA were made as a result of an ongoing stakeholder process, and a revised TCA was submitted on August 15, 1997, in compliance with the Commission's order in *Pacific Gas and Electric Company, et al.*, 80 FERC ¶ 61,128. In its order dated October 30, 1997, the Commission granted interim and conditional authorization to the ISO to commence operations and required certain modifications to the TCA. *Pacific Gas and Electric Company, et al.*, 81 FERC ¶ 61,122. The ISO filed the revised TCA on February 20, 1998. By order dated March 30, 1998, *California Independent System Operator Corporation*, 82 FERC ¶ 61,325 ("March 30, 1998 Order"), the Commission conditionally accepted the TCA for filing to become effective on the ISO Operations Date and required further modifications to be made in a compliance filing within 60 days of the ISO Operations Date.²

² March 30, 1998 Order, 82 FERC at 62,276-79. The ISO made the compliance filing on June 1, 1998. On February 11, 1999, as amended on April 19, 1999, the ISO filed a supplement to the TCA consisting of operating instructions and curtailment priorities for Path 15. The Commission accepted these submissions by order dated June 17, 1999 in Docket No. ER99-1770-000. *California Independent System Operator Corporation*, 87 FERC ¶ 61,312 ("June 17, 1999 Order"). On rehearing of the June 17, 1999 Order, the Commission granted in part and denied in part rehearing, and directed the ISO to make another compliance filing. *California Independent System Operator Corporation*, 99 FERC ¶ 61,212 (2002). The ISO submitted the compliance filing on June 21, 2002, and the Commission accepted it by letter order dated May 28, 2003.

B. The TCA Filings to Add Vernon as a New Participating TO

On December 21, 2000, the ISO filed with the Commission an amended version of the TCA intended to accommodate Vernon's application to become a New Participating TO. That amended TCA was executed by the ISO, the Original Participating TOs, and Vernon. By order dated February 21, 2001, *California Independent System Operator Corporation, et al.*, 94 FERC ¶ 61,141, the Commission accepted the amended TCA and granted waiver of the notice requirement so that the amended TCA was made effective as of January 1, 2001. The Commission ordered that the ISO make a compliance filing of the amended TCA, however, to conform with Commission Order No. 614. On March 23, 2001, the ISO made that compliance filing of the TCA, which was accepted by the Commission on May 1, 2001.

C. The TCA Filings to Add the Southern Cities as New Participating TOs

On November 25, 2002, the ISO filed with the Commission an amended version of the TCA intended to accommodate the Southern Cities' applications to become New Participating TOs. That amended TCA was executed by the ISO, the Original Participating TOs, Vernon, and the Southern Cities. By order dated January 24, 2003, *California Independent System Operator Corporation*, 102 FERC ¶ 61,061 ("January 24, 2003 Order"), the Commission conditionally accepted the amended TCA and granted waiver of the notice requirement so that the amended TCA was made effective as of January 1, 2003. The Commission ordered that ISO make a compliance filing of the amended TCA, however, to, *inter alia*, remove language (included in TCA § 3.4) allowing Participating TOs to withdraw from the ISO when faced with an adverse tax action. The Southern Cities and the ISO requested rehearing on this element of the January 24, 2003 Order, requesting that the language of TCA § 3.4 remain unchanged. In its April 15, 2003 compliance filing, the ISO requested that the Commission not act on the removal of this language until it had ruled on the requests for rehearing. By order issued May 2, 2003, 103 FERC ¶ 61,113 ("May 2, 2003 Order"), the Commission granted rehearing with regard to the withdrawal provisions, and allowed § 3.4 to remain in the TCA as proposed in the ISO's November 25, 2002 filing. In light of this directive, the ISO submitted a motion to withdraw elements of its April 15, 2003 compliance filing. By order issued November 17, 2003, 105 FERC ¶ 61,207 ("November 17, 2003 Order"), the Commission conditionally accepted the April 15, 2003 compliance filing and granted the ISO's motion to withdraw. On March 25, 2004, the ISO submitted a filing in compliance with the November 17, 2003 Order. The Commission has not yet acted on that compliance filing.

D. The TCA Filing to Add Trans-Elect as a New Participating TO

Under the procedure outlined in Section 3.1 of the ISO Tariff, Trans-Elect filed with the ISO a notice of intent in January 2003, and a subsequent application that proposed turning over Operational Control of its Entitlements in the proposed Path 15 Upgrade Project to the ISO, stating its intent to become a Participating TO on or after January 1, 2004, when the Path 15 transmission facilities in which it has transmission Entitlements were energized.³ On August 15, 2003, the ISO filed with the Commission, in Docket No. ER03-1217-000, the revisions to the TCA necessary to permit Trans-Elect to join the ISO as described above. By letter order issued October 14, 2003, the Commission accepted these revisions to the TCA, to become effective upon notice after January 1, 2004. The Path 15 transmission facilities were accepted for exercise of Operational Control by the ISO on December 22, 2004, and the ISO filed a notice with the Commission on that date advising of the ISO's acceptance of those facilities and the associated effective date of the TCA tariff sheets previously accepted by the Commission contingent on the ISO's issuance of that notice. The tariff sheets made effective as of December 22 include the tariff sheets making Trans-Elect a New Participating TO.

E. The TCA Filing to Add Western as a Partial Participating TO

Under the procedure outlined in Section 3.1 of the ISO Tariff, Western filed with the ISO a notice of intent in December 2003, and a subsequent application that proposed turning over Operational Control of only its rights and Entitlements in the proposed Path 15 Upgrade Project to the ISO, stating its intent to become a "partial" Participating TO when the Path 15 transmission facilities in which it has transmission rights and Entitlements commenced commercial operation. On September 7, 2004, the ISO filed with the Commission an amended version of the TCA and Amendment No. 63 to the ISO Tariff ("Amendment No. 63") to accommodate Western's becoming a partial Participating TO with regard to Western's interest in the Path 15 upgrade. In the Western Order, issued on November 5, 2004, the Commission accepted the proposed revisions to the TCA, subject to modifications, effective November 1, 2004; the Commission also conditionally accepted Amendment No. 63, subject to further Commission action and refund, and established dispute resolution service procedures. On December 6, 2004, the ISO submitted further modifications to the TCA to comply with the Western Order. Also on that date, SCE and Western submitted requests for rehearing and/or clarification of the Western Order. The Commission has not yet issued an order on the ISO's compliance filing or requests for rehearing and/or clarification.

³ See Section 3.1.1 of the ISO Tariff, which provides that New Participating TOs may obtain that status effective only January 1 or July 1.

F. The TCA Filing to Add Pasadena as a New Participating TO

Under the procedure outlined in Section 3.1 of the ISO Tariff, Pasadena filed with the ISO a notice of intent in June 2004, and a subsequent application that proposed turning over *Operational Control of its facilities and Entitlements* to the ISO, stating its intent to become a Participating TO effective January 1, 2005. The application was posted on the ISO Home Page for Market Participant review, and comments were received from PG&E, SCE, and the California Department of Water Resources. The ISO responded to each of the comments and apprised Pasadena of the comments and the ISO's response.

On October 29, 2004, in Docket No. EL05-18-000, Pasadena submitted a petition requesting that the Commission issue an order, *inter alia*, accepting Pasadena's Transmission Revenue Requirement and Transmission Owner Tariff effective as of the later of January 1, 2005 or the effective date of a TCA acceptable to Pasadena. The Commission has not yet issued an order concerning Pasadena's petition.

By written consent on November 10, 2004, the ISO Governing Board *unanimously approved* Pasadena's application to become a Participating TO effective January 1, 2005, provided that Pasadena executed the TCA. The ISO, the Original Participating TOs, Trans-Elect, Western, and Pasadena have executed the enclosed TCA.⁴ Vernon and the Southern Cities have indicated that the approval process for such an agreement is time-consuming for governmental entities such as themselves, and they could not execute the TCA in time for this filing to be made. The ISO will make a supplemental filing of the executed signature pages for those Participating TOs that have been unable to complete their approval processes as of the date of this filing when and if such approvals have been obtained. Finally, the ISO plans to file the Certificates of Concurrence from PG&E, SDG&E, and SCE when they are received.⁵

⁴ Note that the signature pages for the TCA executed by SCE and SDG&E contain, at their request, language stating a reservation of rights with regard to the proceedings concerning Western described in Section I.E, *supra*.

⁵ See Section 35.1(a) of the Commission regulations, 18 C.F.R. § 35.1(a).

II. REVISIONS TO THE TCA

A. New Appendix Identifying Pasadena's Interests Being Transferred to the ISO's Operational Control

In the enclosed filing of the TCA, a new Appendix A has been added to identify the transmission facilities and Entitlements that Pasadena proposes to transfer to the ISO's Operational Control.

B. New Appendix Identifying the Encumbrances Associated with the Interests Being Transferred to the ISO's Operational Control

A new Appendix B has been added in the enclosed filing of the TCA to identify the Encumbrances associated with the transmission facilities and Entitlements that Pasadena proposes to transfer to the ISO's Operational Control.

C. Additions and Revisions to Contact Persons

Appendix F of the TCA has been expanded to identify the persons to contact at Pasadena for notice purposes.

III. EFFECTIVE DATE

The ISO respectfully requests waiver of the notice requirements of Section 35.3 of the Commission's regulations, 18 C.F.R. § 35.3, to permit the proposed changes related to Appendices A, B, and F of the TCA to become effective on January 1, 2005. Permitting the proposed changes to become effective on that date will allow Pasadena to timely become a New Participating TO. Granting the requested waiver, therefore, is appropriate.

IV. EXPENSES

No expense or cost associated with this filing has been alleged or judged in any judicial or administrative proceeding to be illegal, duplicative, unnecessary, or demonstratively the product of discriminatory employment practices.

V. COMMUNICATIONS

The ISO requests that all correspondence, pleadings, and other communications concerning this filing be served upon the following:

John Anders*
Deborah A. Le Vine⁶
The California Independent
System Operator Corporation
151 Blue Ravine Road
Folsom, CA 95630
Tel: (916) 608-7287
Fax: (916) 608-7296

David B. Rubin*
Bradley R. Miliauskas
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W.
Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7643

* Individuals designated for service pursuant to Rule 203(b)(3),
18 C.F.R. § 385.203(b)(3).

VI. SERVICE

Copies of this transmittal letter and all attachments have been served upon the Public Utilities Commission of the State of California, the California Energy Commission, the California Electricity Oversight Board, the Participating TOs, Trans-Elect, Pasadena, and all parties with effective Scheduling Coordinator Agreements under the ISO Tariff.

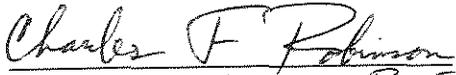
VII. SUPPORTING DOCUMENTS

Attachment A	Revised pages of the Transmission Control Agreement;
Attachment B	Black-lined text showing the changes to the Transmission Control Agreement; and
Attachment C	A Notice of Filing suitable for publication in the Federal Register (also provided in electronic format).

⁶ In addition to Mr. Anders and Mr. Rubin, the ISO respectfully requests that Ms. Le Vine be included in the Official Service List. Mr. Anders and Ms. Le Vine work in separate buildings, and it would be of significant assistance to the ISO if both were included on the list.

The Honorable Magalie R. Salas
December 23, 2004
Page 8

Respectfully submitted,


Charles F. Robinson *RMF*

General Counsel
John Anders
Corporate Counsel
The California Independent
System Operator Corporation
151 Blue Ravine Road
Folsom, CA 95630



David B. Rubin
Robert M. Ivanauskas
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W.
Suite 300
Washington, DC 20007

Attorneys for the California Independent System Operator Corporation

ATTACHMENT A

CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION
 FERC ELECTRIC TARIFF NO. 7
 SECOND REPLACEMENT TRANSMISSION CONTROL AGREEMENT

Third Revised Sheet No. 64
 Superseding 2nd Revised Sheet No. 64

27. SIGNATURE PAGE

CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION

California Independent System Operator Corporation has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 14th day of December, 2004 and thereby incorporates the following Appendices in this Agreement:

Appendices A

Appendices B

Appendix C

Appendix D

Appendices E

Appendix F

CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION
151 Blue Ravine Road
Folsom, California 95630

by: Marcie L. Edwards

Marcie L. Edwards
Interim Chief Executive Officer

CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION
FERC ELECTRIC TARIFF NO. 7
SECOND REPLACEMENT TRANSMISSION CONTROL AGREEMENT

Third Revised Sheet No. 65
Superseding 2nd Revised Sheet No. 65

28. SIGNATURE PAGE

PACIFIC GAS AND ELECTRIC COMPANY

Pacific Gas and Electric Company has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 20th day of December 2004 and thereby incorporates the following Appendices in this Agreement:

Appendix A (PG&E)

Appendix B (PG&E)

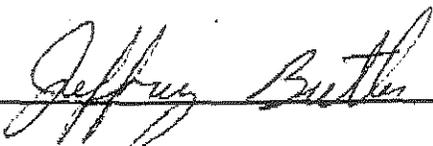
Appendix C

Appendix D

Appendix E (Diablo Canyon)

Appendix F

PACIFIC GAS AND ELECTRIC COMPANY
77 Beale Street
San Francisco, California 94105

by:  _____

Jeffrey Butler
Senior Vice President, Transmission & Distribution

CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION
 FERC ELECTRIC TARIFF NO. 7 Second Revised Sheet No. 66
 SECOND REPLACEMENT TRANSMISSION CONTROL AGREEMENT Superseding 1st Revised Sheet No. 66

**29. SIGNATURE PAGE
 SAN DIEGO GAS & ELECTRIC COMPANY**

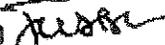
San Diego Gas & Electric Company has caused this
 Transmission Control Agreement to be executed by its duly authorized
 representative on this 22nd day of December, 2004 and thereby incorporates the
 following Appendices in this Agreement:

Appendix A (SDG&E)
 Appendix B (SDG&E)
 Appendix C
 Appendix D
 Appendix E (SONGS)
 Appendix F

**SAN DIEGO GAS & ELECTRIC COMPANY
 8330 Century Park Court
 San Diego, California 92123**

by: _____

**James Avery
 Senior Vice President of San Diego Gas & Electric**

APPROVED as to legal form 

On September 7, 2004, the California Independent System Operator Corporation ("ISO") filed with the Federal Energy Regulatory Commission ("FERC") certain proposed revisions and additions to the Transmission Control Agreement and Appendices thereto (the "TCA Revisions"), and to the ISO Tariff (Dockets Nos. EL04-133-000; ER04-1198-000). San Diego Gas & Electric Company ("SDG&E") protested, in a filing made with the Commission on September 28, 2004 ("Protest"), a number of the TCA Revisions and the ISO Tariff revisions proposed by the ISO. On November 5, 2004, FERC issued a decision regarding the proposed revisions to the TCA and the ISO Tariff ("Order"). On December 6, 2004, the ISO made a compliance filing with respect to the Order ("Compliance Filing"). The ISO now proposes to file additional revisions to the TCA to reflect the addition of the City of Pasadena as a Participating Transmission Owner in the ISO. SDG&E's execution of the TCA is without any prejudice to or waiver of any argument or position taken by SDG&E in its Protest. SDG&E's execution of the TCA is not intended to accede to any provision or portion of the Order, the TCA Revisions, the Compliance Filing or the associated ISO Tariff revisions. SDG&E is hereby reserving all of its rights with respect to the Order, the TCA Revisions, and the associated ISO Tariff revisions, including but not limited to all of the issues concerning the TCA (including any and all Appendices thereto) filed by the ISO on September 7, 2004, the membership of the Western Area Power Administration, Sierra Nevada Region ("WAPA") in the ISO, and the issues associated with WAPA's rights in and revenues associated with the Path 15 transmission upgrade.

Issued by: Anthony Ivancovich, Senior Regulatory Counsel
 Issued on: December 23, 2004

Effective: January 1, 2005

CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION
 FERC ELECTRIC TARIFF NO. 7
 SECOND REPLACEMENT TRANSMISSION CONTROL AGREEMENT

Second Revised Sheet No. 67

**30. SIGNATURE PAGE
 SOUTHERN CALIFORNIA EDISON COMPANY**

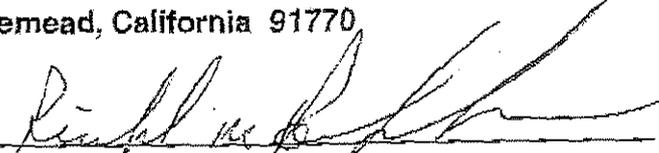
Southern California Edison Company has caused this Transmission Control

Agreement to be executed by its duly authorized representative on this 22nd day of December 2004

and thereby incorporates the following Appendices in this Agreement:*

Appendix A (Edison)
 Appendix B (Edison)
 Appendix C
 Appendix D
 Appendix E (SONGS)
 Appendix F

**SOUTHERN CALIFORNIA EDISON COMPANY
 2244 Walnut Grove Avenue
 Rosemead, California 91770**

by: 

**Richard M. Rosenblum
 Senior Vice President, Transmission & Distribution**

*On September 7, 2004, the California Independent System Operator Corporation ("ISO") filed with the Federal Energy Regulatory Commission ("FERC") certain proposed revisions and additions to the Transmission Control Agreement and Appendices thereto ("TCA Revisions"), and to the ISO Tariff (Dockets Nos. ED04-133-000; ER04-1198-000). Southern California Edison Company ("Edison") protested, in a filing made with the Commission on September 28, 2004 ("Protest"), a number of the TCA Revisions and the ISO Tariff revisions proposed by the ISO. On November 5, 2004, FERC issued a decision regarding the proposed revisions to the TCA and the ISO Tariff ("Order"). On December 6, 2004, Edison filed a request for rehearing and clarification of the Commission's Order ("Rehearing Petition"), and the ISO made a compliance filing with respect to the Order ("Compliance Filing"). The ISO now proposes to file additional revisions to the TCA to reflect the addition of the City of Pasadena as a Participating Transmission Owner in the ISO. Edison's execution of the TCA is without any prejudice to or waiver of any argument or position taken by Edison in its Protest or in its Rehearing Petition. Edison's execution of the TCA is not intended to and does not accede to any provision or portion of the Order, the TCA Revisions, the Compliance Filing or the associated ISO Tariff revisions. Edison is hereby reserving all of its rights with respect to the Order, the TCA Revisions, and the associated ISO Tariff revisions, including but not limited to, any and all of the issues concerning the TCA (including any and all Appendices thereto) filed by the ISO on September 7, 2004, the membership of the Western Area Power Administration, Sierra Nevada Region ("WAPA") in the ISO, and the issues associated with WAPA's rights in and revenues associated with the Path 15 transmission upgrade.

Issued by: Anthony Ivanovich, Senior Regulatory Counsel
 Issued on: December 23, 2004

Effective: January 1, 2005

36. SIGNATURE PAGE

TRANS-ELECT NTD PATH 15, LLC

TRANS-ELECT NTD PATH 15, LLC has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 21st day of December, 2004 and thereby incorporates the following Appendices in this Agreement:

Appendix A (Trans-Elect)

Appendix C

Appendix D

Appendix F

Trans-Elect NTD Path 15, LLC
1850 Centennial Park Drive
Suite 480
Reston, VA 20191

By: 

Robert D. Dickerson
Executive Vice President

37. SIGNATURE PAGE

WESTERN AREA POWER ADMINISTRATION, SIERRA NEVADA REGION

WESTERN AREA POWER ADMINISTRATION, SIERRA NEVADA

REGION has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 23rd day of December, 2004 and thereby incorporates the following Appendices in this Agreement:

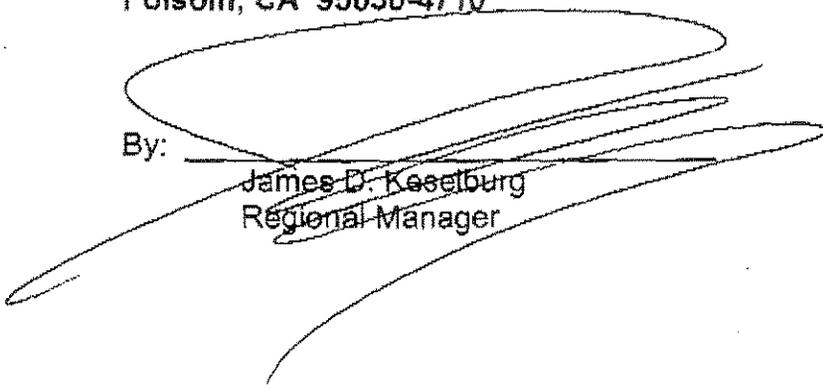
Appendix A (Western)

Appendix C

Appendix D

Appendix F

**Western Area Power Administration, Sierra Nevada Region
Sierra Nevada Region
114 Parkshore Drive
Folsom, CA 95630-4710**

By: 

**James D. Keelburg
Regional Manager**

37. SIGNATURE PAGE

CITY OF PASADENA

CITY OF PASADENA has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 20th day of December, 2004 and thereby incorporates the following Appendices in this Agreement:

Appendix A (Pasadena)

Appendix B (Pasadena)

Appendix C

Appendix D

Appendix F

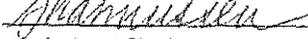
City of Pasadena Water and Power Department
150 S. Los Robles, Suite 200
Pasadena, CA 91101

By: 
Cynthia J. Kurtz
City Manager

ATTEST:

REVIEWED AS TO FORM:

This 20 day of Dec, 2004

By: 
Assistant City Attorney


JANE L. RODRIGUEZ, CMC
CITY CLERK

Issued by: Anthony Ivancovich, Senior Regulatory Counsel
Issued on: December 23, 2004

Effective: January 1, 2005

**APPENDIX A: CITY OF PASADENA
 TRANSMISSION ENTITLEMENTS**

Ref	Point of Receipt-Delivery (see note 2)	Parties	Direction	Contract Title	FERC No.	Contract Termination	Contract Amount
B1.	IPP - Adelanto Switching Station	Pasadena-SCPPA	Bi-directional	Southern Transmission System Transmission Service Contract		15-Jun-27	113 MW
B2.	Mead - Marketplace - Adelanto	Pasadena-SCPPA	Bi-directional	Mead-Adelanto Project Transmission Service Contract		31-Oct-30	75 MW
B3.a	Westwing - Mead 500 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix Project Transmission Service Contract		31-Oct-30	33 MW
B3.b	Mead 500 kV - Marketplace 500 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix Project Transmission Service Contract		31-Oct-30	60 MW
B3.c	Mead 500 kV - Mead 230 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix Project Transmission Service Contract		31-Oct-30	25 MW
B4.	Marketplace 500 - McCullough 500 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix and Mead-Adelanto Project Transmission Service Contracts		31-Oct-30	135 MW
B5.	Adelanto - Victorville	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep 17	26 MW
B6.a	IPP - Mona Substation	Pasadena-LADWP - Utah Participants	Bi-directional	IPP Excess Power Sales Sales Agreement		15-Jun-27	104 MW [Note 3]
B6.b	IPP - Gonder Substation	Pasadena-LADWP - Utah Participants	Bi-directional	IPP Excess Power Sales Sales Agreement		15-Jun-27	16 MW [Note 3]
B7.	Sylmar - T.M. Goodrich	Pasadena-SCE	Bi-directional	230-KV Interconnection and Transmission Agreement		04-Aug-10	200 MW
B8.a	Adelanto - Sylmar	Pasadena-LADWP	Bi-directional	IPP Transmission Service Agreement 14443		15-Jun-27	110 MW [Note 2]
B8.b	Adelanto - Sylmar	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep 17	26 MW [Note 2]
B9.	Victorville - Sylmar	Pasadena-LADWP	Bi-directional	Victorville-Sylmar Transmission Service Agreement 14444		Note 1	26 MW [Note 1, Note 2]
B10.	Mead - McCullough	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep 17	26 MW
B11.	McCullough - Victorville	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep 17	26 MW
C1.	Nevada Oregon Border - Sylmar	Pasadena-LADWP	Bi-directional	Pacific Intertie D-C Transmission Facilities Agreement		14-Apr-41	72 MW [Note 2]
C2.	McCullough - Victorville	Pasadena-LADWP	Bi-directional	McCullough Victorville Line 2 Transmission Agreement 10463		31-May-30	26 MW

Notes

- 1 This contract is coterminous with the McCullough Victorville Line 2 Transmission Agreement.
- 2 Deliveries to Sylmar point of delivery are at the SCE/CAISO side of the 230kV bus.
- 3 The contract amount is subject to change by the terms of the contract.

Issued by: Anthony Ivancovich, Senior Regulatory Counsel
 Issued on: December 23, 2004

Effective: January 1, 2005

**APPENDIX B: CITY OF PASADENA
 ENCUMBRANCES**

	Point of Receipt-Delivery	Parties	Direction	Contract Title	FERC No.	Contract Start Date	Contract Termination	Contract Amount
1.	Nevada/Oregon Border -- Sylmar	Pasadena - Riverside, Azusa, Banning, Colton	Bi-directional	Pacific Intertie Direct Current Firm Transmission Service Agreement		01-Oct-89	30-Sep-09	14 MW
2.	Nevada/Oregon Border - Sylmar	Pasadena - Anaheim	Bi-directional	Pacific Intertie Direct Current Firm Transmission Service Agreement		01-Oct-89	30-Sep-09	10 MW

City of Pasadena

Name of Primary

Representative: Ms. Phyllis E. Currie
Title: General Manager
City of Pasadena Water and Power Department
Address: 150 S. Los Robles, Suite 200
City/State/Zip Code: Pasadena, CA 91101
Email Address: pcurrie@cityofpasadena.net
Phone: (626) 744-4425
Fax No: (626) 744-4470

Name of Alternative

Representative: Mr. Steven K. Endo
Title: Resource Planning Manager
City of Pasadena Water and Power Department
Address: 150 S. Los Robles, Suite 200
City/State/Zip Code: Pasadena, CA 91101
Email Address: sendo@cityofpasadena.net
Phone: (626) 744-6246
Fax No: (626) 744-6432

ATTACHMENT B

29. SIGNATURE PAGE

SAN DIEGO GAS & ELECTRIC COMPANY

San Diego Gas & Electric Company has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 22nd day of December, 2004 and thereby incorporates the following Appendices in this Agreement:

Appendix A (SDG&E)

Appendix B (SDG&E)

Appendix C

Appendix D

Appendix E (SONGS)

Appendix F

SAN DIEGO GAS & ELECTRIC COMPANY
8330 Century Park Court
San Diego, California 92123

by: _____

James Avery
Senior Vice President of San Diego Gas & Electric

On September 7, 2004, the California Independent System Operator Corporation ("ISO") filed with the Federal Energy Regulatory Commission ("FERC") certain proposed revisions and additions to the Transmission Control Agreement and Appendices thereto (the TCA Revisions") and to the ISO Tariff (Dockets Nos. EL04-133-000; ER04-1198-000). San Diego Gas & Electric Company ("SDG&E") protested, in a filing made with the Commission on September 28, 2004 ("Protest"), a number of the TCA Revisions and the ISO Tariff revisions proposed by the ISO. On November 5, 2004, FERC issued a decision regarding the proposed revisions to the TCA and the ISO Tariff ("Order"). On December 6, 2004, the ISO made a compliance filing with respect to the Order ("Compliance Filing"). The ISO now proposes to file additional revisions to the TCA to

reflect the addition of the City of Pasadena as a Participating Transmission Owner in the ISO, SDG&E's execution of the TCA is without any prejudice to or waiver of any argument or position taken by SDG&E in its Protest. SDG&E's execution of the TCA is not intended to accede to any provision or portion of the Order, the TCA Revisions, the Compliance Filing or the associated ISO Tariff revisions. SDG&E is hereby reserving all of its rights with respect to the Order, the TCA Revisions, and the associated ISO Tariff revisions, including but not limited to all of the issues concerning the TCA (including any and all Appendices thereto) filed by the ISO on September 7, 2004, the membership of the Western Area Power Administration, Sierra Nevada Region ("WAPA") in the ISO, and the issues associated with WAPA's rights in and revenues associated with the Path 15 transmission upgrade.

30. SIGNATURE PAGE

SOUTHERN CALIFORNIA EDISON COMPANY

Southern California Edison Company has caused this Transmission Control Agreement to be executed by its duly authorized representative on this 22nd day of December, 2004 and thereby incorporates the following Appendices in this Agreement:*

Appendix A (Edison)

Appendix B (Edison)

Appendix C

Appendix D

Appendix E (SONGS)

Appendix F

SOUTHERN CALIFORNIA EDISON COMPANY
2244 Walnut Grove Avenue
Rosemead, California 91770

by: _____

Richard M. Rosenblum

Senior Vice President, Transmission & Distribution

* On September 7, 2004 the California Independent System Operator Corporation ("ISO") filed with the Federal Energy Regulatory Commission ("FERC") certain proposed revisions and additions to the Transmission Control Agreement and Appendices thereto ("TCA Revisions"), and to the ISO Tariff (Dockets Nos. EL04-133-000; ER04-1198-000). Southern California Edison Company ("Edison") protested, in a filing made with the Commission on September 28, 2004 ("Protest"), a number of the TCA Revisions and the ISO Tariff revisions proposed by the ISO. On November 5, 2004, FERC issued a decision regarding the proposed revisions to the TCA and the ISO Tariff ("Order"). On December 6, 2004, Edison filed a request for rehearing and clarification of the Commission's Order ("Rehearing Petition"), and the ISO made a compliance filing with respect to the Order ("Compliance Filing"). The ISO now proposes to file additional revisions to the TCA to reflect the addition of the

City of Pasadena as a Participating Transmission Owner in the ISO. Edison's execution of the TCA is without any prejudice to or waiver of any argument or position taken by Edison in its Protest or in its Rehearing Petition. Edison's execution of the TCA is not intended to and does not accede to any provision or portion of the Order, the TCA Revisions, the Compliance Filing or the associated ISO Tariff revisions. Edison is hereby reserving all of its rights with respect to the Order, the TCA Revisions, and the associated ISO Tariff revisions, including but not limited to, any and all of the issues concerning the TCA (including any and all Appendices thereto) filed by the ISO on September 7, 2004, the membership of the Western Area Power Administration, Sierra Nevada Region ("WAPA") in the ISO, and the issues associated with WAPA's rights in and revenues associated with the Path 15 transmission upgrade.

37. SIGNATURE PAGE

CITY OF PASADENA

CITY OF PASADENA has caused this Transmission Control Agreement to be executed by its duly authorized representative on this _____ day of _____, 20____ and thereby incorporates the following Appendices in this Agreement:

Appendix A (Pasadena)

Appendix B (Pasadena)

Appendix C

Appendix D

Appendix F

City of Pasadena Water and Power Department

150 S. Los Robles, Suite 200

Pasadena, CA 91101

By: _____
Cynthia J. Kurtz
City Manager

**APPENDIX A: CITY OF PASADENA
TRANSMISSION ENTITLEMENTS**

Ref	Point of Receipt-Delivery (see note 2)	Parties	Direction	Contract Title	FERC No.	Contract Termination	Contract Amount
B1.	IPP - Adelanto Switching Station	Pasadena-SCPPA	Bi-directional	Southern Transmission System Transmission Service Contract		15-Jun-27	113 MW
B2.	Mead - Marketplace - Adelanto	Pasadena-SCPPA	Bi-directional	Mead-Adelanto Project Transmission Service Contract		31-Oct-30	75 MW
B3.a	Westwing – Mead 500 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix Project Transmission Service Contract		31-Oct-30	33 MW
B3.b	Mead 500 kV - Marketplace 500 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix Project Transmission Service Contract		31-Oct-30	60 MW
B3.c	Mead 500 kV - Mead 230 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix Project Transmission Service Contract		31-Oct-30	25 MW
B4.	Marketplace 500 - McCullough 500 kV	Pasadena-SCPPA	Bi-directional	Mead-Phoenix and Mead-Adelanto Project Transmission Service Contracts		31-Oct-30	135 MW
B5.	Adelanto - Victorville	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep-17	26 MW
B6.a	IPP - Mona Substation	Pasadena-LADWP - Utah Participants	Bi-directional	IPP Excess Power Sales Sales Agreement		15-Jun-27	104 MW [Note 3]
B6.b	IPP - Gonder Substation	Pasadena-LADWP - Utah Participants	Bi-directional	IPP Excess Power Sales Sales Agreement		15-Jun-27	16 MW [Note 3]
B7.	Sylmar – T.M. Goodrich	Pasadena-SCE	Bi-directional	230-KV Interconnection and Transmission Agreement		04-Aug-10	200 MW
B8.a	Adelanto - Sylmar	Pasadena-LADWP	Bi-directional	IPP Transmission Service Agreement 14443		15-Jun-27	110 MW [Note 2]
B8.b	Adelanto - Sylmar	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep-17	26 MW [Note 2]
B9.	Victorville – Sylmar	Pasadena-LADWP	Bi-directional	Victorville-Sylmar Transmission Service Agreement 14444		Note 1	26 MW [Note 1, Note 2]
B10.	Mead –McCullough	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep-17	26 MW
B11.	McCullough - Victorville	Pasadena-LADWP	Bi-directional	Hoover Transmission Service Agreement 14442		30-Sep-17	26 MW
C1.	Nevada Oregon Border - Sylmar	Pasadena-LADWP	Bi-directional	Pacific Intertie D-C Transmission Facilities Agreement		14-Apr-41	72 MW [Note 2]
C2.	McCullough – Victorville	Pasadena-LADWP	Bi-directional	McCullough Victorville Line 2 Transmission Agreement 10463		31-May-30	26 MW

Notes

- 1 This contract is coterminous with the McCullough Victorville Line 2 Transmission Agreement.
- 2 Deliveries to Sylmar point of delivery are at the SCE/CAISO side of the 230kV bus.
- 3 The contract amount is subject to change by the terms of the contract.

**APPENDIX B: CITY OF PASADENA
ENCUMBRANCES**

	<u>Point of Receipt-Delivery</u>	<u>Parties</u>	<u>Direction</u>	<u>Contract Title</u>	<u>FERC No.</u>	<u>Contract Start Date</u>	<u>Contract Termination</u>	<u>Contract Amount</u>
1.	<u>Nevada/Oregon Border – Sylmar</u>	<u>Pasadena - Riverside, Azusa, Banning, Colton</u>	<u>Bi-directional</u>	<u>Pacific Intertie Direct Current Firm Transmission Service Agreement</u>		<u>01-Oct-89</u>	<u>30-Sep-09</u>	<u>14 MW</u>
2.	<u>Nevada/Oregon Border - Sylmar</u>	<u>Pasadena - Anaheim</u>	<u>Bi-directional</u>	<u>Pacific Intertie Direct Current Firm Transmission Service Agreement</u>		<u>01-Oct-89</u>	<u>30-Sep-09</u>	<u>10 MW</u>

City of Pasadena

Name of Primary

Representative: Ms. Phyllis E. Currie

Title: General Manager

City of Pasadena Water and Power Department

Address: 150 S. Los Robles, Suite 200

City/State/Zip Code: Pasadena, CA 91101

Email Address: pcurrie@cityofpasadena.net

Phone: (626) 744-4425

Fax No: (626) 744-4470

Name of Alternative

Representative: Mr. Steven K. Endo

Title: Resource Planning Manager

City of Pasadena Water and Power Department

Address: 150 S. Los Robles, Suite 200

City/State/Zip Code: Pasadena, CA 91101

Email Address: sendo@cityofpasadena.net

Phone: (626) 744-6246

Fax No: (626) 744-6130

ATTACHMENT C

wishing to become a party must file a motion to intervene. All such motions or protests should be filed on or before the comment date, and, to the extent applicable, must be served on the applicant and on any other person designated on the official service list. This filing is available for review at the Commission or may be viewed on the Commission's web site at <http://www.ferc.gov>, using the **eLibrary** (FERRIS) link. Enter the docket number excluding the last three digits in the docket number field to access the document. For assistance, please contact FERC Online Support at FERCOnlineSupport@ferc.gov or toll-free at (866)208-3676, or for TTY, contact (202)502-8659. Protests and interventions may be filed electronically via the Internet in lieu of paper; see 18 CFR 385.2001(a)(1)(iii) and the instructions on the Commission's web site under the "e-Filing" link. The Commission strongly encourages electronic filings.

Comment Date: _____