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Via Electronic Delivery

November 21, 2016

Hon. Kathleen Burgess
Secretary
New York State Public Service Commission
Three Empire State Plaza
Albany, NY 12223-1350

Re: Case No. 16-E-0614 – Verified Joint Petition of of AP Cricket Valley Holdings II Inc., MC CVEC Project Holdings I, LLC, Ullico Infrastructure Cricket Valley Holdco, LLC, Kiwoom SPV, Development Bank of Japan Inc. SPV, SeAH Holdings Corp., Cricket Valley Energy Holdings II LLC, Cricket Valley Energy Center LLC and Cricket Valley Energy Partners, LLC, for a Declaratory Ruling Regarding a Transfer of Ownership Interests or, in the Alternative, an Approval Pursuant to Section 70 of the Public Service Law and for a Declaratory Ruling on Jurisdiction

Dear Secretary Burgess:

On October 25, 2016, the above-referenced Verified Joint Petition (“Petition”) was filed with the New York State Public Service Commission (“Commission”). Petitioners hereby amend the Petition to remove from the Petition Ullico Infrastructure Cricket Valley Holdco, LLC (“UICVH”) and SeAH Holdings Corp. (“SeAH”) as petitioners and the requests for declaratory ruling with respect to the UICVH Transaction and the SeAH Transaction as described on page 2 of the Petition. AP Cricket Valley Holdings II Inc. has decided not to sell to UICVH and SeAH membership interests in Cricket Valley Energy Partners, LLC (“CVEP”). This amendment has no impact on the Commission’s market power review because no new entities are proposing to acquire membership interests in CVEP and no changes are being made to the APCVHII Transaction, DBJ Transaction or Kiwoom SPV Transaction as described on page 2 of the Petition.

Petitioners also hereby amend the Petition to reflect a non-material change in the upstream ownership in Kiwoom SPV, which will occur before the transfer of membership interests in CVEP to Kiwoom SPV. Page 9 of the Petition states that “Kiwoom Global will be directly owned by four entities which include: NH Investment & Securities Co. (“NHIS”), LTD. NHIS may be replaced by NH Investment & Securities(H.K.) Ltd., a wholly owned subsidiary of NHIS. This amendment has no impact on the Commission’s market power review because the statement on page 10 of the Petition that “[n]either Kiwoom SPV nor its affiliates owns or controls any generation or transmission assets in the Northeast Markets” continues to be true.

The changes to the proposed transactions described above do not change Petitioners' anticipated closing of financing and commencement of construction of the Facility and a 14.5-mile transmission line in December 2016. Petitioners respectfully request expedited review of the amended Petition and request Commission action on the amended Petition no later than the Commission's December 15, 2016 session.

Respectfully submitted,

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AP Cricket Valley Holdings II Inc., Cricket Valley
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By: David B. Johnson
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