

BINGHAM

Mark C. Williams
202.373.6181
mark.williams@bingham.com

April 17, 2013

Via E-Filing in All Captioned Dockets

Hon. Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, NE - Attn: Room 1-A
Washington DC 20426

**Re: Notice of Non-Material Change in Status and eTariff Amendment-
Brooklyn Navy Yard Cogeneration Partners, L.P., - ER10-3193-____
Astoria Energy II, LLC, - ER10-3319-____
Selkirk Cogen Partners, L.P., - ER10-2964-____
Innovative Energy Systems, LLC, - ER11-2041-____
and Seneca Energy II, LLC, ER11-2042-____**

Dear Mme. Secretary:

By telephone conference of this date, Commission Staff asked that the captioned public utilities e-docket the attached April 2, 2013 filing (FERC Acc. No. 20130402-5068), captioned identically, in each indicated docket.

Accordingly, attached for filing is the April 2, 2013 filing submitted to the Commission in FERC Acc. No. 20130402-5068. Because this submission is already on the public record, has already been served on all parties to the captioned proceedings, has already been the subject of Federal Register notice (see, Combined Notice of Filings #1, April 2, 2013, FERC Acc. No. 20130402-3033), and the comments-due date (April 23, 2013) has not yet been reached, the captioned applicants request that the Commission set an expedited notice period, if any, with respect to this filing.

The Staff is invited to contact the undersigned with any questions or comments.

Respectfully submitted,

/S/

Mark C. Williams

Encl.: Notice of Non-Material Change in Status, FERC Acc. No. 20130402-5068.
CC: All parties, all captioned dockets (18 C.F.R. § 385.2010).
Mr. Thomas A. Hoar (OEMR-EM-4.5)

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

A/75491646.1

BINGHAM

Mark C. Williams
202.373.6181
mark.williams@bingham.com

April 4, 2013

Via E-Tariff Filing

Hon. Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, NE - Attn: Room 1-A
Washington DC 20426

**Re: Notice of Non-Material Change in Status and eTariff Amendment-
Brooklyn Navy Yard Cogeneration Partners, L.P., - ER10-3193-____
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and Seneca Energy II, LLC, ER11-2042-____**

Dear Mme. Secretary:

Pursuant to Section 35.42 of the Federal Energy Regulatory Commission's ("Commission") regulations¹ and Order No. 652,² Brooklyn Navy Yard Cogeneration Partners, L.P. ("BNY"), Astoria Energy II, LLC ("AE II"), Selkirk Cogen Partners, L.P. ("Selkirk"), Innovative Energy Systems, LLC ("IES"), and Seneca Energy II, LLC ("Seneca" and together, the "NYISO Affiliates") hereby notify the Commission of a non-material change in status resulting from the March 4, 2013, consummation of the transaction (the "Transaction") authorized by the Commission in its order in *Brooklyn Navy Yard Cogeneration Partners, L.P.*, Docket No. EC13-59-000, 142 FERC ¶ 62,159 (2013) (including the application referenced therein, the "EC13-59 Order").

In this Notice, the NYISO Affiliates report no increase in their uncommitted capacity and likewise no increase in any affiliated uncommitted capacity, in any region or market, and remain eligible under Order No. 697³ for their respective market-based rate ("MBR")

¹ 18 C.F.R. § 35.42 (2013).

² *Reporting Requirement of Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, FERC Stats. & Regs., Regs. Preambles ¶ 31,175, *order on reh'g*, 111 FERC ¶61,413 (2005)(hereinafter, "*Order No. 652*").

³ *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, at P 848-50, *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009), *order on reh'g*, Order No. 697-D,

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Boston
Hartford
Hong Kong
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Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

A/75468343.1

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authorizations.⁴ As a result of the EC13-59 Order, BNY is now affiliated with the other captioned public utilities. However, consistent with the EC13-59 Order,⁵ BNY has no uncommitted capacity of any kind; all of BNY's electrical output is fully committed on a firm basis through 2036. None of the characteristics on which the NYISO Affiliates or the Commission relied in connection with their eligibility for MBR authorization has changed. Therefore, the change in status reported in this Notice is not material.

Additionally, as discussed further *infra*, BNY is now a Category 2 Seller in the Northeast Region solely because its new parent is affiliated with over 500 MW of generation in that region.⁶ BNY remains a Category 1 Seller in all other regions as it will continue to own or control less than 500 MW of generation in all other regions and will therefore continue to satisfy the criteria for Category 1 Seller Status in all regions except the Northeast.

As explained below, the Transaction does not in any way affect the findings upon which the Commission relied in granting MBR authority to the NYISO Affiliates. As a result of the Transaction, no NYISO Affiliate capacity is becoming uncommitted, with the NYISO Affiliates remaining affiliated with no uncommitted Zone J capacity.⁷

(Footnote continued from Previous Page.)

FERC Stats. & Regs. ¶ 31,305 (2010), *aff'd sub nom. Mont. Consumer Counsel v. FERC*, 659 F.3d 910 (9th Cir. 2011), *cert. denied sub nom. Pub. Citizen, Inc. v. FERC*, 133 S. Ct. 26 (2012), ("Order No. 697," including, where applicable, orders on rehearing).

⁴ This notice is filed purely out of an abundance of caution. The Commission has explicitly indicated that when a market-based rate seller becomes affiliated with or "... acquires additional uncommitted capacity, a change in status filing is required. Order No. 652 at para. 5. There is no uncommitted capacity in issue.

⁵ This submission reports information that is fully consistent with the EC13-59 Order. See, Order No. 697 at paras. 1032-1033.

⁶ A revised eTariff is attached to this filing.

⁷ The relevant markets are the New York Independent System Operator, Inc. ("NYISO") "balancing authority area" ("BAA") and the New York City submarket (Zone J) as the NYISO Affiliates have previously advised the Commission, and as the Commission has acknowledged. See *Astoria Energy II, LLC*, Docket No. ER10-3319-004 (Jan. 10, 2012) (unpublished letter order) (the "ER10-3319-004 Order"), *Brooklyn Navy Yard Cogeneration Partners, L.P.*, Docket Nos. ER97-886-008 and ER97-886-009, 115 FERC ¶ 61, 397(2006) and *Selkirk Cogen Partners, L.P.*, Docket Nos. ER10-2964-001, et al. (Jan. 12, 2012)(unpublished letter order); see also *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, at P 848-50, *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009), *order on reh'g*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305 (2010), *aff'd sub nom. Mont. Consumer Counsel v. FERC*, 659 F.3d 910 (9th Cir. 2011), *cert. denied sub nom. Pub. Citizen, Inc. v. FERC*, 133 S. Ct. 26 (2012)

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I. COMMUNICATIONS

Copies of all notices and correspondence related to this filing should be directed to:

Alycia Lyons Goody*
EIF Management, LLC
Three Charles River Place
63 Kendrick Street
Needham, MA 02494
(781) 292-7014
agoody@eif.com

Mark C. Williams*
Heather L. Feingold*
Bingham McCutchen LLP
2020 K Street NW
Washington DC 20006
Phone: (202) 373-6181
mark.williams@bingham.com

Charles R. McCall*
CEO and General Manager
Astoria Energy II LLC
17-10 Steinway Street
Administration Building, 2nd Floor
Astoria, NY 11105
CMccall@AstoriaEnergy.com

Persons denoted with an asterisk (*) are those designated for service pursuant to Rule 2010.⁸ The NYISO Affiliates request waiver of Rule 203(b)(3)⁹ so that a copy of any communications in the proceedings referenced above may be served on all persons listed above.

II. DESCRIPTION OF THE CHANGE IN STATUS

The only change in status reported by this submission is the consummation of the transaction authorized in the EC13-59 Order on exactly the terms set forth in that order, resulting in both BNY and the other NYISO Affiliates becoming affiliated with each other, and no NYISO Affiliate capacity becoming uncommitted and all capacity in Zone J remaining committed. As discussed below, the long term commitment of BNY's output (through 2036) and the offtaker's acknowledgment that it controls the BNY Facility¹⁰

(Footnote continued from Previous Page.)

(Commission continues to use a seller's control area (balancing authority area) or the RTO/ISO market, as applicable, as the default relevant geographic market.)

⁸ 18 C.F.R. § 385.2010.

⁹ 18 C.F.R. § 385.203(b)(3).

¹⁰ See *Consolidated Edison Company of New York, Inc., et al.*, Docket Nos. ER10-1982-001, et al., Triennial Market Power Analysis, submitted December 22, 2010, amended Mar. 28, 2011 (accepted by delegated letter order May 27, 2011, Docket No. ER10-1982-001, et al., (Acc. No. 20110527-3031)).

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underscores that the transfer of interests in BNY will impart to EIF Management, LLC no uncommitted capacity in any region, market or BAA, and therefore does not raise any horizontal market power issues. The NYISO Affiliates remain fully eligible for MBR authority.

BNY has previously been a Category 1 seller but, as a result of the consummation of the transaction authorized in the EC13-59 Order, BNY will now be affiliated with more than 500 MW of total generating capacity in the Northeast region (as defined by the Commission under Order No. 697). BNY will file triennial indicative screen analyses in accordance with the schedule set forth in Appendix D of Order No. 697 for Category 2 Sellers in the Northeast. BNY remains a Category 1 Seller in all other regions. This submission is accompanied by a conforming eTariff amendment.

Transaction

As a result of the Transaction, funds managed by EIF Management, LLC (collectively, "EIF") indirectly acquired 100% of the interests in BNY. As a result EIF, and therefore the NYISO Affiliates are now also affiliated with additional, fully committed capacity in the NYISO BAA, Sub Zone J as discussed *infra*. As discussed below, the effect of the Transaction on each of the NYISO Affiliates is as follows:

- BNY: All electrical output remains fully committed.
- AE II: All electrical output remains fully committed.
- Selkirk: Commitment of electrical output remains unchanged.
- IES: Commitment of electrical output remains unchanged.
- Seneca: Commitment of electrical output remains unchanged.

BNY

This Notice reports no change in status with respect to BNY, apart from the change in BNY's indirect ownership.

BNY is a Delaware limited partnership and is the sole owner and manager of a (maximum nominal) 315 MW qualifying cogeneration facility¹¹ and exempt wholesale generator¹² (the "BNY Facility") located and operating in Kings County, New York, in the NYISO BAA. The BNY Facility is interconnected within Zone J to Consolidated

¹¹ See Docket No. QF95-302 (including the Applicant's last notice of QF Self-Recertification on Dec. 9, 2011); and *Brooklyn Navy Yard Cogeneration Partners, L.P.*, 79 FERC ¶ 62,006 (1997).

¹² *Brooklyn Navy Yard Cogeneration Partners, L.P.*, 107 FERC ¶ 62,298 (2004) ("BNY EWG Order").

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Edison of New York, Inc. (“ConEd”) to which it sells approximately 98 percent of its generation output pursuant to a long-term contract. Consistent with ConEd’s filings with the Commission (cited herein), ConEd controls BNY’s electrical output. Approximately 1.5 percent is sold to Brooklyn Navy Yard Development Corporation (“BNYDC”), a New York City governmental entity that manages the former Brooklyn Navy Yard as an industrial park, for resale to BNYDC’s industrial park tenants pursuant to a long-existing energy sales agreement and up to 0.5 percent or less may be sold to Tyche Power Marketing LLC for resale to BNYDC for BNYDC’s own use. The BNY Facility provides the majority of its steam output to ConEd for distribution to New York City steam service customers, and also provides a portion of its thermal energy under a contract with New York City in exchange for the right to take wastewater effluent produced at the Red Hook Water Pollution Control Plant. As a result of these contractual commitments, BNY does not have any available uncommitted capacity. All of these offtake commitments are continuing in force pursuant to their terms after consummation of the Transaction.

Prior to the consummation of the Transaction, BNY was 100 percent owned by Mission Energy New York, Inc. (“Mission Energy NY”) through its 50 percent direct interest in BNY and a 50 percent indirect interest held through BNY Holdings Acquisition Corp. (“BNY Holdings”). Tyche Power Partners LLC (“Tyche”) held 100 percent of the interests in Mission Energy NY. As a result of the consummation of the Transaction, BNY is now 100 percent controlled and owned by EIF, as described below.

BNY Category 2 Seller Status in Northeast Region

Prior to consummation of the Transaction, BNY qualified for Category 1 Seller status in all regions as it owned or controlled less than 500 MW of generation in all regions including the Northeast Region.¹³ The Commission’s regulations define Category 1 Sellers as wholesale power marketers and wholesale power producers that meet each of the following criteria: (1) own or control 500 MW or less of generation in aggregate per region; (2) do not own, operate, or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; (3) are not affiliated with anyone that owns, operates, or controls transmission facilities in the same region as the seller’s generation assets; (4) are not affiliated with a franchised public utility in the same region as the seller’s generation assets; and (5) do not raise other vertical market power issues.¹⁴ Market-based rate sellers that do not qualify as Category 1 Sellers are defined as Category 2 Sellers.¹⁵ Category 2 Sellers are required to

¹³ See *Brooklyn Navy Yard Cogeneration Partners, L.P.*, Notice of Non-Material Change in Status, Docket Nos. ER10-3193-001, et al., submitted Dec. 20, 2012.

¹⁴ See 18 C.F.R. § 35.36(a)(2).

¹⁵ See 18 C.F.R. § 35.36(a)(3).

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submit updated market analyses every three years pursuant to the Commission's regional schedule.

In all other regions, BNY continues to meet the criteria for Category 1 Seller designation. BNY does not own or control generation in any region outside of the Northeast region and therefore owns or controls less than 500 MW of generation in aggregate in each of the regions outside of the Northeast region. BNY does not own, operate, or control transmission facilities other than limited equipment necessary to connect its individual generating facility to the transmission grid. BNY is not affiliated with any entity that owns, operates, or controls transmission facilities in the same region as BNY's generation asset, is not affiliated with a franchised public utility in the same region as BNY's generation asset, and does not raise other vertical market power issues. Therefore, in all regions except the Northeast Region, BNY continues to qualify for Category 1 Seller status as defined in 18 C.F.R. § 35.36(a) of the Commission's regulations

A revised eTariff reflecting the new Category 2 Status designation for the Northeast Region is being submitted with this Notice. Following consultations with Commission Staff, the eTariff also reflects corrections and updates to conform to the Commission's pro forma MBR eTariff text.

AE II

This Notice reports no material change in status with respect to AE II.

AE II is the 100% owner of the Astoria II project, which is located exclusively within and interconnected into the NYISO's New York City submarket (Zone J). AE II is an exempt wholesale generator¹⁶ and is adjacent to the Astoria Energy LLC project, which was formerly affiliated with EIF.¹⁷ AE II was organized solely for the purpose of developing, owning, and operating an approximately 550 MW generating facility located in the New York City submarket (Zone J). The Commission has granted AE II authorization to make wholesale sales of energy, capacity, and ancillary services at market-based rates.¹⁸ The output of the Astoria II project remains fully committed to the New York Power Authority ("NYPA") through 2031.

Selkirk

¹⁶ *Astoria Energy II, LLC*, Notice of Self-Certification, Docket No. EG09-42-000 (May 15, 2009).

¹⁷ EIF has disposed of the interests in the Astoria Energy LLC ("Astoria I") project that were described in the EC10-17 filing (including all of EIF's voting rights), and EIF now holds only certain residuary economic rights equivalent to substantially below ten percent of the interests in Astoria I, with no remaining voting rights. *See*, Application of Astoria Energy LLC, et al., Docket No. EC10-17-000 (Nov. 4, 2009) at pp. 2, 9; *Astoria Energy LLC*, 129 FERC ¶ 62,166 (letter order accepting ruling Nov. 30, 2009).

¹⁸ *Astoria Energy II LLC*, Letter Order, Docket Nos. ER10-3319-000 (Jan. 10, 2011).

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This Notice reports no material change in status with respect to Selkirk.

Selkirk is the owner of a 357.6 MW electric generation facility located in Selkirk, New York (“Selkirk Facility”). The Selkirk Facility is interconnected to the transmission facilities owned by Niagara Mohawk (“NiMo”) and operated by the NYISO. The Selkirk Facility is a qualifying facility (“QF”) under PURPA.¹⁹ The Commission has authorized Selkirk to sell energy, capacity, and ancillary services at market-based rates.²⁰ Selkirk sells a portion of the electrical output from the Selkirk Facility to ConEd. Selkirk sells the remainder of the facility’s net output into the wholesale market at market-based rates. Selkirk is a limited partnership comprised of five partners holding preferred percentage interests as described fully in Selkirk’s triennial filing submitted in Docket No. ER10-2964-001 on June 29, 2011. Selkirk is indirectly owned by EIF Calypso, LLC, (“EIF Calypso”), Atlantic Power Corporation (“Atlantic”), Osaka Gas Energy America Corporation (“Osaka Gas”), Robert C. McNair and family (“McNair”), and Cogen Technologies Limited Partners Joint Venture (“Cogen Technologies”).²¹ Only EIF Calypso and McNair have management rights in Selkirk. Atlantic holds a 13.5523% indirect interest in Selkirk and EIF Calypso holds a 4.66% indirect interest in Selkirk, including management rights.

IES

This Notice reports no material change in status with respect to IES.

IES is a limited liability company under the laws of the State of Delaware with a principal place of business in Oakfield, New York. IES does not directly own electric generation or transmission assets or facilities or any input to the production of electricity. Other than as described below, IES has no other “energy subsidiaries” or “energy affiliates” (as referred to under 18 C.F.R. § 33.2). IES is primarily engaged in the business of scheduling the energy of indirectly owned and affiliated QFs into the NYISO energy markets and facilitating the sale of unforced capacity (“UCAP”) of a subset of the same QFs. In addition, IES purchases and resells the energy associated with the IES

¹⁹ See Notices of Self-recertification filed in Docket No. QF89-274.

²⁰ See *Selkirk Cogen Partners, L.P.*, Docket No. ER06-759-000 (May 12, 2006) (unpublished letter order).

²¹ Aside from the Selkirk Facility, none of McNair, Cogen Technologies, or any of their affiliates owns or controls any generating capacity located in the relevant markets or any inputs (including vertical inputs) to electric power production as defined in § 35.36 of the Commission’s regulations which could be used to prevent competitors from entering the relevant markets. In addition, none of McNair, Cogen Technologies, or any of their affiliates owns or controls any electric transmission facilities in the United States.

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O&M Projects²² to Seneca. On December 23, 2010, the Commission granted IES MBR authorization.²³

IES owns all of the outstanding equity interests in the following entities, each of which owns an electric generating facility (collectively, the “IES Projects”): (1) Innovative/Colonie, LLC (“Colonie,” a 4.8 MW landfill gas electric generating facility in Cohoes, NY);²⁴ (2) Innovative/DANC, LLC (“DANC,” a 4.8 MW landfill gas electric generating facility in Rodman, NY);²⁵ and (3) Innovative/Fulton, LLC (“Fulton,” a 3.2 MW landfill gas electric generating facility in Johnstown, NY), and the Seneca projects described below.²⁶ Each of the Colonie, DANC and Fulton projects is interconnected to transmission facilities owned by NiMo and operated by the NYISO. IES also owns 100% of the outstanding equity interests in Seneca; Model City Energy, LLC; and Modern Innovative Energy, LLC, which are discussed below.

Modern Innovative Energy, LLC (“MIE”) owns a 6.4 MW landfill gas electric generating facility located in Youngstown, New York (the “MIP Project”) and Model City Energy, LLC (“MCE”) owns a 5.6 MW landfill gas electric generating facility also located in Youngstown, New York (the “Model City Project”). Both the MIP Project and the Model City Project are self-certified QFs under PURPA²⁷ and each is interconnected to transmission facilities owned by NiMo and operated by the NYISO.

Seneca

²² IES provides O&M and related services to three non-affiliated electric facilities: (1) Hyland, a 4.8 MW landfill gas electric generating facility in the Town of Angelica, NY; (2) Clinton County, a 6.4 MW landfill gas electric generating facility in the Town of Schuyler Falls, NY; and (3) Chautauqua, a 6.4 MW landfill gas electric facility in the Town of Ellery, NY (together, the “O&M Projects”). In addition to providing O&M services, IES schedules the delivery of the energy output of each of the IES O&M Projects. IES also provides O&M services to a project named Coventry, an 8 MW landfill gas electric generating facility located in Coventry, Vermont. IES has no ownership interest in the Coventry project, and provides no other services to Coventry.

²³ *Innovative Energy Systems, LLC, et. al.*, Docket Nos. ER11-2041-000 and ER11-2042-000, delegated letter order, issued Dec. 23, 2010 (including the application referenced therein, the “*ER11-2041 Order*”). The Commission accepted Innovative and Seneca’s refund report by delegated letter order on Feb. 4, 2011.

²⁴ See Notice of Self-Certification of Qualifying Small Power Production Facility, FERC Docket No. QF05-155-002, submitted Oct. 24, 2008, supplemented Dec. 8, 2010.

²⁵ See Notice of Self-Certification of Qualifying Small Power Production Facility, FERC Docket No. QF08-698, submitted Oct. 24, 2008, supplemented Dec. 8, 2010.

²⁶ See Notice of Self-Certification of Qualifying Small Power Production Facility, FERC Docket No. QF08-699, submitted Oct. 24, 2008, supplemented Dec. 8, 2010.

²⁷ See QF05-126-001, Notice of Self-Certification of Qualifying Small Power Production Facility, submitted Oct. 17, 2008, supplemented Dec. 8, 2010 and QF01-122-002, Notice of Self-Certification of Qualifying Small Power Production Facility, submitted Oct. 20, 2008, supplemented Dec. 8, 2010.

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This Notice reports no material change in status with respect to Seneca.

Seneca is a limited liability company under the laws of the State of New York with a principal place of business in Oakfield, New York. Seneca directly owns two electric generating facilities (collectively, the “Seneca Projects”): (1) the Seneca Falls Project (17.6 MW landfill gas electric generating facility in Seneca Falls, NY),²⁸ and (2) the Ontario County Project (11.2 MW landfill gas electric generating facility in Stanley, NY).²⁹ Each of the Seneca Projects is interconnected to transmission facilities owned by New York State Electric & Gas Corporation (“NYSEG”) and operated by the NYISO. Seneca is primarily engaged in the business of selling energy of directly-owned and affiliated QF projects in the ISO-NE energy markets. Seneca also resells the energy from the O&M Projects that it purchases from IES.³⁰ On December 23, 2010, the Commission granted Seneca MBR authorization.³¹

IES, Seneca and their affiliates do not in any case own, operate or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; are not affiliated with anyone that owns, operates or controls transmission facilities in the same region as the IES and Seneca generation assets; are not affiliated with any franchised public utility (in any region); and do not raise other vertical market power issues.

EIF

EIF is a limited liability company under the laws of Delaware that is owned and controlled solely by a group of natural persons. EIF has its principal places of business in Needham, Massachusetts; New York, New York and Mill Valley, California. EIF is not itself a public utility. EIF is a “holding company” solely with respect to EWGs and QFs. All of the QFs and EWGs located in the NYISO BAA in which EIF held interests prior to the Transaction were fully described in the triennial filings submitted for the Northeast Region in June 2011.³²

²⁸ Notice of Self-Certification of Qualifying Small Power Production Facility, FERC Docket Nos. QF05-163 (Dec. 8, 2010).

²⁹ Notice of Self-Certification of Qualifying Small Power Production Facility, FERC Docket No. QF03-133-001 (Feb. 6, 2013).

³⁰ Seneca also directly owns a 6 kW rooftop photovoltaic facility located in Western Massachusetts. The electric energy from this facility is used to supply the host site at no cost to the host. While no power sales take place (either at wholesale or retail), Seneca earns revenue from the sale of renewable energy credits that are produced by the photovoltaic facility.

³¹ See *ER11-2041 Order*.

³² See *Black River Generation, LLC, et al.*, Docket No. ER10-3139-001, et al., Triennial Compliance Filing Under Order No. 697 Including Limited Request For Privileged Treatment, submitted June 29, 2011 (Accession Number: 20110629-5174) and *Astoria Energy LLC, et al.*,

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EIF BNY, LLC (“EIF BNY”) is a special purpose entity that was formed for the purpose of acquiring BNY. EIF BNY is not itself a public utility. Prior to the Transaction, EIF BNY owned no Commission-jurisdictional assets and was not a holding company. As authorized by the EC13-59 Order, EIF BNY acquired 100 percent ownership control of BNY and BNY’s jurisdictional facilities.

None of EIF nor any of its affiliates owns a 10% or greater voting interest in, operates, or controls electric transmission facilities, other than limited facilities used solely for the interconnection of generating facilities to the transmission grid.³³ EIF holds various passive, non-voting, non-managing interests in one U.S. natural gas entity located entirely outside the NYISO BAA. In no case do any such interests cause EIF, BNY or any NYISO Affiliate to be affiliates of this entity, due to the passive nature of this investment. This entity is not subject to the Commission’s horizontal screen analysis, and

(Footnote continued from Previous Page.)

Docket No. ER10-2253-003, et al., Triennial Compliance Filing Under Order No. 697, Submitted June 29, 2011 (Accession Number: 20110629-5063). *See also Berkshire Power Company, LLC*, Docket No. ER10-2480-001, Updated Market Power Analysis Under Order No. 697 and Request for Confidential Treatment, Submitted June 30, 2011 (Accession Number: 20110630-5289); *Chambers Cogeneration, Limited Partnership, et al.*, Docket No. ER10-2959-001, et. al., Updated Market Power Analysis for the Northeast Region, Submitted June 30, 2011 (Accession Number: 20110630-5257); and *RC Cape May Holdings, LLC*, Docket No. ER10-3099-001, Updated Market Power Analysis, Submitted June 30, 2011 (Accession Number: 20110630-5157).

³³ From time to time, EIF may extend purely passive investment capital to independent electric transmission companies that are public utilities. EIF is a passive investor in Hudson Transmission Partners, LLC (“HTP”), a proposed transmission entity that is not yet operational, and does not yet have any physical transmission facility, any transmission tariff, or render any transmission service. This investment, which is entirely predicated on passive status, is described as follows: “EIF . . . will have only passive ownership interests in HTP, which will not involve the exercise of voting interests but for the rights to certain consultation, consent and veto rights essential to the preservation of the Passive Investors’ (as herein defined) investments, consistent with the Commission’s determinations in *AES Creative Resources, L.P.*, 129 FERC ¶ 61,239 (2009). In particular, the Passive Investors will not engage in negotiating the rates for or allocations of any transmission rights hereunder with any of HTP’s counterparties.” Petition of Hudson Transmission Partners, LLC, Docket No. ER11-3017-000 (Acc. No. 20110304-5199) at n

7. The Commission accepted HTP’s petition by order dated April 29, 2011 (135 FERC ¶ 61,104). For all relevant purposes, EIF will have no greater rights with respect to HTP than EIF had with respect to its former investment in Neptune Regional Transmission System, LLC, which the Commission determined to be passive (*See Neptune Regional Transmission System, LLC, et al.*, 111 FERC ¶ 61,306 (2005)). HTP’s transmission facilities will be exclusively under the operational control of PJM, and not of any EIF affiliate. Both the FERC and the New York State Public Service Commission have accepted HTP’s proposal to place HTP’s facilities, when constructed, and its capacity, under PJM’s exclusive control. *See* Docket No. ER11-3017-001, unpub. letter order (Nov. 15, 2012); *Hudson Transmission Partners*, Case No. 08-T-0034 (N.Y.P.S.C. Sept. 17, 2012).

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is not controlled by EIF (as term is used under Order No. 697 at PP 176, 1032-33), but is disclosed here out of an abundance of caution.

EIF holds an economic interest of approximately 83.5% in MoGas Pipeline, LLC (formerly known as Missouri Interstate Gas, LLC; Missouri Gas Company, LLC, and Missouri Pipeline Company, LLC) (now, "MoGas"). MoGas is the certificate-holder in Docket Nos. CP06-407, et al.,³⁴ by virtue of its acceptance of the certificate on April 23, 2007; MoGas converted from three separate companies (two state-jurisdictional, one subject to Commission jurisdiction) into a single, Commission-regulated entity, pursuant to the certificate granted in the CP06-407 proceeding. MoGas is subject to and all of its gas transportation and related activities under the Natural Gas Act are governed by its Commission-filed tariff. EIF does not control the management of MoGas, and does not administer MoGas' regulated activities or other business affairs;³⁵ MoGas is operated and controlled by an unaffiliated managing investor.³⁶ Even if MoGas were not so controlled, MoGas' rendering of open access gas transmission service under a Commission-filed tariff results in there being no market power issues arising out of EIF's MoGas investment.³⁷

None of EIF, BNY or any of the NYISO Affiliates is a holding company of any electric utility (as that term is defined under section 3 of the FPA) or any public utility which has a franchised retail service territory, has any captive customers (as that term is defined under Order No. 697), or which is engaged in the state-regulated sale of electricity at retail. None of EIF, BNY or any of the NYISO Affiliates is a holding company of any electric utility or any public utility that owns, operates, or controls electric transmission rights or electric transmission facilities (other than limited facilities used solely for the interconnection of generating facilities to the grid). None of EIF, BNY or any of the NYISO Affiliates owns or controls any essential inputs to electric generation³⁸ which could be used to prevent competitors from entering the NYISO BAA, Sub Zone J or any other BAA in the United States.

³⁴ See Mo. Interstate Gas, LLC, et al., 119 FERC ¶ 67,074 (2007); order on reh'g, 122 FERC ¶ 61,136 (2008); order on compliance, 123 FERC ¶ 61,131 (2008).

³⁵ See Revisions to Exhs. C and D, Docket No. CP06-407, et al., FERC Doc. Acc. No. 20070222-5074 (filed Feb. 22, 2007).

³⁶ See Docket Nos. CP06-407 et al., Acc. No. 20070222-5074.

³⁷ Enron Power Mktg., Inc., 65 FERC ¶ 61,035 at p. 62,405 (1993), order on clarification and reh'g, 66 FERC ¶ 61,244 (1994).

³⁸ Pursuant to section 35.36 of the Commission's regulations, essential inputs to generation include intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, sites for generation capacity development, or sources of coal supplies and the transportation of coal supplies.

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III. THE TRANSACTION DOES NOT AFFECT THE FINDINGS UPON WHICH THE COMMISSION GRANTED MARKET-BASED RATE AUTHORITY TO THE NYISO AFFILIATES

The Transaction does not affect the findings upon which the Commission relied in granting the NYISO Affiliates MBR authority. None of the NYISO Affiliates possess or control or are affiliated with any uncommitted capacity in the relevant New York City submarket (Zone J). Additionally, no NYISO Affiliate capacity is becoming uncommitted as a result of the Transaction.

Following consummation of the Transaction, BNY's electrical output remains 100 percent committed on a long-term basis, and the NYISO Affiliates remain unaffiliated with any uncommitted generation capacity in the relevant market, the New York City submarket (Zone J).

With respect to horizontal market power:

1. In the New York City submarket (Zone J), as a result of the Transaction, the NYISO Affiliates remain affiliated with zero MW of uncommitted capacity in the relevant market.
2. There is no change to the *de minimis* amount of uncommitted capacity of the NYISO Affiliates' capacity, which is uncommitted in the NYISO BAA.³⁹ Prior to the Transaction, the NYISO Affiliates were affiliated with 948.4 MW⁴⁰ of generation through EIF. The Commission held in the EC13-59 Order that the minimal amount of EIF generation that would be owned in the NYISO (none of which is in Zone J) after the Transaction is low and will result in no accretion of market power. Most of EIF's NYISO facilities remain fully or near-fully committed to unaffiliated off-takers under

³⁹ As indicated in the June 2011 triennial filing by AE II in ER10-3319, and the June 2011 joint triennial filing to which Selkirk was party, filed in ER10-3139 et al.: Selkirk sells substantially all of its electrical output to NiMo and ConEd and sells the remainder of the net output into the ISO wholesale market at market-based rates.

⁴⁰ See generally, Astoria Energy II, et al. triennial market power submission and ER10-3319-004 Order. This statistic reflects seasonal net capacity. However, even if maximum nameplate capacity were to be used, the result would be the same. In AE II's 2011 triennial MBR renewal proceeding, AE II relied on nameplate statistics. Within the NYISO, EIF is currently affiliated with (and BNY is now affiliated with) AE II's capacity of 550 MW, the combined IES and Seneca nameplate capacity of 52.848 MW, and the Selkirk nameplate capacity of 393.99 MW, all expressed as nameplate. The **total uncommitted capacity** with which EIF was affiliated pre-Transaction and remains affiliated **remains unchanged, and remains zero in the relevant market.**

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long term contracts.⁴¹ Additionally, the BNY Facility is fully committed. The Commission previously has found no adverse effect on competition when the output, including the capacity, of a generating facility is fully committed under a long-term agreement.⁴²

3. After consummation of the Transaction, EIF remains unaffiliated with no uncommitted generation capacity in Zone J and with no additional uncommitted generation capacity in the NYISO. EIF has little uncommitted capacity in the NYISO region, no uncommitted capacity in Zone J and, due to the long-term agreements for sales of power that BNY has in place, the Transaction resulted in EIF's acquisition of no uncommitted capacity.⁴³

4. In the EC13-59 Order, the Commission concluded that the Transaction raises no market power concerns and found that it is consistent with the public interest. Because the NYISO Affiliates only became indirectly affiliated with a *de minimis* amount of additional generation in the relevant BAAs (and no uncommitted capacity in any market), such new affiliation raises no horizontal market power concerns.

With respect to vertical market power, none of BNY, the NYISO Affiliates, EIF, nor any of their affiliates, owns or controls electric transmission (other than local generator interconnection) or distribution facilities, nor do they own or control natural gas transportation, natural gas storage or distribution facilities, sites for generation, capacity development, or sources of coal supplies, and the transportation of coal supplies in the relevant BAAs. Accordingly, BNY, EIF and the NYISO Affiliates continue to lack vertical market power.

⁴¹ See *Astoria Energy LLC, et al.*, Docket No. ER10-2253-003, et al., Triennial Compliance Filing Under Order No. 697, Submitted June 29, 2011.

⁴² *Nevada Sun-Peak Limited Partnership, et al.*, 97 FERC ¶ 62,017 (2001); *American Ref-Fuel Company of Essex County, et al.*, 94 FERC ¶ 62,113 (2001). See also *Morgan Stanley Capital Group, Inc.*, 69 FERC ¶ 61,175 at 61,692 (1994), *order on reh 'g*, 72 FERC ¶ 61,082 (1995), citing to *Enron Power Marketing Inc.*, 65 FERC ¶ 61,305 (1993) (committed power does not confer generation market power upon an applicant for market-based rate authority). Indeed, the indicative screens adopted by the Commission to assess generation market power only analyze a seller's uncommitted capacity. See *AEP*, 107 FERC ¶ 61,018 at P 71 ("[w]e will adopt an uncommitted pivotal supplier analysis that will evaluate the potential of an applicant (including its affiliates) to exercise market power based on the control area market's annual peak demand. We will also adopt an uncommitted market share analysis that will seasonally evaluate the market share of the uncommitted capacity of an applicant and its affiliates"); *id.* at PP 95 and 100; see also *Colorado Highlands Wind, LLC*, Docket No. ER12-1821-002 (unpub. letter order August 14, 2012).

⁴³ See *infra*, footnote 7.

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Additionally, pursuant to Order No. 697, *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, FERC Stats. and Regs., Regs. Preambles ¶ 31,252 (2007),⁴⁴ BNY, EIF and the NYISO Affiliates advise the Commission that they (and their affiliates) have not erected barriers to entry into the relevant markets and will not erect barriers to entry into the relevant markets.

In these circumstances, no market power statistical study is required of BNY and the NYISO Affiliates.⁴⁵ In all relevant markets, BNY and the NYISO Affiliates continue to clearly pass both screens, since there has been no change to their uncommitted capacity.

For the purposes of Order No. 697-C, the NYISO Affiliates and BNY advise that they do not own or control any sites for generation capacity development.

BNY and the NYISO Affiliates are submitting an updated Exhibit B with this Notice. Additionally, following consultations with Commission Staff, BNY is submitting a revised eTariff reflecting its new Category 2 Seller Status in the Northeast and updating the tariff's terms and conditions; the eTariff is being submitted under Code 70 pursuant to Staff discussions. BNY remains a Category 1 Seller in all other regions as discussed *supra*.

⁴⁴ *Order on Rehearing and Clarification*, Order No. 697-A, 123 FERC ¶ 61,055 (2008).

⁴⁵ See, Order No. 697-A at paras. 17, 19, 32 (horizontal screens only study relative uncommitted capacity of seller and affiliates).

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IV. CONCLUSION

The Commission should accept BNY and the NYISO Affiliates' change in status filing and accept BNY's revised eTariff and conclude that this change in status does not affect the findings upon which the Commission relied in granting BNY and the NYISO Affiliates MBR authority.

Respectfully submitted,

_____/s/_____

Mark C. Williams
Heather L. Feingold

cc: All parties on official service lists (18 C.F.R. § 385.2010)

Enc: EIF Appendix B
BNY eTariff

EIF Management, LLC - Appendix B-1 - Market-Based Rate Authority and Assets

<i>Filing Entity and Its Energy Affiliates</i>	<i>Docket # where MBR authority was granted</i>	<i>Generation Name</i>	<i>Owned By</i>	<i>Controlled By</i>	<i>Date Control Transferred</i>	<i>Location - Balancing Area Authority</i>	<i>Location - Geographic Region (App. D)</i>	<i>In-service Date</i>	<i>Nameplate and/or Seasonal Rating (MW)¹</i>
Brooklyn Navy Yard Cogeneration Partners, L.P.	ER10-3193	Brooklyn Navy Yard Project	Brooklyn Navy Yard Cogeneration Partners, L.P.	Consolidated Edison of New York, Inc.	3/4/2013	NYISO	Northeast	11/1996	315
Astoria Energy II LLC	ER10-3319	Astoria II	Astoria Energy II LLC	NYPA	NA	NYISO	Northeast	5/2011	550
Seneca Energy II, LLC	ER11-2042	Seneca Falls Project	Seneca Energy II, LLC	Seneca Energy II, LLC	2011	NYISO	Northeast	1995	17.6
Seneca Energy II, LLC	ER11-2042	Ontario County Project	Seneca Energy II, LLC	Seneca Energy II, LLC	2011	NYISO	Northeast	2003	11.2
Innovative Energy Systems, LLC	ER11-2041	NA	EIF-Enpower Renewable Energy Systems LLC	EIF-Enpower Renewable Energy Systems LLC	2011	NA	NA	NA	NA
Innovative/Colonie, LLC	NA	Colonie Project	Innovative/Colonie, LLC	Innovative/Colonie, LLC	2011	NYISO	Northeast	2006	4.8
Innovative/DANC, LLC	NA	DANC Project	Innovative/DANC, LLC	Innovative/DANC, LLC	2011	NYISO	Northeast	2008	4.8
Innovative/Fulton, LLC	NA	Fulton County Project	Innovative/Fulton, LLC	Innovative/Fulton, LLC	2011	NYISO	Northeast	2010	3.2
Model City Energy, LLC	NA	Model City Project	Model City Energy, LLC	Model City Energy, LLC	2011	NYISO	Northeast	2001	5.6
Modern Innovative Energy, LLC	NA	Modern Innovative Project	Modern Innovative Energy, LLC	Modern Innovative Energy, LLC	2011	NYISO	Northeast	2006	6.4
Selkirk Cogen Partners, L.P.	ER06-759	Selkirk Cogen Partners	Selkirk Cogen Partners, L.P.	Selkirk Cogen Partners, L.P.	NA	NYISO	Northeast	101 MW in-service 3/1/1992, 292.99 MW in-service 9/1/1994	393.99
Kleen Energy Systems, LLC	ER10-308	Kleen Energy Systems, LLC	Kleen Energy Systems, LLC	CL&P / Constellation	NA	ISO-NE	Northeast	NA	620
Berkshire Power Company, LLC	ER99-3502	Berkshire Power Plant	Berkshire Power Company, LLC	Hess Corporation	1/1/2013	ISO-NE	Northeast	7/1/2000	272
Chambers Cogeneration, Limited Partnership	ER06-758	Carney's Point	Chambers Cogeneration, Limited Partnership	Chambers Cogeneration, Limited Partnership	NA	PJM	Northeast	3/1/1994	285
Edgecombe Genco, LLC	ER06-635	Edgecombe Genco	Edgecombe Genco, LLC	Edgecombe Genco, LLC	NA	PJM	Northeast	8/1/1990	135

EIF Management, LLC - Appendix B-1 - Market-Based Rate Authority and Assets

<i>Filing Entity and Its Energy Affiliates</i>	<i>Docket # where MBR authority was granted</i>	<i>Generation Name</i>	<i>Owned By</i>	<i>Controlled By</i>	<i>Date Control Transferred</i>	<i>Location - Balancing Area Authority</i>	<i>Location - Geographic Region (App. D)</i>	<i>In-service Date</i>	<i>Nameplate and/or Seasonal Rating (MW)¹</i>
Schoolfield Hydroelectric Facility	NA	Schoolfield Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	PJM	Northeast	1.5 MW in-service 10/1/1990, 1.5 MW in-service 11/1/1990, 1.5 MW in-service 12/1/1990	4.55
Logan Generating Company, L.P.	ER94-306, ER95-471, ER95-1007	Logan Generating	Keystone Urban Renewal Limited Partnership	Logan Generating Company, L.P.	NA	PJM	Northeast	10/1/1994	242.3
I-95 Municipal Landfill	NA	I-95 Municipal Landfill	LES Project Holdings, LLC	LES Project Holdings, LLC	NA	PJM	Northeast	3.2 MW in-service 1/1/1992, 3.2 MW in-	6.4
Morgantown Energy	NA	Morgantown Energy	Morgantown Energy Associates	Monon. Power	NA	PJM	Northeast	4/1/1992	68.91
Ocean County (MRPC)	NA	Ocean County (MRPC)	MRPC Holdings, LLC	MRPC Holdings, LLC	NA	PJM	Northeast	1/1/1997	4.8
Northampton Generating	ER12-281	Northampton Generating	Northampton Generating Company, L.P.	Northampton Generating Company, L.P.	NA	PJM	Northeast	6/1/1995	114.1
Ocean Energy Corp (OEC)	NA	Ocean Energy Corp (OEC)	Ocean Energy Holdings, LLC	Ocean Energy Holdings, LLC	NA	PJM	Northeast	1/1/2007	9.6

EIF Management, LLC - Appendix B-1 - Market-Based Rate Authority and Assets

<i>Filing Entity and Its Energy Affiliates</i>	<i>Docket # where MBR authority was granted</i>	<i>Generation Name</i>	<i>Owned By</i>	<i>Controlled By</i>	<i>Date Control Transferred</i>	<i>Location - Balancing Area Authority</i>	<i>Location - Geographic Region (App. D)</i>	<i>In-service Date</i>	<i>Nameplate and/or Seasonal Rating (MW)¹</i>
B.L. England Generating Station	ER07-30	B.L. England Generating Station	RC Cape May Holdings, LLC / EIF BL England, LLC	RC Cape May Holdings, LLC	NA	PJM	Northeast	136 MW in-service 10/1/1962, 163.2 MW in-service 11/1/1964, 176.4 MW in-service	475.6
Scrubgrass Generating	NA	Scrubgrass Generating	Scrubgrass Generating Company, L.P.	Scrubgrass Generating Company, L.P.	NA	PJM	Northeast	1/1/1993	94.7
Spruance Genco	ER06-634	Spruance Genco	Spruance Genco, LLC	Spruance Genco, LLC	NA	PJM	Northeast	135 MW in-service 5/1992, 135 MW in-service 8/1992	270
Allegheny Hydro	NA	Allegheny Hydro No. 8	Allegheny Hydro, LLC	NYS Electric & Gas	12/12	PJM	Northeast	1935	13
Allegheny Hydro	NA	Allegheny Hydro No. 9	Allegheny Hydro, LLC	NYS Electric & Gas	12/12	PJM	Northeast	1935	17
Dixon Hydroelectric Facility	NA	Dixon Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	PJM	Northeast	6/1/1925	3.2
Adrian Landfill	NA	Adrian Landfill	Adrian Energy Associates, LLC	Adrian Energy Associates, LLC	NA	MECS (Consumers Energy)	Central	12/1/1994	2.4
Ada Hydroelectric Facility	NA	Ada Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	MECS (Consumers Energy)	Central	1/1/1984	1.4
Cascade Hydroelectric Facility	NA	Cascade Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	MECS (Consumers Energy)	Central	1/1/1987	1.6

EIF Management, LLC - Appendix B-1 - Market-Based Rate Authority and Assets

<i>Filing Entity and Its Energy Affiliates</i>	<i>Docket # where MBR authority was granted</i>	<i>Generation Name</i>	<i>Owned By</i>	<i>Controlled By</i>	<i>Date Control Transferred</i>	<i>Location - Balancing Area Authority</i>	<i>Location - Geographic Region (App. D)</i>	<i>In-service Date</i>	<i>Nameplate and/or Seasonal Rating (MW)¹</i>
Fallasburg Hydroelectric Facility	NA	Fallasburg Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	MECS (Consumers Energy)	Central	8/11/1983	0.9
Morrow Hydroelectric Facility	NA	Morrow Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	MECS (Consumers Energy)	Central	1/1/1986	0.92
French Landing Hydroelectric Facility	NA	French Landing Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	MISO (DTE)	Central	12/1/1988	1.8
City of Ann Arbor Landfill	NA	City of Ann Arbor Landfill	LES Project Holdings, LLC	LES Project Holdings, LLC	NA	MISO (DTE)	Central	1/1/1998	0.8
Riverview Energy Systems I	NA	Riverview Energy Systems I	Riverview Energy Systems, A Michigan General Partnership	Riverview Energy Systems, A Michigan General Partnership	NA	MISO (DTE)	Central	1/1/1988	6.9
Riverview Energy Systems III	NA	Riverview Energy Systems III	Riverview Energy Systems, A Michigan General Partnership	Riverview Energy Systems, A Michigan General Partnership	NA	MISO (DTE)	Central	11/1/1995	2.4
Carleton Farms Landfill	NA	Carleton Farms Landfill	Sumpter Energy Associates, LP	Sumpter Energy Associates, LP	NA	MISO (DTE)	Central	1/1/1998	11.2
City Sand Landfill	NA	City Sand Landfill	Sumpter Energy Associates, LP	Sumpter Energy Associates, LP	NA	MISO (DTE)	Central	7/1/1992	1.6
Pine Tree Acres Landfill	NA	Pine Tree Acres Landfill	Sumpter Energy Associates, LP	Sumpter Energy Associates, LP	NA	MISO (DTE)	Central	5/1/1998	8.8
Northbrook Wisc. LLC	NA	Niagara-Little Quinnesec	Northbrook Wisc. LLC	Northbrook Wisc. LLC	NA	MISO (ATC-WE)	Central	1937 (Lic.)	9.4
Cottage Grove Cogeneration	NA	Cottage Grove Cogeneration	LSP-Cottage Grove, L.P.	LSP-Cottage Grove, L.P.	NA	Northern States Power	Central	1/1/1998	283.5
Whitewater Cogeneration	NA	Whitewater Cogeneration	LSP-Whitewater Limited Partnership	LSP-Whitewater Limited Partnership	NA	Wisconsin Electric Power Company	Central	8/1/1997	259.2
Rathdrum Power	ER99-3320	Rathdrum Power	Rathdrum Power, LLC	Rathdrum Power, LLC	NA	Avista	Northwest	9/12/2001	290
Salt Lake Valley Landfill	NA	Salt Lake Valley Landfill	Salt Lake Energy Systems, LLC	Salt Lake Energy Systems, LLC	NA	PacifiCorp East	Northwest	8/16/2006	3.2
Sugarloaf Hydroelectric Facility	NA	Sugarloaf Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	Public Service Company of Colorado	Northwest	11/1/1985	2.5
Plains End	ER01-2741	Plains End	Plains End, LLC	Plains End, LLC	NA	Public Service Company of Colorado	Northwest	5/30/2002	115
Plains End II	ER07-34	Plains End II	Plains End II, LLC	Plains End II, LLC	NA	Public Service Company of Colorado	Northwest	12/31/2008	118
Timberline Energy, LLC	NA	Erie	Timberline Energy, LLC	XCel	NA	Public Service Company of Colorado	Northwest	Est. 2011	3.2

EIF Management, LLC - Appendix B-1 - Market-Based Rate Authority and Assets

Filing Entity and Its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location - Balancing Area Authority	Location - Geographic Region (App. D)	In-service Date	Nameplate and/or Seasonal Rating (MW)¹
Boyd's Mill Hydroelectric Facility	NA	Boyd's Mill Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	Duke	Southeast	3/1/1909	1.5
Holidays Bridge Hydroelectric Facility	NA	Holidays Bridge Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	Duke	Southeast	3 MW in-service 1/1/1906, 1 MW in-service 1/1/1924	4
Saluda Hydroelectric Facility	NA	Saluda Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	Duke	Southeast	10/1/1905	2.4
Turner Shoals Hydroelectric	NA	Turner Shoals Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	Duke	Southeast	1/1/1925	5.5
City of Winston-Salem Landfill	NA	City of Winston-Salem Landfill	Salem Energy Systems, LLC	Salem Energy Systems, LLC	NA	Duke	Southeast	4/1/1998	4.8
Plum Point	ER08-451	Plum Point	Plum Point Energy Associates, LLC	Plum Point Offtakers	NA	Entergy	Southeast	2010	665
Plum Point Services	ER10-505	Plum Point Services	Plum Point Services Company, LLC	Plum Point Services Company, LLC	NA	Entergy	Southeast	2010	0 (Marketer)
Brevard Landfill	NA	Brevard Landfill	Brevard Energy, LLC	Brevard Energy, LLC	NA	Florida Power & Light	Southeast	4/1/2008	9.6
Seminole Landfill	NA	Seminole Landfill	Seminole Energy, LLC	Seminole Energy, LLC	NA	Florida Power & Light	Southeast	11/1/2008	6.4
Trail Ridge Landfill	NA	Trail Ridge Landfill	Trail Ridge Energy, LLC	Trail Ridge Energy, LLC	NA	Florida Power & Light	Southeast	10/1/2008	9.6
Indiantown Cogeneration	NA	Indiantown Cogeneration	Indiantown Cogeneration, L.P.	Indiantown Cogeneration, L.P.	NA	Florida Power & Light	Southeast	12/1/1995	395.4
Timberline Energy LLC	NA	Hernando	Timberline Energy LLC	Seminole Elec. Coop	NA	Florida Power & Light	Southeast	6/2008	1.600
Burney Forest Project	NA	Burney Forest Project	Burney Forest Products, A Joint Venture	PG&E	NA	CAISO	Southwest	1988	31
Panoche Energy Center LLC	ER09-1020	Panoche Energy Center	Panoche	Panoche	NA	CAISO	Southwest	4/9/2010	400
Kanaka Hydroelectric Facility	NA	Kanaka Hydroelectric Facility	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	CAISO	Southwest	2/13/1989	1.2
Kekawaka Hydroelectric Facility	NA	Kekawaka Hydroelectric	EIF Northbrook II, LLC	EIF Northbrook II, LLC	NA	CAISO	Southwest	12/27/1989	4.95
Haypress Projects	NA	Lower and Middle Haypress	EIF Haypress, LLC	EIF Haypress, LLC	NA	CAISO	Southwest	6/7/1905	8.9
Kiefer Landfill II	NA	Kiefer Landfill II	Kiefer Landfill Generating II, LLC	Kiefer Landfill Generating II, LLC	NA	CAISO	Southwest	3/30/2006	6.1

EIF Management, LLC - Appendix B-1 - Market-Based Rate Authority and Assets

**EIF Management, LLC - Appendix B-2 -
Electric Transmission Assets and/or or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location: Balancing Authority Area	Location: Geographic Region (per Appendix D)	Size	Notes
MoGas Pipeline LLC	MoGas	16% sole managing interest held by unaffiliated entities; EIF holds 84% passive, non-controlling interest	Unaffiliated entities	NA	NA	Central	Pipeline system extending from Illinois border into Missouri	See, Docket No. CP06-407

BROOKLYN NAVY YARD COGENERATION PARTNERS, L.P.
RATE SCHEDULE FERC NO. 3

1) Availability

Brooklyn Navy Yard Cogeneration Partners, L.P. ("Seller") makes electric energy, capacity, and ancillary services available under this tariff to any purchaser, except as prohibited below.

2) Rates

All sales shall be made at rates established by agreement between the purchaser and Seller.

3) Seller Category

Seller is a Category 2 seller in the Northeast Region and a Category 1 seller in all other regions, as defined in 18 CFR 35.36(a).

4) Compliance with Commission Regulations

Seller shall comply with the provisions of 18 CFR Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning seller's market-based rate authority, including orders in which the Commission authorizes seller to engage in affiliate sales under this tariff or otherwise restricts or limits the seller's market-based rate authority. Failure to comply with the applicable provisions of 18 CFR Part 35, Subpart H, and with any orders of the Commission concerning seller's market-based rate authority, will constitute a violation of this tariff.

5) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15.; and received blanket approval under Part 34. *Brooklyn Navy Yard Cogeneration Partners, L.P.*, ER97-886-000 (1997).

6) Ancillary Services

PJM: Seller offers regulation and frequency response service, energy imbalance service, and operating reserve service (which includes spinning, 10-minute, and 30-minute reserves) for sale into the market administered by PJM Interconnection, L.L.C. ("PJM") and, where the PJM Open Access Transmission Tariff permits, the self-supply of these services to purchasers for a bilateral sale that is used to satisfy the ancillary services requirements of the PJM Office of Interconnection.

New York: Seller offers regulation and frequency response service, and operating reserve service (which include 10-minute non-synchronous, 30-minute operating reserves, 10-minute spinning reserves, and 10-minute non-spinning reserves) for sale to purchasers in the market administered by the New York Independent System Operator, Inc.

New England: Seller offers regulation and frequency response service (automatic generator control), operating reserve service (which includes 10-minute spinning reserve, 10-minute non-

spinning reserve, and 30-minute operating reserve service) to purchasers within the markets administered by the ISO New England, Inc.

California: Seller offers regulation service, spinning reserve service, and non-spinning reserve service to the California Independent System Operator Corporation ("CAISO") and to others that are self-supplying ancillary services to the CAISO.

MISO: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midwest Independent Transmission System Operator, Inc. (MISO) and to others that are self-supplying ancillary services to MISO.

Third-party ancillary services: Seller offers Regulation Service, Energy Imbalance Service, Spinning Reserves, and Supplemental Reserves. Sales will not include the following: (1) sales to an RTO or an ISO, i.e., where that entity has no ability to self-supply ancillary services but instead depends on third parties; (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier; and (3) sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers.

BROOKLYN NAVY YARD COGENERATION PARTNERS, L.P.
RATE SCHEDULE FERC NO. 3

1) Availability

Brooklyn Navy Yard Cogeneration Partners, L.P. ("Seller") makes electric energy, capacity, and ancillary services available under this tariff to any purchaser, except as prohibited below.

2) Rates

All sales shall be made at rates established by agreement between the purchaser and Seller.

3) Seller Category

Seller is a Category 2 seller in the Northeast Region and a Category 1 seller in all other regions, as defined in 18 CFR 35.36(a).

4) Compliance with Commission Regulations

Seller shall comply with the provisions of 18 CFR Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning seller's market-based rate authority, including orders in which the Commission authorizes seller to engage in affiliate sales under this tariff or otherwise restricts or limits the seller's market-based rate authority. Failure to comply with the applicable provisions of 18 CFR Part 35, Subpart H, and with any orders of the Commission concerning seller's market-based rate authority, will constitute a violation of this tariff.

5) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15.; and received blanket approval under Part 34. *Brooklyn Navy Yard Cogeneration Partners, L.P.*, ER97-886-000 (1997).

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FERC rendition of the electronically filed tariff records in Docket No. ER10-03193-002

Filing Data:

CID: C002034

Filing Title: FERC MBR Tariff

Company Filing Identifier: 59

Type of Filing Code: 70

Associated Filing Identifier: 4

Tariff Title: Brooklyn Navy Yard Cogeneration Partners, L.P. Rate Schedule FERC No. 3

Tariff ID: 5

Payment Confirmation: N

Suspension Motion:

Tariff Record Data:

Record Content Description, Tariff Record Title, Record Version Number, Option Code:

Market-Based Rate Tariff, Rate Schedule FERC No. 3, 2.0.0, A

Record Narrative Name:

Tariff Record ID: 5

Tariff Record Collation Value: 1000000 Tariff Record Parent Identifier: 0

Proposed Date: 2013-04-03

Priority Order: 500

Record Change Type: CHANGE

Record Content Type: 1

Associated Filing Identifier:

宋体BROOKLYN NAVY YARD COGENERATION PARTNERS, L.P.
RATE SCHEDULE FERC NO. 3

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