

Public Application
Exhibit I Contains Confidential Information Under 18 C.F.R. § 33.9

UNITED STATES OF AMERICA
Before The
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC)

Docket No. EC13-____-____

**APPLICATION FOR AUTHORIZATION FOR DISPOSITION OF
JURISDICTIONAL FACILITIES AND REQUEST FOR EXPEDITED ORDER
AND PRIVILEGED TREATMENT OF EXHIBIT I**

I. INTRODUCTION

Pursuant to section 203(a)(1)(A) of the Federal Power Act (“FPA”)¹ and Part 33 of the Federal Energy Regulatory Commission’s (the “Commission”) regulations,² CPV Shore, LLC (“CPV Shore” or the “Applicant”) hereby requests prior authorization for the indirect disposition of jurisdictional facilities that will result from the acquisition of 50% of the indirect equity interests in CPV Shore by a special-purpose entity (“Purchaser”)³ to be established as a wholly-owned and controlled direct or indirect subsidiary of ArcLight Energy Partners Fund V, L.P. (“Fund V”) (the “Proposed Transaction”). CPV Shore is currently indirectly wholly-owned by Competitive Power Ventures Holdings, LLC (“CPV”). As a result of the Proposed Transaction, Purchaser will hold 50% of the indirect Class A equity interests in CPV Shore, with CPV (and another investor subject to

¹ 16 U.S.C. § 824b(a)(1)(A) (2006).

² 18 C.F.R. Part 33 (2012).

³ Purchaser is not a public utility under the FPA or a holding company under FPA Section 203(a)(2). Therefore, Purchaser requires no authorization under FPA Section 203(a)(2).

a separate Commission authorization pursuant to FPA Section 203) retaining the remaining equity in CPV Shore.⁴

As demonstrated herein, there are no substantive issues raised by the Proposed Transaction, and the Commission should find that this application satisfies the requirements of 18 C.F.R. § 2.26 and expeditiously grant authorization without the imposition of any non-standard conditions. Following the Proposed Transaction, there will be only *de minimis* overlap in the generating capacity owned and/or controlled by Purchaser and its affiliates and CPV and its affiliates in the relevant market. Accordingly, the Application does not raise any market power concerns. In addition, the Proposed Transaction will have no adverse effect on rates or regulation, and will not result in cross-subsidization.⁵

This Application seeks Commission approval under FPA Section 203(a)(1)(A) for the disposition of jurisdictional facilities by a public utility of a value in excess of \$10 million. The jurisdictional facilities of CPV Shore are: (1) market-based rate schedule on file with the Commission and related books and records, (2) interconnection agreement, (3) power sales contract, and (4) limited generation-side interconnection facilities necessary to connect the generator's facilities to the transmission system.

Pursuant to Section 203(a)(4), the Commission must approve a transaction if the Commission finds that it (i) is consistent with the public interest (*i.e.*, no adverse effect on competition, rates or regulation) and (ii) will not result in the cross-subsidization of a

⁴ To the extent that CPV Shore is to receive additional equity capitalization from an additional investor, CPV Shore will request separate Commission authorization pursuant to FPA Section 203 for the transfer of a 10% or greater interest to another investor. Any such separate FPA Section 203 application will not be conditioned on the authorization requested herein. Likewise, this Application is not conditioned on obtaining Commission authorization for any separate FPA Section 203 application. This Application and any separate FPA Section 203 application should be reviewed on an independent basis.

⁵ See 18 C.F.R. § 2.26.

non-utility associate company or a pledge or encumbrance of utility assets for the benefit of an associate company or if the transaction will result in any of the foregoing, the Commission determines that it is consistent with the public interest. As demonstrated in this Application, the Proposed Transaction is consistent with the public interest and it does not raise any cross-subsidization concerns.

Applicant intends to close the Proposed Transaction as soon as possible after obtaining Commission authorization. Applicant submits that expedited consideration of this Application is warranted under the Commission's regulations to the extent that the Application is not contested, because the Proposed Transaction does not involve a merger of any traditional utility with a franchised service territory or captive customers, is consistent with Commission precedent, and does not require an Appendix A analysis.⁶ Therefore, Applicant respectfully requests a 21-day comment period and Commission action on this Application no later than 10 business days following the completion of the Federal Register notice and comment period.⁷

For the reasons set forth in this Application, Applicant requests privileged treatment under 18 C.F.R. § 33.9 for the "Term Sheet for Subscription Agreement" ("Term Sheet" in Exhibit I), which sets forth the material terms pursuant to which the Proposed Transaction will be effectuated. Applicant respectfully requests that the Commission Staff advise them of any proposed release of Exhibit I to any person external to the Commission before such release is undertaken. Filing counsel certifies that, to the

⁶ See 18 C.F.R. § 33.11(b).

⁷ *Transactions Subject to FPA Section 203*, Order No. 669, 71 Fed. Reg. 1348, 1371 (Jan. 6, 2006), FERC Stats. & Regs. Preambles 2001 - 2005 ¶ 31,200 at P 194 (2005), 113 FERC ¶ 61,315 at P 194 (2005), *order on reh'g*, Order No. 669-A, 71 Fed. Reg. 28,422, 28,441 (May 16, 2006), III FERC Stats. & Regs., Regs. Preambles 31,214 at P 155 (2006), 115 FERC ¶ 61,097 at P 155 (2006) (establishing a 21-day notice period for section 203 applications that do not require a detailed Appendix A competitive analysis and do not raise cross-subsidization concerns).

best of his knowledge, the final agreements will reflect the terms and conditions contained in the submitted Term Sheet in all material respects. Furthermore, Applicant will provide notice of any changes in the Proposed Transaction from the terms and conditions contained in the Term Sheet and commits to request new authorization under Section 203 of the FPA to the extent that such changed terms and conditions materially impact and require additional consideration of the Proposed Transaction.

The Applicant also requests that, for the reasons set forth herein, the Commission grant limited waivers of certain of its Part 33 filing requirements because such information is not necessary or relevant to the Commission's evaluation of the Proposed Transaction under Section 203 of the FPA.

II. COMMUNICATIONS

Communications regarding this Application should be directed to:

Mark C. Williams *
Heather L. Feingold *
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, D.C. 20006
(202) 373 6181 (tel.)
mark.williams@bingham.com
heather.feingold@bingham.com

Robert W. Burke, Jr., Esq.*
General Counsel and Secretary
Competitive Power Ventures, Inc.
8403 Colesville Road
Suite 915
Silver Spring, Maryland 20910

* Persons to receive communications for the Applicant. Applicant requests waiver of any rule of practice limiting the number of persons named for service, so as to assure that any Staff inquiries, notices, or other communications can receive the most prompt attention possible.

III. THE PROPOSED TRANSACTION

B. The Parties to the Transaction

1. Competitive Power Ventures Holdings, LLC

CPV Shore, as more fully described below, is an indirect wholly-owned subsidiary of CPV. CPV, through its subsidiaries, develops, owns, and manages natural gas-fired and renewable generation facilities throughout North America. Warburg Pincus Private Equity IX, L.P. and Warburg Pincus Equity Partners Liquidating Trust (collectively “Warburg”) have a collective ownership interest of 95.2% of the voting shares in CPV. Individuals beneficially hold all of the remaining outstanding ownership interests in CPV, but none owns 10% or more of the voting shares in CPV.

Except as noted below, CPV and its affiliates do not own or control electric generation, transmission or distribution assets or gas transportation facilities in the relevant market. CPV is not a “holding company” (as defined under 18 C.F.R. § 366.1) or an “affiliate” (as defined under either 18 C.F.R. § 33.1 or § 366.1) of any franchised retail electric utility, nor of any public utility (as defined under the FPA) except for Applicant and the affiliates fully disclosed on the attached Appendix B. Aside from CPV Shore, CPV has only one affiliate in the relevant market, CPV Maryland, LLC (“CPV Maryland”), which is described *infra*, and is in no way involved in the Proposed Transaction.

2. CPV Shore, LLC

CPV Shore, presently a wholly owned indirect subsidiary of CPV, is a Delaware limited liability company that is developing and will construct, own and operate a 725 MW (nameplate) combined-cycle electric generating facility (“CPV Shore Facility”) that will be interconnected to transmission facilities owned by Jersey Central Power & Light Company (“JCP&L”) and operated by PJM Interconnection, L.L.C. (“PJM”). CPV Shore also will construct and own limited interconnection facilities required to deliver CPV

Shore's wholesale power from the CPV Shore Facility to PJM. On February 1, 2013, in Docket No. ER13-342-001, FERC granted CPV Shore authority to make wholesale sales of electric energy, capacity, and certain ancillary electric services at market-based rates ("MBR Authority"), effective January 10, 2013.⁸ On March 4, 2013, in Docket No. EG13-17-000, CPV Shore filed a Notice of Self-Certification of Exempt Wholesale Generator ("EWG") status with FERC.

CPV Shore participated in PJM's 2012 forward capacity auction (Reliability Pricing Model or "RPM") and cleared 661 MW of capacity for delivery in the 2015/2016 delivery year; in PJM's 2013 auction, CPV Shore cleared its capacity for delivery in the 2016/17 delivery year. CPV Shore also participated in a New Jersey solicitation conducted in accordance with the requirements of the New Jersey Long-Term Capacity Pilot Program⁹ and was selected, along with two other (unaffiliated) entities, to enter into Standard Offer Capacity Agreements ("SOCAs") with four Electric Distribution Companies ("EDCs," none of which is an affiliate of CPV) with a term of fifteen years. CPV Shore will make payments to the EDCs when the market clearing price for capacity and energy in the PJM markets exceed thresholds set forth in the SOCA and will receive payments from the EDCs when such clearing prices are below the contract thresholds.

CPV's affiliate, CPV Maryland, is a Delaware limited liability company, in which CPV holds a 50% indirect ownership interest, that is developing and will construct, own and operate a 725 MW (nameplate) combined-cycle electric generating facility to be located in Charles County, Maryland (the "CPV Maryland Facility") that will be interconnected to transmission facilities owned by Potomac Electric Power Company

⁸ See *CPV Shore, LLC, et al.*, 142 FERC ¶ 61,081 (2013).

⁹ See S. No. 2381, 214th Leg. (N.J. 2011).

(“PEPCO”) and operated by PJM. CPV Maryland also will construct and own limited interconnection facilities required to deliver CPV Maryland’s wholesale power sales from the CPV Maryland Facility to PJM. On February 1, 2013, in Docket No. ER13-343-001, FERC granted CPV Maryland MBR Authority, effective January 10, 2013.¹⁰ On April 28, 2008, in Docket No. EG08-67-000, CPV Maryland, filed a Notice of Self-Certification of EWG status with FERC.¹¹

While CPV Maryland is not in any way involved in the Proposed Transaction, Applicant discloses the foregoing information because, like Applicant, CPV Maryland is located and is to be interconnected within PJM.

3. Purchaser

Purchaser will be a newly-formed special-purpose direct or indirect subsidiary of Fund V. Fund V is a private equity investment fund with a focus on the independent power sector. Fund V is managed by ArcLight Capital Partners, LLC (“ArcLight Capital”). ArcLight Capital also manages and controls ArcLight Energy Partners Fund I, L.P., ArcLight Energy Partners Fund II, L.P., ArcLight Energy Partners Fund III, L.P., ArcLight Energy Partners Fund IV, L.P., and ArcLight Liquid Energy Opportunities Fund, L.P. (collectively with ArcLight Fund V, the “ArcLight Funds”), each of which also is a private equity investment fund with a focus on the independent power sector.¹²

The ArcLight Funds are affiliated with ArcLight Energy Marketing, LLC (“AEM”), a marketer of electric power and natural gas. The Commission has authorized

¹⁰ See *CPV Shore, LLC, et al.*, 142 FERC ¶ 61,081 (2013)

¹¹ Docket No. EG08-67-000, Notice of Effectiveness of EWG status, issued Jul. 31, 2008.

¹² None of the ArcLight Funds are proposed or are required to be a co-applicant to this Application. However, Applicant is nonetheless providing the required information concerning the ArcLight Funds, because the fact that none of the ArcLight Funds is a jurisdictional applicant under Section 203(a)(2) does not modify the disclosures required in this Application. See *Oncor Elec. Delivery Co., et al.*, 120 FERC ¶ 61,215 at para. 22, fn. 23 (2007).

AEM to sell energy, capacity, and ancillary services at market-based rates.¹³ AEM does not own or control any electric generation, transmission, or distribution facilities.

In the PJM balancing authority area (BAA), the ArcLight Funds are affiliated with Panther Creek Power Operating, LLC (“Panther Creek”), the lessee and jurisdictional operator of a 94 MW (nameplate) qualifying facility (“QF”)¹⁴ located in Nesquehoning, Pennsylvania.¹⁵ The Panther Creek facility is interconnected to the transmission system owned by Metropolitan Edison Company and operated by PJM. The Commission has authorized Panther Creek to sell energy, capacity, and ancillary services at market-based rates.¹⁶

In the PJM BAA, the ArcLight Funds are also affiliated with Scrubgrass Generating Company, L.P. (“Scrubgrass”). Scrubgrass owns and operates an approximately 94.7 MW (nameplate) small power production facility located in Kennerdell, Pennsylvania. The Scrubgrass facility is interconnected to the transmission system owned by Penelec and operated by PJM. The Scrubgrass facility is a QF under PURPA.¹⁷ Scrubgrass currently sells the facility’s energy and capacity to Penelec under a long-term power purchase agreement that was in effect as of March 17, 2006. The Commission has authorized Scrubgrass to sell energy and capacity at market-based rates.¹⁸

¹³ *ArcLight Energy Mktg., LLC*, Docket No. ER07-1106-000 (July 25, 2007) (unpublished letter order).

¹⁴ See Docket No. QF87-59.

¹⁵ Panther Creek controls the Panther Creek Facility. In addition to its affiliation with Panther Creek, affiliates of the ArcLight Funds also indirectly hold certain beneficial owner participant interests in the Panther Creek Facility.

¹⁶ See *Panther Creek Power Operating, LLC*, Docket No. ER12-2570-000 (Oct. 9, 2012) (unpublished letter order).

¹⁷ See Docket No. QF88-406. Scrubgrass also is an EWG under the Public Utility Holding Company Act of 2005. See *Scrubgrass Generating Co., L.P.*, 84 FERC ¶ 62,028 (1998).

¹⁸ See *Scrubgrass Generating Company, L.P.*, Docket No. ER13-821-000 (Mar. 19, 2013) (unpublished letter order).

The ArcLight Funds are also affiliated with Westwood Generation, LLC (“Westwood”), the owner of a 36 MW (nameplate) generation facility located in Tremont, Pennsylvania in the PJM BAA. Westwood is an EWG¹⁹ with Commission authorization to sell energy, capacity, and ancillary services at market-based rates.²⁰ Westwood also has a rate schedule for reactive supply and voltage control from generation resources on file with the Commission.²¹

The ArcLight Funds are affiliated with certain radial generator lead lines, which are used solely to interconnect individual generating facilities to the grid and are not part of the integrated transmission system. As noted in Exhibit B-2, the Alta Wind Energy Center located in the California Independent System Operator Corporation (“CAISO”) BAA includes six shared generator lead lines (collectively, the “Alta Lines”). The Commission has found that the Alta Lines are limited and discrete transmission facilities under the Commission’s precedent,²² and function as components of generating companies that are exempt wholesale generators. Accordingly, the Commission granted the requests of the owners of the Alta Lines for waiver from the requirement to file an open access transmission tariff (“OATT”) until such time that they receive a valid third party request for transmission service.²³ The owners of the Alta Lines have committed to file an OATT within 60 days of receiving a valid, bona fide request for transmission service from a third party.

¹⁹ See *Cin. Serv.*, 87 FERC ¶ 62,158 (1999).

²⁰ See *WPS Westwood Generation, LLC*, Docket No. ER01-1114 (May 3, 2001) (unpublished letter order); *Rockingham Power, LLC, et al.*, 86 FERC ¶ 61,337 (1999); see also *Westwood Generation, LLC*, Docket No. ER13-618-000 (Feb. 11, 2013) (unpublished letter order accepting Notice of Non-Material Change in Status and Notice of Name Change).

²¹ See *WPS Westwood Generation, LLC*, 103 FERC ¶ 61,298 (2003); see also Notice of Name Change, Docket Nos. ER02-2361-000, *et al.* (filed Dec. 20, 2012).

²² See *Alta Wind I, LLC, et al.*, 134 FERC ¶ 61,109 (2011); *Alta Wind VII, LLC, et al.*, 140 FERC ¶ 61,096 (2012).

²³ See *id.*

In addition to the Alta Lines, the ArcLight Funds are affiliated with the 212-mile 230 kV radial generator lead line (“DV Line”) owned by Terra-Gen Dixie Valley, LLC (“Dixie Valley”). The DV Line currently is used solely to interconnect Dixie Valley’s 60.5 MW QF to the transmission grid owned by Southern California Edison Company and operated by CAISO. Dixie Valley has an OATT on file with the Commission with respect to third party service on the DV Line.²⁴

Aside from the Alta Lines and DV Line, none of the ArcLight Funds or any of their affiliates owns a 10% or greater voting interest in or controls any other electric transmission facilities in the United States, except for the limited equipment necessary to interconnect individual generating facilities to the transmission grid.

None of the ArcLight Funds or any of their affiliates owns or controls any inputs to electric power production, as defined in section 35.36 of the Commission’s regulations,²⁵ in the PJM BAA. The ArcLight Funds are affiliated with entities that own or control inputs to electric power production in other regions of the United States. The list of the ArcLight Funds’ U.S. energy affiliates included in Exhibit B-2 identifies those affiliates of the ArcLight Funds that own or control natural gas intrastate pipelines, distribution facilities, or storage facilities in other markets. Affiliates of the ArcLight Funds also own or control sites for new generation capacity development in markets outside of the PJM BAA and have reported such sites as required by section 35.42(d) of

²⁴ See *Terra-Gen Dixie Valley, LLC, et al.*, 132 FERC ¶ 61,215 (2010); see also *Terra-Gen Dixie Valley, LLC*, 135 FERC ¶ 61,134 (2011).

²⁵ 18 C.F.R. § 35.36.

the Commission's regulations.²⁶ The ArcLight Funds are not affiliated with any public utility with a franchised electric service territory.

IV. REQUEST FOR PRIVILEGED AND CONFIDENTIAL TREATMENT

As noted below, pursuant to 18 C.F.R. § 388.112 (2012), Applicant requests privileged and confidential treatment of Exhibit I, because it contains sensitive commercial and financial information that is privileged or confidential and not publicly available. Should this exhibit become public, it would likely harm the parties in future negotiations for similar transactions and in structuring future investments. A proposed form of protective order that complies with the Commission's model protective order is attached to this Application.

V. THE PROPOSED TRANSACTION

Pursuant to the Proposed Transaction, CPV will cause the issuance of additional indirect membership interests in CPV Shore to be acquired by Purchaser (through an acquisition of interests in an intermediate special-purpose holding company which holds the membership interests in CPV Shore and is engaged in no other business except holding those interests ("CPV Shore Holdings")). Pursuant to the Proposed Transaction, 50% of the Class A interests in CPV Shore Holdings will be acquired by Purchaser and CPV will retain all of the remaining Class A interests not otherwise made the subject of a Commission-authorized disposition, together with CPV's retention of all of the management rights in CPV Shore. As a result, Purchaser will indirectly hold 50% of the interests in CPV Shore, and CPV Shore will become an indirect partially-owned

²⁶ To the extent that affiliates of the ArcLight Funds own or control sites for new generation capacity development that trigger the requirement to file a land acquisition report pursuant to section 35.42(d) of the Commission's regulations, 18 C.F.R. § 35.42(d), such affiliates have submitted the required land acquisition reports to the Commission. *See, e.g.*, the land acquisition report filed by affiliates of the ArcLight Funds on October 28, 2010 in Docket No. LA10-3-000 (accepted for filing on Dec. 10, 2010).

subsidiary of CPV and of Fund V, with CPV retaining day-to-day rights to manage CPV Shore.

The Commission is asked to note that no effective change in control is proposed to be accomplished in the Proposed Transaction; CPV will remain the sole managing entity of Applicant, and all of Applicant's electric generating capacity is committed to be sold into the PJM wholesale markets under Applicant's SOCA. Only the indirect, upstream ownership of Applicant will change.

The details of the Proposed Transaction are set forth in the Term Sheet, a copy of which is attached to this Application as confidential Exhibit I. The Term Sheet reflects the material terms of the Proposed Transaction, and the filing counsel certifies to the Commission that, to the best of his knowledge, information, and belief, the Proposed Transaction will be consummated on terms equivalent to those set forth therein. Applicant will provide notice of any changes in the Proposed Transaction from the terms and conditions contained in the Term Sheet and commits to request new authorization under Section 203 of the FPA to the extent that such changed terms and conditions materially impact and require additional consideration of the Proposed Transaction.

As described below, the Proposed Transaction will have no adverse effect on competition, rates, or regulation, and does not raise any cross-subsidization issues. Accordingly, Applicant requests that the Commission issue an order approving the Proposed Transaction as described herein.

VI. THE PROPOSED TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

In determining whether a transaction proposed in a Section 203 application is consistent with the public interest, the Commission applies a three-part test established in

Order No. 592, the Commission's *Merger Policy Statement*,²⁷ and codified in Section 33.2(g) of the Commission's regulations.²⁸ As explained in Order 642 and the *Merger Policy Statement*, the Commission examines three factors in analyzing whether a proposed transaction is consistent with the public interest: (i) its prospective effect (upon and following consummation) on competition; (ii) its prospective effect (upon and following consummation) on rates; and (iii) its prospective effect (upon and following consummation) on regulation. Additionally, pursuant to Section 203(a)(4) of the FPA and the Commission's implementing rules,²⁹ the Commission must approve a proposed transaction if it finds that, in addition to being in the public interest based on the three factors above, it will not result in the cross-subsidization of a non-utility associate company or a pledge or encumbrance of utility assets for the benefit of an associate company or, if the transaction will result in any of the foregoing, the Commission determines that it is consistent with the public interest.³⁰

As demonstrated below, the Proposed Transaction is consistent with the public interest with respect to each of the three above factors and will not result in any cross-subsidization concerns.

²⁷ *Inquiry Concerning the Commission's Merger Policy Under the Federal Power Act: Policy Statement*, Order No. 592, 61 Fed. Reg. 68595 (Dec. 30, 1996), FERC Stat. & Regs. (Regs. Preambles) ¶ 31,044 (1996), *on reconsideration*, Order No. 592-A, 79 FERC ¶ 61,321 (1997) ("*Merger Policy Statement*").

²⁸ *Revised Filing Requirements Under Part 33 of the Commission's Regulations*, Order No. 642, 65 Fed. Reg. 70983 (Nov. 28, 2000), FERC Stat. & Regs. (Regs. Preambles) ¶ 31,111, at 31,874-75 (2000) (hereafter referred to as "Order 642").

²⁹ See Order No. 669, *on reh'g*, Order No. 669-A, 71 Fed. Reg. 28422 (May 16, 2006) (hereafter referred to as "Order No. 669-A"), *on reh'g*, Order No. 669-B, 71 Fed. Reg. 42579.

³⁰ Section 203(a)(4) states that the term "associate company" has the meaning set forth in PUHCA. Section 1262(2) of PUHCA states that "an 'associate company' of a company means any company in the same holding company system with such company." The Commission defines a "non-utility associate company" as "any associate company in a holding company system other than a public utility or electric utility company that has wholesale or retail customers served under cost-based rate regulation." 18 C.F.R. §33.1(b)(2).

A. No Adverse Effect on Competition

Order No. 642 identifies two types of analyses relevant to determining whether a proposed transaction subject to Commission approval under Section 203 would have adverse effects on competition: horizontal market analysis and vertical market analysis.³¹ However, the Commission does not require the filing of a horizontal or vertical competitive screen analysis as set forth in Appendix A to the *Merger Policy Statement* and Sections 33.3 and 33.4 of the Commission's regulations if the applicant "[a]ffirmatively demonstrates that the merging entities do not currently conduct business in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*."³² While the Proposed Transaction involves an acquisition of upstream interests in generation rather than a merger, the same exception applies.³³

According to Order 697, the relevant market for the proposed Transaction is the PJM BAA.³⁴ As determined by the Commission, Applicant need not consider first-tier markets to the PJM BAA with respect to Applicant's sales made under its MBR Authority (which are Applicant's only electricity sales).³⁵ While Order 697 relates to

³¹ Order No. 642 at 31,872.

³² See 18 C.F.R. § 33(a)(2)(i)

³³ See *Liberty Elec. Power, LLC*, 110 FERC ¶ 62,152 (2005) (approving upstream transfer of jurisdictional facilities without requiring a horizontal competitive screen analysis where parties held only *de minimis* interests in the relevant market(s)); *LenderCo*, 110 FERC ¶ 61,044 (2005) (same); *Athens Generating Co., L.P.*, 103 FERC ¶ 61,290 (2003) (same); *WPS Power Dev., Inc.*, 98 FERC ¶ 62,151 (2002) (same).

³⁴ Applicant is a generator holding Commission market-based rate authority, and following consummation of the Proposed Transaction, will continue to be eligible for market-based rate authority. See *Order No. 697*, Docket No. RM04-7-000, Market-Based Rates for Wholesale Sales of Electric Energy, Capacity, and Ancillary Services By Public Utilities, 119 FERC ¶ 61,295 at PP. 15, 231, and 235 (2007)(Commission continues to use a seller's RTO/ISO market as the default relevant geographic market.) See also *Order 697* n. 217. (Where a generator is interconnecting to a non-affiliate owned or controlled transmission system, there is only one relevant market (*i.e.*, the balancing authority area in which the generator is located.))

³⁵ See *Order No. 697* at n.215 and n.217.

market-based rate analysis, the Commission has historically treated markets in the merger context similarly.

For the reasons set forth below, the Proposed Transaction will result in only a *de minimis* combination of affiliated entities that own or control uncommitted generation capacity in the PJM market. The lack of an adverse effect on competition can be easily demonstrated without the need for full-fledged horizontal or vertical competitive screen analyses. Accordingly, Applicant submits that a market study under Sections 33.3 and 33.4 of the Commission's regulations is not needed under the circumstances and the Applicant requests that the Commission waive, to the extent necessary, any requirement to file such study.

1. The Transaction Does Not Raise Horizontal Market Power Issues

The Section 33.2(a)(2)(i) standard is clearly met with respect to the Proposed Transaction. As noted above, Applicant and its CPV affiliates will own or control 1,450 MW of generation capacity in the PJM BAA upon completion of the CPV Shore and CPV Maryland facilities. Purchaser and its affiliates currently own or control approximately 225 MW in the PJM BAA. Following the Proposed Transaction, Applicant will be affiliated with a total combined capacity of 1,675 MW in the PJM BAA, which represents only 0.9% of the total installed capacity in the PJM BAA.³⁶ Accordingly, the Transaction will not result in any new affiliation or combination of electric generating assets that could have an impact on the competitive situation in the relevant market and therefore will not raise any horizontal market power concerns.

³⁶ As of March 31, 2013, the PJM BAA had a total installed generating capacity of 181,896 MW. *See* 2013 Quarterly State of the Market Report for PJM: January through March at p. 2 (May 16, 2013) available at <http://www.pjm.com/~media/documents/reports/state-of-market/2013/2013q1-som-pjm.ashx>.

2. The Transaction Does Not Raise Vertical Market Power Issues

Neither CPV Shore nor the ArcLight Funds, nor any of their affiliates owns a 10% or greater voting interest in or controls any electric transmission facilities in the United States, except for the Alta Lines, DV Line, and other limited equipment necessary to interconnect individual generating facilities to the transmission grid. The Alta Lines and DV Line are located outside of the relevant PJM market. In addition, the Commission has found that the Alta Lines are limited and discrete transmission facilities and are not integrated transmission facilities.³⁷ The Commission also has granted the requests of the owners of the Alta Lines for a waiver from the requirement to file an OATT until such time that they receive a valid third party request for transmission service. The owners of the Alta Lines have committed to file an OATT within 60 days of receiving a valid bona fide request for transmission service. The DV Line is subject to an OATT on file with the Commission.³⁸ Therefore, CPV Shore's affiliation with the Alta Lines and DV Line does not raise any vertical market power concerns.

As noted above, affiliates of the ArcLight Funds own or control inputs to electric power production in various markets. However, none of these inputs are located in the relevant market. Moreover, affiliation with these inputs does not raise any competitive concerns, because the Commission has adopted a rebuttable presumption that ownership of control of these inputs to electric power production does not allow a seller with market-based rates to erect barriers to entry.³⁹ CPV Shore affirms that CPV Shore and its affiliates have not erected barriers to entry into the relevant market and will not erect barriers to entry into

³⁷ See *supra* note 21.

³⁸ See *supra* note 23.

³⁹ See Order No. 697 at P 1018.

the relevant market. Therefore, the Proposed Transaction does not raise any vertical market power issues.

B. No Adverse Effect on Rates

In assessing the effect that a proposed transaction could have on rates, the Commission's primary concern is "the protection of wholesale ratepayers and transmission customers."⁴⁰ CPV Shore has MBR Authority and, when the facility is completed, will sell power pursuant to negotiated rates under its market-based rate tariff and pursuant to its SOCA. The Proposed Transaction will not affect the rates CPV Shore is authorized to charge under its individual MBR Authority, and the Commission has concluded that market-based rate sales do not raise any concerns about a transaction's possible adverse effect on rates.⁴¹ Moreover, Applicant does not have any transmission rates or transmission customers and the Proposed Transaction does not involve any transmission rates or transmission customers. Accordingly, the Proposed Transaction will have no adverse effect on wholesale ratepayers or transmission customers.

C. No Adverse Effect on Regulation

The Proposed Transaction will not affect the manner or extent to which the Commission, any state, or any other federal agency may regulate CPV Shore. The status of CPV Shore as an EWG with MBR Authority and the extent to which it is subject to the jurisdiction of the Commission (or of any other regulatory agency or officer) will not change as a result of the Proposed Transaction.

⁴⁰ *New England Power Co.*, 82 FERC ¶ 61,179, at 61,659, *on reh'g*, 83 FERC ¶ 61,275 (1998). *See Merger Policy Statement, supra*, at 30,123 (concern is to protect ratepayers from rate increases because of a merger).

⁴¹ In the present context, the Commission's ratepayer protection concerns do not apply to customers charged market-based rates. *See, e.g., NorAm Energy Servs., Inc.*, 80 FERC ¶ 61,120 at 61,382-83 (1997).

D. No Potential for Cross-Subsidization

Section 203(a)(4) of the FPA requires the Commission to determine whether a transaction will “result in cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company and, if so, whether the cross-subsidy, pledge, or encumbrance will be consistent with the public interest.” The Commission has stated that the concern over cross-subsidization is principally a concern over the effect of a proposed transaction on captive ratepayers.⁴² Because neither Applicant nor Purchaser currently is affiliated with a traditional public utility associate company that has captive ratepayers in the United States or that owns or provides transmission service over jurisdictional transmission facilities in the United States, the Proposed Transaction is within the scope of the “safe harbor” for transactions in which “no franchised public utility with captive customers is involved”⁴³ in the transaction and does not raise any issue with respect to cross-subsidization. Further, because neither CPV Shore nor Purchaser is affiliated with any public utility associate company that has captive customers in the United States or that owns or provides transmission service over jurisdictional transmission facilities in the United States, neither CPV Shore nor Purchaser nor any of their affiliates has any existing pledges or encumbrances of public utility assets.

In Order Nos. 669, 669-A, and 669-B, the Commission established a four-part test that applicants must satisfy in order to demonstrate that the proposed transaction will not result in improper cross-subsidization, or the pledge or encumbrance of utility assets of a traditional public utility associate company that has captive customers or that owns or

⁴² Order No. 669 at ¶ 167.

⁴³ *FPA Section 203 Supplemental Policy Statement*, 120 FERC ¶ 61,060 (2007) at P 17.

provides transmission service over jurisdictional transmission facilities. Under this test, the Commission examines whether, at the time of the transaction or in the future, the proposed transaction will result in: (i) any transfer of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company; (ii) any new issuance of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; (iii) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or (iv) any new affiliate contract between a non-utility associate company and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under Sections 205 and 206 of the FPA.⁴⁴ None of these circumstances is present in this case.

Consistent with the requirements of Order Nos. 669-A and 669-B, Applicant includes a verification regarding each of these factors in Exhibit M to this Application, which relates to the time of the Proposed Transaction as well as the future, and is based on facts and circumstances known or reasonably foreseeable to Applicant. Accordingly, the Proposed Transaction does not raise any cross-subsidization concerns.

⁴⁴ *See id.* at P 169 (stating that such verifications may be accepted in lieu of any other explanation with respect to cross-subsidization and encumbrance concerns).

VII. INFORMATION AND EXHIBITS REQUIRED BY SECTION 33.2 OF THE COMMISSION'S REGULATIONS

In compliance with Section 33.2 of the Commission's Regulations, 18 C.F.R. § 33.2, the Applicant submits the following required information:

A. Section 33.2(a): The Exact Name Of Each of The Applicants And Its Principal Business Address

The exact legal name of Applicant and its principal business address is as follows:

CPV Shore, LLC
c/o Competitive Power Ventures, Inc.
8403 Colesville Road
Suite 915
Silver Spring, Maryland 20910

B. Section 33.2(b): The Names And Addresses Of The Persons Authorized To Receive Notices And Communications Regarding The Application, Including Phone And Fax Numbers, And E-Mail Addresses

Mark C. Williams
Heather L. Feingold
BINGHAM McCUTCHEN LLP
2020 K Street, N.W.
Washington, D.C. 20006
mark.williams@bingham.com

Robert W. Burke, Jr., Esq.
Competitive Power Ventures, Inc.
8403 Colesville Road
Suite 915
Silver Spring, Maryland 20910
rburke@cpv.com

C. Section 33.2(c): Description Of The Applicant

1. Section 33.2(c)(1): All business activities of the Applicant, including authorizations by charter or regulatory approval.

See the foregoing text. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit A.

2. Section 33.2(c)(2): A list of Applicant's energy subsidiaries and energy affiliates, percentage ownership interest in such subsidiaries and affiliates, and a description of the primary business in which each energy subsidiary and affiliate is engaged.

See Exhibits B-1 and B-2 hereto. The energy subsidiaries and energy affiliates of CPV are listed in Exhibit B-1 and the energy subsidiaries and energy affiliates of Purchaser are listed in Exhibit B-2. No subsidiary or affiliate listed in Exhibits B-1 or B-2, except CPV Shore, is in any way material to the Proposed Transaction. Applicant requests waiver of any requirement to provide

information which would, in this case, be extraneous to the Commission's analysis under 18 C.F.R. § 2.26 and Part 33. For the reasons set forth herein, Applicant requests a limited waiver of the information requirements of 18 C.F.R. §33.2(c)(2), to the extent waiver may be deemed necessary, to list affiliates in any other format.

3. Section 33.2(c)(3): Organizational charts depicting the Applicant's current and proposed post-transaction corporate structures (including any pending authorized but not implemented changes) indicating all parent companies, energy subsidiaries and energy affiliates of Applicant unless Applicant demonstrates that the proposed transaction does not affect the corporate structure of any party to the transaction.

This application proposes no change to the internal or other organization of any public utility. Applicant respectfully asks that the Commission waive this requirement.

4. Section 33.2(c)(4): A description of all joint ventures, strategic alliances, tolling arrangements or other business arrangements, including transfers of operational control of transmission facilities to Commission-approved Regional Transmission Organizations, both current, and planned to occur within a year from the date of filing, to which Applicant or its respective parent companies, energy subsidiaries, and energy affiliates is a party, unless Applicant demonstrates that the proposed transaction does not affect any of their business interests.

See the foregoing text. The Proposed Transaction involves no jurisdictional business arrangements to which Applicant or any of its affiliates is a party apart from those described in this Application. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit D.

5. Section 33.2(c)(5): The identity of common officers or directors of parties to the proposed transaction.

The Proposed Transaction does not create any new jurisdictional interlocks. There are no common officers or directors among CPV and CPV Shore, on the one hand, and Purchaser and its affiliates, on the other hand. To the extent that any FPA-jurisdictional interlocking appointment is to be made, the appropriate filing under 18 C.F.R. Part 45 will be prepared and served. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit E.

6. Section 33.2(c)(6): A description and location of wholesale power sales customers and unbundled transmission services customers served by the applicant or its parent companies, subsidiaries, affiliates and associate companies.

See the foregoing text. CPV Shore, when constructed, will sell all of its electrical output as described in the text of this application. To the extent deemed necessary, Applicant requests waiver of the requirement to submit this information as a separate Exhibit F.

- D. Section 33.2(d): A Description Of Jurisdictional Facilities Owned, Operated, Or Controlled By Applicant Or Its Parent Companies, Subsidiaries, Affiliates, And Associate Companies.

See the foregoing text. For the reasons set forth herein, the Applicant requests a limited waiver of any requirement of 18 C.F.R. §33.2(d) to separately re-state the information as a separate Exhibit G.

- E. Section 33.2(e): Narrative Description of the Proposed Transaction

This Application describes the Proposed Transaction. To the extent otherwise deemed necessary, Applicant requests waiver of the requirement to re-state and submit this information as a separate Exhibit H.

- F. Section 33.2(f): Contracts Related to the Proposed Transaction

See Confidential Exhibit I hereto. Consistent with Section 388.112 of the Commission's regulations, 18 C.F.R. § 388.112, the Applicant requests privileged, non-public treatment for the agreement contained in Exhibit I of this Application. These documents contain commercially sensitive terms and conditions, the disclosure of which could have a material adverse effect on the parties to those agreements, and adversely affect their ability to negotiate similar transactions in the future. As required by Section 33.9 of the Commission's regulations, 18 C.F.R. § 33.9, the Applicant has included a protective order, which is based on the Commission's model protective order, under which Exhibit I is designated as protected.

The Applicant requests a waiver of any requirement to provide other, purely incidental documents that may be executed in connection with the Proposed Transaction because the Applicant does not believe that such documents would provide the

Commission with information relevant to its public interest evaluation of the Transaction.⁴⁵

The Applicant designates the following person as the individual to be contacted regarding the request for confidential treatment and access to documents subject to the protective order:

Mark C. Williams
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel.: (202) 373-6181
mark.williams@bingham.com

G. Explanatory Statement Demonstrating that the Transaction is Consistent with the Public Interest

This Application contains an explanatory statement that the Transaction is consistent with the public interest. To the extent otherwise deemed necessary, the Applicant requests waiver of the requirement to submit this information as a separate Exhibit J.

H. Section 33.2(h): If The Proposed Transaction Involves Physical Property Of Any Party, Applicant Must Provide A General Or Key Map Showing In Different Colors The Properties Of Each Party To The Transaction.

Because the Proposed Transaction does not involve a merger or the direct disposition of physical facilities, to the extent necessary, Applicant requests a waiver of any requirements to provide a map and an Exhibit K, as such information is not relevant to the Application.

G. Section 33.2(I): If Applicant is Required To Obtain Licenses, Orders, Or Other Approvals From Other Regulatory Bodies In Connection With The Proposed Transaction, Applicant Must Identify The Regulatory Bodies And Indicate The Status Of Other Regulatory Actions, And Provide A Copy Of Each Order Of Those Regulatory Bodies That Relates To The Proposed Transaction.

Applicant is not required to obtain any licenses, orders, or approvals from other federal, state, or local regulatory bodies in connection with the Proposed Transaction. Accordingly, Applicant requests a waiver of the requirement to file Exhibit L.

H. Section 33.2(j): An Explanation, With Appropriate Evidentiary Support For Such Explanation, Of How The Proposed Transaction Will Not Result In Cross-

⁴⁵ The Commission routinely grants such waiver. *See, e.g., EIF Berkshire Holdings, LLC*, 116 FERC ¶ 61,273 (2006).

Subsidization Of A Non-Utility Associate Company Or The Pledge Or
Encumbrance Of Utility Assets For The Benefit Of An Associate Company

See Exhibit M hereto and the text of this Application.

VIII. ACCOUNTING TREATMENT

Applicant is not required by the Commission to maintain its books of account in accordance with the Commission's Uniform System of Accounts ("US of A") in Part 101 of the Commission's regulations. Therefore, Applicant is not required pursuant to 18 C.F.R. §33.5 to present proposed accounting entries to their books or financial statement showing the effects of the Proposed Transaction to the extent there may be any such effects. Consequently, Applicant has no proposed accounting treatment to submit.

IX. VERIFICATION

An authorized representative of each of Applicant and Purchaser has provided the verification required under Section 33.7 of the Commission's Regulations ⁴⁶ in Attachment 1 hereto.

X. LIST OF ATTACHMENTS

In addition to the Exhibits described above, the following Attachments are attached to this Application:

1. Verifications
2. Protective Order

⁴⁶ 18 C.F.R. § 33.7.

XI. CONCLUSION

For the reasons stated herein, Applicant respectfully requests that the Commission approve this Application without modification or condition, subject to the reporting conditions proposed herein, and grant privileged treatment to the Term Sheet in Exhibit I. Applicant respectfully requests that the Commission review this Application expeditiously, provide for a shortened public notice period, and issue an order no later than ten days following the conclusion of the notice period.

Respectfully submitted,

/S/

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

Counsel to CPV and the Applicant

May 31, 2013

Exhibits A, C, D, E, F, G, H, J, K, and L

Applicant has requested a waiver of the requirement to file
Exhibits A, C, D, E, F, G, H, J, K, and L

Exhibit B-1

Energy Subsidiaries and Energy Affiliates of CPV

Exhibit B-2

Energy Subsidiaries and Energy Affiliates of Purchaser

See Separately-housed Public Attachments

EXHIBIT I

CONTRACT[S] RELATED TO THE PROPOSED TRANSACTION

PUBLIC VERSION

**PRIVILEGED INFORMATION REMOVED
PURSUANT TO 18 C.F.R. § 388.112**

EXHIBIT M

STATEMENT REGARDING CROSS-SUBSIDIZATION

As demonstrated in the text of the Application and incorporated by reference into this Exhibit M, the Proposed Transaction raises no issues concerning cross-subsidization.

Each Applicant verifies with respect to itself and its affiliates, based on facts and circumstances known to it or that are reasonably foreseeable as of the date of this Application, that the Proposed Transaction will not result in, at the time of the Transaction or in the future:

(1) any transfers of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company;

(2) any new issuances of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company;

(3) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company;
or

(4) any new affiliate contracts between a non-utility associate company and a traditional public utility associate company that has captive customers or that own or provide transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under Sections 205 and 206 of the Federal Power Act.

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC

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Docket No. EC13-__-__

PROTECTIVE ORDER
(Issued _____, 2013)

1. This Protective Order shall govern the use of all Protected Materials produced by, or on behalf of, any Participant. Notwithstanding any order terminating this proceeding, this Protective Order shall remain in effect until specifically modified or terminated by the Presiding Administrative Law Judge (“Presiding Judge”) or the Federal Energy Regulatory Commission (“Commission”).

2. This Protective Order applies to the following two categories of materials: (A) A Participant may designate as protected those materials which customarily are treated by that Participant as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Participant or its customers to risk of competitive disadvantage or other business injury; and (B) A Participant shall designate as protected those materials which contain critical energy infrastructure information, as defined in 18 C.F.R. § 388.113(c)(1) (“Critical Energy Infrastructure Information”).

3. Definitions -- For purposes of this Order:

(a) The term “Participant” shall mean each captioned Applicant, any person or entity contemplating intervening in this proceeding to whom Protected Materials are provided by the Applicant or its affiliates prior to such intervention, and a Participant as defined in 18 C.F.R. § 385.102(b).

(b) (1) The term “Protected Materials” means (A) materials (including depositions) provided by a Participant as part of any application or other pleading filed with the Commission or in response to discovery requests, and designated by such Participant as protected; (B) any information contained in or obtained from such designated materials; (C) any other materials which are made subject to this Protective Order by the Presiding Judge, by the Commission, by any court or other body having appropriate authority, or by agreement of the Participants; (D) notes of Protected Materials; and (E) copies of Protected Materials. The Participant producing the Protected Materials shall physically mark them on each page as “CONTAINS PRIVILEGED INFORMATION-DO NOT RELEASE” or “PROTECTED MATERIALS” or with words of similar import as long as the term “Protected Materials” is included in that designation to indicate that they are Protected Materials. If the Protected Materials contain Critical Energy Infrastructure Information, the Participant producing such information shall additionally mark on

each page containing such information the words “Contains Critical Energy Infrastructure Information - Do Not Release.”

(2) The term “Notes of Protected Materials” means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses materials described in Paragraphs 3(b)(1) or 5. Notes of Protected Materials are subject to the same restrictions provided in this order for Protected Materials except as specifically provided in this order.

(3) Protected Materials shall not include (A) any information or document contained in the files of the Commission, or any other federal or state agency, or any federal or state court, unless the information or document has been determined to be protected by such agency or court, or (B) information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order, or (C) any information or document labeled as “Non-Internet Public” by a Participant, in accordance with Paragraph 30 of FERC Order No. 630, FERC Stats. & Regs. ¶ 31,140. Protected Materials do include any information or document contained in the files of the Commission that has been designated as Critical Energy Infrastructure Information.

(c) The term “Non-Disclosure Certificate” shall mean the certificate annexed hereto by which Participants who have been granted access to Protected Materials shall certify their understanding that such access to Protected Materials is provided pursuant to the terms and restrictions of this Protective Order, and that such Participants have read the Protective Order and agree to be bound by it. All Non-Disclosure Certificates shall be served on all parties on the official service list maintained by the Secretary in this proceeding.

(d) The term “Reviewing Representative” shall mean a person who has signed a Non-Disclosure Certificate and who is:

- (1) Commission Litigation Staff;
- (2) an attorney who has made an appearance in this proceeding for a Participant;
- (3) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in Paragraph (2);
- (4) an expert or an employee of an expert retained by a Participant for the purpose of advising, preparing for or testifying in this proceeding;
- (5) a person designated as a Reviewing Representative by order of the Presiding Judge or the Commission; or
- (6) employees or other representatives of Participants appearing in this proceeding with significant responsibility for this docket.

4. Protected Materials shall be made available under the terms of this Protective Order only to Participants and only through their Reviewing Representatives as provided in Paragraphs 7-9.

5. Protected Materials shall remain available to Participants until the later of the date that an order terminating this proceeding becomes no longer subject to judicial review, or the date that any other Commission proceeding relating to the Protected Material is concluded and no longer subject to judicial review. If requested to do so in writing after that date, the Participants shall, within fifteen days of such request, return the Protected Materials (excluding Notes of Protected Materials) to the Participant that produced them, or shall destroy the materials, except that copies of filings, official transcripts and exhibits in this proceeding that contain Protected Materials, and Notes of Protected Material may be retained, if they are maintained in accordance with Paragraph 6, below. Within such time period each Participant, if requested to do so, shall also submit to the producing Participant an affidavit stating that, to the best of its knowledge, all Protected Materials and all Notes of Protected Materials have been returned or have been destroyed or will be maintained in accordance with Paragraph 6. To the extent Protected Materials are not returned or destroyed, they shall remain subject to the Protective Order.

6. All Protected Materials shall be maintained by the Participant in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to Paragraphs 8-9. The Secretary shall place any Protected Materials filed with the Commission in a non-public file. By placing such documents in a nonpublic file, the Commission is not making a determination of any claim of privilege. The Commission retains the right to make determinations regarding any claim of privilege and the discretion to release information necessary to carry out its jurisdictional responsibilities. For documents submitted to Commission Litigation Staff ("Staff"), Staff shall follow the notification procedures of 18 C.F.R. § 388.112 before making public any Protected Materials.

7. Protected Materials shall be treated as confidential by each Participant and by the Reviewing Representative in accordance with the certificate executed pursuant to Paragraph 9. Protected Materials shall not be used except as necessary for the conduct of this proceeding, nor shall they be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding. Reviewing Representatives may make copies of Protected Materials, but such copies become Protected Materials. Reviewing Representatives may make notes of Protected Materials, which shall be treated as Notes of Protected Materials if they disclose the contents of Protected Materials.

8. (a) If a Reviewing Representative's scope of employment includes the marketing of energy, the direct supervision of any employee or employees whose duties include the marketing of energy, the provision of consulting services to any person whose duties include the marketing of energy, or the direct supervision of any employee or employees whose duties include the marketing of energy, such Reviewing Representative may not use information contained in any Protected Materials obtained through this proceeding to give any Participant or any competitor of any Participant a commercial advantage.

(b) In the event that a Participant wishes to designate as a Reviewing Representative a person not described in Paragraph 3 (d) above, the Participant shall seek agreement from the Participant providing the Protected Materials. If an agreement is reached that person shall be a Reviewing Representative pursuant to Paragraphs 3(d) above with respect to those materials. If no agreement is reached, the Participant shall submit the disputed designation to the Presiding Judge for resolution.

9. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Protected Materials pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate provided that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Participant asserting confidentiality prior to disclosure of any Protected Material to that Reviewing Representative.

(b) Attorneys qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this order.

10. Any Reviewing Representative may disclose Protected Materials to any other Reviewing Representative as long as the disclosing Reviewing Representative and the receiving Reviewing Representative both have executed a Non-Disclosure Certificate. In the event that any Reviewing Representative to whom the Protected Materials are disclosed ceases to be engaged in these proceedings, or is employed or retained for a position whose occupant is not qualified to be a Reviewing Representative under Paragraph 3(d), access to Protected Materials by that person shall be terminated. Even if no longer engaged in this proceeding, every person who has executed a Non-Disclosure Certificate shall continue to be bound by the provisions of this Protective Order and the certification.

11. Subject to Paragraph 17, the Presiding Administrative Law Judge shall resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Presiding Administrative Law Judge, the parties to the dispute shall use their best efforts to resolve it. Any participant that contests the designation of materials as protected shall notify the party that provided the protected materials by specifying in writing the materials whose designation is contested. This Protective Order shall automatically cease to apply to such materials five (5) business days after the notification is made unless the designator, within said 5-day period, files a motion with the Presiding Administrative Law Judge, with supporting affidavits, demonstrating that the materials should continue to be protected. In any challenge to the designation of materials as protected, the burden of proof shall be on the participant seeking protection. If the Presiding Administrative Law Judge finds that the materials at issue are not entitled to protection, the procedures of Paragraph 17 shall apply. The procedures described above shall not apply to protected materials designated by a Participant as Critical Energy Infrastructure Information. Materials so designated shall remain protected and subject to the provisions of this Protective Order, unless a Participant requests and obtains a determination from the Commission's Critical Energy Infrastructure Information Coordinator that such materials need not remain protected.

12. All copies of all documents reflecting Protected Materials, including the portion of the hearing testimony, exhibits, transcripts, briefs Forward Energy and other documents which refer to Protected Materials, shall be filed and served in sealed envelopes or other appropriate containers endorsed to the effect that they are sealed pursuant to this Protective Order. Such documents shall be marked "PROTECTED MATERIALS" or "CONTAINS PRIVILEGED INFORMATION-DO NOT RELEASE" and shall be filed under seal and served under seal upon the Presiding Judge and all Reviewing Representatives who are on the service list. Such documents containing Critical Energy Infrastructure Information shall be additionally marked

“Contains Critical Energy Infrastructure Information - Do Not Release.” For anything filed under seal, redacted versions or, where an entire document is protected, a letter indicating such, will also be filed with the Commission and served on all parties on the service list and the Presiding Judge. Counsel for the producing Participant shall provide to all Participants who request the same, a list of Reviewing Representatives who are entitled to receive such material. Counsel shall take all reasonable precautions necessary to assure that Protected Materials are not distributed to unauthorized persons.

13. If any Participant desires to include, utilize or refer to any Protected Materials or information derived therefrom in testimony or exhibits during the hearing in these proceedings in such a manner that might require disclosure of such material to persons other than reviewing representatives, such participant shall first notify both counsel for the disclosing participant and the Presiding Judge of such desire, identifying with particularity each of the Protected Materials. Thereafter, use of such Protected Material will be governed by procedures determined by the Presiding Judge.

Nothing in this Protective Order shall be construed as precluding any Participant from objecting to the use of Protected Materials on any legal grounds.

14. Nothing in this Protective Order shall preclude any Participant from requesting the Presiding Judge, the Commission, or any other body having appropriate authority, to find that this Protective Order should not apply to all or any materials previously designated as Protected Materials pursuant to this Protective Order. The Presiding Judge may alter or amend this Protective Order as circumstances warrant at any time during the course of this proceeding.

15. Each party governed by this Protective Order has the right to seek changes in it as appropriate from the Presiding Judge or the Commission.

16. All Protected Materials filed with the Commission, the Presiding Judge, or any other judicial or administrative body, in support of, or as a part of, a motion, other pleading, brief, or other document, shall be filed and served in sealed envelopes or other appropriate containers bearing prominent markings indicating that the contents include Protected Materials subject to this Protective Order. Such documents containing Critical Energy Infrastructure Information shall be additionally marked “Contains Critical Energy Infrastructure Information – Do Not Release.”

17. If the Presiding Judge finds at any time in the course of this proceeding that all or part of the Protected Materials need not be protected, those materials shall, nevertheless, be subject to the protection afforded by this Protective Order for three (3) business days from the date of issuance of the Presiding Judge's decision, and if the Participant seeking protection files an interlocutory appeal or requests that the issue be certified to the Commission, for an additional seven (7) business days. None of the Participants waives its rights to seek additional administrative or judicial remedies after the Presiding Judge's decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of any appeal thereof. The provisions of 18 C.F.R. §§ 388.112 and 388.113 shall apply to any requests for Protected Materials in the files of the Commission under the Freedom of Information Act. (5 U.S.C. § 552).

18. Nothing in this Protective Order shall be deemed to preclude any Participant from independently seeking through discovery in any other administrative or judicial proceeding information or materials produced in this proceeding under this Protective Order.

19. None of the Participants waives the right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Protected Materials.

20. The contents of Protected Materials or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with this Protective Order and shall be used only in connection with this (these) proceeding(s). Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

**UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION**

CPV Shore, LLC

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Docket No. EC13-__ -__

NON-DISCLOSURE CERTIFICATE

I hereby certify my understanding that access to Protected Materials is provided to me pursuant to the terms and restrictions of the Protective Order in this proceeding, that I have been given a copy of and have read the Protective Order, and that I agree to be bound by it. I understand that the contents of the Protected Materials, any notes or other memoranda, or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with that Protective Order. I acknowledge that a violation of this certificate constitutes a violation of an order of the Federal Energy Regulatory Commission.

By: _____
Title: _____
Representing: _____
Date: _____

CPV Shore, LLC
Order No. 697 Appendix B
Market-Based Rate Authority and Generation Assets of Competitive Power Ventures Holding, LLC and Its Affiliates

Filing Entity and its Energy Affiliates	Docket# where MBR authority was granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
CPV Keenan II Renewable Energy Company, LLC	ER10-64	Keenan II Project	CPV Keenan II Renewable Energy Company	CPV Keenan II Renewable Energy Company	N/A	OGE	SPP	Dec. 2010	152 MW (nameplate)
CPV Batesville LLC	ER11-2741	Batesville Project	LSP Energy Limited Partnership	J. Aron & Company (Units 1 and 2 – 558 MW) and South Mississippi Electric Power Association (Unit 3 – 279 MW)	May 18 and 21, 1998	Entergy/TVA	Southeast	Aug. 2000	837 MW (nameplate)

Filing Entity and its Energy Affiliates	Docket# where MBR authority was granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
CPV Sentinel, LLC	ER12-911	Sentinel Project	CPV Sentinel, LLC	CPV Sentinel, LLC	N/A	CAISO	Southwest	May 2013 (expected)	800 MW (nameplate)
CPV Shore, LLC	ER13-342 (pending)	CPV Shore	CPV Shore, LLC	CPV Shore, LLC	N/A	PJM	PJM	2015 (expected)	725 MW (nameplate)
CPV Maryland, LLC	ER13-343 (pending)	CPV Maryland	CPV Maryland, LLC	CPV Maryland, LLC	N/A	PJM	PJM	2015 (expected)	725 MW (nameplate)

CPV Shore, LLC
Order No. 697 Appendix B
Electric Transmission Assets and/or Natural Gas Pipelines and/or Gas Storage Facilities of Affiliates

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
CPV Shore, LLC	Generation tie line used to interconnect the CPV Shore, LLC's generating facility to the PJM-controlled grid.	CPV Shore, LLC	CPV Shore, LLC	N/A	PJM	Northeast	Approx. 3.8 to 4.5 miles of 230 kV line.
CPV Maryland, LLC	Generation interconnection facilities used to interconnection CPV Maryland's generation facility to the PJM-controlled grid.	CPV Maryland, LLC	CPV Maryland, LLC	N/A	PJM	Northeast	230 kV interconnection is immediately adjacent to the site of CPV Maryland's generation facility.
Targa Intrastate Pipeline LLC	Targa Intrastate—an intrastate pipeline that transports natural gas from Targa's Shackelford processing plant to an interconnection with Atmos-Texas. Targa Intrastate also owns an intrastate pipeline that transports natural gas from a third party gathering system in the Chico System in Denton County Texas.	Targa Intrastate Pipeline LLC	Targa Intrastate Pipeline LLC	N/A	N/A	Texas	The intrastate pipeline that transports gas to Shackelford is 41 miles. The intrastate pipeline that transports gas within Chico is a 1.65 mile pipeline.

Targa Louisiana Intrastate LLC	Targa Louisiana—an approximately 60-mile intrastate pipeline system that receives all of the natural gas it transports within or at the boundary of the State of Louisiana. ¹	Targa Louisiana Intrastate LLC	Targa Louisiana Intrastate LLC	N/A	N/A	Southeast	60 miles
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¹ Because all such gas ultimately is consumed within Louisiana, and since the pipeline’s rates and terms of service are subject to regulation by the Office of Conservation of the Louisiana Department of Natural Resources, the pipeline qualifies as a Hinshaw pipeline under Section 1(c) of the Natural Gas Act and thus is exempt from most Federal Energy Regulatory Commission jurisdiction.

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC

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Docket No. EC13-__-__

VERIFICATION

Robert W. Burke, being duly sworn upon oath, states that he is the authorized agent of the captioned applicant and has read the attached document; that he is aware of the contents thereof; and that the statements made therein with respect to those matters relating to CPV Shore, LLC and its affiliates are true and correct to his information and belief, and that he is authorized to verify the attached document pursuant to the foregoing, and does so, in his official and not personal capacity.

By: Robert W. Burke

Name: Robert W. Burke

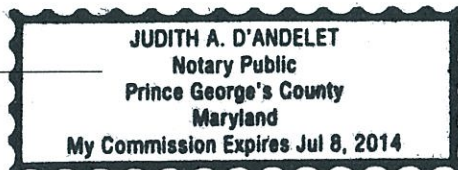
Title: General Counsel and Secretary, CPV Shore, LLC

Subscribed and sworn to before me

This 24th day of May, 2013.

Judith A. D'Ancelet
(Notary Public)

My Commission Expires: _____



**Affiliates of the ArcLight Funds with
Market-Based Rate Authority and Generation Assets¹
(as of May, 2013)**

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
ArcLight Energy Marketing, LLC	ER07-1106	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Zone J Tolling Co., LLC	ER12-1301	N/A	N/A	N/A	N/A	NYISO (including Zone J)	Northeast	N/A	N/A
TGP Energy Management, LLC	ER13-1586 (pending)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Alta Wind I, LLC	ER10-2086	Alta Wind I, LLC	Alta Wind I Owner Lessors A, B, C, and D	Alta Wind I, LLC	N/A ³	CAISO	Southwest	10/2010	150 MW

¹ This chart does not include affiliates operating solely within the Electric Reliability Council of Texas.

² All capacity ratings are nameplate unless otherwise specified.

³ Pursuant to a sale/leaseback transaction on December 31, 2010, Alta Wind I, LLC transferred ownership but not control of its facility to the Alta Wind I Owner Lessors. The Commission has found that the Alta Wind I Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind I, LLC, 133 FERC ¶ 61,240 (2010).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Alta Wind II, LLC	ER10-2513	Alta Wind II, LLC	Alta Wind II Owner Lessors A, B, C, D, and E	Alta Wind II, LLC	N/A ⁴	CAISO	Southwest	11/2010	150 MW
Alta Wind III, LLC	ER10-2514	Alta Wind III, LLC	Alta Wind III Owner Lessor A, B, C, and D	Alta Wind III, LLC	N/A ⁵	CAISO	Southwest	12/2010	150 MW
Alta Wind IV, LLC	ER10-2515	Alta Wind IV, LLC	Alta Wind IV Owner Lessor A, B, C, and D	Alta Wind IV, LLC	N/A ⁶	CAISO	Southwest	3/2011	102 MW

⁴ Pursuant to a sale/leaseback transaction on December 30, 2010, Alta Wind II, LLC transferred ownership but not control of its facility to the Alta Wind II Owner Lessors. The Commission has found that the Alta Wind II Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

⁵ Pursuant to a sale/leaseback transaction on April 13, 2011, Alta Wind III, LLC transferred ownership but not control of its facility to the Alta Wind III Owner Lessors. The Commission has found that the Alta Wind III Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

⁶ Pursuant to a sale/leaseback transaction on May 20, 2011, Alta Wind IV, LLC transferred ownership but not control of its facility to the Alta Wind IV Owner Lessors. The Commission has found that the Alta Wind IV Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Alta Wind V, LLC	ER10-2516	Alta Wind V, LLC	Alta Wind V Owner Lessor A, B, C, and D	Alta Wind V, LLC	N/A ⁷	CAISO	Southwest	3/2011	168 MW
Alta Wind X, LLC	ER13-1150	Alta Wind X, LLC	Alta Wind X, LLC	Alta Wind X, LLC	N/A	CAISO	Southwest	Expected 9/2013	138 MW
Alta Wind XI, LLC	ER13-1151	Alta Wind XI, LLC	Alta Wind XI, LLC	Alta Wind XI, LLC	N/A	CAISO	Southwest	Expected 9/2013	90 MW
Kern Front Limited	ER11-4061	Kern Front Limited	Kern Front Limited	Kern Front Limited	N/A	CAISO	Southwest	5/1989	49.8 MW
High Sierra Limited	ER11-4060	High Sierra Limited	High Sierra Limited	High Sierra Limited	N/A	CAISO	Southwest	3/1999	49.8 MW
Double “C” Limited	ER11-4063	Double “C” Limited	Double “C” Limited	Double “C” Limited	N/A	CAISO	Southwest	3/1989	49.8 MW

⁷ Pursuant to a sale/leaseback transaction on June 13, 2011, Alta Wind V, LLC transferred ownership but not control of its facility to the Alta Wind V Owner Lessors. The Commission has found that the Alta Wind V Owner Lessors are passive investors that do not exercise control or decision-making authority over the leased facility. See Alta Wind Holdings, LLC, 133 FERC ¶ 61,177 (2010).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Badger Creek Limited	ER13-445	Badger Creek Limited	Badger Creek Limited	Badger Creek Limited	N/A	CAISO	Southwest	4/1991	46 MW
Foote Creek II, LLC	ER99-3450	Foote Creek II, LLC	Foote Creek II, LLC	Foote Creek II, LLC	N/A	PACE	Northwest	6/1999	1.8 MW
Foote Creek III, LLC	ER99-2769	Foote Creek III, LLC	Foote Creek III, LLC	Foote Creek III, LLC	N/A	PACE	Northwest	6/1999	24.8 MW
Foote Creek IV, LLC	ER00-2706	Foote Creek IV, LLC	Foote Creek IV, LLC	Foote Creek IV, LLC	N/A	PACE	Northwest	8/2000	16.8 MW
Ridge Crest Wind Partners, LLC	ER01-2760	Ridge Crest Wind Partners, LLC	Ridge Crest Wind Partners, LLC	Ridge Crest Wind Partners, LLC	N/A	Public Service Company of Colorado	Northwest	12/2001	29.7 MW
Chandler Wind Partners, LLC	ER01-390	Chandler Wind Partners, LLC	Chandler Wind Partners, LLC	Chandler Wind Partners, LLC	N/A	MISO	Central	2/1999	2 MW
Michigan Power Limited Partnership	ER09-1364	Michigan Power Limited Partnership	Michigan Power Limited Partnership	Michigan Power Limited Partnership	N/A	MISO	Central	10/1995	154.1 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Sabine Cogen, LP	ER06-744	Sabine Cogen, LP	Sabine Cogen, LP	Sabine Cogen, LP	N/A	EES	Southeast	1/2000	101.4 MW
AL Sandersville LLC	ER02-1024; ER04-1186; ER10-2150	AL Sandersville LLC	AL Sandersville LLC	AL Sandersville LLC	N/A	SOCO	Southeast	6/2002	692 MW
Effingham County Power, LLC	ER01-1418	Effingham County Power, LLC	Effingham County Industrial Authority	Effingham County Power, LLC	12/1/2001	SOCO	Southeast	8/2003	596.6 MW
MPC Generating, LLC	ER02-1238; ER99-2324	MPC Generating, LLC	MPC Generating, LLC	MPC Generating, LLC	N/A	SOCO	Southeast	12/1999	386.1 MW
Walton County Power, LLC	ER03-28; ER01-1310	Walton County Power, LLC	Walton County Power, LLC	Walton County Power, LLC	N/A	SOCO	Southeast	2/2001	494.1 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Washington County Power, LLC	ER03-398	Washington County Power, LLC	Development Authority of Washington County	Washington County Power, LLC	5/1/2001	SOCO	Southeast	6/2003	795.6 MW
Mid-Georgia Cogen L.P.	N/A	Mid-Georgia Cogen L.P.	Mid-Georgia Cogen L.P.	SOCO ⁸	6/1/1998	SOCO	Southeast	3/1998	323 MW
Black Bear Hydro Partners, LLC	ER09-1488	Ellsworth Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1907	8.9 MW
Black Bear Hydro Partners, LLC	ER09-1488	Medway Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1922	3.2 MW
Black Bear Hydro Partners, LLC	ER09-1488	Milford Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1906	7.9 MW

⁸ See the Southern Companies' Generation Resource Inventory filed in Docket Nos. ER10-2881-004, et al., on July 16, 2012.

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Black Bear Hydro Partners, LLC	ER09-1488	Stillwater Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	1932	1.8 MW
Black Bear Hydro Partners, LLC	ER09-1488	Orono Project	Black Bear Hydro Partners, LLC	Black Bear Hydro Partners, LLC	N/A	ISO-NE	Northeast	Re-commissioned 2009	2.7 MW
Black Bear HVGW, LLC	N/A	Howland Project	Penobscot River Restoration Trust	Black Bear HVGW, LLC	12/17/2010	ISO-NE	Northeast	1916	1.8 MW
Black Bear HVGW, LLC	N/A	Veazie Project	Penobscot River Restoration Trust	Black Bear HVGW, LLC	12/17/2010	ISO-NE	Northeast	1891	8.1 MW
Black Bear SO, LLC	ER13-203	Stillwater Expansion Project	Black Bear Development Holdings, LLC	Black Bear SO, LLC	Pending facility construction	ISO-NE	Northeast	Anticipated 10/2013	2.23 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Black Bear SO, LLC	ER13-203	Orono Expansion Project	Black Bear Development Holdings, LLC	Black Bear SO, LLC	Pending facility construction	ISO-NE	Northeast	Anticipated 10/2013	3.74 MW
Bangor-Pacific Hydro Associates	N/A	West Enfield Project	Bangor-Pacific Hydro Associates	Bangor-Pacific Hydro Associates	N/A	ISO-NE	Northeast	4/1988	13 MW
Topsham Hydro Partners Limited Partnership	N/A	Pejepscot Project	Teton Power Funding, LLC and Topsham Hydroelectric Generating Facility Trust No. 1 (as Owner Participants)	Topsham Hydro Partners Limited Partnership	1987	ISO-NE	Northeast	1987	13.7 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Panther Creek Power Operating, LLC	ER12-2570	Panther Creek Project	Liberty Bell Funding, LLC and Olympus Panther Holdings, LLC (as Owner Participants)	Panther Creek Power Operating, LLC	8/2012 (from Panther Creek Partners as Lessee/Operator to Panther Creek Power Operating, LLC)	PJM	Northeast	12/1992	94 MW
Scrubgrass Generating Co., L.P.	ER13-821	Scrubgrass Generating Co., L.P.	Scrubgrass Generating Co., L.P.	Scrubgrass Generating Co., L.P.	N/A	PJM	Northeast	6/1993	94.7 MW
Westwood Generation, LLC	ER01-1114	Westwood Generation, LLC	Westwood Generation, LLC	Westwood Generation, LLC	N/A	PJM	Northeast	6/1987	36 MW
Bayonne Energy Center, LLC	ER11-3460	Bayonne Energy Center, LLC	Bayonne Energy Center, LLC	Bayonne Energy Center, LLC	N/A	NYISO (Zone J)	Northeast	1/2012	512.5 MW
Beowawe Power, LLC	N/A	Beowawe Power, LLC	Beowawe Power, LLC	Beowawe Power, LLC	N/A	Sierra Pacific	Northwest	12/1985	17 MW
Delta Person Limited Partnership	ER01-138	Delta Person Limited Partnership	Delta Person Limited Partnership	Delta Person Limited Partnership	N/A	PNM	Southwest	5/2000	150 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Oak Creek Wind Power, LLC	ER08-1255	Oak Creek Windpower, LLC	Oak Creek Windpower, LLC	Oak Creek Windpower, LLC	N/A	CAISO	Southwest	6/1999	34.5 MW
Coso Geothermal Power Holdings, LLC	ER10-566	BLM Facility	Coso Geothermal Leasing Trusts 2007-M-1, 2007-M-2, 2007-M-3, 2007-M-4, 2007-M-5, 2007-M-6, 2007-C-1 (as successor in interest to Coso Energy Developers)	Coso Geothermal Power Holdings, LLC	12/7/07	CAISO	Southwest	3/1989	90 MW
Coso Geothermal Power Holdings, LLC	ER10-566	Navy I Facility	Coso Geothermal Leasing Trusts 2007-M-1, 2007-M-2, 2007-M-3, 2007-M-4, 2007-M-5, 2007-M-6, 2007-C-1 (as successor in interest to Coso Finance Partners)	Coso Geothermal Power Holdings, LLC	12/7/07	CAISO	Southwest	Prior to 12/1989	92.2 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Coso Geothermal Power Holdings, LLC	ER10-566	Navy II Facility	Coso Geothermal Leasing Trusts 2007-M-1, 2007-M-2, 2007-M-3, 2007-M-4, 2007-M-5, 2007-M-6, 2007-C-1 (as successor in interest to Coso Power Developers)	Coso Geothermal Power Holdings, LLC	12/7/07	CAISO	Southwest	3/1989	90 MW
Terra-Gen 251 Wind, LLC	N/A	Terra-Gen 251 Wind, LLC	Terra-Gen 251 Wind, LLC	Terra-Gen 251 Wind, LLC	N/A	CAISO	Southwest	6/1987	18.4 MW
Terra-Gen VG Wind, LLC	N/A	Terra-Gen VG Wind, LLC	Terra-Gen VG Wind, LLC	Terra-Gen VG Wind, LLC	N/A	CAISO	Southwest	6/1999	7.4 MW
ACE Cogeneration Company, L.P.	N/A	ACE Cogeneration Company, L.P.	ACE Cogeneration Company, L.P.	ACE Cogeneration Company, L.P.	N/A	CAISO	Southwest	11/1989	108 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Bear Mountain Limited	N/A	Bear Mountain Limited	Bear Mountain Limited	Bear Mountain Limited	N/A	CAISO	Southwest	4/1995	46 MW
Chalk Cliff Limited	N/A	Chalk Cliff Limited	Chalk Cliff Limited	Chalk Cliff Limited	N/A	CAISO	Southwest	4/1990	46 MW
Corona Energy Partners, Ltd.	N/A	Corona Energy Partners, Ltd.	Corona Energy Partners, Ltd.	Corona Energy Partners, Ltd.	N/A	CAISO	Southwest	6/1988	47 MW
Live Oak Limited	N/A	Live Oak Limited	Live Oak Limited	Live Oak Limited	N/A	CAISO	Southwest	3/1992	46 MW
LUZ Solar Partners Ltd., IX	N/A	LUZ Solar Partners, Ltd. IX	LUZ Solar Partners, Ltd. IX	LUZ Solar Partners, Ltd. IX	N/A	CAISO	Southwest	10/1990	92 MW
LUZ Solar Partners Ltd., VIII	N/A	LUZ Solar Partners Ltd., VIII	LUZ Solar Partners Ltd., VIII	LUZ Solar Partners Ltd., VIII	N/A	CAISO	Southwest	12/1989	92 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
McKittrick Limited	N/A	McKittrick Limited	McKittrick Limited	McKittrick Limited	N/A	CAISO	Southwest	10/1991	46 MW
Nevada Sun-Peak Limited Partnership	N/A ⁹	Nevada Sun-Peak Limited Partnership	Nevada Sun-Peak Limited Partnership	Nevada Sun-Peak Limited Partnership	N/A	Nevada Power Company	Southwest	6/1991	222 MW
Cameron Ridge, LLC	N/A	Cameron Ridge, LLC	Cameron Ridge, LLC	Cameron Ridge, LLC	N/A	CAISO	Southwest	12/1984	60 MW
Pacific Crest Power, LLC	N/A	Pacific Crest Power, LLC	Pacific Crest Power, LLC	Pacific Crest Power, LLC	N/A	CAISO	Southwest	Prior to 12/1994	46.8 MW
Ridgetop Energy, LLC	N/A	Ridgetop Energy, LLC	Ridgetop Energy, LLC	Ridgetop Energy, LLC	N/A	CAISO	Southwest	Prior to 12/1994	29 MW

⁹ Nevada Sun-Peak Limited Partnership has a long-term fixed rate power supply contract on file with the Commission in Docket No. ER99-963. See Nevada Sun-Peak Limited Partnership, 86 FERC ¶ 61,243 (1999) (accepting the long-term power sales contract as just and reasonable and granting the waivers normally granted to sellers with market-based rates).

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
San Gorgonio Westwinds II, LLC	N/A	Phoenix Project; Altech III Project; San Jacinto Project; Windustries Project	San Gorgonio Westwinds II, LLC	San Gorgonio Westwinds II, LLC	N/A	CAISO	Southwest	6/1999	43.4 MW

Filing Entities and their Energy Affiliates	Docket # Where MBR Authority was Granted	Generation Name	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	In-Service Date	Nameplate and/or Seasonal Rating²
Alite Wind, LLC	N/A	Alite Wind, LLC	Alite Wind, LLC	Alite Wind, LLC	N/A	CAISO	Southwest	5/2008	24 MW
Terra-Gen Dixie Valley, LLC	N/A	Terra-Gen Dixie Valley, LLC	Dixie Valley Geothermal Leasing Trust 2010-1, Dixie Valley Geothermal Leasing Trust 2010-2, and Dixie Valley Geothermal Leasing Trust 2010-3	Terra-Gen Dixie Valley, LLC	N/A ¹⁰	CAISO ¹¹	Southwest	7/1988	60.5 MW

¹⁰ Pursuant to a sale/leaseback transaction on September 15, 2010, Terra-Gen Dixie Valley, LLC transferred ownership of its generating facility to three trusts (Owner Lessors), which, in turn, leased the facility back to Terra-Gen Dixie Valley, LLC under a long-term lease agreement. Because the Owner Lessors are passive owners with no management rights over the facility or the sale of power therefrom, there was no change in control of the facility as a result of the sale/leaseback transaction.

¹¹ The Terra-Gen Dixie Valley Facility, which is located in Churchill, Nevada, is interconnected with the transmission system operated by CAISO via a 212-mile 230 kV radial transmission line.

**Affiliates of the ArcLight Funds with
Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities¹
(as of May, 2013)**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
Alta Wind I, LLC and Alta Windpower Development, LLC	Alta Line I – radial generator lead line	Alta Wind I, LLC and Alta Windpower Development, LLC	Alta Wind I, LLC and Alta Windpower Development, LLC	N/A	CAISO	Southwest	4.4-mile 230kV transmission line
Alta Wind I, LLC, Alta Wind II, LLC, Alta Wind III, LLC, and Alta Windpower Development, LLC	Alta Line II - radial generator lead line	Alta Wind I, LLC, Alta Wind II, LLC, Alta Wind III, LLC, Mustang Hills, LLC, and Alta Windpower Development, LLC	Alta Wind I, LLC, Alta Wind II, LLC, Alta Wind III, LLC, Mustang Hills, LLC, and Alta Windpower Development, LLC	N/A	CAISO	Southwest	1.8-mile 230 kV transmission line
Alta Wind IV, LLC, Alta Wind V, LLC, and Alta Windpower Development, LLC	Alta Line III - radial generator lead line	Alta Wind IV, LLC, Alta Wind V, LLC, Alta Wind VIII, LLC, Pinyon Pines Wind II, LLC, and Alta Windpower Development, LLC	Alta Wind IV, LLC, Alta Wind V, LLC, Alta Wind VIII, LLC, Pinyon Pines Wind II, LLC, and Alta Windpower Development, LLC	N/A	CAISO	Southwest	5.6-mile 230 kV transmission line

¹ This chart does not include affiliates operating solely within the Electric Reliability Council of Texas.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
Alta Windpower Development, LLC	Alta Line IV - radial generator lead line	Pinyon Pines Wind II, LLC and Alta Windpower Development, LLC	Pinyon Pines Wind II, LLC and Alta Windpower Development, LLC	N/A	CAISO	Southwest	2.8-mile 230 kV transmission line
Alta Windpower Development, LLC²	Alta Line V - radial generator lead line	Pinyon Pines Wind I, LLC and Alta Windpower Development, LLC	Pinyon Pines Wind I, LLC and Alta Windpower Development, LLC	N/A	CAISO	Southwest	6.8-mile 230 kV transmission line
Alta Windpower Development, LLC³	Alta Line VI - radial generator lead line	Pinyon Pines Wind I, LLC and Alta Windpower Development, LLC	Pinyon Pines Wind I, LLC and Alta Windpower Development, LLC	N/A	CAISO	Southwest	2.0-mile 230 kV transmission line
Terra-Gen Dixie Valley, LLC	Dixie Valley Line - radial generator lead line	Terra-Gen Dixie Valley, LLC	Terra-Gen Dixie Valley, LLC	N/A	CAISO	Southwest	212-mile 230 kV transmission line
Mission Natural Gas Company, LP	Mission Natural Gas Company, LP; intrastate gas pipeline	Mission Natural Gas Company, LP	Mission Natural Gas Company, LP	N/A	EES ⁴	Southeast	Less than one mile

² See Alta Wind X, LLC, et al., Order Authorizing Disposition of Jurisdictional Facilities, 143 FERC ¶ 62,117 (2013). The disposition will result in the partial transfer of Alta Windpower Development, LLC’s ownership interests in Alta Line V and Alta Line VI to Alta Wind X, LLC and Alta Wind XI, LLC.

³ See Alta Wind X, LLC, et al., Order Authorizing Disposition of Jurisdictional Facilities, 143 FERC ¶ 62,117 (2013). The disposition will result in the partial transfer of Alta Windpower Development, LLC’s ownership interests in Alta Line V and Alta Line VI to Alta Wind X, LLC and Alta Wind XI, LLC.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
Buckeye Partners, L.P.	Lodi intrastate gas storage project	Lodi Gas Storage, LLC	Lodi Gas Storage, LLC	N/A	CAISO	Southwest	22 Bcf
Enogex LLC	Enogex intrastate pipeline system	Enogex LLC	Enogex LLC	N/A	WFEC OKGE AEPW GRDA AECI	SPP Southeast	Approximately 2,200 miles 33 miles
Enogex LLC	Stuart Storage Field	Enogex LLC	Enogex LLC	N/A	WFEC	SPP	6 Bcf
Enogex LLC	Wetumka Storage Field	Enogex LLC	Enogex LLC	N/A	OKGE	SPP	18 Bcf
American Midstream Onshore Pipelines, LLC	Lafitte 311 intrastate pipeline system	American Midstream Onshore Pipelines, LLC	American Midstream Onshore Pipelines, LLC	N/A	SOCO	Southeast	Approximately 39 miles
American Midstream (Louisiana Intrastate)	Gloria 311 intrastate pipeline system	American Midstream (Louisiana Intrastate)	American Midstream (Louisiana Intrastate)	N/A	EES	Southeast	Approximately 85 miles
American Midstream (Alabama Intrastate)	Magnolia 311 intrastate pipeline system	American Midstream (Alabama Intrastate)	American Midstream (Alabama Intrastate)	N/A	EES	Southeast	Approximately 116 miles

⁴ This asset is used solely to serve a single end-use customer.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned by	Controlled by	Date Control Transferred	Balancing Authority Area	Geographic Region	Size
American Midstream Partners, LP	Trigas intrastate pipeline system	American Midstream (Tennessee River), LLC	American Midstream Partners, LP	N/A	TVA	Southeast	Approximately 111 miles
American Midstream (Bamagas Intrastate) LLC	Bamagas intrastate pipeline system	American Midstream (Bamagas Intrastate) LLC	American Midstream (Bamagas Intrastate) LLC	N/A	TVA	Southeast	Approximately 52 miles
American Midstream Partners, LP	MLGT intrastate pipeline system	Mid Louisiana Gas Transmission, LLC	American Midstream Partners, LP	N/A	EES	Southeast	Approximately 54 miles
American Midstream Partners, LP	Chalmette intrastate pipeline system	American Midstream (SIGCO Intrastate), LLC	American Midstream Partners, LP	N/A	EES	Southeast	Approximately 39 miles
CenterPoint Energy Resources Corp.	IGTC 311 intrastate pipeline system	CenterPoint Energy – Illinois Gas Transmission Company LLC	CenterPoint Energy – Illinois Gas Transmission Company LLC	N/A	MISO	Central	Approximately 20 miles

UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

CPV Shore, LLC

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Docket No. EC13-_____

VERIFICATION OF APPLICATION FOR AUTHORIZATION
FOR DISPOSITION OF JURISDICTIONAL FACILITIES

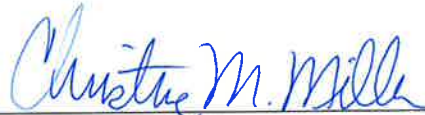
County of Suffolk

)

Commonwealth of Massachusetts

)

Christine M. Miller, being duly sworn, deposes and says: she is Associate General Counsel of ArcLight Capital Partners, LLC and has the authority to verify the foregoing Application on behalf of ArcLight Energy Partners Fund V, L.P. and its affiliates. She has read the Application and to the best of her knowledge, information, and belief, all of the statements contained therein with respect to ArcLight Energy Partners Fund V, L.P. and its affiliates are true and accurate.



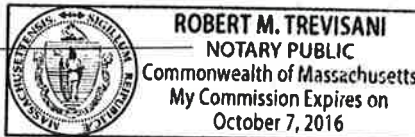
Christine M. Miller

Subscribed and sworn to before me on this 30th day of May, 2013.



Notary Public

My commission expires _____



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