

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

Covanta Energy Corporation)
Camden County Energy Recovery Associates, L.P.) Docket No. EC13-____-000

**JOINT APPLICATION FOR AUTHORIZATION UNDER
SECTION 203 OF THE FEDERAL POWER ACT AND REQUEST
FOR WAIVERS OF CERTAIN COMMISSION REQUIREMENTS**

Pursuant to Section 203(a)(1) of the Federal Power Act (“FPA”)¹ and Part 33 of the regulations of the Federal Energy Regulatory Commission (“FERC” or the “Commission”),² Covanta Energy Corporation (“Covanta Energy”) and Camden County Energy Recovery Associates, L.P. (“Camden”) (together “Applicants”) hereby submit this joint application (“Application”) for Commission authorization for a proposed transaction pursuant to which two wholly owned direct or indirect subsidiaries of Covanta Energy (each a “Covanta Purchaser” and together the “Covanta Purchasers”) will acquire 100% of the ownership interests in Camden, which is owned by Camden County Energy Recovery Corporation (“CCERC”) and Foster Wheeler, Inc. (“FWI”) (“Proposed Transaction”).³ Specifically, under the Proposed Transaction (1) one Covanta Purchaser will acquire from CCERC a 1% general partnership interest in Camden, and (2) the other Covanta Purchaser will acquire from FWI a 99% limited partnership interest in Camden. Camden owns and operates a 32 MW small power production facility (“Facility”) located in Camden County, New Jersey within the PJM Interconnection, L.L.C.

¹ 16 U.S.C. § 824b(a)(1).

² 18 C.F.R. pt. 33.

³ No approval is required under Section 203(a)(2) of the FPA because where, as here, a company is a holding company only with respect to exempt wholesale generators (“EWGs”), qualifying facilities (“QFs”), or foreign utility companies (“FUCOs”), it is subject to a blanket authorization under section 203(a)(2) of the FPA to acquire additional securities of EWGs, QFs, or FUCOs. *See* 18 C.F.R. § 33.1(c)(8) (blanket authorization for a holding company that is a holding company solely by virtue of owning one or more EWGs, QFs, or FUCOs to acquire additional securities of EWGs, QFs, or FUCOs).

(“PJM”) balancing authority area and is interconnected with transmission facilities owned and controlled by Public Service Electric and Gas Company (“PSEG”). The Facility was initially certified as a QF under the Public Utility Regulatory Policies Act of 1978 (“PURPA”) in Docket No. QF86-883-000 and most recently filed for self-certification of its QF status on March 2, 2012.⁴ On March 30, 2012, the Commission granted Camden market-based rate authority as a Category 1 seller.⁵ As a result of the Proposed Transaction, control over Camden and its jurisdictional assets will transfer from CCERC and FWI, on the one hand, to Covanta Energy.

The Applicants seek Commission authorization for the Proposed Transaction under Section 203(a)(1) because Camden has a rate schedule on file with the Commission and the Applicants seek Commission approval for the transfer of control over Camden and all of its Commission-jurisdictional assets, including but not limited to its rate schedule and related contracts, books, and records, and the discrete interconnection facilities necessary to connect the Facility to the transmission grid.

The terms and conditions of the Proposed Transaction are set forth in the Equity Purchase Agreement by and between Covanta Energy, CCERC, and FWI (“Agreement”), provided in Exhibit I to this Application. As set forth below in Part VIII, Applicants request confidential treatment of Exhibit I.

Under Section 203 of the FPA, the Commission will approve a transaction if the Commission finds that the transaction “will be consistent with the public interest.”⁶ In reviewing transactions under Section 203, the Commission follows a three-part test set forth in its *Inquiry*

⁴ *Camden County Energy Recovery Associates*, Docket No. QF86-883-000 (Sept. 2, 1986) (delegated order); Form 556 of *Camden County Energy Recovery Associates, L.P.*, Docket No. QF86-883-001 (filed Mar. 2, 2012).

⁵ *Camden County Energy Recovery Associates, L.P.*, Docket No. ER12-1195-000 (Mar. 20, 2012) (letter order).

⁶ 16 U.S.C. § 824b(a)(4).

Concerning the Commission's Merger Policy under the Federal Power Act: Policy Statement ("Merger Policy Statement"),⁷ and codified in Section 2.26 of the Commission's regulations.⁸ Under this test, the Commission examines the transaction's effects on competition, rates, and regulation. In addition, Section 203 also requires the Commission to ensure that a proposed transaction will not result in cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company.⁹

As demonstrated herein, the Commission should authorize the Proposed Transaction as consistent with the public interest because the Application raises no substantive issues. The Proposed Transaction will not have an adverse effect on competition in any market. Moreover, the Proposed Transaction will not have an adverse effect on rates or regulation, and it will not cause cross-subsidization of a non-utility associate company or any pledge or encumbrance of utility assets for the benefit of an associate company. The Proposed Transaction is consistent with the public interest and should thus be approved by the Commission under Section 203.

I. REQUEST FOR SHORTENED COMMENT PERIOD AND WAIVER OF CERTAIN REQUIREMENTS

Because the Proposed Transaction on its face does not raise any competitive or other issues affecting the public interest, Applicants respectfully request a public notice period of no more than 21 days,¹⁰ and the issuance of an order approving the Proposed Transaction as

⁷ Order No. 592, 61 Fed. Reg. 68,595 (Dec. 30, 1996), FERC Stats. & Regs. ¶ 31,044 (1996), *reconsideration denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997).

⁸ 18 C.F.R. § 2.26.

⁹ 16 U.S.C. § 824b(a)(4); *Transactions Subject to FPA Section 203*, Order No. 669, 71 Fed. Reg. 1,348 (Jan. 6, 2006), FERC Stats. & Regs. ¶ 31,200 (2005), *order on reh'g*, Order No. 669-A, 71 Fed. Reg. 28,422 (May 16, 2006), FERC Stats. & Regs. ¶ 31,214, *order on reh'g*, Order No. 669-B, 71 Fed. Reg. 42,579 (July 27, 2006), FERC Stats. & Regs. ¶ 31,225 (2006).

¹⁰ The Commission routinely allows a notice period of 21 days for FPA Section 203 applications. *See, e.g., Mich. Elec. Transmission Co.*, Docket No. EC13-77-000, Combined Notice of Filings #1 (Mar.

expeditiously as possible, and in any event, no later than June 15, 2013. Section 203(a)(5) of the FPA requires the Commission to provide for expedited review of applications under Section 203.¹¹ Pursuant to the Commission's regulations under Section 203(a)(5), the Commission typically will act on a completed Section 203 application within 180 days but will undertake a more expedited review when the application is not contested, does not involve a merger, and is consistent with Commission precedent.¹² The Commission's regulations also generally provide for expedited review if the transaction does not require an Appendix A analysis.¹³ Here, expedited review is warranted because, as described in Section IV below, approval of the Transaction is consistent with the Commission's precedent, the Transaction does not involve a merger and because an Appendix A analysis is not required for the Commission's evaluation of the Transaction. Finally, issuing an order on this Application within the requested timeframe is consistent with other examples where the Commission has given such expedited consideration.¹⁴ Except to the extent that Applicants request waiver of certain requirements, this Application

4, 2013); *Tucson Elec. Power Co.*, Docket No. EC12-73-000, Combined Notice of Filings #2 (Feb. 16, 2012) (both issuing notice of an FPA Section 203 application with a 21-day comment period).

¹¹ 16 U.S.C. § 824b(a)(5).

¹² 18 C.F.R. § 33.11(b); *Transactions Subject to FPA Section 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 at P 188 (2006).

¹³ 18 C.F.R. § 33.11(c)(2).

¹⁴ *See, e.g., Broad River Energy, LLC*, 141 FERC ¶ 62,200 (2012) (authorizing disposition of jurisdictional facilities in 32 days); *AES Red Oak, L.L.C.*, 138 FERC ¶ 62,312 (2012) (authorizing disposition of jurisdictional facilities in 37 days); *Entegra Power Group LLC*, 135 FERC ¶ 62,134 (2011) (authorizing disposition of jurisdictional facilities in 30 days); *Williams Gas Mktg., Inc.*, 122 FERC ¶ 62,152 (2008) (authorizing disposition of jurisdictional facilities in 26 days); *Lehman Bros. Commodity Servs. Inc.*, 122 FERC ¶ 62,070 (2008) (authorizing disposition of jurisdictional facilities in 34 days); *Iberdrola Renovables, S.A.*, 122 FERC ¶ 62,061 (2008) (authorizing disposition of jurisdictional facilities in 34 days).

includes all information and exhibits required by revised Part 33 of the Commission's regulations and Order No. 642.¹⁵

II. DESCRIPTION OF THE APPLICANTS

A. Covanta Energy Corporation

Covanta Energy is a wholly owned subsidiary of Covanta Holding Corporation ("Covanta Holding"), a holding company organized under the laws of the state of Delaware and listed on the New York Stock Exchange, and is engaged in the energy and insurance businesses through its subsidiaries. Covanta Holding's indirect energy subsidiaries are engaged in the business of developing, constructing, owning and/or operating projects for the conversion of waste to energy and independent power production both domestically and abroad and providing related infrastructure services.

Relevant to this Application, within the PJM balancing authority area, Covanta Energy has interests in the following entities that own and/or operate generation facilities:

- *Covanta Alexandria/Arlington, Inc.* ("Covanta Alexandria") owns and operates an approximately 21 MW (net) waste-to-energy qualifying small power production facility in Alexandria, Virginia.¹⁶ Covanta Alexandria sells the entire output of its facility to Dominion Virginia Power pursuant to a long-term contract.
- *Covanta Delaware Valley, L.P.* ("Covanta Delaware Valley") leases and operates an approximately 79.5 MW (net) waste-to-energy qualifying small power production facility,¹⁷ located in the City of Chester, Pennsylvania. Covanta Delaware Valley is an EWG.¹⁸ The Commission granted market-based rate authority to Covanta Delaware

¹⁵ *Revised Filing Requirements under Part 33 of the Commission's Regulations*, Order No. 642, 1996-2000 FERC Stats. & Regs. Preambles ¶ 31,111 (2000), *order on reh'g*, Order No. 642-A, 9 FERC ¶ 61,289 (2001).

¹⁶ Covanta Alexandria most recently filed for self-recertification of its QF status on March 3, 2004 in Docket No. QF85-142-002.

¹⁷ Covanta Delaware Valley most recently filed for self-recertification of its QF status on December 8, 2005 in Docket No. QF87-492-006.

¹⁸ *Covanta Delaware Valley, L.P.*, 97 FERC ¶ 62,245 (2001).

Valley on July 14, 2000¹⁹ and approved Covanta Delaware Valley's most recent triennial market power update for the Northeast Region on January 31, 2012.²⁰ Covanta Delaware Valley's electric output is sold under a long-term contract to Atlantic City Electric Company ("ACE"). Covanta Delaware Valley also sells up to 5 MW of energy and capacity above its contractual commitment to ACE into the spot market administered by PJM.

- *Covanta Essex Company* ("Covanta Essex") owns and operates an approximately 68 MW (net) waste-to-energy qualifying small power production facility,²¹ located in Newark, New Jersey. Covanta Essex is an EWG.²² The Commission granted market-based rate authority to Covanta Essex on December 26, 2002²³ and approved Covanta Essex's most recent triennial market power update for the Northeast Region on January 31, 2012.²⁴ Covanta Essex has an option to sell its power to Public Service Electric & Gas Company under a long term contract; however Covanta Essex currently sells its power directly into the PJM market.
- *Covanta Fairfax, Inc.* ("Covanta Fairfax") owns and operates an approximately 79 MW (net) waste-to-energy qualifying small power production facility in Fairfax, Virginia.²⁵ Covanta Fairfax was certified as an EWG on November 22, 2005.²⁶ Covanta Fairfax sells the entire output of its facility to Dominion Virginia Power pursuant to a long-term contract on file with the Commission in Docket No. ER02-2515.
- *Covanta Plymouth Renewable Energy Limited Partnership* ("Covanta Plymouth") owns and operates an approximately 32 MW waste-to-energy generating facility located in Plymouth Meeting, Pennsylvania. The Commission granted market-based rate authority

¹⁹ *American Ref-Fuel Company of Delaware Valley L.P.*, Docket No. ER00-2677-000 (July 14, 2000) (letter order). In 2005, the name of American Ref-Fuel Company of Delaware Valley, L.P. was changed to Covanta Delaware valley, L.P. On August 26, 2005, Covanta Delaware Valley submitted a Notice of Succession in Docket No. ER05-1395-000 with respect to American Ref-Fuel Company of Delaware Valley L.P.'s FERC Electric Tariff to reflect this name change.

²⁰ *Covanta Delaware Valley, L.P.*, Docket No. ER10-2310-001 (Jan. 31, 2012) (letter order).

²¹ Covanta Essex most recently filed for self-recertification of its QF status on December 8, 2005 in Docket No. QF85-206-005.

²² *Covanta Essex Co.*, 83 FERC ¶ 62,276 (1998).

²³ *American Ref-Fuel Company of Essex County*, Docket No. ER03-170 (Dec. 26, 2002) (letter order). In 2005, the name of American Ref-Fuel Company of Essex County was changed to Covanta Essex Company. On August 26, 2005, Covanta Essex submitted a Notice of Succession with respect to American Ref-Fuel Company of Essex County's FERC Electric Tariff, Original Volume No. 2 to reflect this change.

²⁴ *Covanta Essex Company*, Docket No. ER10-2311-001 (Jan. 31, 2012) (letter order).

²⁵ Covanta Fairfax most recently filed for self-certification of its QF status on March 3, 2004 in Docket No. QF87-605-001.

²⁶ *Covanta Fairfax, Inc.*, Docket No. EG06-1-000 (Nov. 22, 2005) (letter order).

to Covanta Plymouth on March 11, 2010,²⁷ and approved Covanta Plymouth's most recent triennial market power update for the Northeast Region on January 31, 2012.²⁸ Covanta Plymouth sells the output of its facility to PECO Energy Company ("PECO") pursuant to a long-term agreement.

- *Covanta Union, Inc.* ("Covanta Union") leases an approximately 45 MW (net) waste-to-energy qualifying small power production facility,²⁹ located in Rahway, New Jersey. The Commission granted market-based rate authority to Covanta Union on December 16, 1999³⁰ and approved Covanta Union's most recent triennial market power update for the Northeast Region on January 31, 2012.³¹ The Covanta Union facility sells into the PJM market.
- *Covanta Warren Energy Resource Co., L.P.* ("Covanta Warren") owns and operates an approximately 11 MW (net) waste-to-energy small power production facility in Oxford Township, New Jersey.³² Covanta Warren sells the entire output of the facility to Jersey Central Power and Light under a long-term contract.
- *Pacific Energy Operating Group, L.P.* ("Pacific Energy") leases a 3 MW qualifying small power production facility³³ in Gude, Maryland that is operated by Covanta Power Pacific, Inc. and is owned by 8309 Tujung Avenue Corp., a wholly owned subsidiary of Covanta Holding.

In addition, Covanta Energy has interests in the following entities that operate generation facilities on behalf of municipalities or agencies thereof:

- *Covanta Harrisburg, Inc.* ("Covanta Harrisburg") operates an approximately 21 MW waste-to-energy qualifying small power production facility in Harrisburg, Pennsylvania.³⁴

²⁷ *Covanta Plymouth Renewable Energy L.P.*, Docket No. ER10-395-000 (Mar. 11, 2010) (letter order).

²⁸ *Covanta Plymouth Renewable Energy L.P.*, Docket No. ER10-2316-001 (Jan. 31, 2012) (letter order).

²⁹ Covanta Union most recently filed for self-recertification of its QF status on March 3, 2004, as amended on June 1, 2004, in Docket No. QF88-315-001.

³⁰ *Allegheny Energy Unit 1*, 89 FERC ¶ 61,272 (1999). On July 16, 2003, Covanta Union submitted in Docket No. ER03-1085-000 a Notice of Succession with respect to Ogden Martin Systems of Union, Inc.'s FERC Electric Tariff, Original Volume No. 1.

³¹ *Covanta Union, Inc.*, Docket No. ER10-2321 (Jan. 31, 2012) (letter order).

³² Covanta Warren most recently filed a self-certification of QF status for its facility on March 3, 2004 in Docket No. QF86-501-002.

³³ Covanta Power Pacific, Inc. most recently filed a self-certification of QF status for this facility on March 3, 2004 in Docket No. QF84-231-003.

³⁴ The most recent self-certification of the QF status for the facility operated by Covanta Harrisburg was filed on March 18, 2005 in Docket No. QF84-395-002.

The Harrisburg Authority owns the facility and sells the entire output of the facility to PPL Electric Utilities under a long-term contract. Covanta Harrisburg is not a party to that power sales agreement and does not otherwise sell electricity at wholesale.

- *Covanta Lancaster, Inc.* (“Covanta Lancaster”) operates an approximately 33 MW (net) waste-to-energy qualifying small power production facility in Marietta, Pennsylvania.³⁵ The Lancaster County Solid Waste Management Authority, a municipal agency, owns the facility and sells the entire output of the facility to GPU Energy under a long-term contract. Covanta Lancaster is not a party to that power sales agreement and does not otherwise sell electricity at wholesale.
- *Covanta Montgomery, Inc.* (“Covanta Montgomery”) operates an approximately 56 MW (net) waste-to-energy qualifying small power production facility in Dickerson, Maryland.³⁶ The Northeast Maryland Waste Disposal Authority, a municipal agency, owns the facility and sells the entire output of the facility to Constellation NewEnergy, Inc. under a long-term contract. Covanta Montgomery is not a party to that power sales agreement and does not otherwise sell electricity at wholesale.
- *Covanta York Renewable Energy LLC* (“Covanta York”) provides operation and maintenance services at a 38 MW waste-to-energy qualifying small power production facility³⁷ located in York, Pennsylvania pursuant to an agreement with the York County Solid Waste and Refuse Authority (“York County”). The facility is owned by York County which sells the net electrical output of the facility to Metropolitan Edison Company pursuant to a long-term agreement.

A list of Covanta Energy’s relevant affiliates is also included in Exhibit B.

Covanta Energy does not have any interests in transmission facilities other than those limited and discrete transmission facilities necessary to connect generation facilities to the transmission grid.

B. Camden County Energy Recovery Associates, L.P.

Camden owns and operates the Facility, which is located within the PJM East submarket and the PJM balancing authority area as a whole, and is interconnected with transmission facilities owned and controlled by PSEG. The primary fuel source for the Facility is biomass in

³⁵ The facility operated by Covanta Lancaster was granted QF status on July 20, 1987, in Docket No. QF87-434-000.

³⁶ The facility operated by Covanta Montgomery was granted QF status on November 1, 1990, in Docket No. QF90-185-000.

³⁷ *York County Solid Waste & Refuse Auth.*, 57 FERC ¶ 62,023 (1991).

the form of municipal solid waste, which is combusted on reciprocating stoker grates. As noted above, the Facility was initially certified as a QF in Docket No. QF86-883-000 and most recently filed for self-certification of its QF status on March 2, 2012.³⁸ Camden also has market-based rate authority.³⁹

Camden is owned by CCERC and FWI, which are indirect, wholly owned subsidiaries of Foster Wheeler AG, a Swiss holding company whose shares are publicly traded on the NASDAQ stock market. Through its subsidiaries, Foster Wheeler AG is primarily engaged in global engineering and construction contracting and power equipment supply businesses. Specifically, CCERC holds a 1% general partnership interest in Camden, and FWI holds a 99% limited partnership interest in Camden.

Camden does not have any interests in transmission facilities other than those limited and discrete transmission facilities necessary to connect the Facility to the transmission grid.

III. DESCRIPTION OF THE PROPOSED TRANSACTION

The Proposed Transaction will occur pursuant to the terms of the Agreement, which provides that Covanta Energy (or the Covanta Purchasers) will acquire CCERC's 1% general partnership interest in Camden and FWI's 99% limited partnership interest in Camden.⁴⁰ The net result of the Proposed Transaction is the transfer from CCERC and FWI to Covanta Energy of ownership and control of Camden and the Facility. The closing of the Proposed Transaction is subject to a number of conditions, including approval by this Commission.

³⁸ *Camden County Energy Recovery Associates*, Docket No. QF86-883-000 (Sept. 2, 1986) (delegated order); Form 556 of *Camden County Energy Recovery Associates, L.P.*, Docket No. QF86-883-001 (filed Mar. 2, 2012).

³⁹ *Camden County Energy Recovery Associates, L.P.*, Docket No. ER12-1195-000 (Mar. 20, 2012) (letter order).

⁴⁰ *See* Confidential Exhibit I, Agreement § 7.2(a) (providing for the assignment of the general partnership interest and limited partnership interest to a Covanta Energy affiliate).

A copy of the Agreement is attached hereto as confidential Exhibit I.

IV. THE PROPOSED TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

Under Section 203 of the FPA, the Commission must approve a transaction if the Commission finds that the transaction “will be consistent with the public interest.”⁴¹ In reviewing transactions under Section 203, the Commission applies a three-part test set forth in its Merger Policy Statement, as codified in Section 2.26 of the Commission’s regulations:⁴² (i) its effect on competition; (ii) its effect on rates; and (iii) its effect on regulation. In addition, Section 203(a)(4), enacted as part of EPAct 2005, provides that a proposed transaction may not result in cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company, unless such cross-subsidization, pledge, or encumbrance is consistent with the public interest.⁴³

As demonstrated below, the Proposed Transaction meets these statutory standards and therefore should be authorized by the Commission as consistent with the public interest pursuant to Section 203 of the FPA.

A. The Proposed Transaction Will Have No Adverse Effect on Competition

The Commission’s objective in analyzing the effect on competition of a proposed disposition of jurisdictional assets is to determine whether the proposed transaction will “result in higher prices or reduced output in energy markets.”⁴⁴ The Commission has ruled that higher prices and reduced output in electricity markets may occur if the applicants for Section 203

⁴¹ 16 U.S.C. § 824b(4).

⁴² 18 C.F.R. § 2.26.

⁴³ 16 U.S.C. § 824b(a)(4).

⁴⁴ *Revised Filing Requirements Under Part 33 of the Commission’s Regulations*, Order No. 642, 1996–2000 FERC Stats. & Regs., Regs. Preambles ¶ 31,111 at 31,879 (2000), *order on reh’g*, Order No. 642-A, 94 FERC ¶ 61,289 (2001).

authorization are able to exercise market power, either alone or in conjunction with others.⁴⁵ The Commission's Merger Policy Statement and Order No. 642 established both horizontal and vertical competitive analysis screens to allow the Commission to identify proposed transactions that are likely to present competitive concerns.⁴⁶ The Proposed Transaction will have no adverse effect on competition because the Proposed Transaction will create neither horizontal nor vertical market power, as explained below.

1. Horizontal Market Power Issues

The horizontal competitive analysis screen is designed to allow the Commission to identify proposed mergers and acquisitions that are unlikely to present competitive concerns.⁴⁷ Section 33.3(a)(2)(i) of the Commission's regulations states that a horizontal competitive screen analysis is not required if the applicant "[a]ffirmatively demonstrates" that "the extent of the business transactions in the same geographic markets is *de minimis*."⁴⁸ Applicants submit that a horizontal competitive analysis screen is not required in this case. As set forth below, the Proposed Transaction does not raise horizontal market power concerns in the PJM market or the PJM East submarket, where the Facility is located.

In both the PJM market and the PJM East submarket, the *de minimis* impact of the Proposed Transaction on market concentration as measured by the Herfindahl-Hershmann Index

⁴⁵ *Id.* at 31,879.

⁴⁶ *Id.* at 31,879, 31,903.

⁴⁷ *Id.* at 31,879.

⁴⁸ 18 C.F.R. § 33.3(a)(2)(i); *see id.* § 33.3(a)(2)(ii) (additionally requiring that "[n]o intervenor has alleged that one of the merging entities is a perceived potential competitor in the same geographic market as the other."); *see also, e.g., WPS Resources Corp.*, 117 FERC ¶ 61,335 at P 23 (2006) (finding that the Applicant need not submit a horizontal analysis).

(“HHI”)⁴⁹ demonstrates that the Proposed Transaction raises no horizontal market power concerns in the PJM Market or the PJM East submarket.

The total seasonal uncommitted capacity in the PJM market ranges from 63,212 MW to 76,608 MW, and in the PJM East submarket ranges from 15,147 MW to 19,578 MW.⁵⁰ The uncommitted capacity of Covanta Energy’s affiliates is 275 MW in both the PJM Market and the PJM East submarket,⁵¹ representing a very small market share of uncommitted capacity both in PJM, ranging from 0.36% to 0.44%, and the PJM East submarket, ranging from 1.40% to 1.82%. The capacity of the Facility, located in the PJM East submarket, is 32 MW. Camden does not own or control any additional generation capacity. Camden’s 32 MW represents a PJM market share ranging from 0.04% to 0.05%, and a PJM East submarket share ranging from 0.16% to 0.21%, which represents a *de minimis* portion of the uncommitted capacity in both markets. Applying the “2ab” analysis, the change in the HHI resulting from the Proposed Transaction would, in the PJM Market, range from 0.03 to 0.04 points and would, in the PJM East submarket, range from 0.45 to 0.76 points.⁵² These ranges reflect HHI changes of less than one

⁴⁹ An increase in market concentration as measured by the HHI can be calculated using a “2ab” abbreviated a market power analysis. Under the “2ab” method, in calculating the HHI before the merger, the market shares of the merging firms are squared individually: $(a)^2 + (b)^2$. After the merger, the sum of those shares would be squared: $(a + b)^2$, which equals $a^2 + 2ab + b^2$. Thus the increase in the HHI is represented by $2ab$. See *Horizontal Merger Guidelines*, 57 Fed. Reg. 41,552, at n.18 (1992), revised 4 Trade Reg. Rep (CCH) ¶ 13,104 (Apr. 8, 1997).

⁵⁰ Applicants rely on data set forth in the December 4, 2012 supplement to the market-based rate application filed by CPV Maryland, LLC and CPV Shore, LLC in Docket Nos. ER13-343 and ER13-342. The supplement states that it reflects data from the December 2010 to November 2011 period. By order dated February 1, 2013, the Commission accepted the proposed market-based rate schedule. *CPV Shore, LLC*, 142 FERC ¶ 61,081 (2013).

⁵¹ See *Covanta Delaware Valley, L.P.*, Updated Market Power Analysis, Docket Nos. ER10-2310-001 *et al.* (filed Jun. 23, 2011).

⁵² Use of a 2ab calculation is appropriate in an instance involving relatively small amounts of uncommitted generation capacity. See *AES Corp.*, 137 FERC ¶ 61,122, at P 24 (2011) (authorizing a proposed transaction and stating that “Applicants show that using the 2ab calculation results in an HHI change of 1 point,” which the Commission characterized as “far below” an HHI change that would raise market concentration concerns).

point and thus represent a *de minimis* increase in market concentration.⁵³ Stated differently, when Camden’s uncommitted capacity is combined with the Covanta Energy’s affiliates’ uncommitted capacity in the PJM East submarket, the combined uncommitted capacity will represent only approximately 1.56% to 2.03% of the uncommitted capacity in the PJM East submarket, which remains *de minimis*.

Accordingly, the Proposed Transaction will not have any adverse effect on the ability of the Applicants to exercise market power in the PJM market and the PJM East submarket.

2. Vertical Market Power Issues

Section 33.4(a)(2)(i) of the Commission’s regulations provides that a vertical competitive analysis is not required if the applicants can “affirmatively demonstrate” that they “do not provide inputs to electricity products (*i.e.*, upstream relevant products) and electricity products (*i.e.*, downstream relevant products) in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*.”⁵⁴ No vertical competitive screen analysis is required with respect to the Proposed Transaction because neither Covanta nor Camden nor any of their respective affiliates owns or controls, directly or indirectly, any transmission or natural gas interstate pipeline assets in any relevant market, or any inputs to generation facilities in any relevant market (except those discrete interconnection facilities

⁵³ As the Commission has explained: “In the Merger Policy Statement, the Commission adopted the 1992 Federal Trade Commission (FTC)/Department of Justice (DOJ) Horizontal Merger Guidelines, which state that in a horizontal merger, an increase of more than 50 HHI points in a highly concentrated market or an increase of 100 HHI points in a moderately concentrated market fails its screen and warrants further review.” *Id.* at n.16 (citing U.S. Department of Justice and Federal Trade Commission, *Horizontal Merger Guidelines*, 57 Fed. Reg. 41,552 (1992), *revised*, 4 Trade Reg. Rep (CCH) ¶ 13,104 (Apr. 8, 1997)).

⁵⁴ 18 C.F.R. § 33.4(a)(2)(i) (additionally requiring that “no intervenor has alleged that one of the merging entities is a perceived potential competitor in the same geographic market as the other”).

associated with their facilities that are necessary to effect the sale of electric energy). Thus, the Proposed Transaction raises no vertical competitive concerns.

B. The Proposed Transaction Will Have No Adverse Effects on Rates

Under the Merger Policy Statement, the Commission examines whether existing wholesale sales and bundled transmission customers will be protected from adverse rate impacts that might occur as a result of the Proposed Transaction.⁵⁵ As noted above, Camden currently sells pursuant to FERC market-based rate authority. Similarly, many Covanta Energy affiliates also sell pursuant to market-based rate schedules on file with FERC. The Commission has found that market-based rates do not raise concerns for purposes of an analysis of the Proposed Transaction's adverse effect on rates.⁵⁶

Separately, the Proposed Transaction will not affect any of the long-term contracts under which Applicants' subsidiaries or affiliates currently sell power. Following the closing on the Proposed Transaction, power currently sold under long-term contracts will continue to be sold pursuant to those agreements. Further, all wholesale sales of energy and/or capacity in interstate commerce made by Covanta Energy's affiliates that are not made under such long-term contract are made at negotiated market-based rates pursuant to FERC market-based rate authority. In addition, because the Proposed Transaction does not involve any transmission facilities, it will have no effect on transmission rates.

⁵⁵ *Merger Policy Statement* at 30,111–12.

⁵⁶ *See, e.g., Enron Corp.*, 78 FERC ¶ 61,179, at 61,738 n.45 (1997) (asserting that the Merger Policy Statement requires consideration of the effect of the proposed merger on a company's wholesale customer rates; however, because the public utility affiliates at issue only made sales under their market-based rate schedule, no concerns were raised that were relevant to this discussion).

C. The Proposed Transaction Will Have No Adverse Effects 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 Applicants. The Proposed Transaction will not remove any facilities from the Commission's jurisdiction, diminish the Commission's regulatory authority, create a regulatory gap, or shift regulatory authority between the Commission and any state commission. Applicants' jurisdictional status under the FPA will not change as a result of the Proposed Transaction. Additionally, the Proposed Transaction will not result in the creation or elimination of a non-exempt holding company under the Public Utility Holding Company Act of 2005.

Finally, the Proposed Transaction will not affect state regulation. After the Proposed Transaction is consummated, Applicants and their subsidiaries will continue to be regulated by the various states in which they operate in the same way as before the Proposed Transaction is consummated.

D. The Proposed Transaction Will Not Result in Cross-Subsidization

Section 203(a)(4) of the FPA provides that the Commission must find that a proposed jurisdictional transaction will not result in cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company, unless the Commission finds that such cross-subsidization, pledge or encumbrance is consistent with the public interest.⁵⁷ The Commission has stated that its concern about cross-subsidization is principally a concern over the effect of a transaction on rates charged to captive customers.⁵⁸ Here, the Transaction falls within one of the Commission's "safe harbors" under Section

⁵⁷ See 16 U.S.C. § 824b(a)(4).

⁵⁸ *Transactions Subject to FPA Section 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 at P 167 (2006) ("Order 669"); *FPA Section 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 at P 13 (2007).

203(a)(4), such that detailed explanation and evidentiary support to demonstrate a lack of cross-subsidization is not required.⁵⁹ The potential for cross-subsidization is not present in the Proposed Transaction. No franchised public utility with captive customers or transmission owner is involved in the Proposed Transaction, therefore the Proposed Transaction will not result in the cross-subsidization of a non-utility associate company or the 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.⁶⁰ The Commission has found that, in these circumstances, there is no potential for harm to customers due to cross-subsidization, and no further showing is required under the Commission's FPA Section 203 Supplemental Policy.⁶¹

V. INFORMATION REQUIRED BY PART 33 OF THE COMMISSION'S REGULATIONS

Except to the extent that Applicants request waiver of certain requirements, Applicants provide below all information and exhibits required by revised Part 33 of the Commission's regulations and Order No. 642.⁶²

In compliance with Section 33.2 of the Commission's regulations,⁶³ the Applicants submit the following information:

⁵⁹ *FPA Section 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 at P 17.

⁶⁰ *See FPA Section 203 Supplemental Policy Statement*, 72 Fed. Reg. 42,277 (Aug. 2, 2007), FERC Stats & Regs. ¶ 31,253 at P 17 (2007).

⁶¹ *Id.* ("If no captive customers are involved, then there is no potential for harm to customers. Therefore, compliance with Exhibit M could be a showing that no franchised public utility with captive customers is involved in the transaction.") (footnote omitted).

⁶² *Revised Filing Requirements under Part 33 of the Commission's Regulations*, Order No. 642, 1996-2000 FERC Stats. & Regs, Regs. Preambles ¶ 31,111 (2000), *order on reh'g*, Order No. 642-A, 9 FERC ¶ 61,289 (2001); *see also, e.g.*, Vermont Wind, LLC, 136 FERC ¶ 62,248 (2011); Northbrook N.Y., LLC, 130 FERC ¶ 62,128 (2010) (both granting applications that requested various waivers of certain filing requirements)

A. Exact Names of the Applicants and Their Principal Places of Business: Section 33.2(a)

Covanta Energy Corporation
445 South Street
Morristown NJ 07960

Camden County Energy Recovery Associates, L.P.
600 Morgan Boulevard
Camden, NJ 08104

B. Names and Addresses of the Persons Authorized to Receive Notices and Communications Regarding This Application: Section 33.2(b)

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C. Section 33.2(c): Description of the Applicants

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

The business activities of the Applicants are described in Part II above. Therefore, the Applicants respectfully request waiver of the requirement to file Exhibit A.

⁶³ 18 C.F.R. § 33.2.

- 2. Section 33.2(c)(2): A list of Applicants' 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 Part II of this Application and Exhibit B hereto. Applicants respectfully request a waiver of the informational requirements of 18 C.F.R. § 33.2(c)(2) to provide any additional information on Camden's current energy affiliates because such entities are not relevant to the Commission's evaluation of the Proposed Transaction.

- 3. Section 33.2(c)(3): Organizational charts depicting the Applicants' 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 the Applicants unless the Applicants demonstrate that the Proposed Transaction does not affect the corporate structure of any party to the Proposed Transaction.**

See Exhibit C hereto. Applicants respectfully request partial waiver of 18 C.F.R. § 33.2(c)(3) to the extent necessary to permit them to exclude affiliates that are not involved in the proposed transaction, including exclusion from the pre-transaction organizational chart of intermediate, wholly-owned holding companies not involved in the Proposed Transaction.

- 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 the Applicants or their respective parent companies, energy subsidiaries, and energy affiliates is a party, unless the Applicants demonstrate that the Proposed Transaction does not affect any of its business interests.**

All relevant joint ventures, strategic alliances, tolling arrangements or other business arrangements are discussed in Part II of this Application and Exhibit B hereto. Because the Proposed Transaction will not alter any business interest other than as described in the

Application, Section 33.2(4) does not require the Applicants to provide any further information. Therefore, the Applicants respectfully request waiver of the requirement to file Exhibit D.

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

There are currently no common officers or directors between Covanta Energy, on the one hand, and Camden, on the other hand. Further, the Proposed Transaction will not result in any common officers or directors. Therefore, the Applicants respectfully request waiver of the requirement to file 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.

The relevant parent companies, subsidiaries, affiliates, and associate companies are described in Part II above. Information regarding wholesale sales by the Camden and Covanta Energy's affiliates is available in the electric quarterly reports submitted in accordance with the Commission's regulations. The Proposed Transaction does not involve any transmission facilities (except those discrete interconnection facilities that are necessary to effect the sale of electric energy) and no unbundled transmission services customers will be affected by the Proposed Transaction. Therefore, the Applicants respectfully request waiver of the requirement to file Exhibit F.

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

The relevant jurisdictional facilities currently owned, operated, or controlled by the Applicants' and their affiliates are described in Part II above and set forth in Exhibit B. Therefore, the Applicants respectfully request waiver of the requirement to file Exhibit G.

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

A narrative description of the Proposed Transaction is provided in Part III above. The identities of parties involved in the Transaction are described in Part II above and shown in confidential Exhibit I. The jurisdictional facilities and securities associated with or affected by the Proposed Transaction are described in Part II above and in confidential Exhibit I, therefore the Applicants respectfully request waiver of the requirement to file Exhibit H. The consideration for the Transaction will be determined as set out in the Agreement, attached hereto in confidential Exhibit I. The effect of the Proposed transaction is that ownership and control over Camden and the Facility will transfer from CCERC and FWI to Covanta Energy.

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

See confidential Exhibit I hereto. Applicants respectfully request waiver of 18 C.F.R. § 33.2(f) to the extent it requires the inclusion of the Agreement's schedules.

G. Section 33.2(g): Explanatory Statement Demonstrating that the Proposed Transaction is Consistent with the Public Interest.

A full discussion of the facts relied upon to demonstrate that the Proposed Transaction is consistent with the public interest is provided in Part IV of this Application. Therefore, Applicants respectfully request waiver of the requirement to file Exhibit J.

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

See Exhibit K hereto.

I. Section 33.2(i): If The Applicant Is Required To Obtain Licenses, Orders, Or Other Approvals From Other Regulatory Bodies In Connection With The Proposed Transaction, The 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.

Other than the Commission, the New Jersey Department of Environmental Protection (“NJDEP”) is the only other regulatory body reviewing the proposed transaction. *See* Exhibit L.

J. Section 33.2(j): Cross-Subsidization

Because a franchised public utility with captive customers is not involved in the Proposed Transaction, the Proposed Transaction falls within the first category of safe harbors—*i.e.*, transactions that are unlikely to raise cross-subsidization concerns—established by the Commission in *FPA Section 203 Supplemental Policy Statement*, 72 Fed. Reg. 42,277 (Aug. 2, 2007), FERC Stats & Regs. ¶ 31,253 at P 17 (2007).

Furthermore, consistent with the requirements of Order Nos. 669-A and 669-B, Applicants include in Exhibit M hereto a showing regarding the 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 provides transmission service over jurisdictional transmission facilities. The showing in Exhibit M relates to the time of the Transaction as well as the future, and is based on facts and circumstances known or reasonably foreseeable to Applicants. Accordingly, the Transaction does not raise any cross-subsidization concerns.

VI. PROPOSED ACCOUNTING ENTRIES UNDER SECTION 33.5 OF THE COMMISSION'S REGULATIONS

The Applicants are not required to maintain their books of account in accordance with the Commission's Uniform System of Accounts in Part 101 of the Commission's regulations. Therefore, the Applicants are not required pursuant to 18 C.F.R. § 33.5 to present proposed accounting entries to their books or financial statement showing the effect of the Proposed Transaction.

VII. VERIFICATIONS UNDER SECTION 33.7 OF THE COMMISSION'S REGULATIONS

Pursuant to Section 33.7 of the Commission's Regulations,⁶⁴ verifications on behalf of Applicants are included as Attachment 1 to this Application.

VIII. REQUEST FOR CONFIDENTIAL TREATMENT

Applicants seek to protect the Agreement, which is attached as Exhibit I to this Application and contained in a separate confidential volume, from public disclosure pursuant to 18 C.F.R. §§ 33.9, 385.1112, and 388.112 of the Commission's regulations and seek exemption from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission's regulations.⁶⁵ The information contained in the Agreement is of a sensitive commercial nature and is the product of arm's-length negotiations. As such, public disclosure could impede the ability of the parties to the Proposed Transaction to engage in any future transactions of a similar nature with other parties. As required by 18 C.F.R. § 33.9, Applicants have included as Attachment 2 a proposed protective order based upon the Commission's Form Protective Order.

⁶⁴ 18 C.F.R. § 33.7.

⁶⁵ *Id.* §§ 33.9, 385.1112, 388.112 & 388.107(d).

IX. CONCLUSION

Applicants respectfully request that the Commission approve with its typical expedition the Proposed Transaction as consistent with the public interest pursuant to Section 203 of the FPA and grant all waivers requested in this Application and all other waivers necessary for such approval. Applicants respectfully request that the Commission issue an order approving the Proposed Transaction by June 15, 2013, because the Proposed Transaction raises no concerns under Section 203 of the FPA.

Respectfully submitted,

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Counsel for Covanta Energy Corporation

Dated: May 2, 2013

EXHIBIT B**ENERGY-RELATED SUBSIDIARIES AND AFFILIATES
OF COVANTA ENERGY**

Below is a list of the relevant energy-related subsidiaries and affiliates of Covanta Energy Corporation's parent, Covanta Holding Corporation, that conduct business in the United States. Covanta Energy respectfully requests waiver of the requirements of 18 C.F.R. § 33.2(c)(3) to the extent this regulation requires Applicants to provide information on energy-related subsidiaries and affiliates not relevant to the Proposed Transaction because providing such information should not be relevant to the Commission's evaluation of whether the Proposed Transaction is consistent with the public interest.

Because CCERC and FWI, wholly owned subsidiaries of Foster Wheeler AG, are selling their interest in Camden and will not be affiliated with Camden or Covanta after the closing, information regarding subsidiaries and affiliates of Foster Wheeler AG is not provided.

Covanta Holding's Energy-Related Subsidiaries and Affiliates

Name	Ownership	Description of Primary Business
Covanta Energy Marketing LLC	Covanta Energy	Power marketer authorized to make sales at market-based rates in Docket No. ER10-409, formed to market the energy, capacity and/or ancillary services owned and/or controlled by Covanta Energy and its affiliates. Covanta Power does not own or control generation assets in any region.
Covanta Power, LLC	Covanta Energy	Power marketer authorized to make sales at market-based rates Docket No. ER10-410, formed to market the energy, capacity and/or ancillary services owned and/or controlled by Covanta Energy and its affiliates. Covanta Power does not own or control generation assets in any region.
Covanta Alexandria/Arlington, Inc.	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Babylon, Inc.	Covanta Energy	Owns and operates an approximately 16.8 MW ⁶⁶ qualifying small power production facility (QF86-113) in West Babylon, New York

⁶⁶ The ratings for the facilities in this Exhibit B are of gross electric output.

Name	Ownership	Description of Primary Business
Covanta Bristol, Inc.	Covanta Energy	Owns and operates an approximately 16.3 MW qualifying small power production facility (QF85-582) in West Babylon, New York
Burney Mountain Power	Covanta Energy	Owns an approximately 11.4 MW qualifying small power production facility (QF83-37) in Burney, California. The facility is operated by Covanta Power Plant Operations, a wholly-owned indirect subsidiary of Covanta Energy.
Covanta Delano, Inc.	Covanta Energy	Owns and operates an approximately 50 MW qualifying small power production facility (QF84-52) in Mendota, California. The Commission granted Covanta Delano market-based rate authority. See Docket Nos. ER00-891 and ER08-378.
Covanta Delaware Valley, L.P.	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Essex Company	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Fairfax, Inc.	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Harrisburg, Inc.	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Haverhill Associates	Covanta Energy	Owns and operates an approximately 45 MW qualifying small power production facility (QF87-58) in Haverhill, Massachusetts. Sells output of the facility pursuant to a rate schedule filed with the Commission. See Docket Nos. ER87-76 and ER98-3156. Covanta Haverhill Associates also owns a 1.6 MW qualifying small power production facility (QF11-102) located in Haverhill, Massachusetts, the output of which is sold into the ISO-NE market.
Covanta Hempstead Company	Covanta Energy	Owns and operates an approximately 72 MW qualifying small power production facility (QF85-236) in Westbury, New York. The Commission granted Covanta Hempstead market-based rate authority. See Docket No. ER09-1028.
Covanta Hennepin Energy Resource Co., L.P.	Covanta Energy	Operates an approximately 33 MW qualifying small power production facility (QF86-1038) in Minneapolis, Minnesota on behalf of Hennepin County, Minnesota, a municipality, which sells the power to Xcel Energy pursuant to a rate schedule on file with the Commission – see ER89-462 and ER03-1058.
Covanta Hillsborough, Inc.	Covanta Energy	Operates an approximately 39 MW qualifying small power production facility (QF83-405) in Tampa, Florida on behalf of Hillsborough County, Florida, a municipality, which sells the power to Tampa Electric under long-term contract.

Name	Ownership	Description of Primary Business
Covanta Hudson Valley Renewable Energy LLC	Covanta Energy	Provides operation and maintenance services for an approximately 11 MW waste to energy qualifying small power production facility owned by the Dutchess County Resource Recovery Agency, which is a public benefit corporation created by the New York State Legislature and sells the entire output of the facility to Hudson Gas & Electric Corporation under a long contract.
Covanta Huntington, L.P.	Covanta Energy	Owns and operates an approximately 24 MW qualifying small power production facility (QF88-274) in East Northport, New York.
Covanta Kent, Inc.	Covanta Energy	Operates an approximately 19 MW qualifying small power production facility (QF87-264) in Grand Rapids, Michigan on behalf of Kent County, Michigan, a municipality, which sells the entire output of the facility under long-term contract.
Koma Kulshan Associates	Koma Kulshan Associates is a limited partnership consisting, in part, of Covanta Power Pacific, Inc. and Penstock Power Company. Covanta Holding has a 50% interest	Owns and operates an approximately 12 MW qualifying small power production facility (QF89-326) in Whatcom County, Washington.
Covanta Lake II, Inc.	Covanta Energy	Owns and operates an approximately 12.5 MW qualifying small power production facility (QF85-74) in Lake County, Florida.
Covanta Lancaster, Inc.	Covanta Energy	See Part II of this Application
Covanta Lee, Inc.	Covanta Energy	Operates an approximately 65 MW QF (QF90-158) in Fort Myers, Florida on behalf of Lee County, Florida, a municipality, that sells the output of the facility to Seminole Electric Cooperative under long-term contract
Covanta Long Beach Renewable Energy Corp.	Covanta Energy	Provides operation and maintenance services for an approximately 75 MW waste-to-energy qualifying small power production facility owned by the City of Long Beach, California and County Sanitation District #2 of Los Angeles County. The City of Long Beach sells the entire output of the facility to Southern California Edison under a long contract.
Covanta MacArthur Renewable Energy, Inc.	Covanta Energy	Provides operation and maintenance services for an approximately 11 MW waste-to-energy facility owned by the Islip Resource Recovery Agency, which is a public benefit corporation created by the New York State Legislature. The entire output of the facility is sold to the Long Island Power Authority under a long contract.

Name	Ownership	Description of Primary Business
Covanta Maine, LLC.	Covanta Energy	Owns and operates an approximately 24.5 MW qualifying small power production facility (QF85-335) in Jonesboro, Maine and an approximately 24.5 MW qualifying small power production facility (QF88-334) in West Enfield, Maine. Covanta Maine was granted market based rate authority in ER09-560 and was certified as an EWG in EG04-66.
Covanta Marion, Inc.	Covanta Energy	Owns and operates an approximately 13 MW qualifying small power production facility (QF83-118) in Brooks, Oregon.
Covanta Mendota, Inc.	Covanta Energy	Owns and operates an approximately 25 MW small power production facility (QF86-593) in Mendota, California.
Covanta Montgomery, Inc.	Covanta Energy	<i>See Part II of this Application.</i>
Mount Lassen Power	Covanta Energy	Owns and operates an approximately 11 MW qualifying small power production facility (QF83-199) in Lassen County, California. The facility is operated by Covanta Power Plant Operations.
Covanta Niagara, L.P	Covanta Energy	Owns and operates an approximately 60.4 MW QF (82-83) in Niagara Falls, New York. Covanta Niagara was granted market-based rate authority (ER01-1302) and is an EWG (EG01-131).
Covanta Onondaga, L.P.	Covanta Energy	Leases and operates an approximately 39.5 MW qualifying small power production facility (QF92-85) in Jamesville, New York. The Onondaga County Resource Recovery Agency, a state governmental entity, owns the facility and sells the power to Niagara Mohawk under long term contract.
Pacific Energy Operating Group, L.P.	Covanta Energy	<i>See Part II of this Application.</i>
Pacific Recovery Corporation	PRC owns these facilities and leases them to Generating Resource Recovery Partners, L.P. ("GRRP"), in which PRC and Covanta Power Pacific, Inc. hold an interest, both of which are wholly-owned, indirect subsidiaries of Covanta Energy.	Owns (1) an approximately 3.6 MW qualifying small power production facility (QF83-87) in San Diego, California, (2) an approximately 5.4 MW qualifying small power production facility (QF83-87) in Oxnard, California and (3) an approximately 1.35 MW qualifying small power production facility (QF83-87) in Salinas, California
Pacific Oroville Power, Inc.	Covanta Energy	Owns and operates an approximately 18.5 MW qualifying small power production facility (QF83-234) in Butte County, California. The facility is operated by Covanta Power Plant Operations.

Name	Ownership	Description of Primary Business
Pacific-Ultrapower Chinese Station	Pacific-Ultrapower Chinese Station, a general partnership consisting, in part, of Pacific Energy Resources, Inc. (a direct, wholly-owned subsidiary of Covanta Power Pacific, Inc.) owns the facility. Covanta Holding has a 50% interest.	Owns an approximately 25.5 MW QF (QF84-503) in Jamestown, California. The facility is operated by Constellation Energy.
Covanta Pasco, Inc.	Covanta Energy	Operates an approximately 29 MW qualifying small power production facility (QF86-1096) in Spring Hill, Florida on behalf of Pasco County, Florida, which sells the power sold to Florida Power Corporation under long term contract.
Covanta Plymouth Renewable Energy Limited Partnership	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Springfield, LLC	Covanta Energy	Owns and operates an approximately 9.5 MW QF (QF86-667) in Springfield, Massachusetts.
SEMASS Partnership	Covanta SEMASS, L.P., a wholly-owned, indirect subsidiary of Covanta, owns a 90% general and limited partnership interest in the SEMASS Partnership. ArkMass, Inc. owns 10% general partnership interest in the SEMASS Partnership.	Owns and operates an approximately 79 MW in West Wareham, Massachusetts. SEMASS is an EWG (EG98-77) and sells the output of the facility pursuant to a rate schedule on file with Commission in Docket No. ER06-1178.
Covanta Southeastern Connecticut Co.	Covanta Energy	Owns and operates an approximately 17 MW QF (QF87-447) in Preston, Connecticut and is an EWG (EG01-280).
Covanta Southeastern Florida Renewable Energy	Covanta Energy	Provides operation and maintenance services for an approximately 77 MW waste-to-energy qualifying small power production facility owned by Miami-Dade County, Florida. Miami-Dade County sells the entire output of the facility to Progress Energy Florida, Inc. under a long-term contract.
Covanta Stanislaus, Inc.,	Covanta Energy	Owns and operates an approximately 22 MW QF (QF84-154) in Stockton, California.
Covanta WBH, LLC	Covanta Energy	Owns and operates an approximately 16.54 MW QF (QF82-168) in Tulsa, Oklahoma.
Covanta Union, Inc.	Covanta Energy	<i>See Part II of this Application.</i>
Covanta Projects of Wallingford, L.P.	Covanta Energy	Operates an approximately 11 MW QF (QF86-933) in Wallingford, Connecticut on behalf of the Connecticut Resource Recovery Authority.

Name	Ownership	Description of Primary Business
Covanta Warren Energy Resource Co., L.P.	Covanta Energy	<i>See Part II of this Application.</i>
Covanta York Renewable Energy LLC	Covanta Energy	<i>See Part II of this Application.</i>
South Fork II Associates, L.P.	Covanta Energy (50%)	Owns an approximately 5 MW QF (QF85-115) in King County, Washington.

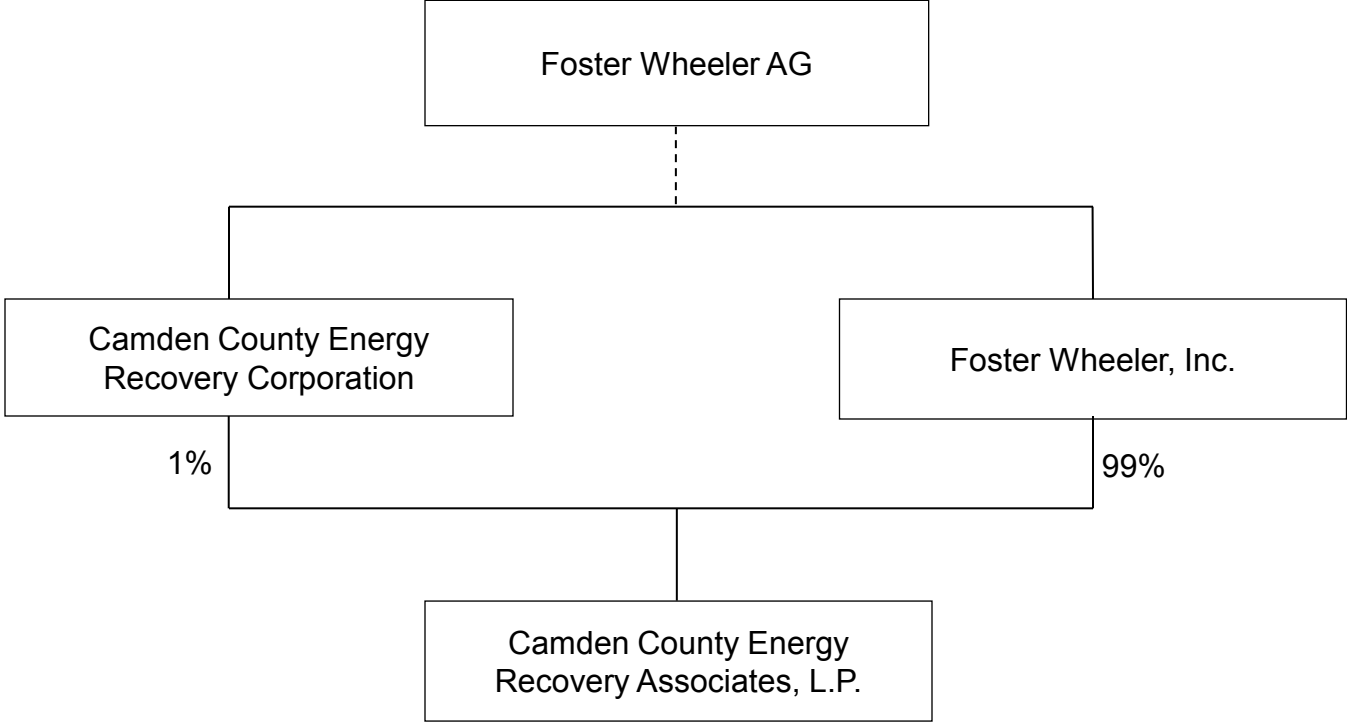
EXHIBIT C

ORGANIZATIONAL CHARTS

Simplified organizational charts depicting Applicants' current and proposed post-transaction corporate structures are attached hereto.

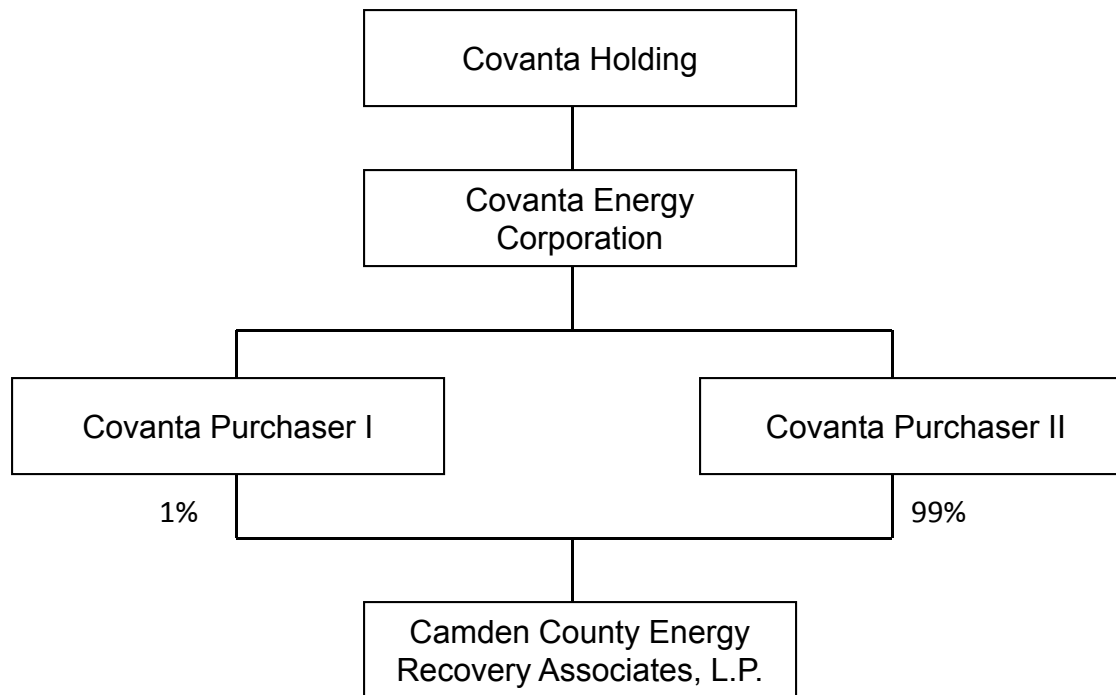
Applicants respectfully request that the Commission waive the requirements of Section 33.2(c)(3) of its regulations, 18 C.F.R. § 33.2(c)(3), to provide organizational charts depicting all energy subsidiaries and energy affiliates. In support of their waiver request, Applicants note that the Proposed Transaction, due to its limited nature, will not affect Applicants' corporate structures other than to remove Camden from CCERC's and FWI's corporate structures and add it to Covanta Energy's corporate structure.

Exhibit C-1 – Pre-Transaction Organizational Structure



- - - Intermediate holding companies have been removed.

Exhibit C-2 – Post-Transaction Organizational Structure*



*This organizational chart has been simplified to depict the upstream ownership of Camden County Energy Recovery Associates, L.P. post-transaction and does not include affiliates that are not involved in the proposed transaction.

EXHIBIT I

CONTRACTS RELATED TO THE PROPOSED TRANSACTION

Attached hereto is a copy of the Equity Purchase Agreement by and between Covanta Energy, Camden County Energy Recovery Corp., and Foster Wheeler, Inc. As set forth in Part VIII of the Application, Applicants request that Exhibit I be accorded confidential treatment.

EXHIBIT I

CONTRACTS RELATED TO THE PROPOSED TRANSACTION

PUBLIC VERSION

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

EXHIBIT K

MAP OF FACILITIES

Exhibit K – Map of Covanta Energy Facilities



EXHIBIT L

**OTHER LICENSES, ORDERS OR OTHER APPROVALS FROM OTHER
REGULATORY BODIES IN CONNECTION WITH THE PROPOSED TRANSACTION**

In addition to the Commission, the New Jersey Department of Environmental Protection (“NJDEP”) is reviewing the proposed transaction pursuant to the New Jersey Solid Waste Utility Act. No other regulatory body reviewing the proposed transaction.

EXHIBIT M

**EXPLANATION OF HOW THE PROPOSED TRANSACTION
WILL NOT RESULT IN CROSS-SUBSIDIZATION**

As no franchised public utility with captive customers is involved in the Proposed Transaction, the Proposed Transaction will not result in the cross-subsidization of a non-utility associate company or the 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.

Applicants have no existing pledges or encumbrances of public utility assets to disclose. In addition, the potential for cross-subsidization is not present in the Proposed Transaction because, based on the facts or circumstances known to Applicants or that are reasonably foreseeable, the Proposed Transaction does not, at the time of the consummation of the Proposed Transaction or in the future result in:

- (1) 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;
- (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 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 FPA Sections 205 and 206.

Because a franchised public utility with captive customers is not involved in the Proposed Transaction, the Proposed Transaction falls within the first category of safe harbors—*i.e.*, transactions that are unlikely to raise cross-subsidization concerns—established by the Commission in *FPA Section 203 Supplemental Policy Statement*, 72 Fed. Reg. 42,277 (Aug. 2, 2007), FERC Stats & Regs. ¶ 31,253 at P 17 (2007).

ATTACHMENT 1

VERIFICATIONS

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

Covanta Energy Corporation)
Camden County Energy Recovery Associates, L.P.)

Docket No. EC13-____-000

**VERIFICATION
(18 C.F.R. § 33.7)**

I, Kirk J. Bily, of Covanta Energy Corporation (“Covanta Energy”), read the foregoing Application and have authority with respect thereto for Covanta Energy. I have knowledge of the matters set forth in the foregoing Application with respect to Covanta Energy and its affiliates. The statements in said Application regarding Covanta Energy are true and correct to the best of my knowledge, information, and belief.

By: Kirk J. Bily
Kirk J. Bily
Vice President & Deputy G.C.

SUBSCRIBED AND SWORN to before me, a Notary Public in and for the State of New Jersey this 29th day of April, 2013.

Jane Gross
Notary Public
My Commission Expires: _____

**Jane Gross
Notary Public, State of New Jersey
Passaic County
Notary No. 2097574
My Commission Expires Feb. 25, 2017**

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

Covanta Energy Corporation)
Camden County Energy Recovery Associates, L.P.)

Docket No. EC13-__-000

**VERIFICATION
(18 C.F.R. § 33.7)**

I, Richard Harrington, of Camden County Energy Recovery Corporation ("CCERC"), read the foregoing Application and have authority with respect thereto for CCERC. I have knowledge of the matters set forth in the foregoing Application with respect to Camden County Energy Recovery Associates, L.P. ("Camden") and its affiliates. The statements in said Application regarding Camden are true and correct to the best of my knowledge, information, and belief.

By: Richard Harrington
Richard Harrington
Plant Manager

SUBSCRIBED AND SWORN to before me, a Notary Public in and for the State of NEW JERSEY this 30TH day of APRIL, 2013.

[Signature]
Notary Public
My Commission Expires: 6/10/2015



ATTACHMENT 2

PROTECTIVE ORDER

UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

Covanta Energy Corporation)
Camden County Energy Recovery Associates, L.P.)

Docket No. EC13-____-000

PROTECTIVE ORDER

(Issued)

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) (which includes the Chief Administrative Law 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 CFR§ 388.113(c)(1) ("Critical Energy Infrastructure Information").

3. Definitions -- For purposes of this Order:

(a) The term "Participant" shall mean a Participant as defined in 18 CFR § 385.102(b).

(b) (1) The term "Protected Materials" means (A) materials (including depositions) provided by a Participant 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 "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 B 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 Paragraph 3(b)(1). 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 that has been filed with and accepted into the public files of the Commission, or contained in the public files of 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. 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 Trial Staff designated as such in this proceeding;
- (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 Subparagraph (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 non-public 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 Trial Staff ("Staff"), Staff shall follow the notification procedures of 18 CFR § 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 18, 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 the designation of which 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 18 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 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" 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 B 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.

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

15. 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.

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

17. 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."

18. 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 determination, 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 CFR §§ 388.112 and 388.113 shall apply to any requests under the Freedom of Information Act. (5 U.S.C. § 552) for Protected Materials in the files of the Commission.

19. 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.

20. 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.

21. 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.

Presiding Administrative Law Judge

UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

Covanta Energy Corporation)
Camden County Energy Recovery Associates, L.P.) Docket No. EC13-____-000

NON-DISCLOSURE CERTIFICATE

1. 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: _____
Printed Name: _____
Title: _____
Representing: _____
Date: _____

Document Content(s)

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