

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

**Chalk Cliff Limited**

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**Docket No. ER15-\_\_\_\_\_**

**PETITION OF CHALK CLIFF LIMITED  
FOR ORDER ACCEPTING MARKET-BASED RATE TARIFF  
FOR FILING, GRANTING WAIVERS AND BLANKET APPROVALS,  
AND REQUEST FOR EXPEDITED ACTION**

Chalk Cliff Limited (Seller), pursuant to section 205 of the Federal Power Act, as amended (FPA), 16 U.S.C. § 824d (2012), Rule 205 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission (FERC or Commission), 18 C.F.R. § 385.205 (2014), and Part 35 of the Commission's regulations under the FPA, 18 C.F.R. Part 35 (2014), hereby petitions the Commission for: (1) acceptance for filing of Seller's Market-Based Rate Tariff effective April 30, 2015; (2) waiver of certain Commission regulations under the FPA; and (3) the granting of certain blanket approvals.

Seller owns and operates a 46 MW natural gas-fired electric generation facility located in Bakersfield, California (Facility) that is operating as a qualifying facility (QF) under the Public Utility Regulatory Policies Act of 1978, as amended (PURPA). Pursuant to section 292.601(c) of the Commission's regulations,<sup>1</sup> Seller currently is exempt from rate regulation under FPA sections 205 and 206, because the entire output of the Facility is sold pursuant to the California Public Utility Commission's (CPUC's) implementation of section 210 of PURPA. However, Seller has entered into a new long-term tolling agreement with Pacific Gas & Electric Company (PG&E), which will take effect on May 1, 2015. Sales made pursuant to the PG&E tolling agreement will be

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<sup>1</sup> 18 C.F.R. § 292.601(c) (2014).

subject to rate regulation by the Commission under FPA sections 205 and 206. In order to ensure that Seller can continue to sell energy, capacity, and ancillary services without interruption, Seller respectfully requests that the Commission grant expedited treatment for this Petition and issue an order on or before April 27, 2015 that accepts for filing Seller's Market-Based Rate Tariff effective April 30, 2015. Seller respectfully requests waiver of the Commission's 60-day prior notice filing requirement to the extent necessary to accommodate this requested effective date.<sup>2</sup>

## **I. COMMUNICATIONS**

Communications with regard to this Petition should be addressed to the following persons:

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## **II. DESCRIPTION OF SELLER AND ITS RELEVANT AFFILIATES**

Seller owns and operates the Facility, an approximately 46 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California. The Facility is interconnected to the transmission system owned by PG&E and operated by California Independent System Operator Corporation (CAISO).

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<sup>2</sup> 18 C.F.R. §§ 35.3 and 35.11.

The Facility is operating as a QF under PURPA.<sup>3</sup> Seller currently sells all of the Facility's electrical output to PG&E at avoided cost rates pursuant to the CPUC's implementation of section 210 of PURPA.<sup>4</sup> Seller has entered into a new long-term tolling agreement with PG&E, which will take effect on May 1, 2015. The full output of the Facility will continue to be committed to PG&E under the new tolling agreement.

Seller is a wholly-owned indirect subsidiary of FREIF Redwood Holdings LLC, which is a wholly-owned indirect subsidiary of FREIF North American Power III LLC (FREIF NAP III). FREIF NAP III is a wholly-owned indirect subsidiary of FREIF North American Power II LLC (FREIF NAP II). FREIF NAP II is a wholly-owned indirect subsidiary of FREI Bravo AIV, L.P. (FREI). FREI is controlled directly and indirectly by senior officers of First Reserve, a global private equity firm focused on the energy industry.<sup>5</sup>

In addition to the Facility, Seller is affiliated with the following entities that own or control 627.4 MW of generation capacity located in the relevant market, *i.e.*, the CAISO balancing authority area (BAA):<sup>6</sup>

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<sup>3</sup> See Docket No. QF87-132. Concurrently with this Petition, Seller intends to file a notice of self-certification of exempt wholesale generator status under the Public Utility Holding Company Act of 2005.

<sup>4</sup> Seller currently is selling the output of the Facility to PG&E pursuant to a Transition Power Purchase Agreement (Transition PPA) as part of the CPUC's QF program and comprehensive Settlement for Qualifying Facilities and Combined Heat and Power adopted in CPUC Decision D.10-12-035. The Transition PPA will be replaced by Seller's new tolling agreement with PG&E.

<sup>5</sup> FREI is controlled by its general partner, First Reserve Energy Infrastructure GP, L.P., which in turn is controlled by its general partner, First Reserve Energy Infrastructure G.P. Limited. Each of these entities is controlled by senior officers of First Reserve. None of these senior officers is employed by, affiliated with, or holds the position of officer or director of any public utility with a franchised electric service territory, electric equipment supplier, or entity authorized to underwrite or participate in the marketing of public utility securities.

<sup>6</sup> For a description of generation facilities that are owned or controlled by Seller's affiliates in other U.S. markets, see Attachment A.

- Crockett Cogeneration, a California Limited Partnership, which owns and operates a 247 MW (nameplate) QF located in Contra Costa County, California.
- Badger Creek Limited (Badger Creek), which owns and operates a 46 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.
- Double C Generation Limited Partnership, which owns and operates a 49.8 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.
- High Sierra Limited, which owns and operates a 49.8 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.
- Kern Front Limited, which owns and operates a 49.8 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.
- Bear Mountain Limited (Bear Mountain), which owns and operates a 46 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.
- Corona Energy Partners, Ltd., which owns and operates a 47 MW (nameplate) natural gas-fired electric generation facility located in Corona, California.
- Live Oak Limited (Live Oak), which owns and operates a 46 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.
- McKittrick Limited (McKittrick), which owns and operates a 46 MW (nameplate) natural gas-fired electric generation facility located in Bakersfield, California.

The entire electrical output of these generation facilities currently is fully committed under long-term agreements to unaffiliated third parties. As of May 1, 2015, Badger Creek, Bear Mountain, Live Oak, and McKittrick will begin making sales under new long-term tolling agreements with PG&E. Therefore, all of the generation capacity in the CAISO BAA that is owned or controlled by Seller's affiliates will remain fully committed under long-term agreements.

Seller is not affiliated with any entities that own or control electric generation facilities in first-tier markets to the CAISO BAA.

Neither Seller nor any of its affiliates owns or controls any transmission facilities that are used for the transmission of electricity in interstate commerce in the United States, other than the limited interconnection facilities required to connect individual generating facilities to the transmission grid. Seller is not affiliated with any public utility with a franchised electric service territory in the United States.

Seller is not affiliated with any inputs to electric power production, as defined in section 35.36 of the Commission's regulations,<sup>7</sup> located within the CAISO BAA. As indicated in Attachment A, Seller is affiliated with certain intrastate natural gas facilities located outside of the CAISO BAA. Other than the facilities identified in Attachment A, Seller and its affiliates do not own or control any other inputs to electric power production in the United States, including intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; physical coal supply sources and ownership of or control over who may access transportation of coal supplies.

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<sup>7</sup> 18 C.F.R. § 35.36.

### **III. REQUEST FOR AUTHORIZATION TO SELL ENERGY, CAPACITY, AND ANCILLARY SERVICES AT MARKET-BASED RATES**

#### **A. Description of Seller's Rate Schedule**

Seller requests authorization under its proposed Market-Based Rate Tariff to sell energy, capacity, and certain ancillary services to any purchaser that is not a franchised public utility affiliate.<sup>8</sup>

#### **B. Satisfaction of Criteria for Market-Based Rates**

The Commission permits sales of energy, capacity, and ancillary services at market-based rates if the seller and its affiliates (i) lack horizontal market power in the relevant geographic market, *i.e.*, they do not have (or have adequately mitigated) market power in generation; and (ii) lack vertical market power in the relevant geographic market, *i.e.*, they do not have (or have adequately mitigated) market power in transmission and cannot erect barriers to entry to competing suppliers through the control of inputs to electric power production.<sup>9</sup> As discussed below, neither Seller nor any of its affiliates has horizontal or vertical market power in the relevant market. Therefore, the Commission should grant Seller's request for market-based rate authorization.

#### **1. Seller Lacks Horizontal Market Power**

The Commission reviews horizontal market power by assessing the market power of the seller and any of its affiliates that own or control generation in the relevant

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<sup>8</sup> 18 C.F.R. § 35.39 requires separate Commission authorization under section 205 of the FPA for the sales of energy or capacity to a franchised public utility affiliate. Seller currently is not affiliated with any public utility with a franchised electric service territory.

<sup>9</sup> See Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities, Order No. 697, 119 FERC ¶ 61,295 (2007), order on clarification, 121 FERC ¶ 61,260 (2007), order on reh'g, Order No. 697-A, 123 FERC ¶ 61,055 (2008), order on reh'g, Order No. 697-B, 125 FERC ¶ 61,326 (2008), order on reh'g, Order No. 697-C, 127 FERC ¶ 61,284 (2009), order on reh'g and clarification, Order No. 697-D, 130 FERC ¶ 61,206 (2010), order on clarification, 131 FERC ¶ 61,021 (2010); see also Heartland Energy Services, Inc., 68 FERC ¶ 61,223, at ¶ 62,060-63 (1994); Enron Power Enterprise Corp., 52 FERC ¶ 61,193, at 61,708 (1990); FirstEnergy Servs., Inc., 94 FERC ¶ 61,052 (2001).

market.<sup>10</sup> The Commission has indicated that the relevant geographic market is the BAA or RTO/ISO market or submarket, as applicable, where the seller's generation is physically located.<sup>11</sup> Accordingly, Seller is using the CAISO BAA as the relevant geographic market for purposes of its request for market-based rate authorization.

The Commission has authorized the submission of streamlined applications and the use of simplifying assumptions, where appropriate.<sup>12</sup> As noted above, all of the generating capacity owned or controlled by Seller and its affiliates in the relevant market is and will continue to be fully committed to unaffiliated third parties under long-term agreements. However, Seller conservatively assumes that the generation capacity owned or controlled by Seller and its affiliates in the relevant market is uncommitted. Seller also conservatively assumes that there are no unaffiliated imports into the relevant market.<sup>13</sup>

Using these conservative assumptions, the total capacity that is owned or controlled by Seller and its affiliates in the CAISO BAA is 673.4 MW. As noted above, Seller is not affiliated with any generation located in first-tier markets to the CAISO BAA.

#### **a. Pivotal Supplier Screen**

The pivotal supplier screen compares the amount of uncommitted capacity owned or controlled by an applicant in the relevant market and the total net uncommitted capacity in that market. If the applicant's uncommitted capacity in the market is less than

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<sup>10</sup> See Order No. 697 at P 232 n.261; AEP Power Mktg., Inc., 107 FERC ¶ 61,018 at P 73 n.63.

<sup>11</sup> See Order No. 697 at P 231; see also AEP Power Mktg., Inc., 107 FERC ¶ 61,018 at P 41, order on reh'g, 108 FERC ¶ 61,026 at P 31 (2004).

<sup>12</sup> See Order No. 697 at P 337; AEP Power Marketing, Inc., 107 FERC ¶ 61,018 at PP 113-117 (2004).

<sup>13</sup> The Commission does not require a Simultaneous Transmission Import Limits study when an applicant can demonstrate that it passes the screen for each relevant geographic market without considering imports. See Carthage Energy, LLC, et al., 123 FERC ¶ 61,186 (2008) at P 19.

the difference between the total uncommitted supply and the market's wholesale load, the applicant passes the screen.<sup>14</sup>

The uncommitted capacity of Seller and its affiliates for the purpose of the pivotal supplier screen is 673.4 MW. In contrast, the net uncommitted supply in the CAISO BAA is 21,349 MW. These numbers are reflected in Attachment B, which is based on market data accepted by the Commission.<sup>15</sup> Because the uncommitted capacity of seller and its affiliates in the relevant market is less than the net uncommitted supply in the relevant market, Seller passes the pivotal supplier test for the CAISO BAA.

#### **b. Market Share Screen**

The market share screen calculates the applicant's share of uncommitted capacity in the relevant market during each of the four seasons. If an applicant's share of uncommitted capacity in the relevant market is under 20% in each season, the applicant passes the market share screen.

The market share screen in Attachment B reflects the total share of capacity owned or controlled by Seller and its affiliates in the CAISO BAA and conservatively assumed to be uncommitted during each of the four seasons. It demonstrates that Seller and its affiliates own or control no more than 2.3% of the total uncommitted capacity in the CAISO BAA in any of the four seasons. Attachment B is based on data that has been

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<sup>14</sup> AEP Power Mktg., Inc., 107 FERC ¶ 61,018 at P 99.

<sup>15</sup> Data on the CAISO BAA is based on the market power analysis submitted by NRG Power Marketing LLC, et al., on December 31, 2013, which was accepted by the Commission by letter order dated April 22, 2014. See NRG Power Marketing LLC, et al., Notice of Non-Material Change in Status at Exhibit NRG-6, Docket Nos. ER10-1569-007, et al., (Dec. 31, 2013) (NRG Change in Status); NRG Power Marketing LLC, et al., Docket Nos. ER10-1569-007, et al., (April 22, 2014) (unpublished letter order). A copy of the NRG Change in Status data, which covers the period from December 2011 to November 2012, is attached as Attachment C.



accepted by the Commission.<sup>16</sup> Because Seller and its affiliates own or control less than 20% of the total uncommitted capacity in the relevant market in any season, Seller also passes the market share screen for the CAISO BAA.

Therefore, Seller passes both the pivotal supplier and market share screens and lacks horizontal market power in the CAISO BAA.

## **2. Seller Lacks Vertical Market Power**

Neither Seller nor any of its affiliates owns or controls any electric transmission facilities used for the transmission of electricity in interstate commerce in the United States, except for limited equipment necessary to interconnect individual generating facilities to the transmission grid.

As noted above, Seller is affiliated with certain intrastate natural gas facilities in markets outside of the CAISO BAA. Seller's affiliation with these facilities does not raise any competitive concerns, because the Commission has adopted a rebuttable presumption that ownership or control of these inputs to electric power production does not allow a seller with market-based rates to erect barriers to entry.<sup>17</sup> Except as noted in Attachment A, neither Seller nor any of its affiliates owns or controls any other inputs to electric power production in the United States, including intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; physical coal supply sources and ownership of or control over who may access transportation of coal supplies. Seller further affirms that Seller and its affiliates have not erected barriers to entry in the relevant market and will not erect barriers to entry in the relevant market. Therefore, Seller lacks vertical market power.

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<sup>16</sup> See NRG Change in Status at Exhibit NRG-7.

<sup>17</sup> See Order No. 697 at P 1018.

### 3. **There Is No Potential for Affiliate Abuse or Reciprocal Dealing**

The Commission has traditionally indicated its concern that a public utility having a franchised service territory and an affiliate may be able to transact in ways that transfer benefits from the captive customers of the franchised utility to the affiliate and its shareholders. In Order No. 697, the Commission discontinued considering affiliate abuse as a separate “prong” of the market-based rate analysis and codified affiliate restrictions in the Commission’s regulations as a condition of obtaining and retaining market-based rate authority. Seller agrees to abide by the Commission’s codified affiliate restrictions as a condition of its market-based rate authority.

#### C. **Ancillary Services**

Seller also seeks authorization to sell certain ancillary services in the markets administered by CAISO. The Commission requires a separate study of the ancillary services markets to support a market-based rate filing for ancillary services. With respect to sales of ancillary services in the markets operated by CAISO, Seller relies, in the same manner as other sellers, on the studies submitted and accepted by the Commission in previous orders.<sup>18</sup>

In addition, Seller seeks authorization to sell ancillary services at market-based rates under the requirements set forth in Avista Corp.,<sup>19</sup> as modified by Order No. 697<sup>20</sup> and Order No. 784,<sup>21</sup> in markets for which the Commission has not accepted a market power study and has not generally authorized the sale of ancillary services at market-

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<sup>18</sup> See, e.g., AES Redondo Beach, L.L.C., 83 FERC 161,123 (1998), order on reh’g, 87 FERC ¶ 61,208 (1999), order on reh’g and clarification, 90 FERC ¶ 61,036 (2000).

<sup>19</sup> 87 FERC ¶ 61,223 (1999), order on reh’g, 89 FERC ¶ 61,136 (1999).

<sup>20</sup> See Order No. 697 at PP 1058-61.

<sup>21</sup> See Order No. 784, 144 FERC ¶ 61,056 (2013).

based rates. Seller has included in its tariff the Commission's standard tariff provisions for the proposed sales of ancillary services described above.

#### **D. Reporting Requirements**

Seller agrees to comply with the reporting requirements normally imposed on sellers that are permitted to sell power at market-based rates. In particular, Seller will file Electric Quarterly Reports concerning its sales in conformance with the Commission's requirements.<sup>22</sup> Seller also will file an updated market power analysis pursuant to the Commission's regional schedule adopted in Order No. 697 to the extent applicable. In addition, pursuant to the requirements set forth in Section 35.42 of the Commission's regulations, Seller agrees to file timely notices of material changes in status that explain whether such changes reflect a departure from the characteristics relied upon by the Commission in originally granting Seller market-based rate authority.<sup>23</sup>

Seller also agrees to comply with the Commission's market behavior rules codified at 18 C.F.R. § 35.41. In accordance with section 35.41(c) of the Commission's regulations, as amended by Order Nos. 768 and 768-A,<sup>24</sup> to the extent Seller engages in

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<sup>22</sup> Revised Public Utility Filing Requirements, Order No. 2001, FERC Stats. & Regs. ¶ 31,127 (2002), order on reh'g, Order No. 2001-A, 100 FERC ¶ 61,074 (2002), order on reconsideration and clarification, Order No. 2001-B, 100 FERC ¶ 61,342 (2002), order directing filings, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), order directing refiling, Order No. 2001-D, 102 FERC ¶ 61,334 (2003), order on filing requirements, Order No. 2001-E, 105 FERC ¶ 61,352 (2003), clarification order, Order No. 2001-F, 106 FERC ¶ 61,060 (2004), order adopting dictionary, Order No. 2001-G, 120 FERC ¶ 61,270 (2007), clarification order, Order No. 2001-H, 121 FERC ¶ 61,289 (2007), order revising EQR data dictionary, Order No. 2001-I, 73 Fed. Reg. 65,526 (Nov. 4, 2008), FERC Stats. & Regs. ¶ 31,282 (2008); Electricity Market Transparency Provisions of Section 220 of the Federal Power Act, Order No. 768, 77 Fed. Reg. 61,896 (Oct. 11, 2012), FERC Stats. & Regs. ¶ 31,336 (2012), order partially extending compliance date, 142 FERC ¶ 61,105 (2013); order on reh'g, Order No. 768-A, 78 Fed. Reg. 24,101 (Apr. 24, 2013), 143 FERC ¶ 61,054 (2013) (requiring market participants excluded from Commission jurisdiction under section 205 of the FPA that have more than a de minimis market presence to file electronic quarterly reports); Revisions to Electric Quarterly Report Filing Process, Order No. 770, 77 Fed. Reg. 71,288 (Nov. 30, 2012), FERC Stats. & Regs. ¶ 31,338 (2012) (adopting filing of EQRs in XML format).

<sup>23</sup> See 18 C.F.R. § 35.42.

<sup>24</sup> Electricity Market Transparency Provisions of Section 220 of the Federal Power Act, Order No. 768, 77 Fed. Reg. 61,896 (Oct. 11, 2012), FERC Stats. & Regs. ¶ 31,336 at PP 137-138, 178 (2012), order

reporting of transactions to publishers of electric or natural gas price indices it will identify in its EQRs the publishers of electricity and natural gas indices to which it reports its transactions.

**E. Category Seller Status**

The Commission's regulations define Category 1 Sellers as wholesale power marketers and wholesale power producers that meet each of the following criteria: (1) own or control 500 MW or less of generation in aggregate per region; (2) do not own, operate, or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; (3) are not affiliated with anyone that owns, operates, or controls transmission facilities in the same region as the seller's generation assets; (4) are not affiliated with a franchised public utility in the same region as the seller's generation assets; and (5) do not raise other vertical market power issues.<sup>25</sup> Category 2 Sellers are all sellers that are not Category 1 Sellers.<sup>26</sup> Category 2 Sellers are required to submit updated market analyses every three years pursuant to the Commission's regional schedule.

Seller and its affiliates own or control more than 500 MW of generation in the aggregate in the Southwest region. Accordingly, Seller is a Category 2 Seller, as defined in 18 C.F.R. § 35.36(a) of the Commission's regulations, in the Southwest region and will file an updated market power analysis pursuant to the Commission's regional schedule.

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partially extending compliance date, 142 FERC ¶ 61,105 (2013); order on reh'g, Order No. 768-A, 78 Fed. Reg. 24,101 (Apr. 24, 2013), 143 FERC ¶ 61,054 at PP 40, 47 (2013).

<sup>25</sup> See 18 C.F.R. § 35.36(a)(2).

<sup>26</sup> Id.

Seller is a Category 1 Seller in all other regions. Seller does not own or control generation in any other region. Therefore, Seller owns or controls less than 500 MW of generation in the aggregate in each of the regions outside the Southwest region and there is no overlap between Seller's generation assets and any transmission facilities in any other region. Seller does not own, operate, or control transmission facilities other than limited equipment necessary to connect Seller's individual generating facility to the transmission grid. Further, Seller is not affiliated with a franchised public utility in any region and does not raise other vertical market power issues. Accordingly, Seller meets the criteria for classification as a Category 1 Seller, as defined in 18 C.F.R. § 35.36(a) of the Commission's regulations, in the Northeast, Southeast, Central, Southwest Power Pool, and Northwest regions.

#### **IV. REQUEST FOR PRE-APPROVALS AND WAIVERS**

Seller seeks the same pre-approvals and waivers of Commission rules and filing requirements previously granted to other sellers permitted to sell at market-based rates.

This relief consists of:

- Waiver of Parts 41, 101, and 141 of the Commission's accounting and periodic reporting regulations except for sections 141.14 and 141.15;
- Waiver of Subparts B and C of Part 35 of the Commission's regulations, except as to sections 35.12(a), 35.13(b), 35.15, and 35.16;
- Blanket approval under Part 34 for all future issuances of securities and assumptions of liability.

#### **V. REQUESTED EFFECTIVE DATE**

As discussed above, Seller's new tolling agreement with PG&E takes effect on May 1, 2015. Therefore, Seller must obtain market-based rate authorization by April 30, 2015 to avoid an interruption in the sales of the Facility's output. Accordingly, Seller

respectfully requests that the Commission grant expedited treatment for this Petition and issue an order on or before April 27, 2015 that accepts for filing Seller's Market-Based Rate Tariff effective as of April 30, 2015. Seller respectfully requests waiver of the Commission's prior notice requirement to permit such an effective date.

## **VI. CONCLUSION**

WHEREFORE, for the reasons stated above, Seller requests that: (1) Seller's proposed Market-Based Rate Tariff be accepted for filing effective April 30, 2015; (2) the Commission grant its requests for waivers and blanket approvals; and (3) the Commission grant its request for expedited action and issue an order on this Petition on or before April 27, 2015.

Respectfully submitted,

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March 4, 2015

**ATTACHMENT A**

**U.S. ENERGY AFFILIATES OF FIRST RESERVE**

**Energy Subsidiaries and Energy Affiliates of First Reserve  
with Market-Based Rate Authority and Generation Assets  
(as of March 2015)**

Filing Entity and its Energy Affiliates	Docket No. Where MBR Authority Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-Service Date	Nameplate and/or Seasonal Rating <sup>1</sup>
						Balancing Authority Area	Geographic Region (per Appendix D)		
Chalk Cliff Limited	Docket No. ER15-____ (instant petition)	Chalk Cliff Limited	Chalk Cliff Limited	Chalk Cliff Limited	February 5, 2015	CAISO	Southwest	April 1990	46 MW
Bear Mountain Limited	Docket No. ER15-____ (concurrent petition)	Bear Mountain Limited	Bear Mountain Limited	Bear Mountain Limited	February 5, 2015	CAISO	Southwest	April 1995	46 MW
Live Oak Limited	Docket No. ER15-____ (concurrent petition)	Live Oak Limited	Live Oak Limited	Live Oak Limited	February 5, 2015	CAISO	Southwest	March 1992	46 MW

<sup>1</sup> All capacity ratings are nameplate unless otherwise specified.



McKittrick Limited	Docket No. ER15-____ (concurrent petition)	McKittrick Limited	McKittrick Limited	McKittrick Limited	February 5, 2015	CAISO	Southwest	October 1991	46 MW
Crockett Cogeneration, a California Limited Partnership	N/A (QF)	Crockett Project	Crockett Cogeneration, a California Limited Partnership	Crockett Cogeneration, a California Limited Partnership	March 29, 2012	CAISO	Southwest	May 1996	247 MW
Badger Creek Limited	ER13-445	Badger Creek Limited	Badger Creek Limited	Badger Creek Limited	February 5, 2015	CAISO	Southwest	April 1991	46 MW
Double C Generation Limited	ER11-4063	Double "C" Limited	Double "C" Limited	Double "C" Limited	February 5, 2015	CAISO	Southwest	March 1989	49.8 MW
High Sierra Limited	ER11-4060	High Sierra Limited	High Sierra Limited	High Sierra Limited	February 5, 2015	CASIO	Southwest	March 1999	49.8 MW

Kern Front Limited	ER11-4061	Kern Front Limited	Kern Front Limited	Kern Front Limited	February 5, 2015	CASIO	Southwest	May 1989	49.8 MW
Corona Energy Partners	N/A (QF)	Corona Energy Partners	Corona Energy Partners	Corona Energy Partners	February 5, 2015	CAISO	Southwest	June 1988	47 MW
Lea Power Partners, LLC	ER07-751	Hobbs Generating Station	Lea Power Partners, LLC	Lea Power Partners, LLC	March 29, 2012	Southwestern Public Service Company	Southwest Power Pool	Sept. 2008	674 MW
Waterside Power, LLC	ER02-1884	Waterside Power	Waterside Power, LLC	Waterside Power, LLC	March 29, 2012	ISO-NE	Northeast	June 2002	69.6 MW
Borger Energy Associates, L.P.	N/A (QF)	Blackhawk Power Station	Borger Energy Associates, L.P.	Borger Energy Associates, L.P.	March 29, 2012	Southwestern Public Service Company	Southwest Power Pool	Oct. 1995	243.9 MW
TPC Group Inc.	N/A	N/A	Sawgrass Holdings, Inc.	Sawgrass Holdings, Inc.	December 20, 2012	ERCO	ERCOT	N/A, not FERC jurisdictional. Available upon request.	35 MW

**Energy Subsidiaries and Energy Affiliates of First Reserve  
with Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities  
(as of March 2015)**

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)	
Chalk Cliff Limited	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Bear Mountain Limited	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Live Oak Limited	N/A	N/A	N/A	N/A	N/A	N/A	N/A
McKittrick Limited	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Crestwood Midstream Partners LP <sup>1</sup>	Diversified portfolio of gathering interests	Crestwood Midstream Partners LP	Crestwood Midstream Partners LP	October 2013	N/A	N/A	~1,000 miles of gathering pipeline in West Virginia, Wyoming, Texas, Arkansas, Louisiana and New Mexico

<sup>1</sup> As of October 2013, First Reserve owns the general partner of Crestwood Equity Partners LP, whose subsidiary is Crestwood, a midstream crude oil and natural gas entity. Crestwood owns approximately 1,000 miles of gathering capacity, approximately 80 Bcf of storage capacity, and natural gas transportation facilities, including the North-South Facilities that provide approximately 365 MMcf/d of firm interstate transportation capacity, and the MARC I and East Pipelines. Crestwood's midstream natural gas facilities are located in Arkansas, Louisiana, New Mexico, New York, Pennsylvania, Texas, West Virginia and Wyoming.

Crestwood Midstream Partners LP	Tres Palacios	Tres Palacios Gas Storage Company LLC	Tres Palacios Gas Storage Company LLC	October 2013	N/A	N/A	38.4 Bcf (although Tres Palacios has requested FERC authorization to abandon up to 22.9 Bcf).
Crestwood Midstream Partners LP	Stagecoach	Central New York Oil And Gas Company, L.L.C.	Central New York Oil And Gas Company, L.L.C.	October 2013	N/A	N/A	26.2 Bcf
Crestwood Midstream Partners LP	Thomas Corners	Arlington Storage Company, LLC	Arlington Storage Company, LLC	October 2013	N/A	N/A	7.0 Bcf
Crestwood Midstream Partners LP	Seneca Lake	Arlington Storage Company, LLC	Arlington Storage Company, LLC	October 2013	N/A	N/A	1.5 Bcf
Crestwood Midstream Partners LP	Steuben	Arlington Storage Company, LLC	Arlington Storage Company, LLC	October 2013	N/A	N/A	6.3 Bcf

Crestwood Midstream Partners LP	North South Facilities	Central New York Oil And Gas Company, L.L.C.	Central New York Oil And Gas Company, L.L.C.	October 2013	N/A	N/A	Provides more than 365 MMcf/d of firm interstate transportation capacity
Crestwood Midstream Partners LP	MARC I	Central New York Oil And Gas Company, L.L.C.	Central New York Oil And Gas Company, L.L.C.	October 2013	N/A	N/A	~39-mile, 30-inch diameter interstate natural gas pipeline
Crestwood Midstream Partners LP	East Pipeline	Crestwood Pipeline East, LLC	Crestwood Pipeline East, LLC	October 2013	N/A	N/A	~37.5 mile, 12-inch diameter natural gas intrastate pipeline
First ECA Holdings LLC	Arthur C. Nielsen Pipeline System	First ECA Holdings LLC	First ECA Holdings LLC	October 7, 2011	N/A	N/A	~39 miles of 4-8" diameter gas pipeline; 65 MMBtu/d capacity (being expanded to 85 MMBtu/d)
First ECA Holdings LLC	Clearfield Pipeline System	First ECA Holdings LLC	First ECA Holdings LLC	October 7, 2011	N/A	N/A	~22 miles of 12-16" diameter gas pipeline; 100 MMBtu/d capacity (with ability to expand to 350 MMBtu/d)

FREIF Caliber Holdings LLC	Caliber Midstream	Caliber Midstream L.P. LLC	Caliber Midstream G.P. LLC	October 1, 2012	N/A	N/A	~280 miles of pipeline and 10,000 MMbtu/d of natural gas processing capacity
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**ATTACHMENT B**

**PIVOTAL SUPPLIER AND  
MARKET SHARE SCREENS**

## CAISO - PIVOTAL SUPPLIER SCREEN

20150304-5071 FERC PDF (Unofficial) 3/4/2015 11:45:39 AM

<b>Generation</b>		
<b>Seller and Affiliate Capacity</b>		<b>MW</b>
A	Installed Capacity	673
B	Long-Term Firm Purchases	0
C	Long-Term Firm Sales	0
D	Imported Power	0
<b>Non-Affiliate Capacity</b>		
E	Installed Capacity	57,283
F	Long-Term Firm Purchases	0
G	Long-Term Firm Sales	0
H	Imported Power	12,310
I	Balancing Authority Area Reserve Requirement	-2,557
J	Amount of Line I Attributable to Seller, if any	0
K	Total Uncommitted Supply (SUM A, B, C, D, E, F, G, H, I, M)	27,394
<b>Load</b>		
L	Balancing Authority Area Annual Peak Load	46,360
M	Average Daily Peak Native Load in Peak Month	-40,315
N	Amount of Line M Attributable to Seller, if any	0
O	Wholesale Load (SUM L, M)	6,045
P	Net Uncommitted Supply (K-O)	21,349
Q	Seller's Uncommitted Capacity (SUM A, B, C, D, J, N)	673
<b>Result of Pivotal Supplier Screen</b>		<b>PASS</b>
(Pass if Line Q < Line P; Fail if Line Q > Line P)		



**CAISO - MARKET SHARE SCREEN**

20150304-5071 FERC PDF (Unofficial) 3/4/2015 11:45:39 AM

		<b>Winter</b>	<b>Spring</b>	<b>Summer</b>	<b>Fall</b>
		<b>(MW)</b>	<b>(MW)</b>	<b>(MW)</b>	<b>(MW)</b>
	<b>Seller and Affiliate Capacity</b>				
A	Installed Capacity	673	673	673	673
B	Long-Term Firm Purchases	0	0	0	0
C	Long-Term Firm Sales	0	0	0	0
D	Seasonal Average Planned Outages	0	0	0	0
E	Imported Power	0	0	0	0
	<b>Capacity Deductions</b>				
F	Average Peak Native Load in the Season	-26,943	-27,265	-33,324	-30,080
G	Amount of Line F Attributable to Seller, if any	0	0	0	0
H	Amount of Line F Attributable to Others, if any	-26,943	-27,265	-33,324	-30,080
I	Balancing Authority Area Reserve Requirement	-1,886	-1,909	-2,333	-2,106
J	Amount of Line I Attributable to Seller, if any	0	0	0	0
K	Amount of Line I Attributable to Others, if any	-1,886	-1,909	-2,333	-2,106
	<b>Non-Affiliate Capacity</b>				
L	Installed Capacity	58,030	57,657	57,283	57,657
M	Long-Term Firm Purchases	0	0	0	0
N	Long-Term Firm Sales	0	0	0	0
O	Local Seasonal Average Planned Outages	-8,430	-9,181	-4,874	-6,926
P	Uncommitted Capacity Imports	11,724	10,992	12,310	11,653
	<b>Supply Calculation</b>				
Q	Total Competing Supply (SUM L, M, N, O, P, H, K)	32,495	30,294	29,062	30,198
R	Seller's Uncommitted Capacity (SUM A, B, C, D, E, G, J)	673	673	673	673
S	Total Seasonal Uncommitted Capacity (SUM Q, R)	33,168	30,967	29,735	30,871
T	<b>Seller's Market Share (R/S)</b>	2.0%	2.2%	2.3%	2.2%
	Results (Pass if < 20%)	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>
	(Fail if ≥20%)				

**ATTACHMENT C**

**EXCERPT FROM NRG CHANGE IN STATUS**

LEONARD  
STREET  
AND  
DEINARD

1350 I STREET, NW, SUITE 800  
WASHINGTON, DC 20005  
202-346-6904 MAIN  
202-346-6901 FAX

December 31, 2013

Ms. Kimberly D. Bose  
Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.E.  
Washington, D.C. 20426

Re: *NRG Power Marketing LLC*, Docket No. ER10-1569-\_\_\_\_  
*Agua Caliente Solar, LLC*, Docket No. ER12-21-\_\_\_\_  
*Avenal Park LLC*, Docket No. ER11-2855-\_\_\_\_  
*Cabrillo Power I LLC*, Docket No. ER10-1564-\_\_\_\_  
*Cabrillo Power II LLC*, Docket No. ER10-1565-\_\_\_\_  
*El Segundo Energy Center LLC*, Docket No. ER11-3727-\_\_\_\_  
*El Segundo Power, LLC*, Docket No. ER10-1566-\_\_\_\_  
*Energy Plus Holdings LLC*, Docket No. ER11-2062-\_\_\_\_  
*GenConn Energy LLC*, Docket No. ER10-1291-\_\_\_\_  
*GenOn Energy Management, LLC*, Docket No. ER11-2508-\_\_\_\_  
*Green Mountain Energy Company*, Docket No. ER11-4307-\_\_\_\_  
*High Plains Ranch II, LLC*, Docket No. ER12-1711-\_\_\_\_  
*Independence Energy Group LLC*, Docket No. ER12-261-\_\_\_\_  
*Ivanpah Master Holdings, LLC*, Docket No. ER13-1136-\_\_\_\_  
*Long Beach Generation LLC*, Docket No. ER10-1568-\_\_\_\_  
*Long Beach Peakers LLC*, Docket No. ER10-1581-\_\_\_\_  
*Norwalk Power LLC*, Docket No. ER10-2888-\_\_\_\_  
*NRG California South LP*, Docket No. ER13-1803-\_\_\_\_  
*NRG Delta LLC*, Docket No. ER13-1790-\_\_\_\_  
*NRG Marsh Landing LLC*, Docket No. ER13-1746-\_\_\_\_  
*NRG New Jersey Energy Sales LLC*, Docket No. ER10-2914-\_\_\_\_  
*NRG Solar Alpine LLC*, Docket No. ER12-1525-\_\_\_\_  
*NRG Solar Avra Valley LLC*, Docket No. ER12-2019-\_\_\_\_  
*NRG Solar Blythe LLC*, Docket No. ER10-1582-\_\_\_\_  
*NRG Solar Borrego I LLC*, Docket No. ER12-2398-\_\_\_\_  
*NRG Solar Roadrunner LLC*, Docket No. ER11-3459-\_\_\_\_  
*Reliant Energy Northeast LLC*, Docket No. ER11-4308-\_\_\_\_  
*RRI Energy Services, LLC*, Docket No. ER11-2805-\_\_\_\_  
*Saguaro Power Company, A Limited Partnership*, Docket No. ER10-1580-\_\_\_\_  
*Sand Drag LLC*, Docket No. ER11-2856-\_\_\_\_

Ms. Kimberly D. Bose  
 December 31, 2013  
 Page 2

*Solar Partners I, LLC*, Docket No. ER13-2107-\_\_\_\_  
*Solar Partners II, LLC*, Docket No. ER13-2020-\_\_\_\_  
*Solar Partners VIII, LLC*, Docket No. ER13-2050-\_\_\_\_  
*Sun City Project LLC*, Docket No. ER11-2857-\_\_\_\_  
 (collectively the “NRG MBR Entities”)

**Notice of Non-Material Change in Status**

Dear Secretary Bose:

The NRG MBR Entities<sup>1</sup> submit this notice of non-material change in status in compliance with the reporting requirements of the Federal Energy Regulatory Commission (“Commission”), 18 C.F.R. § 35.42, and the conditions adopted by the Commission in the orders issued in the above referenced dockets authorizing each of the NRG MBR Entities to sell power and related products at market-based rates. As described below, this notice addresses the NRG MBR Entities’ recent affiliation, effective December 1, 2013, with an additional 550 MW of generation.<sup>2</sup> As demonstrated herein and in the attached Report and Affidavit of Dr. John R. Morris (“Morris Affidavit”), this affiliation represents a non-material change in status.<sup>3</sup> Thus, the affiliation does not affect the conditions relied upon by the Commission when it granted the NRG MBR Entities’ market-based rate authorization, so that authorization should continue in all markets in which it exists.<sup>4</sup>

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<sup>1</sup> Each of the NRG MBR Entities, except NRG Power Marketing LLC, Avenal Park LLC, GenOn Energy Management, LLC, Ivanpah Master Holdings, LLC, NRG Solar Avra Valley LLC, NRG Solar Borrego I LLC, NRG Solar Roadrunner LLC, Sand Drag LLC and Sun City Project LLC, have amended their tariffs to incorporate the revised ancillary services language adopted by the Commission in Order No. 784 and to make other clean-up revisions. *Third-Party Provision of Ancillary Services; Accounting and Financial Reporting for New Electric Storage Technologies*, Order No. 784, FERC Stats. & Regs. ¶ 31,349, PP 200-201 (2013) (directing sellers to include specific language in their market-based rate tariffs addressing third-party sales of ancillary services and to submit such revisions the next time they make a market-based rate filing with the Commission). NRG Power Marketing LLC, GenOn Energy Management, LLC, NRG Solar Avra Valley LLC, NRG Solar Borrego I LLC, NRG Solar Roadrunner LLC have already incorporated the revised ancillary service language in their tariffs. Avenal Park LLC, Sand Drag LLC and Sun City Project LLC do not currently have ancillary service provisions in their tariffs. On December 4, 2013, Ivanpah Master Holdings, LLC filed in Docket No. ER14-520 to cancel its market-based rate tariff effective December 5, 2013. That notice of cancellation remains pending before the Commission.

<sup>2</sup> On October 25, 2013, as amended on December 11, 2013, the NRG MBR Entities and other affiliates filed in Docket No. EC14-14 an application to acquire substantially all the assets of Edison Mission Energy. This notice of change in status is not intended to address that acquisition because it has not yet occurred.

<sup>3</sup> Attachment A contains the Morris Affidavit.

<sup>4</sup> On December 20, 2013, Agua Caliente Solar LLC filed in Docket No. ER14-740 to amend its market-based rate tariff to include a restriction on market-based rate sales in the Nevada Power Company and Sierra Pacific Power Company balancing authority areas as a result of it becoming affiliated with Nevada Power

## Pivotal Supplier Assessment - CAISO

Row	Description	(MW)	Source
<i>Applicant and Affiliate Capacity</i>			
[A]	Installed Generation	8,652	NRG
[B]	Long-term Firm Purchases	0	NRG
[C]	Long-term Firm Sales	-4,647	NRG
[D]	Available Imports	92	Calculated: PSA Calcs
<i>Non-Affiliate Capacity</i>			
[E]	Installed Generation	49,304	Energy Velocity
[F]	Long-term Firm Purchases	4,647	Calculated: PSA Calcs
[G]	Long-term Firm Sales	0	Calculated: PSA Calcs
[H]	Available Imports	12,218	Calculated
[I]	Balancing authority reserve requirement	-2,557	FERC Form 714
[J]	Applicant reserve requirement	0	Conservative Assumption
[K]	Total uncommitted supply	27,394	Sum [A] through [I] plus [M]
<i>Load</i>			
[L]	Balancing area annual peak load	46,360	California ISO
[M]	Average daily peak native load in peak month	-40,315	California ISO
[N]	Amount in [M] attributable to Applicant	0	Conservative Assumption
[O]	Wholesale Load	6,045	[L] + [M]
[P]	Net Uncommitted Supply	21,349	[K] - [O]
[Q]	Applicant's Uncommitted Capacity	4,097	Sum [A], [B], [C], [D], [J], [N]
[R]	<b>PSA Screen Result</b>	<b>Pass</b>	

## Wholesale Market Share Assessment - CAISO

Row	Description	Season				Source
		Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)	
<i>Applicant and Affiliate Capacity</i>						
[A]	Installed Generation	8,934	8,793	8,652	8,793	NRG
[B]	Long-term Firm Purchases	0	0	0	0	NRG
[C]	Long-term Firm Sales	-4,929	-4,788	-4,647	-4,788	NRG
[D]	Seasonal Average Planned Outages	0	0	0	0	Conservative Assumption
[E]	Available Imports	92	92	92	92	Calculated
<i>Capacity Deductions</i>						
[F]	Average peak native load in season	-26,943	-27,265	-33,324	-30,080	Load Workpapers
[G]	Amount of [F] attributable to Applicant	0	0	0	0	Conservative Assumption
[H]	Amount of [F] attributable to Others	-26,943	-27,265	-33,324	-30,080	
[I]	Balancing area reserve requirement	-1,886	-1,909	-2,333	-2,106	FERC Form 714 Minus Applicant
[J]	Amount of [I] attributable to Applicant	0	0	0	0	Conservative Assumption
[K]	Amount of [I] attributable to Others	-1,886	-1,909	-2,333	-2,106	FERC Form 714
<i>Non-Affiliated Capacity</i>						
[L]	Installed Generation	49,769	49,537	49,304	49,537	Generation Workpapers
[M]	Long-term Firm Purchases	4,929	4,788	4,647	4,788	
[N]	Long-term Firm Sales	0	0	0	0	
[O]	Seasonal Average Planned Outages	-8,430	-9,181	-4,874	-6,926	FERC Form 714
[P]	Available Imports	11,632	10,900	12,218	11,561	Calculated
<i>Supply Calculation</i>						
[Q]	Total competing supply	29,072	26,871	25,638	26,774	Sum [H], [K], [L], [M], [N], [O], [P]
[R]	Applicant's uncommitted capacity	4,097	4,097	4,097	4,097	Sum [A], [B], [C], [D], [E], [G], [J]
[S]	Total seasonal uncommitted capacity	33,168	30,967	29,735	30,871	Sum [Q], [R]
[T]	<b>Applicant's Market Share</b>	12.4%	13.2%	13.8%	13.3%	= [R] / [S]
[U]	<b>Results</b>	<b>Pass</b>	<b>Pass</b>	<b>Pass</b>	<b>Pass</b>	

**Chalk Cliff Limited**  
**Market-Based Rate Tariff**

1. Availability. Chalk Cliff Limited (Seller) makes electric energy and capacity available under this Tariff to any purchaser for resale. Seller also makes available to any purchaser the ancillary services listed in this Paragraph 1:

RTO/ISO Specific

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

Third Party Provider

Third Party Ancillary Services: Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, and Operating Reserve-Supplemental. Sales will not include the following: (1) sales to an RTO or an ISO, i.e., where that entity has no ability to self-supply ancillary services but instead depends on third parties; and (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier. Sales of Operating Reserve-Spinning and Operating Reserve-Supplemental will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except where the Commission has granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider's OATT rate for the same service or where the Commission has granted authorization.

2. Applicability: This Tariff is applicable to all sales of energy, capacity, and ancillary services by Seller, which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another tariff on file with the Commission.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Seller.

4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and Seller.
5. Compliance with Commission Regulations: Seller shall comply with the provisions of 18 C.F.R. Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller's market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this Tariff or otherwise restricts or limits the Seller's market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R. Part 35, Subpart H, and with any orders of the Commission concerning Seller's market-based rate authority, will constitute a violation of this Tariff.
6. Limitations and Exemptions Regarding Market-Based Rate Authority: The Commission granted Seller in Docket No. ER15-\_\_\_\_-000 the following waivers and blanket authorization: (i) waiver of Parts 41, 101 and 141 of the Commission's regulations, except for 141.14 and 141.15; (ii) waiver of Subparts B and C of Part 35 of the Commission's regulations, except for Sections 35.12(a), 35.13(b), 35.15 and 35.16; and (iii) blanket approval as to Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and debt and assumptions of liabilities.
7. Seller Category. Seller is a Category 2 seller, as defined in 18 C.F.R. 35.36(a), in the Southwest region. Seller is a Category 1 seller in all other regions, including the Central, Northeast, Northwest, Southeast, and Southwest Power Pool regions.
8. Effective Date. This Tariff is effective on such date as set by the Commission.



FERC rendition of the electronically filed tariff records in Docket No. ER15-01171-000

Filing Data:

CID: C004743

Filing Title: MBR Application

Company Filing Identifier: 510

Type of Filing Code: 400

Associated Filing Identifier:

Tariff Title: MBR Tariff

Tariff ID: 728

Payment Confirmation:

Suspension Motion:

Tariff Record Data:

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

Chalk Cliff Limited, MBR Tariff, 0.0.0, A

Record Narrative Name:

Tariff Record ID: 1

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

Proposed Date: 2015-04-30

Priority Order: 500

Record Change Type: NEW

Record Content Type: 1

Associated Filing Identifier:

## **Chalk Cliff Limited Market-Based Rate Tariff**

1. Availability. Chalk Cliff Limited (Seller) makes electric energy and capacity available under this Tariff to any purchaser for resale. Seller also makes available to any purchaser the ancillary services listed in this Paragraph 1:

### RTO/ISO Specific

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

### Third Party Provider

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

granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider's OATT rate for the same service or where the Commission has granted authorization.

2. Applicability: This Tariff is applicable to all sales of energy, capacity, and ancillary services by Seller, which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another tariff on file with the Commission.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Seller.
4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and Seller.
5. Compliance with Commission Regulations: Seller shall comply with the provisions of 18 C.F.R. Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller's market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this Tariff or otherwise restricts or limits the Seller's market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R. Part 35, Subpart H, and with any orders of the Commission concerning Seller's market-based rate authority, will constitute a violation of this Tariff.
6. Limitations and Exemptions Regarding Market-Based Rate Authority: The Commission granted Seller in Docket No. ER15-\_\_\_-000 the following waivers and blanket authorization: (i) waiver of Parts 41, 101 and 141 of the Commission's regulations, except for 141.14 and 141.15; (ii) waiver of Subparts B and C of Part 35 of the Commission's regulations, except for Sections 35.12(a), 35.13(b), 35.15 and 35.16; and (iii) blanket approval as to Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and debt and assumptions of liabilities.
7. Seller Category. Seller is a Category 2 seller, as defined in 18 C.F.R. 35.36(a), in the Southwest region. Seller is a Category 1 seller in all other regions, including the Central, Northeast, Northwest, Southeast, and Southwest Power Pool regions.
8. Effective Date. This Tariff is effective on such date as set by the Commission.

Document Content(s)

510-9c9dbc57-648e-4bce-8b38-7b144779f8d8.PDF.....1-30

510-fd6d6986-496f-405c-ba4b-a80ae75392b4.PDF.....31-32

FERC GENERATED TARIFF FILING.RTF.....33-34