

**City Point Energy Center LLC
Market-Based Rate Tariff**

1. **Availability.** Seller will make wholesale electric energy, capacity, and ancillary services available under this Tariff to any purchaser, except as prohibited below.
2. **Applicability.** This Tariff is applicable to all sales of energy, capacity, and ancillary services by Seller not otherwise subject to a particular rate schedule of Seller.
3. **Rates.** All sales shall be made at the rates established 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.** Seller does not have any limitations on its market-based rate authority except as other provided in this Tariff. The Commission granted Seller in Docket No. ER16-___-000 the following waivers and blanket authorization: (a) waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; (b) waiver of the requirements of Part 41 and Part 101, with the exception that waiver of the provisions that apply to hydropower licensees has not been granted with respected to licensed hydropower projects; (c) waiver of Part 141 of the Commission's regulations concerning accounting and reporting requirements, with the exception of 18 C.F.R. §§ 141.14 and 141.15; and (d) 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 assumption of liabilities.
7. **Ancillary Services.**

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

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.

8. **Seller Category.** Seller is a Category 1 Seller, as defined by 18 C.F.R. 35.36(a), in the Northeast region.
9. **Effective Date.** This Tariff is effective on the date specified by the Commission. This Tariff shall continue in effect until terminated or changed in accordance with any applicable regulatory requirements.

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Contains Request for Privileged and Confidential Treatment

September 23, 2016

VIA E-TARIFF

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

**Re: *City Point Energy Center LLC,*
Docket No. ER16- -000
Application for Market-Based Rate Authorization, Request for Determination
of Category 1 Seller Status and Request for Waivers and Blanket
Authorizations**

Dear Secretary Bose:

Pursuant to Section 205 of the Federal Power Act¹ and Part 35 of the regulations of the Federal Energy Regulatory Commission (“Commission”),² City Point Energy Center LLC (“Applicant”) submits the enclosed application for authorization to make wholesale sales of energy, capacity, and certain ancillary services at market-based rates (“Application”) under its proposed FERC Electric Tariff, Volume No. 1 (“Tariff”). Applicant requests standard waivers and blanket approvals granted to market-based rate sellers.

As discussed in more detail herein, Applicant seeks authority to sell power at wholesale in the PJM Interconnection, L.L.C. market. Applicant also requests an open-ended Tariff effective to accommodate closing of the transaction described in the Application. Applicant commits to notify the Commission of the effective date within five (5) days of the closing of the transaction described herein.

Certain information contained in Section II of the Application contains information on investors in certain upstream owners of Applicant that is commercially sensitive, and, as a result,

¹ 16 U.S.C. § 824d (2012).

² 18 C.F.R. Part 35 (2016).

Ms. Kimberly D. Bose
September 23, 2016
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should be withheld from public disclosure. Applicant is submitting a confidential, non-public version of this Application marked “**NON-PUBLIC VERSION**” and a public version of this Application. A proposed protective order and non-disclosure certificate are attached as Attachment D.³

Please find enclosed:

1. This transmittal letter;
2. The Application for Market-Based Rate Authorization, Request for Determination of Category 1 Seller Status and Request for Waivers and Blanket Authorizations;
3. The proposed Tariff in rtf format with metadata attached and a PDF copy for publication in eLibrary (Attachment A);
4. Applicant’s asset appendix in Order No. 816 format (Attachment B);
5. Market power screens and supporting materials (Attachment C);
6. A proposed model protective order and non-disclosure certificate (Attachment D)

Thank you for your consideration of this matter. Please contact counsel listed below with any questions.

Respectfully submitted,

/s/ Julia D. English
Julia D. English

Counsel for City Point Energy Center LLC

Enclosures

³ 18 C.F.R. § 388.112(b)(2)(i) (2016).

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

City Point Energy Center LLC

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Docket No. ER16- -000

**APPLICATION FOR MARKET-BASED RATE AUTHORIZATION,
REQUEST FOR DETERMINATION OF CATEGORY 1 SELLER STATUS
AND REQUEST FOR WAIVERS AND BLANKET AUTHORIZATIONS**

Pursuant to Section 205 of the Federal Power Act (“FPA”)¹ and Part 35 of the regulations of the Federal Energy Regulatory Commission (“Commission”),² City Point Energy Center LLC (“Applicant”) hereby submits this application (“Application”) for: (i) acceptance of Applicant’s proposed market-based rate tariff (“Tariff”) with an open-ended effective date as discussed herein; (ii) authorization to sell energy, capacity, and certain ancillary services at market-based rates in the PJM Interconnection, L.L.C. (“PJM”) balancing authority area (“BAA”); (iii) designation of Applicant as a Category 1 Seller; and (iv) waiver of certain Commission regulations and grant of certain blanket authorizations. As discussed below, Applicant satisfies the Commission’s standard for market-based rate authorization.

¹ 16 U.S.C. § 824d (2012).

² 18 C.F.R. Part 35 (2016).

I. COMMUNICATIONS

Applicant requests that all correspondence, pleadings, and other communications concerning this filing be served upon the following persons:

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II. DESCRIPTION OF APPLICANT AND ITS AFFILIATES

A. Applicant's Current Ownership

Applicant is a Delaware limited liability company formed for the purpose of acquiring a 114.8 MW cogeneration facility and associated interconnection facilities located in Hopewell, Virginia (the "Facility"). [REDACTED]

[REDACTED]

The Facility is interconnected to the transmission system owned by Virginia Electric and Power Company, doing business as Dominion Virginia Power, ("Dominion Virginia Power") and operated by PJM Interconnection, L.L.C. ("PJM"). The Facility is located in the AP South submarket of the PJM balancing authority area ("BAA"). Applicant intends to acquire the Facility upon the closing of a purchase transaction with James River Genco, LLC, the current owner of the Facility (the "Transaction").³ However, as of the date of filing of this Application, Applicant is not certain of Transaction's closing date. Therefore, Applicant requests an open-ended eTariff effective date for its proposed Tariff and commits to notify the Commission of the effective date within five (5) days of closing of the Transaction.

³ Applicant and James River Genco, LLC will file for Commission approval of the Transaction under FPA Section 203(a)(1), 16 U.S.C. § 824b (2012).

After the closing of the Transaction, Applicant plans to make wholesale sales of capacity, energy, and ancillary services within the PJM BAA, including the AP South submarket of the PJM BAA, at market-based rates. The Facility does not include, nor does Applicant own, any transmission facilities other than limited interconnection facilities needed to connect the Project with Dominion Virginia Power's transmission system. The Facility currently operates as a qualifying facility ("QF") under the Public Utility Regulatory Policies Act of 1978 ("PURPA"), as amended.⁴ Applicant expects to continue to operate the Facility as a QF after consummation of the Transaction, but does not expect to make wholesale power sales⁵ pursuant to the Commission's PURPA regulations that apply to qualifying facility sales to franchised utilities.⁶

B. Applicant's Generation Affiliates

Applicant is not currently affiliated with any entities with market-based rates. Applicant is not affiliated with any entity with generation capacity located in the PJM BAA. Neither Applicant nor its affiliates own any other generating capacity in any market.

C. Applicant's Other Relevant Energy Affiliates

Neither Applicant nor any of its affiliates owns or controls any electric transmission facilities that are used for the transmission of electricity in interstate commerce in the United States, except for the limited and discrete interconnection facilities necessary to connect individual generating facilities to the transmission grid. Applicant is not affiliated with any public utility

⁴ See *Cogentrix of Virginia, Inc.*, 34 FERC ¶ 62,311 (1986) and the notices of self-recertification filed in Docket No. QF85-736.

⁵ CPEC will be eligible for status as an exempt wholesale generator and intends to submit the appropriate form of self-certification pursuant to Section 366.7 of the Commission's regulations.

⁶ See *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697-A, 73 Fed. Reg. 25,832 (May 7, 2008), FERC Stats. & Regs. ¶ 31,268 at P 526 (2008) ("Order No. 697-A") (subsequent history omitted).

with a franchised electric service territory in the United States. Applicant is not affiliated with any marketers of energy, capacity, or ancillary services. Further, neither Applicant nor any of its affiliates owns or controls any essential inputs to electricity products or electric power production, as defined in sections 33.4 or 35.36 of the Commission's regulations,⁷ in the United States.

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

A. Applicant's Rate Schedule

Applicant requests authorization to sell energy, capacity, and certain ancillary services under its proposed Tariff within the PJM BAA and the AP South submarket to any purchaser that is not a franchised public utility affiliate.⁸ Applicant shall comply with all the Commission's regulations regarding affiliate abuse restrictions.⁹ Applicant commits to comply with all applicable PJM rules regarding market monitoring and mitigation.¹⁰ In accordance with 18 C.F.R. Section 35.36(a), Applicant is seeking Category 1 status for the Northeast region.

⁷ See 18 C.F.R. §§ 33.4 and 35.36(a)(4) (2016).

⁸ 18 C.F.R. § 35.39 (2016) 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.

⁹ See *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 1018 (2007) ("Order No. 697"); *order on reh'g*, Order No. 697-A; *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (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); see also *Heartland Energy Services, Inc.*, 68 FERC ¶ 61,223 at ¶ 62,060-63 (1994); *Enron Power Enter. Corp.*, 52 FERC ¶ 61,193, at 61,708 (1990); *FirstEnergy Servs., Inc.*, 94 FERC ¶ 61,052 at 61,251-52 (2001).

¹⁰ The Commission has adopted a rebuttable presumption that existing Commission-approved market monitoring and mitigation rules are sufficient to address any market power concerns. See Order No. 697-A at P 111; see also *NextEra Energy Power Marketing, LLC*, Docket Nos. ER09-832-004, et al. (Mar. 25, 2010) (unpublished letter order).

B. Applicant Satisfies the Commission's 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.¹¹ As demonstrated below, Applicant and its affiliates lack horizontal and vertical market power and have not erected and will not erect barriers to entry. Accordingly, Applicant satisfies the Commission's standards for market-based rate authorization, and the Commission should grant Applicant authorization to make wholesale sales of electric energy, capacity, and ancillary services at negotiated, market-based rates under the attached Tariff.

1. Applicant Lacks Horizontal Market Power

Applicant 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 geographic market. For applicants located in a regional transmission organization ("RTO") that are non-transmission owning entities, the relevant geographic market is the BAA or RTO market where the applicant's generation is physically located.¹² Where the Commission has made a specific finding that there is a submarket within an RTO, that submarket becomes the default relevant geographic market for sellers located within the submarket for

¹¹ 18 C.F.R. § 35.39; Order No. 697 at P 467.

¹² Order No. 697 at P 231.

purposes of the market-based rate analysis.¹³ The Commission has previously found that AP South is a submarket within PJM.¹⁴

Commission policy requires applicants for market-based rate authority to demonstrate that they do not have, or have adequately mitigated, horizontal (*i.e.*, generation) market power in the markets in which they compete.¹⁵ As described above, the Facility is located in the AP South submarket within the PJM BAA. Applicant and its affiliates intend to engage in wholesale power transactions within the PJM BAA, including the AP South submarket. Therefore, consistent with the Commission’s directives in Order No. 697, the relevant geographic markets for this Application are the AP South submarket and the PJM BAA.

The Commission assesses market power through two screens—the pivotal supplier analysis and the market share screen. The pivotal supplier analysis compares the amount of uncommitted capacity owned or controlled by an applicant in the relevant market and the net uncommitted capacity in that market. The market share screen calculates the applicant’s share of the uncommitted capacity in the relevant market during each of the four seasons of the year.¹⁶

The Commission has authorized the submission of streamlined applications and the use of simplifying assumptions, where appropriate.¹⁷ Simplifying assumptions are appropriately used here in light of the amount of generation capacity Applicant and its affiliates own or control in the relevant markets. The Commission also permits an applicant to rely on an analysis previously

¹³ *Id.*

¹⁴ *See Exelon Corp.*, 138 FERC ¶ 61,167 at P 31 (2012).

¹⁵ Order No. 697 at PP 13-21.

¹⁶ 18 C.F.R. § 35.37(c)(1) (2016); Order No. 697 at PP 34-35.

¹⁷ *See* Order No. 697 at P 321; *see also AEP Power Mktg., Inc.*, 107 FERC ¶ 61,018 at P 117 (2004) (“*AEP Power Mktg., Inc.*”); *Refinements to Policies and Procedures for Market-Based Rates and Wholesale Sales of Electric Energy, Capacity, and Ancillary Services by Public Utilities*, Order No. 816, 153 FERC ¶ 61,065 at P 86 (2015) (“Order No. 816”), *order on reh’g*, Order No. 816-A, 155 FERC ¶ 61,188 (2016).

accepted by the Commission for the same BAA, if it reflects recent data.¹⁸ For purposes of this market power analysis, the analysis assumes that the collective capacity of Applicant and its affiliates in the AP South submarket and the PJM BAA is approximately 115 MW and conservatively assumes that all of the generation capacity owned or controlled by Applicant or its affiliates in the relevant markets is uncommitted. Applicant also conservatively assumes that there are no unaffiliated imports into the relevant market. In preparing the indicative screens for the AP south submarket, Applicant relies on the recent market power analysis submitted in *GDF Suez MBR Sellers' Notice of Change in Status*, Docket No. ER10-2670, *et al.* (filed Aug. 31, 2015).¹⁹ The *GDF Suez MBR Sellers' Change in Status* analysis relied upon here was accepted by the Commission in *ANP Blackstone Energy Company, LLC, et al.*, Docket No. ER10-2670-009 (Nov. 4, 2015) (unpublished letter order).²⁰ In preparing the indicative screens for the PJM BAA, Applicant relies on the market power analysis submitted in *Panda Liberty, LLC*, Docket No. ER15-1841-000 (filed June 2, 2015).²¹ The *Panda Liberty, LLC* analysis relied upon here was accepted by the Commission in *Panda Liberty, LLC*, Docket No. ER15-1841-000 (July 16, 2015)

¹⁸ *AEP Power Mktg., Inc.* at P 175; *see also La Paloma Generating Company, LLC*, Docket No. ER00-107-006 (Dec. 9, 2010) (letter order accepting La Paloma's market power analysis, which relied on data previously accepted for the balancing authority area).

¹⁹ *See GDF Suez MBR Sellers' Notice of Change in Status* at JRS-5, Docket Nos. ER10-2670-008, *et al.* (filed Aug. 31, 2015) ("GDF Suez MBR Sellers' Change in Status"). A copy of the relevant data from the GDF Suez MBR Sellers' Change in Status is included in Attachment C at pages 7 and 8. Consistent with the Commission's December 14, 2007 Order Clarifying Final Rule issued in Docket No. RM04-7-003, Applicant represents that there would not be a significant increase in the market shares during any season if more recent data had been used.

²⁰ *ANP Blackstone Energy Company, LLC, et al.*, Letter Order, Docket Nos. ER10-2670-009, *et al.* (Nov. 4, 2015) (accepting GDF Suez MBR Sellers' Change in Status).

²¹ *See Panda Liberty LLC*, Docket No. ER15-1841-001, Market-Based Rate Application and Affidavit and Exhibits of Julie R. Solomon (filed June 2, 2015) (accepted by letter order July 16, 2015) ("Panda Liberty LLC Application"). A copy of the relevant data from the Panda Liberty LLC Application is included in Attachment C at pages 5 and 6. Consistent with the Commission's December 14, 2007 Order Clarifying Final Rule issued in Docket No. RM04-7-003, Applicant represents that there would not be a significant increase in the market shares during any season if more recent data had been used.

(unpublished letter order). As discussed below, and demonstrated in the screens provided at Attachment C, Applicant passes both indicative screens in both the AP South submarket and the PJM BAA.²²

a. Pivotal Supplier Test

The pivotal supplier test compares the uncommitted capacity owned or controlled by the applicant in the relevant market with the net uncommitted capacity in the market. Where the applicant's total uncommitted capacity in the market is less than the difference between the total uncommitted capacity and the wholesale load, applicant passes the screen.²³ Uncommitted capacity is determined by adding total nameplate or seasonal capacity of generation owned or controlled through contract or firm purchases, less operative reserves, native load commitments and long-term sales.²⁴ In applying the pivotal supplier test, the Commission reviews the applicant's ability to exercise market power unilaterally and examines whether the market demand can be met absent the seller during peak times.²⁵ Where demand cannot be met without some contribution of supply by the seller or its affiliates, a seller is considered pivotal.²⁶

Applicant fully passes the pivotal supplier test in the PJM BAA and in the AP South submarket. As shown in line P of Applicant's pivotal supplier analysis for the PJM BAA, provided at page 1 of Attachment C, the "Net Uncommitted Supply" in the PJM BAA area is 45,845 MW, whereas the total uncommitted capacity of Applicant is 115 MW, and thus is significantly less than

²² Applicant has no affiliates in PJM. Therefore, for purposes of the pivotal supplier screen and the market share screen, only the generation owned and controlled by the Applicant was used.

²³ *AEP Power Mktg., Inc.* at P 99.

²⁴ Order No. 697 at P 38. For purposes of the horizontal market power analysis, the Commission assigns control to the owner of a generating facility absent a contractual agreement transferring such control. *Id.* at P 183. As required by paragraph 186 of Order No. 697, Applicant hereby affirms that it has not contractually obtained control of another entity's assets in the relevant BAA.

²⁵ *AEP Power Mktg., Inc.*, at P 72

²⁶ *Id.*

that of the PJM Net Uncommitted Supply. As shown in line P of Applicant's pivotal supplier analysis for the AP South submarket, provided at page 3 of Attachment C, the Net Uncommitted Supply in the AP South submarket is 9,456 MW so again, the total uncommitted capacity of Applicant and its affiliates is significantly less than the total Net Uncommitted Supply. Accordingly, Applicant passes the PJM market and AP South submarket pivotal supplier screen.

b. Market Share Screen

The market share screen addresses on a seasonal basis "whether a seller has a dominant position in the market based on the number of megawatts of uncommitted capacity owned or controlled by the seller as compared to the uncommitted capacity of the entire relevant market."²⁷ If the applicant has less than a 20 percent market share in all four seasons, it passes the market share screen. As is shown in lines S and T of Applicant's market share analysis for the PJM BAA, provided at page 2 of Attachment C, the PJM uncommitted capacity for the entire relevant market ("Total Seasonal Uncommitted Capacity") ranges from 71,377 MW to 79,134 MW, and Applicant contributes only 115 MW, which results in Applicant owning or controlling 0.2 percent or less of the supply in the PJM market in all seasons.

In the AP South submarket, Applicant and its affiliates still easily pass the market share screen. As shown in lines S and T of Applicant's market share analysis for the AP South submarket, provided at page 4 of Attachment C, Total Seasonal Uncommitted Capacity ranges from 26,452 MW to 32,296 MW, which results in Applicant owning or controlling only 0.4 percent of the supply in all seasons. Accordingly, Applicant is presumed to have no market power in the PJM BAA or in the AP South submarket.

²⁷ Order No. 697 at P 43.

2. Applicant Does Not Have Vertical Market Power or the Ability to Erect Barriers to Entry

The Commission also reviews whether an applicant for market-based rates has vertical market power and considers whether the applicant or its affiliates own or control transmission facilities in interstate commerce, or inputs to electric power production as defined in 18 C.F.R. § 35.36. Here, neither Applicant, nor any of its affiliates, own or control any transmission facilities used for the transmission of electricity in interstate commerce, except for the limited and discrete interconnection customer interconnection facilities needed to deliver the output of its generation facility to the transmission grid. Accordingly, Applicant qualifies for the blanket waivers set forth in Order No. 807 and codified in 18 C.F.R. § 35.28(d)(2).²⁸ Neither Applicant nor any of its affiliates own or control, in the United States, any inputs to electric power production as defined in the Commission's regulations, including intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, or physical coal supply sources, or has ownership of or control over who may access transportation of coal supplies. Applicant affirms that neither it nor its affiliates have erected barriers to entry into the relevant markets and will not erect barriers to entry in the relevant market.²⁹ Accordingly, neither Applicant nor any of its affiliates have vertical market power.

C. Affiliate Abuse / Reciprocal Dealing

The Commission also evaluates whether an applicant is a franchised public utility with captive customers that may be able to transact in ways that transfer benefits away from customers to its affiliates and shareholders. In Order No. 697, the Commission codified affiliate restrictions

²⁸ See *Open Access and Priority Rights on Interconnection Customer's Interconnection Facilities*, Order No. 807, 150 FERC ¶61,211 at P 73 (2015).

²⁹ See 18 C.F.R. § 35.37(e) (2016).

in the Commission's regulations (18 C.F.R. § 35.39) as a condition of obtaining market-based rate authorization. Neither Applicant nor any of its affiliates are franchised public utilities with captive customers. Nonetheless, Applicant agrees to abide by the Commission's codified affiliate restrictions as a condition of its market-based rate authority.

D. Category Seller Status

The Commission's regulations provide for a category of market-based rate seller (Category 1 seller) that is unlikely to raise market power concerns and need not file triennial market-based rate updates with the Commission in a region once its Category 1 status is confirmed.³⁰ Such Category 1 sellers include wholesale power marketers and producers that: (i) own or control 500 MW or less of generation in aggregate per region; (ii) do not own or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; (iii) are not affiliated with anyone that owns, operates or controls transmission facilities in the same region as the seller's generation assets; (iv) are not affiliated with a franchised public utility in the same region; and (v) do not raise other vertical market power issues.³¹ Category 2 sellers are those sellers that are not Category 1 sellers. Category 2 sellers are required to submit triennial market power updates.³²

Applicant is a Category 1 seller in all regions. Specifically, Applicant does not own or control more than 500 MW of generation in aggregate in any region. Applicant also: (i) does not own, operate or control transmission facilities other than limited equipment necessary to connect individual generation facilities to the transmission grid; (ii) is not affiliated with anyone that owns, operates or controls transmission facilities in the same region as Applicant's generation assets; (iii)

³⁰ 18 C.F.R. 35.36(a)(2) (2016).

³¹ *Id.*

³² 18 C.F.R. § 35.37(a)(1) (2016).

is not affiliated with a franchised public utility in any region; and (iv) does not raise other vertical market power issues. Accordingly, Applicant meets the criteria for a Category 1 seller in all regions.

E. Authorization to Sell Ancillary Services

Applicant requests authorization to sell ancillary services as set forth in its Tariff attached to this Application. The Commission requires a separate study of the ancillary services markets to support a market-based rate filing for ancillary services. Respecting sales of ancillary services in the market operated by PJM, Applicant relies, in the same manner as other sellers, on the studies submitted and accepted by the Commission in previous orders.³³ Applicant has included in its Tariff the applicable standard tariff provisions for the proposed sales of ancillary services in the PJM BAA.

F. Reporting Requirements

Applicant agrees to comply with all the reporting requirements normally imposed on sellers permitted to sell power at market-based rates, including filing Electric Quarterly Reports, updated market power analyses, and notices of material changes in status.³⁴ Applicant also agrees to comply with the market behavior rules.³⁵ Applicant does not intend to report transactions to publishers of electricity or natural price indices.

³³ See e.g., *PJM Interconnection, L.L.C.*, 86 FERC ¶ 61,247 (1999); *Atlantic City Elec. Co.*, 86 FERC ¶ 61,248 (1998), *clarified*, 86 FERC ¶ 61,310 (1999) (“PJM”).

³⁴ 18 C.F.R. §§ 35.10(b), 35.42 (2016).

³⁵ 18 C.F.R. § 35.41 (2016).

IV. REQUEST FOR AUTHORIZATION AND WAIVERS

Applicant seeks the same blanket authorizations and waivers of the Commission's rules and filing requirements previously granted to other entities authorized to transact at market-based rates. In addition to other waivers that may apply, Applicant requests the following:

- Waiver of the filing requirements of Subparts B and C of Part 35 of the Commission's regulations, requiring the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15, and 35.16;
- Waiver of accounting and other requirements in Parts 41, 101 (with the exception that waiver of these provisions of Part 101 that may apply to hydropower licensees is not granted with respect to licenses hydropower projects), and 141 of the Commission's regulations, except Sections 141.14 and 141.15;
- Blanket authorization under Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability; and
- Such other waivers and authorizations that are appropriate and granted to others seeking market-based rate authority, which will further facilitate competition.

V. EFFECTIVE DATE

Applicant respectfully requests that the Commission accept its proposed Tariff with an open-ended effective date to accommodate the closing of the Transaction described in Section II.A of this Application. Applicant is not certain of the date by which closing of the Transaction will occur. Applicant commits to notify the Commission within five (5) days of the Transaction's closing through a subsequent filing noting the Tariff's effective date and including a citation to the order approving the Tariff.

VI. REQUEST FOR CONFIDENTIAL TREATMENT

Applicant respectfully requests privileged and confidential treatment of certain information in Section II of the Application (the "Confidential Information"). Applicant seeks to protect the Confidential Information from public disclosure pursuant to Sections 388.112 and 385.1112 of the Commission's regulations and to exempt the Confidential Information from the mandatory public

disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission's regulations.³⁶ The Confidential Information is of a sensitive commercial nature and not publicly available. As such, public disclosure could severely hamper the ability of the upstream owners of Applicant to engage in any future transactions of a similar nature with other parties or individuals. In accordance with Section 388.112(b)(ii) of the Commission's regulations,³⁷ Applicant has provided as Attachment D a draft protective order.

VII. CONCLUSION

Applicant requests that the Commission issue an order: (i) accepting for filing its proposed Tariff contained in Attachment A with an open-ended effective date as discussed above, subject to a subsequent filing with five (5) days of the Transaction's closing date notifying the Commission of the effective date; (ii) authorizing Applicant to sell energy, capacity, and certain ancillary services at market-based rates; (iii) designating Applicant a Category 1 Seller in the Northeast region; and (iv) granting Applicant such waivers and blanket authorizations as the Commission has granted to other entities with market-based rate authorization.

Respectfully submitted,

/s/ Julia D. English
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September 23, 2016

³⁶ 18 C.F.R. §§ 388.112, 385.1112, 388.107(d) (2016).

³⁷ 18 C.F.R. § 388.112(b)(ii) (2016).

Attachment A

FERC ELECTRIC TARIFF

**City Point Energy Center LLC
Market-Based Rate Tariff**

1. **Availability.** Seller will make wholesale electric energy, capacity, and ancillary services available under this Tariff to any purchaser, except as prohibited below.
2. **Applicability.** This Tariff is applicable to all sales of energy, capacity, and ancillary services by Seller not otherwise subject to a particular rate schedule of Seller.
3. **Rates.** All sales shall be made at the rates established 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.** Seller does not have any limitations on its market-based rate authority except as other provided in this Tariff. The Commission granted Seller in Docket No. ER16-___-000 the following waivers and blanket authorization: (a) waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; (b) waiver of the requirements of Part 41 and Part 101, with the exception that waiver of the provisions that apply to hydropower licensees has not been granted with respected to licensed hydropower projects; (c) waiver of Part 141 of the Commission's regulations concerning accounting and reporting requirements, with the exception of 18 C.F.R. §§ 141.14 and 141.15; and (d) 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 assumption of liabilities.
7. **Ancillary Services.**

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

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.

8. **Seller Category.** Seller is a Category 1 Seller, as defined by 18 C.F.R. 35.36(a), in the Northeast region.
9. **Effective Date.** This Tariff is effective on the date specified by the Commission. This Tariff shall continue in effect until terminated or changed in accordance with any applicable regulatory requirements

Attachment B

ASSET APPENDIX

*****Submitted as Microsoft Excel Spreadsheet*****

Attachment C

**MARKET POWER SCREENS
AND SUPPORTING MATERIALS**

Part I – Pivotal Supplier Analysis

Applicant-> **City Point Energy Center LLC**
Market -> **PJM**
Data Year -> **Dec 2013-Nov 2014**

Row

**Generation
Seller and Affiliate Capacity (owned or controlled)**

A	Installed Capacity (from inside the study area)	115
A1	Remote Capacity (from outside the study area)	0
B	Long-Term Firm Purchases (from inside the study area)	0
B1	Long-Term Firm Purchases (from outside the study area)	0
C	Long-Term Firm Sales (in and outside the study area)	-
D	Uncommitted Capacity Imports	0

Non-Affiliate Capacity (owned or controlled)

E	Installed Capacity (from inside the study area)	193,746
E1	Remote Capacity (from outside the study area)	0
F	Long-Term Firm Purchases (from inside the study area)	0
F1	Long-Term Firm Purchases (from outside the study area)	-
G	Long-Term Firm Sales (in and outside the study area)	-
H	Uncommitted Capacity Imports	0

I	Study Area Reserve Requirement	6,338
J	Amount of Line I Attributable to Seller, if any	-

K	Total Uncommitted Supply (A+A1+B+B1+D+E+E1+F+F1+H-C-G-I-M)	74,062
---	--	--------

Load

L	Balancing Authority Area Annual Peak Load	141,678
M	Average Daily Peak Native Load in Peak Month	113,461
N	Amount of Line M Attributable to Seller, if any	0

O	Wholesale Load (L-M)	28,217
---	----------------------	--------

P	Net Uncommitted Supply (K-O)	45,845
---	------------------------------	--------

Q	Seller's Uncommitted Capacity (A+A1+B+B1+D-C-J-N)	115
---	---	-----

Result of Pivotal Supplier Screen (Pass if Line Q < Line P) (Fail if Line Q > Line P)		Pass
--	--	-------------

Result of Pivotal Supplier Screen w/o Competing Imports		Pass
---	--	-------------

Total Imports (Sum D,H), as filed by Seller ->	-
% of SIL for Seller's imported capacity ->	0
% of SIL for Other's imported capacity ->	0.00

SIL value* ->	-
---------------	---

Do Total Imports exceed the SIL value? ->	No
---	----

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Reference

Approximate combined nameplate capacity of City Point Energy Center LLC and affiliates in PJM BAA

Wkp-PJM Generation Summary, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015), less row A above

Wkp-PJM Oper Reserves, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Wkp-PJM Load Summary, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Wkp-PJM Load Summary, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Part II – Market Share Analysis

Applicant-> **City Point Energy Center LLC**
 Study Area -> **PJM**
 Data Year -> **Dec 2013-Nov 2014**

As filed by the Applicant/Seller

Row	Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)
Seller and Affiliate Capacity (owned, controlled or under LT contract)				
A	115	115	115	115
A1	0	0	0	0
B	0	0	0	0
B1	0	0	0	0
C	0	0	0	0
D	0	0	0	0
E	0	0	0	0
Capacity Deductions				
F	112,941	94,813	114,760	95,808
G	0	0	0	0
H	112,941	94,813	114,760	95,808
I	6,378	5,428	6,442	5,495
J	0	0	0	0
K	6,378	5,428	6,442	5,495
Non-Affiliate Capacity (owned, controlled or under LT contract)				
L	202,391	201,942	193,746	201,895
L1	0	0	0	0
M	0	0	0	0
M1	0	0	0	0
N	0	0	0	0
O	3,938	29,277	1,167	25,214
P	0	0	0	0
Supply Calculation				
Q	79,134	72,424	71,377	75,378
R	115	115	115	115
S	79,249	72,539	71,492	75,493
Seller's Market Share (R+S)				
	0.1%	0.2%	0.2%	0.2%
Results (Pass if < 20% and Fail if ≥ 20%)				
	Pass	Pass	Pass	Pass
Imports				
U	0	0	0	0
V	-	-	-	-
Do Total Imports exceed SIL value? (is U<=V)				
	No	No	No	No
Seller's Market Share w/o Competing Imports				
	0.1%	0.2%	0.2%	0.2%
	Pass	Pass	Pass	Pass

Reference

Approximate combined nameplate capacity of City Point Energy Center LLC and its affiliates in PJM

Wkp-PJM Load Summary, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Wkp-PJM Oper Reserves, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Wkp-PJM, Generation Summary, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015), less row A above

Wkp-Outage Summary, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Conservatively assumed to be zero in JRS-4

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Part I – Pivotal Supplier Analysis

Applicant-> [City Point Energy Center LLC](#)
Market -> [AP South Submarket](#)
Data Year -> [Dec 2013-Nov 2014](#)

Row	Generation	Reference	
Seller and Affiliate Capacity (owned or controlled)			
A	Installed Capacity (from inside the study area)	115	Approximate combined nameplate capacity of City Point Energy Center LLC and affiliates in PJM BAA
A1	Remote Capacity (from outside the study area)	0	
B	Long-Term Firm Purchases (from inside the study area)	0	
B1	Long-Term Firm Purchases (from outside the study area)	0	
C	Long-Term Firm Sales (in and outside the study area)	-	
D	Uncommitted Capacity Imports	0	
Non-Affiliate Capacity (owned or controlled)			
E	Installed Capacity (from inside the study area)	83,241	Wkp-PJM Generation Summary, JRS-5, Pivotal Supplier Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015), less row A above
E1	Remote Capacity (from outside the study area)	0	
F	Long-Term Firm Purchases (from inside the study area)	0	
F1	Long-Term Firm Purchases (from outside the study area)	-	
G	Long-Term Firm Sales (in and outside the study area)	-	
H	Uncommitted Capacity Imports	0	
I	Study Area Reserve Requirement	2,961	Wkp-PJM Oper Reserves, JRS-5, Pivotal Supplier Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
J	Amount of Line I Attributable to Seller, if any	-	
K	Total Uncommitted Supply (A+A1+B+B1+D+E+E1+F+F1+H-C-G-I-M)	23,889	
Load			
L	Balancing Authority Area Annual Peak Load	70,939	Wkp-PJM Load Summary, JRS-5, Pivotal Supplier Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
M	Average Daily Peak Native Load in Peak Month	56,506	
N	Amount of Line M Attributable to Seller, if any	0	Wkp-PJM Load Summary, JRS-5, Pivotal Supplier Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
O	Wholesale Load (L-M)	14,433	
P	Net Uncommitted Supply (K-O)	9,456	
Q	Seller's Uncommitted Capacity (A+A1+B+B1+D-C-J-N)	115	
Result of Pivotal Supplier Screen (Pass if Line Q < Line P) (Fail if Line Q > Line P)		Pass	
Result of Pivotal Supplier Screen w/o Competing Imports		Pass	
Total Imports (Sum D,H), as filed by Seller ->		-	
% of SIL for Seller's imported capacity ->		0	
% of SIL for Other's imported capacity ->		0.00	
SIL value* ->		-	
Do Total Imports exceed the SIL value? ->		No	

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Part II – Market Share Analysis

Applicant-> **City Point Energy Center LLC**
 Study Area -> **AP South Submarket**
 Data Year -> **Dec 2013-Nov 2014**

Row	As filed by the Applicant/Seller				Reference
	Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)	
Seller and Affiliate Capacity (owned, controlled or under LT contract)					
A	115	115	115	115	Approximate combined nameplate capacity of City Point Energy Center LLC and its affiliates in PJM
A1	0	0	0	0	
B	0	0	0	0	
B1	0	0	0	0	
C	0	0	0	0	
D	0	0	0	0	
E	0	0	0	0	
Capacity Deductions					
F	50,804	42,484	53,479	43,183	Wkp-PJM Load Summary, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
G	0	0	0	0	
H	50,804	42,484	53,479	43,183	Wkp-PJM Oper Reservs, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
I	2,694	2,325	2,808	2,374	
J	0	0	0	0	
K	2,694	2,325	2,808	2,374	
Non-Affiliate Capacity (owned, controlled or under LT contract)					
L	87,498	87,224	83,241	87,812	Wkp-PJM, Generation Summary, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, ER10-2670-008 (filed Aug. 31, 2015) less row A above
L1	0	0	0	0	
M	0	0	0	0	
M1	0	0	0	0	
N	0	0	0	0	
O	1,704	12,655	502	10,975	
P	0	0	0	0	Wkp-Outage Summary, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, ER10-2670-008 (filed Aug. 31, 2015) Conservatively assumed to be zero in JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, ER10-2670-008 (filed Aug. 31, 2015)
Supply Calculation					
Q	32,296	29,760	26,452	31,280	
R	115	115	115	115	
S	32,411	29,875	26,567	31,395	
T	0.4%	0.4%	0.4%	0.4%	
Results (Pass if < 20% and Fail if ≥ 20%)					
U	0	0	0	0	
V	-	-	-	-	
Do Total Imports exceed SIL value? (is U<=V)					
	No	No	No	No	
Seller's Market Share w/o Competing Imports					
	0.4%	0.4%	0.4%	0.4%	
	Pass	Pass	Pass	Pass	

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 of Puget Sound Energy, Inc., 135 FERC ¶ 61,254 (2011). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

SUPPORTING MATERIALS

Part I -- Pivotal Supplier Analysis

		PJM	
Row	Generation	MW	Reference (December '13 - November '14)
	Seller and Affiliate Capacity		
A	Installed Capacity	783	Exhibit JRS-2
B	Long-Term Firm Purchases	-	
C	Long-Term Firm Sales	-	
D	Imported Power	-	No affiliated uncommitted capacity in first tier markets
	Non-Affiliate Capacity		
E	Installed Capacity	193,861	Wkp-PJM Generation Summary
F	Long-Term Firm Purchases	-	
G	Long-Term Firm Sales	-	
H	Imported Power	-	Conservatively assumed to be zero
I	Balancing Authority Area Reserve Requirement	(6,338)	Wkp-PJM Oper Reserves
J	Amount of Line I Attributable to Seller, if any	-	
K	Total Uncommitted Capacity	74,845	SUM (A,B,C,D,E,F,G,H,I,M)
	Load		
L	Balancing Authority Area Annual Peak Load	141,678	Wkp-PJM Load Summary
M	Average Daily Peak Native Load in Peak Month	(113,461)	Wkp-PJM Load Summary
N	Amount of Line M Attributable to Seller, if any	-	
O	Wholesale Load	28,217	(L+M)
P	Net Uncommitted Supply	46,628	(K-O)
Q	Seller's Uncommitted Capacity	783	SUM (A,B,C,D,J,N)
R	Result of Pivotal Supplier Screen	PASS	(Pass if (Q < P) ; (Fail if Q > P)

Part II -- Market Share Analysis

		PJM				Reference
Row		Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)	December '13 - November '14
Seller and Affiliate Capacity						
A	Installed Capacity	868	868	783	868	Exhibit JRS-2
B	Long-Term Firm Purchases	-	-	-	-	
C	Long-Term Firm Sales	-	-	-	-	
D	Seasonal Average Planned Outages	-	-	-	-	
E	Imported Power	-	-	-	-	No affiliated uncommitted capacity in first tier markets
Capacity Deductions						
F	Average Peak Native Load in the Season	(112,941)	(94,813)	(114,760)	(95,808)	Wkp-PJM Load Summary
G	Amount of Line F Attributable to Seller, if any	-	-	-	-	
H	Amount of Line F Attributable to Others, if any	(112,941)	(94,813)	(114,760)	(95,808)	
I	Balancing Authority Area Reserve Requirement, if any	(6,378)	(5,428)	(6,442)	(5,495)	Wkp-PJM Oper Reserves
J	Amount of Line I Attributable to Seller, if any	-	-	-	-	
K	Amount of Line I Attributable to Others, if any	(6,378)	(5,428)	(6,442)	(5,495)	
Non-Affiliate Capacity						
L	Installed Capacity	202,506	202,057	193,861	202,010	Wkp-PJM Generation Summary
M	Long-Term Firm Purchases	-	-	-	-	
N	Long-Term Firm Sales	-	-	-	-	
O	Local Seasonal Average Planned Outages	(3,938)	(29,277)	(1,167)	(25,214)	Wkp-Outage Summary
P	Uncommitted Capacity Imports	-	-	-	-	Conservatively assumed to be zero
Supply Calculation						
Q	Total Competing Supply	79,249	72,539	71,492	75,493	SUM (L,M,N,O,P,H,K)
R	Seller's Uncommitted Capacity	868	868	783	868	SUM (A,B,C,D,E,G,J)
S	Total Seasonal Uncommitted Capacity	80,117	73,407	72,275	76,360	SUM (Q,R)
T	Seller's Market Share	1.1%	1.2%	1.1%	1.1%	(R/S)
	Results	PASS	PASS	PASS	PASS	Pass if T < 20%; Fail if T > 20%

Exhibit JRS-5**Part I -- Pivotal Supplier Analysis****AP South**

Row	Generation	MW	Reference (December '13 - November '14)
	Seller and Affiliate Capacity		
A	Installed Capacity	417	Exhibit JRS-2
B	Long-Term Firm Purchases	-	
C	Long-Term Firm Sales	-	Exhibit JRS-2 (Hopewell no longer under contract)
D	Imported Power	281	Wkp-Import Allocation
	Non-Affiliate Capacity		
E	Installed Capacity	82,939	Wkp-PJM Generation Summary, less Row A above
F	Long-Term Firm Purchases	-	
G	Long-Term Firm Sales	-	
H	Imported Power	7,208	
I	Balancing Authority Area Reserve Requirement	(2,961)	Wkp-PJM Oper Reserves
J	Amount of Line I Attributable to Seller, if any	-	
K	Total Uncommitted Capacity	31,377	SUM (A,B,C,D,E,F,G,H,I,M)
	Load		
L	Balancing Authority Area Annual Peak Load	70,939	Wkp-PJM Load Summary
M	Average Daily Peak Native Load in Peak Month	(56,506)	Wkp-PJM Load Summary
N	Amount of Line M Attributable to Seller, if any	-	
O	Wholesale Load	14,433	(L+M)
P	Net Uncommitted Supply	16,945	(K-O)
Q	Seller's Uncommitted Capacity	698	SUM (A,B,C,D,J,N)
R	Result of Pivotal Supplier Screen	PASS	(Pass if (Q < P); (Fail if Q > P)

Exhibit JRS-6

Part II -- Market Share Analysis

		AP South				Reference
Row		Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)	December '13 - November '14
Seller and Affiliate Capacity						
A	Installed Capacity	467	467	417	467	Exhibit JRS-2
B	Long-Term Firm Purchases	-	-	-	-	
C	Long-Term Firm Sales	-	-	-	-	Exhibit JRS-2 (Hopewell no longer under contract)
D	Seasonal Average Planned Outages	-	-	-	-	
E	Imported Power	219	214	314	380	Wkp-Import Allocation
Capacity Deductions						
F	Average Peak Native Load in the Season	(50,804)	(42,484)	(53,479)	(43,183)	Wkp-PJM Load Summary
G	Amount of Line F Attributable to Seller, if any	-	-	-	-	
H	Amount of Line F Attributable to Others, if any	(50,804)	(42,484)	(53,479)	(43,183)	
I	Balancing Authority Area Reserve Requirement, if any	(2,694)	(2,325)	(2,808)	(2,374)	Wkp-PJM Oper Reserves
J	Amount of Line I Attributable to Seller, if any	-	-	-	-	
K	Amount of Line I Attributable to Others, if any	(2,694)	(2,325)	(2,808)	(2,374)	
Non-Affiliate Capacity						
L	Installed Capacity	87,146	86,872	82,939	87,460	Wkp-PJM Generation Summary less Row A above
M	Long-Term Firm Purchases	-	-	-	-	
N	Long-Term Firm Sales	-	-	-	-	
O	Local Seasonal Average Planned Outages	(1,704)	(12,655)	(502)	(10,975)	Wkp-PJM Outage Summary
P	Uncommitted Capacity Imports	4,669	4,132	7,175	7,588	Conservatively assumed to be zero
Supply Calculation						
Q	Total Competing Supply	36,614	33,540	33,324	38,516	SUM (L,M,N,O,P,H,K)
R	Seller's Uncommitted Capacity	686	681	731	847	SUM (A,B,C,D,E,G,J)
S	Total Seasonal Uncommitted Capacity	37,300	34,221	34,055	39,363	SUM (Q,R)
T	Seller's Market Share	1.8%	2.0%	2.1%	2.2%	(R/S)
	Results	PASS	PASS	PASS	PASS	Pass if T <20%; Fail if T > 20%

Attachment D

**PROTECTIVE ORDER AND NONDISCLOSURE
CERTIFICATE**

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

City Point Energy Center LLC

)

Docket No. ER16- 000

PROTECTIVE ORDER

(Issued _____, 2016)

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

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

3. Definitions – For purpose of this Order:

(a) The term “Participant” shall mean a Participant as defined in 18 C.F.R. § 385.102(b).

(b) (1) The term “Protected Materials” means (A) materials (including depositions) provided by a Participant 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 -- 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 contained in the files of the Commission, 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) any information that is a matter of public knowledge, or which becomes a matter of public knowledge, other than through disclosure in violation of this Protective Order, or (C) any information or document labeled as “Non-Internet Public” by a Participant, in accordance with Paragraph 30 of FERC Order No. 630, FERC Stats. & Regs. ¶ 31,140. Protected Materials do not 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 of the Commission 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 (“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 Paragraph 3(d)(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 with significant responsibility for this proceeding.

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, 8, and 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 Materials 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 Participants 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. 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 Participants in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to Paragraphs 8 and 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 Staff, Staff shall follow the notification procedures of 18 C.F.R. § 388.112 before making public any Protected Materials.

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

8. (a) If a Reviewing Representative's scope of employment includes the marketing of energy, the direct supervision of any employee or employees whose duties include the marketing of energy or the provision of consulting services to any person 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), 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 Paragraph 3(d) with respect to those materials. If no agreement is reached, the Participant shall submit the disputed designation to the Presiding Judge or the Commission 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 Materials 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 Non-Disclosure Certificate.

11. Subject to Paragraph 18, the Presiding Judge or the Commission shall resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Presiding Judge or the Commission, the parties to the dispute shall use their best efforts to resolve it. Any Participant that contests the designation of Protected Materials shall notify the party that provided the Protected Materials by specifying in writing the materials whose designation is contested. This Protective Order shall automatically cease to apply to such materials five (5) business days after the notification is made unless the designator, within said 5-day period, files a motion with the Presiding Judge or the Commission, 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 Judge or the Commission 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. 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 Materials 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 or the Commission 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 decision, and if the Participant seeking protection files an interlocutory appeal or requests that the issue be certified to the Commission, for an additional seven (7) business days. None of the Participants waives its rights to seek additional administrative or judicial remedies after the Presiding Judge's decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of any appeal thereof. The provisions of 18 C.F.R. §§ 388.112 and 388.113 shall apply to any requests for Protected Materials in the files of the Commission under the Freedom of Information Act (5 U.S.C. § 552) 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 proceeding. Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

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

City Point Energy Center LLC

)

Docket No. ER16- -000

NON-DISCLOSURE CERTIFICATE

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

By: _____

Title: _____

Representing: _____

Date: _____

FERC rendition of the electronically filed tariff records in Docket No. ER16-02654-000

Filing Data:

CID: C005388

Filing Title: Baseline new

Company Filing Identifier: 1

Type of Filing Code: 400

Associated Filing Identifier:

Tariff Title: Market Based Rates

Tariff ID: 1

Payment Confirmation:

Suspension Motion: N

Tariff Record Data:

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

Market-Based Rate Tariff, FERC Electric Tariff, 1.0.0, A

Record Narrative Name:

Tariff Record ID: 10

Tariff Record Collation Value: 10 Tariff Record Parent Identifier: 0

Proposed Date: 9998-12-31

Priority Order: 500

Record Change Type: New

Record Content Type: 1

Associated Filing Identifier:

City Point Energy Center LLC Market-Based Rate Tariff

1. **Availability.** Seller will make wholesale electric energy, capacity, and ancillary services available under this Tariff to any purchaser, except as prohibited below.
2. **Applicability.** This Tariff is applicable to all sales of energy, capacity, and ancillary services by Seller not otherwise subject to a particular rate schedule of Seller.
3. **Rates.** All sales shall be made at the rates established 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.** Seller does not have any limitations on its market-based rate authority except as other provided in this Tariff. The Commission granted Seller in Docket No. ER16-____-000 the following waivers and blanket authorization: (a) waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; (b) waiver of the requirements of Part 41

and Part 101, with the exception that waiver of the provisions that apply to hydropower licensees has not been granted with respect to licensed hydropower projects; (c) waiver of Part 141 of the Commission's regulations concerning accounting and reporting requirements, with the exception of 18 C.F.R. §§ 141.14 and 141.15; and (d) 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 assumption of liabilities.

7. **Ancillary Services.**

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

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.

8. **Seller Category.** Seller is a Category 1 Seller, as defined by 18 C.F.R. 35.36(a), in the Northeast region.

9. **Effective Date.** This Tariff is effective on the date specified by the Commission. This Tariff shall continue in effect until terminated or changed in accordance with any applicable regulatory requirements.

City Point Energy Center LLC Asset Appendix: Generation Assets

[A]	[B]	[C]	[D]	[E]	[F]	[G] Location [H]		[I]	[J]	[K]	[L]	[M]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)nameplate, (S)seasonal, 5-yr (U)nit, 5-yr (E)IA, (A)Alternative	End Note Number (Enter text in End Note Tab)
City Point Energy Center LLC	ER16- -000	Hopewell Cogeneration Facility	City Point Energy Center LLC	City Point Energy Center LLC	11/2016	PJM	Northeast	8/1990	115	115	N	1

City Point Energy Center LLC Asset Appendix: Long-Term Purchased Power Agreements (PPA)

Note:
 Energy only contracts must be converted to MW
 Only report Contracts one year or longer

[A]	[B]	[C]	[D]	[E] Location [F]		[G]	[H]	[I]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Seller Name	Amount of PPA (MW)	Market / Balancing Authority Area	Geographic Region	Start Date	End Date	End Note Number (Enter text in End Note Tab)
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

City Point Energy Center LLC Asset Appendix: Transmission Assets / Natural Gas Assets

Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities

[A]	[B]	[C]	[D]	[E]	[F]	[G]	[H]	[I]	[J]
Filing Entity and its Energy Affiliates	Cite to order accepting OATT or order approving the transfer of transmission facilities to an RTO or ISO	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size	End Note Number (Enter text in End Note Tab)
						Market / Balancing Authority Area	Geographic Region	Size: (length and kV)	
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

City Point Energy Center LLC Asset Appendix: End Notes

End Notes for Entries in the Generation, Long-term PPA and Transmission Lists

[A] End Note Number	[B] List (Generation, PPA or Transmission)	[C] Explanatory Note
1	Generation	The date that control of the Facility is to be transferred is uncertain and subject to the closing date of the Transaction desc

Part II – Market Share Analysis

Applicant-> **City Point Energy Center LLC**
 Study Area -> **AP South Submarket**
 Data Year -> **Dec 2013-Nov 2014**

Row	Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)	Reference
Seller and Affiliate Capacity (owned, controlled or under LT contract)					
A Installed Capacity (inside the study area)	115	115	115	115	Approximate combined nameplate capacity of City Point Energy Center LLC and its affiliates in PJM
A1 Remote Capacity (from outside the study area)	0	0	0	0	
B Long-Term Firm Purchases (inside the study area)	0	0	0	0	
B1 Long-Term Firm Purchases (from outside the study area)	0	0	0	0	
C Long-Term Firm Sales (in and outside the study area)	0	0	0	0	
D Seasonal Average Planned Outages	0	0	0	0	
E Uncommitted Capacity Imports	0	0	0	0	
Capacity Deductions					
F Average Peak Native Load in the Season	50,804	42,484	53,479	43,183	Wkp-PJM Load Summary, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
G Amount of Line F Attributable to Seller, if any	0	0	0	0	
H Amount of Line F Attributable to Non-Affiliates, if any	50,804	42,484	53,479	43,183	Wkp-PJM Oper Reservs, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, Docket No. ER10-2670-008 (filed Aug. 31, 2015)
I Study Area Reserve Requirement	2,694	2,325	2,808	2,374	
J Amount of Line I Attributable to Seller, if any	0	0	0	0	
K Amount of Line I Attributable to Non-Affiliates, if any	2,694	2,325	2,808	2,374	
Non-Affiliate Capacity (owned, controlled or under LT contract)					
L Installed Capacity (inside the study area)	87,498	87,224	83,241	87,812	Wkp-PJM, Generation Summary,JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, ER10-2670-008 (filed Aug. 31, 2015) less row A above
L1 Remote Capacity (from outside the study area)	0	0	0	0	
M Long-Term Firm Purchases (inside the study area)	0	0	0	0	
M1 Long-Term Firm Purchases (from outside the study area)	0	0	0	0	
N Long-Term Firm Sales (in and outside the study area)	0	0	0	0	
O Seasonal Average Planned Outages	1,704	12,655	502	10,975	Wkp-Outage Summary, JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, ER10-2670-008 (filed Aug. 31, 2015) Conservatively assumed to be zero in JRS-6, Market Share Analysis, GDF Suez MBR Sellers' Notice of Change in Status, ER10-2670-008 (filed Aug. 31, 2015)
P Uncommitted Capacity Imports	0	0	0	0	
Supply Calculation					
Q Total Competing Supply (L+L1+M+M1+P+H+K+N-O)	32,296	29,760	26,452	31,280	
R Seller's Uncommitted Capacity (A+K1+B1+E-C-D-G-J)	115	115	115	115	
S Total Seasonal Uncommitted Capacity (Q+R)	32,411	29,875	26,567	31,395	
T Seller's Market Share (R-S)	0.4%	0.4%	0.4%	0.4%	
Results (Pass if < 20% and Fail if ≥ 20%)	Pass	Pass	Pass	Pass	
U Total Imports, as filed by Seller (E+P)	0	0	0	0	
V SIL value*					
Do Total Imports exceed SIL value? (is U<=V)	No	No	No	No	
Seller's Market Share w/o Competing Imports	0.4%	0.4%	0.4%	0.4%	
Results (Pass if < 20% and Fail if ≥ 20%)	Pass	Pass	Pass	Pass	

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see Puget Sound Energy, Inc. 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Part I – Pivotal Supplier Analysis

Applicant-> **City Point Energy Center LLC**
 Market -> **AP South Submarket**
 Data Year -> **Dec 2013-Nov 2014**

Row	Generation	Reference
Seller and Affiliate Capacity (owned or controlled)		
A	Installed Capacity (from inside the study area)	115
A1	Remote Capacity (from outside the study area)	0
B	Long-Term Firm Purchases (from inside the study area)	0
B1	Long-Term Firm Purchases (from outside the study area)	0
C	Long-Term Firm Sales (in and outside the study area)	-
D	Uncommitted Capacity Imports	0
Non-Affiliate Capacity (owned or controlled)		
E	Installed Capacity (from inside the study area)	83,241
E1	Remote Capacity (from outside the study area)	0
F	Long-Term Firm Purchases (from inside the study area)	0
F1	Long-Term Firm Purchases (from outside the study area)	-
G	Long-Term Firm Sales (in and outside the study area)	-
H	Uncommitted Capacity Imports	0
I	Study Area Reserve Requirement	2,961
J	Amount of Line I Attributable to Seller, if any	-
K	Total Uncommitted Supply (A+A1+B+B1+D+E+E1+F+F1+H-C-G-I-M)	23,889
Load		
L	Balancing Authority Area Annual Peak Load	70,939
M	Average Daily Peak Native Load in Peak Month	56,506
N	Amount of Line M Attributable to Seller, if any	0
O	Wholesale Load (L-M)	14,433
P	Net Uncommitted Supply (K-O)	9,456
Q	Seller's Uncommitted Capacity (A+A1+B+B1+D-C-J-N)	115
Result of Pivotal Supplier Screen (Pass if Line Q < Line P) (Fail if Line Q > Line P)		
Pass		
Result of Pivotal Supplier Screen w/o Competing Imports		
Pass		
Total Imports (Sum D,H), as filed by Seller ->		
-		
% of SIL for Seller's imported capacity ->		
0		
% of SIL for Other's imported capacity ->		
0.00		
SIL value* ->		
-		
Do Total Imports exceed the SIL value? ->		
No		

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see Puget Sound Energy, Inc., 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Part II – Market Share Analysis

Applicant -> **City Point Energy Center LLC**
 Study Area -> **PJM**
 Data Year -> **Dec 2013-Nov 2014**

Row	As filed by the Applicant/Seller			
	Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)
Seller and Affiliate Capacity (owned, controlled or under LT contract)				
A	115	115	115	115
A1	0	0	0	0
B	0	0	0	0
B1	0	0	0	0
C	0	0	0	0
D	0	0	0	0
E	0	0	0	0
Capacity Deductions				
F	112,941	94,813	114,760	95,808
G	0	0	0	0
H	112,941	94,813	114,760	95,808
I	6,378	5,428	6,442	5,495
J	0	0	0	0
K	6,378	5,428	6,442	5,495
Non-Affiliate Capacity (owned, controlled or under LT contract)				
L	202,391	201,942	193,746	201,895
L1	0	0	0	0
M	0	0	0	0
M1	0	0	0	0
N	0	0	0	0
O	3,938	29,277	1,167	25,214
P	0	0	0	0
Supply Calculation				
Q	79,134	72,424	71,377	75,378
R	115	115	115	115
S	79,249	72,539	71,492	75,493
Seller's Market Share (R+S)				
Results (Pass if < 20% and Fail if ≥ 20%)	0.1% Pass	0.2% Pass	0.2% Pass	0.2% Pass
U Total Imports, as filed by Seller (E+P)				
V	0	0	0	0
SIL value*				
Do Total Imports exceed SIL value? (is U<=V)	No	No	No	No
Seller's Market Share w/o Competing Imports				
	0.1% Pass	0.2% Pass	0.2% Pass	0.2% Pass

Reference

Approximate combined nameplate capacity of City Point Energy Center LLC and its affiliates in PJM

Wkp-PJM Load Summary, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Wkp-PJM Oper Reservs, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Wkp-PJM, Generation Summary, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015), less row A above

Wkp-Outage Summary, JRS-4, Market Share Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)

Conservatively assumed to be zero in JRS-4

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Part I – Pivotal Supplier Analysis

Applicant-> **City Point Energy Center LLC**
 Market -> **PJM**
 Data Year -> **Dec 2013-Nov 2014**

Row	Generation		Reference
	Seller and Affiliate Capacity (owned or controlled)		
A	Installed Capacity (from inside the study area)	115	Approximate combined nameplate capacity of City Point Energy Center LLC and affiliates in PJM BAA
A1	Remote Capacity (from outside the study area)	0	
B	Long-Term Firm Purchases (from inside the study area)	0	
B1	Long-Term Firm Purchases (from outside the study area)	0	
C	Long-Term Firm Sales (in and outside the study area)	-	
D	Uncommitted Capacity Imports	0	
	Non-Affiliate Capacity (owned or controlled)		
E	Installed Capacity (from inside the study area)	193,746	Wkp-PJM Generation Summary, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015), less row A above
E1	Remote Capacity (from outside the study area)	0	
F	Long-Term Firm Purchases (from inside the study area)	0	
F1	Long-Term Firm Purchases (from outside the study area)	-	
G	Long-Term Firm Sales (in and outside the study area)	-	
H	Uncommitted Capacity Imports	0	
I	Study Area Reserve Requirement	6,338	Wkp-PJM Oper Reserves, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)
J	Amount of Line I Attributable to Seller, if any	-	
K	Total Uncommitted Supply (A+A1+B+B1+D+E+E1+F+F1+H-C-G-I-M)	74,062	
	Load		
L	Balancing Authority Area Annual Peak Load	141,678	Wkp-PJM Load Summary, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)
M	Average Daily Peak Native Load in Peak Month	113,461	Wkp-PJM Load Summary, JRS-3, Pivotal Supplier Analysis, Panda Liberty LLC, Docket No. ER15-1841-000 (filed Jun. 2. 2015)
N	Amount of Line M Attributable to Seller, if any	0	
O	Wholesale Load (L-M)	28,217	
P	Net Uncommitted Supply (K-O)	45,845	
Q	Seller's Uncommitted Capacity (A+A1+B+B1+D-C-J-N)	115	
	Result of Pivotal Supplier Screen (Pass if Line Q < Line P) (Fail if Line Q > Line P)	Pass	
	Result of Pivotal Supplier Screen w/o Competing Imports	Pass	
	Total Imports (Sum D,H), as filed by Seller ->	-	
	% of SIL for Seller's imported capacity ->	0	
	% of SIL for Other's imported capacity ->	0.00	
	SIL value* ->	-	
	Do Total Imports exceed the SIL value? ->	No	

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

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