

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

<b>GE Albany Global Holdings BV</b>	)	
<b>Solar Partners I, LLC</b>	)	<b>Docket No. EC16-_____ -000</b>
<b>Solar Partners II, LLC</b>	)	
<b>Solar Partners VIII, LLC</b>	)	

**APPLICATION FOR AUTHORIZATION UNDER SECTION 203 OF THE FEDERAL  
POWER ACT AND REQUEST FOR WAIVERS**

Pursuant to Section 203(a)(1) of the Federal Power Act, as amended (“FPA”),<sup>1</sup> and Part 33 of the regulations of the Federal Energy Regulatory Commission (“FERC” or the “Commission”),<sup>2</sup> this application (this “Application”) is hereby submitted by GE Albany Global Holdings BV (“Albany Holdings”), Solar Partners I, LLC (“Solar Partners I”), Solar Partners II, LLC (“Solar Partners II”), and Solar Partners VIII, LLC (“Solar Partners VIII” and collectively with Solar Partners I and Solar Partners II the “Ivanpah MBR Companies,” and the Ivanpah MBR Companies and Albany Holdings are referred to as “Applicants”). Applicants request Commission authorization for the indirect acquisition of an upstream ownership interest in the Ivanpah MBR Companies by Albany Holdings and other affiliates in the ownership chain, as described herein (the “Transaction”). As explained more fully in Section IV below, the Transaction is consistent with the public interest because it will not have any adverse effect on competition, rates, or regulation and will not result in any cross-subsidization concerns.<sup>3</sup>

Applicants also request limited waiver of the filing requirements set forth in Part 33 of the Commission’s regulations to the extent the information required is not necessary to

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<sup>1</sup> 16 U.S.C. § 824b (2012).

<sup>2</sup> 18 C.F.R. Part 33 (2015).

<sup>3</sup> See 18 C.F.R. § 2.26.

determine that the Transaction meets the statutory requirements of Section 203. Waiving these filing requirements under Part 33 is consistent with Commission precedent.<sup>4</sup>

## **I. COMMUNICATIONS**

Applicants request that all correspondence, pleadings and other communications concerning this filing be served upon the following individuals who should be included on the official service list in this proceeding:<sup>5</sup>

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<sup>4</sup> See, e.g., *MACH Gen, LLC*, 113 FERC ¶ 61,138 (2005); *Alfalfa Elec. Coop., Inc., et al.*, 105 FERC ¶ 61,311 (2003); *Destec Energy, Inc., et al.*, 79 FERC ¶ 61,373 (1997); *Nat'l Energy & Gas Transmission, Inc.*, 108 FERC ¶ 62,148 (2004); *Northbrook N.Y., LLC*, 130 FERC ¶ 62,128 (2010); *EBG Holdings LLC*, 119 FERC ¶ 62,172 (2007); *Boston Generating, LLC*, 113 FERC ¶ 61,109 (2005).

<sup>5</sup> To the extent necessary, Applicants respectfully request waiver of Rule 203(b) of the Commission's regulations, 18 C.F.R. § 385.203(b)(3), so that a copy of any communications in this proceeding may be served on all persons listed above.

## **II. DESCRIPTION OF APPLICANTS AND THEIR RELEVANT AFFILIATES**

### **A. The Ivanpah MBR Companies**

Each of the Ivanpah MBR Companies owns a phase of the Ivanpah Solar Electric Generating System (“Ivanpah Facility”), an approximately 392.8 MW (nameplate) generating facility, located in the southeastern portion of the Mojave Desert, in California. All of the electrical output of the Ivanpah Facility is committed to unaffiliated purchasers – Southern California Edison Company (“SCE”) and Pacific Gas and Electric Company (“PG&E”) – under long-term power sale agreements, each of 25-30 years duration. The power sale agreement for Ivanpah Phase 1, which is with PG&E, terminates in January 2039<sup>6</sup>; the Ivanpah Phase 2 power sale agreement, which is with SCE, terminates in January 2035; and the power sale agreement for Ivanpah Phase 3, which is with PG&E, terminates in January 2039.

Solar Partners I is a wholly-owned subsidiary of Ivanpah Project II Holdings, LLC, which is a wholly-owned subsidiary of Ivanpah Master Holdings, LLC (“Ivanpah Holdings”). Solar Partners II is a wholly-owned subsidiary of Ivanpah Project I Holdings, LLC, which is a wholly-owned subsidiary of Ivanpah Holdings. Solar Partners VIII is a wholly-owned subsidiary of Ivanpah Project III Holdings, LLC, which is a wholly-owned subsidiary of Ivanpah Holdings. Each of Solar Partners I,<sup>7</sup> Solar Partners II<sup>8</sup> and Solar Partners VIII<sup>9</sup> is an exempt wholesale generator (“EWG”) with market-based rate authority.<sup>10</sup>

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<sup>6</sup> By Resolution E-4771, issued March 17, 2016, the Public Utilities Commission of the State of California (“CPUC”) approved a “Forbearance Agreement” with Solar Partners II and Solar Partners VIII in which PG&E agreed not to declare an event of default under its power sale agreements with Solar Partners II and Solar Partners VIII based on the delivery of less than the requirement amount of “Guaranteed Energy Production” through the performance measurement period ending July 31, 2016. *See* Advice 4761-E, filed with the CPUC on December 18, 2015.

<sup>7</sup> *See* Solar Partners I, LLC, Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-54-000 (filed July 21, 2010); *Eagle Creek Hydro Power, LLC, et al.*, Docket No. EG10-48-000, *et al.*, Notice of Effectiveness of Exempt Wholesale Generator Status (Oct. 1, 2010); *Solar Partners VIII, LLC and Solar Partners I, LLC*, Docket Nos. ER13-2050-000 and ER13-2107-000 (Sept. 10, 2013) (unpublished letter order granting market-

## **B. Ivanpah Holdings**

The voting interests of Ivanpah Holdings are owned 54.5271% by NRG Solar Ivanpah LLC (“NRG Ivanpah”), 12.4005% by BrightSource Ivanpah Holdings, LLC (“BrightSource Ivanpah”), and 33.0724% by Danke Schoen Project LLC, a direct, wholly-owned subsidiary of Everlasting Resources LLC, which is, in turn, a direct, wholly-owned subsidiary of Google Inc. (“Google”). NRG Ivanpah is a wholly-owned subsidiary of NRG Solar Sunrise LLC, which is a wholly-owned subsidiary of NRG Renew LLC (“NRG Renew”). NRG Renew is a wholly-owned subsidiary of NRG Repowering Holdings LLC, a wholly-owned subsidiary of NRG Energy, Inc. (“NRG Energy”).

BrightSource Ivanpah is a wholly-owned subsidiary of BrightSource Ivanpah Fundings, LLC, which is a wholly-owned subsidiary of BrightSource Asset Holdings, LLC (“BrightSource Asset Holdings”). BrightSource Asset Holdings is a wholly-owned subsidiary of BrightSource Energy, Inc. (“BrightSource”). Alstom BV (“Alstom BV”) owns approximately 26% of the combined common and voting preferred stock of BrightSource, and therefore can be deemed to have an indirect interest in the Ivanpah MBR Companies. Alstom BV is owned 100% by Albany Holdings.

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based rate authorization).

<sup>8</sup> See Solar Partners II, LLC, Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-55-000 (filed July 21, 2010); *Eagle Creek Hydro Power, LLC, et al.*, Docket No. EG10-48-000, *et al.*, Notice of Effectiveness of Exempt Wholesale Generator Status (Oct. 1, 2010); *Solar Partners II, LLC*, Docket No. ER13-2020-000 (Aug. 26, 2013) (unpublished letter order granting market-based rate authorization).

<sup>9</sup> See Solar Partners VIII, LLC, Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-56-000 (filed July 21, 2010); *Eagle Creek Hydro Power, LLC, et al.*, Docket No. EG10-48-000, *et al.*, Notice of Effectiveness of Exempt Wholesale Generator Status (Oct. 1, 2010); *Solar Partners VIII, LLC and Solar Partners I, LLC*, Docket Nos. ER13-2050-000 and ER13-2107-000 (Sept. 10, 2013) (unpublished letter order granting market-based rate authorization).

<sup>10</sup> Ivanpah Holdings formerly had market-based rate authority, but its market-based rate tariff was cancelled effective December 5, 2013. See *Ivanpah Master Holdings, LLC*, Docket No. ER14-520-000 (Jan. 16, 2014) (unpublished letter order accepting notice of cancellation).

### C. NRG Energy

NRG Energy is a Delaware corporation and an integrated wholesale power generation and retail electricity company. NRG Energy's common stock is publicly traded on the New York Stock Exchange (the "NYSE") under the symbol "NRG." Applicants are not aware of any investor group that owns, controls or holds with power to vote 10 percent or more of NRG Energy's outstanding common stock.

Through various subsidiaries, NRG Energy engages in three related electric businesses: (1) wholesale power generation and electricity and fuel trading, (2) retail electric supply and demand response, and (3) deployment and commercialization of alternative energy technologies, such as distributed solar and smart meter technology. In connection with the first of these business segments, NRG Energy, through various wholly- and partially-owned subsidiaries, owns or controls over 51,000 MW of electric generating capacity throughout the United States.

Through NRG Energy, the Ivanpah MBR Companies are affiliated with the following public utilities that own or control generation in the California Independent System Operator Corporation ("CAISO") balancing area authority ("BAA"):

- Agua Caliente Solar, LLC is an EWG with market-based rate authority that owns and operates an approximately 290 MW (nameplate rating) solar-powered generation facility in Yuma County, Arizona.<sup>11</sup>
- Alta Wind I, LLC is an EWG with market-based rate authority that leases and operates an approximately 150 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>12</sup>

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<sup>11</sup> See Notice of Self Certification of Exempt Wholesale Generator Status Agua Caliente Solar, LLC, Docket No. EG12-1-000 (filed Oct. 4, 2011); *Agua Caliente Solar, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG12-1-000, *et al.* (Jan. 19, 2012) (unreported); *Agua Caliente Solar, LLC*, Docket Nos. ER12-21-000, *et al.* (Dec. 1, 2011) (unreported) (granting market-based rate authority).

<sup>12</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-43-000 (filed June 8, 2010); *Taloga Wind, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG10-40-000, *et al.* (Sept. 13, 2010) (unreported) ("*Taloga Wind*"); *Alta Wind I, LLC*, Docket Nos. ER10-2086-000, *et al.* (Oct. 22, 2010) (unreported) ("*Alta Wind I*") (granting market-based rate authority).

- Alta Wind II, LLC is an EWG with market-based rate authority that leases and operates an approximately 150 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>13</sup>
- Alta Wind III, LLC is an EWG with market-based rate authority that leases and operates an approximately 150 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>14</sup>
- Alta Wind IV, LLC is an EWG with market-based rate authority that leases and operates an approximately 102 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>15</sup>
- Alta Wind V, LLC is an EWG with market-based rate authority that leases and operates an approximately 168 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>16</sup>
- Alta Wind X, LLC is an EWG with market-based rate authority that owns and operates an approximately 137 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>17</sup>
- Alta Wind XI, LLC is an EWG with market-based rate authority that owns and operates an approximately 90 MW (nameplate rating) wind-powered electric generation facility located at the Alta Wind Energy Center in Kern County, California.<sup>18</sup>

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<sup>13</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-44-000 (filed June 8, 2010); *Taloga Wind*, Docket Nos. EG10-40-000, *et al.* (notice of effectiveness of EWG status); *Alta Wind I*, Docket Nos. ER10-2086-000, *et al.* (granting market-based rate authority).

<sup>14</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-45-000 (filed June 8, 2010); *Taloga Wind*, Docket Nos. EG10-40-000, *et al.* (notice of effectiveness of EWG status); *Alta Wind I*, Docket Nos. ER10-2086-000, *et al.* (granting market-based rate authority).

<sup>15</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-46-000 (filed June 8, 2010); *Taloga Wind*, Docket Nos. EG10-40-000, *et al.* (notice of effectiveness of EWG status); *Alta Wind I*, Docket Nos. ER10-2086-000, *et al.* (granting market-based rate authority).

<sup>16</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-47-000 (filed June 8, 2010); *Taloga Wind*, Docket Nos. EG10-40-000, *et al.* (notice of effectiveness of EWG status *Alta Wind I*, Docket Nos. ER10-2086-000, *et al.* (granting market-based rate authority).

<sup>17</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG13-21-000 (filed Mar. 21, 2013); *CPV Shore, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG13-17-000, *et al.* (June 7, 2013) (unreported) (“*CPV Shore*”); *Alta Wind X, LLC*, Docket Nos. ER13-1150-000, *et al.* (May 1, 2013) (unreported) (“*Alta Wind X*”) (granting market-based rate authority).

<sup>18</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG13-22-000 (filed Mar. 21,

- Avenal Park LLC is an EWG with market-based rate authority that owns and operates an approximately 6 MW (nameplate rating) solar-powered generation facility in Kings County, California.<sup>19</sup>
- Cabrillo Power I LLC is an EWG with market-based rate authority that owns and operates an approximately 965 MW (summer rating) natural gas-fired generation facility (the Encina Generating Station) in Carlsbad, California.<sup>20</sup>
- Cabrillo Power II LLC is an EWG with market-based rate authority that owns and operates four natural gas-fired generating facilities (the El Cajon, Kearny and Miramar facilities) with a combined capacity of approximately 113 MW (summer rating) located near San Diego, California.<sup>21</sup>
- Desert Sunlight 250, LLC is an EWG with market-based rate authority that owns and operates an approximately 250 MW (nameplate rating) solar-powered generation facility in Riverside County, California.<sup>22</sup>
- Desert Sunlight 300, LLC is an EWG with market-based rate authority that owns and operates an approximately 300 MW (nameplate rating) solar-power generation facility in Riverside County, California.<sup>23</sup>
- El Segundo Energy Center LLC is an EWG with market-based rate authority that owns and operates an approximately 527 MW (summer rating) natural gas-fired generation facility in El Segundo, California.<sup>24</sup>

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2013); *CPV Shore*, Docket Nos. EG13-17-000, *et al.* (notice of effectiveness of EWG status); *Alta Wind X*, Docket Nos. ER13-1150-000, *et al.* (granting market-based rate authority).

<sup>19</sup> See Notice of Self-Certification as an Exempt Wholesale Generator by Avenal Park LLC, Docket No. EG11-53-000 (filed Feb. 8, 2011); *Settlers Trail Wind Farm, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG11-52-000, *et al.* (May 5, 2011) (unreported) (“*Settlers Trail*”); *Avenal Park LLC*, Docket Nos. ER11-2855-000, *et al.* (Apr. 15, 2011) (unreported) (“*Avenal Park*”) (granting market-based rate authority).

<sup>20</sup> See *Cabrillo Power I LLC*, 87 FERC ¶ 62,066 (1999) (granting EWG status); *Cabrillo Power I LLC*, 86 FERC ¶ 61,180 (1999) (“*Cabrillo*”) (granting market-based rate authority).

<sup>21</sup> See *Cabrillo Power II LLC*, 87 FERC ¶ 62,080 (1999) (granting EWG status); *Cabrillo*, 86 FERC ¶ 61,180 (granting market-based rate authority).

<sup>22</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status of Desert Sunlight 250, LLC, Docket No. EG13-47-000 (filed July 19, 2013); *Desert Sunlight 250, LLC*, Notice of Effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status, Docket Nos. EG13-47-000, *et al.* (Oct. 18, 2013) (unreported) (“*Desert Sunlight II*”); *Desert Sunlight 250, LLC*, Docket Nos. ER13-1991-001 (Sept. 23, 2013) (unreported) (“*Desert Sunlight I*”).

<sup>23</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status of Desert Sunlight 300, LLC, Docket No. EG13-48-000 (filed July 19, 2013); *Desert Sunlight II*, Docket Nos. EG13-47-000, *et al.* (notice of effectiveness of EWG status); *Desert Sunlight I*, Docket Nos. ER13-1991-001 (granting market-based rate authority).

<sup>24</sup> See Notice of Self Certification of Exempt Wholesale Generator Status El Segundo Energy Center LLC, Docket No. EG11-90-000 (filed June 6, 2011); *LWP Lessee, LLC*, Notice of Effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status, Docket Nos. EG11-89-000, *et al.* (Sept. 19, 2011) (unreported); *El Segundo Energy Ctr. LLC*, Docket No. ER11-3727-000 (Sept. 8, 2011) (unreported) (granting market-based rate authority).

- El Segundo Power, LLC is an EWG with market-based rate authority that owns and operates an approximately 335 MW (summer rating) natural gas-fired generation facility<sup>25</sup> in El Segundo, California.<sup>26</sup>
- High Plains Ranch II, LLC is an EWG with market-based rate authority that owns and operates an approximately 250 MW (nameplate rating) solar-powered generation facility (the California Valley Solar Ranch Project) in San Luis Obispo County, California.<sup>27</sup>
- Long Beach Generation LLC is an EWG with market-based rate authority that owns and operates natural gas-fired generation facilities (the Long Beach Peakers) with an aggregate generating capacity of approximately 260 MW (summer rating) in Long Beach, California.<sup>28</sup>
- Midway-Sunset Cogeneration Company has market-based authority and owns and operates an approximately 225 MW (summer rating) natural gas-fired generation qualifying facility (“QF”) in Fellows, California.<sup>29</sup>
- NRG California South LP is an EWG with market-based rate authority that owns and operates:
  - an approximately 54 MW (summer rating) natural gas-fired facility (the Ellwood Generating Station) in Goleta, California;
  - an approximately 640 MW (summer rating) natural gas-fired facility (the Etiwanda Generating Station) in Rancho Cucamonga, California;
  - an approximately 560 MW (summer rating) natural gas-fired facility (the Mandalay Generating Station) in Oxnard, California; and
  - an approximately 1,516 MW (summer rating) natural gas-fired facility (the

<sup>25</sup> Unit 3 at this facility, which had a generating capacity of 335 MW (summer rating), was deactivated in July 2013, and its capacity is not included in the capacity figure provided above.

<sup>26</sup> See *El Segundo Power, LLC*, 82 FERC ¶ 62,169 (1998) (granting EWG status); *El Segundo Power, LLC*, 84 FERC ¶ 61,011 (1998) (“*El Segundo*”) (granting market-based rate authority).

<sup>27</sup> See Notice of Self Certification of Exempt Wholesale Generator Status High Plains Ranch II, Docket No. EG12-64-000 (May 3, 2012); *Topaz Solar Farms LLC*, Notice of Effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status, Docket Nos. EG12-63-000, *et al.* (Aug. 6, 2012) (unreported); *High Plains Ranch II, LLC*, Docket Nos. ER12-1711-000, *et al.* (June 15, 2012) (unreported) (granting market-based rate authority).

<sup>28</sup> See *Long Beach Generation LLC*, 84 FERC ¶ 62,084 (1998) (granting EWG status); *El Segundo*, 84 FERC ¶ 61,011 (granting market-based rate authority).

<sup>29</sup> See *Sun Cogeneration Limited Partnership*, 38 FERC ¶ 62,303 (1987) (granting certification of QF status); *Midway Sunset Cogeneration Co.*, 47 FERC ¶ 61,273 (1989) (granting recertification of QF status); *Midway Sunset Cogeneration Co.*, 69 FERC ¶ 62,018 (1994) (granting recertification of QF status); *Midway Sunset Cogeneration Co.*, 86 FERC ¶ 62,229 (1999) (granting recertification of QF status); Self-Recertification of Qualifying Facility Status, Docket No. QF86-433-007 (filed Nov. 11, 2014); *Midway Sunset Cogeneration Co.*, 115 FERC ¶ 61,184 (2006) (granting market-based rate authority).



Ormond Beach Generating Station) in Oxnard, California.<sup>30</sup>

- NRG Delta LLC is an EWG with market-based rate authority that owns and operates an approximately 1,029 MW (summer rating) natural gas-fired generation facility<sup>31</sup> in Pittsburg, California.<sup>32</sup>
- NRG Marsh Landing LLC is an EWG with market-based rate authority that owns an approximately 751 MW (summer rating) natural gas-fired generation facility in Antioch, California.<sup>33</sup>
- NRG Solar Alpine LLC is an EWG with market-based rate authority that owns and operates an approximately 66 MW (nameplate rating) solar-powered generation facility in Los Angeles County, California.<sup>34</sup>
- NRG Solar Blythe LLC is an EWG with market-based rate authority that owns an approximately 21 MW (nameplate rating) solar-powered generation facility in Blythe, California.<sup>35</sup>
- NRG Solar Borrego I LLC is an EWG with market-based rate authority that owns and operates an approximately 26 MW (nameplate rating) solar-powered generation facility in Borrego Springs, California.<sup>36</sup>
- NRG Solar Community 1 LLC owns and operates an approximately 6 MW

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<sup>30</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG07-23-000 (filed Dec. 18, 2006); *High Prairie Wind Farm II, LLC*, Notice of Effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status, Docket Nos. EG07-19-000, *et al.* (Mar. 13, 2007) (unreported); *Ormond Beach Power Generation, L.L.C.*, 83 FERC ¶ 61,306 (1998) (granting market-based rate authority).

<sup>31</sup> NRG Delta also owns an approximately 674 MW (summer rating) natural gas-fired generation facility in Antioch, California (the Contra Costa Generating Station), which was deactivated in May 2013.

<sup>32</sup> See *Southern Energy Delta, L.L.C.*, 87 FERC ¶ 62,217 (1999) (granting EWG status); *Southern Energy Potrero L.L.C.*, Docket Nos. ER99-1833-000, *et al.* (Mar. 31, 1999) (unreported) (granting market-based rate authority).

<sup>33</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG12-105-000 (filed Aug. 29, 2012); *NRG Solar Borrego I LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG12-96-000, *et al.* (Nov. 12, 2012) (unreported) (“*NRG Solar Borrego*”); *GenOn Marsh Landing, LLC*, Docket No. ER12-2545-000 (Oct. 24, 2012) (unreported) (granting market-based rate authority).

<sup>34</sup> See Notice of Self Certification of Exempt Wholesale Generator Status NRG Solar Alpine, LLC, Docket No. EG12-56-000 (filed Apr. 12, 2012); *Sherbino I Wind Farm LLC*, Notice of Effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status, Docket Nos. EG12-43-000, *et al.* (July 12, 2012) (unreported); *NRG Solar Alpine LLC*, Docket No. ER12-1525-000 (July 13, 2012) (unreported) (granting market-based rate authority).

<sup>35</sup> See FSE Blythe 1, LLC Notice of Self-Certification as an Exempt Wholesale Generator, Docket No. EG10-10-000 (filed Nov. 23, 2009); *Crystal Lake Wind III, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG10-6-000, *et al.* (Mar. 4, 2010) (unreported); *NRG Solar Blythe LLC*, Docket No. ER10-574-000 (Mar. 25, 2010) (unreported) (granting market-based rate authority).

<sup>36</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, NRG Solar Borrego I LLC, Docket No. EG12-96-000 (filed Aug. 3, 2012); *NRG Solar Borrego*, Docket Nos. EG12-96-000, *et al.* (notice of effectiveness of EWG status); *NRG Solar Borrego I LLC*, Docket No. ER12-2398-000 (Oct. 1, 2012) (unreported) (granting market-based rate authority).

- (nameplate rating) solar-powered QF in Imperial County, California;<sup>37</sup>
- NRG Solar Kansas South LLC owns an approximately 20 MW (nameplate rating) solar-powered QF in Lancaster, California.<sup>38</sup>
  - NRG Solar Oasis LLC owns an approximately 20 MW (nameplate rating) solar-powered QF in Lancaster, California.<sup>39</sup>
  - Sand Drag LLC is an EWG with market-based rate authority that owns and operates an approximately 19 MW (nameplate rating) solar-powered generation facility in Kings County, California.<sup>40</sup>
  - SPP Fund II, LLC, SPP Fund II-B, LLC and SPP Fund III, LLC own QFs that have a combined capacity of approximately 10 MW (nameplate).
  - Sun City Project LLC is an EWG with market-based rate authority that owns and operates an approximately 20 MW (nameplate rating) solar-powered generation facility in Kings County, California.<sup>41</sup>
  - Sunrise Power Company, LLC is an EWG with market-based rate authority that owns and operates an approximately 586 MW (summer rating) natural gas-fired generation facility in Fellows, California.<sup>42</sup>
  - TA High Desert, LLC owns and operates an approximately 20 MW (nameplate rating) solar-powered QF (the Antelope Power Plant Project) in Lancaster, California.<sup>43</sup>
  - Walnut Creek Energy, LLC is an EWG with market-based rate authority that owns and operates an approximately 479 MW (summer rating) natural gas-fired generation

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<sup>37</sup> See Certification of Qualifying Facility (QF) Status for a Small Power Production or Cogeneration Facility, Docket No. QF14-483-001 (filed June 13, 2014).

<sup>38</sup> See Self-Recertification of Qualifying Facility Status, Docket No. QF12-97-002 (filed Sept. 19, 2013).

<sup>39</sup> See Certification of Qualifying Facility (QF) Status for a Small Power Production or Cogeneration Facility, Docket No. QF16-28-000 (filed Oct. 6, 2015).

<sup>40</sup> See Notice of Self-Certification as an Exempt Wholesale Generator by Sand Drag LLC, Docket No. EG11-54-000 (filed Feb. 8, 2011); *Settlers Trail*, Docket Nos. EG11-52-000, *et al.* (notice of effectiveness of EWG status); *Avenal Park*, Docket Nos. ER11-2855-000, *et al.* (granting market-based rate authority).

<sup>41</sup> See Notice of Self-Certification as an Exempt Wholesale Generator by Sun City Project LLC, Docket No. EG11-55-000 (filed Feb. 8, 2011); *Settlers Trail*, Docket Nos. EG11-52-000, *et al.* (notice of effectiveness of EWG status); *Avenal Park*, Docket Nos. ER11-2855-000, *et al.* (granting market-based rate authority).

<sup>42</sup> See *Sunrise Power Co., LLC*, 96 FERC ¶ 62,048 (2001) (granting EWG status); *Sunrise Power Co., LLC*, Docket No. ER01-2217-000 (unreported) (granting market-based rate authority).

<sup>43</sup> See Certification of Qualifying Facility (QF) Status for a Small Power Production or Cogeneration Facility, Docket No. QF12-365-000 (filed May 1, 2012); Self-Recertification of Qualifying Facility Status, Docket No. QF12-365-001 (filed Apr. 19, 2013).

facility in the City of Industry, California.<sup>44</sup>

- Watson Cogeneration Company is an EWG with market-based rate authority that owns and operates an approximately 416 MW (summer rating) natural gas-fired cogeneration QF in Carson, California.<sup>45</sup>

#### **D. Google**

Google, a Delaware corporation, is a wholly-owned subsidiary of Alphabet Inc., a publicly-traded company. Based on a review of FERC filings, Google and its affiliates (other than the Ivanpah MBR Companies) do not own or control any other generation facilities in CAISO. Google Energy LLC (“Google Energy”), a wholly-owned subsidiary of Google, is a power marketer that has been authorized to sell energy, capacity and ancillary services at wholesale and market-based rates.<sup>46</sup> Pursuant to long-term power purchase agreements, Google Energy controls the output of two generation facilities, one (114 MW) located in the Midcontinent Independent System Operator, Inc. (“MISO”) BAA and the other (100.8 MW) located in the Southwest Power Pool (“SPP”) BAA.<sup>47</sup> In addition, Google, through its subsidiaries, owns passive, non-managing interests in a number of generating facilities in the United States. Google’s interests in each of these facilities is pursuant to a passive ownership arrangement whereby a subsidiary of Google holds certain non-jurisdictional interests in the facility, but does not directly or indirectly make or manage any sale of power or transmission

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<sup>44</sup> See Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG08-97-000 (filed Sept. 11, 2008); *Ashtabula Wind, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG08-92-000, *et al.* (Dec. 10, 2008) (unreported); *Walnut Creek Energy, LLC*, Docket No. ER08-931-000 (Oct. 2, 2008) (unreported) (granting market-based rate authority).

<sup>45</sup> See *ARCO Petroleum Products Company*, 33 FERC ¶ 62,174 (1985) (granting certification of QF status); *Watson Cogeneration Company and ARCO Petroleum Products Company*, 40 FERC ¶ 62,310 (1987) (granting recertification of QF status); Self-Recertification of Qualifying Facility Status, Docket No. QF85-526-005 (filed Aug. 1, 2014); *Watson Cogeneration Co., LLC*, 122 FERC ¶ 61,125 (2008) (granting EWG status); *Watson Cogeneration Co., LLC*, Docket No. ER08-337-000 (Feb. 12, 2008) (unreported) (granting market-based rate authority).

<sup>46</sup> See *Google Energy, LLC*, 130 FERC ¶ 61,107 (2010).

<sup>47</sup> See Notice of Change in Status, Google Energy LLC, Docket No. ER10-2835-001 (filed Dec. 6, 2011).

service associated with the facility. In each case, the owner-manager, and not a Google affiliate, has complete control over the management, operation, and maintenance of the facility. To the best knowledge of Albany Holdings and the Ivanpah MBR Companies, Google does not own or control any transmission facilities.

**E. BrightSource**

BrightSource, a Delaware corporation, designs, develops and deploys concentrating solar thermal technology to produce electricity and steam for power, petroleum and industrial-process markets worldwide. To the best knowledge of Albany Holdings and the Ivanpah MBR Companies, other than the Ivanpah Facility, BrightSource does not directly or indirectly own or control any generation facilities in the U.S.

**F. Alstom**

In November 2015, through Albany Holdings, General Electric Company (“GE”) acquired the thermal, renewables and grid businesses of Alstom SA (“Alstom”) and GE agreed to enter into certain energy-related joint ventures with Alstom. The focus of the acquisition was the combination of the GE and Alstom power equipment manufacturing businesses. At the time of the Transaction, subsidiaries of Alstom had ownership interests in four small wind-energy QFs located in the US, each of which has a capacity of less than 20 MW, and accordingly is exempt from Sections 203 and 205 of the FPA. The QFs are further described as follows:

- The Minnesota facilities - (i) Adams Wind Facility, a 19.3 MW wind energy project in Cosmos, Minnesota<sup>48</sup> which is interconnected with and sells all of its output to Northern States Power Company; and (ii) Danielson Wind Facility, a 19.3 MW wind

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<sup>48</sup> See Adams Wind Generations, LLC, FERC Form 556, Notice of Self-Certification of Qualifying Facility Status, Docket No. QF11-107-000 (filed Jan. 12, 2011); Adams Wind Generations, LLC, FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-107-001 (filed Apr. 11, 2011); Adams Wind Generations, LLC, FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-107-002 (filed June 29, 2016); Adams Wind Generations, LLC, FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-107-003 (filed July 1, 2016).

energy project in Atwater, Minnesota<sup>49</sup> which is interconnected with and sells all of its output to Northern States Power Company. The Adams Wind Facility and the Danielson Wind Facility are each Minnesota community-based energy development (C-BED) projects, directly owned by Adams Wind Generations, LLC (“Adams LLC”) and Danielson Wind Farms, L.L.C. (“Danielson LLC”), respectively.

- The Colorado facility - a 2.9 MW wind energy project in Boulder, Colorado owned by ALSTOM Power, Inc.<sup>50</sup> The Colorado facility is interconnected with and sells all of its output to Public Service Company of Colorado; and
- The Texas facility - a 1.6 MW wind energy project in Lubbock, Texas owned by Alstom Wind Texas, L.L.C.<sup>51</sup> The Alstom Wind Texas facility is interconnected with South Plains Electric Cooperative and sells all of its output to Golden Spread Electric Cooperative, Inc.<sup>52</sup>

**G. Albany Holdings and GE**

Albany Holdings is a wholly-owned subsidiary of GE Energy International Cooperatief U.A. (“International Cooperatief”), which is directly owned 19.46% by Biacore International AB (“Biacore International”), 29.20% by Caribe GE International of Puerto Rico, Inc. (“Caribe”) and 51.34% by GE. Biacore International is a wholly-owned direct subsidiary of GE Healthcare Bio-Sciences AB (“Healthcare Bio-Sciences”), which is a wholly-owned direct subsidiary of GE Healthcare Life Sciences Holding AB (“Life Sciences Holding”). Life Sciences Holding is a wholly-owned direct subsidiary of GE Healthcare Sweden Holding AB (“Sweden Holding”), which is owned 95% by GE Medical Holding AB (“Medical Holding”) and five percent by GE.

<sup>49</sup> See Danielson Wind Farms, L.L.C., FERC Form 556, Notice of Self-Certification of Qualifying Facility Status, Docket No. QF11-106-000 (filed Jan. 12, 2011); Danielson Wind Farms, L.L.C., FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-106-001 (filed Apr. 11, 2011); Danielson Wind Farms, L.L.C., FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-106-002 (filed June 29, 2016); Danielson Wind Farms, L.L.C., FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-106-003 (filed July 1, 2016).

<sup>50</sup> See ALSTOM Power Inc., FERC Form 556, Notice of Self-Certification of Qualifying Facility Status, Docket No. QF11-517-000 (filed Jan. 5, 2011); ALSTOM Power Inc., FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF11-517-001 (filed June 29, 2016).

<sup>51</sup> See National Institute for Renewable Energy, FERC Form 556, Notice of Self-Certification of Qualifying Facility Status, Docket No. QF10-544-000 (filed June 29, 2010); National Institute for Renewable Energy, FERC Form 556, Notice of Self-Recertification of Qualifying Facility Status, Docket No. QF10-544-001 (filed June 29, 2016).

<sup>52</sup> Subsidiaries of Alstom continue to own the Colorado and Texas facilities, but on June 30, 2016, through an internal reorganization, indirect ownership of the Minnesota facilities was transferred so that the facilities are no longer subsidiaries of Alstom, but are indirectly owned by GE outside of the Alstom ownership chain.

Medical Holding is a wholly-owned direct subsidiary of GE Medical Systems Information Technologies, Inc. (“Information Technologies”), which is a wholly-owned direct subsidiary of GE. Caribe is owned 67.09% by GE Investments, Inc. (“GE Investments”) and 32.91% by General Electric Foreign Sales Corporation (“GE Foreign Sales”). Each of GE Investments and GE Foreign Sales is a wholly-owned direct subsidiary of GE. Other than their indirect interests in the Ivanpah Facility and the above-described QFs, to the best knowledge of Albany Holdings, none of Albany Holdings, International Cooperatief, Biacore International, Caribe, Healthcare Bio-Sciences, Life Sciences Holding, Sweden Holding, Medical Holding, Information Technologies, GE Investments, or GE Foreign Sales directly owns or controls any energy assets in the U.S.

Through its subsidiaries, GE is a passive owner of, and investor in, a number of generating facilities in the U.S. GE holds four types of passive ownership interests in generating facilities:

1. Lease interests, where a GE affiliate acts as a passive lessor in sale/leaseback arrangements;
2. Tax equity interests, which are a separate class of securities with only limited consent rights and rights to remove the general partner/managing member for cause under the applicable limited partnership agreement or LLC agreement;
3. Limited partnership or non-managing limited liability interests, where a GE affiliate holds majority interests in the investment, but has limited consent rights and rights to remove the general partner/managing member under the applicable limited partnership agreement or LLC agreement; and
4. Limited partnership or non-managing limited liability company interests, where a GE affiliate has a minority investment and the majority partner controls operation of the partnership or company.

In each case, the lessee, majority partner, or owner-manager is not a GE affiliate and has control over the management, operation, and maintenance of the facility and wholesale sales of its output. Where a GE affiliate is the legal or beneficial owner of the above-described

jurisdictional facilities, it is the lessee or owner-manager, not the GE affiliate, that is a “public utility” subject to the Commission’s jurisdiction under the FPA.<sup>53</sup>

In addition to the interests described above, and as identified in the attached Exhibit B, GE affiliates also have non-passive interests in generating facilities in the U.S. (the “GE MBR Companies”). In the CAISO market, which is the relevant market for the Transaction, affiliates of GE control generating facilities with a combined uncommitted (nameplate) capacity of 820.7 MW. Inland Empire Energy Center, LLC owns and controls an 819 MW (nameplate) combined-cycle electric generating facility (“Inland Empire Facility”), and GE affiliate Wind Energy Prototypes, LLC owns a 1.7 MW (nameplate) wind turbine (“WEP Facility”). Both the Inland Empire Facility and the WEP Facility interconnect with the SCE transmission system within the CAISO BAA.<sup>54</sup>

Outside of the CAISO region, GE is affiliated with Linden VFT, LLC (“Linden VFT”), which owns a merchant transmission facility (the “VFT Facility”) in Linden, New Jersey.<sup>55</sup> The VFT Facility connects the PJM Interconnection, L.L.C. (“PJM”) and New York Independent System Operator, Inc. (“NYISO”) service territories making use of certain controllable transmission equipment which Linden VFT either owns or has a right to use. Under a contract

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<sup>53</sup> The Commission previously has recognized that such lease transactions constitute financing mechanisms and that the beneficial and legal owners of leased electric generating facilities in such instances play only a passive landlord role in the generation and sale of electric power. *See, e.g., EME Homer City Generation L.P.*, 97 FERC ¶ 61,110 (2001); *Baltimore Refuse Energy Sys. Co.*, 40 FERC ¶ 61,366 (1987); *Pac. Power & Light Co.*, 3 FERC ¶ 61,119 (1978).

<sup>54</sup> An affiliate of GE holds a 25 percent interest in Russell City Energy Center, LLC (“Russell City”), which owns a 655 MW (nameplate) gas-fired generating facility, all of the output of which is committed to, and controlled by, PG&E, in the CAISO BAA, under a long-term tolling agreement. While Russell City is included in the GE asset appendix, Exhibit B, consistent with its market-based rate application, the Russell City generating facility is controlled by PG&E. *See* Russell City Energy Company, LLC, Application for Market-Based Rate Authorization Under Section 205 of the Federal Power Act and Request for Waivers and Blanket Approvals, Docket No. ER12-2261-000 (filed Jul. 18, 2012) (accepted by letter order dated Sept. 11, 2012).

<sup>55</sup> *Linden VFT, LLC*, 119 FERC ¶ 61,066, *order granting clarification*, 120 FERC ¶ 61,242 (2007).

with Cogen Technologies Linden Venture, L.P. (“Linden Venture”).<sup>56</sup> PJM has operational control of the VFT Facility, and transmission service over the VFT Facility is provided under the merchant transmission provisions of PJM’s Open Access Transmission Tariff (“OATT”).<sup>57</sup> All of the transmission capacity on the VFT Facility is committed to non-affiliated customers, except as purchased on the PJM Open Access Same-Time Information System (“OASIS”) pursuant to protocols established by PJM and NYISO.<sup>58</sup> Aside from GE’s interest in Linden VFT, neither GE nor any of its affiliates owns or controls any transmission facilities in the United States, other than the limited interconnection facilities required to connect individual generating facilities to the transmission grid. In addition, neither GE nor any of its affiliates is a public utility that has a franchised electric service territory in the United States.

An affiliate of GE holds a 50% indirect interest in Southern Star Central Gas Pipeline, Inc. (“Southern Star”). Southern Star is an interstate natural gas pipeline and storage system which is regulated by the Commission under the Natural Gas Act. Finally, GE is affiliated with Berkshire Feedline Acquisition Limited Partnership, which owns a 6.2 mile gas distribution pipeline in Massachusetts that is used primarily to transport natural gas from the Tennessee Gas Pipeline to the Pittsfield Generating Company generating facility, which is owned by a third-party. The pipeline also is used to transport gas to Berkshire Gas Company for distribution to Berkshire Gas Company’s retail consumers.

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<sup>56</sup> In addition to three variable frequency transformers, the VFT Facility comprises a total of approximately 1,300 feet of 230 kV and 345 kV transmission cables between its interconnection point with PJM and its point of connection with the transmission facilities that Linden Venture constructed and operates to connect its generation units 1-5 to the transmission facilities of Consolidated Edison Company of New York, Inc. located in Staten Island, New York. *Id.*

<sup>57</sup> In accordance with the Commission’s order, transmission service on the VFT Facility is provided under the merchant transmission provisions of PJM’s OATT, and PJM has operational control over the VFT Facility. *Linden VFT, LLC*, 119 FERC ¶ 61,066 at P 18.

<sup>58</sup> Linden VFT has sold all of its transmission capacity through May 2018 to customers pursuant to a Commission-approved open season process.



### III. DESCRIPTION OF THE TRANSACTION

In the Transaction, which was completed on November 2, 2015, Albany Holdings acquired the Alstom thermal, renewables and grid businesses and agreed to enter into certain other energy-related joint ventures with Alstom. As described above, through its indirect, minority ownership interest in BrightSource, Alstom BV has an indirect ownership interest in the Ivanpah MBR Companies. Alstom BV has no right to directly exercise control over the activities of the Ivanpah MBR Companies and the ownership arrangements generally support the conclusion that the acquisition by Albany Holdings of the Alstom BV interest in BrightSource did not constitute a change in control of the Ivanpah MBR Companies, as that principle has been applied by the Commission in cases and policy statements interpreting Section 203.<sup>59</sup> However, because Alstom BV has representation on the Board of Managers of BrightSource and BrightSource has representation on the Board of Managers of Ivanpah Holdings, Applicants are submitting this Application because they have identified certain Commission decisions under Section 203 in which the ability to appoint one or more persons to the board of directors is cited as an indicia of control that triggers jurisdiction under Section 203.<sup>60</sup> Applicants have identified precedent in which “out of an abundance of caution” an entity acquiring passive ownership interests, accompanied by the right to appoint a director, has requested the Commission to

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<sup>59</sup> See *FPA Section 203 Supplemental Policy Statement*, 120 FERC ¶ 61,060, at PP 42-58 (2007) (“*Supplemental Policy Statement*”) (describing what constitutes a disposition of control over jurisdictional facilities under Section 203); see also *AES Creative Resources, L.P., et al.*, 129 FERC ¶ 61,239, at P 26 & n.18 (2009) (“*AES Creative*”) (finding that holding specified consent or veto rights in a public utility “do[es] not confer control over a public utility or allow the holder to participate in the public utility’s day-to-day operations.”).

<sup>60</sup> See, e.g., *Boston Generating, LLC, et al.*, 119 FERC ¶ 61,147, at P 26 (2007) (finding that an investor owned voting interests in a company by virtue of its ability to appoint two directors to a seven person board governing an upstream holdings company); *Entegra Power Group LLC, et al.*, 125 FERC ¶ 61,143, at P 33 (2008), *order granting clarification and reh’g*, 129 FERC ¶ 61,156 (2009) (finding that a minority investor was able to control a holding company of FERC-jurisdictional public utilities because the minority investor held two seats on the board of directors). Applicants note, however, that in this case, Alstom is not entitled to appoint directors to the board of a FERC-jurisdictional public utility; rather, it is entitled to appoint directors to a company which itself is entitled to appoint directors to the board of a FERC-jurisdictional public utility.

assume, for purposes of the application, that the transaction is subject to Section 203, and the Commission has acted on such requests without determining if the acquired interest was passive or if Section 203 approval is actually required.<sup>61</sup>

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

#### **IV. THE COMMISSION SHOULD AUTHORIZE THE TRANSACTION UNDER SECTION 203 OF THE FPA**

Section 203(a) of the FPA provides that the Commission will authorize a jurisdictional transaction if it is “consistent with the public interest.” As explained in Order No. 642 and the *Merger Policy Statement*,<sup>62</sup> the Commission examines three factors in determining whether a proposed transaction is consistent with the public interest: (i) its effect on competition, (ii) its effect on rates, and (iii) its effect on regulation. An applicant need not show that a transaction positively benefits the public interest, but rather that it is “consistent with the public interest, *i.e.*, that the transaction does not harm the public interest.”<sup>63</sup> Additionally, pursuant to the Energy

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<sup>61</sup> See, e.g., *Epsom Investment Pte Ltd., et al.*, 143 FERC ¶ 62,163 (2013) (authorizing transaction without determining whether the acquisition of certain consent rights consistent with *AES Creative* combined with the ability to appoint a board member represented a disposition of control over a public utility). This case presents a more attenuated set of facts because Alstom BV is entitled to appoint representatives to the BrightSource board, but BrightSource is not itself a FERC-jurisdictional public utility. It is only because BrightSource is a minority owner of, and has representation on the board of, the holding company which indirectly owns the Ivanpah MBR Companies that Alstom BV might be deemed to control FERC-jurisdictional public utilities. Thus, the possible requirement for Section 203 authorization did not come to the attention of Albany Holdings until its purchase of the Alstom energy division was completed. Following review of the facts and relevant precedent, Albany Holdings contacted the Commission’s Office of Enforcement, and subsequently filed a self-report regarding the Transaction. Both Alstom BV and Albany Holdings disclaim the direct or indirect ability to direct the activities of any of the Ivanpah MBR Companies, which are the relevant FERC public utilities.

<sup>62</sup> *Revised Filing Requirements Under Part 33 of the Commission’s Regulations*, Order No. 642, FERC Stats. & Regs. ¶ 31,111 (2000) (“Order No. 642”), *reh’g*, Order No. 642-A, 94 FERC ¶ 61,289 (2001); *Inquiry Concerning the Commission’s Merger Policy Under the Federal Power Act: Policy Statement*, Order No. 592, FERC Stats. & Regs. ¶ 31,044, at 30,123 (1996) (“*Merger Policy Statement*”), *reconsideration denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997).

<sup>63</sup> See, e.g., *Texas-New Mexico Power Co.*, 105 FERC ¶ 61,028, at P 23 and n.14 (2003) (citing *Pac. Power & Light Co. v. FPC*, 111 F.2d 1014, 1016-17 (9th Cir. 1940)).

Policy Act of 2005 and Order No. 669, the Commission determines whether a proposed transaction will result in a cross subsidization of a non-utility associate company or a pledge or encumbrance of utility assets for the benefit of an associate company and, if so, whether the cross-subsidizations, pledge or encumbrance is consistent with the public interest.<sup>64</sup> As demonstrated below, the Transaction is consistent with the public interest with respect to each of these factors and does not present any cross-subsidization issues.

Applicants respectfully submit that the Commission should conclude, based on the showing below, that the Transaction is consistent with the public interest, because it will not have an adverse effect on competition, rates or regulation. Further, the Transaction will not result in the cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company. Accordingly, the Transaction should be approved.

**A. The Transaction Will Have No Adverse Effect On Competition**

Order No. 642 identifies two types of analyses relevant to determining whether a transaction subject to Commission jurisdiction under Section 203 of the FPA will result in adverse effects on competition: a horizontal market analysis and a vertical market analysis. However, the Commission does not require the filing of a horizontal or vertical competitive screen analysis as described in Appendix A to the *Merger Policy Statement* and Sections 33.3 and 33.4 of the Commission's regulations if the applicant "[a]ffirmatively demonstrates that the merging entities do not currently conduct business in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*["<sup>65</sup> In

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<sup>64</sup> *Transactions Subject to FPA Section 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 (2005) ("Order No. 669"), *order on reh'g*, Order No. 669-A, FERC Stats. & Regs. ¶ 31,214, *order on reh'g*, Order No. 669-B, FERC Stats. & Regs. ¶ 31,225 (2006).

<sup>65</sup> 18 C.F.R. § 33.3(a)(2)(i).

addition, Section 33.4(a)(2)(i) of the Commission’s regulations states that a vertical competitive analysis is not required if the applicant affirmatively demonstrates that “[t]he merging entities currently do not provide inputs to electricity products (*i.e.*, upstream relevant products) and electricity products (*i.e.*, downstream relevant products) in the same geographic markets or that the extent of the business transactions in the same geographic market is *de minimis*.”<sup>66</sup> Although the Transaction involves the transfer of upstream ownership interests in companies owning generation and limited interconnection facilities, rather than a merger, the same *de minimis* standard is applicable.<sup>67</sup>

As explained above, the Ivanpah Facility is located in and sells all of its output, under long-term power sales agreements, to purchasers in the CAISO BAA, which is the relevant market for the Transaction. As demonstrated below, the Transaction will not affect horizontal or vertical market power in the relevant market.

### **1. The Transaction Raises No Horizontal Market Power Concerns**

Applicants request that the Commission authorize the Transaction without requiring the filing of a horizontal competitive screen analysis, as set forth in Appendix A to the *Merger Policy Statement*. As noted above, the output of the Ivanpah Facility is fully committed under long-term contracts with non-affiliates. Consistent with its recognition that contractual commitments of this sort should be taken into account in “calculating [a] supplier’s presence in the market,”<sup>68</sup> the Commission has found no adverse effect on competition where, as here, such

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<sup>66</sup> *Id.* § 33.4(a)(2)(i).

<sup>67</sup> See, e.g., *Bridgeport Energy LLC*, 114 FERC ¶ 62,166 (2006) (approving upstream transfer of jurisdictional facilities even though the parties did not file a horizontal competitive screen analysis because the parties held only a *de minimis* interest in the relevant market).

<sup>68</sup> See, e.g., *The AES Corp.*, 137 FERC ¶ 61,122 at P 24 (2011); *NorthWestern Corp.*, 117 FERC ¶ 61,100 at P 23 (2006); *Destec Energy, Inc.*, 79 FERC ¶ 61,373 at 62,571 (1997); *General Elec. Capital Corp.*, 115 FERC ¶ 62,024 (2006); *Duquesne Light Holdings, Inc.*, 117 FERC ¶ 61,326 (2006); *Nevada Sun-Peak Ltd P’ship*, 97 FERC ¶ 62,017 (2001).

contractual commitments results in one of the combining entities' having no uncommitted capacity and thus, in effect, having no presence in the market.<sup>69</sup> As in past cases in which the Commission has relied on the fact that the output of the underlying facility is fully committed, the output of the Ivanpah Facility is fully committed to third party purchasers under long-term power sale agreements, and thus the acquisition of an indirect upstream interest by Albany Holdings has no effect on market concentration in the CAISO BAA, the relevant market.<sup>70</sup> Accordingly, since the Transaction does not cause any change to market concentration in the relevant market, the Commission should approve the Transaction without a horizontal Competitive Analysis Screen.

## **2. The Transaction Raises No Vertical Market Power Concerns**

No vertical market power concentration analysis is required for the Commission to conclude that the Transaction presents no vertical market power concerns. Neither GE nor any of its affiliates owns or controls transmission facilities in the CAISO BAA (other than limited interconnection facilities necessary to interconnect generation projects to the grid). Further, as a result of the Transaction, Applicants will not become affiliated with any entity or person that owns or controls intrastate gas pipelines or gas distribution facilities or companies or other inputs to power production in the CAISO BAA. As noted above, GE is affiliated with Linden VFT, which owns a merchant transmission facility that is subject to operational control by PJM. However, GE is not affiliated with any company that owns transmission assets in the CAISO

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<sup>69</sup> See *NRG Yield Operating LLC, et al.*, 151 FERC ¶ 62,225 (2015) (no horizontal market power concerns raised because transaction only involves project companies whose output is fully committed under long-term power purchase agreements, becoming affiliated with new part owner); *Nevada Sun-Peak Ltd. P'ship*, 97 FERC ¶ 62,017 (2001) (finding no adverse effect on competition when the output of a generating facility is fully committed under long-term agreements); *American Ref-Fuel Co. of Essex Cnty.*, 94 FERC ¶ 62,113 (2001) (same); *Morgan Stanley Capital Grp. Inc.*, 69 FERC ¶ 61,175 (1994) (citing *Enron Power Mktg., Inc.*, 65 FERC ¶ 61,305 (1993)) (finding committed power does not confer generation market power upon an applicant for market-based rate authority).

<sup>70</sup> As discussed in note 6 above, the CPUC has approved PG&E's forbearance regarding the PG&E power sale agreements through July 31, 2016. At present those power sale agreements remain in effect.

market, other than limited interconnection facilities necessary to interconnect generation projects to the grid. Therefore, the Transaction raises no vertical market power concerns in the relevant market.

**B. The Transaction Will Have No Adverse Effect On Rates**

In assessing the effect that a proposed transaction could have on rates, the Commission's primary concern is "the protection of wholesale ratepayers and transmission customers."<sup>71</sup> In the *Merger Policy Statement* the Commission made clear that its concern with the effect of a proposed transaction on rates is to protect ratepayers from rate increases resulting from a proposed disposition of jurisdictional assets. In evaluating a proposed transaction's effect on rates, the Commission examines whether it will have any adverse impacts on wholesale transmission service rates or on the rates charged to long-term requirements customers.

The Ivanpah MBR Companies have no captive wholesale requirements customers. The proposed Transaction does not involve any transmission rates or transmission customers. Both before and after the Transaction is consummated, all wholesale sales of electric energy, capacity and ancillary services by the Ivanpah MBR Companies will be made pursuant to their market-based rate tariffs on file with the Commission. The rates that will be charged under the market-based tariff – namely the rates, terms and conditions set forth in the Ivanpah MBR Companies' long-term power sale agreements – will not change as a result of the proposed Transaction. The Commission has held that market-based wholesale power sales do not raise concerns about a transaction's possible adverse effect on rates.<sup>72</sup> Moreover, Applicants have no captive wholesale

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<sup>71</sup> *New England Power Co.*, 82 FERC ¶ 61,179, at 61,659, *order on reh'g*, 83 FERC ¶ 61,275 (1998); *see* Order No. 642, FERC Stats. & Regs. ¶ 31,111 at 31,914.

<sup>72</sup> *See, e.g., Policy Statement on Hold Harmless Commitments*, 155 FERC ¶ 61,189 at P 7 (2016); *NorAm Energy Services, Inc.*, 80 FERC ¶ 61,120, at 61,382-83 (1997).

customers. Accordingly, the proposed Transaction will not have an adverse effect on wholesale ratepayers or transmission customers.

**C. The Transaction Will Have No Adverse Effect On Regulation**

The Commission’s review of a jurisdictional transaction’s effect on state or federal regulation is focused on ensuring that the transaction does not result in a regulatory gap.<sup>73</sup> The Transaction will not affect the manner or extent to which the Commission, any state, or any other federal agency may regulate Applicant. Upon completion of the Transaction, the Ivanpah MBR Companies will continue to be subject to the jurisdiction of the Commission (and any other regulatory agency or office) to the same extent as before the Transaction. Accordingly, the Commission should conclude that the Transaction will not have an adverse effect on regulation.

**D. The Transaction Will Not Result In Any Cross-Subsidization**

The Transaction does not pose a risk of cross-subsidization and does not pledge or otherwise encumber utility assets. Under Section 203(a)(4) of the FPA<sup>74</sup> and Section 2.26(f) of its regulations,<sup>75</sup> the Commission considers whether a Transaction will result in a cross-subsidization of a non-utility associate company by a utility company, or in a pledge or encumbrance of utility assets for the benefit of an associate company. In the *Supplemental Policy Statement*, the Commission established “safe harbors” for three classes of transactions that are unlikely to raise the cross-subsidization concerns described in the Order No. 669 rulemaking proceeding.<sup>76</sup> The first such “safe harbor” relates to transactions that do not involve a franchised public utility with captive customers. The Commission reasoned that “[i]f no

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<sup>73</sup> *Merger Policy Statement*, FERC Stats. & Regs. ¶ 31,044 at 30,124-25.

<sup>74</sup> 16 U.S.C. § 824b(a)(4) (2012).

<sup>75</sup> 18 C.F.R. § 2.26(f).

<sup>76</sup> *See Supplemental Policy Statement*, 120 FERC ¶ 61,060 at P 16.

captive customers are involved, then there is no potential for harm to customers.”<sup>77</sup> If a transaction satisfies the conditions of this “safe harbor,” the applicant is not required to provide a detailed explanation and evidentiary support to demonstrate a lack of cross-subsidization.

The Transaction does not involve a franchised public utility with captive customers. Accordingly, the Transaction falls within the safe harbor for transactions that do not involve a franchised public utility because the Transaction will be among entities that are franchised public utilities. In such cases, the Commission has found that there is no potential for harm to customers and, therefore, detailed explanation and evidentiary support to comply with Exhibit M is not required.<sup>78</sup> Nevertheless, Applicants provide in Exhibit M attached hereto, representations that, based on the facts and circumstances known to Applicants or that are reasonably foreseeable, the Transaction will not result in, at the time of the Transaction, or in the future, cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company.

**V. INFORMATION AND EXHIBITS REQUIRED BY SECTION 33.2 OF THE COMMISSION’S REGULATIONS**

In accordance with Section 33.2 of the Commission’s regulations, Applicants provide the following information:

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<sup>77</sup> *Id.* at P 17 (footnote omitted).

<sup>78</sup> *Id.* at P 14, 15.



**A. Names And Principal Business Offices Of Applicants**

GE Albany Global Holdings BV  
Bergshot 69-2  
4817 PA Breda  
The Netherlands

Solar Partners I, LLC  
211 Carnegie Center  
Princeton, NJ 08540

Solar Partners II, LLC  
211 Carnegie Center  
Princeton, NJ 08540

Solar Partners VIII, LLC  
211 Carnegie Center  
Princeton, NJ 08540

**B. Names And Addresses Of The Persons Authorized To Receive Notices And Communications**

The names and addresses of persons authorized to receive notices and communications with respect to this Application are identified in Section I above.

**C. Description Of Applicants**

**1. Business Activities Of Applicants**

The business activities of the Applicants are described in Section II above. To the extent otherwise deemed necessary, Applicants request a waiver of the requirement to file Exhibit A.

**2. Energy Subsidiaries And Energy Affiliates And Their Business Activities**

Descriptions of the Ivanpah MBR Companies and their relevant affiliates are provided in Section II of this Application. A description of Albany Holdings and its relevant affiliates is provided in Section II of this Application and in Exhibit B. Applicants request waiver, to the extent such waiver is deemed necessary, of the requirement to provide additional information relating to the energy affiliates and subsidiaries of Applicants because such information is not relevant to the Commission's evaluation of the proposed Transaction.

### 3. **Organizational Charts Depicting Current And Proposed Post-Transaction Structures**

Exhibit C-1 and Exhibit C-2, respectively, set forth organizational charts depicting Applicants' current and post-Transaction ownership structure.

### 4. **Business Agreements**

Applicants request waiver of the requirement to file an Exhibit D because the proposed Transaction will not affect any of the Applicants' business interests. The proposed Transaction does not establish (and by its terms expressly disclaims) the creation of any joint venture, strategic alliance, tolling agreement or other continuing business arrangement. All pre-existing contracts, joint ventures or strategic alliances entered into by Applicants will be honored after consummation of the proposed Transaction, in accordance with their terms.

### 5. **Common Officers Or Directors**

There are no common officers or directors shared between (i) the Ivanpah MBR Companies, on the one hand, and (ii) Albany Holdings, GE, or any of the GE MBR Companies, on the other hand. Any interlocking officer or director positions created as a result of or following the Transaction will be reported to the Commission to the extent required by, and consistent with, the Commission's rules implementing FPA Section 305. Therefore, Applicants request a waiver of the requirement to file Exhibit E.<sup>79</sup>

### 6. **Wholesale Power Sales And Transmission Customers**

Relevant information about the Applicants' wholesale power sales and rate schedules is provided in Section II. Additional information would not assist the Commission in its evaluation of the Transaction. Applicants, therefore, respectfully request a waiver to the extent additional

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<sup>79</sup> To the extent that any jurisdictional interlocking directorates may result from the Transaction, the affected individuals will comply with any applicable filing requirements under 18 C.F.R. Part 45.

information would be required by 18 C.F.R. § 33.2(c)(6), and of the requirement to provide an Exhibit F.

**D. Description Of Jurisdictional Facilities Owned, Operated Or Controlled By The Applicants Or Their Parent Companies, Subsidiaries, Affiliates and Associate Companies**

See Section II. The FPA-jurisdictional facilities consist of the Ivanpah MBR Companies' market-based rate tariffs, wholesale power sales agreements, the interconnection facilities used to effectuate wholesale power sales, and/or related books and records. Applicants respectfully request waiver of the requirement to provide further information regarding jurisdictional facilities owned, operated or controlled by any of Applicants' affiliates because such information is not relevant to the Commission's evaluation of the Transaction. In addition, to the extent otherwise deemed necessary, Applicants respectfully request waiver of any requirement to submit this or any additional information as a separate Exhibit G.

**E. Narrative Description Of The Transaction**

The description of the Transaction is set forth in Section III above, which includes identification of the parties, description of the jurisdictional facilities associated with or affected by the Transaction, and the effect of the Transaction on such jurisdictional facilities. Moreover, the consideration for the Transaction is the result of arm's-length negotiations among the parties to the Transaction. Accordingly, to the extent otherwise deemed necessary, Applicants request a waiver of the requirement to file Exhibit H.

**F. Transaction Documents**

Attached as Exhibit I is an excerpt from the GE 2015 Form 10K which includes the material terms and conditions of the Transaction. The description does not include information on either BrightSource or the Ivanpah MBR Companies, as these were not material to the Transaction. BrightSource is named in an exhibit to the Transaction's master agreement which

lists acquired “power and grid subsidiaries.” The Ivanpah MBR Companies are also listed on the same exhibit, but the exhibit notes that, in each case, “indirect controlling interest % of ALSTOM in held company” is “0.000000” with the “direct controlling interest” held by BrightSource.

**G. Consistency Of The Transaction With The Public Interest**

As discussed above in Section IV, the facts provided in this Application are sufficient to demonstrate that the Transaction will be in the public interest. Accordingly, Applicants request a waiver of the requirement to file Exhibit J.

**H. Maps**

No physical jurisdictional facilities were conveyed in the Transaction. Accordingly, Applicants request a waiver of the requirement to file Exhibit K.

**I. Regulatory Orders**

No licenses, orders, other approvals by regulatory bodies associated with Albany Holdings’ acquisition of the Alstom energy division relate to the Ivanpah MBR Companies, the jurisdictional entities that are the subject of this filing. Accordingly, Applicants request a waiver of the requirement to file Exhibit L.

**J. Cross-Subsidization**

Statements supporting the fact that the Transaction did not result in cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company are provided in Section IV.D, *supra*, and in Exhibit M, attached hereto.

**VI. ACCOUNTING TREATMENT**

Applicants respectfully request waiver of the requirement to submit proposed accounting entries related to the proposed Transaction pursuant to 18 C.F.R. § 33.5. Albany Holdings is not

a public utility required to comply with the Commission's Uniform System of Accounts ("USofA") requirements, and each of the Ivanpah MBR Companies has been granted a waiver of compliance with the USofA requirements. As described above, the proposed Transaction will have no impact on the Commission-jurisdictional accounts of any public utility. Accordingly, Section 33.5 of the Commission's regulations is not applicable to this Application.

**VII. VERIFICATIONS**

Pursuant to Section 33.7 of the Commission's regulations, signed verifications by persons having authority with respect thereto and having knowledge of the matters set forth in this Application are included as Attachment 1.

**VIII. CONCLUSION**

For the reasons set forth above, Applicants request that the Commission: (i) issue an order authorizing the Transaction; and (ii) grant the waivers requested herein.

Respectfully submitted,

/s/ David Tewksbury

David G. Tewksbury  
King & Spalding LLP  
1700 Pennsylvania Avenue, NW  
Washington, DC 20006

Abraham Silverman  
Assistant General Counsel, Regulatory  
Cortney Madea  
Assistant General Counsel, Regulatory  
NRG Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

*Counsel for Solar Partners I, LLC, Solar Partners II, LLC, and Solar Partners VIII, LLC*

Dated: July 7, 2016

/s/ Adam Wenner

Adam Wenner  
Orrick, Herrington & Sutcliffe LLP  
1152 15<sup>th</sup> Street, N.W.  
Washington, D.C. 20005  
Tel: (202) 339-8400  
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awenner@orrick.com

*Counsel for GE Albany Global Holdings BV*

## **EXHIBITS**

**EXHIBIT B**

**Energy Affiliates of General Electric Company**

## GE Companies

### Asset Appendix: Generation Assets

[A]	[B]	[C]	[D]	[E]	[F]	[G] [H] Location		[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)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Birchwood Power Partners, L.P.	ER07-501-000	Birchwood	Birchwood Power Partners, L.P.	Birchwood Power Partners, L.P.	11/16/96	PJM	Northeast	11/16/96	258.3	258.3	N	1, 2
Shady Hills Power Company, L.L.C.	ER02-537-000	Shady Hills	Shady Hills Power Company, L.L.C.	Shady Hills Power Company, L.L.C.	02/27/02	Progress Florida	Southeast	02/27/02	541.2	541.2	N	1
EFS Parlin Holdings, LLC	ER08-649-000	Parlin	EFS Parlin Holdings, LLC	EFS Parlin Holdings, LLC	06/01/08	PJM	Northeast	06/01/08	135.0	135.0	N	1
Inland Empire Energy Center, LLC	ER07-758-000	Inland Empire Energy Center	Inland Empire Energy Center, LLC	Inland Empire Energy Center, LLC	05/2010	CAISO	Southwest	05/2010	819.0	690.0	S	1
Homer City Generation, L.P.	ER13-55-000	Homer City Electric Generating Station	Homer City Generation, L.P.	Homer City Generation, L.P.	06/1969	PJM	Northeast	06/1969	2,012.0	2,012.0	N	1



## GE Companies

### Asset Appendix: Generation Assets

[A]	[B]	[C]	[D]	[E]	[F]	[G] [H] Location		[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)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Russell City Energy Company, LLC	ER12-2261-000	Russell City Energy Center	Russell City Energy Company, LLC	Pacific Gas and Electric Company	08/2013	CAISO	Southwest	08/2013	655.0	615.0	S	1, 3
AL Sandersville, LLC	ER02-1024-000; ER04-1186-000; ER10-2150-000	AL Sandersville, LLC	AL Sandersville, LLC	AL Sandersville, LLC	06/2002	SOCO	Southeast	06/2002	692.0	692.0	N	1, 4
Effingham County Power, LLC	ER01-1418-000	Effingham County Power, LLC	Effingham County Industrial Authority	Effingham County Power, LLC	12/01/01	SOCO	Southeast	08/2003	596.6	596.6	N	1, 4
MPC Generating, LLC	ER02-1238-000; ER99-2324-000	MPC Generating, LLC	MPC Generating, LLC	MPC Generating, LLC	12/1999	SOCO	Southeast	12/1999	386.1	386.1	N	1, 4
Walton County Power, LLC	ER03-28-000; ER01-1310-000	Walton County Power, LLC	Walton County Power, LLC	Walton County Power, LLC	02/2001	SOCO	Southeast	02/2001	494.1	494.1	N	1, 4

## GE Companies

### Asset Appendix: Generation Assets

[A]	[B]	[C]	[D]	[E]	[F]	[G] [H] Location		[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)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Washington County Power, LLC	ER03-398-000	Washington County Power, LLC	Development Authority of Washington County	Washington County Power, LLC	05/01/01	SOCO	Southeast	06/2003	795.6	795.6	N	1, 4
Mid-Georgia Cogen L.P.	ER15-1447-001	Mid-Georgia Cogen L.P.	Mid-Georgia Cogen L.P.	SOCO	06/01/98	SOCO	Southeast	03/1998	323.0	323.0	N	1, 4, 5
Solar Partners I, LLC	ER13-2107-000	Ivanpah II	Solar Partners I, LLC	Southern California Edison Company	12/2013	CAISO	Southwest	12/2013	133.4	133.4	N	6
Solar Partners II, LLC	ER13-2020-000	Ivanpah I	Solar Partners II, LLC	Pacific Gas & Electric Company	12/2013	CAISO	Southwest	12/2013	126.0	126.0	N	7, 9
Solar Partners VIII, LLC	ER13-2050-000	Ivanpah III	Solar Partners VIII, LLC	Pacific Gas & Electric Company	12/2013	CAISO	Southwest	12/2013	133.4	133.4	N	8, 9



## GE Companies

### 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]	
						Location		Size		
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	Market / Balancing Authority Area	Geographic Region	Size: (length and kV)	End Note Number (Enter text in End Note Tab)	
Berkshire Feedline Acquisition Limited Partnership	N/A	Lateral pipeline	Berkshire Feedline Acquisition Limited Partnership	Berkshire Feedline Acquisition Limited Partnership	N/A	N/A	Northeast	6.2 miles		
Linden VFT, LLC	N/A	Linden VFT variable frequency transformer used as a component of transmission line, used to connect PJM and NYISO	Linden VFT, LLC	Linden VFT, LLC	N/A	PJM	Northeast	1000 foot, 345 kV component of transmission line		

## GE Companies

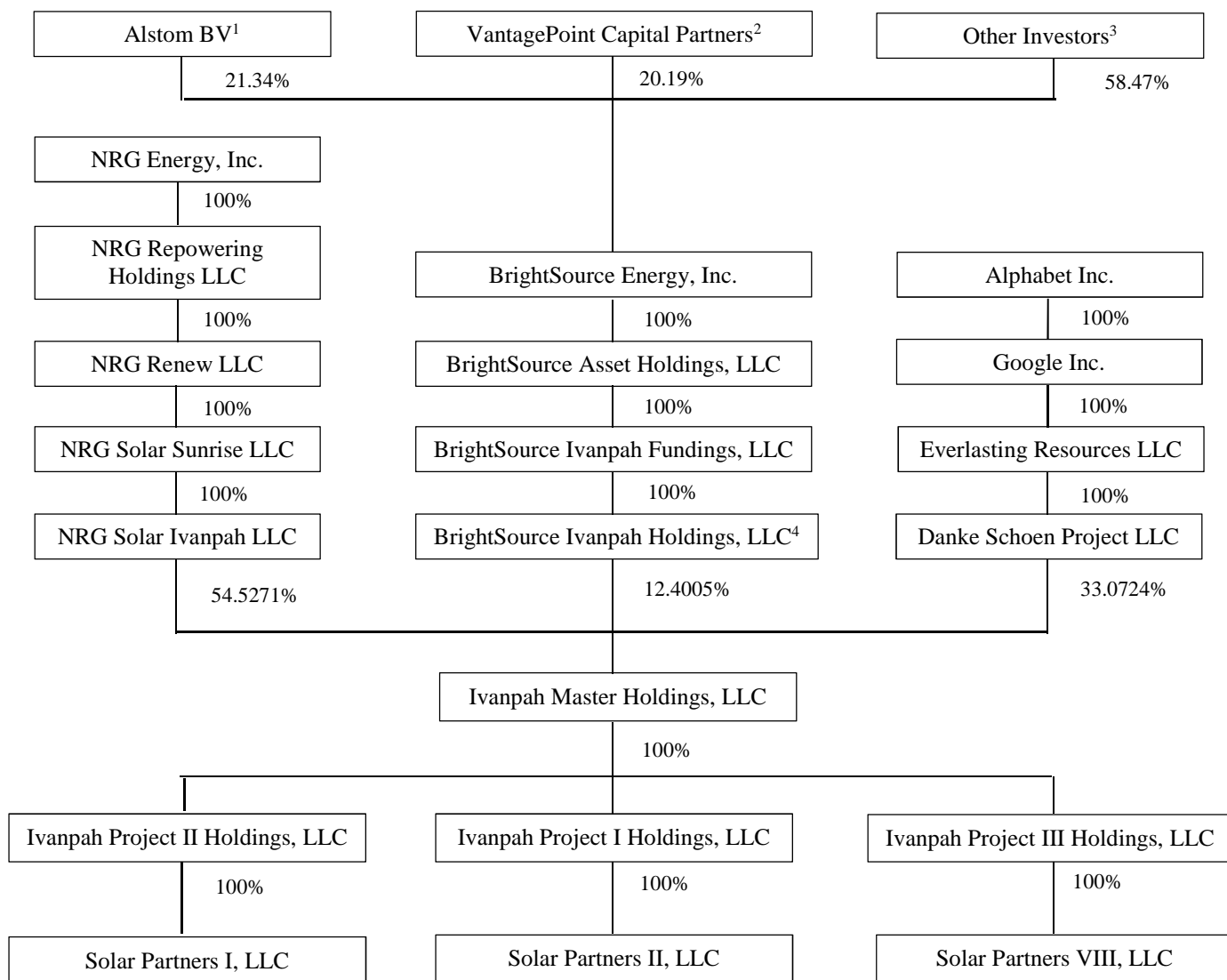
### Asset Appendix: End Notes

#### 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	In order to present the most conservative case, except as otherwise indicated, the information provided in the "Controlled By" and "Date Control Transferred" columns takes the most conservative approach, <i>i.e.</i> , that the generation owner also controls the generation, even though, in many instances, the generation is committed to a wholesale purchaser under a long-term power sale agreement.
2	Generation	Subsidiaries of General Electric Company hold a 50% interest in Birchwood Power Partners, L.P., and subsidiaries of J-POWER own a 50% interest.
3	Generation	The output of the Russell City generating facility is committed to PG&E under a long-term tolling agreement. See Application of Russell City Energy Company, LLC for Market-based Rate Authorization and for Waivers and Blanket Approvals, Docket No. ER12-2261-000, at p. 2 (filed July 18, 2012).
4	Generation	Entity is included as a GE affiliate based on GE subsidiary EFS Southeast PowerGen, LLC's 24.95% interest in Southeast PowerGen Holdings, LLC, the indirect owner of the entity.
5	Generation	See the Southern Companies' Generation Resource Inventory filed in Docket Nos. ER10-2881-004, <i>et al.</i> , on July 16, 2012.
6	Generation	GE and its subsidiaries disclaim that they have direct or indirect ability to direct the activities of Solar Partners I, LLC.
7	Generation	GE and its subsidiaries disclaim that they have direct or indirect ability to direct the activities of Solar Partners II, LLC.
8	Generation	GE and its subsidiaries disclaim that they have direct or indirect ability to direct the activities of Solar Partners VIII, LLC.
9	Generation	By Resolution E-4771, issued March 17, 2016, the Public Utilities Commission of the State of California ("CPUC") approved a "Forbearance Agreement" with Solar Partners II and Solar Partners VIII in which PG&E agreed not to declare an event of default under its power sale agreements with Solar Partners II and VIII based on the delivery of less than the requirement amount of "Guaranteed Energy Production" through the performance measurement period ending July 31, 2016. See Advice 4761-E, filed with the CPUC on December 18, 2015.

**EXHIBIT C-1**

**Pre-Transaction Organizational Chart**



<sup>1</sup> Alstom BV has the right to appoint two directors to the seven-person board of directors of BrightSource Energy, Inc. Although Alstom BV owns 21.34% of the common equity, it owns 26% of the combined common and preferred equity in BrightSource Energy, Inc.

<sup>2</sup> VantagePoint Capital Partners owns upstream interests through six subsidiaries.

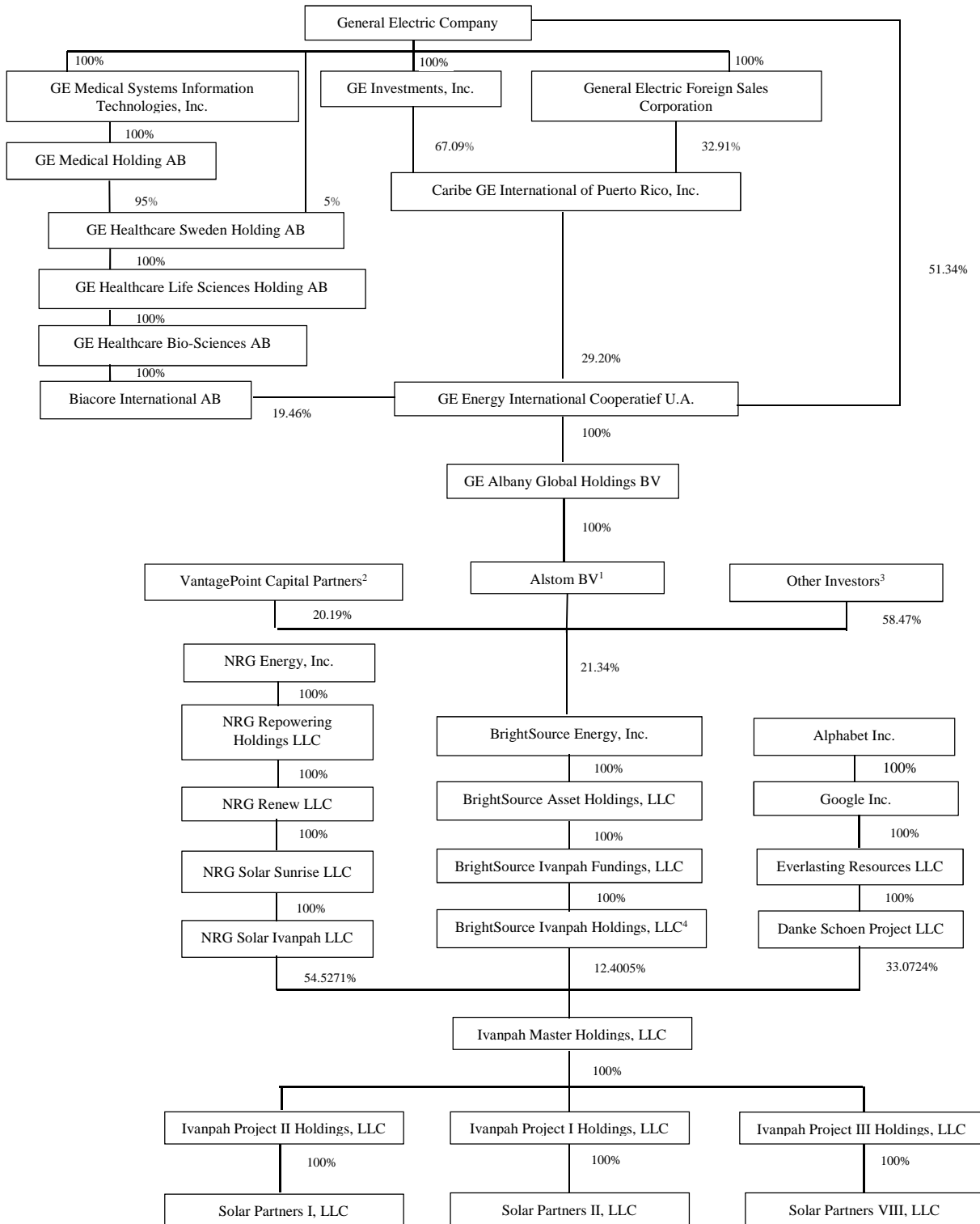
<sup>3</sup> None of the other investors owns ten percent or more of BrightSource Energy, Inc.

<sup>4</sup> BrightSource Ivanpah Holdings, LLC has the right to appoint one of the three directors of Ivanpah Master Holdings, LLC.

**EXHIBIT C-2**

**Post-Transaction Organizational Chart**





<sup>1</sup> Alstom BV has the right to appoint two directors to the seven-person board of directors of BrightSource Energy, Inc. Although Alstom BV owns 21.34% of the common equity, it owns 26% of the combined common and preferred equity in BrightSource Energy, Inc.

<sup>2</sup> VantagePoint Capital Partners owns upstream interests through six subsidiaries.

<sup>3</sup> None of the other investors owns ten percent or more of BrightSource Energy, Inc.

<sup>4</sup> BrightSource Ivanpah Holdings, LLC has the right to appoint one of the three directors of Ivanpah Master Holdings, LLC.

## **EXHIBIT I**

### **Excerpt from the GE 2015 Form 10K which includes the material terms and conditions of the Transaction**

The following is an excerpt from the 2015 Annual Report of General Electric Company filed with the Securities and Exchange Commission on February 26, 2016:

#### **ALSTOM - ACQUISITION IMPACTING MULTIPLE SEGMENTS**

On November 2, 2015, we completed the acquisition of Alstom's Thermal, Renewables and Grid businesses. The completion of the transaction followed the regulatory approval of the deal in over 20 countries and regions including the EU, U.S., China, India, Japan and Brazil. The purchase price was €9.2 billion (approximately \$10.1 billion). The acquisition and alliances with Alstom affected our Power, Renewable Energy and Energy Management segments. See Note 8 to the consolidated financial statements for further information.

For the two months that GE owned Alstom in 2015, the entity contributed \$(0.2) billion of operating profit to the industrial segments and \$(0.2) billion of operating profit at Corporate, resulting in an overall pre-tax loss of \$(0.4) billion. Offsetting the pre-tax loss was \$0.4 billion of increased tax benefits principally related to the integration of our existing services business with Alstom's services business. (AT PAGE 35)

#### **NOTE 8. ACQUISITIONS, GOODWILL AND OTHER INTANGIBLE ASSETS**

##### **ACQUISITIONS**

On November 2, 2015, we acquired the Thermal, Renewables and Grid businesses from Alstom. The purchase price was €9,200 million (\$10,135 million), net of cash acquired of approximately €1,600 million (\$1,765 million). As further discussed below and elsewhere in this report, the acquired Alstom businesses had a significant impact on our industrial businesses, directly affecting accounting and reporting related to three of our operating segments, as well as the creation of several new, jointly-owned entities. Given the timing and complexity of the acquisition, the presentation of these businesses in our financial statements, including the allocation of the purchase price, is preliminary and likely to change in future reporting periods. We will complete our post-closing procedures and purchase price allocation no later than the fourth quarter of 2016.

As noted above, we formed three consolidated joint ventures with Alstom in grid technology, renewable energy, and global nuclear and French steam power. In addition, GE contributed its Digital Energy business to the grid technology joint venture.

Alstom holds redemption rights with respect to its interest in each joint venture, which, if exercised, would require us to purchase all of their interest during September 2018 or September 2019 for the grid technology and renewable energy joint ventures. Alstom also holds similar redemption rights for the global nuclear and French steam power joint venture, that are

exercisable during the first full calendar quarter immediately following the fifth or sixth anniversary of the acquisition date. The redemption price would generally be equal to Alstom's initial investment plus annual accretion of 3% for the grid technology and renewable energy joint ventures and plus annual accretion of 2% for the nuclear and French steam power joint venture, with potential upside sharing based on an EBITDA multiple. Alstom also holds additional redemption rights in other limited circumstances as well as a call option to require GE to sell all of its interests in the renewable energy joint venture at the higher of fair value or Alstom's initial investment plus annual accretion of 3% during the month of May in the years 2016 through 2019 and also upon a decision to IPO the joint venture.

GE holds a call option on Alstom's interest in the global nuclear and French steam power joint venture at the same amount as Alstom's redemption price in the event that Alstom exercises its put option in the grid technology or renewable energy joint ventures. GE also has call options on Alstom's interest in the three joint ventures in other limited circumstances. In addition, the French Government holds a preferred interest in the global nuclear and French steam power joint venture, giving it certain protective rights.

The acquisition and alliances with Alstom affected our Power, Energy Management and Renewable Energy segments. The financial impact of acquired businesses on individual segments will be affected by a number of variables, including operating performance, purchase accounting effects and expected synergies. In addition, due to the amount of time that elapsed between signing and closing, the commercial operations of the businesses were negatively affected primarily as a result of uncertainty among Alstom customers regarding the execution of the transaction. This affected the overall valuation of the acquired businesses at the time of close and, accordingly, is reflected in the amounts assigned to the assets and liabilities recorded in purchase accounting. The fair value of the acquired businesses, including a preliminary valuation of non-controlling interest, at the time of close was approximately \$13,700 million, net of cash acquired. The preliminary purchase price allocation resulted in approximately \$13,500 million of goodwill and \$4,065 million of amortizable intangible assets. The preliminary fair value of the associated non-controlling interest is approximately \$3,600 million, which consists of approximately \$2,900 million for Alstom's redeemable non-controlling interest in the three joint ventures (presented separately from total equity in the consolidated balance sheet) and \$700 million for all other non-controlling interest.

In order to obtain approval by the European Commission and the Department of Justice, GE pledged to sell certain of Alstom's gas-turbine assets and its Power Systems Manufacturing subsidiary to Ansaldo Energia SpA (Ansaldo) after the close of the transaction for approximately €120 million. The purchase price will be paid by Ansaldo over a period of five years. The transaction closed on February 25, 2016. (AT PAGE 159)

## EXHIBIT M

### **Explanation Providing Assurance that the Transaction Will Not Result in Cross-Subsidization or Pledge or Encumbrance of Utility Assets**

As demonstrated in Section IV.D of the Application and incorporated by reference into this Exhibit M, the Transaction raises no issues concerning cross-subsidization. Applicants verify, based on facts and circumstances known to it or that are reasonably foreseeable, that the Transaction will not result in, at the time of the Transaction or in the future:

- (1) any transfers of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company;
- (2) any new issuances of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company;
- (3) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or
- (4) any new affiliate contracts between a non-utility associate company and a traditional public utility associate company that has captive customers or that own or provide transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under Sections 205 and 206 of the Federal Power Act.

## **ATTACHMENTS**



**OFFICIAL REPORT  
STATEMENT UNDER OATH OR PROMISE BY  
ERNST FREDERIK KRAAIJ  
GE ALBANY GLOBAL HOLDINGS B.V.**

This day, the seventh day of July, two thousand and sixteen, I, Tjien Hauw Liem, Esq., civil law notary officiating in Amsterdam, was present in the building located at J.J. Viottastraat 52 in Amsterdam, in order to prepare this official report of the statement under oath or promise as meant in the Netherlands Act on the form of oaths ("*Wet vorm van de eed*"), made in my presents and in my hands, on this date in the aforementioned building, by the following person who appeared before, me, civil law notary: \_\_\_\_\_

**Ernst Frederik Kraaij**, residing at Linnaeushof 60-II, 1098 KP Amsterdam, The Netherlands, born in Harbel, Liberia on the eleventh day of November, nineteen hundred and sixty-seven, holder of the Dutch passport with number NP87BHR99. \_\_\_\_\_

The appearing person declared: \_\_\_\_\_

1. I am a managing director, with sole representative authority, of **GE Albany Global Holdings B.V.**, a private limited liability company organized and existing under the laws of the Netherlands, having its corporate seat in Breda, The Netherlands, with address Bergschot 69 B2, 4817 PA Breda, The Netherlands, registered with the trade register under number 61651117 (hereinafter referred to as the "Company"). \_\_\_\_\_
2. I have read the application for authorization under Section 203 of the Federal Power Act and request for waivers (the "Application"), a copy of the final form of which shall be attached to the notarial deed of statement under oath or promise, and \_\_\_\_\_  
I confirm that to the best of my knowledge and belief the statements made in the Application with respect to the Company and its affiliates are true and accurate. \_\_\_\_\_
3. I have full power and authority to execute the Application on behalf of the Company. \_\_\_\_\_
4. I hereby authorize the submission of the Application to the Federal Energy Regulatory Commission in the United States of America. \_\_\_\_\_

Finally, the appearing person solemnly and sincerely declared to have made this declaration under oath or promise, conscientiously believing the statements contained in this declaration to be true in every particular, by saying the words: "This I promise!". \_\_\_\_\_

The appearing person is known to me, civil law notary. \_\_\_\_\_

The identity of the appearing person was established by me, civil law notary, on the basis of the



above mentioned document intended for identification purposes. \_\_\_\_\_

WITNESSED THIS DEED, the original of which was drawn up and executed in Amsterdam on the date first written above. \_\_\_\_\_

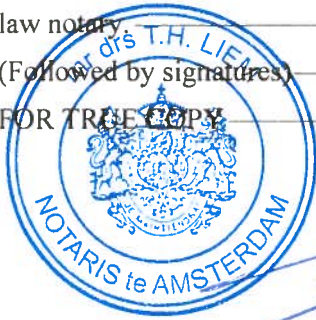
Prior to the execution of this deed, I, civil law notary, informed the appearing person of the substance of the deed and gave the appearing person an explanation thereon, and furthermore pointed out the consequences which will result for the party from the contents of this deed. \_\_\_\_\_

Subsequently, the appearing person declared to have taken note of the contents of this deed after timely being given the opportunity thereto and waived a full reading of this deed. \_\_\_\_\_

Immediately after a limited reading, this deed was signed by the appearing person and me, civil law notary \_\_\_\_\_

(Followed by signatures) \_\_\_\_\_

FOR TRUE COPY \_\_\_\_\_



UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION

GE Albany Global Holdings BV )  
Solar Partners I, LLC )  
Solar Partners II, LLC )  
Solar Partners VIII, LLC )

Docket No. EC16-\_\_\_\_\_

State of Arizona  
County of Maricopa

VERIFICATION

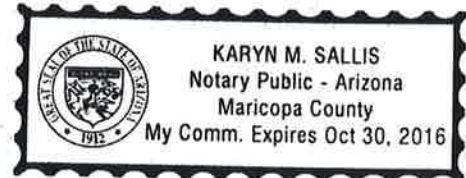
John D. Karam, being duly sworn under oath, states: (1) that he is Vice President, Asset Management of Solar Partners I, LLC, Solar Partners II, LLC and Solar Partners VIII, LLC; (2) that he has read the foregoing application; (3) that the statements made therein with respect to Solar Partners I, LLC ("Solar Partners I"), Solar Partners II, LLC ("Solar Partners II"), and Solar Partners VIII, LLC ("Solar Partners VIII") and its affiliates through NRG Energy, Inc. are true and accurate to the best of his knowledge and belief; (4) that he has full power and authority to execute this application on behalf of Solar Partners I, Solar Partners II, and Solar Partners VIII, and (5) that he authorizes the submission of this application to the Federal Energy Regulatory Commission.

John D. Karam

Subscribed and sworn before me this 6th day of July, 2016.

Karyn M Sallis  
Notary Public

My commission expires 10/30/2016.





Document Content(s)

GE Section 203 - Ivanpah.PDF.....1-48