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September 9, 2013

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

Re: East Coast Power Linden Holding, L.L.C., Docket No. ER10-2719-____
Cogen Technologies Linden Venture, L.P., Docket No. ER10-2718-____
Birchwood Power Partners, L.P., Docket No. ER10-2633-____
Shady Hills Power Company, L.L.C., Docket No. ER10-2570-____
EFS Parlin Holdings, LLC, Docket No. ER10-2717-____
Inland Empire Energy Center, LLC, Docket No. ER10-3140-____
Homer City Generation, L.P., Docket No. ER13-55-____
CPV Sentinel, LLC, Docket No. ER12-911-____

Dear Secretary Bose:

Pursuant to Section 35.42(a) of the regulations of the Federal Energy Regulatory Commission (the “Commission” or “FERC”)¹ and the Commission’s guidance in Order No. 652,² a seller with market-based rate authority must timely report to the Commission any change in status that would reflect a departure from the characteristics the Commission relied upon in granting market-based rate authority. Each of the above-captioned entities (collectively, the “GE Companies”)³ has market-based rate authority and each hereby notifies the Commission of a non-material change in status as a result of the achievement of commercial operation (“COD”) by an affiliate of the GE Companies, Russell City Energy Company, LLC (“Russell City”), of a 625 MW (nameplate) natural gas-fired generating project (the “Russell City Facility”), which occurred on August 13, 2013. As explained below, the achievement of COD of the Russell City Facility does not affect the findings upon which the Commission relied in granting market-based rate authority to each of the GE Companies.

¹ 18 C.F.R. § 35.42(a) (2012).

² *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, 70 Fed. Reg. 8,253 (Feb. 18, 2005), FERC Stats. & Regs. ¶ 31,175, *order on reb’g*, 111 FERC ¶ 61,413 (2005).

³ The GE Companies are indirect subsidiaries of the General Electric Company.



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I. COMMUNICATIONS

Communications in connection with this filing should be addressed to the following individuals, who should be placed on the official service list in this proceeding:⁴

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II. BACKGROUND

Russell City is an exempt wholesale generator⁵ with market-based rate authority.⁶ The Facility is comprised of a single-cycle, natural gas-fired generator with a nameplate capacity of 800 MW, located Hayward, California. The Russell City Facility is interconnected with the transmission system operated by the California Independent System Operator Corporation (“CAISO”). The Russell City Facility is fully committed to Pacific Gas & Electric Company under a long-term tolling agreement.

As described in its market-based rate application, Russell City is owned: (i) 75% by Calpine Russell City, LLC (“Calpine Russell City”); and (ii) 25% by Aircraft Services Corporation (“ASC”). Calpine Russell City is a direct subsidiary of Calpine Development Holdings, Inc., a Delaware corporation, which is wholly owned by Calpine Power Company, a California corporation, which is wholly owned by Calpine Corporation (“Calpine”).

ASC is owned 48% by General Electric Capital Corporation (“GECC”), and 52% by GE Structured Finance, Inc., a wholly-owned subsidiary of GECC. GECC is a wholly-owned subsidiary

⁴ The GE Companies request waiver of Rule 203(b)(3) so that a copy of any communications in the proceedings referenced above may be served on all persons listed above. 18 C.F.R. § 385.203(b)(3).

⁵ Russell City Energy Center, LLC, Notice of Self-Certification of EWG Status, Docket No. EG12-90-000 (filed Jul 18, 2012); *see also A V Solar Ranch 1, LLC, et al.*, Docket No. EG12-90-000 (Oct. 15, 2012) (notice of effectiveness of EWG status).

⁶ *Russell City Energy Center, LLC*, Docket No. ER12-2261-000 (Sept. 11, 2012) (unpublished letter order).



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of General Electric Company (“GE”). Because GE indirectly owns more than 10% of the voting securities in Russell City and in each of the GE Companies, Russell City is an “affiliate” of each of the GE Companies pursuant to the “under common control” prong of the Commission’s definition of “affiliate.”⁷

III. NOTICE OF CHANGE IN STATUS

The Commission authorizes a seller to make wholesale sales of electric energy and related products at market-based rates if the seller can demonstrate that it and its affiliates: (1) do not possess, or have adequately mitigated, horizontal market power in the relevant markets, and (2) do not possess, or have adequately mitigated, vertical market power in the relevant markets. To do so, the seller must demonstrate that it passes the two indicative screens adopted by the Commission: the “pivotal supplier” screen and the “wholesale market share” screen.⁸ The pivotal supplier screen evaluates the potential of a seller and its affiliates to exercise market power based on uncommitted capacity at the time of the market’s peak demand. The wholesale market share screen measures whether a seller and its affiliates have a dominant position in the market, for each of the four seasons, based on the amount of capacity owned or controlled by the seller and its affiliates as compared to the uncommitted capacity of the entire market. If the seller and its relevant affiliates pass both screens, there is a rebuttable presumption that the seller does not possess horizontal market power in the relevant geographic region.⁹

The achievement of COD by the Russell City Facility does not affect the conclusions reached by the Commission in granting market-based rate authority to the GE Companies. With respect to the effect of adding the Russell City Facility’s capacity as an affiliate, since the Russell City Facility is located within the CAISO BAA, CAISO is the relevant market.¹⁰ Net uncommitted supply in CAISO is 17,665 MW.¹¹ Taking a conservative approach that assumes that all capacity

⁷ 18 C.F.R. § 35.43(a)(1).

⁸ See *Market-Based Rates for Wholesale Sales of Elec. Energy, Capacity and Ancillary Svcs. by Pub. Utils.*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, at PP 33-44 (2007) (“Order No. 697”), *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh’g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268 (2008) (“Order No. 697-A”), *order on reh’g and clarification*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh’g and clarification*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009) (“Order No. 697-C”), *order on reh’g and clarification*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305, *order on clarification*, 131 FERC ¶ 61,021, *aff’d sub nom. Mont. Consumer Council v. FERC*, 659 F.3d 910 (9th Cir. 2011), *cert denied sub nom. Pub. Citizen, Inc. v. FERC*, 133 S. Ct. 26 (2012).

⁹ See Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 33; 18 C.F.R. § 35.37(c)(1).

¹⁰ The Commission has endorsed the use of a regional transmission organization or independent system operator market as the default relevant geographic market. See Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 231.

¹¹ See *Agua Caliente Solar, LLC, et al.*, Notification of Change in Status, Docket No. ER12-21-004, Affidavit of Rodney Frame (filed Dec. 4, 2012) (“Frame Affidavit”).



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owned by affiliates in CAISO is uncommitted, except for the capacity owned by Russell City, the GE Companies' uncommitted capacity in the CAISO market remains unchanged at 1,543 MW.¹² Because the GE Companies' uncommitted capacity is less than the net uncommitted supply in CAISO, they continue to pass the pivotal supplier screen in the CAISO market. Total uncommitted capacity in the CAISO market ranges from 24,613 MW to 27,241 MW.¹³ Based on those figures, the GE Companies' market share remains, at most, approximately 6.3 percent of the CAISO market (*i.e.*, less than 20 percent in all seasons).¹⁴ Accordingly, the GE Companies continue to pass both the pivotal supplier and wholesale market share screens.

The GE Companies have previously submitted an Appendix B, which identifies generation, transmission, natural gas intrastate pipelines and gas storage facilities that they or their affiliates own or control. Pursuant to Section 35.42(c) of the Commission's regulations, public utilities with market-based rate authority must include an appendix of assets in the form provided in Appendix B of subpart 35 of the regulations "[w]hen submitting a change in status notification regarding a change that impacts the pertinent assets held by a Seller or its affiliates with market-based rate authorization."¹⁵ The GE Companies accordingly submit an Appendix B, which includes CPV Sentinel, as Exhibit I to this filing.

¹² This figure is based on affiliated capacity (nameplate) in the CAISO market as described in the attached Appendix B. As noted above, all of the output of the jointly-owned Russell City Facility is fully committed to PG&E under a long-term tolling agreement. The output of other facilities owned by the GE Companies also is fully committed under long-term power purchase agreements. However, the output of the Russell City Facility is treated as committed for purposes of this analysis to be consistent with the information provided to the Commission by Russell City in its market-based rate application. The GE Companies' net uncommitted capacity in CAISO remains unchanged from the last notice of change in status filed on behalf of the GE Companies, which has been accepted by the Commission. *See East Coast Power Linden Holding, L.L.C.*, Docket Nos. ER10-2719-014, *et al.* (Aug. 1, 2013) (unpublished letter order). The 1,543 MW figure includes 800 MW of generating capacity owned by CPV Sentinel, LLC ("CPV Sentinel"). On August 15, 2013, CPV Sentinel, EFS Sentinel Holdings, LLC, Aircraft Services Corporation and Voltage Finance LLC filed an application under Section 203 of the FPA seeking Commission authorization to transfer all or substantially all of GE's indirect interest in CPV Sentinel to Voltage Finance LLC. *See Joint Application for Authorization of Disposition of Facilities under Section 203 of the Federal Power Act and Request for Confidential Treatment, Expedited Consideration and Waivers of CPV Sentinel, LLC, et al.*, Docket No. EC13-136-000 (filed Aug. 15, 2013).

¹³ *See* Frame Affidavit.

¹⁴ The GE Companies' market share remains unchanged from the last notice of change in status filed on behalf of the GE Companies, which has been accepted by the Commission. *See East Coast Power Linden Holding, L.L.C.*, Docket Nos. ER10-2719-014, *et al.* (Aug. 1, 2013) (unpublished letter order).

¹⁵ 18 C.F.R. § 35.42(c).



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Finally, the GE Companies confirm their prior statements to the Commission that they have not erected barriers to entry and will not erect barriers to entry.¹⁶

IV. CONCLUSION

Based on the foregoing, the Commission should accept this Notice and conclude that the achievement of its COD by the Russell City Facility does not affect the findings upon which the Commission relied in granting market-base rate authority to each of the GE Companies.

Please do not hesitate to contact me if you have any questions regarding this submission.

Respectfully submitted,

/s/ Adam Wenner

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Attachment

¹⁶ See *Order on Rehearing and Clarification*, Order No. 697-A, 123 FERC ¶ 61,055 (2008).

Appendix B

GE Companies

Market-Based Rate Authority and Generation Assets

Filing Entity and its Energy Affiliates	Docket No. where MBR authority was granted	Generation Name	Owned By	Controlled By*	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating		
						Balancing Authority Area	Geographic Region (per Appendix D)		Generator Nameplate Capacity (installed)	Net Summer Capacity	Net Winter Capacity
East Coast Power Linden Holding, L.L.C.	ER06-739-000	Linden Cogen Unit 6	East Coast Power Linden Holding, L.L.C.	East Coast Power Linden Holding, L.L.C.	N/A	PJM	Northeast	January 25, 2002	212.5 MW	160.4 MW	178.6 MW
Cogen Technologies Linden Venture, L.P.	ER06-738-000	Linden Cogen Units 1-5	Cogen Technologies Linden Venture, L.P.	Cogen Technologies Linden Venture, L.P.	N/A	NY ISO	Northeast	May 9, 1992	761.6 MW	755.8 MW	800 MW
Birchwood Power Partners, L.P. ¹	ER07-501-000	Birchwood	Birchwood Power Partners, L.P.	Birchwood Power Partners, L.P.	N/A	PJM	Northeast	November 16, 1996	258.3 MW	243.5 MW	247.4 MW
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.	N/A	Progress Florida	Southeast	February 27, 2002	546 MW	468 MW	516 MW
EFS Parlin Holdings, LLC	ER08-649-000	Parlin	EFS Parlin Holdings, LLC	EFS Parlin Holdings, LLC	N/A	PJM	Northeast	June 1, 2008	135 MW	116.6 MW	129.6 MW
Inland Empire Energy Center, LLC	ER07-758-000	Inland Empire Energy Center	Inland Empire Energy Center, LLC	Inland Empire Energy Center, LLC	N/A	CAISO	Southwest	May 2010	819 MW	690 MW	742 MW

* In order to present the most conservative case, the information provided in the "Controlled By" and "Date Control Transferred" columns takes the most conservative approach, *i.e.*, 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.

¹ Subsidiaries of General Electric Company hold a 50% interest in Birchwood Power Partners, L.P., and subsidiaries of J-POWER own a 50% interest.

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Market-Based Rate Authority and Generation Assets

Filing Entity and its Energy Affiliates	Docket No. where MBR authority was granted	Generation Name	Owned By	Controlled By*	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating		
						Balancing Authority Area	Geographic Region (per Appendix D)		Generator Nameplate Capacity (installed)	Net Summer Capacity	Net Winter Capacity
Homer City Generation, L.P.	ER13-55	Homer City Electric Generating Station	Homer City Generation, L.P.	Homer City Generation, L.P.	N/A	PJM and NYISO	Northeast	June 1969	2,012 MW	1898 MW	1900 MW
Cardinal Cogen, Inc.	N/A	Cardinal Cogen	Cardinal Cogen, Inc.	Cardinal Cogen, Inc.	N/A	CAISO	Southwest	1987	52.8 MW	51.5 MW	50.7 MW
Altresco Lynn, Inc.	N/A	Lynn River Works	General Electric Co.	General Electric Co.	N/A	ISO-NE	Northeast	1948	53.6 MW	47.1 MW	47.1 MW
Somersworth Hydroelectric Facility	N/A	Somersworth Hydroelectric Facility	General Electric Co.	General Electric Co.	N/A	ISO-NE	Northeast	January 1985	2.1 MW	2.1 MW	2.1 MW
Wind Energy Prototypes, LLC	N/A	GE 1.6-100 Wind Turbine	Wind Energy Prototypes, LLC	Wind Energy Prototypes, LLC	N/A	CAISO	Southwest	March 2011	1.6 MW	1.6 MW	1.6 MW

* In order to present the most conservative case, the information provided in the "Controlled By" and "Date Control Transferred" columns takes the most conservative approach, *i.e.*, 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.

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Market-Based Rate Authority and Generation Assets

Filing Entity and its Energy Affiliates	Docket No. where MBR authority was granted	Generation Name	Owned By	Controlled By*	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating		
						Balancing Authority Area	Geographic Region (per Appendix D)		Generator Nameplate Capacity (installed)	Net Summer Capacity	Net Winter Capacity
AL Sandersville, LLC ²	ER02-1024 ER04-1186 ER10-2150	AL Sandersville, LLC	AL Sandersville, LLC	AL Sandersville, LLC	N/A	SOCO	Southeast	June 2002	692 MW		
Effingham County Power, LLC ²	ER01-1418	Effingham County Power, LLC	Effingham County Industrial Authority	Effingham County Power, LLC	N/A	SOCO	Southeast	August 2003	596.6 MW		
MPC Generating, LLC ²	ER99-2324 ER02-1238	MPC Generating, LLC	MPC Generating, LLC	MPC Generating, LLC	N/A	SOCO	Southeast	December 1999	386.1 MW		
Walton County Power, LLC ²	ER01-1310 ER03-28	Walton County Power, LLC	Walton County Power, LLC	Walton County Power, LLC	N/A	SOCO	Southeast	February 2001	494.1 MW		
Washington County Power, LLC ²	ER03-398	Washington County Power, LLC	Development Authority of Washington County	Washington County Power, LLC	N/A	SOCO	Southeast	June 2003	795.6 MW		
Mid-Georgia Cogen L.P. ²	N/A	Mid-Georgia Cogen L.P.	Mid-Georgia Cogen L.P.	SOCO ³	6/1/1998	SOCO	Southeast	March 1998	323 MW		

* In order to present the most conservative case, the information provided in the "Controlled By" and "Date Control Transferred" columns takes the most conservative approach, *i.e.*, 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 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.

³ See the Southern Companies' Generation Resource Inventory filed in Docket Nos. ER10-2881-004, *et al.*, on July 16, 2012.

Appendix B

GE Companies

Market-Based Rate Authority and Generation Assets

Filing Entity and its Energy Affiliates	Docket No. where MBR authority was granted	Generation Name	Owned By	Controlled By*	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating		
						Balancing Authority Area	Geographic Region (per Appendix D)		Generator Nameplate Capacity (installed)	Net Summer Capacity	Net Winter Capacity
CPV Sentinel, LLC	ER12-911	Sentinel Project	CPV Sentinel, LLC	CPV Sentinel, LLC	N/A	CAISO	Southwest	May 2013	800 MW		
Russell City Energy Company, LLC	ER12-2261	Russell City Facility	Russell City Energy Company, LLC	PG&E	2012 ⁴	CAISO	Southwest	August 2013	625 MW		

* 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.e.*, 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.

⁴ 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).

Appendix B

GE Companies

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

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
Rocky Mountain Natural Gas LLC	Rocky Mountain pipeline	Rocky Mountain Natural Gas LLC ⁵	Rocky Mountain Natural Gas LLC	N/A	N/A	Southwest	intrastate pipeline in western CO
SourceGas Distribution LLC	SourceGas Distribution natural gas local distribution system	SourceGas Distribution LLC ⁶	SourceGas Distribution LLC	N/A	N/A	Northwest, Southwest	local gas distribution services in CO, NB and WY

^{5.} Subsidiaries of General Electric Company indirectly own 50% of Rocky Mountain Natural Gas LLC, and subsidiaries of Alinda Infrastructure Fund I, L.P. indirectly own the remaining 50%.

^{6.} Subsidiaries of General Electric Company indirectly own 50% of SourceGas Distribution LLC, and subsidiaries of Alinda Infrastructure Fund I, L.P. indirectly own the remaining 50%.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
Linden VFT, LLC	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	345 kV component of a transmission line with transfer capability of 315 MW
Arkansas Western Gas Company	Arkansas Western natural gas local distribution system	Arkansas Western Gas Company ⁷	Arkansas Western Gas Company	N/A	N/A	Southwest Power Pool, Southeast	local distribution company in Arkansas

⁷ Subsidiaries of General Electric Company indirectly own 50% of Arkansas Western Gas Company, and subsidiaries of Alinda Infrastructure Fund I, L.P. indirectly own the remaining 50%.