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September 23, 2016

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

Re: *Grant Plains Wind, LLC*
Application for Market-Based Rate Authority
Docket No. ER16- ____

Dear Secretary Bose:

Attached please find the Application for Market-Based Rate Authority and Request for Waivers and Blanket Authorizations (“Application”) of Grant Plains Wind, LLC (“GPW”). As specified in the Application, GPW is seeking an effective date of November 1, 2016.

The following is a list of documents submitted with this filing:

1. A copy of this transmittal letter in PDF format;
2. A copy of the Application with attachments, including the proposed Market-Based Rate Tariff (as Appendix A to the Application), in PDF format for posting in eLibrary;
3. Southern Company Asset Appendix (as Appendix B to the Application);
and
4. The proposed Market-Based Rate Tariff in RTF format with metadata attached.¹

¹ GPW notes the Commission Staff’s practice of requiring reference to the docket number assigned to this filing in the tendered Market-Based Rate Tariff. Since such docket number assignment is not known in advance, upon such assignment, GPW will promptly file a supplement to reflect the inclusion of such docket number in the tendered Market-Based Rate Tariff.

The Honorable Kimberly D. Bose
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Communications

GPW requests that all communications concerning this filing should be addressed to its counsel, as follows:

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Conclusion

Based upon the foregoing, GPW respectfully requests that the Commission accept for filing, without suspension or modification, its proposed Market-Based Rate Tariff, effective as of November 1, 2016.

Sincerely,

/s/ Lyle D. Larson
Lyle D. Larson
Counsel for Grant Plains Wind, LLC

OF COUNSEL:

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

Grant Plains Wind, LLC)
) Docket No. ER16- -000
)

**APPLICATION FOR MARKET-BASED RATE AUTHORITY
AND REQUEST FOR WAIVERS AND BLANKET AUTHORIZATIONS**

Pursuant to Section 205 of the Federal Power Act (“FPA”),¹ Part 35 of the Federal Energy Regulatory Commission’s (“FERC” or the “Commission”) regulations,² and Rules 205 and 207 of the Commission’s Rules of Practice and Procedure,³ and Order No. 697,⁴ Grant Plains Wind, LLC (“GPW” or “Applicant”) submits this application (“Application”) requesting that the Commission:

- (i) accept for filing Applicant’s Market-Based Rate Tariff (“Tariff”) attached hereto as Appendix A to be effective November 1, 2016;
- (ii) grant Applicant the authority to sell energy, capacity and ancillary services in wholesale transactions, other than as limited by the Tariff, at market-based rates;
- (iii) grant waiver of the prior notice requirements set forth in Section 35.3 of the Commission’s regulations so that the Tariff may become effective as specified above, which is 39 days after filing hereof (good cause exists to grant such waiver because the market-based rate authorization requested herein is being sought promptly after a change in upstream ownership of Applicant and is necessary to assure timely testing and commissioning); and

¹ 16 U.S.C. § 824d (2012).

² 18 C.F.R. Part 35 (2015).

³ *Id.* at §§ 385.205, 385.207.

⁴ *Market-Based Rates for Wholesale Sales of Elec. Energy, Capacity and Ancillary Servs. by Pub. Utils.*, Order No. 697, FERC Stats. & Regs. ¶ 31,252 (2007) (“Order No. 697”), *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh’g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268 (“Order No. 697-A”), *clarified*, 124 FERC ¶ 61,055, *order on reh’g and clarification*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh’g & clarification*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291(2009) (“Order No. 697-C”), *order on reh’g & clarification*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305, *order on clarification*, 131 FERC ¶ 61,021 (2010), *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).

- (iv) grant the waivers of, and authorizations under, certain of the Commission's regulations that are routinely accorded to entities with market-based rate authority.⁵

As shown below, Applicant passes the applicable market power screens for the Southwest Power Pool, Inc. ("SPP") balancing authority area ("BAA") and the Application does not raise any other substantive issues that are relevant to market-based rate authorization.

I. LIST OF DOCUMENTS SUBMITTED

In support of this Application, GPW provides the following:

1. Market-Based Rate Tariff in RTF format with metadata attached in compliance with Order No. 714;⁶
2. Appendix A: Market-Based Rate Tariff; and
3. Appendix B: Asset Appendix.

II. COMMUNICATIONS

All correspondence and communications regarding this Application should be addressed and directed to the following persons, who are also designated for service in this docket:

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⁵ As discussed below, the Applicant requests a blanket authorization under Section 204 of the FPA and Part 34 of the Commission's regulations to issue securities and assume liabilities. In order to ensure that it timely obtains such authorization, the Applicant requests the Commission issue a notice concerning the request for such blanket authorization under Section 204 and Part 34 of the Commission's regulations at the same time, and with the same comment period, as that issued for the notice of the Applicant's Section 205 application for market-based rate authorization.

⁶ *Electronic Tariff Filings*, Order No. 714, FERC Stats. & Regs. ¶ 31,276 (2008).

III. DESCRIPTION OF APPLICANT AND RELEVANT AFFILIATES⁷

A. Applicant

GPW is constructing the Grant Plains Wind Facility (the “GPW Facility”), a 147 megawatt (“MW”) wind generation facility located in Grant County, Oklahoma. The GPW Facility will be interconnected to the transmission system owned by Oklahoma Gas and Electric Company (“OG&E”) and operated by SPP and is, therefore, located entirely within the SPP BAA.⁸ The GPW Facility is expected to synchronize to the grid for purposes of test energy delivery on or shortly before November 15, 2016 and to be commercially operational in December 2016. Applicant has been self-certified as an exempt wholesale generator (“EWG”) under the Public Utility Holding Company Act of 2005 and the Commission’s regulations.⁹

The generation capability of the GPW Facility will be committed on a long-term basis to wholesale market deliveries in the SPP BAA under separate, long-term contracts with: (a) Steelcase, Inc. for delivery of a 25 MW allocation of the GPW Facility’s output delivered to the SPP-controlled transmission network and financial settlement thereof, commencing one month after the commercial operation date for a twelve (12) year term; (b) Nephilia Capital Ltd. Via Allianz Risk Transfer (Bermuda) Ltd. for delivery of 122 MW to the SPP controlled transmission network and financial settlement thereof, beginning April 1, 2017, reduced to 81 MW on January 1, 2020, for a ten (10) year term; and (c) Oklahoma Municipal Power Authority (“OMPA”) for the long-term firm sale of 41.4 MW (capability of 18 wind turbines) of capacity and associated energy, for a twenty (20) year term commencing January 1, 2020 and ending on

⁷ For purposes of this Application, the term “affiliate” has the meaning set forth in 18 C.F.R. § 35.36(a)(9) of the Commission’s regulations.

⁸ The Commission uses a seller’s BAA or the RTO/ISO market, as applicable, as the default relevant geographic market for the purposes of evaluating an application for market-based rate authority. *See* Order No. 697 at PP 231-232. *See also Florida Power & Light Co.*, 155 FERC ¶ 61,192, P 39 (2016).

⁹ *See Grant Plains Wind, LLC*, Docket No. EG16-147-000, Notice of Self-Certification of Exempt Wholesale Generator Status (filed September 8, 2016).

December 31, 2039.¹⁰ The end result of the foregoing supply commitments from the GPW Facility is that the full output is committed to the wholesale market in SPP commencing January 1, 2017, with a firm unit commitment physical obligation directly to OMPA commencing for a twenty (20) year term on January 1, 2020. For purposes of this Application and reporting under Section 205 (such as under required Asset Appendices), Applicant shall treat the output of the GPW Facility as physically (as opposed to financially) uncovered from the commercial operation date until January 1, 2020, when the GPW Facility will be committed under a traditional, physical wholesale supply obligation with OMPA for 41.4 MW.

B. Applicant’s Upstream Ownership and Affiliations

GPW is wholly owned by Southern Renewable Energy, LLC (“SRE”), which is a wholly owned subsidiary of Southern Power Company (“Southern Power”). Southern Power is a wholly owned subsidiary of Southern Company, a Public Utility Holding Company. Southern Company also owns all of the outstanding common stock of Southern Communications Services, Inc. (“SouthernLINC Wireless”), Southern Nuclear Operating Company, Inc., PowerSecure International, Inc. (“PowerSecure”), Southern Company Services, Inc., Southern Company Holdings, Inc. (“Southern Holdings”) and other direct and indirect subsidiaries that are not relevant here.¹¹ None of these entities own or control inputs to power production or jurisdictional assets.

¹⁰ Under the Power Purchase Agreement between OMPA and GPW, OMPA is required to use commercially reasonable efforts to acquire and maintain Network Integration Transmission Service sufficient to take delivery of power for network load service. *See Southwest Power Pool, Inc.*, Docket No. ER16-2428-000, Submission of Network Integration Transmission Service Agreement and Network Operating Agreement (filed August 16, 2016). Accordingly, the generation capacity associated with the OMPA PPA committed and attributable to OMPA as of January 1, 2020, for purposes of Section 205 horizontal market power analysis. *Refinements to Policies and Procedures for Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 816, 153 FERC ¶ 61,065, PP 39, 43 (2015) *reh’g*, Order No. 816-A, 155 FERC ¶ 61,188, P 15 (2016).

¹¹ SouthernLINC Wireless provides digital wireless communications services to the Southern Retail Operating Companies (defined below) and also markets these services to the public within the Southeast. PowerSecure

In addition to GPW, SRE is the upstream owner of three other wind generation facilities, described in Section III.B.1, below. SRE also owns 90 percent of the membership interests of Southern Turner Renewable Energy, LLC (“STRE”), which, in turn owns upstream interests in a number of solar generation facilities located in the Western Interconnection and in the Duke Energy Carolinas (“DEC”) BAA. These STRE-owned solar facilities are not relevant for purposes of this Application, as all such facilities are located more than two tiers from the SPP BAA. A brief description of such facilities, however, is provided in Section III.B.2, below.

1. SRE

SRE, beyond STRE’s holdings described in Section III.B.2 below, also owns and controls two wind-powered generating facilities in the SPP BAA, a wind-powered generating facility in the ISO New England Inc. (“ISO-NE”) BAA, and two solar photovoltaic generation facilities in the Electric Reliability Council of Texas (“ERCOT”):¹²

- *Kay Wind, LLC (“Kay Wind”)* is an EWG¹³ with market-based rate authorization.¹⁴ Kay Wind owns a 299 MW wind-powered generating facility in Kay County, Oklahoma (the “Kay Wind Facility”), which is interconnected to the OG&E transmission system operated by SPP, and which commenced an initial phase of commercial operations in December 2015 and will enter full commercial operations on October 1, 2016, with all output committed under long-term firm power purchase agreements (“PPA”) to Westar Energy, Inc. (“Westar”) and to Grand River Dam Authority (“GRDA”), each an unaffiliated wholesale customer. The Westar PPA ends in 2036, and the GRDA PPA ends in 2035.

provides distributed (behind the meter) generation, energy efficiency and other distributed infrastructure technologies. Southern Holdings is an intermediate holding subsidiary for Southern Company’s investments in leveraged leases and various other energy-related businesses.

¹² SRE also directly owns 100% of the membership interests in EWGs that are developing photovoltaic generation facilities in the ERCOT interconnection: BNB Lamesa Solar, LLC (EG16-125-000) and East Pecos Solar, LLC (EG16-127-000). Because these generation facilities are in ERCOT and do not engage in sales for resale outside of ERCOT, they are not subject to the Commission’s jurisdiction under Section 205 of the FPA and do not have market-based rate authority under the FPA. *See, e.g.*, Order No. 697-A at P 231 (2008).

¹³ *Kay Wind, LLC*, Docket No. EG15-17-000 (Mar. 12, 2015) (notice of effectiveness of EWG status).

¹⁴ *Kay Wind, LLC*, 150 FERC ¶ 61,230 (2015).

- In support of Applicant’s claim herein that all of the output of the Kay Wind Facility is fully committed to unaffiliated buyers, Applicant hereby affirmatively states that the full generating capacity of the Kay Wind Facility is for firm sales of one year or longer and is not limited during that 12-month consecutive period in any way, such as limited to certain seasons, market conditions, or any other limiting factor. In addition, Applicant provides the following information required by the Commission under Order No. 816:

Amount of Generation Capacity Committed	299 MW
Counterparty Name(s)	Westar Energy, Inc. (200 MW) Grand River Dam Authority (100 MW)
Length of Long-Term Contract(s)	Westar Energy, Inc.: 20 Years Grand River Dam Authority: 20 Years
Expiration Date of Contract(s)	Westar Energy, Inc.: 11/18/2035 Grand River Dam Authority: 10/1/2036 ¹⁵

- Grant Wind, LLC (“Grant Wind”) is an EWG¹⁶ with market-based rate authorization.¹⁷ Grant Wind owns an approximately 151 MW wind-powered generating facility in Grant County, Oklahoma (the “Grant Wind Facility”), which is interconnected to the OG&E transmission system operated by SPP. The Grant Wind Facility commenced commercial operations in April 2016, with all output committed under long-term firm PPAs to East Texas Electric Cooperative, Northeast Texas Electric Cooperative, and Western Farmers Electric Cooperative, each an unaffiliated wholesale customer. The Grant Wind PPAs end in 2036. Grant Wind holds 90.1% of the membership interests in Grant County Interconnect, LLC, an EWG¹⁸ that owns the generation tie line and interconnection facilities necessary to deliver the output of the Grant Wind Facility (as well as the GPW Facility) to the SPP interconnected transmission network.¹⁹
 - In support of Applicant’s claim herein that all of the output of the Grant Wind Facility is fully committed to unaffiliated buyers, Applicant hereby affirmatively states that the full generating capacity of the Grant Wind Facility is for firm sales of one year or longer and is not limited during that 12-month consecutive period in any way, such as limited to certain seasons, market conditions, or any other limiting factor. In addition, Applicant provides the following information required by the Commission under Order No. 816:

¹⁵ Prior to the commercial operation date, Kay Wind is required by contract to deliver all test energy to GRDA, and GRDA is obligated to take delivery of such supplied energy.

¹⁶ *Grant Wind, LLC*, Docket No. EG15-102-000 (Oct. 5, 2015) (notice of effectiveness of EWG status).

¹⁷ *Grant Wind, LLC*, Docket No. ER15-2191-000 (Aug. 12, 2015) (delegated letter order) (granting market-based rate authorization).

¹⁸ *Grant County Interconnect, LLC*, Docket No. EG16-55-000 (May 9, 2016) (notice of effectiveness of EWG status).

¹⁹ See *Grant County Interconnect, LLC*, Section 210 Statement for Open Access Transmission Waivers, Docket No. AD15-9-000 (filed Feb. 11, 2016); *Grant County Interconnect, LLC*, Docket No. ER16-932-000 (Apr. 8, 2016) (delegated letter order) (accepting Coordination Services Agreement for filing).

Amount of Generation Capacity Committed	151 MW
Counterparty Name(s)	East Tx. Elec. Cooperative (50.6 MW) Northeast Tx. Elec. Cooperative (50.6 MW) Western Farmers Elec. Cooperative (50 MW)
Length of Long-Term Contract(s)	East Tx. Elec. Cooperative: 20 years Northeast Tx. Elec. Cooperative: 20 years Western Farmers Elec. Cooperative: 20 years
Expiration Date of Contract(s)	East Tx. Elec. Cooperative: 3/1/2035 Northeast Tx. Elec. Cooperative: 3/1/2035 Western Farmers Elec. Cooperative: 3/1/2035

- *Passadumkeag Windpark, LLC* (“*Passadumkeag Windpark*”) is an EWG²⁰ with market-based rate authorization.²¹ *Passadumkeag Windpark*, which SRE acquired on June 30, 2016,²² owns a 40 MW wind-powered generation facility near Bangor, Maine (the “*Passadumkeag Windpark Facility*”), within the ISO-NE BAA. The *Passadumkeag Windpark Facility* is interconnected to the ISO-NE transmission system and sells approximately 38.5 MW of its output to Western Massachusetts Electric Company, an unaffiliated wholesale customer, under a long-term firm PPA ending in 2031. Because *Passadumkeag Windpark* is located in the ISO-NE BAA, additional details and affirmative statements concerning the Western Massachusetts Electric Company PPA is not relevant to this Application, although additional details are set forth in the Asset Appendix (Appendix B hereto).

2. STRE

Generation assets held by STRE currently include ten solar generation facilities,²³ all of which are committed to unaffiliated parties under long-term power purchase agreements, and only two of which are in the Eastern Interconnection (within the DEC BAA): (a) Southern Turner Cimarron I, LLC; (b) Apex Nevada Solar, LLC; (c) Granville Solar, LLC; (d) Spectrum Nevada Solar, LLC; (e) Campo Verde Solar, LLC; (f) Macho Springs Solar, LLC; (g) Adobe Solar, LLC; (h) Morelos Solar, LLC; (i) Calipatria Solar, LLC; and (j) Rutherford Farm Solar, LLC. Additional

²⁰ *Passadumkeag Windpark, LLC*, Docket No. EG15-45-000 (May 20, 2015) (notice of effectiveness of EWG status).

²¹ *Passadumkeag Windpark, LLC*, Docket No. ER15-2453-000 (Oct. 1, 2015) (delegated letter order) (granting market-based rate authorization).

²² *Passadumkeag Windpark, LLC*, 155 FERC ¶62,050 (2016); *Passadumkeag Windpark, LLC*, Notice of Consummation, Docket No. EC16-86-000 (filed July 6, 2016).

²³ Neither STRE nor SRE has any state or local franchised service rights and neither serves requirements customers arising from traditional franchise rights. So too, neither STRE nor SRE owns, operates or controls transmission or gas/oil transportation or storage facilities, or provides any transmission or storage services.

detail concerning the foregoing facilities, including applicable BAA and attribution of market control over generation capabilities are set forth in the Appendix B hereto.

3. Southern Power

As discussed above, SRE is a wholly owned subsidiary of Southern Power. Southern Power is a public utility with market-based rate authority. Southern Power has no state or local franchised service rights and serves no requirements customers arising from traditional franchise rights. Rather, its requirements customers (all in the Southeast region) are wholesale customers served under market-based rate authority. Southern Power is not a transmission provider, does not provide transmission services, and does not own or operate distribution facilities. A map of generation facilities (existing and under development) currently owned directly or indirectly by Southern Power is provided below:



As discussed above, the GPW Facility is located in the SPP BAA. The only other generation capacity owned or controlled by Southern Power, affiliates and subsidiaries, in the SPP BAA are the Kay Wind Facility and the Grant Wind Facility, described above.²⁴ All other generation resources owned or controlled, directly or indirectly, by Applicant's affiliates are set forth in the attached Asset Appendix and will be otherwise described only generally in this Application.

For the sake of completeness in description, however, Applicant provides the following summary description of other generation facilities owned or controlled by Southern Power:

- *Southern Company - Florida LLC ("SC-Florida")* is an EWG²⁵ with market-based rate authority.²⁶ SC-Florida owns a controlling interest in the Stanton Energy Center ("Stanton A"), a dual fuel, 659 MW (nameplate) combined-cycle electric generating unit near Orlando, Florida. The full capability of Stanton A is designated and committed on a long-term basis to Florida Municipal Power Authority and the Orlando Utilities Commission under firm PPAs through 2023.
- *Oleander Power Project, Limited Partnership ("Plant Oleander")* is an EWG²⁷ with market-based rate authority.²⁸ Plant Oleander is a dual fuel, 791 MW

²⁴ Applicant's affiliate, Alabama Power Company, has certain contract entitlements to portions of the output of two generation facilities located in the SPP BAA. Such entitlements are delivered electrically into the Southern Company BAA through a pseudo-tie arrangement, with the Southern BAA (defined below) as the attaining BAA. Under Alabama Power Company's pseudo-tied PPA arrangements, the "attaining" BAA is the Southern Company system. Accordingly, such resources are electrically located within the Southern BAA, rather than in the SPP BAA. *See, e.g., PJM Interconnection, L.L.C.*, 147 FERC ¶ 61,060 at P 50 (2014) ("[E]ven though a pseudo-tied generation resource is physically located in one balancing authority, it is treated electrically as being in another balancing authority."); *see also Third-Party Provision of Ancillary Services*, Order No. 784, 144 FERC ¶ 61,056 at P 39 (2013) (relevant market for competitive assessments is the attaining BAA under a pseudo-tie arrangement). Therefore, for purposes of Section 205 and horizontal market power analysis herein, those purchased power resources are electrically located in the Southern BAA. It may be noted further that the output contracts are designated network resources under the Southern Company Open Access Transmission Tariff. These pseudo-tied purchased power resources are identified ("Buffalo Dunes" and "Chisholm View") and described further in the "Purchased Power Agreement" tab of the attached Asset Appendix.

²⁵ *Southern Company-Florida LLC*, Docket No. EG01-144-000, 95 FERC ¶ 62,036 (April 13 2001) (notice of acceptance EWG status).

²⁶ *Southern Company-Florida LLC*, Docket No. ER10-2663-000 (delegated letter order) (granting market-based rate authorization).

²⁷ *Oleander Power Project, Limited Partnership*, Docket No. EG00-209-000, 92 FERC ¶ 62,159 (August 17, 2000) (notice of acceptance of EWG status).

²⁸ *Oleander Power Project, Limited Partnership*, Docket No. ER10-2641-000 (delegated letter order) (granting market-based rate authorization).

(nameplate) simple cycle combustion turbine electric-generating facility in central Florida. The plant consists of five combustion turbine units, four at 157 MW and one at 163 MW. Unit 1 (155 MW) is uncommitted at this time. Units 2-4 are designated and committed to supply Seminole Electric Cooperative through December 2021 under a firm PPA. The full capability of Plant Oleander Unit 5 is designated and committed to supply Florida Municipal Power Authority through March 2021 under a firm PPA.

- *Plant Cleveland* is a 780 MW (nameplate) natural gas-fueled, simple-cycle combustion turbine electric generating plant in Cleveland County, North Carolina, within the DEC BAA. The plant consists of four combustion turbine units. From Units 1 and 2, 225 MW of capacity are committed to supplying North Carolina Electric Membership Corporation under a long-term firm PPA that continues through December 2036. Unit 3 is committed to supplying its full capability of 195 MW to North Carolina Municipal Power Agency 1 (“NCMPA1”) under a long-term firm PPA that continues through December 2031. Unit 4 is uncommitted at this time.
- *Plant Rowan* is a 985 MW (nameplate) natural gas-fueled, simple-cycle combustion turbine electric generating and combined-cycle plant located in Salisbury, North Carolina, within the DEC BAA. The plant consists of four units (Units 1-3 are natural gas-fueled, simple-cycle combustion turbine electric turbines and Unit 4 is a combined cycle facility). Rowan Unit 1 is designated and committed to serve 150 MW of firm supply to NCMPA1 under a long-term PPA through December 2030. Rowan Unit 3 is designated and committed to serve 113 MW of firm supply to EnergyUnited. Rowan Unit 4 is designated and committed to serve up to 328 MW to EnergyUnited and 150 MW to Duke Energy Progress, LLC under a long-term firm PPA through December 2019.²⁹

4. Southern Renewable Partnerships, LLC (“SRP”)

SRP is a wholly-owned subsidiary of Southern Power. SRP has been formed for the purpose of acquiring and holding (directly or indirectly) membership interests in EWGs and QFs. All of the generation facilities owned or controlled by SRP are located in the Western or ERCOT Interconnections and are not relevant to this Application. The following is a summary

²⁹ Rowan Units 3 and 4 capacity committed to serve EnergyUnited is subject to Southern Power’s market control under a long-term wholesale requirements supply agreement through December 2025 and is, therefore, treated herein as subject to Southern Power’s market control.

description of each subsidiary of SRP that owns or controls generation capacity within a geographic region subject to the Commission’s jurisdiction:³⁰

- *RE Garland LLC (“Garland”)* owns a 180 MW photovoltaic generating facility in Kern County, California (the “Garland Facility”) that is under construction. The Garland Facility interconnects to the transmission system owned by the Southern California Edison Company (“SCE”) within the California Independent System Operator Corporation (“CAISO”) BAA. Garland is an EWG³¹ with market-based rate authority.³² All of the output from the Garland Facility is fully committed and will be sold initially to SCE from the commercial operation date (“COD”) through a 15-year firm PPA ending in 2031.
- *RE Garland A LLC (“Garland A”)* is constructing a 20 MW photovoltaic generating facility located in Kern County, California (the “Garland A Facility”). The Garland A Facility, like the Garland Facility, will be interconnected to the transmission system owned by SCE in the CAISO BAA. Garland A is expected to achieve commercial operation in October 2016. Garland A is an EWG³³ with market-based rate authority.³⁴ All of the output from the Garland A Facility is fully committed to SCE from the COD of the Garland A Facility through a 20-year firm PPA ending in 2036.
- *RE Tranquillity LLC (“RE Tranquillity”)* is constructing a 205 MW photovoltaic generating facility in Fresno County, California (the “RE Tranquillity Facility”). Tranquillity is an EWG³⁵ with market-based rate authority.³⁶ The RE Tranquillity Facility will be interconnected to the transmission system owned by Pacific Gas and Electric Company (“PG&E”) within the CAISO BAA. All of the output of the RE Tranquillity Facility will be sold to Shell Energy North America (US), LP from the commercial operation date of the RE Tranquillity Facility (expected fourth quarter of 2016) through November 30, 2019. Following that period, the output will be sold on a full-output basis to SCE pursuant to a 15-year firm PPA ending in 2034.

³⁰ SRP owns and controls RE Roserock LLC (“Roserock”), an EWG (Docket No. EG15-43-000) constructing a photovoltaic generating facility in ERCOT interconnection. Roserock will make wholesale sales only within ERCOT and does not hold market-based rate authority under the FPA.

³¹ *RE Garland LLC*, Docket No. EG15-113-000 (Nov. 30, 2015) (notice of effectiveness of EWG status).

³² *RE Garland LLC*, Docket Nos. ER16-705-000, *et al.* (Feb. 11, 2016) (delegated letter order) (granting market-based rate authorization).

³³ *RE Garland A LLC*, Docket No. EG15-114-000 (Nov. 30, 2015) (notice of effectiveness of EWG status).

³⁴ *RE Garland A LLC*, Docket Nos. ER16-706-000, *et al.* (Feb. 11, 2016) (delegated letter order) (granting market-based rate authorization).

³⁵ *RE Tranquillity, LLC*, Docket No. EG15-42-000 (April 8, 2015) (notice of effectiveness of EWG status).

³⁶ *RE Tranquillity, LLC*, Docket Nos. ER16-452-000, *et al.* (Mar. 7, 2016) (delegated letter order) (granting market-based rate authorization);

- *Lost Hills Blackwell Holdings, LLC* owns and operates the 32 MW Lost Hills-Blackwell Solar Facility (the “Lost Hills-Blackwell Solar Facility”).³⁷ Lost Hills Solar, LLC (“Lost Hills”) and Blackwell Solar, LLC (“Blackwell”) each is an EWG³⁸ with market-based rate authority.³⁹ The Lost Hills-Blackwell Solar Facility is composed of the 20 MW Lost Hills solar facility and the 12 MW Blackwell solar facility in Kern County, California, and is interconnected to the PG&E transmission system within the CAISO BAA. The full output of the Lost Hills-Blackwell Solar Facility (32 MW) is fully committed until 2043 under long-term firm PPAs with Roseville Electric (the municipal utility in the City of Roseville, California) and PG&E.⁴⁰
- *SG2 Imperial Valley, LLC (“SG2”)* is an EWG⁴¹ with market-based rate authority⁴² that owns and operates a 163.2 MW photovoltaic generating facility within the BAA of the Imperial Irrigation District in Imperial County, California. The full output of the SG2 facility is fully committed under a 25-year firm PPA with San Diego Gas & Electric Company ending in 2039.
- *North Star Solar, LLC (“North Star”)* owns and operates an approximately 61.6 MW photovoltaic generating facility located in Fresno County, California. North Star is an EWG⁴³ with market-based rate authority.⁴⁴ The North Star facility interconnects to PG&E’s Mendota Substation located within the CAISO BAA. All of North Star’s output is contractually committed to PG&E under a 20-year firm PPA ending in 2036.
- *Desert Stateline LLC (“Stateline”)* owns and operates an approximately 300 MW photovoltaic generating facility located in San Bernardino County, California. Stateline is an EWG⁴⁵ with market-based rate authority.⁴⁶ The Stateline facility

³⁷ See *Blackwell Solar, LLC*, 150 FERC ¶ 62,199 (2015).

³⁸ *Blackwell Solar, LLC*, Docket No. EG15-3-000 (Jan. 15, 2015) (notice of effectiveness of EWG status); *Lost Hills Solar, LLC*, Docket No. EG15-2-000 (Jan. 15, 2015) (notice of effectiveness of EWG status).

³⁹ *Blackwell Solar, LLC*, Docket No. ER15-55-000 (Nov. 25, 2014) (delegated letter order) (granting market-based rate authorization); *Lost Hills Solar, LLC*, Docket No. ER15-54-000 (Nov. 25, 2014) (delegated letter order) (granting market-based rate authorization).

⁴⁰ Specifically, all of the Lost Hills-Blackwell Solar Facility’s output is contractually committed for a period of approximately 28 years through two overlapping PPAs.

⁴¹ *SG2 Imperial Valley LLC*, Docket No. EG14-21-000 (Mar. 24, 2014) (notice of effectiveness of EWG status).

⁴² *SG2 Imperial Valley LLC*, Docket No. ER15-448-000 (Dec. 17, 2014) (delegated letter order) (accepting revised market-based rate tariff for filing); *SG2 Imperial Valley LLC*, Docket No. ER14-661-002 (Mar. 26, 2014) (delegated letter order) (granting market-based rate authorization).

⁴³ *North Star Solar, LLC*, Docket No. EG15-98-000 (Sept. 3, 2015) (notice of effectiveness of EWG status).

⁴⁴ *North Star Solar, LLC*, 152 FERC ¶ 61,077 (2015).

⁴⁵ *Desert Stateline LLC*, Docket No. EG15-131-000 (Dec. 23, 2015) (notice of effectiveness of EWG status).

interconnects to SCE's Ivanpah Substation located within the CAISO BAA. The full output of the Stateline facility is contractually committed to SCE under a 20-year firm PPA ending in 2036.

- *Parrey Holding Company, LLC*, the indirect upstream parent of Parrey, LLC ("Parrey"), is an EWG⁴⁷ with market-based rate authority,⁴⁸ which is constructing the Henrietta Solar Facility. SRP acquired such ownership and operating control by consummation on July 1, 2016, of the transaction authorized by the Commission in Docket No. EC16-114-000.⁴⁹ The Henrietta Solar Facility is a 102 MW photovoltaic generating facility located in Kings County, California, which is interconnected to the PG&E transmission system within the CAISO BAA. Parrey recently initiated the final, testing phase of construction, first produced and sold test power in June 2016, and will commence deliveries under a 20-year firm PPA with PG&E in October 2016 (estimated), which PPA will expire in 2036.⁵⁰

5. Southern Retail Operating Companies

As a wholly-owned subsidiary of Southern Company, Southern Power is affiliated with the integrated franchised public utility (wholly-owned) subsidiaries of Southern Company, namely: Alabama Power Company, Georgia Power Company, Gulf Power Company, and Mississippi Power Company (collectively, the "Southern Retail Operating Companies").⁵¹ The Southern Retail Operating Companies operate a single North American Electric Reliability Corporation ("NERC")-certified BAA that spans portions of the states of Alabama, Florida, Georgia, and Mississippi (the "Southern BAA"). Collectively, as of the relevant study period, the Southern Retail Operating Companies own or control, directly or indirectly, generating

⁴⁶ *Desert Stateline LLC*, Docket Nos. ER15-2593-000, *et al.* (Oct. 27, 2015) (delegated letter order) (granting market-based rate authorization).

⁴⁷ *Parrey, LLC*, Docket No. EG15-117-000 (Nov. 30, 2015) (notice of effectiveness of EWG status).

⁴⁸ *Parrey, LLC*, Docket No. ER16-1154-001 (June 3, 2016) (delegated letter order) (granting market-based rate authorization).

⁴⁹ *Parrey, LLC*, 155 FERC ¶ 62,185 (2016); *Parrey, LLC*, Notice of Consummation, Docket No. EC16-114-000 (filed July 7, 2016).

⁵⁰ After completion of construction and achievement of commercial operation, but during the few months remaining prior to commencement of Parrey's long-term PPA with PG&E, the output of the Henrietta Solar Facility will be delivered on a firm basis under a short-term PPA with an unaffiliated party in the CAISO market region.

⁵¹ Southern Power (inclusive of subsidiaries holding market-based rate authority), together with the Southern Retail Operating Companies, are sometimes referred to herein collectively as "Southern Companies."

facilities or firm capacity totaling approximately 47,000 MW. All of such resources are in the Southeast market region and are committed to native load service. In addition, the Southern Retail Operating Companies own and operate electric transmission and distribution lines throughout the Southern BAA.⁵² The Southern Retail Operating Companies' jurisdictional transmission facilities have established and maintain an Open Access Transmission Tariff (Tariff Volume No. 5) ("Southern OATT") in accordance with the Commission's requirements and directives.⁵³

The Southern Retail Operating Companies do not operate coal mines, but own approximately 631 million tons of recoverable coal reserves in the Warrior and Cahaba Basins and approximately 600 million tons of recoverable lignite reserves in the Damascus Reserve, Wilcox Outcrop. The precise quantification of the recoverable coal reserves held by the Southern Retail Operating Companies changes based on various factors, including coal recovery and extraction technologies and techniques, as well as relative economics. The Southern Retail Operating Companies also have ten active lease agreements allowing third parties to drill for coal bed methane gas located on property owned by Alabama Power Company in Alabama. The total land under these leases is approximately 25,000 net mineral acres. The terms of the leases vary. Southern Retail Operating Companies also own or control (through lease) coal railcars for private use in connection with their coal-fired generation in the Southeast. On occasion, Southern Retail Operating Companies will sublease a small quantity of railcars to third parties for short term use,

⁵² Each of these affiliates has been granted authority to transact at market-based rates. A current generation resources inventory of Southern Company and all subsidiaries and affiliates is included in the attached Appendix B.

⁵³ As to the transmission market power inquiry, a seller or any of its affiliates that owns, operates or controls transmission facilities may demonstrate a lack of such vertical market power by having on file with the Commission an approved OATT, as modified consistent with Order No. 890. *See* Order No. 697, PP 400-01, 408; *see also* 18 C.F.R. § 35.37(d).

on an opportunity basis. Southern Retail Operating Companies also own plant-specific, dedicated short-haul rail lines used for private local transport of coal and materials.

6. Southern Company Gas

Applicant also is affiliated through Southern Company, as common ultimate upstream parent, with Southern Company Gas. Southern Company Gas is an energy services holding company whose primary business is the distribution of natural gas through natural gas distribution utilities. Southern Company Gas owns and controls, through subsidiaries, intrastate natural gas transportation, storage and local distribution facilities, including in proximity to relevant markets. The Southern Company Gas direct and indirect subsidiaries that own and control intrastate natural gas facilities generally are described below:

- Atlanta Gas Light Company (“Atlanta Gas Light”) is an intrastate natural gas distribution utility, providing natural gas delivery service to residential, commercial and industrial customers in Georgia. Atlanta Gas Light also owns and operates transmission and distribution facilities for natural gas, as well as pipeline facilities for landfill gas. In addition, Atlanta Gas Light owns and operates the Cherokee LNG Plant, the Riverdale LNG Plant and the Macon LNG Plant, each of which has LNG storage. Atlanta Gas Light is regulated by the Georgia Public Service Commission.
- Chattanooga Gas Company (“Chattanooga Gas”) is an intrastate natural gas distribution utility serving Hamilton and Bradley counties in Tennessee. Chattanooga Gas also owns and operates the Chattanooga LNG Plant, which has on-site LNG storage. Chattanooga Gas is regulated by the Tennessee Regulatory Authority.
- Elizabethtown Gas Company (“Elizabethtown Gas”) is an intrastate natural gas distribution utility serving retail customers in Union, Middlesex, Sussex, Warren, Hunterdon, Morris and Mercer Counties, New Jersey. Elizabethtown Gas also owns and operates the Erie St. LNG Plant, which has on-site LNG storage. Elizabethtown Gas is regulated by the New Jersey Board of Public Utilities.
- Virginia Natural Gas, Inc. (“Virginia Natural Gas”) is an intrastate natural gas distribution utility serving the Hampton Roads area of southeastern Virginia. Virginia Natural Gas also owns and operates the Chesapeake Propane storage and vaporization facility in Chesapeake, Virginia, with an on-site storage capacity of

284,407 dth. Virginia Natural Gas is regulated by the Virginia State Corporation Commission (“VSCC”).

- *Pivotal Propane of Virginia, Inc. (“PPOV”)* owns and operates a propane-air plant in Chesapeake, Virginia, which supplies a propane-air mixture to Virginia Natural Gas. PPOV is subject to the jurisdiction of the VSCC.
- *Renewco-Meadow Branch, LLC* owns and operates a landfill-gas intrastate pipeline appurtenant to Meadow Branch Landfill in McMinn County, Tennessee.
- *Jefferson Island Storage & Hub, L.L.C. (“JISH”)* is an intrastate salt dome natural gas storage and hub facility located near Erath, Louisiana and regulated by the Louisiana Department of Natural Resources. JISH consists of two salt dome storage caverns with a combined total of approximately 7 Bcf of working gas capacity. JISH also is authorized by the Commission to provide Natural Gas Policy Act Section 311 storage and hub services, including transportation.

IV. APPLICANT SATISFIES THE COMMISSION’S STANDARDS FOR MARKET-BASED RATE AUTHORIZATION

The Commission will grant authority to sell electric energy (including capacity and ancillary services) at market-based rates if the seller, and each of its affiliates, (1) does not have, or has adequately mitigated, horizontal market power;⁵⁴ and (2) does not have (or has adequately mitigated) vertical market power.⁵⁵ As demonstrated below, Applicant satisfies these requirements and should be permitted to make wholesale sales of electric energy and electric capacity at negotiated, market-based rates under the attached Tariff.

A. Applicant Lacks Horizontal Market Power

The Commission uses two indicative screens for assessing generation market power: the Pivotal Supplier Analysis (“PSA”) and the Wholesale Market Share Analysis (“MSA”).⁵⁶ Under each screen, the Commission examines all of the generation owned or controlled by an applicant and its affiliates in the relevant market.

⁵⁴ See Order No. 697 at P 791.

⁵⁵ *Id.*

⁵⁶ *Id.* at P 62.

The PSA is intended to determine if the BAA's annual peak demand can be served without an applicant's generation.⁵⁷ Once the wholesale market is determined, the test is straightforward; regardless of the generation owned or controlled by an applicant, the only issue is whether there is sufficient rival generation to serve wholesale load; that is, annual peak load minus a native load proxy. The PSA is based on the peak hour of the year and essentially determines which suppliers are available to service demand in the relevant BAA market. In implementing the PSA, an applicant determines the net uncommitted supply available to compete at wholesale for the peak hour of the year for the relevant BAA market, which is equal to the total uncommitted capacity less the wholesale load for such peak hours. If the applicant's uncommitted capacity is less than the net uncommitted supply, then the applicant passes the PSA screen.

The MSA screen measures uncommitted capacity in each of the four seasons to determine whether a seller has a dominant position in the market based on the number of MW of uncommitted capacity it owns or controls relative to the uncommitted capacity of the entire relevant market.⁵⁸ An applicant satisfies the MSA screen if it has less than 20 percent of the market share in the relevant market for all seasons.

As noted above, the GPW Facility is interconnected with the SPP BAA, which is the relevant geographic market for purposes of this request for market-based rate authorization.⁵⁹ Although affiliates of Applicant own and control the Kay Wind Facility and Grant Wind Facility in the SPP BAA, all of the generation capability and output of those facilities are fully committed to unaffiliated third parties for load service. This full commitment is described in

⁵⁷ *Id.* at P 35.

⁵⁸ *Id.* at P 34.

⁵⁹ *See id.* at P 231-232 n. 261; *AEP Power Mktg., Inc.*, 107 FERC ¶ 61,018, P 73 n.63 (2014).

Section III.B.1 of this Application, consistent with the Commission’s requirements under Order No. 816. Neither Applicant nor any affiliate presently owns or controls any generation facility in BAAs or regional transmission organizations that are first tier to the SPP BAA.⁶⁰ Therefore, only the output of the GPW Facility (147 MW) will be attributable to Applicant and affiliates for the relevant market under this Application.

Because Applicant and affiliates have some generation capacity in the relevant market that is not fully committed to unaffiliated purchasers on a long-term basis within the meaning of Order Nos. 697 and 816, Applicant has provided herein a horizontal and vertical market power assessment for the SPP BAA, consistent with the Commission’s guidelines contained in Order Nos. 697 and 816.⁶¹ As set forth below, application of the Commission’s indicative screens show that Applicant and affiliates easily pass both the PSA screen and the MSA screens.⁶²

⁶⁰ An affiliate of Applicant presently is party to a certain Section 203 application filed with respect to a proposed change in upstream ownership and control of the Mankato Energy Center in the Midcontinent Independent System Operator (“MISO”) BAA. *See* Mankato Energy Center, LLC and Southern Power Company, “Joint Application for Authorization Under Section 203 of the Federal Power Act for Disposition or Jurisdictional Facilities and Requests for Waivers, Expedited Action, and Confidential Treatment,” filed in Docket No. EC16-176-000 on Sept. 1, 2016. In the event the Commission grants the application in Docket No. EC16-176 and the transaction is consummated, Applicant acknowledges on its own behalf and on behalf of its affiliates the Commission’s requirements to submit timely notifications of change in status under Section 205 with respect to any new affiliations or increase of affiliated generation capacity, as applicable.

⁶¹ In Order No. 697, the Commission defined the default relevant market as the BAA or the RTO/ISO market, as applicable, where the seller is located. *See* Order No. 697 at P 231. Where a generator is interconnected to a non-affiliate owned transmission system, the only relevant market is the BAA in which the generator is located. *See id.* at P 232 n. 217.

⁶² The analysis presented below is based on a December 2014-November 2014 study period. This is because the Order No. 697 “Clarification Order” issued as 121 FERC ¶ 61,260 (2007) indicates that the study period for new market-based rate applications “should rely on the same vintage data that were used in the triennial reviews filed by the transmission owners in their region within the past year.” Transmission owners in the SPP made their triennial filings in June 2015, based on a December 2012-November 2013 study period. Because more updated information is available, a December 2013-November 2014 study period is used herein. *Compare Brady Interconnection, LLC*, Docket No. ER16- 2489-000, Application for Authorization to Sell Energy and Capacity at Market-Based Rates, Affidavit of Julie R. Solomon at pp. 6-7, filed on August 19, 2016. The study period being used is consistent with the study period used in Docket No. ER16-2489-000.

1. Applicant Easily Passes the Pivotal Supplier Screen

For the PSA screen, Applicant's affiliated uncommitted capacity in the SPP BAA is 147 MW,⁶³ with no assigned imported power from adjacent markets.⁶⁴ The total uncommitted capacity in the SPP market is 27,037 MW,⁶⁵ and the wholesale load in the SPP market is 5,304 MW.⁶⁶ Therefore, the net uncommitted supply in the SPP market is 21,733 MW.⁶⁷ Because the uncommitted capacity of Applicant is 147 MW, Applicant passes the PSA screen.

2. Applicant Easily Passes the Market Share Screen

The MSA screen uses the uncommitted capacity owned or controlled by the applicant as compared to the uncommitted capacity of the relevant geographic market for each individual season. The MSA screen uses the uncommitted capacity and native load proxy amounts determined as set forth in the PSA screen, but with planned outages for each season considered.⁶⁸ The MSA then uses an initial threshold of 20 percent for each season, and if the applicant's uncommitted capacity for each season is not greater than 20 percent of the uncommitted capacity for the relevant BAA market for that season, then the applicant will satisfy the MSA portion of the generation market power analysis and pass the screen. The results of the MSA with respect

⁶³ For seasonal ratings relevant to Applicant's generation in SPP, the nameplate rating of the GPW Facility is used for both summer and winter seasons.

⁶⁴ Assumption of no imports of Applicant or affiliated supply is justified because neither Applicant nor any affiliate owns or controls generation capacity in any first tier BAA relative to the SPP BAA. All capacity owned or controlled by Applicant or affiliates are located two or more tiers from the SPP BAA.

⁶⁵ For SPP installed capacity, data reported by Energy Velocity, based on seasonal EIA-860 ratings are used. Planned outage data is taken from FERC Form No. 714. In connection with SPP June 2015 triennial filings of transmission owners, the Commission determined that simultaneous import limit into SPP is zero. *See Appalachian Power Company, Order Accepting Updated Market Power Analysis and Simultaneous Transmission Import Limit Values for the Southwest Power Pool Region*, 153 FERC ¶61,318 at P 15 (2015). This analysis, therefore, assigns zero imports to both Applicant/seller, affiliates and non-affiliates.

⁶⁶ Based on hourly load data reported by Energy Velocity.

⁶⁷ The value for Net Uncommitted Supply, Wholesale Load and Total Net Uncommitted Supply for the SPP BAA provided herein is based upon the submission, supported by expert witness analysis, by Brady Interconnection, LLC, in Docket No. ER16-2453-000 (accession 20160819-5300).

⁶⁸ Order No. 697 at P 35.

to the potential of Applicant and affiliates to exercise horizontal market power in the SPP market are set forth in the table below.

Applicant's assumed installed capacity is 147 MW with no long-term firm sales. Thus, Applicant's uncommitted capacity is 147 MW. The total seasonal uncommitted capacity ranges from 25,802 MW to 33,450 MW. Applicant's market share is .4 percent (winter), .56 percent (spring), .58 percent (summer), and .53 percent (fall). Since Applicant's market share is substantially less than one percent in all seasons, Applicant easily passes the MSA screen.

B. Applicant Lacks Vertical Market Power

In determining whether an applicant possesses vertical market power, the Commission will consider whether the applicant has, or has adequately mitigated, transmission market power and whether the applicant can erect barriers to entry in the relevant market. Applicant satisfies both of the factors considered by the Commission in determining whether an applicant possesses vertical market power.

1. Applicant Lacks Transmission Market Power

Applicant does not own, operate or control, and is not affiliated with any entity that owns, operates or controls, transmission facilities (other than the limited interconnection facilities necessary to connect the facilities to the transmission grid) in the SPP BAA. Applicant is affiliated with entities that own and control transmission facilities in the Southern BAA, which is two tiers removed from the SPP BAA. All such facilities are subject to open-access transmission requirements under Commission jurisdiction and such affiliates have and maintain compliant open-access transmission tariffs with respect to such facilities.⁶⁹ Under Order No. 697, the subjection of transmission facilities owned by Applicant's affiliates in other Southeast

⁶⁹ See Southern OATT.

geographic region markets to the terms and conditions of an open access transmission tariff (“OATT”), is “deemed to mitigate a seller’s transmission market power.”⁷⁰

2. Applicant Cannot Erect Other Barriers to Entry

The Commission has adopted a rebuttable presumption that the ownership or control of, or affiliation with an entity that owns or controls, intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; and sources or coal supplies and the transportation of coal supplies such as barges and rail cars do not allow a seller to raise entry barriers.⁷¹ However, the Commission requires sellers with market-based rate authority to describe any such ownership, control or affiliation, and to make an affirmative statement that they have not erected barriers to entry into the relevant market and will not erect barriers to entry into the relevant market.⁷²

As noted above, Applicant is affiliated with entities that own and operate existing electric generation resources within the SPP BAA. All such electric generation resources, as set forth in Section III.B.1 hereof, are fully committed on a long-term, firm basis to unaffiliated buyers. Additionally, as noted above with respect to Southern Company Gas, Applicant is affiliated with entities that own or control other potential inputs to electricity, including intrastate natural gas facilities within relevant markets. Such inputs and facilities are not in the SPP BAA. Further, under the Commission’s rebuttable presumption, these affiliations are deemed (absent intervener proof otherwise) to not allow Applicant to raise barriers to entry.

Applicant affirmatively states that neither it, nor any of its affiliates, has erected barriers to entry within the SPP BAA, or any other relevant market, and that neither it nor any of its

⁷⁰ See Order No. 697 at P 436.

⁷¹ *Id.*

⁷² *Id.* at PP 437-38; Order No. 697-A at P 176.

affiliates will erect barriers to entry within the SPP BAA market or any other relevant market.⁷³ Consequently, Applicant satisfies the Commission's criteria for demonstrating that it lacks vertical market power.

C. Applicant Does Not Engage in Affiliate Abuse

Order No. 697 requires that any seller with market-based rate authority must comply with the affiliate power sales restrictions and other affiliate restrictions. Applicant has included in its proposed Tariff a provision requiring compliance with the affiliate restrictions set forth in Section 35.39 of the Commission's regulations.

V. ANCILLARY SERVICES

The Applicant requests authority to sell certain ancillary services as of the proposed effective date at market-based rates, consistent with the terms of the proposed Tariff. The Applicant's proposed Tariff contains provisions for the sale of certain ancillary services at market-based rates under terms and conditions consistent with Commission precedent.⁷⁴

VI. REPORTING REQUIREMENTS

Applicant will comply with the reporting requirements normally imposed on entities that are authorized to sell electric energy and capacity at market-based rates. Applicant will submit electric quarterly reports⁷⁵ and comply with other reporting requirements in accordance with Order No. 697. Additionally, pursuant to Order No. 652,⁷⁶ Order No. 697 and Order No. 816 (upon becoming effective), Applicant will provide timely reports to the Commission of any

⁷³ See 18 C.F.R. § 35.37(e)(4); Order No. 697 at 437-438.

⁷⁴ See Appendix A.

⁷⁵ See *Revised Pub. Util. Filing Requirements*, Order No. 2001, FERC Stats. & Regs. ¶ 31,127, *reh'g denied*, Order No. 2001-A, 100 FERC ¶ 61,074, *reh'g denied*, Order No. 2001-B, 100 FERC ¶ 61,342, *order directing filing*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), *order directing filing*, Order No. 2001-D, 102 FERC ¶ 61,334 (2003).

⁷⁶ *Reporting Requirements for Changes in Status for Pub. Utils. with Market-Based Rate Auth.*, Order No. 652, FERC Stats & Regs. ¶ 31,175, *order granting reh'g*, 111 FERC ¶ 61,413 (2005).

change in status that would reflect a departure from the facts relied upon by the Commission in its market analysis, including affiliation with any entity that owns or controls generation or transmission facilities or inputs to electric power or an electric utility with a franchised service area.⁷⁷ Applicant also agrees to notify the Commission of any changes in ownership or control of generation or transmission facilities or inputs to electric power production.⁷⁸

VII. SELLER CATEGORY

The Applicant will be a Category 2 seller, as defined in 18 C.F.R. § 35.36(a)(3), in the Southeast region.

VIII. PROPOSED TARIFF

Applicant respectfully requests that the Commission accept its proposed Tariff, attached hereto as Appendix A, for filing, to be effective November 1, 2016. Applicant's proposed Tariff conforms to the tariff requirements adopted in Order Nos. 697 and 697-A, including the required and standard applicable tariff provisions.⁷⁹ The proposed Tariff also includes market-power mitigation language required by the Commission with respect to all market-based rate sellers affiliated with Southern Company.

IX. REQUEST FOR WAIVERS AND BLANKET APPROVALS

As described above, the Applicant owns interconnection facilities necessary to deliver the capacity, energy and ancillary services from the GPW Facility to the interstate transmission network. In Order No. 807 (effective June 30, 2015), the Commission amended its regulations to waive the OATT requirements of 18 C.F.R. § 35.28, the OASIS requirements of Part 37, and the Standards of Conduct requirements of Part 358, under certain conditions, for entities that own

⁷⁷ 18 C.F.R. § 35.42.

⁷⁸ *Id.*

⁷⁹ Order No. 697, Appendix C.

interconnection facilities.⁸⁰ In Order No. 807, the Commission stated that an applicant for market-based rates or any of its affiliates that owns, operates or controls transmission facilities may satisfy the vertical market power requirements in 18 C.F.R. § 35.37(d) by, among other things, satisfying the requirements for a blanket waiver under 18 C.F.R. § 35.28(d)(2). An applicant that qualifies for the blanket OATT waiver under 18 C.F.R. § 35.28(d)(2) is encouraged to affirm in its market-based rate application that it qualifies for the blanket OATT waiver. In *Kingfisher Wind, LLC*, the Commission explained that, applicants who attest that they qualify for the blanket authorization do not need to request waiver of the OATT, OASIS and Standards of Conduct requirements, nor should they request such a waiver.⁸¹ Applicant here affirms that it will qualify for the blanket OATT waiver under 18 C.F.R. § 35.28(d)(2) of the Commission's regulations.⁸²

Applicant also requests the following authorizations and waivers of various Commission regulations, consistent with those granted to other sellers of power at market-based rates:⁸³

- (1) Waiver of the accounting, reporting and other requirements of Parts 41, 101, and 141 of the Commission's regulations, except sections 141.14 and 141.15;
- (2) Waiver of the filing requirements of Subparts B and C of Part 35 of the Commission's regulations, except the transmittal requirements of 18 C.F.R. § 35.12(a) and § 35.13(b), and the notification of the cancellation and succession of service requirements of 18 C.F.R. § 35.15 and § 35.16, respectively;
- (3) Blanket authorization for all future issuances of securities or assumptions of liabilities pursuant to Section 204 of the FPA⁸⁴ and Part 34 of the Commission's regulations;

⁸⁰ See *Open Access and Priority Rights on Interconnection Customer's Interconnection Facilities*, Order No. 807, 150 FERC ¶ 61,211, FERC Stats. & Regs. ¶ 31,367 (2015).

⁸¹ 151 FERC ¶ 61,276, at PP 26-27 (2015).

⁸² See *Open Access and Priority Rights on Interconnection Customer's Interconnection Facilities*, Order No. 807, FERC Stats. & Regs. ¶ 31,367 (2015).

⁸³ See *GS Elec. Generating Coop., Inc.*, 81 FERC ¶ 61,042 at 61,230 (1997).

⁸⁴ 16 U.S.C. § 824c.

- (4) Waiver of the prior notice requirements set forth in Section 35.3 of the Commission's regulations so that the Tariff may become effective November 1, 2016, which is less than sixty (60) days after filing hereof. Good cause exists to grant such waiver because the market-based rate authorization requested herein is being sought promptly after a change in upstream ownership of Applicant and is necessary to assure timely testing and commissioning of the GPW Facility; and
- (5) Other appropriate waivers and authorizations granted to other power marketers that may be necessary for Applicant's rate schedule to be made effective as requested by this Application.

X. EFFECTIVE DATE

The Applicant respectfully requests that the Commission accept the Tariff for filing effective as of November 1, 2016.

XI. CONCLUSION

WHEREFORE, for the reasons set forth herein, the Applicant submits that it satisfies all of the Commission's requirements to sell power at market-based rates and respectfully requests that the Commission issue an order granting this Application and (a) accepting the Tariff for filing effective, November 1, 2016, without suspension or modification, and (b) granting the waivers, including blanket authorization under Part 34 of the Commission's regulations requested above (with such authorization under Part 34 being fully effective on the date of the order issued by the Commission granting this Application).

Respectfully submitted,

/s/ Lyle D. Larson

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Attorney for Grant Plains Wind, LLC

Date: September 23, 2016

APPENDIX A

Market-Based Rate Tariff

**GRANT PLAINS WIND, LLC
MARKET-BASED RATE TARIFF**

1. **Availability:** Grant Plains Wind, LLC (“Seller”) makes electric energy, capacity and ancillary services available under this Tariff to any purchaser, except as prohibited below.
2. **Applicability:** This Tariff is applicable to all wholesale sales of energy, capacity, and ancillary services by Seller which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another tariff on file with the Federal Energy Regulatory Commission (“Commission”).
3. **Rates:** All sales shall be made at rates established by agreement between the purchaser and Seller.
4. **Other Terms and Conditions:** All other terms and conditions shall be established by agreement between the purchaser and Seller.
5. **Seller Category:** Seller is a Category 2 seller in the Southwest Power Pool, Inc. (“SPP”) region and is a Category 1 seller in the Northeast, Central, Northwest, Southwest, and Southeast regions, as defined in 18 C.F.R. § 35.36(a).
6. **Compliance with Commission Regulations:** Seller shall comply with the provisions of 18 C.F.R. Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller’s market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this Tariff or otherwise restricts or limits Seller’s market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R. Part 35, Subpart H, and with any orders of the Commission concerning Seller’s market-based rate authority, will constitute a violation of this Tariff.
7. **Limitations and Exemptions Regarding Market-Based Rate Authority:** Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15; and received blanket approval under Part 34. *Grant Plains Wind, LLC*, Docket No. ER16-____-000 (2016). Seller is subject to restrictions on sales of energy set forth in Southern Company Services, Inc., FERC Electric Tariff Second Revised Volume No. 4 that prohibit certain market-based energy sales for delivery at a point in the Southern Balancing Authority Area during auction bid periods specified under the Southern Company Energy Auction, as accepted in *Southern Company Services, Inc.*, 125 FERC ¶ 61,317 (2008). See *Southern Company Services, Inc.*, 129 FERC ¶ 61,222 at P 8 (2009).
8. **Ancillary Services:** Seller may make available to any purchaser the following ancillary services:

Third-party ancillary services: Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance

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

SPP: Seller offers regulation service and operating reserve service (which includes 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the SPP and to others that are self-supplying ancillary services to SPP; and

Midcontinent ISO: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. ("Midcontinent ISO") and to others that are self-supplying ancillary services to Midcontinent ISO.

9. Effective Date: This Tariff is effective on such date as set by the Commission.

APPENDIX B

Asset Appendix (all Southern Company affiliates)

[Provided in separate Excel file.]

FERC rendition of the electronically filed tariff records in Docket No. ER16-02659-000
Filing Data:
CID: C004941
Filing Title: Application for MBR Authority and Initial Baseline Tariff Filing of Grant Plains
Company Filing Identifier: 1
Type of Filing Code: 400
Associated Filing Identifier:
Tariff Title: Market-Based Rate Tariff
Tariff ID: 1
Payment Confirmation:
Suspension Motion:

Tariff Record Data:
Record Content Description, Tariff Record Title, Record Version Number, Option Code:
Tariff Volume No. 1, Market-Based Rate Tariff, 0.0.0, A
Record Narrative Name:
Tariff Record ID: 1
Tariff Record Collation Value: 8388608 Tariff Record Parent Identifier: 0
Proposed Date: 2016-11-01
Priority Order: 1000000000
Record Change Type: NEW
Record Content Type: 1
Associated Filing Identifier:

GRANT PLAINS WIND, LLC MARKET-BASED RATE TARIFF

1. **Availability:** Grant Plains Wind, LLC (“Seller”) makes electric energy, capacity and ancillary services available under this Tariff to any purchaser, except as prohibited below.
2. **Applicability:** This Tariff is applicable to all wholesale sales of energy, capacity, and ancillary services by Seller which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another tariff on file with the Federal Energy Regulatory Commission (“Commission”).
3. **Rates:** All sales shall be made at rates established by agreement between the purchaser and Seller.
4. **Other Terms and Conditions:** All other terms and conditions shall be established by agreement between the purchaser and Seller.
5. **Seller Category:** Seller is a Category 2 seller in the Southwest Power Pool, Inc. (“SPP”) region and is a Category 1 seller in the Northeast, Central, Northwest, Southwest, and Southeast regions, as defined in 18 C.F.R. § 35.36(a).
6. **Compliance with Commission Regulations:** Seller shall comply with the provisions of 18 C.F.R. Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller’s market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this Tariff or otherwise restricts or limits Seller’s market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R. Part 35, Subpart H, and with any orders of the Commission concerning Seller’s market-based rate authority, will constitute a violation of this Tariff.

7. Limitations and Exemptions Regarding Market-Based Rate Authority: Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15; and received blanket approval under Part 34. *Grant Plains Wind, LLC*, Docket No. ER16-____-000 (2016). Seller is subject to restrictions on sales of energy set forth in Southern Company Services, Inc., FERC Electric Tariff Second Revised Volume No. 4 that prohibit certain market-based energy sales for delivery at a point in the Southern Balancing Authority Area during auction bid periods specified under the Southern Company Energy Auction, as accepted in *Southern Company Services, Inc.*, 125 FERC ¶ 61,317 (2008). See *Southern Company Services, Inc.*, 129 FERC ¶ 61,222 at P 8 (2009).

8. Ancillary Services: Seller may make available to any purchaser the following ancillary services:

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

SPP: Seller offers regulation service and operating reserve service (which includes 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the SPP and to others that are self-supplying ancillary services to SPP; and

Midcontinent ISO: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. ("Midcontinent ISO") and to others that are self-supplying ancillary services to Midcontinent ISO.

9. Effective Date: This Tariff is effective on such date as set by the Commission.

Southern Companies Asset Appendix
September 23, 2016

Generation Assets												
Filing Entity	Docket No.	Generation Name	Owned by	Controlled by	Date Control Transferred	Market/Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate	Capacity Rating: Used in Filing	Capacity Rating: Methodology Used in K	End Notes
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Moatta 2	Georgia Power Company	Southern Company Services, Inc. (as Agent)	04/1989	Southern	Southeast	04/1989	543	539	S	31
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wansley 5A	Georgia Power Company	Southern Company Services, Inc. (as Agent)	02/1980	Southern	Southeast	02/1980	49	39	S	32
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wansley 1	Georgia Power Company	Southern Company Services, Inc. (as Agent)	08/1976	Southern	Southeast	08/1976	865	467	S	33
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wansley 2	Georgia Power Company	Southern Company Services, Inc. (as Agent)	01/1978	Southern	Southeast	01/1978	865	467	S	34
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wansley 6	Southern Power Company	Southern Company Services, Inc. (as Agent)	01/2002	Southern	Southeast	01/2002	537	588	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wansley 7	Southern Power Company	Southern Company Services, Inc. (as Agent)	02/2002	Southern	Southeast	02/2002	537	579	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Washington 1	Alabama Power Company	Southern Company Services, Inc. (as Agent)	12/1998	Southern	Southeast	12/1998	123	107	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Watson 3	Mississippi Power Company	Southern Company Services, Inc. (as Agent)	05/1962	Southern	Southeast	05/1962	112	113	S	35
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Watson 4	Mississippi Power Company	Southern Company Services, Inc. (as Agent)	05/1968	Southern	Southeast	05/1968	250	268	S	36
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Watson 5	Mississippi Power Company	Southern Company Services, Inc. (as Agent)	04/1973	Southern	Southeast	04/1973	500	516	S	37
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Watson A	Mississippi Power Company	Southern Company Services, Inc. (as Agent)	06/1970	Southern	Southeast	06/1970	39	2	S	38
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson DL	Georgia Power Company	Southern Company Services, Inc. (as Agent)	11/1972	Southern	Southeast	11/1972	3	3	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1A	Georgia Power Company	Southern Company Services, Inc. (as Agent)	12/1972	Southern	Southeast	12/1972	59	64	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1B	Georgia Power Company	Southern Company Services, Inc. (as Agent)	12/1972	Southern	Southeast	12/1972	59	67	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1C	Georgia Power Company	Southern Company Services, Inc. (as Agent)	12/1972	Southern	Southeast	12/1972	59	61	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1D	Georgia Power Company	Southern Company Services, Inc. (as Agent)	01/1973	Southern	Southeast	01/1973	59	56	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1E	Georgia Power Company	Southern Company Services, Inc. (as Agent)	03/1973	Southern	Southeast	03/1973	59	61	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1F	Georgia Power Company	Southern Company Services, Inc. (as Agent)	03/1973	Southern	Southeast	03/1973	59	65	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1G	Georgia Power Company	Southern Company Services, Inc. (as Agent)	06/1974	Southern	Southeast	06/1974	350	352	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Wilson 1H	Georgia Power Company	Southern Company Services, Inc. (as Agent)	01/1974	Southern	Southeast	01/1974	350	355	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Upper Coosa Hydro Group	Alabama Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	296	279	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Lower Coosa Hydro Group	Alabama Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	474	710	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Tallapoosa Hydro Group	Alabama Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	442	446	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Warrior Hydro Group	Alabama Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	258	281	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Chatahoochee Hydro Group	Georgia Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	301	321	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Central Georgia Hydro Group	Georgia Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	381	394	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	North Georgia Hydro Group	Georgia Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	166	186	S	
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Rocky Mountain PSH	Georgia Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	240	190	S	39
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Mick Georgia Hydro Group	Georgia Power Company	Southern Company Services, Inc. (as Agent)	Various	Southern	Southeast	Various	24	18	S	
Southern Company Services, Inc. (as Agent)	ER10-2886, et al	Cimarron Solar Facility	Southern Turner Cimarron I, LLC	Tri-State	12/2010	Tri-State O&I	Southwest	01/2011	31	31	N	40
Southern Company Services, Inc. (as Agent)	ER10-1101	Spectrum Nevada Solar	Spectrum Nevada Solar, LLC	NV Energy	10/2013	NEVP	Southwest	10/2013	30	30	N	41
Southern Company Services, Inc. (as Agent)	ER10-1541	Campo Verde Solar	Campo Verde Solar, LLC	Stetco	11/2013	CAISO	Southwest	11/2013	147	147	N	42
Southern Company Services, Inc. (as Agent)	ER14-787	Macho Springs Solar	Macho Springs Solar, LLC	El Paso Electric	05/2014	El Paso	Southwest	05/2014	55	55	N	43
Southern Company Services, Inc. (as Agent)	ER14-661	SG2 Imperial Valley, LLC	SG2 Imperial Valley, LLC	SDG&E	11/2014	CAISO	Southwest	11/2014	163	163	N	44
Southern Company Services, Inc. (as Agent)	ER15-55	Blackwell Solar	Blackwell Solar, LLC	Roxeland Electric	04/2015	CAISO	Southwest	04/2015	12	12	N	45
Southern Company Services, Inc. (as Agent)	ER15-54	Lost Hills Solar	Lost Hills Solar, LLC	Roxeland Electric	04/2015	CAISO	Southwest	04/2015	21	21	N	46
Southern Company Services, Inc. (as Agent)	ER15-1475	North Star Solar	North Star Solar, LLC	PG&E	06/2015	CAISO	Southwest	06/2015	62	62	N	47
Southern Company Services, Inc. (as Agent)	ER10-2593	Desert StateLine Solar	Desert StateLine Solar, LLC	SEI	1BD	CAISO	Southwest	1BD	300	300	N	48
Southern Company Services, Inc. (as Agent)	ER10-452	Tranquillity Solar	Tranquillity Solar, LLC	SEI	1BD	CAISO	Southwest	1BD	205	205	N	49
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Decatur Parkway Solar	Decatur Parkway Solar, LLC	Southern Company Services, Inc. (as Agent)	12/2015	Southern	Southeast	12/2015	84	84	N	50
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Panpan Solar	Panpan Solar, LLC	Southern Company Services, Inc. (as Agent)	01/2016	Southern	Southeast	03/2016	30	30	N	51
Southern Company Services, Inc. (as Agent)	ER15-647	Kay Wind	Kay Wind, LLC	Grand River Dam Authority	12/2015	SPP	Midwest	12/2015	299	100	N	52
Southern Company Services, Inc. (as Agent)	ER10-2881, ER10-2882, et al	Fort Benning Solar	Georgia Power Company	Westar	12/2015	Southern	Southeast	12/2015	30	30	N	
Southern Company Services, Inc. (as Agent)	EC10-203	Grant Wind	Grant Wind, LLC	Westar	04/2016	SPP	Midwest	04/2016	152	152	N	53

Southern Companies Asset Appendix
September 23, 2016

Long Term Purchased Power Agreements (PPA)									
Filing Entity	Docket No.	Seller Name	Amount of PPA	Market/Balancing Authority Area	Geographic Region	Start Date	End Date	End Notes	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hatch 1	98	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hatch 2	98	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Scherer 1	178	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Scherer 2	187	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Vogtle 1	128	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Vogtle 2	128	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Wansley 5A	7	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Wansley 1	95	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Wansley 2	95	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Chatahoochee 1	260	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Doyle 1	30	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Doyle 2	30	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Doyle 3	30	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Doyle 4	36	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Doyle 5	36	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hartwell GT 1	56	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hartwell GT 2	54	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Sewell Creek 1	63	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Sewell Creek 2	63	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Sewell Creek 3	88	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Sewell Creek 4	87	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Smarr 1	40	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Smarr 2	40	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Talbot County 1	43	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Talbot County 2	43	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Talbot County 3	42	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Talbot County 4	44	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Talbot County 5	43	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Talbot County 6	73	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Dispersed Gen	2	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Wolf Creek Biomass	1	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Rabun Gap	10	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Houston County Landfill	3	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Green Power Tallassee	0	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Green Power Taylor Cnty	2	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Rocky Mountain 1, 2 & 3	207	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs TA Smith 1	113	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs TA Smith 2	113	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hazelhurst Solar	11	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hawk Road 1	50	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hawk Road 2	49	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Hawk Road 3	50	Southern	Southeast	6/1/2002	12/31/2031	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Cobb Tier 1 Block (Franklin 2)	100	Southern	Southeast	1/1/2014	12/31/2025	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Cobb Peaking Block (Dahlberg)	224	Southern	Southeast	1/1/2014	12/31/2025	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Azalea Green Power (Dominion)	8	Southern	Southeast	1/1/2014	12/31/2025	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Georgia EMCs Pecan Row (Energy Systems Group)	1	Southern	Southeast	1/1/2014	12/31/2025	59	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Hatch 1	19	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Hatch 2	19	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Scherer 1	11	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Scherer 2	12	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Vogtle 1	18	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Vogtle 2	18	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Wansley 5A	0	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Wansley 1	12	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Wansley 2	12	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Dalton Diesels	15	Southern	Southeast	1/1/2003	12/31/2017	60	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Cariyle - Walton County	447	Southern	Southeast	6/1/2009	5/31/2024	61	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Cariyle - Monroe County	309	Southern	Southeast	6/1/2009	5/31/2024	62	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Cariyle - Washington County	310	Southern	Southeast	1/1/2014	12/31/2025	63	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Shell Energy North America - Central AL	885	Southern	Southeast	8/1/2009	5/24/2023	64	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Exelon - Heard County	945	Southern	Southeast	6/1/2010	5/31/2030	65	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Enel Green Power North America, LLC - Chisholm View	202	Southern	Southeast	12/1/2012	11/1/2032	66	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Piedmont Green	50	Southern	Southeast	9/6/2012	9/30/2032	67	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Simon Solar Farm	30	Southern	Southeast	6/1/2015	5/31/2035	68	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Enel Green Power North America, LLC - Buffalo Dunes	202	Southern	Southeast	1/1/2014	12/31/2033	69	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Green Power Solutions of Georgia, LLC	34	Southern	Southeast	12/1/2015	11/30/2035	70	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Weyerhaeuser Flint River	22	Southern	Southeast	6/1/2015	5/31/2030	71	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Richland Solar Center, LLC	20	Southern	Southeast	12/1/2015	11/30/2035	72	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	EDP Renewables North America, LLC - Blue Canyon II	59	Southern	Southeast	1/1/2016	12/31/2035	73	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	EDP Renewables North America, LLC - Blue Canyon VI	41	Southern	Southeast	1/1/2016	12/31/2035	74	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Morgan Stanley Capital Group - Kingfisher Wind	160	Southern	Southeast	1/1/2016	12/31/2035	75	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Mid-Georgia Cogen LP	300	Southern	Southeast	6/1/1998	5/31/2028	76	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Calhoun Power Company	632	Southern	Southeast	6/1/2003	12/31/2022	77	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Alabama Municipal Electric Authority - Sylacauga	95	Southern	Southeast	1/1/2013	12/31/2025	78	
Southern Company Services, Inc. (as Agent)	ER96-780, ER00-1655, et al.	Alabama Municipal Electric Authority - Santee Cooper PPA	50	Santee Cooper	Southeast	1/1/2014	12/31/2023	79	

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Transmission Assets/Natural Gas Assets									
Filing Entity	Cite to order accepting OATT	Asset Name and Use	Owned By	Controlled by	Date Control Transferred	Market/Balancing Authority Area	Geographic Region	Size: (length and KV)	End Notes
Southern Company Services, Inc. (as Agent)	88 FERC 61.244 (1999)	Combined 500 kV lines	Southern Company	Southern Company Services, Inc. (as Agent)	N/A	Southern	Southeast	Approximately 1,511 Combined Miles	80
Southern Company Services, Inc. (as Agent)	88 FERC 61.244 (1999)	Combined 230 kV lines	Southern Company	Southern Company Services, Inc. (as Agent)	N/A	Southern	Southeast	Approximately 5,626 Combined Miles	80
Southern Company Services, Inc. (as Agent)	88 FERC 61.244 (1999)	Combined 161 kV lines	Southern Company	Southern Company Services, Inc. (as Agent)	N/A	Southern	Southeast	Approximately 344 Combined Miles	80
Southern Company Services, Inc. (as Agent)	88 FERC 61.244 (1999)	Combined 115 kV lines	Southern Company	Southern Company Services, Inc. (as Agent)	N/A	Southern	Southeast	Approximately 12,971 Combined Miles	80
Southern Company Services, Inc. (as Agent)	88 FERC 61.244 (1999)	Combined <115 kV lines	Southern Company	Southern Company Services, Inc. (as Agent)	N/A	Southern	Southeast	Approximately 9,936 Combined Miles	80
Southern Company Services, Inc. (as Agent)		Atlanta Gas Light Company	Southern Company Gas	Southern Company Gas	1-Jul-16	Southern, TVA	Southeast	Distribution Pipeline: Total length: 31,867.4 miles 34.3 miles >12"; >8" 367.5 miles <12"; >4" 2,744.4 miles <8"; >2" 6,382.5 miles <4"; 22,388.7 miles <2"	81
Southern Company Services, Inc. (as Agent)		Atlanta Gas Light Company	Southern Company Gas	Southern Company Gas	7/1/2016	Southern, TVA	Southeast	Transmission Pipeline: Total length: 1,044.3 miles 14.8 miles of 36" pipe; 11.1 miles of 30" pipe; 156.1 miles of 24" pipe; 26.4 miles of 18" pipe; 199.5 miles of 16" pipe; 144 miles of 14" pipe; 308.9 miles of 12" pipe; 66.2 miles of 10" pipe; 70.5 miles of 8" pipe; 27.2 miles of 6" pipe; 14.9 miles of pipe 4" or less	82
Southern Company Services, Inc. (as Agent)		Atlanta Gas Light Company	Southern Company Gas	Southern Company Gas	7/1/2016	Southern	Southeast	Transmission Pipeline: Total length: 6.5 miles 6.3 miles of 8" pipe; 0.2 miles of 6" pipe	83
Southern Company Services, Inc. (as Agent)		Cherokee LNG Plant	Atlanta Gas Light Company	Southern Company Gas	7/1/2016	Southern	Southeast	Capacity = 2,085,573 dth	84
Southern Company Services, Inc. (as Agent)		Riverdale LNG Plant	Atlanta Gas Light Company	Southern Company Gas	7/1/2016	Southern	Southeast	Capacity = 2,576,830 dth	85
Southern Company Services, Inc. (as Agent)		Macon LNG Plant	Atlanta Gas Light Company	Southern Company Gas	7/1/2016	Southern	Southeast	Capacity = 1,561,518 dth	86
Southern Company Services, Inc. (as Agent)		Chattanooga Gas Company	Southern Company Gas	Southern Company Gas	7/1/2016	TVA	Southeast	Distribution Pipeline: Total length: 1,617.5 miles 10.7 miles >12"; >8" 31.7 miles <12"; >4" 218.9 miles <8"; >2" 382.3 miles <4"; 973.9 miles <2"	87
Southern Company Services, Inc. (as Agent)		Chattanooga Gas Company	Southern Company Gas	Southern Company Gas	7/1/2016	TVA	Southeast	Transmission Pipeline: Total length: 6.6 miles 6.5 miles of 12" pipe; 0.1 mile of 6" pipe	88
Southern Company Services, Inc. (as Agent)		Chattanooga LNG Plant	Chattanooga Gas Company	Southern Company Gas	7/1/2016	TVA	Southeast	Capacity = 1,267,574 dth	89
Southern Company Services, Inc. (as Agent)		Renewco-Meadow Branch, LLC	AGL Renewables, LLC	Southern Company Gas	7/1/2016	TVA	Southeast	Transmission Pipeline: Total length: 9.4 miles 9.4 miles of pipe 4" or less	90
Southern Company Services, Inc. (as Agent)		Elkton Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Distribution Pipeline: Total length: 103.1 miles >4" 10.2 miles <8"; >2" 33.9 miles <4"; 59 miles <2"	91
Southern Company Services, Inc. (as Agent)		Elkton Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Distribution Pipeline: Total length: 2 miles >4" 0.1 miles <8"; >2" 0.1 miles <4"	92
Southern Company Services, Inc. (as Agent)		Elizabethtown Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Distribution Pipeline: Total length: 3.4 miles >4" 3.4 miles <8"	93
Southern Company Services, Inc. (as Agent)		Elizabethtown Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Distribution Pipeline: Total length: 172.1 miles 48.7 miles >12"; >8" 144.3 miles <12"; >4" 780.3 miles <8"; >2" 942.9 miles <4"; 1,256.5 miles <2"	94
Southern Company Services, Inc. (as Agent)		Elizabethtown Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Transmission Pipeline: Total length: 21.9 miles 9.3 miles of 12" pipe; 5.3 miles of 10" pipe; 7.1 miles of 8" pipe; 0.2 miles of 6" pipe	95
Southern Company Services, Inc. (as Agent)		Elizabethtown Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Distribution Pipeline: Total length: 1 mile >2" 0.2 miles <4"; 0.8 miles <2"	96
Southern Company Services, Inc. (as Agent)		Erie St. LNG Plant	Pivotal Utility Holdings, Inc. d/b/a Elizabethtown Gas	Southern Company Gas	7/1/2016	PJM	Northeast	Capacity = 135,000 dth	97
Southern Company Services, Inc. (as Agent)		Florida City Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	FP&L	Northeast	Distribution Pipeline: Total length: 3,528.4 miles >8" 20.3 miles <12"; >4" 288.3 miles <8"; >2" 552.3 miles <4"; 2,667.5 miles <2"	98
Southern Company Services, Inc. (as Agent)		Florida City Gas	Pivotal Utility Holdings, Inc.	Southern Company Gas	7/1/2016	FP&L	Northeast	Transmission Pipeline: Total length: 104.4 miles 39.9 miles of 12" pipe; 64.2 miles of 6" pipe; 0.3 miles of pipe 4" or less	99
Southern Company Services, Inc. (as Agent)		Northern Illinois Gas Company	Ottawa Acquisition LLC	Southern Company Gas	7/1/2016	PJM, MISO	Northeast	Distribution Pipeline: Total length: 33,111 miles 176 miles >12"; >8" 613 miles <12"; >4" 3,466 miles <8"; >2" 6,218 miles <4"; 22,638 miles <2"	100
Southern Company Services, Inc. (as Agent)		Northern Illinois Gas Company	Ottawa Acquisition LLC	Southern Company Gas	7/1/2016	PJM, MISO	Northeast	Transmission Pipeline: Total length: 1,158.72 miles 1.04 miles of 42" pipe; 286.24 miles of 36" pipe; 139.09 miles of 30" pipe; 22.25 miles of 24" pipe; 138.8 miles of 22" pipe; 31.3 miles of 20" pipe; 61.93 miles of 16" pipe; 98.25 miles of 12" pipe; 227.61 miles of 10" pipe; 53.04 miles of 8" pipe; 77.11 miles of 6" pipe; 22.06 miles of pipe 4" or less	101
Southern Company Services, Inc. (as Agent)		Northern Illinois Gas Company	Ottawa Acquisition LLC	Southern Company Gas	7/1/2016	PJM, MISO	Northeast	Maximum working gas capacity of 149.7 Bcf	102

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Transmission Assets/Natural Gas Assets									
Filing Entity	Cite to order accepting OATT	Asset Name and Use	Owned By	Controlled by	Date Control Transferred	Market/Balancing Authority Area	Geographic Region	Size: (length and KV)	End Notes
Southern Company Services, Inc. (as Agent)		Virginia Natural Gas, Inc.	Southern Company Gas	Southern Company Gas	7/1/2016	PJM	Northeast	Distribution Pipeline: Total length: 5,364.1 miles 62.9 miles >12"; >8" 105.6 miles <12"; >4" 543.7 miles <8"; >2" 760 miles <4"; 3,891.6 miles <2"	103
Southern Company Services, Inc. (as Agent)		Virginia Natural Gas, Inc.	Southern Company Gas	Southern Company Gas	7/1/2016	PJM	Northeast	Transmission Pipeline: Total length: 191 miles 101 miles of 24" pipe; 75.4 miles of 16" pipe; 0.1 miles of 14" pipe; 7.8 miles of 12" pipe; 6.3 miles of 8" pipe; 0.1 miles of 6" pipe; 0.2 miles of pipe 4" or less	104
Southern Company Services, Inc. (as Agent)		Chesapeake Propane Plant	Virginia Natural Gas, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Capacity = 284,407 dth	105
Southern Company Services, Inc. (as Agent)		Pivotal Propane Plant	Pivotal Propane of Virginia, Inc.	Southern Company Gas	7/1/2016	PJM	Northeast	Capacity = 288,000 dth	106
Southern Company Services, Inc. (as Agent)		Jefferson Island Storage & Hub, L.L.C.	Pivotal Jefferson Island Storage & Hub, LLC	Southern Company Gas	7/1/2016	MISO	Central	The maximum working gas capacity for the two caverns at JISH is a total of approximately 7.0 Bcf	107
Southern Company Services, Inc. (as Agent)		Central Valley Gas Storage, L.L.C.	Nicor Energy Ventures Company	Southern Company Gas	7/1/2016	CAISO	Southwest	11 Bcf of certificated working gas capacity	108

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

End Note Number	List (Generation, PPA or Transmission)	Explanatory Note
1	Generation	Addison 1 has been sold under a power purchase agreement with Municipal Electric Authority of Georgia until 4/30/2029.
2	Generation	Addison 3 has been sold under a power purchase agreement with Georgia Energy Cooperative until 5/31/2030.
3	Generation	Barry 1's nameplate rating was based upon coal fired operation. Since converting to natural gas operation, the capacity rating
4	Generation	Barry 2's nameplate rating was based upon coal fired operation. Since converting to natural gas operation, the capacity rating
5	Generation	180 MW of capacity from Cleveland County 1 has been sold under a power purchase agreement with North Carolina Electric
6	Generation	45 MW of capacity from Cleveland County 2 has been sold under a power purchase agreement with North Carolina Electric M
7	Generation	The capacity of Cleveland County 3 has been sold under a power purchase agreement with North Carolina Municipal Power A
8	Generation	13 MW of Daniel 1 has been sold under a power purchase agreement with South Mississippi Electric Power Association throug
9	Generation	13 MW of Daniel 2 has been sold under a power purchase agreement with South Mississippi Electric Power Association throug
10	Generation	28 MW of Daniel 3 has been sold under a power purchase agreement with South Mississippi Electric Power Association throug
11	Generation	28 MW of Daniel 4 has been sold under a power purchase agreement with South Mississippi Electric Power Association throug
12	Generation	434 MW of capacity from Franklin 1 has been sold under a power purchase agreement with Duke Energy, Florida through 5/3
13	Generation	345 MW of capacity from Franklin 2 has been sold under power purchase agreements with Jackson and Greystone EMCs and 1
14	Generation	There is an additional capacity sale to Cobb EMC, but as a requirements customer of an affiliate, the capacity remains controll
15	Generation	5 MW of Greene County 1 has been sold under a power purchase agreement with South Mississippi Electric Power Association
16	Generation	5 MW of Greene County 2 has been sold under a power purchase agreement with South Mississippi Electric Power Association
17	Generation	Reflects only Georgia Power Ownership. Hatch 1 and 2 are jointly owned as follows: Georgia Power 50.1%, Olgelthorpe Power
18	Generation	Authority of Georgia ("MEAG") 17.7%, City of Dalton, GA 2.2%.
19	Generation	Miller 1 is jointly owned as follows: Alabama Power owns a 91.84% interest. PowerSouth owns a 8.16% interest.
20	Generation	Miller 2 is jointly owned as follows: Alabama Power owns a 91.84% interest. PowerSouth owns a 8.16% interest.
21	Generation	Oleander 2 has been sold under a power purchase agreement to Seminole Electric through 12/31/2021.
22	Generation	Oleander 3 has been sold under a power purchase agreement to Seminole Electric through 12/31/2021.
23	Generation	Oleander 4 has been sold under a power purchase agreement to Seminole Electric through 12/31/2021.
24	Generation	Oleander 5 has been sold under a power purchase agreement to Florida Municipal Power Authority through 12/15/2022.
25	Generation	150 MW of Rowan 1 has been sold under a power purchase agreement with NCMPA1 through 12/31/2030.
26	Generation	150 MW of Rowan 4 has been sold under a power purchase agreement with Duke Energy Carolinas through 12/31/2019.
27	Generation	Ratings reflect Southern Company ownership only. Scherer 1 is jointly owned as follows: Olgelthorpe Power owns a 60% inter
28	Generation	Georgia Power owns a 8.4% interest. City of Dalton, GA owns a 1.4% interest.
29	Generation	Ratings reflect Southern Company ownership only. Scherer 2 is jointly owned as follows: Olgelthorpe Power owns a 60% inter
30	Generation	Georgia Power owns a 8.4% interest. City of Dalton, GA owns a 1.4% interest.
31	Generation	Scherer 3 is jointly owned by Georgia Power Company (75%) and Gulf Power Company (25%). Power purchase agreements co
32	Generation	Energy United, but since these are requirements customers of affiliates, the capacity remains controlled by Southern Compan
33	Generation	Ratings reflect Southern Power ownership only. All of Stanton A has been sold through power purchase agreements to Florida
34	Generation	Orlando Utilities Commision through 9/30/2023.
35	Generation	2 MW of Sweatt A has been sold under a power purchase agreement with South Mississippi Electric Power Association throug
36	Generation	Ratings reflect Southern Company ownership only. Vogtle 1 is jointly owned as follows: Georgia Power owns a 45.7% interest.
37	Generation	interest. MEAG owns a 22.7% interest. City of Dalton, GA owns a 1.6% interest. Rating also reflects GPC buyback from MEAG
38	Generation	Ratings reflect Southern Company ownership only. Vogtle 2 is jointly owned as follows: Georgia Power owns a 45.7% interest.
39	Generation	interest. MEAG owns a 22.7% interest. City of Dalton, GA owns a 1.6% interest. Rating also reflects GPC buyback from MEAG
40	Generation	Ratings reflect Southern Company ownership only. Wansley 5A is jointly owned as follows: Georgia Powerowns a 53.5% intere
41	Generation	interest. MEAG owns a 15.1% interest. City of Dalton, GA owns a 1.4% interest. Due to environmental constraints Wansley 5A
42	Generation	Ratings reflect Southern Company ownership only. Wansley 1 is jointly owned as follows: Georgia Powerowns a 53.5% interes
43	Generation	interest. MEAG owns a 15.1% interest. City of Dalton, GA owns a 1.4% interest.
44	Generation	Ratings reflect Southern Company ownership only. Wansley 2 is jointly owned as follows: Georgia Powerowns a 53.5% interes
45	Generation	interest. MEAG owns a 15.1% interest. City of Dalton, GA owns a 1.4% interest.
46	Generation	5 MW of Watson 3 has been sold under a power purchase agreement with South Mississippi Electric Power Association throug
47	Generation	12 MW of Watson 4 has been sold under a power purchase agreement with South Mississippi Electric Power Association thro
48	Generation	24 MW of Watson 5 has been sold under a power purchase agreement with South Mississippi Electric Power Association thro
49	Generation	2 MW of Watson A has been sold under a power purchase agreement with South Mississippi Electric Power Association throu
50	Generation	Ratings reflect Southern Company ownership. Rocky Mountain is jointly owned as follows: Georgia Power owns a 25.39% inte
51	Generation	Cimarron Solar Facility has been sold under a power purchase agreement to Tri-State Generation and Transmission Associatio
52	Generation	Spectrum Nevada Solar Facility has been sold under a power purchase agreement to Nevada Power through 12/31/2038.
53	Generation	Campo Verde Solar Facility has been sold under a power purchase agreement to San Diego Electric and Gas through 9/30/203

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

End Note Number	List (Generation, PPA or Transmission)	Explanatory Note
43	Generation	Macho Springs Solar Facility has been sold under a power purchase agreement to El Paso Electric through 5/21/2034.
44	Generation	SG2 Imperial Valley Solar Facility has been sold under a power purchase agreement to San Diego Electric and Gas through 12/31/2029.
45	Generation	Blackwell Solar Facility has been sold under a power purchase agreement with Roseville Electric through 1/1/2029.
46	Generation	Lost Hills Solar Facility has been sold under a power purchase agreement with Roseville Electric through 1/1/2029.
47	Generation	North Star Solar Facility has been sold under a power purchase agreement with Pacific Gas and Electric through 6/1/2035.
48	Generation	Desert Stateline Solar Facility has been sold under a power purchase agreement with Southern California Edison through 12/31/2029.
49	Generation	Tranquillity Solar has been sold under a power purchase agreement with Shell Energy North America through 11/30/2019.
50	Generation	Decatur Parkway Solar has been sold under a power purchase agreement with Georgia Power Company through 12/31/2040. Company Services as Agent for Georgia Power Company.
51	Generation	PawPaw Solar has been sold under a power purchase agreement with Georgia Power Company through 12/31/2045. The facility is owned by Georgia Power Company Services as Agent for Georgia Power Company.
52	Generation	Kay Wind has been sold under power purchase agreements with Grand River Dam Authority through 11/30/2035 and Westar Energy through 11/30/2035.
53	Generation	Grant Wind has been sold under a power purchase agreement with East Texas Electric Cooperative, Northeast Texas Electric Cooperative through 3/1/2036.
54	Generation	Garland Solar Facility has been sold under a power purchase agreement with Southern California Edison through 10/31/2031.
55	Generation	Garland A Solar Facility has been sold under a power purchase agreement with Southern California Edison through 8/31/2036.
56	Generation	All but 1.5 MW of Passadumkeag Windpark has been sold under a power purchase agreement with Western Massachusetts Electric Company through 12/31/2035.
57	Generation	Henrietta Solar Facility has been sold under a power purchase agreement to Pacific Gas & Electric through 9/30/2036.
58	Generation	Rutherford Farm Solar has been sold under a power purchase agreement to Duke Energy Carolinas through 12/30/2031.
59	Long Term Purchased Power	Capacity assigned to Southern Power Company through Requirements Service Agreement with various Electric Member Cooperatives.
60	Long Term Purchased Power	Capacity assigned to Southern Power Company through a Requirements Service Agreement with the City of Dalton, Georgia that is not reflected in this inventory as capacity attributed to them from most Georgia Power Company resources that are controlled by Southern Company Services as Agent for Georgia Power Company.
61	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Carlyle Power Partners through 5/31/2024.
62	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Carlyle Power Partners through 5/31/2024.
63	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Carlyle Power Partners through 5/31/2024.
64	Long Term Purchased Power	Capacity is under a power purchase agreement to Gulf Power Company from Shell Energy North America through 5/24/2023.
65	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Exelon Generation, LLC through 5/31/2030.
66	Long Term Purchased Power	Capacity is under a power purchase agreement to Alabama Power Company from Enel Green Power North America, LLC through 12/31/2028.
67	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Piedmont Green Power through 9/30/2032.
68	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Simon Solar Farm through 5/31/2035.
69	Long Term Purchased Power	Capacity is under a power purchase agreement to Alabama Power Company from Enel Green Power North America, LLC through 12/31/2028.
70	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Green Power Solutions of Georgia, LLC through 12/31/2028.
71	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Weyerhaeuser through 5/31/2030.
72	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Richland Solar Center, LLC through 11/30/2029.
73	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from EDP Renewables North America, LLC through 12/31/2028.
74	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from EDP Renewables North America, LLC through 12/31/2028.
75	Long Term Purchased Power	Capacity is under a power purchase agreement to Gulf Power Company from Morgan Stanley Capital Group Inc through 12/31/2028.
76	Long Term Purchased Power	Capacity is under a power purchase agreement to Georgia Power Company from Mid-Georgia CoGen LP through 5/31/2028.
77	Long Term Purchased Power	Capacity is under a power purchase agreement to Alabama Power Company from Calhoun Power Company through 12/31/2028.
78	Long Term Purchased Power	Capacity assigned to Alabama Power Company through Requirements Service Agreement with Alabama Municipal Electric Authority.
79	Long Term Purchased Power	Capacity assigned to Alabama Power Company through Requirements Service Agreement with Alabama Municipal Electric Authority.
80	Transmission/Natural Gas	Includes the transmission assets of Alabama Power Company, Georgia Power Company, Gulf Power Company and Mississippi Power Company.
81	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
82	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
83	Transmission/Natural Gas	Landfill Gas Intrastate Pipeline
84	Transmission/Natural Gas	LNG On-Site Storage
85	Transmission/Natural Gas	LNG On-Site Storage
86	Transmission/Natural Gas	LNG On-Site Storage
87	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
88	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
89	Transmission/Natural Gas	LNG On-Site storage
90	Transmission/Natural Gas	Landfill Gas Intrastate Pipeline

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

End Note Number	List (Generation, PPA or Transmission)	Explanatory Note
91	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
92	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
93	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
94	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
95	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
96	Transmission/Natural Gas	Distributed Propane Intrastate Pipeline
97	Transmission/Natural Gas	LNG On-Site storage
98	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
99	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
100	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
101	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
102	Transmission/Natural Gas	Intrastate aquifer storage fields (natural gas)
103	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
104	Transmission/Natural Gas	Natural Gas Intrastate Pipeline
105	Transmission/Natural Gas	Propane Gas On-Site Storage
106	Transmission/Natural Gas	Propane Gas On-Site Storage
107	Transmission/Natural Gas	Intrastate Natural Gas Storage
108	Transmission/Natural Gas	Intrastate Natural Gas Storage

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