

STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH

Docket No. EMP-84, Sub 0
Docket No. EMP-85, Sub 0
Docket No. EMP-90, Sub 0
Docket No. EMP-91, Sub 0

In the Matter of

Petition of North Carolina Renewable)
Power-Elizabethtown, LLC and North)
Carolina Renewable Power-)
Lumberton, LLC for the)
Transfer of Certificates of Public) JOINT PETITION FOR TRANSFER OF
Convenience & Necessity from) CERTIFICATES OF PUBLIC CONVENIENCE
East Carolina Energy Investments, LLC) & NECESSITY
and Lumberton Investments 1, LLC)

NOW COME North Carolina Renewable Power-Elizabethtown, LLC (“NCRP-Elizabethtown”), North Carolina Renewable Power- Lumberton, LLC (“NCRP-Lumberton”), East Carolina Energy Investments, LLC (“East Carolina Energy”), and Lumberton Investments 1, LLC (“Lumberton Investments”) (collectively, “Petitioners”), pursuant to N.C. Gen. Stat. § 62-110(a) and, to the extent either are applicable, Commission Rules 8-63 and 8-64, and petition the Commission to approve (1) a change in facility ownership and a transfer of the associated Certificate of Public Convenience and Necessity (“CPCN”) granted to East Carolina Energy in Docket No. EMP-84, Sub 0 to NCRP-Elizabethtown; and (2) a change in facility ownership and a transfer of the associated CPCN granted to Lumberton Investments in Docket No. EMP-85, Sub 0 to NCRP-Lumberton.

In support of their request, Petitioners show the Commission the following:

1. East Carolina Energy is a North Carolina limited liability company. It is the present holder of a CPCN for a 35 MW coal-fired merchant power plant located in Elizabethtown, North Carolina. This plant ceased operation in June 2009. East Carolina

Energy acquired the plant and the associated CPCN in August 2014 but has not operated the plant.

2. Lumberton Investments is a North Carolina limited liability company. It is the present holder of a CPCN for a 35 MW coal-fired merchant power plant located in Lumberton, North Carolina. This plant ceased operation in June 2009. Lumberton Investments acquired the plant and the associated CPCN in August 2014 but has not operated the plant.

3. NCRP-Elizabethtown is a Delaware limited liability company authorized to do business in North Carolina. NCRP-Elizabethtown was formed for the purpose of acquiring certain personal property owned by East Carolina Energy, including portions of the Elizabethtown, North Carolina facilities and associated CPCN which are the subject of this Petition. NCRP-Elizabethtown's principal office is located at 2100 South Bridge Parkway, Suite 585 Birmingham, AL 35209. John C. Colucci is authorized to act as corporate agent.

4. NCRP-Lumberton is a Delaware limited liability company authorized to do business in North Carolina. NCRP-Lumberton was formed for the purpose of acquiring certain real and personal property owned by Lumberton Investments, including portions of the Lumberton, North Carolina facilities and associated CPCN which are the subject of this Petition. NCRP-Lumberton's principal office is located at 2100 South Bridge Parkway, Suite 585 Birmingham, AL 35209. John C. Colucci is authorized to act as corporate agent.

5. Both NCRP-Elizabethtown and NCRP-Lumberton are wholly-owned operating entities of GRP North Carolina, LLC, a Delaware limited liability company ("GRPNC"). GRPNC is wholly-owned by Georgia Renewable Power, LLC, a Delaware limited liability company. Both GRPNC and GRP are authorized to do business in North Carolina.

6. On or about August 21, 2014, GRP, East Carolina Energy and Lumberton Investments entered into a tri-party Agreement of Sale (the "August 2014 Agreement of Sale") whereby they agreed to terms and conditions for the purchase and sale of certain vertical assets located at the site of the Elizabethtown and Lumberton facilities. The interconnection assets and

associated CPCNs for both facilities, among other items, were specifically excluded from the purchase and sale, inasmuch as GRP's intent at the time was to dismantle the purchased assets for use in other states.

7. GRP, East Carolina Energy and Lumberton Investments closed the transaction described in the August 2014 Agreement of Sale on or about August 29, 2014.

8. Since the closing of the August 2014 Agreement of Sale, Petitioners have engaged in various discussions pursuant to which NCRP-Elizabethtown and NCRP-Lumberton might acquire certain assets that were excluded from GRP's purchase of assets under the August 2014 Agreement of Sale. Such assets include (a) the real property located in Lumberton, North Carolina and (b) subject to required prior regulatory approvals, the interconnection assets and CPCNs associated with the Lumberton and Elizabethtown facilities (collectively, the "Additional Assets").

9. NCRP-Lumberton is retrofitting the Lumberton facilities to use poultry waste and woody biomass as fuel. NCRP-Lumberton will seek registration of the facility as a New Renewable Energy Facility by this Commission and certification as a Small Power Producer Qualifying Facility by the Federal Energy Regulatory Commission. The future of the facilities at Elizabethtown, North Carolina are unknown at this time. NCRP-Elizabethtown may remove the assets for use in other states or may retrofit the facilities to use a renewable resource. In the interest of efficiency, the Petitioners are seeking transfer of the CPCNs for both the Lumberton and Elizabethtown sites at this time.

10. On March 17, 2015, Petitioners agreed upon the terms and conditions of such a sale and purchase of the Additional Assets, subject to prior approval by this Commission of the transfer of the interconnection assets and associated CPCNs. Petitioners are finalizing the written documents to memorialize their agreement with respect to the Additional Assets, and expect to close on the transaction by April 1, 2015. The sale and transfer of the East Carolina interconnection assets and associated CPCN, together with the sale and transfer of the Lumberton

interconnection assets and associated CPCN, will be expressly contingent upon approval by this Commission.

11. The transfer of ownership of the assets described herein will not affect current operation or the electricity generating capacity of the facilities (both plants are not currently operating).

12. Neither NCRP-Elizabethtown, NCRP-Lumberton, GRPNC nor GRP are or will be owners of any generation facilities or public utilities in North Carolina prior to the transfers proposed in this Petition, and are not affiliated with any such entities, except as described above.

13. Upon completion of the requested transfer, the point of contact information for NCRP-Elizabethtown will be:

John C. Colucci
North Carolina Renewable Power – Elizabethtown, LLC
2100 SouthBridge Parkway, Suite 585
Birmingham, AL 35209
ccolucci@greenfuelsenergy.com
(609) 389-2813

with copies to

Katherine E. Ross
Parker Poe Adams & Bernstein LLP
301 Fayetteville Street, Suite 1400
Raleigh, NC 27601
(919) 835-4671
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14. Upon completion of the requested transfer, the point of contact information for NCRP-Lumberton will be:

John C. Colucci
North Carolina Renewable Power – Elizabethtown, LLC
2100 SouthBridge Parkway, Suite 585
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15. NCRP-Elizabethtown is willing to accept the terms and conditions of the existing CPCN held by East Carolina Energy, upon approval of transfers requested herein, and agrees that it will not attempt to exercise the power of eminent domain thereunder.

16. NCRP-Lumberton is willing to accept the terms and conditions of the existing CPCN held by Lumberton Investments, upon approval of transfers requested herein, and agrees that it will not attempt to exercise the power of eminent domain thereunder.

17. Time is of the essence in obtaining regulatory approvals, closing the transaction and transferring the ownership of the assets. NCRP-Lumberton seeks to begin generation of electricity and Renewable Energy Certificates by May, 2015. Petitioners request that the Commission issue an order approving the transfers within 30 days of the filing of this Petition.

18. The Petitioners have discussed this transfer with the Public Staff and the Public Staff indicated that it does not object to the transfer. The Public Staff requested that NCRP-Elizabethtown provide annual reports regarding the status of the Elizabethtown facility and any plans to restart, retrofit, or dismantle the facility until such time as those actions are determined. The Petitioners do not object to this request.

WHEREFORE, the undersigned petition the Commission for the following:

(1) Approval of the change in facility ownership and the transfer of the Certificate of Public Convenience and Necessity granted to East Carolina Energy Investments, LLC, in Docket No. EMP-84, Sub 0;

(2) A change in facility ownership and the transfer of the Certificate of Public Convenience and Necessity originally granted to Lumberton Investments 1, LLC in Docket No. EMP-85, Sub 0

to NCRP-Lumberton, LLC, and transferring the CPCN to a new SP- docket; and

(4) such other and further relief as the Commission deems just and proper.

Respectfully submitted, this 27th day of March, 2015.

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