

**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

BEFORE THE NORTH CAROLINA UTILITIES COMMISSION

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)
Convenience and Necessity from East)
Carolina Energy Investments, LLC, and)
Lumberton Investments I, LLC)
	ORDER ON TRANSFER
	OF FACILITIES AND
	CERTIFICATES

BY THE COMMISSION: On March 27, 2015, 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), filed a petition requesting that the Commission approve (1) the transfer of the generating facility and the associated certificate of public convenience and necessity granted to East Carolina Energy in Docket No. EMP-84, Sub 0, to NCRP-Elizabethtown and (2) the transfer of the generating facility and the associated certificate granted to Lumberton Investments in Docket No. EMP-85, Sub 0, to NCRP-Lumberton.

The certificates for these facilities were initially granted to Cogentrix of North Carolina, Inc., in Docket No. SP-16, Sub 2 (the Elizabethtown facility), and Docket No. SP-16, Sub 0 (the Lumberton facility), by Orders dated January 12, 1984. The facilities were built as cogeneration facilities that were qualifying facilities under the Public Utility Regulatory Policies Act of 1978. Over the years, the certificates were transferred several times to various Cogentrix affiliates and others. In Docket Nos. EMP-6, Sub 0, EMP-7, Sub 0, and SP-136, Sub 0, by Order issued on June 26, 2001, a subsequent transfer was approved, and the certificates were reissued as merchant plant certificates subject to several conditions.

The certificate and generating facility transferred in Docket No. EMP-6, Sub 0, were subsequently transferred to Elizabethtown Energy in Docket No. EMP-18, Sub 0, by Order dated May 27, 2009. This facility ceased generating electricity in 2009.

The certificate and generating facility transferred in Docket No. EMP-7, Sub 0, were subsequently transferred to Lumberton Energy in Docket No. EMP-19, Sub 0, by Order dated May 27, 2009. This facility also ceased generating electricity in 2009.

The certificate and generating facility transferred to Elizabethtown Energy in Docket No. EMP-18, Sub 0, were subsequently transferred to East Carolina Energy in Docket No. EMP-84, Sub 0, by Order dated August 6, 2014.

The certificate and generating facility transferred to Lumberton Energy in Docket No. EMP-19, Sub 0, were subsequently transferred to Lumberton Investments in Docket EMP-85, Sub 0, by Order dated August 6, 2014.

The petition states that NCRP-Elizabethtown, a Delaware limited liability company, was formed for the purpose of acquiring certain personal property owned by East Carolina Energy, including portions of the Elizabethtown facility and the associated certificate that are the subject of the petition. The petition further states that NCRP-Lumberton, also a Delaware limited liability company, was formed for the purpose of acquiring certain real and personal property owned by Lumberton Investments, including portions of the Lumberton facility and the associated certificate that are the subject of the petition. Both NCRP-Elizabethtown and NCRP-Lumberton are wholly-owned operating entities of GRP North Carolina (GRPNC), a Delaware limited liability company that is wholly owned by Georgia Renewable Power, LLC (GRP), also a Delaware limited liability company. Both GRPNC and GRP are authorized to do business in North Carolina.

The petition states that on or about August 21, 2014, East Carolina Energy, Lumberton Investments, and GRP entered into a tri-party Agreement of Sale, whereby they agreed to terms and conditions for the purchase and sale of certain vertical assets located at the Elizabethtown and Lumberton facilities. The interconnection assets and associated certificates for both facilities, among other items, were specifically excluded from the purchase and sale, as GRP's intent at the time was to dismantle the purchased assets for use in other states.

The Agreement of Sale closed on or about August 29, 2014. Since the closing, Petitioners have engaged in discussions involving the acquisition by NCRP-Elizabethtown and NCRP-Lumberton of certain assets that were excluded from GRP's purchase of assets under the Agreement of Sale. Such assets include (a) the real property located in Lumberton and (b) subject to required prior regulatory approvals, the interconnection assets and associated certificates for the Lumberton and Elizabethtown facilities (collectively, the Additional Assets).

The petition states that NRCP-Lumberton is retrofitting the Lumberton facility to use poultry waste and woody biomass as fuel. NRCP-Lumberton will seek registration of the facility as a new renewable energy facility by this Commission and certification as a qualifying facility by the Federal Energy Regulatory Commission. The future of the Elizabethtown facility is unknown at this time; NCRP-Elizabethtown may remove the

assets for use in other states or may retrofit the facility to use a renewable resource. In the interest of efficiency, Petitioners seek transfer of the certificates for both the Lumberton and the Elizabethtown facilities.

According to the petition, on March 17, 2015, Petitioners agreed upon terms and conditions for the sale and purchase of the Additional Assets, subject to prior approval by this Commission of the transfer of the interconnection assets and associated certificates, and are finalizing the written documents to memorialize their agreement with the expectation of closing on the transaction by April 1, 2015. In addition to the foregoing, Petitioners assert that the transfer of ownership of the assets of Elizabethtown Energy and Lumberton Energy will not affect current operations because neither plant is currently operating and that the transfer will not affect the electricity generating capacity of the facilities. Neither NCRP-Elizabethtown, NCRP-Lumberton, GRPNC, nor GRP is or will be the owner of any generation facilities or public utilities prior to the transfers described in the petition or is affiliated with any such entities, except as described in the petition. Further, NCRP-Elizabethtown and NCRP-Lumberton state that they are willing to accept the terms and conditions of the existing certificates held by East Carolina Energy and Lumberton Investments, respectively, upon approval of the requested transfers and agree that they will not attempt to exercise the power of eminent domain thereunder.

The Public Staff presented this matter at the Commission Staff Conference on April 27, 2015. The Public Staff recommended that the Commission issue an order (1) approving the proposed changes in ownership and transferring the certificates as requested, to be effective upon the consummation of the proposed changes in ownership; (2) declaring that the transfer of these certificates is not intended to confer on the owners of the facilities and certificates the status of a private condemnor with the power of eminent domain under North Carolina law; (3) conditioning the certificates on the owners abstaining from attempting to exercise any power of eminent domain; (4) stating that no further proceedings are necessary in connection with the transfer of the Lumberton facility and associated certificate; and (5) requiring NCRP-Elizabethtown to submit annual reports to the Commission regarding the status of the Elizabethtown facility as requested by the Public Staff.

Based on the foregoing, the Commission concludes that it should approve the proposed changes in ownership and the transfer of the certificates effective upon the consummation of the proposed changes in ownership. In addition, the Commission concludes that the certificates should remain subject to the previously imposed restrictions that the owners of these facilities and certificates do not have the status of private condemnors with the power of eminent domain under North Carolina law and that the approval of the changes in ownership and the transfers of the certificates are conditioned upon the owners abstaining from attempting to exercise any power of eminent domain. Further, the Commission concludes that NCRP-Elizabethtown should be required to submit annual reports to the Commission regarding the status of the Elizabethtown facility.

IT IS, THEREFORE, ORDERED as follows:

1. That the proposed changes in ownership and the transfer of the certificates to NCRP-Elizabethtown and NCRP-Lumberton of the generating facilities and certificates owned by East Carolina Energy and Lumberton Investments, respectively, are hereby approved. These certificates are attached hereto as Appendices A and B, respectively, to be effective upon the consummation of the proposed changes in ownership.

2. That the approval of the transfers of these facilities and certificates does not cause the owners of these facilities and certificates to have any power of eminent domain under North Carolina law and that the certificates are conditioned upon the owner abstaining from attempting to exercise any power of eminent domain.

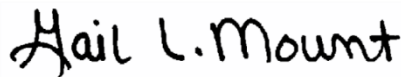
3. That no further proceedings are necessary in connection with the change in ownership of the Lumberton facility and the transfer of the associated certificate to NCRP-Lumberton.

4. That NCRP-Elizabethtown shall submit annual reports to the Commission regarding the status of the Elizabethtown facility.

ISSUED BY ORDER OF THE COMMISSION.

This the 28th day of April, 2015.

NORTH CAROLINA UTILITIES COMMISSION



Gail L. Mount, Chief Clerk

STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH

DOCKET NO. EMP-90, SUB 0

North Carolina Renewable Power-Elizabethtown, LLC
2100 SouthBridge Parkway, Suite 585
Birmingham, AL 35209

is hereby transferred this

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
PURSUANT TO G.S. 62-110.1

for a coal-fired merchant plant generating facility
with a nameplate capacity of 35 MW

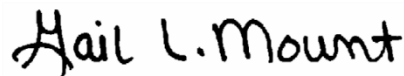
located at 3100 West Broad Street, Elizabethtown, North Carolina,

subject to the reporting requirements of G.S. 62-110.1(f), Commission Rule R8-63, the requirement that the Commission must be notified in writing of any plans to sell, transfer, or assign ownership of the generating facility and certificate, and all orders, rules, regulations and conditions as are now or may hereafter be lawfully made by the North Carolina Utilities Commission, including those requirements set forth in the Commission Order of May 27, 2009, in Docket No. EMP-18, Sub 0. This certificate does not grant its holder the power of eminent domain.

ISSUED BY ORDER OF THE COMMISSION.

This the 28th day of April, 2015.

NORTH CAROLINA UTILITIES COMMISSION



Gail L. Mount, Chief Clerk

STATE OF NORTH CAROLINA
UTILITIES COMMISSION
RALEIGH

DOCKET NO. EMP-91, SUB 0

North Carolina Renewable Power-Lumberton, LLC
2100 SouthBridge Parkway, Suite 585
Birmingham, AL 35209

is hereby transferred this

CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
PURSUANT TO G.S. 62-110.1

for a coal-fired merchant generating facility
with a nameplate capacity of 35 MW

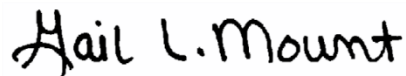
located at 1866 Hestertown Road, Lumberton, North Carolina,

subject to the reporting requirements of G.S. 62-110.1(f), Commission Rule R8-63, the requirement that the Commission must be notified in writing of any plans to sell, transfer, or assign ownership of the generating facility and certificate, and all orders, rules, regulations and conditions as are now or may hereafter be lawfully made by the North Carolina Utilities Commission, including those requirements set forth in the Commission Order of May 27, 2009, in Docket No. EMP-19, Sub 0. This certificate does not grant its holder the power of eminent domain.

ISSUED BY ORDER OF THE COMMISSION.

This the 28th day of April, 2015.

NORTH CAROLINA UTILITIES COMMISSION



Gail L. Mount, Chief Clerk