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May 4, 2016

The Honorable Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426

Re: *Pleasants Energy, LLC*
Docket No. ER03-451-000
Informational Filing Regarding Planned Transfer

Dear Secretary Bose:

Pursuant to Schedule 2 of the PJM Interconnection, L.L.C. (“PJM”) Open Access Transmission Tariff (“PJM Tariff”), Pleasants Energy, LLC (“Pleasants”) hereby submits this informational filing regarding the planned indirect transfer of control (“Transaction”) of Pleasants’s approximate 354 MW natural gas-fired generating facility located in St. Marys, West Virginia (“Facility”).¹ Pursuant to the Transaction, Atlas Power Finance, LLC (“Atlas Power Finance”)² will acquire 100 percent of the interests of GDF SUEZ Energy North America, Inc. (“GSENA”), which indirectly owns 100 percent of the membership interests in Pleasants.³ The revenue requirement for reactive supply and voltage control service provided

¹ On February 5, 2016, the Federal Energy Regulatory Commission (“Commission”) issued an order in *Talen Energy Marketing, LLC*, 154 FERC ¶ 61,087 (2016) (“*Talen*”), which, among other things, set out to clarify the Schedule 2 informational filing requirement. The Commission stated, “[w]e take this opportunity to clarify and state our understanding that the Schedule 2 filing requirement does in fact apply to transfers of interests in a company where, as a result, a facility is transferred from the downstream ownership of one company to another.” *Id.* P 9. Given the purpose of the Schedule 2 informational filing, Pleasants does not fully understand the applicability of the Commission’s clarification as it relates to Pleasants, but interprets the *Talen* order to require an informational filing here.

² Atlas Power Finance, LLC is a wholly-owned subsidiary of Atlas Power, LLC, a newly formed joint venture between subsidiaries of Dynegey, Inc. (“Dynegey”) and Energy Capital Partners III, LLC (“ECP III”).

³ On March 25, 2016, Atlas Power Finance, Dynegey and its public utility subsidiaries, ECP III and its public utility subsidiaries, and GSENA and its public utility subsidiaries, which include Pleasants, filed an application in Docket No. EC16-93-000 for approval of the Transaction under Section 203 of the Federal Power Act. 16 U.S.C. § 824b (2012).

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from the Facility pursuant to Schedule 2 of the PJM Tariff is set forth in a stand-alone (*i.e.*, non-fleet) rate schedule, Pleasants Energy, LLC, FERC Electric Rate Schedule No. 2 (“Reactive Power Rate Schedule”), which has always been held by Pleasants and will continue to be held by Pleasants following consummation of the Transaction.

I. COMMUNICATIONS

Please direct all communications and correspondence in this proceeding to the individuals indicated below:

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II. BACKGROUND

Pleasants is an exempt wholesale generator⁴ and owns and operates the Facility within the PJM market. Pleasants is authorized to sell electric energy, capacity, and certain ancillary services at market-based rates.⁵ As noted above, Pleasants provides reactive power pursuant to Schedule 2 of the PJM Tariff and the revenue requirement set forth in the Reactive Power Rate Schedule on file with the Commission. The Reactive Power Rate Schedule was filed in Docket No. ER03-451-000, which was accepted by the Commission.⁶

Pleasants is an indirect wholly-owned subsidiary of GSENA. GSENA is currently wholly-owned by International Power, S.A., which in turn is an indirect wholly-owned subsidiary of ENGIE S.A. (f/k/a GDF SUEZ S.A.), a French *société anonyme* listed on the Brussels and Paris stock exchanges.

On February 24, 2016, Atlas Power Finance entered into an agreement with International Power, S.A., *i.e.*, GSENA’s direct owner, to purchase all of the issued and

⁴ See *Pleasants Energy, LLC*, 89 FERC ¶ 62,100 (1999).

⁵ *Pleasants Energy, LLC*, Docket No. ER02-26-001 (Jan. 18, 2002) (unpublished letter order); see also *Pleasants Energy, LLC*, Docket No. ER15-728-000 (Feb. 11, 2015) (unpublished letter order).

⁶ *Pleasants Energy, LLC*, Docket No. ER03-451-000 (Mar. 24, 2003) (unpublished letter order).

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outstanding stock of GSENA. As noted, GSENA indirectly holds 100 percent of the interests in Pleasants, which holds the Reactive Power Rate Schedule on file with the Commission.

III. INFORMATION REQUIRED BY SCHEDULE 2 TO THE PJM TARIFF

Schedule 2 to the PJM Tariff requires that “[a]t least 90 days prior to the . . . disposition date of a generator . . . receiving payment in accordance with a Commission accepted or approved revenue requirement for providing reactive supply and voltage control service . . . , the Generator Owner” either: (1) make a rate filing with the Commission to terminate or revise its revenue requirement to account for the transfer, or (2) make an informational filing providing certain information specified in Section (2) of Schedule 2.⁷ No change to the Reactive Power Rate Schedule is necessary because neither the rate nor the name or identity of the entity with the right to collect the rate (*i.e.*, Pleasants) is changing as a result of the Transaction. Because no change to the Reactive Power Rate Schedule is necessary in connection with the Transaction, Pleasants is making this informational filing and provides the information required by Section (2) of Schedule 2 below.

A. The Acquisition Date, Deactivation Date, and Transfer Date of the Generator or Other Source

The parties desire to consummate the Transaction in 2016, which will result in the indirect transfer of the membership interests of Pleasants, which in turn directly owns the Facility and holds the Reactive Power Rate Schedule. The closing of the Transaction is contingent on the receipt of all necessary approvals, and is expected to occur more than 90 days after the date of this notice.

B. An Explanation of the Basis for the Decision by the Generation Owner or Other Source Owner Not to Terminate or Revise the Cost-Based Rate Approved or Accepted by the Commission Associated with the Planned Generator or Other Source Deactivation or Disposition

No revisions to the Reactive Power Rate Schedule are being proposed because the revenue requirement set forth therein was established solely for the Facility, the entirety of which is included in the Transaction by virtue of GSENA’s 100 percent indirect ownership of the membership interests in Pleasants. The revenue requirement set forth in the Reactive Power Rate Schedule has, at all times, been based solely on the stand-alone cost-of-service for the Facility, and the Facility is being indirectly transferred intact and will remain wholly-controlled by Pleasants. The entity that has the right to collect revenues under the Reactive Power Rate Schedule (*i.e.*, Pleasants) is not changing as a result of the Transaction. No portion of the Facility has been permanently deactivated since the Facility entered commercial operation in 2002 and the Reactive Power Rate Schedule was accepted for filing. Following the consummation of the Transaction, the Facility will continue to provide

⁷ PJM Tariff, Schedule 2.

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reactive supply and voltage control service to PJM on the same basis and using the same equipment as it did when the Reactive Power Rate Schedule went into effect and as it does today.

C. A List of All of the Generators or Other Sources Covered by the Generation Owner's or Other Source Owner's Cost-Based Tariff from the Date the Revenue Requirement was First Established until the Date of the Informational Filing

The Facility is the only generator or other source that has been covered by the Reactive Power Rate Schedule from the date the revenue requirement was first established until the date of this informational filing.

D. The Type (i.e., Fuel Type And Prime Mover) of Each Generator or Other Source

The Facility is fueled by natural gas.

E. The Actual (Site-Rated) Megavolt-Ampere Reactive ("MVAR") Capability, Megavolt-Ampere ("MVA") Capability, and Megawatt Capability of Each Generator or Other Source, as Supported by Test Data

F. The Facility has an actual MVAR capability at the generator terminals, an MVA capability (net), and a megawatt capability (net) as shown in the table below:

Pleasants Energy (Oakgrove)	Actual MVAR @ Gen Terminals	MVA Capability (net MVA)	MW Capability (net MW)
Oakgrove Unit #1	100.16	189	159.91
Oakgrove Unit #2	99.9	189	161.00

G. The Nameplate MVAR Rating, Nameplate MVA Rating, Nameplate Megawatt Rating, and Nameplate Power Factor for Each Generator or Other Source

Each unit of the Facility has a nameplate MVAR rating of 123.3 MVAR, a nameplate MVA rating of 234 MVA, a nameplate megawatt rating of 198.9 MW, and a nameplate power factor of 0.85.

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IV. CONCLUSION

Thank you for your attention to this matter. Please feel free to contact the undersigned if you have any questions concerning this informational filing.

Respectfully submitted,

/s/ Blake R. Urban

Catherine P. McCarthy

Blake R. Urban

Counsel to Pleasants Energy Team, LLC

CERTIFICATE OF SERVICE

Pursuant to Rule 2010 of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.2010 (2015), and Schedule 2 of the PJM Tariff, I hereby certify that I have this day served a copy of the foregoing on all persons designated on the official service list compiled by the Secretary in this proceeding and on PJM Interconnection, L.L.C.

Dated at Washington, D.C., this 4th day of May, 2016.

/s/ Blake R. Urban
Blake R. Urban

FERC rendition of the electronically filed tariff records in Docket No. ER16-01633-000

Filing Data:

CID: C001841

Filing Title: Informational Filing Regarding Planned Transfer

Company Filing Identifier: 673

Type of Filing Code: 70

Associated Filing Identifier:

Tariff Title: Market-Based Rate Tariff of Pleasants Energy, LLC

Tariff ID: 1

Payment Confirmation:

Suspension Motion:

Tariff Record Data:

Document Content(s)

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