STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC For a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction

21-M-_____

VERIFIED JOINT PETITION FOR A DECLARATORY RULING ESTABLISHING THE WALLKILL PRESUMPTION TO A PROPOSED TRANSACTION OR, IN THE ALTERNATIVE, APPROVAL OF A PROPOSED TRANSACTION

I. INTRODUCTION

This Verified Joint Petition ("Petition") is submitted pursuant to 16 NYCRR § 8.1 by Ironclad Energy Holdings LLC ("Ironclad Holdings"), Ironclad Energy Thermal LLC ("Ironclad Thermal"), Ironclad Energy Partners LLC ("Ironclad Partners"), RED-Rochester, LLC ("RED-Rochester"), and SEEIT Red Holdco LLC ("SEEIT RED," and collectively with Ironclad Partners, Ironclad Holdings, Ironclad Thermal, and RED-Rochester, the "Petitioners").

A. Request For Relief

The Petitioners request that the Public Service Commission ("Commission" or "PSC") issue a declaratory ruling that the proposed upstream transfer of ownership interests in RED-Rochester, an electric, gas, steam, and water corporation subject to the Commission's lightened regulation, effectuated through a sale by Ironclad Holdings of 100% of its ownership interests in Ironclad Thermal to SEEIT RED (the "Transaction"), is entitled to the Wallkill Presumption that no further review of the Transaction is required under Public Service Law ("PSL") Sections 70, 83

and 89-h.[1] In the alternative, in the event that the Wallkill Presumption is not applicable, Petitioners seek an order approving the upstream transfer of ownership interests in RED-Rochester to SEEIT RED, pursuant to PSL Sections 70, 83 and 89-h. The Transaction will not change the management or operations of RED-Rochester, will not harm the interests of ratepayers, and will not permit the exercise of horizontal or vertical market power.

Petitioners also seek a declaratory ruling, (or alternatively, an order), continuing the currently-applicable lightened regulatory regime and financing approval granted pursuant to Sections 69, 82, and 89-f of the PSL to RED-Rochester following closing of the Transaction.

In addition, Petitioners respectfully request that the Commission expedite review of the Petition and issue a declaratory ruling in this proceeding at its May 13, 2021 Session finding that the Wallkill Presumption is applicable and no further review is necessary. Alternatively, should the Commission decide to review the Transaction, Petitioners respectfully request that the Commission issue an order approving the Transaction as soon as practicable thereafter. Petitioners note that all other necessary regulatory approvals or processes are expected to be issued or concluded prior to May 13, 2021.

II. DESCRIPTION OF PETITIONERS

A. Buyer Parties

SEEIT RED is a Delaware corporation formed for the purposes of this Transaction to hold the acquired interests in Ironclad Thermal. SEEIT RED is indirectly wholly owned by SDCL

[1] Case 13-M-0028 – *RED-Rochester LLC and Eastman Kodak Company - Petition for Approval to Transfer Regulated Utility Assets at Eastman Kodak Park, Approval to Transfer Certificates of Public Convenience and Necessity, for Continued Lightened and Incidental Regulation, Approval of Financing, and Authorization, to the Extent Necessary, for Submetering*, One-Commissioner Order Approving Transfer Subject to Conditions, Providing for Lightened Ratemaking Regulation, and Making Other Findings (issued May 30, 2013) ("RED Transaction Order").

Energy Efficiency Income Trust, Plc ("SEEIT"), which is managed by Sustainable Development Capital, LLP ("SDCL"). SEEIT is listed on the London Stock Exchange (ticker: SEIT). SEEIT's current market capitalization, together with committed credit facilities, is approximately $1.0 billion. It has capacity to grow substantially through further equity issuance under its placing program as it has done multiple times since its inception in 2018.

The transaction has a strong fit with the investment policy, strategy, and approach of SEEIT. In particular, the transaction has very relevant similarities and potential synergies with Primary Energy, a portfolio of recycled energy and cogeneration projects located in Indiana, USA in which SEEIT owns a 65% equity stake. The 298 MW portfolio consists of five operating projects which generate low-cost, efficient energy with substantial environmental benefits via three recycled energy projects and one natural gas combined heat and power project. The portfolio projects are located within the Indiana Harbor Works and involve two of the most efficient and advanced steel mills in the United States.

SDCL is a UK-based institutional investment firm, authorized and regulated in the UK by the Financial Conduct Authority and by the SEC and FINRA in the USA. Established in 2007, SDCL specializes in sustainable infrastructure investment, typically in partnership with developers, independent power producers, and original equipment manufacturers. SDCL is headquartered in London with offices in New York, Madrid, Hong Kong, Singapore, and Dublin. Within its investment management business, SDCL currently manages institutional investment funds backed by four governments and benefits from extensive experience of infrastructure investments and public-private partnerships.

SDCL currently manages a number of investment vehicles, both companies and funds, that specialize in development of and investment in efficient and decentralized generation of energy. That portfolio currently includes:

- A 298 MW portfolio of recycled energy and cogeneration projects, Indiana, US (65% interest);
- A 175 MW portfolio of commercial and industrial solar and storage portfolios, US;
- A 125 MW natural gas CHP and biomass in Andalucía, Spain;
- A 100 MW natural gas CHP development at Grange Castle Business Park, Dublin;
- Acquisition of the operational and regulated gas distribution network in Stockholm, Sweden;
- Acquisition of operational CHP project portfolio from Tecogen, NE, US;
- A UK combined Cooling, Heat, and Power at Citigroup Datacentre, London;
- A combined Cooling, Heat, and Power facility at St Bart's Hospital, London;
- Natural gas fired steam generation boilers at Huntsman Polyurethanes, Teeside;
- A combined Cooling, Heat, and Power facility at Citigroup Headquarters, New York;
- A combined Heat and Power facility at Intercontinental Hotel, Dublin; and
- LED financing at Santander branches and offices, UK.

B. Seller Parties

RED-Rochester is a lightly regulated gas, electric, steam, and water utility that owns and operates utility systems at the Eastman Business Park ("EBP"). RED-Rochester is organized under the laws of the State of New York and is a wholly-owned, direct subsidiary of Ironclad Thermal, a Delaware limited liability company, which is a wholly-owned, direct subsidiary of Ironclad Holdings, a Delaware limited liability company, which itself is a wholly-owned, direct subsidiary

of Ironclad Energy Partners LLC, a Delaware limited liability company. Ironclad Partners is a joint venture between Ironclad Energy Ventures LLC and an affiliate of Stonepeak Infrastructure Fund II (AIV) LP.[2]

Ironclad Partners was formed for the purpose of acquiring, developing, owning and making additional capital investments in middle market generation facilities similar to RED-Rochester. Ironclad Holdings and Ironclad Thermal were formed to provide operational flexibility within the Ironclad corporate structure.[3] The Ironclad entities have no ownership in New York generation, transmission, or distribution assets other than RED-Rochester.

III. BACKGROUND

A. Eastman Business Park

EBP is an approximately four mile by one mile industrial park owned by Eastman Kodak Company ("Kodak"), located in the City of Rochester, New York and the Town of Greece, New York. To support its industrial and manufacturing operations in EBP, Kodak developed, operated, and maintained extensive generation and utility distribution systems, including interconnected natural gas, interconnected electric, steam, chilled water, compressed air, sewer, and water utility distribution facilities. EBP is an extensive industrial site with highly developed infrastructure that is attractive to businesses seeking to site or expand industrial or manufacturing operations. From inception until 2013, Kodak operated its EBP utilities business through a separate division of Eastman Kodak Company (the "EBPUB"). As explained below, in 2013 the EBPUB facilities were purchased by and are currently operated by RED-Rochester.

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2 *See generally* Case 17-M-0072 – *Joint Petition for a Declaratory Ruling Regarding an Intra-Corporate Restructuring*, Declaratory Ruling on Intra-Corporate Reorganization (issued March 13, 2017) ("RED-Rochester Reorganization Ruling").

3 *Id.*

B. The Facilities

The key asset of RED-Rochester is a "tri-generation" power plant (the "Power Plant") that simultaneously generates electricity, steam, and refrigeration for use at EBP. The Power Plant consists of four high-pressure natural gas boilers and one medium-pressure dual fuel backup boiler.[4] The electric generating facilities have a nameplate capacity of 117 MW, with a net export/import capacity of 41 MW at the point where the generating facilities interconnect to the electricity transmission grid. RED-Rochester also owns other facilities used to distribute the products of the Power Plant, and to generate, collect, treat, and distribute utility services.

RED-Rochester currently supplies utility services to Kodak as well as 14 additional independent businesses in EBP that are RED-Rochester's direct utility customers (the "Customers").[5] As part of Kodak's load, Kodak's utility usage includes utilities used by its more than 60 Tenants. There are approximately 5,500 employees on site at EBP in addition to the Kodak employees on site.

RED-Rochester's Customers take utility service pursuant to a long-term contract known as the Utility Services Agreement. RED-Rochester provides delivery services for Customers within EBP, and Customers may choose full service or select providers of electric and gas commodity.

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[4] Formerly, RED-Rochester owned and operated four coal-fired boilers, but as part of its acquisition of EBP from Eastman Kodak Company, converted them to natural gas-fired boilers. *See generally* Case 16-M-0370 – *Joint Petition of RED-Rochester, LLC, RED Investment, LLC, RED Parent, LLC, Ironclad Energy Partners LLC, Ironclad Energy Ventures, LLC and Stonepeak Infrastructure Fund II LP for a Declaratory Ruling Establishing the Wallkill Presumption, or Alternatively, Approval of Upstream Transfer of Ownership Interests of RED-Rochester, LLC*, Declaratory Ruling on Review of Acquisition Transactions (issued August 2, 2016) ("Ironclad Ruling").

[5] The remainder of the independent businesses in EBP are businesses that rent space from Kodak or the other building owners ("Building Owners") within EBP. RED-Rochester bills Kodak and the Building Owners for utility services and the tenants pay their respective landlord through their own private arrangements. There are more than 60 such customers ("Tenants").

The terms of the existing Utility Services Agreement require that any rate changes must be approved by a committee of existing Customers, known as the "Coordination Committee." RED-Rochester's ability to modify pricing and terms of the Utility Service Agreement is predicated on the consent of a super-majority of RED-Rochester Customers based on volumes of the most recent quarter.

Importantly, the RED-Rochester services are not all regulated services. The utility services falling within the Commission's jurisdiction are electricity, natural gas, steam, untreated industrial water, fire water, and potable water. The other utility services are compressed air, demineralized water, high purity water, nitrogen, calcium chloride brine, chilled water, and waste water treatment.

The Power Plant is currently managed and operated by RED-Rochester employees. Approximately 114 on-site RED-Rochester employees are involved in the management and operation of the utility facilities.

C. Kodak's Prior Proceedings Before the Commission

In 2004, the Commission issued an order granting Certificates of Public Convenience and Necessity ("CPCNs") authorizing Kodak to furnish retail gas, electric, and steam service within the Eastman Park.[6] The scope of the CPCNs was the then-existing boundaries or "Geographic Border" of the Eastman Park in 2004, which encompasses the footprint of its utility territory ("EBP Utility Service Area").[7] The 2004 Kodak Order also authorized water service without requiring a

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[6] *See* Case 04-M-0388 – *Petition of Eastman Kodak Company to Provide Utility Service in Kodak Park, Located in the City of Rochester and Town of Greece, Monroe County,* Order Granting Certificates of Public Convenience and Necessity and Providing for Lightened and Incidental Regulation (issued Aug. 2, 2004) ("2004 Kodak Order").

[7] Case 04-M-0388, *supra,* Joint Proposal of Eastman Kodak Company and Rochester Gas & Electric (filed July 2, 2004) at 1 ("2004 Joint Proposal").

CPCN.[8] The Commission granted Kodak incidental and lightened regulatory status exempting it from keeping accounts, records, and books, and from filing annual reports, rate schedules, and tariffs for its electric, gas, and steam service.[9] These exemptions were subject to consumer protections and other requirements in the lightened regulatory scheme as set forth in the 2004 Kodak Order.[10] The Commission also granted Kodak an incidental regulation exemption for gas service based on its limited gas service to fewer than twenty customers.[11]

Pursuant to the terms of the Joint Proposal agreement between Kodak and Rochester Gas and Electric Corporation ("RG&E"), which was adopted by the Commission, the gas and electric CPCNs issued to Kodak were "non-exclusive . . . on the terms described [in the Joint Proposal]."[12] The Joint Proposal included the requirements, adopted in the 2004 Kodak Order, that: (1) Kodak make its electric and natural gas distribution facilities available to competitive commodity suppliers, including RG&E, on a non-discriminatory basis; (2) Kodak would, if necessary, develop and file rates for delivery service to RG&E or other competitive commodity suppliers; (3) RG&E would have the right, but not the obligation, to provide electric and gas delivery service within the EBP Utility Service Area in the event that Kodak (or its successor) ever failed to perform its obligations under the CPCN with respect to electric and gas delivery service; (4) Kodak would not provide natural gas and/or electric utility service outside of EBP Utility Service Area; (5) Kodak would not provide natural gas and/or electric utility service to residential customers within EBP

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8 2004 Kodak Order at 18.

9 *Id.* at 11, 16, and 20.

10 *Id.*

11 *Id.* at 11.

12 2004 Joint Proposal at 2.

Utility Service Area; and (6) the Joint Proposal also defined the "Geographic Boundaries" of the EBP Utility Service Area as the boundaries of EBP.[13]

The Commission also determined that Kodak need not obtain a CPCN to operate its water plant or provide water service to customers within those portions of its service area located in the Town of Greece.[14] However, as to water service in the portion of the service area located in the City of Rochester, Kodak was first required to obtain a franchise from the City of Rochester before offering such water services.[15] Kodak subsequently obtained a water franchise from the City of Rochester covering both potable and industrial water.

D. Kodak's Sale of EBPUB to RED-Rochester

On May 30, 2013, the Commission approved the transfer of the EBPUB assets from Kodak to RED-Rochester.[16] The RED Transaction Order was later confirmed by an Order of the full Commission, which also granted CPCNs to RED-Rochester.[17]

In the RED Transaction Order and RED CPCN Order, the Commission established the scope of RED-Rochester's CPCNs. The terms of those CPCNs were essentially unchanged from the 2004 Kodak Order, consistent with RED-Rochester's petition requesting the same conditions and lightened-regulation as Kodak. Thus, RED-Rochester's CPCNs for steam, electric and gas comprise the same EBP Utility Service Area (the historic boundaries of EBP) as Kodak.[18] RED-

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13 2004 Kodak Order at 6-7; *see also* 2004 Joint Proposal at 1-3.

14 2004 Kodak Order at 18.

15 *Id.* at 19.

16 *See generally* RED Transaction Order.

17 Case 13-M-0028, *supra,* Order Confirming Prior Order and Granting Certification of Public Convenience and Necessity (issued June 13, 2013) ("RED CPCN Order").

18 *Id.* at 4. If it seeks to provide service outside of the park, RED-Rochester must obtain an amendment to the relevant CPCN. *Id.*

Rochester must make its electric and natural gas distribution facilities available to competitive commodity suppliers, including RG&E, on a non-discriminatory basis, and must develop and file rates for delivery service to RG&E or other competitive commodity suppliers.[19] As originally issued to Kodak, the CPCNs were also non-exclusive to the extent that RG&E has the right, but not the obligation, to provide electric and gas delivery service within the EBP Utility Service Area in the event that Kodak or its successor (RED-Rochester) ever failed to perform its obligations under the CPCN with respect to electric and gas delivery service.[20] Finally, the CPCNs as originally issued to Kodak did not permit the provision of natural gas and/or electric service to residential customers within EBP Utility Service Area.[21]

E. RED-Rochester's Sale to Ironclad

On August 2, 2016, the Commission ruled that no further Commission review was required for a proposed upstream transfer of ownership interests in RED-Rochester, wherein Ironclad acquired a 100% ownership interest in the upstream parent of RED-Rochester.[22] The Ironclad Ruling confirmed that "lightened regulation of RED-Rochester will continue as described in [the RED Transaction Order]."[23] This lightened regulatory regime was again confirmed in 2017 in the RED-Rochester Reorganization Ruling, wherein the Commission approved an intra-corporate

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19 *Id.* at 4-5.

20 RED Transaction Order at 21; 2004 Joint Proposal at 2.

21 RED Transaction Ord*er* at 6. The RED CPCN Order also noted that "other than competitive gas and electric commodity supply, customers must purchase all their utility service requirements from RED. The CPCNs will not be interpreted as overriding the two contractual arrangements on this point." RED CPCN Order, at 5.

22 *See generally* Ironclad Ruling.

23 *Id.* at 7.

reorganization which inserted two upstream entities (Ironclad Thermal and Ironclad Holdings) into the corporate ownership structure upstream of RED-Rochester.[24]

F. Description Of The Transaction

The Petitioners, through arms-length negotiations, agreed to the terms and conditions of a Membership Interest Purchase Agreement ("MIPA"). The closing of the Transaction is contingent on obtaining approval of the Commission either in the form of a declaratory ruling applying the Walllkill Presumption or an order approving the transfer of ownership interests under PSL §§ 70, 83, and 89-h, without a material increase in the regulatory requirements applicable to RED-Rochester's operations.

The MIPA provides for the sale of 100% of Ironclad Holding's interest in Ironclad Thermal to SEEIT RED. Importantly, the Transaction would not change the management or operation of RED-Rochester. No immediate material changes in the staffing, management, operation or ownership of the utility facilities beyond the Transaction are anticipated at this time. Ironclad Partners will provide transitional assistance for a reasonable period of time following closing.

IV. No Further Review of the Transaction is Required because the Wallkill Presumption Applies

No further review of the Transaction is required because the Wallkill Presumption applies. Under PSL §§ 70, 83, and 89-h, the Commission's approval is required before a regulated gas, electric, steam, or water corporation may transfer ownership interests in utility facilities. The Commission has determined that PSL § 70 applies to transactions involving electric and gas

[24] RED-Rochester Reorganization Ruling at 7-8.

corporations that occur at the parent or holding company (*i.e.*, upstream) level.[25] Similar review is required of upstream transfers in steam corporations[26] and water-works corporations.[27]

Notwithstanding the Commission's Wallkill Ruling that Section 70 applied to upstream transfers, the Commission subsequently adopted the so-called "Wallkill Presumption" that the Commission need not apply Section 70 oversight to upstream transfers of ownership interests in wholesale generation facilities unless there is a potential for harm to the interests of captive ratepayers sufficient to overrule the presumption.[28] In addition to electric corporations to which Section 70 is expressly applicable, the Wallkill Presumption has been applied to steam corporations and gas corporations.[29]

In the RED Transaction Order, the Commission made the Wallkill Presumption expressly applicable to all regulated services at EBP including electric, gas, steam, and water service, stating that "RED may avail itself of [the] presumption" with respect to PSL Section 70 (gas and electric),

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[25] *See* Case 91-E-0350 – *Wallkill Generating Company, L.P. - Petition for Declaratory Ruling That the Public Service Law Is Inapplicable, or that Further Regulation Thereunder Is Unnecessary, or in the Alternative that Light-Handed Regulation Be Applied*, Declaratory Ruling on Regulatory Policies Affecting Wallkill Generating Company and Notice Soliciting Comments (issued August 21, 1994) at 12-13 ("Wallkill Ruling").

[26] *E.g.* Case 04-E-1364 – *Sithe Energies, Inc., et al. - Joint Petition for a Declaratory Ruling Regarding Application of Public Service Law § 70 and § 83 to a Proposed Transfer of Indirect Ownership Interests in Sithe Energies*, Declaratory Ruling on Review of Stock Transfers (issued Jan. 14, 2005) ("2005 Sithe Ruling").

[27] *E.g.* Case 99-W-1542 – *Joint Petition of United Water Resources, Inc. and Lyonnaise American Holding, Inc. for Approval of the Acquisition by Lyonnaise American Holding, Inc. of the Stock of United Water Resources, Inc. It Does Not Already Own*, Order Approving Stock Acquisition (issued July 27, 2000).

[28] Wallkill Ruling at 9-10.

[29] *See, e.g.* 2005 Sithe Ruling (steam); 13-G-0394 – *Verified Joint Petition of Emkey Energy, LLC, et al., for a Declaratory Ruling Regarding a Transfer of Membership Interests or, in the Alternative, an Approval Pursuant to Section 70,* Declaratory Ruling on Review of Transfer Transaction (issued Oct. 22, 2013) (gas).

83 (steam) and that transfers under Section 89-h (water) will follow those for Sections 70 and 83, as long as the Wallkill Presumption remains valid.[30] The Commission subsequently confirmed the applicability of the Wallkill Presumption to upstream ownership transfers in RED-Rochester in the Ironclad Ruling, when it applied the Wallkill Presumption to Ironclad's acquisition of 100% of the membership interests in the upstream parent of RED-Rochester.[31] As indicated above, the sale of Ironclad Holdings' interests in Ironclad Thermal is upstream of RED-Rochester and therefore does not involve the direct owner of utility systems at EBP.

A. The Transaction Does Not Enable SEEIT RED to Exercise Market Power

Under its Wallkill Presumption, the Commission determines whether the transfer would pose the risk of vertical or horizontal market power to the detriment of captive ratepayers, or otherwise harm captive ratepayers.[32]

Here, the Transaction does provides neither SEEIT RED nor its affiliates the ability to exercise horizontal or vertical market power. SEEIT RED, SEEIT, SDCL, and their affiliated entities have none of the relevant ownership interests in generation assets, transmission and distribution assets, nor ownership or affiliations with the inputs of generation, or with retail energy or power marketers in New York or its neighboring markets, the PJM Interconnections LLC and ISO New England, Inc. ("ISO-NE") markets. Of the assets listed above, the only New York assets are: 1) an SDCL managed, but not owned, behind the meter non-jurisdictional combined cooling, heat, and power facility at Citigroup Headquarters, New York City; and 2) solar and storage

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30 *See* RED Transaction Order at 36-37 (gas, electric & steam) and 40 (water); *see also* 2004 Kodak Order at 13, 17 (making Wallkill Presumption available to electric, gas and steam service).

31 Ironclad Ruling at 6.

32 *Id.* at 6-7.

projects totaling 3 MW downstate. In essence, market concentration in the electric generation market will not increase, nor will the transaction result in any entity having substantial influence over the inputs into electric generation or electricity transmission or distribution.

Nor does the Transaction otherwise harm captive ratepayers. The Utility Services Agreements will continue unchanged following the Transaction, and thus would continue to be obligations of RED-Rochester, and by extension, SEEIT RED. Said differently, RED-Rochester's existing long-term contracts remain in full force and unchanged. Further, neither SEEIT RED nor RED-Rochester can exercise undue market power with EBP customers because the terms of the existing Utility Services Agreements require rate changes to be approved by the Coordinating Committee of EBP utility service customers. SEEIT RED's ability to modify pricing and terms of the Utility Services Agreements is predicated on the consent of a super-majority of RED-Rochester customers on the Coordinating Committee, exactly as it is today. Moreover, SEEIT RED does not intend to change the day-to-day operations or staffing at the facility. Finally, in conjunction with the Transaction, Ironclad Partners will provide transition services in order to ensure a smooth transition, and the current corporate team will be offered an asset management contract. Accordingly, the upstream change of ownership does not create the potential for exercise of market power horizontally, vertically or within the EBP and, in fact, will not directly impact RED-Rochester's day-to-day operations or its customers.

Indeed, the Transaction is analogous to the transaction the Commission approved in the Ironclad Ruling. Therein, RED-Rochester and other petitioners sought Commission approval of RED-Rochester's parent to Ironclad Partners.[33] The Commission found no horizontal or vertical market power issues, nor any harm to captive ratepayers as a result of the Ironclad Partners

[33] *Id.* at 3-4.

transaction.[34] Here, the only functional difference between the transaction in the Ironclad Ruling and the Transaction is the identity of the buyer. Accordingly, the Commission should apply the Wallkill Presumption and find that no further review of the Transaction is necessary.

B. The Transaction is in the Public Interest

To the extent the Commission does not apply the Wallkill Presumption, the Commission should approve the Transaction and grant any other necessary approvals to allow consummation of the Transaction because the Transaction is in the public interest. The Commission reviews with reduced scrutiny transfers involving lightly regulated entities.[35] In reviewing a proposed transfer of ownership interests in a lightly regulated entity under PSL § 70, the Commission typically considers: (1) whether the proposed transfer might enable the transferee entity, or any affiliates thereof, to market power or pose the potential for other transactions detrimental to captive ratepayer interests; (2) the financial integrity of the transferee entity; and (3) the transferee's ability to render safe, adequate and reliable service.[36]

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[34] *Id.* at 7-8.

[35] Case 18-G-0771 – *Petition of Selkirk Cogen Partners, L.P. and SABIC Innovative Plastics, LLC for a Declaratory Ruling Concerning the Transfer of Ownership of a Gas Pipeline, or, in the Alternative Approval Pursuant to Section 70 of the Public Service Law*, Order Approving Transfer and Making Other Findings (issued June 18, 2019); *see also* Case 05-E-01341, *Petition of Orion Power Holdings, Inc., Astoria Generating Company, L.P. and Astoria Generating Company Acquisitions, LLC for Approval of Ownership Transfer Transactions and Authority to Issue Corporate Debt*, Order Approving Transfer and Financings and Making Other Findings (February 15, 2006) at 6 ("Orion Order").

[36] Case 16-E-0472 – *Joint Petition of Entergy Nuclear FitzPatrick, LLC and Exelon Generation Company, LLC Pursuant to Section 70 of the New York Public Service Law for Approval of the Transfer of the James A. FitzPatrick Nuclear Power Plant and Related Assets and for a Declaratory Ruling Continuing Lightened Regulation*, Order Approving Transfer and Continuing Lightened Regulation (issued November 17, 2016) at 12; *see also* the Orion Order at 6 (finding that a transaction is in the public interest if a transaction does not result in the concentration of market power and the transferred assets will be safely and adequately operated).

As discussed more fully above, SEEIT RED and its affiliates do not have the ability to exercise horizontal or vertical market power and the Transaction does not provide them the ability to exercise horizontal or vertical market power to the detriment of captive ratepayers or otherwise harm captive ratepayers.

Additionally, as discussed above, SEEIT RED, SEEIT and SDCL have the necessary experience and financial and operational resources to effectively manage and fund operations of RED-Rochester and to ensure that it continues to provide safe and adequate service. SEEIT RED intends to own and operate RED-Rochester for the long term. SEEIT RED intends to invest additional capital to further improve system efficiency and leverage its global industry relationships to attract new customers and projects to the park.

Finally, the regulated utility services provided by RED-Rochester to Kodak and the customers at Eastman Park would be safe and adequate. First and foremost, the operations of RED-Rochester and its terms of service would remain unchanged following the Transaction; safe and adequate service would continue. Moreover, as described above, SEEIT RED has extensive experience owning, operating, maintaining, and managing industrial utility projects similar to that owned by RED-Rochester. Finally, in addition to the transition services provided by Ironclad Partners and the continuity of RED-Rochester senior management, all staff – including but not limited to environmental health and safety professionals – employed at RED-Rochester will remain in place. RED-Rochester will continue the long track record of safe and adequate service at EBP following closing.

V. LIGHTENED REGULATION AND FINANCING

The Transaction will cause no changes to RED-Rochester that should affect the Commission's prior determinations granting lightened regulation in the RED Transaction Order

and RED CPCN Order. In past decisions, the Commission has found that lightly regulated entities operating in competitive markets should continue to be lightly regulated following upstream transfers of their ownership interests.[37] Thus, Petitioners request the Commission's confirmation that, upon the closing of the Transaction, RED-Rochester will continue to be subject to lightened regulation with the same terms established in the RED Transaction Order and the RED CPCN Order.

In addition, Petitioners seek confirmation that the financing approval granted to RED-Rochester under PSL §§ 69, 82, and 89-f will remain in place.[38] The Financing Order granted RED-Rochester authorization to incur indebtedness up to a maximum amount of $200 million, along with the requested flexibility to modify, without prior approval, the identity of the financing entities, payment terms, and the amount financed.[39] The Petitioners respectfully request that the Commission affirm that this approval will remain in place after closing.

VI. EXPEDITED REVIEW

RED-Rochester has successfully completed the conversion from a coal based facility to a clean burning natural gas facility. This Transaction is to identify a new ultimate owner with expertise and capital to make further investments in the Facility and further enhance the value proposition for new and existing customers in EBP. Accordingly, Petitioners respectfully request that the Commission expedite its review to the maximum extent practicable. Petitioners note that

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[37] Ironclad Order at 7; *see also* Case 18-E-0539 – *Petition for a Declaratory Ruling Regarding the Transfer of Upstream Interests in Astoria Energy II LLC or, In the Alternative, Approval Pursuant to Section 70 of the Public Service Law,* Declaratory Ruling on Transfer and Making Other Findings (issued October 22, 2018) at 19-20.

[38] Case 20-M-0316 – *Petition of RED-Rochester, LLC for Order Approving Financing Pursuant to Sections 69, 82, and 89-f of the New York State Public Service Law,* Order Approving Financing (Nov. 20, 2020) ("Financing Order").

[39] *Id.* at 5.

all other necessary regulatory approvals or processes are expected to be issued or concluded prior to the time that the Commission issues its declaratory ruling or order.

VII. SEQRA

Should the Commission find it must review the Transaction under PSL §§ 70, 80, and 89-h, the Commission is required to determine whether its action in this proceeding may have a significant impact on the environment under the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617 and 16 NYCRR Part 7). The Transaction does not meet the definition of Type I or Type II actions listed in 6 NYCRR §§ 617.4, 617.5, and 16 NYCRR § 7.2 and, therefore, is appropriately classified as an "unlisted action" under SEQRA. Accordingly, it is proper for the Commission to declare itself the SEQRA "lead agency," to conduct an environmental assessment, and determine the significance of the proposed actions if it determines that it must issue an order under PSL §§ 70, 83, and 89-h. To facilitate such assessment, attached hereto is a Short Environmental Assessment Form with Part I completed, describing and evaluating the potential impact, if any, of the Transaction.

No significant adverse environmental effect will result from the Transaction. There will be no physical or operational changes to the Power Plant or RED-Rochester's other facilities and assets as a result of the Transaction. As such, the Transaction will not cause new environmental impacts and, thus a negative declaration and no further environmental review is appropriate.

VIII. CONCLUSION

For the reasons stated above, the Joint Petitioners respectfully request that the Commission issue the following rulings on an expedited basis and on or before its May 13, 2021 session:

1. Declaring that no further review of the Transaction is required under PSL §§ 70, 83, and 89-h or, in the alternative, approving the Transaction under PSL §§ 70, 80, and 89-h; and
2. Confirming the continuation of the Commission's lightened regulation regime and financing approval granted under PSL §§ 69, 82, and 89-f to RED-Rochester.

Dated: April 6, 2021
Albany, New York

Respectfully submitted,

Adam T. Conway

Adam T. Conway, Esq.
Russell W. King, Esq.
COUCH WHITE, LLP
Attorneys for Ironclad Energy Holdings, LLC
540 Broadway
P.O. Box 22222
Albany, New York 12201-2222
(518) 426-4600
aconway@couchwhite.com
rking@couchwhite.com

Respectfully submitted,

David B. Johnson

David B. Johnson, Esq.
Konstantin Podolny, Esq.
READ AND LANIADO, LLP
Attorneys for SEEIT Red HoldCo Limited
25 Eagle St.
Albany, New York 12207
(518) 465-9313
dbj@readlaniado.com
kp@readlaniado.com

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC For a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction

21-M-_____

VERIFICATION

I, CHRISTOPHER FANELLA, being duly sworn according to law, deposes and states as follows:

1. I am the President, Chief Financial Officer & Secretary of Ironclad Energy Holdings, LLC a petitioner in the captioned proceeding. I am authorized to make this Verification on its behalf.

2. I have read the contents of the Verified Petition to which this Verification is attached, and hereby verify that the statements therein contained are true and accurate to the best of my knowledge, information and belief with respect to Ironclad Energy Holdings, LLC.

CHRISTOPHER FANELLA

Sworn to and Subscribed before me,
this 6th day of April, 2021

OFFICIAL SEAL
CHARLOTTE C TOERBER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES SEP. 22, 2023

Charlotte C. Toerber
Notary Public

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC For a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction

21-M-_____

VERIFICATION

I, CHRISTOPHER FANELLA, being duly sworn according to law, deposes and states as follows:

1. I am the President, Chief Financial Officer & Secretary of Ironclad Thermal, LLC a petitioner in the captioned proceeding. I am authorized to make this Verification on its behalf.

2. I have read the contents of the Verified Petition to which this Verification is attached, and hereby verify that the statements therein contained are true and accurate to the best of my knowledge, information and belief with respect to Ironclad Thermal, LLC.

CHRISTOPHER FANELLA

Sworn to and Subscribed before me,
this 6th day of April, 2021

OFFICIAL SEAL
CHARLOTTE C TOERBER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES SEP. 22, 2023

Charlotte C. Toerber
Notary Public

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

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21-M-_____

VERIFICATION

I, CHRISTOPHER FANELLA, being duly sworn according to law, deposes and states as follows:

1. I am the President, Chief Financial Officer & Secretary of Ironclad Energy Partners, LLC a petitioner in the captioned proceeding. I am authorized to make this Verification on its behalf.

2. I have read the contents of the Verified Petition to which this Verification is attached, and hereby verify that the statements therein contained are true and accurate to the best of my knowledge, information and belief with respect to Ironclad Energy Partners, LLC.

CHRISTOPHER FANELLA

Sworn to and Subscribed before me,
this 6th day of April, 2021

OFFICIAL SEAL
CHARLOTTE C TOERBER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES SEP. 22, 2023

Charlotte C. Toerber
Notary Public

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC For a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction

21-M-_____

VERIFICATION

I, CHRISTOPHER FANELLA, being duly sworn according to law, deposes and states as follows:

1. I am the Senior Vice President, Chief Financial Officer & Secretary of RED-Rochester, LLC a petitioner in the captioned proceeding. I am authorized to make this Verification on its behalf.

2. I have read the contents of the Verified Petition to which this Verification is attached, and hereby verify that the statements therein contained are true and accurate to the best of my knowledge, information and belief with respect to RED-Rochester, LLC.

CHRISTOPHER FANELLA

Sworn to and Subscribed before me,
this 6th day of April, 2021

OFFICIAL SEAL
CHARLOTTE C TOERBER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES SEP. 22, 2023

Charlotte C. Toerber
Notary Public

BEFORE THE
NEW YORK STATE PUBLIC SERVICE COMMISSION

Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC for a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction

P.M.
04-05-21
~~21-M-~~_____

VERIFICATION

David Maxwell, being duly sworn according to law, deposes and states as follows:

1. I am the Chief Executive Officer of SEEIT Red Holdco LLC, a petitioner in the captioned proceeding. I am authorized to make this Verification on its behalf.

2. I have read the contents of the Verified Petition to which this Verification is attached, and hereby verify that the statements therein contained are true and accurate to the best of my knowledge, information and belief with respect to SEEIT Red Holdco LLC.

D. Maxwell

David Maxwell

Sworn to and Subscribed before me,
this 7th day of April, 2021

Notary Public

AUGUSTO MADERA
NOTARY PUBLIC-STATE OF NEW YORK
No. 01MA6366602
Qualified In New York County
My Commission Expires 10-30-2021

Short Environmental Assessment Form
Part 1 - Project Information

Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information

Name of Action or Project:
Transfer of Upstream Ownership Interests

Project Location (describe, and attach a location map):
N/A

Brief Description of Proposed Action:
Applicants request that the Public Service Commission issue: (1) a declaratory ruling that a proposed transfer of upstream ownership interests does not require Commission approval pursuant to Public Service Law Sections 70, 83, and 89-h; (2) in the alternative, approval of the transaction; and (3) confirmation of continued lightened regulation and financing status.

Name of Applicant or Sponsor:	Telephone: 518-426-4600
Adam I. Conway, Esq., Counsel to Joint Petitioners	E-Mail: aconway@couchwhite.com

Address:
540 Broadway

City/PO:	State:	Zip Code:
P.O. Box 22222, Albany	NY	12201

	NO	YES
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.	☑	☐
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval:	☑	☐

3. a. Total acreage of the site of the proposed action? N/A acres
   b. Total acreage to be physically disturbed? N/A acres
   c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? N/A acres

4. Check all land uses that occur on, are adjoining or near the proposed action:
   ☐ Urban ☐ Rural (non-agriculture) ☐ Industrial ☐ Commercial ☐ Residential (suburban)
   ☐ Forest ☐ Agriculture ☐ Aquatic ☑ Other(Specify): N/A
   ☐ Parkland

	NO	YES	N/A
5. Is the proposed action,			
a. A permitted use under the zoning regulations?	☐	☐	☑
b. Consistent with the adopted comprehensive plan?	☐	☐	☑

	NO	YES
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	☐	☑

	NO	YES
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?		
If Yes, identify: N/A	☐	☐

	NO	YES
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	☑	☐
b. Are public transportation services available at or near the site of the proposed action? N/A	☐	☐
c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action? N/A	☐	☐

	NO	YES
9. Does the proposed action meet or exceed the state energy code requirements?		
If the proposed action will exceed requirements, describe design features and technologies: N/A	☐	☐

	NO	YES
10. Will the proposed action connect to an existing public/private water supply?		
If No, describe method for providing potable water: N/A	☐	☐

	NO	YES
11. Will the proposed action connect to existing wastewater utilities?		
If No, describe method for providing wastewater treatment: N/A	☐	☐

	NO	YES
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places? N/A	☐	☐
b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	☐	☐

	NO	YES
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency? N/A	☐	☐
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?	☑	☐
If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres:		

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:

☐ Shoreline ☐ Forest ☐ Agricultural/grasslands ☐ Early mid-successional

☐ Wetland ☐ Urban ☐ Suburban

	NO	YES
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered? N/A	☐	☐
16. Is the project site located in the 100-year flood plan? N/A	☐	☐
17. Will the proposed action create storm water discharge, either from point or non-point sources?	☑	☐
If Yes,		
a. Will storm water discharges flow to adjacent properties?	☐	☐
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?	☐	☐
If Yes, briefly describe:		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)?	☑	☐
If Yes, explain the purpose and size of the impoundment:		
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?	☐	☐
If Yes, describe: N/A		
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?	☐	☐
If Yes, describe: N/A		

I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE

Applicant/sponsor/name: Russell W. King, Esq. Date: April 5, 2021

Signature: _____ Title: Counsel to Joint Petitioners

PRINT FORM

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC For a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction

21-M-_____

STATE OF NEW YORK)
) ss:
COUNTY OF ALBANY)

AFFIDAVIT OF SERVICE

Russell W. King, being duly sworn according to law, deposes and states as follows:

1. I am an employee of the law firm Couch White, LLP, counsel for Petitioners. I am over 18 years of age and reside in Albany County, NY.

2. On April 6, 2021, I served a copy of the Verified Joint Petition of Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC, and SEEIT Red Holdco LLC for a Declaratory Ruling Establishing the Wallkill Presumption to a Proposed Transaction or, in the Alternative, Approval of a Proposed Transaction to the parties listed in **Exhibit A**, attached hereto, via email and U.S. Mail.

Russell W. King, Esq.

Sworn to and Subscribed before me,
this 6th day of April, 2021

Notary Public

NICHOLAS BRADT
Notary Public, State of New York
Qualified in Schenectady Co., No. 01BR6258009
Commission Expires: 03-19-2024

Exhibit A

Notice Address List

1. Acquest South Park, LLC
   80 Curtwright Drive, Suite 5
   Amherst, NY 14221
   Attn: William L. Huntress., Manager
   Attn: Louis C. Fessard, Esq.
   Email: mhuntress@acquestdevelopment.com

2. Carestream Health, Inc.
   150 Verona Street
   Rochester, NY 14608
   Attn: General Counsel
   Attn: Mark Canton
   Email: mark.caton@carestream.com

3. Michael A. Howard, Esq. (Carestream's Counsel)
   Culver Road Armory
   145 Culver Road, Suite 100
   Rochester, New York 14620
   Email: mhoward@mahowardlaw.com

4. Danisco USA Inc.
   1700 Lexington Ave
   Rochester, NY 14626
   Attn: Eric O'Brien, Plant Manager
   e-mail: Eric.Obrien@iff.com

   with copies to:

   Attn: Brian Lee, Facilities Supervisor
   e-mail: brian.h.lee@iff.com

   Attn: Dave Cress, Integrated Project Leader
   e-mail: dave.cress@iff.com

5. Danisco US Inc.
   3490 Winton Place
   Rochester, NY 14626
   Attn: Amber Trumbull, Vice President – Legal NA/LATAM
   e-mail: Amber.Trumbull@iff.com

6. International Flavors & Fragrances Inc.
   521 West 57th Street
   New York, New York 10019
   Attn: Francisco Fortanet, Executive Vice President - Operations
   e-mail: francisco.fortanet@iff.com

7. Harris Corporation
   800 Lee Road
   PO Box 60488
   Rochester, NY 14606-0488
   Attn: Director of Facilities
   Email: brendan.curry@l3harris.com

8. Harris Corporation
   400 Initiative Drive
   PO Box 60488
   Rochester, NY 14606-0488
   Attn: General Counsel
   Email: Jennifer.Black@l3harris.com

9. Eastman Kodak Company
   1669 Lake Avenue
   Rochester, NY 14652~4770
   Attn: Manager, Kodak Rochester Facilities
   Email: arline.liberti@kodak.com

10. Eastman Kodak Company
    343 State Street
    Rochester, NY 14650-0218
    Attn: General Counsel
    Email: Roger.Byrd@kodak.com

11. 1000 Lee Road, LLC (d/b/a LiDestri)
    815 West Whitney Road
    FairPoint, NY 14450
    Attn: Giovanni LiDestri
    Email: Not Available

12. Ed Brillante
    President
    Conductor Construction (LiDestri's Property Manager)
    1010 Lee Road
    Rochester, NY 14606
    Email: ed.brillante@conductorconstruction.com

13. Ortho-Clinical Diagnostics, Inc.
    100 Indigo Creek Drive
    Rochester, NY 14626-5101
    Attn: General Manager, Rochester Operations
    Email: chris.glidden@orthoclinicaldiagnostics.com
    Attn: Jeff O'Neil
    Email: jeff.oneil@orthoclinicaldiagnostics.com

14. Rochester Silver Works, LLC
    Box 15397
    Rochester, NY 14615-5397
    Attn: Robert Surash
    Email: RSurash@rochestersilverworks.com

15. Orson & Brusini, Ltd, (RSW's Counsel)
    144 Wayland Avenue
    Providence, RI 02906
    Attn: Stephen M. Brusini, Esq.
    Email: sbrusini@orsonandbrusini.com

16. FabExchange
    4040 Clipper Court
    Fremont, California 94538
    Attn: Ali Shafi
    Email: ali.shafi@fabexchange.com

    FabExchange
    1964 Lake Avenue
    Rochester, New York 14615
    Attn: Joe Shufelt
    Email: joe.shufelt@fabexchange.com

17. Fastrac Markets; LLC
    6500 New Venture Gear Drive
    East Syracuse, NY 13057
    Attn: Kristina Murphy
    Email: kmurphy@cumberlandfarms.com

18. John W. Dax, Esq. (Fastrac's counsel)
    The Dax Law Firm, P.C.
    54 State St. Suite 805
    Albany, NY 12207
    Email: jdax@daxlawfirm.com

19. NY State Department of Environmental Conservation
    as Trust Beneficiary on behalf of
    The Department of Environmental Conservation
    625 Broadway
    Albany, NY 12233
    Attn: Benjamin Conlon, Esq.
    Email: benjamin.conlon@dec.ny.gov

20. Rochester Gas and Electric:
    89 East Avenue
    Rochester, NY 14649

Attn: Jeffrey A. Rosenbloom, Esq.
Email: jeffrey.rosenbloom@avangrid.com

21. Iberdrola USA Management Corporation
    99 Washington Avenue, Suite 2018
    Albany, NY 12210
    Attn: Noelle Kinsch, Esq.
    Email: noelle.kinsch@avangrid.com

22. 1057 Ridge Road, LLC
    c/o Sean Donohoe
    The DDS Companies
    45 Hendrix, Road
    West Henrietta, NY 14568
    Email: sdonohoe@ddscompanies.com

23. Royal Car Wash
    2851 Monroe Avenue
    Rochester, NY 14618
    Attn: Anthony Daniele (owner)
    Email: ajd@danielefamily.com

24. Eastman Reserve
    7 Prince Street
    Rochester, NY 14617
    Attn: Robert Cain
    Email: rcain@pathstone.org

25. Yaro Enterprises
    BLDG. 502, LLC
    249 Cherry Creek Lane
    Rochester, NY 14616
    Attn: Tony Kirik
    Email: yaroenterprises@gmail.com