**STATE OF NEW YORK**
**PUBLIC SERVICE COMMISSION**

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| Joint Petition of OGPA Funding LLC and Champlain Power, LLC for a Declaratory Ruling Eschewing Further Review of the Transaction, or Alternatively, an Order Authorizing the Transaction Pursuant to Section 70 of the New York Public Service Law | ) | Case 26-E-_______________ |

# JOINT PETITION OF OGPA FUNDING LLC AND CHAMPLAIN POWER, LLC FOR A DECLARATORY RULING ESCHEWING FURTHER REVIEW OF THE TRANSACTION OR, ALTERNATIVELY, AN ORDER AUTHORIZING THE TRANSACTION PURSUANT TO SECTION 70 OF THE NEW YORK PUBLIC SERVICE LAW

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*Attorneys for Champlain Power, LLC*

Dated: January 21, 2026

**BEFORE THE**
**PUBLIC SERVICE COMMISSION**
**STATE OF NEW YORK**

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|---|---|---|
| Joint Petition of OGPA Funding LLC and Champlain Power, LLC for a Declaratory Ruling Eschewing Further Review of the Transaction, or Alternatively, an Order Authorizing the Transaction Pursuant to Section 70 of the New York Public Service Law | ) ) ) ) ) ) ) ) | Case 26-E-_______________ |

**JOINT PETITION OF OGPA FUNDING LLC AND CHAMPLAIN POWER, LLC FOR A DECLARATORY RULING ESCHEWING FURTHER REVIEW OF THE TRANSACTION OR, ALTERNATIVELY, AN ORDER AUTHORIZING THE TRANSACTION PURSUANT TO SECTION 70 OF THE NEW YORK PUBLIC SERVICE LAW**

Pursuant to Sections 3.5 and 8.1 of the Rules and Regulations of the New York Public Service Commission ("PSC" or the "Commission"), 16 NYCRR §§ 3.5 and 8.1, OGPA Funding LLC and Champlain Power, LLC (individually, "Seller" and "Buyer," respectively, and, collectively, the "Joint Petitioners") hereby jointly submit this petition seeking Commission action concerning Seller's proposed transfer of its membership interests in (i) OGPA Saranac Partner One LLC ("OGPA One") and (ii) OGPA Saranac Partner Two LLC ("OGPA Two" and, collectively with OGPA One, the "Limited Partners") to Buyer (the "Proposed Transaction"). The Limited Partners are each a limited partner of Saranac Power Partners, L.P. (the "Partnership"), which owns an approximately 286 MW natural gas-fired combined cycle cogeneration facility located in Plattsburgh, New York (the "Saranac Facility"). The Limited Partners collectively own limited partnership interests in the Partnership constituting twenty percent (20%) of the total partnership interests in the Partnership, with OGPA One owning ten percent (10%) of such total partnership interests in the Partnership (the "OGPA One LP Interest") and OGPA Two owning ten percent (10%) of such total partnership interests in the Partnership (the "OGPA Two LP Interest"). The Proposed Transaction is in the public interest and, as demonstrated below, meets the Commission's standard for transfers of upstream ownership interests in lightened regulation merchant facilities. Thus, Joint Petitioners respectfully request the Commission issue a declaratory ruling finding that the Proposed Transaction requires no further review under Section 70 of the Public Service Law ("PSL") or, alternatively, an order on the papers authorizing the transaction under PSL Section 70. Joint Petitioners further request continued lightened regulatory treatment for the Saranac Facility and the Partnership following the closing of the Proposed Transaction.

Applying longstanding Commission precedent, the facts presented herein warrant the requested relief. The Saranac Facility and the Partnership are currently subject to lightened regulation.[1] As discussed below, Buyer and its relevant affiliates own only one electric generation facility in the state of New York, the Bowline Point Power Plant, a 1,639 MW dual-fueled generation facility and related system infrastructure in West Haverstraw, New York (the "Bowline Project")[2] and a 4.2-mile fuel gas transmission line exclusively serving the Bowline Project and a 345 kV transmission line from the Bowline Project to the West Haverstraw substation (collectively, the "Bowline Facilities"). Additionally, upon closing of the Proposed Transaction, Buyer will indirectly own twenty percent of the ownership interests in a 22-mile lateral pipeline located in New York (the "North Country Pipeline"). Other than the Bowline Facilities and, upon

[1] *See* Case 09-M-0251, Saranac Power Partners, L.P., Order Providing for Lightened Regulation of an Electric Corporation and Making Findings on Steam Corporation Regulation (issued June 19, 2009).

[2] [redacted].

closing of the Proposed Transaction, the North Country Pipeline mentioned above, Buyer and its relevant affiliates do not own any transmission facilities or natural gas transmission facilities on the New York system. The Proposed Transaction will not result in any market power concerns because, at closing, Buyer and its relevant affiliates will only own the Bowline Facilities, the North Country Pipeline, and the Saranac Facility.

Moreover, after completion of the Proposed Transaction, Buyer's financial wherewithal and operating capability will allow the Saranac Facility to continue to be operated in the same manner that it is operated today. The Saranac Facility will continue to be operated on a merchant basis and will continue to have no captive customers. As a result, the Proposed Transaction will not harm the interests of captive customers.

Accordingly, following long established Commission precedent concerning transactions involving lightly regulated entities, Joint Petitioners request the Commission issue a declaratory ruling that no further Commission review is required under PSL Section 70. Moreover, even were the Commission to decide it should undertake review, the Proposed Transaction squarely meets Commission criteria for authorization under PSL Section 70.

Because the facts and circumstances presented by the Proposed Transaction are consistent with past petitions where the Commission has exercised its authority to issue a declaratory ruling finding no further review under PSL Section 70 is required, Joint Petitioners submit that a similar timeframe for Commission action is supported here. Accordingly, Joint Petitioners respectfully request Commission action by no later than its March 19, 2026 session.

## CORRESPONDENCE AND COMMUNICATIONS

All communications and correspondence with respect to the Joint Petition should be addressed to the following:

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## DESCRIPTION OF JOINT PETITIONERS AND RELEVANT AFFILIATES

### A. OGPA Funding LLC

Seller is a Delaware limited liability company and owns 100% of the membership interests in each of the Limited Partners, OGPA One and OGPA Two. Seller's current sole purpose is to hold these membership interests, and Seller is an indirectly wholly-owned subsidiary of Osaka Gas USA Corporation, a Delaware corporation ("OGUSA"). OGUSA, in turn, is a wholly-owned subsidiary of Osaka Gas Co., Ltd. ("Osaka Gas"). Osaka Gas, headquartered in Osaka, Japan, is a major energy company organized under the laws of Japan. Osaka Gas is publicly traded on the

Tokyo Stock Exchange, with its equity held by a broad base of institutional and individual investors, and no single shareholder owning 10% or more.[3]

**B. Buyer and Relevant Affiliates**

Buyer is a Delaware limited liability company. The Proposed Transaction contemplates Buyer acquiring a 100% interest in each of the Limited Partners, corporate entities upstream of the Partnership. Buyer is a wholly-owned subsidiary of Rockland Power Partners V, LP ("RPP V").

RPP V is a private equity fund with investors that include U.S. endowments and foundations, funds of funds, pension plans and family offices. RPP V's General Partner is Rockland Power Partners V GP, LLC ("RPP V GP") and as general partner, RPP V GP exercises control over the management and policies of RPP V[4] and no other owner of RPP V GP can exercise such control.[5] RPP V GP is managed by RCLP.

RCLP is a private equity company that was formed in 2008 for the purpose of managing investment funds engaged in acquiring and developing selected investment opportunities in power and energy infrastructure markets. RCLP professionals have deep and focused electric power industry experience, which enables RCLP to take a hands-on, operational focus to managing assets. RCLP manages portfolio investments through investment funds it manages including Rockland Power Partners, LP, Rockland Power Partners II, LP, Rockland Power Partners III, LP,

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[3] The Master Trust Bank of Japan, Ltd. ("MTBJ") holds more than 10% of the shares of Osaka Gas on behalf of the beneficial owners of such shares. The beneficial owners of such shares have the power to vote those shares. None of the beneficial owners own 10% or more of the shares of Osaka Gas. As such, neither MTBJ nor the beneficial owners of the Osaka Gas shares held by MTBJ are affiliates of Osaka Gas or OGUSA.

[4] Mr. W. Scott Harlan, Mr. Jonathan Beach, Mr. James Maiz, Mr. Will Zapalac and Mr. Thomas Smith each hold a 10 percent or greater voting interest in RPP V GP. None of these individuals holds a direct or indirect 10 percent or greater voting security interest in public utilities in the NYISO, any entity that has control over the supply of inputs used by producers of electricity, a franchised public utility with captive customers, or transmission facilities located in the United Stated or outside of the United States that can be used to reach markets in the United States.

[5] No investor in RPP V will hold a controlling equity interest and therefore the composition of limited partners will have no effect on the management and policies of RPP V.

Rockland Power Partners IV, LP, RPP V, Rockland GridFlex Partners, LP and Rockland PHR Partners, LP. Portfolio investments have been located throughout the United States and the United Kingdom, have ranged in size from less than 1 MW to 1,875 MW and have been fueled by natural gas, coal, biomass, oil, energy storage, wind and solar power. Funds that are managed by RCLP own interests in approximately 6.6 GW of operating generation capacity in the United States. Funds managed by RCLP do not own any electric generation facilities, electric transmission assets, or natural gas transmission facilities in New York other than the Bowline Facilities and, upon closing of the Proposed Transaction, the North Country Pipeline.[6] While funds managed by RCLP own approximately 4,158 MW of generation in the 180,000 MW PJM market, the vast majority of these assets are located in the Midwest or Maryland with just roughly 200 MW located in any State that borders New York.[7]

## THE PROPOSED TRANSACTION

The terms and conditions of the Proposed Transaction are set forth in the Membership Interest Purchase Agreement (the "Agreement") by and between Champlain Power, LLC, as Purchaser, and OGPA Funding LLC, as Seller, dated as of December 19, 2025, attached hereto as **Exhibit A**. Pertinent hereto, pursuant to this merchant transaction, the Agreement contemplates that Seller will sell, and Buyer will purchase, 100% of the membership interests in OGPA One and

[6] RCLP managed funds own an interest in a 2 MW behind-the-meter solar project outside of the New York system in the Town of Monroe, Orange County. This project is in Orange & Rockland Utilities' service territory.

[7] RCLP managed funds, through various subsidiaries, at the time of this request owns electric generation facilities or natural gas transmission facilities in PJM. These holdings include (1) one 238 MW combined-cycle natural gas-fired facility in New Jersey; (2) a 236 MW simple cycle natural gas- oil-fired generator in Poneto, Indiana; (3) 725.5 MW of natural gas- or oil-fired generation at various sites in Ohio; (4) a 640 MW simple cycle, natural gas-fired facility in Dixon, Illinois, (5) a 412 MW natural gas and oil-fired facility at multiple sites in Ohio, (6) 1,612 MW of natural gas-fired steam and simple cycle units in Aquasco, Maryland, and (7) a 294 natural gas-fired simple cycle power facility in Dickerson, Maryland. The total generating capacity owned in PJM is 4,158 MW.

OGPA Two, upstream entities. A post-transaction organizational structure is attached hereto as **Exhibit B**.

## REQUEST FOR COMMISSION ACTION

### I. THE COMMISSION SHOULD ISSUE A DECLARATORY RULING THAT THE WALLKILL PRESUMPTION APPLIES TO THE PROPOSED TRANSACTION AND FIND NO FURTHER REVIEW IS REQUIRED UNDER PSL SECTION 70

In 1994, with the issuance of the Wallkill Order[8] the Commission established a standard for reduced scrutiny under circumstances where, as here, companies operating in competitive markets need not be supervised to the same extent as fully regulated traditional monopoly utility service providers. Specifically, in *Wallkill*, the Commission established what is known as the "Wallkill Presumption" for upstream transfers involving merchant generating facilities as follows: "[i]t will be presumed that §70 regulation does not adhere to transfer of ownership interests in entities upstream from the parents of the New York competitive electric generation subsidiary, *unless* there is a potential for harm to the interests of captive utility ratepayers *sufficient to override the presumption.*"[9]

Consequently, no further review of this type of transaction is necessary beyond determining there is no potential for harm to captive ratepayers. To make this determination, the Commission applies a three-part test that considers the transferee's financial wherewithal, its technical operating capability and whether it will be in a position to exercise horizontal or vertical market power post-transaction.[10] Depending on the facts presented, the Commission may either issue a declaratory

[8] Case 91-E-0350, *Wallkill Generating Company, L.P.*, Order Establishing Regulatory Regime (issued April 11, 1994); *see also* Case 91-E-0350, *supra*, Declaratory Ruling on Regulatory Policies Affecting Wallkill Generating Company and Notice Soliciting Comments (issued August 21, 1991) ("Wallkill Order").

[9] *See* Wallkill Order, p. 9, n.1 (emphasis added).

[10] *See, e.g.,* NYPSC Case 16-E-0472, *Joint Petition of Energy 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*

ruling or conduct further review under PSL Section 70. Where all three criteria are met, the requested action proceeds.

In addition, as Department of Public Service Staff explained in its *Staff Whitepaper on Implementing Lightened Ratemaking Regulation* ("Staff Whitepaper"), "to accommodate the public interest in promoting competitive markets where feasible," lightened regulation has been extended to a variety of entities, including competitive electric generators and those that operate gas transportation pipelines.[11] The Commission previously has granted the Saranac Facility and the Partnership lightened regulation treatment.

Under the Proposed Transaction that is the subject of this Joint Petition, the Saranac Facility will continue to be operated in the same manner as it is today. In other words, the Saranac Facility will continue to operate in the wholesale competitive markets and Buyer will not have any captive customers.

Since the *Wallkill* Order was issued, the Commission has consistently applied the Wallkill Presumption to transactions involving inter-corporate, upstream transfers in ownership of merchant entities and has repeatedly found that no further review of these transactions under PSL Section 70 was necessary where, as here, the Proposed Transaction will not harm captive ratepayers.[12] Given that Buyer does not own any electric infrastructure in New York and the

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*A. FitzPatrick Nulear Power Plant and Related Assets and for a Declaratory Ruling Continuing Lightened Regulation*, Order Approving Transfer and Continuing Lightened Regulation (issued and effective November 17, 2016); NYPSC Case 18-E-0333, *Petition of Cassadaga Wind LLC, Trireme Energy Development LLC, and Innogy Renewables US LLC for a Declaratory Ruling That Public Service Law Section 70 Does Not Apply to a Proposed Acquisition or, That No Further Review of the Acquisition is Required,* Declaratory Ruling on Transfer Transactions (issued and effective July 17, 2018).

[11] Case 15-M-0365, *Proceeding on Motion of the Commission Regarding Policies, Procedures and Filing Standards under Lightened Ratemaking Regulation* (issued November 4, 2015), pp. 3-4.

[12] *See, e.g.*, Case 21-G-0053, *Bluestone Gas Corporation of New York, DTE Energy Company and DT Midstream,* Declaratory Ruling on Review of Corporate Transactions (issued April 16, 2021); Case 21-E-0030, *Canandaigua Power Partners II, LLC, Canandaigua Power Partners, LLL and Carr Street Generation, L.P_,* Declaratory Ruling on Review of Transfer Transaction (issued February 12, 2021); Case 21-M-0241, *Lockport Energy Associates, L.P.,* Declaratory Ruling on Upstream Transfer Transaction (issued July 16, 2021)("Lockport Energy"); Case 21-M-0197,

amount of generation it owns in PJM in geographic proximity to New York is far too *de minimis* to have any consequence on New York consumers at all, the Proposed Transaction does not raise either horizontal or vertical market power concerns. Likewise, Buyer has both the financial wherewithal and the technical operating capability to own and operate the Saranac Facility.

The Commission has repeatedly reaffirmed that once the Wallkill Presumption is satisfied, a further review under PSL Section 70 need not be conducted.[13] The Proposed Transaction meets the Commission's stated criteria necessary to apply and satisfy the presumption: (1) it involves upstream entities of merchant facilities, the Saranac Facility; (2) the Saranac Facility does not serve captive customers nor will it post-transfer; and (3) there is no potential for the exercise of horizontal or vertical market power, and there is sufficient financial wherewithal and sound technical capability to support ongoing operations here. Accordingly, Joint Petitioners respectfully request that the Commission issue a declaratory ruling finding that no further review of the Proposed Transaction under PSL Section 70 is required.

## II. IN THE ALTERNATIVE, THE COMMISSION SHOULD AUTHORIZE THE TRANSACTION PURSUANT TO PSL SECTION 70

Notwithstanding the facts and circumstances of this case, should the Commission nevertheless determine it should review the Proposed Transaction, Joint Petitioners assert that the

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*Ironclad Energy Holdings LLC, Ironclad Energy Thermal LLC, Ironclad Energy Partners LLC, RED-Rochester, LLC and SEEIT Red Holdco LLC ("Ironclad Energy"),* Declaratory Ruling on Review of Transfer Transaction (issued May 14, 2021); Case 09-E-0055, *Constellation Energy Nuclear Group LLC, Nine Mile Point Nuclear LLC, R.E. Ginna Nuclear Power Plant LLC and EDF Development, Inc.*, Declaratory Ruling on Review of a Transfer Transaction (issued Apr. 23, 2009); Case 06-M-0210, *Constellation Energy Group, Inc.*, Declaratory Ruling on Review of Ownership Interest Transfers (issued July 25, 2006); Case 08-E-0850, *Harbinger Capital Partners Master Fund I, Ltd. and Harbinger Capital Partners Special Situations Fund*, Declaratory Ruling on Review of Stock Transfer Transactions (issued Sept. 19, 2008).

[13] Case 16-E-0068, *Astoria Generating, L.P.*, Declaratory Ruling on Transfer Transaction (issued April 26, 2016) ("Astoria Generating"); Case 16-E-0116, *Cricket Valley Holdings LLC, et al.*, Declaratory Ruling on Review of Acquisition Transactions (issued April 20, 2016) ("Cricket Valley"); *see also* Case 15-G-0688, *Williams Field Services, et al.*, Declaratory Ruling on a Transfer Transaction (issued March 22, 2016).

Proposed Transaction satisfies the applicable public interest standard that the Commission applies to upstream merchant transactions. Thus, the Proposed Transaction should be authorized.

PSL Section 70 provides that "no stock corporation of any description, domestic or foreign, other than a gas corporation or electric corporation . . . shall purchase or acquire, take or hold, more than ten per centum of the voting capital stock issued by any gas corporation or electric corporation organized or existing under or by virtue of the laws of this state" without Commission authorization.[14] Section 70 further provides that no electric or gas corporation "shall directly or indirectly acquire the stock or bonds of any other corporation incorporated for, or engaged in, the same or a similar business, in this state or any other state . . . unless authorized so to do by the commission."[15] No such authorization shall be granted "unless it shall have been shown that such acquisition is in the public interest."[16]

To find that a transfer of ownership is in the public interest under PSL Section 70, a petitioner must establish that the acquisition will not enable the new owner to exercise horizontal or vertical market power or be detrimental to the interests of captive New York ratepayers. As previously discussed above, Buyer and its affiliates own only one electric generation asset in New York.[17] As a result, Buyer cannot exercise horizontal market power. Also, other than the 4.2-mile fuel transmission line exclusively serving the Bowline Project, the 345 kV transmission line that connects the Bowline Project to its nearest substation and, upon closing of the Proposed

[14] PSL §70(3)

[15] PSL §70(4)

[16] PSL §70(5)

[17] As previously discussed, RCLP-managed funds indirectly own a limited amount of generation in PJM. In light of the fact that more than 85% of these holdings are located in the Midwest or Maryland, the holdings total just approximately 4,158 MW as compared with the greater than 183,000 MW of generation capacity in PJM and there is limited transfer capability between PJM and New York, Buyer's ownership interests do not present any opportunities for Buyer or its affiliates to leverage these holdings to present market power concerns in the NYISO control area.

Transaction, the North Country Pipeline, neither Buyer nor any of its affiliates, including any RCLP-managed funds, owns or controls any electric delivery infrastructure or fuel inputs for the generation of electricity. Thus, Buyer has no ability to exercise vertical market power post-transfer.

In addition, the Commission's financial wherewithal and operating capability criteria have also been met in this case. As the Commission has long-established, the financial structure of lightly regulated merchant entities operating in a competitive environment warrants less intensive scrutiny because these entities alone bear all the financial risks associated with their decisions.[18] Buyer and its respective affiliates manage well-capitalized funds that own interests in approximately 6.6 GW of operating generation capacity in the United States. As previously stated, RCLP was established 17 years ago for the purpose of managing funds that invest in the energy and infrastructure space. Parent company RPP V currently has in excess of $1.2 billion of assets and uncalled capital from its investors. In addition, this is an upstream transfer of control and there is no plan to change any of the operations of the Saranac Facility.

## III. THE COMMISSION SHOULD CONFIRM LIGHTENED REGULATION TREATMENT WILL CONTINUE TO BE APPLIED TO THE SARANAC FACILITY AND THE PARTNERSHIP POST-PROPOSED TRANSACTION

Post-Proposed Transaction, Buyer will acquire membership interests in each of the Limited Partners, upstream owners of the Saranac Facility. Notably, in past decisions, the Commission has determined that merchant entities retain their lightened regulation status following the consummation of corporate transactions or reorganizations transferring direct or indirect

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[18] *See, e.g.,* NYPSC Case 13-G-0210, *Inergy Pipeline East, LLC*, Declaratory Ruling on Review of a Transfer Transaction and Order Approving Financing (issued and effective November 19, 2013) at 7.

ownership interests in them to other merchant entities.[19] The facts and circumstances here compel the same determination.

Here, the Proposed Transaction will not result in any potential harm to captive customers (as there are no captive customers) or adverse impacts in New York. The Proposed Transaction does not result in any physical changes to the Saranac Facility or any adverse changes in their operation. The Saranac Facility will continue to operate in the same manner as it is today and will remain subject to Commission regulation concerning all matters related to public safety and reliability to the same extent as has been in place since it was divested from regulated utility ownership. Accordingly, Joint Petitioners respectfully request that the Commission continue to apply its precedent and confirm continued lightened regulatory treatment for the Saranac Facility and the Partnership consistent with the terms and conditions previously placed thereon.

## IV. STATE ENVIRONMENTAL QUALITY REVIEW ACT

The Commission has consistently found declaratory ruling requests constitute Type II actions[20] that are not subject to review under New York's State Environmental Quality Review Act ("SEQRA").[21] Joint Petitioners request that the Commission continue to make this finding with respect to the relief sought in this proceeding.

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[19] See, e.g., NYPSC Case l8-E-0501, *Joint Petition of Bayonne Energy Center, LLC, MIC Thermal Power Holdings, LLC and NHIP II Bayonne Holdings LLC for a Declaratory Ruling Regarding Transfer of Upstream Ownership Interests or, in the Alternative, an Order Approving the Transfer Pursuant to Section 70 of the Nev, York State Public Service Law*, Declaratory Ruling on Transfer and Making Other Findings (issued and effective September 18, 2018) at 11-12; NYPSC Case 15-E-0462, *Petition of MACH Gen, LLC; New MACH Gen, LLC; Silver Oak Capital, LLC, and New Athens Generating Company, LLC for a Declaratory Ruling*, Declaratory Ruling on Review of a Merger Transaction (issued and effective October 20, 2015) at 8; NYPSC Case 14-E-0022, *MACH Gen LLC and New Athens Generating Company LLC – Petition for a Declaratory Ruling or, in the Alternative, Approval of the Indirect Transfer of New Athens Generating Company LLC Pursuant to Public Service Law $70*, Order Approving Transfers of Ownership Interests and Making Other Findings (issued and effective April 25, 2014) at 11.

[20] Type II actions include matters that involve "interpret[ation] of an existing code, rule or regulation" (6 NYCRR §617.5(c) (31)).

[21] *See Lockport Energy,* at p. 6; *Ironclad Energy,* at p. 6; Cricket *Valley* at pp. 6-7, fn 7; *Astoria Generating*, at p. 11, fn. 9; Case 04-E-0195, *KeySpan-Ravenswood*, LLC, Order Authorizing Transaction And Providing For Other Relief

Should the Commission, *arguendo*, determine that PSL Section 70 review of the Proposed Transaction must be conducted, the Commission must determine whether its action in this proceeding may have a significant impact on the environment under SEQRA. In that event, the Commission should declare itself to be lead agency. Because the Saranac Facility's operations will continue unchanged post-Proposed Transaction as established *supra*, the Commission should determine that no significant adverse environmental effect will result from the Proposed Transaction. A Short Environmental Assessment Form has been included with this Joint Petition (attached hereto as **Exhibit C**).

## V. NEW YORK STATE ADMINISTRATIVE PROCEDURE ACT

Pursuant to Section 202 of the State Administrative Procedure Act ("SAPA"), should the Commission determine it must review the Proposed Transaction under NYPSL Section 70, Commission consideration constitutes a rulemaking. Notice must accordingly be published in the *New York State Register* and a 60-day public comment period must be set.[22] To that limited end, a draft form of notification suitable for publication in the New York State Register pursuant to SAPA is attached hereto as **Exhibit D**.

## CONCLUSION

For the foregoing reasons, Joint Petitioners respectfully request that the Commission: (i) apply the Wallkill Presumption and issue a declaratory ruling finding no further review of the Proposed Transaction under PSL Section 70 is required, or in the alternative, issue an order authorizing the Proposed Transaction pursuant to PSL Section 70; and (ii) confirm that the Saranac

(issued May 3, 2004), p. 4, fn 12; Case 11-G-0413, *DMP New York, Inc. and Laser Northeast Generating Company, LLC*, Order Approving Financing (issued November 22, 2011), p. 3, fn. 4.

[22] SAPA § 202 (1).

Facility and the Partnership will continue to be subject to a lightened regulatory regime post-Proposed Transaction.

Dated: January 21, 2026

Respectfully submitted,


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## VERIFICATION

STATE OF New York )
) ss:
COUNTY OF New York )

Shingo Morii, being duly sworn, deposes and states as follows:

1. I am the president of OGPA Funding LLC, a Joint Petitioner in this proceeding.

2. I am authorized to sign this verification page on behalf of OGPA Funding LLC.

3. I have reviewed the foregoing Joint Petition and the statements of fact contained therein pertaining to OGPA Funding LLC entities and the transactions addressed in the Joint Petition are true and correct to the best knowledge, information and belief.

By: ______________________________
Name: Shingo Morii
Title: President, OGPA Funding LLC

Sworn to and subscribed before me
this 8 day of January, 2026.

______________________________
Notary Public

JYUNKO NAITO
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01NA6345853
Qualified in New York County
Commission Expires 8/1/2028

**STATE OF NEW YORK**
**PUBLIC SERVICE COMMISSION**

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## VERIFICATION

STATE OF TEXAS )
) ss:
COUNTY OF MONTGOMERY )

Jonathan Beach, being duly sworn, deposes and states as follows:

1. I am the Vice President of Champlain Power, LLC, a Joint Petitioner in this proceeding.

2. I am authorized to sign this verification page on behalf of Champlain Power, LLC.

3. I have reviewed the foregoing Joint Petition and the statements of fact contained therein pertaining to Champlain Power, LLC entities and the transactions addressed in the Joint Petition are true and correct to the best knowledge, information and belief.

By: ____________________
Name: Jonathan Beach
Title: Vice President, Champlain Power, LLC

Sworn to and subscribed before me
this 12th day of January, 2026.

Kristen Carol Warnke
Notary Public

KRISTIN CAROL WARNKE
My Notary ID # 10267784
Expires April 27, 2028

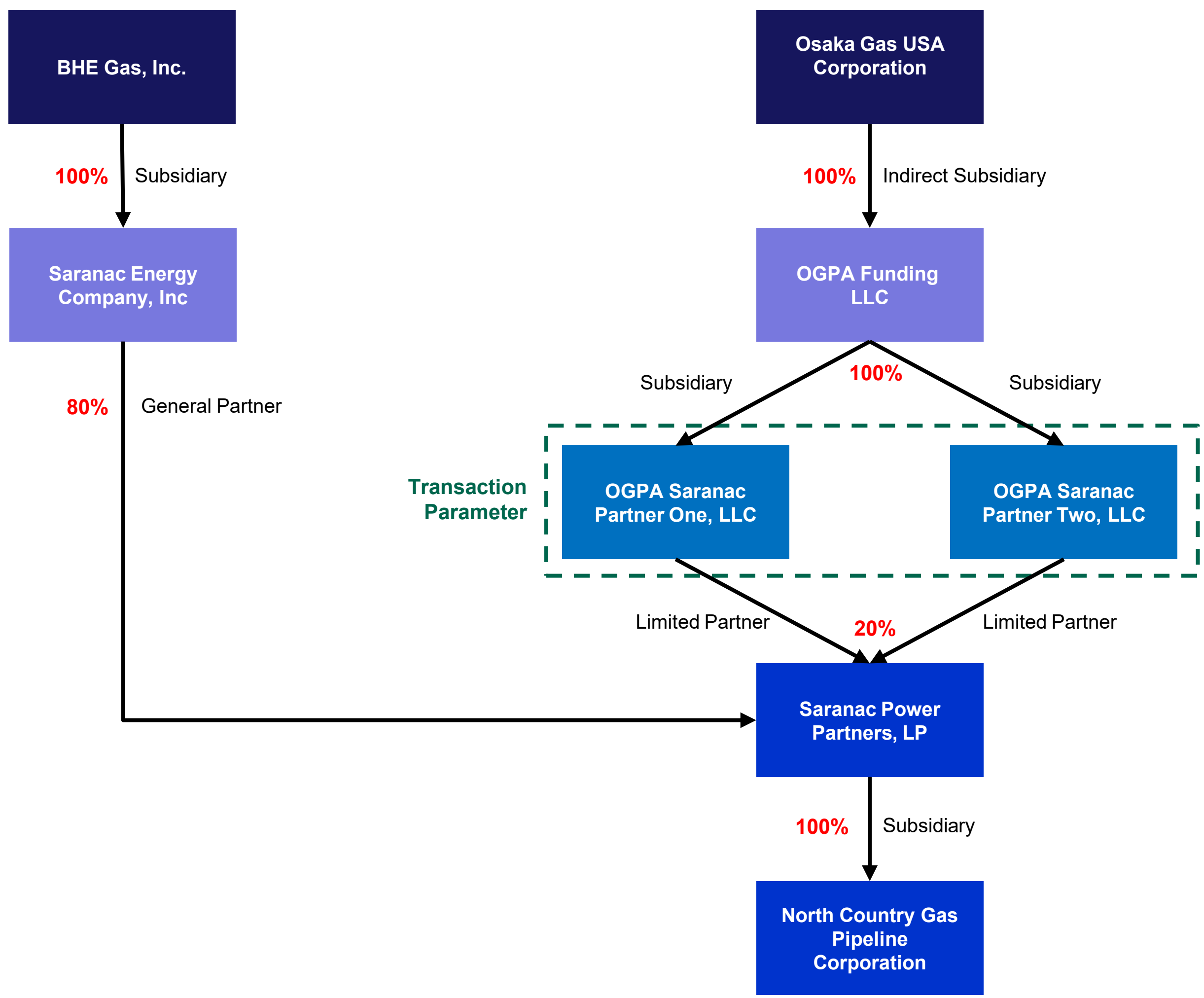
# EXHIBIT A

REDACTED IN ITS ENTIRETY

# EXHIBIT B

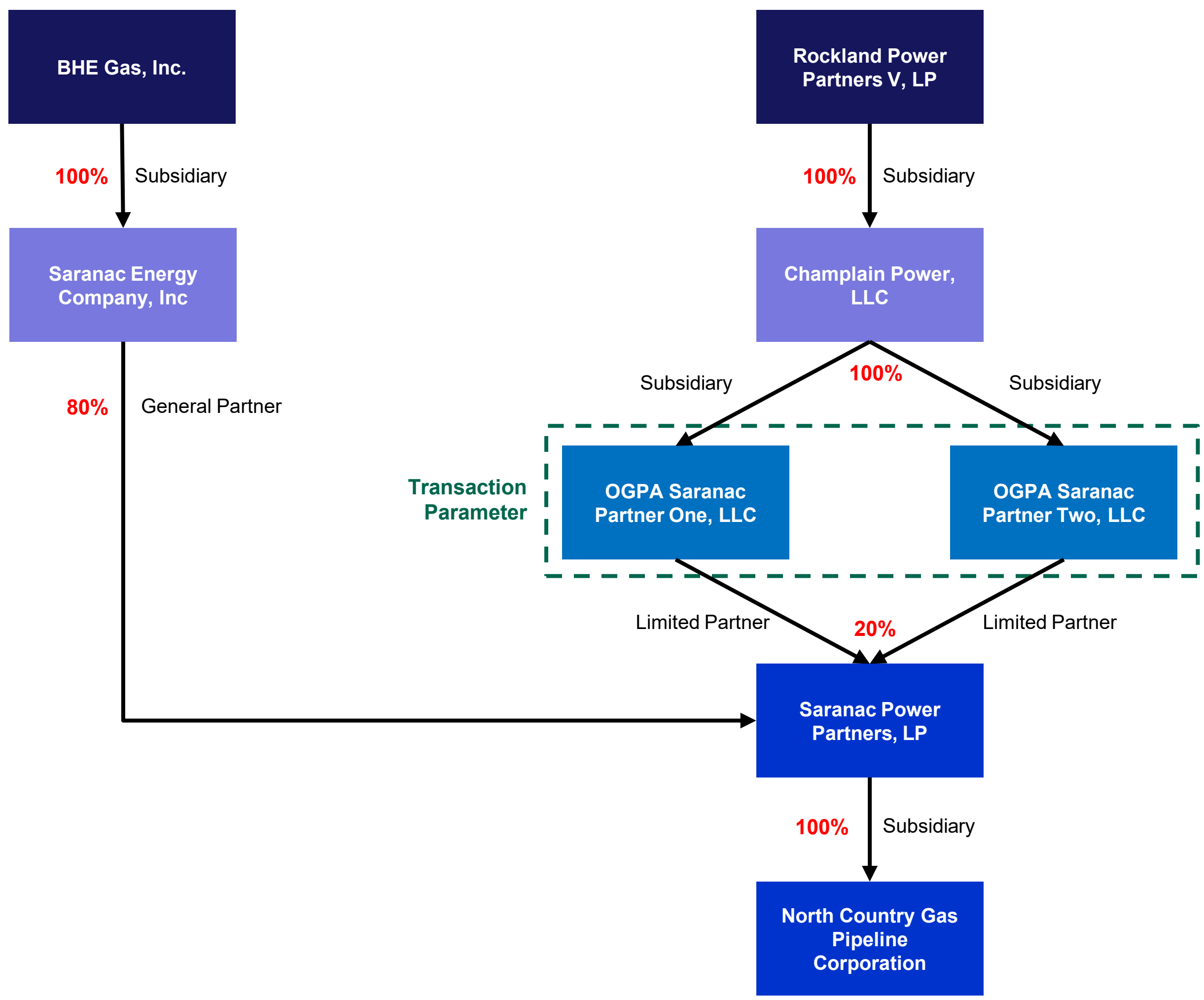
# Saranac Power Partners, LP

*Pre-Transaction Organizational Chart*



# Saranac Power Partners, LP

*Post-Transaction Organizational Chart*



# EXHIBIT C

# *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:<br>Saranac Generating Facility - Transfer of Upstream Membership Interests in electric generating facility and related system infrastructure | | |
| Project Location (describe, and attach a location map):<br>Plattsburgh, New York | | |
| Brief Description of Proposed Action:<br>Applicant requests that the New York Public Service Commission authorize the transfer of OGPA Funding LLC's upstream membership interests in the Saranac Generating Facility and related system infrastructure to Champlain Power, LLC under New York Public Service Law Section 70. The proposed upstream sale involves passive partnership interests in the project and will not result in any changes at the facility/site, including to any operations. | | |
| Name of Applicant or Sponsor:<br>Shingo Morii | Telephone: 914-624-0409<br>E-Mail: smorii@osakagasusa.com | |
| Address:<br>1 North Lexington Ave, Suite 1400 | | |
| City/PO:<br>White Plains | State:<br>New York | Zip Code:<br>10601 |

| | NO | YES |
|---|---|---|
| 1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation?<br>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?<br>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):
☐ 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? | ☐ | ☑ |
| 7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: ______ | ☑ | ☐ |
| 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? | ☑ | ☐ |
| c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action? | ☑ | ☐ |
| 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: ______ | ☐ | ☑ |
| 10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: ______ | ☑ | ☐ |
| 11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: ______ | ☑ | ☐ |
| 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? | ☑ | ☐ |
| 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? | ☑ | ☐ |
| 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? | ☑ | ☐ |
| 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:<br>☐ Shoreline ☐ Forest ☐ Agricultural/grasslands ☐ Early mid-successional<br>☐ Wetland ☐ Urban ☑ Suburban | | |
| 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? | NO ☑ | YES ☐ |
| 16. Is the project site located in the 100-year flood plan? | NO ☑ | YES ☐ |
| 17. Will the proposed action create storm water discharge, either from point or non-point sources?<br>If Yes, | NO ☑ | 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)?<br>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)?<br>If Yes, explain the purpose and size of the impoundment: | NO ☑ | YES ☐ |
| 19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?<br>If Yes, describe: | NO ☑ | YES ☐ |
| 20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?<br>If Yes, describe: | NO ☑ | YES ☐ |

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

Applicant/sponsor/name: Shingo Morii Date: 1/15/2026

Signature: DocuSigned by: C53C8E0D693B413 Title: President, OGPA Funding LLC

PRINT FORM

# EXHIBIT D

*For Department of State use only.*

# *Notice of Proposed Rule Making*

Public Service Commission
(SUBMITTING AGENCY)

[ ] Approval has been granted by Executive Chamber to propose this rule making.
[ ] This rule making does not require Executive Chamber approval.

**NOTE:** Typing and submission instructions are at the end of this form. Please be sure to COMPLETE ALL ITEMS. Incomplete forms will be cause for rejection of this notice.

1. A. *Proposed action:*

| | | |
|---|---|---|
| ______ | NYPSL Section 70 Authorization of Transfer | Title ______ NYCRR |
| ______ | ______ | Title ______ NYCRR |
| ______ | ______ | Title ______ NYCRR |
| ______ | ______ | Title ______ NYCRR |
| ______ | ______ | Title ______ NYCRR |
| ______ | ______ | Title ______ NYCRR |

B. [ ] This is a consensus rule making. A statement is attached setting forth the agency's determination that no person is likely to object to the rule as written [SAPA §202(1)(b)(i)].

C. [ ] This rule was previously proposed as a consensus rule making under I.D. No. ________-________ . Attached is a brief description of the objection that caused/is causing the prior notice to be withdrawn [SAPA §202(1)(e)].

D. [ ] This rule is proposed pursuant to [SAPA §207(3)], 5-Year Review of Existing Rules (see also item 16).

2. *Statutory authority under which the rule is proposed:*

New York Public Service Law, Section 70

3. *Subject of the rule:*

Request for an order authorizing transfer of upstream membership interests pursuant to NYPSL Section 70.

4. *Purpose of the rule:*

To authorize the transfer of ownership interests identified herein.

5. *Public hearings* (check box and complete as applicable):

[x] A public hearing is not scheduled. (*SKIP TO ITEM 8*)

[ ] A public hearing is required by law and is scheduled below. (***Note***: first hearing date must be at least 60 days **after** publication of this notice unless a different time is specified in statute.)

[ ] A public hearing is not required by law, but is scheduled below.

| *Time:* | *Date:* | *Location:* |
|---|---|---|
| | | |

6. *Interpreter services* (check only if a public hearing is scheduled):
   [ ] Interpreter services will be made available to hearing impaired persons, at no charge, upon written request to the agency contact designated in this notice.

7. Accessibility (check appropriate box only if a public hearing is scheduled):
   [ ] All public hearings have been scheduled at places reasonably accessible to persons with a mobility impairment.
   [ ] Attached is a list of public hearing locations that are **not** reasonably accessible to persons with a mobility impairment. An explanation is submitted regarding diligent efforts made to provide accessible hearing sites.

8. *Terms of rule* (SELECT ONE SECTION):
   A. [x] The full text of the rule is attached because it does not exceed 2,000 words.
   B. [ ] A summary of the rule is attached because the full text of the rule exceeds 2,000 words.

   Full text is posted on the following State website. [Pursuant to SAPA §202(7)(d), provide sufficient information to enable the public to access the full text without extensive searching. For example, provide a URL or a title to either a webpage or a specific section of the website where the full text is posted]:

   C. [ ] Pursuant to SAPA §202(7)(b), the agency elects to print a description of the subject, purpose and substance of the rule as defined in SAPA §102(2)(a)(ii) [Rate Making]. Web posting of full text of such rule is not required [SAPA §202(1)(a)].

9. *The text of the rule and any required statements and analyses may be obtained from:*

*Agency contact* Beth Faranda
*Agency Name* Public Service Commission
*Office address* 3 Empire State Plaza
Albany, New York 12223-1350
*Telephone* (518) 474-5306 *E-mail:* beth.faranda@dps.ny.gov

10. *Submit data, views or arguments to* (complete only if different than previously named agency contact):

*Agency contact* Michelle Phillips, Secretary
*Agency name* Public Service Commission
*Office address* 3 Empire State Plaza
Albany, New York 12223-1350
*Telephone* (518) 474-6530 *E-mail:* secretary@dps.ny.gov

11. *Public comment will be received until:*
   [x] 60 days after publication of this notice (MINIMUM public comment period).
   [ ] 5 days after the last scheduled public hearing required by statute (MINIMUM, with required hearing).
   [ ] Other: (*specify*) ______________ .

12. A prior emergency rule making for this action was previously published in the ______________ issue of the *Register,* I.D. No. ______________ - __________ .

13. *Expiration date* (check only if applicable):

[ ] This proposal will not expire in 365 days because it is for a "rate making" as defined in SAPA §102 (2)(a)(ii).

14. *Additional matter required by statute:*

[ ] Yes (include below material required by statute).

[x] No additional material required by statute.

15. *Regulatory Agenda* (See SAPA §202-d[1]):

[ ] This rule was a Regulatory Agenda item for this agency in the following issue of the *State Register:* ____________.

[ ] This rule was not under consideration at the time this agency submitted its Regulatory Agenda for publication in the *Register.*

[x] Not applicable.

16. ***Review of Existing Rules*** (ALL ATTACHMENTS MUST BE 2,000 WORDS OR LESS)
This rule is proposed pursuant to SAPA §207 (item 1D applies) (check applicable boxes):

[ ] Attached is a statement setting forth a reasoned justification for modification of the rule. Where appropriate, include a discussion of the degree to which changes in technology, economic conditions or other factors in the area affected by the rule necessitate changes in the rule.

[ ] Attached is an assessment of public comments received by the agency in response to its publication of a list of rules to be reviewed.

[ ] An assessment of public comments is not attached because no comments were received.

[x] Not applicable.

17. ***Regulatory Impact Statement (RIS)***
(SELECT AND COMPLETE ONE; ALL ATTACHMENTS MUST BE 2,000 WORDS OR LESS, EXCLUDING SUMMARIES OF STUDIES, REPORTS OR ANALYSES [Needs and Benefits]):

A. The attached RIS contains:

[ ] The full text of the RIS.

[ ] A summary of the RIS.

Full text is posted on the following State website. [Pursuant to SAPA §202(7)(d), provide sufficient information to enable the public to access the full text without extensive searching. For example, provide a URL or a title to either a webpage or a specific section of the website where the full text is posted]:

[ ] A consolidated RIS, because this rule is one of a series of closely related and simultaneously proposed rules or is virtually identical to rules proposed during the same year.

B. A RIS is **not attached,** because this rule is:

[ ] subject to a consolidated RIS printed in the *Register* under I.D. No.: ______________ - __________ ;
issue date: ________________________________ .

[x] exempt, as defined in SAPA §102(2)(a)(ii) [Rate Making].

[ ] exempt, as defined in SAPA §102(11) [Consensus Rule Making].

C. [ ] A **statement is attached** claiming exemption pursuant to SAPA § 202-a (technical amendment).

18. ***Regulatory Flexibility Analysis (RFA) for small businesses and local governments***
(SELECT AND COMPLETE ONE; ALL ATTACHMENTS MUST BE 2,000 WORDS OR LESS):

A. The attached RFA contains:

[ ] The full text of the RFA.

[ ] A summary of the RFA.

Full text is posted on the following State website. [Pursuant to SAPA §202(7)(d), provide sufficient information to enable the public to access the full text without extensive searching. For example, provide a URL or a title to either a webpage or a specific section of the website where the full text is posted]:

[ ] A consolidated RFA, because this rule is one of a series of closely related rules.

B. [ ] A **statement is attached** explaining why a RFA is not required. This statement is in scanner format and explains the agency's finding that the rule will not impose any adverse economic impact or reporting, recordkeeping or other compliance requirements on small businesses or local governments and the reason(s) upon which the finding was made, including any measures used to determine that the rule will not impose such adverse economic impacts or compliance requirements.

C. A RFA is **not** attached, because this rule:

[ ] is subject to a consolidated RFA printed in the *Register* under I.D. No.: - ; issue date: .

[x] is exempt, as defined in SAPA §102(2)(a)(ii) [Rate Making].

[ ] is exempt, as defined in SAPA §102(11) [Consensus Rule Making].

19. ***Rural Area Flexibility Analysis (RAFA)***
(SELECT AND COMPLETE ONE; ALL ATTACHMENTS MUST BE 2,000 WORDS OR LESS):

A. The attached RAFA contains:

[ ] The full text of the RAFA.

[ ] A summary of the RAFA.

Full text is posted on the following State website. [Pursuant to SAPA §202(7)(d), provide sufficient information to enable the public to access the full text without extensive searching. For example, provide a URL or a title to either a webpage or a specific section of the website where the full text is posted]:

[ ] A consolidated RAFA, because this rule is one of a series of closely related rules.

B. [ ] A **statement is attached** explaining why a RAFA is not required. This statement is in scanner format and explains the agency's finding that the rule will not impose any adverse impact on rural areas or reporting, recordkeeping or other compliance requirements on public or private entities in rural areas and the reason(s) upon which the finding was made, including what measures were used to determine that the rule will not impose such adverse impact or compliance requirements.

C. A RAFA is **not attached,** because this rule:

[ ] is subject to a consolidated RAFA printed in the *Register* under I.D. No.: - ; issue date: .

[x] is exempt, as defined in SAPA §102(2)(a)(ii) [Rate Making].

[ ] is exempt, as defined in SAPA §102(11) [Consensus Rule Making].

20. ***Job Impact Statement (JIS)***

(SELECT AND COMPLETE ONE; ALL ATTACHMENTS MUST BE 2,000 WORDS OR LESS):

A. The attached JIS contains:

[ ] The full text of the JIS.

[ ] A summary of the JIS.

[ ] Full text is posted on the following State website. [Pursuant to SAPA §202(7)(d), provide sufficient information to enable the public to access the full text without extensive searching. For example, provide a URL or a title to either a webpage or a specific section of the website where the full text is posted]:

[ ] A consolidated JIS, because this rule is one of a series of closely related rules.

B. [ ] A **statement is attached** explaining why a JIS is not required. This statement is in scanner format and explains the agency's finding that the rule will not have a substantial adverse impact on jobs and employment opportunities (as apparent from its nature and purpose) and explains the agency's finding that the rule will have a positive impact or no impact on jobs and employment opportunities; except when it is evident from the subject matter of the rule that it could only have a positive impact or no impact on jobs and employment opportunities, the statement shall include a summary of the information and methodology underlying that determination.

[ ] A JIS/Request for Assistance [SAPA §201-a(2)(c)] is attached.

C. A JIS is **not attached,** because this rule:

[ ] is subject to a consolidated JIS printed in the *Register* under I.D. No.: ______ - ______ ; issue date: ______ .

[X] is exempt, as defined in SAPA §102(2)(a)(ii) [Rate Making].

[ ] is proposed by the State Comptroller or Attorney General.

**AGENCY CERTIFICATION (To be completed by the person who PREPARED the notice.)**

I have reviewed this form and the information submitted with it. The information contained in this notice is correct to the best of my knowledge.

I have reviewed Article 2 of SAPA and Parts 260 through 263 of 19 NYCRR, and I hereby certify that this notice complies with all applicable provisions.

*Name* ______ *Signature* ______

*Address*

*Telephone* ______ *E-Mail* ______

*Date* ______

**Please read before submitting this notice:**

1. Except for this form itself, all text must be typed in the prescribed format as described in the Department of State's Register procedures manual, *Rule Making in New York.*

2. Rule making notices, with any necessary attachments (in MS Word), should be e-filed via the Department of State website.

## Substance of Proposed Rule

The Commission is considering a joint petition filed by OGPA Funding LLC and Champlain Power, LLC to determine whether to approve or reject, in whole or in part, a transaction which seeks to transfer OGPA Funding LLC's upstream membership interests in a 286 MW natural gas-fired combined cycle cogeneration facility located in Plattsburgh, New York to Champlain Power, LLC.