

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

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Verified Joint Petition of Alliance Energy Group, :
LLC, Alliance Energy, New York LLC, Alliance :
NYGT, LLC, Seneca Power Partners, L.P., Sterling :
Power Partners, L.P., Power City Partners, L.P., : Case 26-M-____
Alliance Energy Transmissions, LLC, Linger Energy :
Holdings, LLC, and PowerTransitions LegacyOps II :
LLC for Approval of Transfer of Ownership Interests :
Under Section 70 of the Public Service Law :
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**VERIFIED JOINT PETITION FOR APPROVAL OF TRANSFER OF OWNERSHIP
INTERESTS UNDER SECTION 70 OF THE PUBLIC SERVICE LAW**

Dated: February 27, 2026

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**VERIFIED JOINT PETITION FOR APPROVAL OF TRANSFER OF OWNERSHIP
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I. INTRODUCTION

Pursuant to Section 31.1 of the Rules and Regulations of the New York State Public Service Commission (“Commission”), Alliance Energy Group, LLC (“AEG”), Alliance Energy, New York LLC (“AENY”), Alliance NYGT, LLC (“Alliance NYGT”), Seneca Power Partners, L.P. (“Seneca LP”), Sterling Power Partners, L.P. (“Sterling LP”), Power City Partners, L.P. (“Power City LP”), Linger Energy Holdings, LLC (“LEH”), and Alliance Energy Transmissions, LLC (“AET”), (collectively, “Sellers” or “Seller-Petitioners”), and PowerTransitions LegacyOps II LLC (“PTLO II”) or a direct or indirect wholly owned subsidiary of PTLO II (each a “PTLO Subsidiary”, and collectively with PTLO II, the “Buyer” or “Buyer-Petitioner”, and together with Seller-Petitioners, the “Petitioners”) seek an order authorizing the transfer of all of the ownership interests in certain lightly regulated electric and gas facilities located in New York. As more fully described below, Buyer will acquire from Sellers all of the direct and indirect ownership interests in the following New York operating entities: Alliance NYGT, Sterling LP, Seneca LP, Power City LP, and AET (the “Proposed Transaction”). Buyer does not currently own or control any electric generation facilities participating in the New York wholesale energy markets. Upon completion of the Proposed Transaction, the electric generation facilities will continue to operate and participate in

the wholesale energy markets, and AET will continue to operate and provide gas transportation service to Seneca LP, in the same manner as before. Accordingly, Petitioners respectfully request that the Commission, applying the standard of review traditionally applied to transfers of lightly regulated entities, issue an order authorizing the Proposed Transaction and further declare that the transferred entities subject to a lightened regulatory regime will continue under such regime after consummation of the Proposed Transaction.

Petitioners intend to consummate the proposed transaction as soon as possible upon receipt of all required approvals. A related application under Section 203 of the Federal Power Act is pending before the Federal Energy Regulatory Commission.¹ The Proposed Transaction is a transfer in equity ownership, without any potential for an impact on captive ratepayers, following which operations will continue as before. Therefore, Petitioners request that the Commission issue an order in response to this Verified Joint Petition as soon as practical.

II. THE PROPOSED TRANSACTION

A. The Parties to the Proposed Transaction

1. Alliance Energy Group, LLC, and Relevant Related Entities

Alliance Energy Group, LLC (“AEG”) is a Nevada limited liability company owned by an individual investor, Samuel Nappi. AEG, in turn, owns 100% of the membership interest in Alliance Energy, New York LLC (“AENY”), a New York limited liability company. AENY, in turn, owns, directly and indirectly, 100% of the partnership and membership interests in the following lightly regulated electric corporations² with Federal Energy Regulatory Commission

¹ Joint Application for Authorization Under Section 203 of the Federal Power Act of Alliance NYGT, LLC et al., Docket No. EC26-66-00.

² Case 07-M-0906, *Joint Petition of Iberdrola S.A., Energy East Corporation, RGS Energy Group, Inc., Green Acquisition Capital, Inc., New York State Electric & Gas Corporation and Rochester Gas and Electric Corporation for Approval of the Acquisition of Energy East Corporation by Iberdrola, S.A.*, Order Approving Transfer, Providing for Lightened Ratemaking Regulation, Establishing Rate Treatment and Making Other Findings (Oct. 18, 2013); Case 12-E-0294, *Joint Verified Petition of Alliance NYGT, LLC, Seneca Power Partners, L.P., Sterling*

(FERC) market-based rate (MBR) authority³, which are all operating in the New York Independent System Operator (NYISO) control area:

- Allegany Generating Station LLC (“Allegany”), which owns a 67 MW gas-fired combined-cycle power plant located in Hume, New York,
- Carthage Energy, LLC (“Carthage”), which owns a 62.9 MW dual fuel (gas/oil) combined-cycle cogeneration facility located in Carthage, New York,
- Power City Partners (“Power City LP”)⁴, the owner of a 103.1 MW (nameplate) electric generation facility located in Massena, New York,
- Seneca Power Partners LP, (“Seneca LP”)⁵ the owner of a 67.3 MW (nameplate) electric generation facility located in Batavia, New York, and,
- Sterling Power Partners LP, (“Sterling LP”)⁶ the owner of a 67.3 MW (nameplate) electric generation facility located in Sherrill, New York.

In addition, AEG owns 100% of the membership interest of Alliance NYGT, LLC (“Alliance NYGT”), and indirectly, 100% of the membership interest of AER-NY-Gen, LLC

Power Partners, L.P., Alliance Energy Transmissions, LLC, and Alliance Energy Transmissions-Syracuse LLC for an Order Approving Financing Pursuant to Public Service Law Section 69, Order Approving a Transfer Subject to Conditions and Approving Financings (Sept 13, 2012) (continuing lightened regulatory regime); Case 88-E-1961, Power City Partners, L.P., Order Providing for Lightened Regulation (Sept. 30, 1999); Case 98-S-1855, Joint Petition of AG-Energy, L.P. and Sterling Power Partners, L.P. for a Declaratory Ruling that Certain Facilities are not Steam Corporations pursuant to Section 2(22) of the Public Service Law; or in the Alternative, for Certificates of Public Convenience and Necessity for These Facilities, Declaratory Ruling on Exemption from Steam Corporation Regulation (Sept. 29, 1999); Case 02-M-1034, Petition of AG-Energy, L.P. for an Order Granting Lightened Regulation as an Electric Corporation, Lightened and Incidental Regulation as a Steam Corporation and a Certificate of Public Convenience and Necessity to Sell Thermal Energy, Order Providing for Lightened and Incidental Regulation and Granting a Certificate of Public Convenience and Necessity (Nov. 25, 2002)

³ *Allegany Generating Station LLC*, Letter Order, Docket No. ER13-2199-000 (Sept. 25, 2013); *Carthage Energy, LLC*, Notice of Order, Docket No. ER99-2541-000 (June 21, 1999); *Power City Partners, L.P.* Letter Order, Docket No. ER12-1359-000 (Apr. 20, 2012).

⁴ Power City LP is directly owned (90%) by Massena Energy Holdings, LLC (Massena Holdings), a Delaware limited liability company and wholly owned subsidiary of AENY, as the Limited Partner, and owned (10%) by Massena Energy Holdings GP, LLC, a Delaware limited liability company and wholly owned subsidiary of Messina Holdings LLC, as the General Partner. Massena Holding LLC is wholly owned by AENY.

⁵ Seneca LP is directly owned (90%) by AENY as Limited Partner and indirectly owned by AENY (10%) through Seneca Power Corporation, a Delaware corporation and wholly owned subsidiary of AENY, as General Partner.

⁶ Sterling LP is directly owned (90%) by AENY as Limited Partner and indirectly owned by AENY (10%) through Sterling Power, LLC, a Delaware limited liability company and wholly owned subsidiary of AENY, as General Partner.

(“AER-NY-Gen”).⁷ Alliance NYGT is a lightly regulated electric corporation⁸ that has been granted MBR authority.⁹ Alliance NYTG is the direct owner and operator of two (2) gas-fired generation facilities: the 47 MW (nameplate) Hillburn Gas Turbine located in Hillburn, New York, and the 41.9 MW (nameplate) Shoemaker Gas Turbine located in Middletown, New York, which are both operating in the NYISO control area.¹⁰ AER NY-Gen currently holds no assets.

The Proposed Transaction will result in the transfer to Buyer of the ownership interests in Alliance NYGT, Sterling LP, Seneca LP, Power City LP, and AET but none of the ownership interests in Allegany, Carthage, AG Energy, L.P., AER-NY-Gen, LLC, or AEM.

Neither AEG nor any of its affiliates owns or controls any electric transmission or distribution facilities in the United States, other than the limited interconnection facilities necessary to connect individual generating facilities to the transmission grid. AEG is not affiliated with any other inputs to electric power production that could be used to prevent competitors from

⁷ *AG-Energy, L.P.*, Letter Order, Docket No. ER98-2782-000 (June 17, 1998); *Southern Energy NY-Gen, L.L.C., et al.*, 87 FERC ¶ 61,108 (1999); *see also Mirant NY-Gen, LLC, et al.*, Letter Order Docket No. ER01-1275-000 (June 12, 2001) (accepting notice of succession); *AER NY-Gen, LLC, et al.*, Letter Order Docket Nos. ER07-930-000, *et al.* (July 12, 2007) (accepting notice of succession issued). AEG also owns all the partnership interests in *AGEnergy, L.P.*, located in Ogdensburg, New York. The output of the Ogdensburg facility was previously sold into the NYISO markets and, pursuant to a steam delivery agreement, the facility currently provides steam to the St. Lawrence Psychiatric Center of the New York State Office of Mental Health using auxiliary boilers. AEG is also affiliated with Alliance Energy Marketing, LLC (“AEM”), a New York limited liability company, formed to act as a marketer of wholesale power and other services. AEM has received MBR authority from the FERC but is not currently engaged in making any sales of electric energy. *Alliance Energy Mktg., LLC*, Letter Order, Docket Nos. ER06-146-000 and ER06-146-001 (Jan. 18, 2006).

⁸ Case 11-E-0701, *Joint Verified Petition of AER NY-Gen, LLC and Alliance NYGT, LLC for an Order Approving a Transfer Pursuant to Section 70 of the Public Service Law and for Order Approving Lightened Regulatory Regime*, Order Approving Transfer and Making Other Findings (Mar. 15, 2022 (continuing lightened regulation)); Case 07-E-0170, *Joint Petition of Mirant NY-Gen, LLC and Alliance Energy Renewables, LLC Pursuant to Section 70 of the New York State Public Service Law for Transfer of Assets from Mirant NY-Gen, LLC to Alliance Energy Renewables, LLC*, Order Approving Transfer and Making Other Findings (Apr. 23, 2007); Case 96-E-0900, *In the Matter of Orange and Rockland Utilities, Inc.'s plans for electric rate/restructuring pursuant to Opinion No. 96-12*, Order Approving Transfer of Generating Facilities and Making Other Findings (June 24, 1999) .

⁹ *Alliance NYGT, LLC*, Letter Order, Docket No. ER12-1359-000 (Apr. 20, 2012) (granting MBR authority).

¹⁰ Bothe facilities are interconnected to the transmission facilities owned by Orange and Rockland Utilities, Inc.

entering Petitioners' relevant markets. Further, AEG is not affiliated with any public utility with a franchised electric service territory.

2. Linger Energy Holdings, LLC

Linger Energy Holdings, LLC ("LEH") is a New York limited liability company that was formed to hold all the membership interests of Alliance Energy Transmissions, LLC ("AET").¹¹ AET holds the certificate for an approximately 11.2-mile intrastate natural gas pipeline in upstate New York that is used solely to transport gas to the generating facility owned by Seneca LP.¹² AET is a gas corporation subject to lightened regulation, which is limited to providing service to less than twenty (20) non-residential customers.¹³ The Linger Trust holds one hundred percent of the membership interests of LEH.

3. The Linger Trust

The Linger Trust is a family trust established by the same individual investor that is the sole member of AEG. The Linger Trust and its affiliates were described fully in Commission's prior order granting authorization to transfer AET from AEG to LEH.¹⁴

4. PowerTransitions LegacyOps II LLC

PTLO II, a Delaware limited liability company, is directly and wholly owned by

¹¹ Case 20-G-0385, *Petition of Alliance Energy Group, LLC, Alliance Energy Transmission LLC, Alliance Energy Transmissions - Syracuse, LLC, Linger Trust, and AET Holdings LLC for Approval of a Transfer Pursuant to Lightened Regulation*, Order Approving Transfers (Dec. 18, 2020) ("AET Second Transfer Order"). LEH was also formed to hold all the membership interests in Alliance Energy- Transmissions Syracuse, LLC).

¹² *Id.*; see also Case 09-G-0490, *Joint Petition of Alliance Energy Transmissions, LLC and Seneca Power Partners, L.P. for a Declaratory Ruling Regarding the Transfer of Pipeline Under Section 70, and Related Relief*, Declaratory Ruling on Review of a Transfer Transaction and Order Providing for Lightened Regulation (Nov. 17, 2009) ("AET First Transfer Order")

¹³ AET Order at 4; AET Transfer Order at 9; Case 09-T-0489 *Joint Petition of Alliance Energy Transmissions, LLC and Seneca Power Partners, L.P., for approval of an Amendment to and Transfer of the Certificate of Environmental Compatibility and Public Need Granted to Seneca Power Partners*, Order Approving Amendment and Transfer of Certificate (issued and effective November 17, 2009).

¹⁴ See AET Second Transfer Order.

PowerTransitions Holdings LLC, a Delaware limited liability company, which is, in turn, directly and wholly owned by PowerTransitions TopCo LLC, which is, in turn, directly and wholly owned by PowerTransitions LLC. Any PTLO Subsidiary that is a Buyer, will be a direct or indirect wholly owned subsidiary of PTLO II.¹⁵ Only one ultimate upstream affiliate, Partners Group Holding AG (“Partners Group”), owns 10% or more of PowerTransitions LLC. Accordingly, PTLO II is an indirect, wholly owned subsidiary of various investment funds controlled by Partners Group.

Partners Group is a global private markets investment management firm headquartered in Zug, Switzerland, that is responsible for a variety of investment programs in private infrastructure, private equity, private real estate, private debt, and liquid private markets. Partners Group manages a variety of customized portfolios for its international institutional investors. Partners Group has offices throughout the United States and world. The investment vehicles managed or advised by Partners Group are independent investment vehicles organized as limited partnerships (or foreign equivalents) that invest in assets around the world. Each investment vehicle has a direct or indirect general partner, administrator, or manager (collectively, the “PG General Partners”). A PG General Partner exercises all management, operation, and control authority over its respective investment vehicle by means of the authority granted to the PG General Partner through such investment vehicle’s partnership agreement (or foreign equivalent) or an administrative agreement. The indirect owner of 100% of the interests in all such PG General Partners is Partners Group, which is publicly traded on the Swiss stock exchange. No individual or entity holds 10% or more of Partners Group’s shares.

Except for those assets to be acquired through the Proposed Transaction, Buyer does not

¹⁵ The PTLO Subsidiary acquiring the ownership interests in the New York operating entities may be different entities formed for purposes of holding the relevant equity interests, but will be wholly owned by PTLO II.

directly own, operate, or control any electric generating or transmission assets within the NYISO control area. Through Partners Group, its ultimate upstream parent company, Buyer is affiliated with the following entities that own or operate electric generating facilities in either the PJM Interconnection, L.L.C. (“PJM”) control area or the ISO-New England Inc. (“ISO-NE”) control area.¹⁶

Except as described below, neither Buyer nor any of its affiliates directly or indirectly own, operate, or control in the NYISO, PJM, or NE-ISO: (i) any electric generation or transmission facilities (except for the limited, discrete facilities needed to interconnect generating facilities to the transmission system); or (ii) any intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, physical coal supply sources, or any other inputs to electric power production. Neither Buyer, nor any of its affiliates is a franchised public utility within the relevant control area.

- a. *Buyer’s generation affiliates operating in the PJM Balancing Area Authority*
 - i. Cambria Wind LLC

Cambria Wind LLC (“Cambria Wind”) is a Delaware limited liability company that owns and operates a 62.5 MW (nameplate) wind-powered generator with 25 wind turbines and associated interconnection facilities in Cambria County, Pennsylvania. Cambria Wind is an Exempt Wholesale Generator (“EWG”)¹⁷ and has been authorized to sell power at market-based

¹⁶ In addition, Buyer is affiliated, through its ultimate parent entity, with 19 operating entities that own or control approximately 2332 MW of electric generating and/or storage assets that operate and deliver power within the California Independent System Operator Corporation (“CAISO”) Balancing Authority Area (“BAA”); and operating entities that own or control approximately 450 MW of electric generating assets that operate in the Public Service Company of New Mexico (“PNM”) BAA. Buyer is also affiliated through Partners Group with Roadrunner Gas Transmission, LLC, an approximately 640 MMcf/day intrastate natural gas pipeline extending from Coynosa, Texas to the international border-crossing connection at the United States and Mexico border near San Elizario, Texas.

¹⁷ *Cambria Wind LLC*, Notice of Effectiveness of Exempt Wholesale Generator and Foreign Utility Company Status, Docket Nos. EG20-78-000, et al. (May 14, 2020). *See* 18 C.F.R. § 366.7.

rates.¹⁸ Cambria Wind sells energy into the PJM wholesale markets.

ii. Highland North LLC

Highland North LLC (“Highland North”) is a Delaware limited liability company that owns and operates an approximately 75MW wind-powered generating facility located in Cambria County, Pennsylvania. Highland North is an EWG¹⁹ and has been authorized to sell power at market-based rates.²⁰ Highland North’s sells energy, ancillary services and capacity into the PJM wholesale markets.

iii. Patton Wind Farm LLC

Patton Wind Farm LLC (“Patton Wind”) owns and operates an approximately 30 MW wind-powered generating facility located in Cambria County, Pennsylvania, within the PJM BAA. Patton Wind has been granted market-based rate authority²¹ and sells 16 MW of the generator’s output pursuant to a long-term contract to Constellation Energy Generation, LLC f/k/a Exelon Generating Company, LLC, through December 2032, with the remainder sold into the PJM wholesale markets. Patton Wind also is an EWG.²²

iv. Twin Ridges LLC,

Twin Ridges LLC (“Twin Ridges”) is a Delaware limited liability company that owns and operates an approximately 139 MW wind-powered generating facility located in Somerset County, Pennsylvania, and the adjacent county, Allegany County, Maryland, within the PJM BAA. Twin

¹⁸ *Cambria Wind LLC*, Letter Order, Docket Nos. 20-711-000, et al. (January 31, 2020).

¹⁹ *Highland N. LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status of Highland North LLC, Docket Nos. EG11-77-000, et al., (July 13, 2011).

²⁰ *Highland N. LLC*, Letter Order, Docket Nos. ER11-3406-000, et al. (June 17, 2011).

²¹ *Patton Wind Farm, LLC*, Letter Order, Docket Nos. ER12-1925-000, et al. (July 31, 2012).

²² *Patton Wind Farm, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status Patton Wind Farm, LLC, Docket Nos. EG12-71-000, et al. (Sept. 10, 2012).

Ridges is an EWG²³ and has been authorized to sell power at market-based rates.²⁴ Twin Ridges' energy, ancillary services, and capacity is sold into the PJM wholesale markets.

v. Camden Plant

Camden Plant Holding, L.L.C. ("Camden Plant") is a Delaware limited liability company that owns an approximately 145 MW natural gas-fired, combined-cycle generating facility in Camden, New Jersey ("Camden Station"). Camden Plant is an EWG²⁵ with market-based rate authority²⁶ within the PJM BAA and the PJM East submarket. The output of Camden Station Plant is sold into the PJM wholesale markets.

vi. Qualifying Facilities

Through Partners Group, Buyer is also affiliated with 77.66 MW of self-certified small production qualifying facilities ("QFs") located within the PJM BAA.

b. *Buyer's affiliates operating in the ISO-NE market*

i. Dartmouth Power

Dartmouth Power Associates Limited Partnership ("Dartmouth Power") is a Massachusetts limited partnership that owns an approximately 81.7 MW natural gas-fired, combined-cycle generating facility located in Dartmouth, Massachusetts ("Dartmouth Station"). Dartmouth Power

²³ *Big Savage, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status of Big Savage, Docket Nos. EG12-72-000, et al. (Sept. 10, 2012) (Twin Ridges was formerly known as Big Savage, LLC, but changed its name in 2023.).

²⁴ *Big Savage, LLC*, 140 FERC ¶ 61,085 (2012); *see also*, *Twin Ridges LLC*, Letter Order, Docket No. ER23-2221-000 (Aug. 17, 2023) (accepting the tariff amendment to reflect the name change from Big Savage, LLC to Twin Ridges LLC).

²⁵ *See Camden Cogen, L.P.*, 97 FERC ¶ 62,088 (2001) (granting EWG status).

²⁶ *Camden Cogen, L.P.*, Letter Order, Docket No. ER01-2756-000 (Sept. 13, 2001) (granting market-based rate authority); *See also Camden Holdings Plant, L.L.C.*, Notice of Succession of Camden Holdings Plant, L.L.C., Docket No. ER05-1219-000 (July 15, 2005) (adopting market-based tariff filed under Docket No. ER01-2756-000).

is an EWG²⁷ with market-based rate authority.²⁸ The output of Dartmouth Station is sold into the ISO-NE wholesale markets.

B. The Proposed Transaction

The Proposed Transaction will result in the Buyer acquiring all outstanding direct and indirect equity interests in Alliance NYGT, Sterling LP, Seneca LP, and Power City LP, which collectively operate approximately 323 MW (nameplate) of electric generation capacity in the NYISO control area, which represents a market share of less than one percent of the total installed capacity in the NYISO markets.²⁹ Additionally, under the Proposed Transaction all the membership interest in AET, which provides gas transportation only to the Seneca LP facility, will transfer to Buyer.³⁰ In addition, the Proposed Transaction will result in Buyer acquiring indirectly, certain real property associated with the generation facilities.³¹ After the closing of the Proposed Transactions, Sellers will continue to perform, or cause to be performed, services for the transferred operating entities for a period after the transfer in connection with the facilities and AET pipeline ongoing operations. Simplified pre-transaction and post-transaction corporate organizational charts are attached to this Petition as **Exhibit A**.³²

²⁷ See *Dartmouth Power Assocs. Ltd. P'ship*, 69 FERC ¶61,394 (1994) (granting EWG status).

²⁸ *Dartmouth Power Assocs. Ltd. P'ship*, 74 FERC ¶61,037 (1996) (granting MBR authority).

²⁹ See, 2025 Load & Capacity Data “Gold Book” (Apr. 2025) at 73, 74 (<https://www.nyiso.com/documents/20142/2226333/2025-Gold-Book-Public.pdf>).

³⁰ AET originally had the same ultimate parent entity as Seneca LP (see, AET Second Transfer Order). In that case, the Commission approved the transfer of the membership interest from AEG to LEH.

³¹ Buyer will acquire all the membership interest in the limited liability company, Meadow Brook LLC, which leases real property to Sterling LP, Seneca LP, and Alliance NYGT’s Hilburn facility. Petitioners respectfully submit this aspect of the Proposed Transaction does not require review because it is dependent upon and subsumed under the review of the Buyer acquiring ownership and control of the entities owning the electric generation facilities under the Proposed Transaction.

³² Petitioners have not provided the information listed in 16 NYCRR § 31, et seq., The Commission has previously held that in reviewing petitions under PSL Section 70 for transfers involving lightly regulated entities the filing requirements of are not applicable to See, e.g., Case 06-M-0948, *Joint Petition of Transfer of Ownership Interests in Power City Partners, L.P. Pursuant to Section 70 of the Public Service Law*, Order Approving Transfer

Because the operating entities are lightly regulated by the Commission, serve no captive rate-payers, and control, individually and collectively, less than 1% of the generating capacity in the NYISO control area,³³ neither the restructuring nor transfer of these privately held ownership interests will create any market power concerns, nor pose any risks to the interests of captive ratepayers in New York. Nor will the Proposed Transaction alter the day-to-day operation of the electric generation facilities or the pipeline, which will continue to operate in the competitive wholesale NYISO markets and, in the case of AET, provide gas transportation service to one sophisticated market participant. Under Commission precedent, the Proposed Transaction is in the public interest. Moreover, the Proposed Transaction will add new investment into the New York market without disrupting resource adequacy needs identified by the NYISO.³⁴

III. CORRESPONDENCE AND COMMUNICATIONS

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at 4 n.5 (Oct. 25, 2006). To the extent necessary, Petitioners respectfully request a waiver of those requirements as not needed for the review. *See e.g.*, Case 17-E-0016, *Petition of TC Ravenswood, LLC, TC Ravenswood Services Corp. and Helix Generation for Expedited Approval of a Transfer and Financing Pursuant to Lightened Regulation*, Order Approving Transfer Subject to Acceptance of Conditions and Making Other Findings at 3 (Apr. 19, 2017).

³³ *See* 2025 Load & Capacity Data “Gold Book”(Apr. 2025) at 73, 74 (<https://www.nyiso.com/documents/20142/2226333/2025-Gold-Book-Public.pdf>).

³⁴ *See*, New York Independent System Operator, Inc. *2024 Reliability Needs Assessment* (Nov. 19, 2024) (*2024 Needs Assessment*) (Identifying potential resource adequacy concerns.)

IV. THE PROPOSED TRANSACTION IS IN THE PUBLIC INTEREST

A. Standard of Review

PSL §70 requires authorization of the Commission for transfers of ownership interests in an electric plant.³⁵ The Commission will not give authorization “unless it shall be shown that such acquisition is in the public interest.”³⁶ “When this review pertains to a wholesale generator, the level of scrutiny applied may be ‘reduced to the level that the public interest requires’ with concern to their competitive operations.”³⁷ To find that a transfer is in the public interest, the Commission requires the petitioner to demonstrate that the acquisition will not enable the new owner to exercise horizontal or vertical market power or harm captive New York ratepayers.³⁸

The Commission has found that no risk of horizontal market power exists when the transaction will involve only small volumes of generation capacity in relation to the relevant markets.³⁹ Under Commission Precedent, vertical market power exists “when an entity that has

³⁵ PSL § 70 (“[N]o stock corporation of any description, domestic or foreign, company ... 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 ... Provided, that with the consent of such commission ... any such stock corporation, company, association, partnership or person may acquire, take and hold more than ten per centum of the voting capital stock of any gas corporation or electric corporation, organized or existing under or by virtue of the laws of this state.”).

³⁶ *Id.*

³⁷ Case 23-E-0731, *Joint Petition of New Athens Generating Co., LLC, Northeast Gas Generation, LLC, and Gate City Power - NE Generation LLC for Approval of a Proposed Transfer Pursuant to PSL Section 70 Under Lightened Regulation*, Order Approving Transfer and Making Other Findings (May 17, 2024).

³⁸ See, e.g., 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 (Apr. 25, 2014) (“*Mach Gen Order*”) (“In conducting a review under §70 that pertains to a lightly-regulated electric corporation operating in wholesale electric markets, we examine any affiliations with fully-regulated New York utilities or power marketers that might afford opportunities for the exercise of market power or pose the potential for other transactions detrimental to captive ratepayer interests. When reviewed with the reduced scrutiny applicable under lightened regulation, the ownership interest transfers the Petitioners propose are in the public interest.”).

³⁹ Case 16-E-0401, *New Joint Petition of Riverstone Holdings LLC, Talen Energy Supply, LLC, MACH Gen, LLC, New MACH Gen, LLC and New Athens Generating Company, LLC for a Declaratory Ruling or, in the Alternative Approval of the Acquisition of Indirect Ownership Interests in New Athens Generating Company, LLC., Declaratory Ruling on Transfer Transactions*, (Sept. 19, 2016)

market power in one stage of the production process leverages that power to gain advantage in a different stage of the production process.”⁴⁰

Section 70(1) of the PSL provides that “[n]o gas corporation. . . shall transfer or lease its franchise, works or system or any part of such franchise, works or system to any other person or corporation or contract for the operation of its works and system, without the written consent of the commission.” A “gas corporation” is any entity that owns, operates, or manages “any gas plant or thermal energy network...”⁴¹. PSL Section 70(4) prohibits a company or limited liability partnership from acquiring more than ten percent “of the voting capital stock issued by any gas corporation . . . corporation organized or existing under or by virtue of the laws of this state” unless authorized to do so by the Commission.⁴² As with the case of lightly regulated electric corporations, “[i]n conducting a review under § 70 that pertains to a lightly regulated gas corporation, the Commission examines any affiliations with fully regulated New York utilities or power marketers that might afford opportunities for the exercise of market power, conditions that may pose the potential for harm to captive ratepayer interests, or other transactions that may be detrimental to the public interest.”⁴³ It must be shown that the acquisition will not enable the new owner to exercise market power to satisfy the requirement that the proposed transaction is in the

⁴⁰ Case 96-E-0900, *Statement of Policy Regarding Vertical Market Power* at 1

⁴¹ PSL § 70(11).

⁴² On its face, PSL Section 70(4) does not apply because the proposed transaction involves the transfer of membership interests and not stock. However, since the same substantive review would apply under Section 70(1) the issue is academic and need not be reached. Petitioners respectfully reserve their right to challenge the applicability of Section 70(4) to the proposed transaction.

⁴³ AEG Order Approving Transfers; Case 20-G-0556, *Joint Petition of SABIC Innovative Plastics and SHPP U.S., L.L.C of Ownership of a Gas Pipeline Pursuant to Section 70 of the Public Service Law and for Other Relief*, Order Approving Transfers and Providing for Incidental Regulation (issued July 15, 2021).

public interest under PSL Section 70.⁴⁴ For lightly regulated services, such as the gas transportation services provided by AET, the Commission evaluates whether the competitive circumstances justifying certification and lightened regulation in the first instance are still present.⁴⁵ Applying this standard the Commission has found it satisfied where (1) there are no captive ratepayers, (2) the pipeline will continue to operate in the same competitive market, (3) regulated gas utility ratepayers are not impacted, (4) the transferee will not gain vertical or horizontal market power because other companies operate similar systems in the same geographic area, and (5) the transferee does not hold an exclusive franchise to serve all customers in the geographic area on a monopoly basis.⁴⁶

B. The Proposed Transaction Satisfies the Standard

The Proposed Transaction do not create the potential for the exercise of horizontal or vertical market power. Neither Buyer nor its affiliates own or control, directly or indirectly, any facilities for the generation, transmission, distribution, or sale of electric energy, or have substantial influence over inputs, like fuel or fuel transportation, into the production of generation supply, in New York State. The Proposed Transaction will involve Buyer acquiring all the outstanding equity interest in a total of approximately 323 MW (nameplate) natural gas-fired, simple and combined-cycle generation located throughout New York, and dispersed within the NYISO control area. Each facility is a wholesale markets participant at market-based rates, sized at or below 103 MW in its operation location, and none serve captive ratepayers. Additionally,

⁴⁴ Case 15-M-0365, *Proceeding on Motion of the Commission Regarding Policies, Procedures and Filing Standards under Lightened Ratemaking Regulation*, Staff Whitepaper on Implementing Lightened Ratemaking Regulation (issued November 4, 2015), p 34.

⁴⁵ *Id*; see also AET Second Transfer Order.

⁴⁶ Case 25-G-0304, *Petition of Emkey Gathering, LLC, and PPP Future Development, Inc. for Approval of a Transfer of Ownership Interests Pursuant to Public Service Law Section 70 and for Lightened Regulation*, Order Approving Transfer and Making Other Findings (Oct. 16, 2025) at 3 (“*Emkey Order*”).

pursuant to the Proposed Transaction, Buyer will acquire all the outstanding equity interest in AET ensuring that it remains with the entity that is the ultimate owner of Seneca LP, which is the sole customer of AET for gas transportation services.

The Proposed Transaction will not result in any increase in market concentration. On the contrary, AEG is divesting part of its New York generation portfolio, and the Buyer has no existing generation assets in New York. The generation facilities combined capacity of approximately 323 MW (nameplate) is insufficient to confer market power in the NYISO markets or otherwise influence the adjacent control areas.⁴⁷ In the Commission’s prior order approving the transfer that resulted in AEG wholly owning the combination of Alliance NYGT, Seneca LP, Sterling LP, and Power City LP, the Commission deemed the combination *de minimis*.⁴⁸ At that time AET was also wholly owned by AEG.⁴⁹ Indeed, even when combined with the approximate 550 MW located within the PJM BAA and the approximate 82 MW in NE-ISO, the combined total is insufficient to confer market power in the relevant control area.

Nor will the Proposed Transaction raise any vertical market power concerns. The Proposed Transaction does not involve any electric transmission facilities other than the limited interconnection facilities associated with the interconnection of the relevant facilities. Nor does

⁴⁷ See, e.g., 2024 EIA-930A (summary tab) for NYISO installed capacity (Reporting a total installed capacity of 43,005 MW; see also, e.g., Case 11-E-0245, Exelon Corporation (Dec. 20 2011) (“Because Exelon is a new entrant into the NYISO wholesale generation market, and is acquiring only the 4.8% share of that market already held by Constellation Nuclear, market concentration in the NYISO market will not increase as a result of the transaction.”); see also Mach Gen Order at 2 (Finding that a 4.2 % share of the NYISO market does not create market power concerns.).

⁴⁸ At that time AEG also owned indirectly the approximately 12 MW swinging Bridge hydroelectric facility that it was in the process of transferring and the Commission given approval for it to acquire another electric corporation with approximately 50MW of generation. Case 12-E-0211 *Joint Verified Petition of Alliance Energy, New York LLC, MEG Development Company, LLC, Massena Energy Holdings, LLC, Massena Energy Holdings GP, LLC, and Power City Partners, LP for a Declaratory Ruling or, in the Alternative, an Order Approving Transfer Pursuant to Public Service Law Section 70, Approval of Financing Pursuant to Public Service Law Section 69, and Continuing Lightened Regulatory Regime*, Order Approving Transfer Subject to Conditions and Approving Financing (Sept. 13, 2012).

⁴⁹ *Id.*

Buyer or its affiliates own or control any electrical transmission facilities in the United States, except for those associated with specific interconnection facilities. Buyer and its affiliates also do not own or control any input to power production, or own or control sites for new generation development capacity within the relevant control area.

Regarding AET, the Proposed Transaction also satisfies the public interest requirement in Section 70. As noted above, the Commission has previously allowed the combination of AEG's ownership of AET and Seneca LP.⁵⁰ The same conditions continue to exist for this Proposed Transaction and the Buyer will own the equity interest of AET and Seneca LP at the same time, just as AEG did before.⁵¹ There is no potential for harm to captive ratepayers, and gas utility ratepayers will not be impacted or incur any expenses related to the Proposed Transaction. The transfer will have no effect on market concentration. The competitive market conditions that existed upon the initial certifications and lightened regulation of AET remain. The AET pipeline will continue to be owned solely by AET and provide dedicated service to one sophisticated market participant pursuant to an existing agreement, while the same personnel continue to operate and maintain the pipeline under an existing operation and maintenance agreement. Accordingly, the Proposed Transaction is in public interest and should be approved.

In sum, Petitioners respectfully request that the Commission approve the Proposed Transaction because it does not raise any vertical or horizontal market power issues, nor pose any threat of harm to captive ratepayers, and the affected facilities will continue to be operated in the

⁵⁰ *Id.*

⁵¹ In approving the transfer of the Certificate of Environmental Compatibility and Public Need from Seneca L.P. to AET the Commission specifically noted that the pipeline remained ultimately under the same ownership. Case 09-T-0489 *Joint Petition of Alliance Energy Transmissions, LLC and Seneca Power Partners, L.P. for Approval of an Amendment to and Transfer of the Certificate of Environmental Compatibility and Public Need Granted to Seneca Power Partners*, Order Approving Amendment Transfer of Certificate (Nov. 12, 2009) ("given that the ultimate ownership, operation and maintenance of the gas transmission line authorized in the Certificate will not change, we will grant the Petitioners' request").

same manner as now. Accordingly, the Proposed Transaction is in the public interest and should be approved for under the level of scrutiny applied by the Commission for transfers of ownership of wholesale competitors.

V. THE COMMISSION SHOULD CONTINUE TO APPLY LIGHTENED REGULATION

Each of the entities subject to a lightened regulatory regime should continue to be subject to lightened regulation after consummation of the Proposed Transaction. In past decisions, the Commission has determined that lightly regulated entities continue to be lightly regulated following the consummation of corporate transactions transferring their direct or indirect ownership interests in New York competitive electric generating facilities and other New York power assets.⁵² Following the closing of the Proposed Transaction, the Commission should follow its precedent and continue to apply lightened regulation to each of the New York entities.

VI. CLIMATE LEADERSHIP AND COMMUNITY PROTECTION ACT

Under Section 7 (2) of the New York State Climate Leadership and Community Protection Act (CLCPA [L 2019, ch 106]), the Commission must consider, in the context of its approvals, and orders, “whether such decisions are inconsistent with or will interfere with the attainment of the statewide greenhouse gas emissions limits” established by the New York State Department of Environmental Conservation under the CLCPA.⁵³ If a Commission approval or order is found to be inconsistent or to interfere with those limits, it “shall provide a detailed statement of justification

⁵² See, e.g., Case 18-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 New York State Public Service Law*, Declaratory Ruling on Transfer and Making Other Findings at 11-12 (Sept. 18, 2018); 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 at 8 (Oct. 20, 2015); *MACH Gen Order* at 11.

⁵³ *Emkey Order* at 5 (quoting CLCPA §7[2]).

as to why such limits/criteria may not be met and identify alternatives or greenhouse gas mitigation measures to be required where such project is located.”⁵⁴ “In addition, State agencies are to ensure that their orders will not ‘disproportionately burden disadvantaged communities.’”⁵⁵

Under the circumstances present here of only a transfer of entity ownership the Commission has previously determined its decision to authorize such transfer consistent with the requirements of the CLPA:

The Proposed Transaction will not produce any physical changes to the Facilities, while the Facilities will continue to be operated as wholesale power plants in accordance with all applicable Commission orders, permits, environmental laws and regulations, and pursuant to existing facility permits that were issued in accordance with applicable environmental statutes and regulations. Thus, no increases to greenhouse gas emissions over current emissions profiles are expected from the Facilities as a result of the Proposed Transaction or Financing. For those reasons, the Commission concludes that these decisions are not inconsistent with, and will not interfere with, the attainment of statewide greenhouse gas limits. For those same reasons, the Commission concludes that issuing this ruling will not disproportionately burden disadvantaged communities as compared to the status quo.⁵⁶

Likewise, the transfer of the membership of interest in AET will not result in any increase in greenhouse gas emissions or create a new impact to a disadvantaged community because it also does not involve physical or operational change and thus no additional environmental or public health burdens may result. Accordingly, as the Commission has determined with other such transfers, the Commission should conclude that no further justification or mitigation measures are required under CLCPA §§ 7(2) or 7(3).

⁵⁴ CLCPA § 7 (2)

⁵⁵ *Emkey Order* at 5 (quoting CLCPA §7[3]).

⁵⁶ Case 25-M-0349, *Petition of Beaver Falls, L.L.C.; Syracuse, LLC; Vistra Corp for a Declaratory Ruling Regarding Transfer of Ownership, or, in the Alternative, an Approval Pursuant to Sections 70 and 83 of the Public Service Law and an Approval of Financing Pursuant to Sections 69 and 82 of the Public Service Law*, Order on Financing and Ruling on Transfer (Oct. 20, 2025).

VII. ENVIRONMENTAL REVIEW

PSL Section 70 review is an unlisted action under the State Environmental Quality Review Act (“SEQRA”) because the requested action is neither a Type I nor a Type II action as defined in the rules implementing SEQRA. 6 NYCRR §§ 617.4 and 617.5 and 16 NYCRR § 7.2 13. Petitioners have completed a short form Environmental Assessment Form (SEAF) describing and disclosing the likely impacts of the Commission approving Section 70 authority for the Proposed Transaction. As shown in the SEAF provided with this Petition, the action in this case is unlikely to have any significant adverse impact on the environment because it is the approval of the transfer of partnership and membership interests. The lightly regulated electric corporations will continue operating as before and AET-Syracuse will continue operating its pipeline in the same manner as before. Applying the criteria for determining significance,⁵⁷ the Commission should determine that its approval will not result in potentially significant adverse environmental impacts, just as has done when it previously approved the transfer of ownership of these same lightly regulated electric corporations that are again the subject of a transfer of ownership under the Proposed Transaction. Petitioners, therefore, request that the Commission determine that the proposed action will not have a significant impact on the environment and adopt a negative declaration pursuant to SEQRA. A Short Environmental Assessment Form is included as **Exhibit B**.

VIII. NEW YORK STATE ADMINISTRATIVE PROCEDURES ACT

Commission rulemaking activity requires that notice be published in the New York State Register allowing 60 days for public comment.⁵⁸ A draft notice of rulemaking suitable

⁵⁷ 6 NYCRR § 617.7

⁵⁸ SAPA § 202 (1) (a).

for publication in the New York State Register is provided as **Exhibit C** to this Petition.⁵⁹

IX. CONCLUSION

For the foregoing reasons, the Commission should issue an order approving the Proposed Transaction under PSL §70 and declare that following consummation of the Proposed Transaction, Alliance NYGT, Seneca LP, Sterling LP, Power City LP, and AET will continue to be subject to a lightened regulatory regime.

Dated: February 27, 2026

Respectfully submitted,

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Gregory M. Brown, Esq.

/s/John W. Dax
John W. Dax
William F. McLaughlin

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LLC, and Linger Energy Holdings, LLC.*

*Attorneys for Petitioner
PowerTransitions LegacyOps II LLC*

⁵⁹ 16 NYCRR § 3.5 (i).

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

----- X
Verified Joint Petition of Alliance Energy Group, :
LLC, Alliance Energy, New York LLC, Alliance :
NYGT, LLC, Seneca Power Partners, L.P., Sterling :
Power Partners, L.P., Power City Partners, L.P., :
Alliance Energy Transmissions, LLC, Linger Energy :
Holdings, LLC, and PowerTransitions LegacyOps II :
LLC for Approval of Transfer of Ownership Interests :
Under Section 70 of the Public Service Law :
----- X

Case 26-M-_____

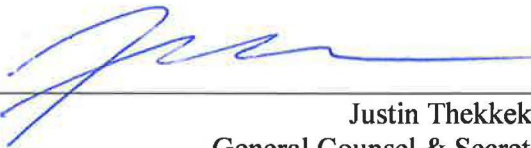
STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

VERIFICATION

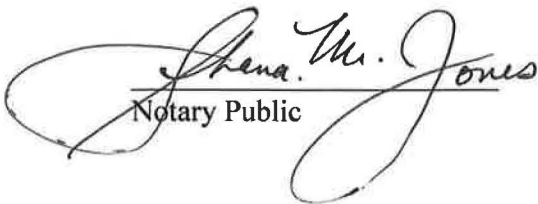
I, Justin Thekkekara, being duly sworn, deposes and states as follows:

1. I am the General Counsel & Secretary of PowerTransitions LegacyOps II LLC, the Buyer-Petitioner in this proceeding.
2. I have read the Verified Joint Petition and do hereby affirm that the statements made therein with respect to PowerTransitions LegacyOps II LLC and its affiliates are true and accurate to the best of my knowledge and belief.




Justin Thekkekara
General Counsel & Secretary

Sworn to before me this
27 day of February 2026


Notary Public

EXHIBITS

- A. Organizational Charts
- B. Short Environmental Assessment Forms
- C. Draft State Administrative Procedures Act Notice

EXHIBT A
ORGANIZATIONAL CHARTS

Exhibit A.1. Current Organizational Charts

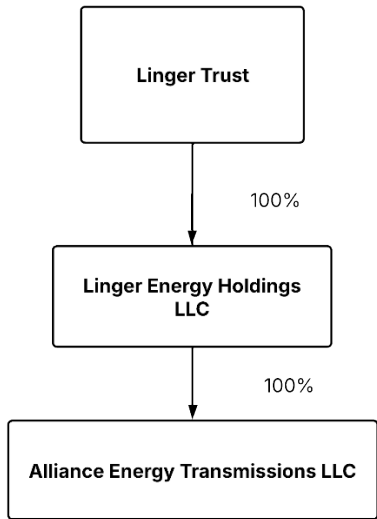
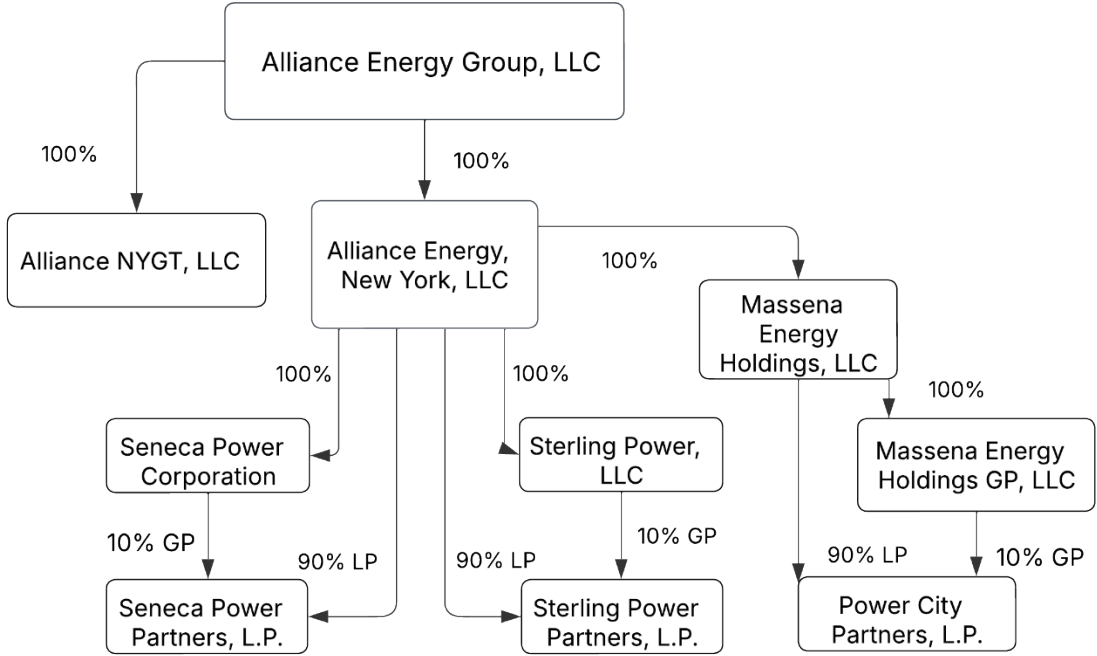
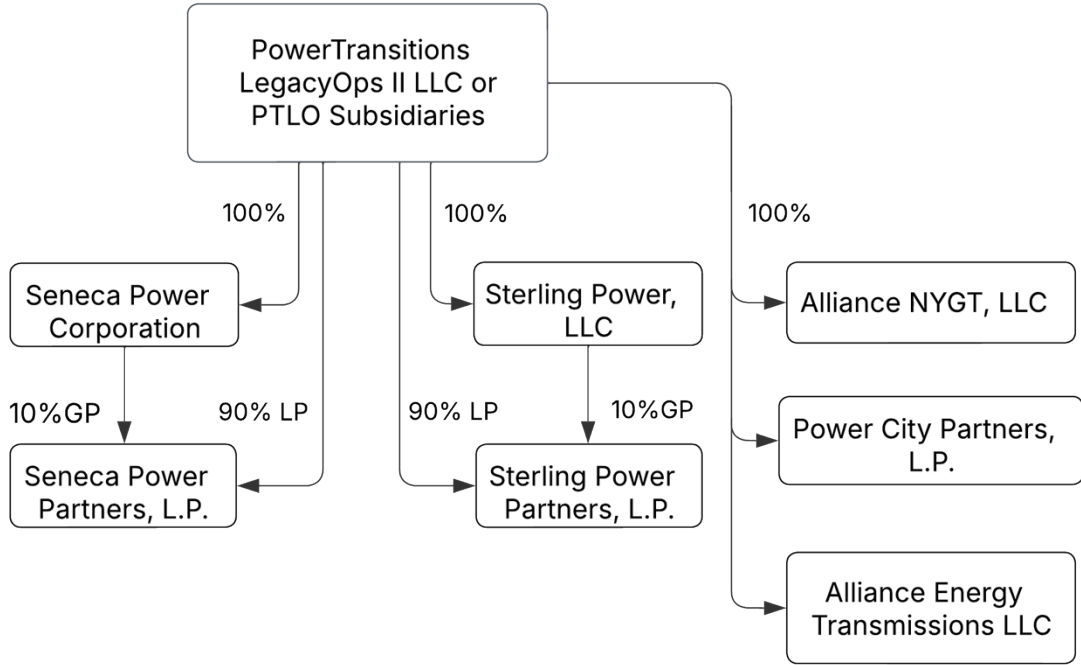


Exhibit A.2. Post Proposed Transaction Organizational Charts



EXHIBT B
SHORT ENVIRONMENTAL ASSESSMENT FORM

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: Joint Petition of Alliance Energy Group LLC, PowerTransitions LegacyOps II LLC, et al. for a ruling to transfer ownership interests per §70 of the PSL.			
Project Location (describe, and attach a location map): N/A for transfers of ownerships interests.			
Brief Description of Proposed Action: Petitioner is requesting that the New York State Public Service Commission (PSC) issue an order approving the transfer of 100% of membership interest in NYGT and AET and all the general and limited partnership interest Seneca LP, Sterling LP, and Power City LP, to PowerTransitions LegacyOps II LLC, and lightened regulation of NYGT Seneca, LP, Sterling LP, Power City LP, and AET pursuant to §70.			
Name of Applicant or Sponsor: William F. McLaughlin		Telephone: (518) 465-2333 E-Mail: wmclaugh@hodgsonruss.com	
Address: 677 Broadway Suite 401			
City/PO: Albany		State: New York	Zip Code: 12207
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.		NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
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:		NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
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: <input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban) <input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input checked="" type="checkbox"/> Other(Specify): N/A for transfer of ownership <input type="checkbox"/> Parkland			

5. Is the proposed action,	NO	YES	N/A
a. A permitted use under the zoning regulations?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO <input type="checkbox"/>	YES <input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>	
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?	NO <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	YES <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
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: _____ _____	NO <input type="checkbox"/>	YES <input checked="" type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____ _____	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____ _____	NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>	
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?	NO <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	YES <input type="checkbox"/> <input type="checkbox"/>	
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: _____ _____ _____	NO <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	YES <input type="checkbox"/> <input type="checkbox"/>	

EXHIBT C

DRAFT STATE ADMINISTRATIVE PROCEDURES ACT NOTICE

**NEW YORK STATE PUBLIC SERVICE COMMISSION
NOTICE OF PROPOSED RULE MAKING**

ATTACHMENT TO DRAFT NOTICE

Proposed action:

The New York State Public Service Commission (the “Commission”) is considering a verified joint petition from of Alliance Energy Group, LLC, Alliance Energy, New York LLC, Alliance NYGT, LLC (NYGT), Seneca Power Partners, L.P. (Seneca LP), Sterling Power Partners, L.P.(Sterling LP), Power City Partners, L.P.(Power City LP), Alliance Energy Transmissions, LLC (AET), Linger Energy Holdings, LLC, and PowerTransitions LegacyOps II LLC (“PTLO II”) or a direct or indirect wholly owned subsidiary of PTLO II (each a “PTLO Subsidiary”) (collectively, the “Petitioners”) for approval under section 70 of the New York State Public Service Law to transfer 100% of the ownership interest in NYGT, Seneca LP, Sterling, LP, Power City LP, and AET to PowerTransitions LegacyOps II LLC.

In addition, the verified joint petition requests the Commission approve continued lightened regulation for NYGT, Seneca L.P., Sterling L.P., Power City L.P., and AET following the consummation of the proposed transaction.

Subject of rule:

Transfer of 100% of membership interest in NYGT and AET and all the general and limited partnership interest Seneca LP, Sterling LP, and Power City LP, to PowerTransitions LegacyOps II LLC, and lightened regulation of NYGT Seneca, LP, Sterling LP, Power City LP, and AET.

Purpose of rule:

To approve the transfer of NYGT, Seneca LP, Sterling LP, Power City LP, and AET.

.Substance of proposed rule:

The Commission is considering a verified joint petition from of Alliance Energy Group, LLC, Alliance Energy, New York LLC, NYGT, Seneca LP, Sterling LP, Power City LP, AET, Linger Energy Holdings, LLC, and PowerTransitions LegacyOps II LLC for approval under section 70 of the New York State Public Service Law to transfer 100% of the ownership interest in NYGT, Seneca LP, Sterling LP, Power City LP, and AET to PowerTransitions LegacyOps II LLC.

In addition, the verified joint petition requests the Commission approve continued lightened regulation for NYGT, Seneca LP, Sterling LP, Power City LP, and AET following the consummation of the proposed transaction.

Following the proposed transactions the Seneca LP, Sterling LP, Power City LP, and NYGT’s Hillburn and Shoemaker generating stations will remain operational as will the AET pipeline. The generating stations will remain connected to the transmission system pursuant to existing interconnection facilities and agreements.