

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of NRG)	
Ohio Pipeline Company LLC for Authority)	Case No. 13-2315-PL-ACE
to Operate as an Ohio Pipeline Company)	

APPLICATION

NRG Ohio Pipeline Company LLC (“NRG Pipeline” or “Applicant”), a company whose sole owner is NRG Energy, Inc. (“NRG”), respectfully submits this Application to the Public Utilities Commission of Ohio (“PUCO” or “Commission”) pursuant to Ohio Revised Code Sections (“R.C.”) 4905.02, 4905.03(F) and 4905.63 for authority to operate as an intrastate pipeline company in the State of Ohio. In support of this Application, NRG Pipeline states as follows:

1. NRG Pipeline is a Delaware limited liability company which is registered to do business in Ohio by the Ohio Secretary of State’s Office (Exhibit A).
2. NRG Pipeline is a direct wholly owned subsidiary of NRG, a Fortune 500 company, and one of the nation’s largest, most diverse power companies with over 47,000 MW of generation. Through its subsidiaries, NRG owns a diverse fleet of nearly 100 generation assets, including the Avon Lake Generating plant in Avon Lake, Ohio, a 753 MW coal-fired generating facility (“Avon Lake Facility”), which is owned by NRG Power Midwest LP (“NRG Power Midwest”). Additionally, NRG owns subsidiary retail energy providers that, along with NRG’s thermal energy division, serve more than 2 million customers in 16 states.
3. As relevant to this application, NRG Power Midwest plans to add natural gas as a fuel source to the boilers in its Avon Lake Facility. NRG Pipeline will provide the pipeline infrastructure to deliver natural gas to the Avon Lake Facility.

4. NRG Pipeline plans to construct and operate approximately 20 miles of 24 to 30-inch high pressure steel pipeline in Lorain County, Ohio. The new pipeline will be cathodically protected with anodes. It is anticipated that the new pipeline will be installed primarily adjacent to road right-of-way to the extent practicable. The new pipeline will have a maximum allowable operating pressure (“MAOP”) of approximately 500 to 700 pounds per square inch. A map depicting the corridors of two potential pipeline routes is attached as Exhibit B.

5. At the appropriate time, NRG Pipeline plans to file an application with the Ohio Power Siting Board seeking a certificate to construct and operate the proposed pipeline.

6. NRG Pipeline has the requisite technical, financial, and managerial capability needed to operate this type of natural gas transmission system. Its management is experienced in the pipeline industry. See attached Exhibit C.

7. NRG Pipeline seeks Commission approval to become a pipeline company which will operate and maintain the new pipeline system to the Avon Lake Facility. It is possible that a limited number of other commercial or manufacturing customers along the pipeline route will seek transportation of natural gas through the new pipeline. However, the impetus for constructing the pipeline is to serve the Avon Lake Facility so that it may use natural gas, rather than coal, for its generation of electricity.

8. NRG Pipeline has the requisite financial ability to construct and operate the proposed pipeline. The financial information of its parent company, NRG, is attached as Exhibit D.

9. NRG Pipeline or one of its affiliates will enter into a special contract with users pursuant to R.C. 4905.31 after the pipeline is constructed. At this time, the terms have not been negotiated, but prior to serving the Avon Lake Facility, it will file an appropriate application pursuant to R.C. 4905.31. Should NRG Pipeline or its affiliates serve customers other than the Avon Lake Facility, the appropriate entity will file other special contracts for Commission

approval. Thus, NRG Pipeline is not proposing a tariff at this time. In the event that in the future, NRG Pipeline or an affiliate determines to establish a tariff, the appropriate filing with the Commission will be made.

10. In support of this Application, Applicant is providing the Commission with the following exhibits:

- Exhibit A: Proof of Ohio Secretary of State's Office registration of NRG Pipeline as a foreign corporation entitled to do business in Ohio
- Exhibit B: Proposed Pipeline Route Corridors
- Exhibit C: Summary of Technical and Managerial Background
- Exhibit D: Financial information of NRG Pipeline's parent company

WHEREFORE, NRG Ohio Pipeline Company LLC respectfully requests that the Commission grant its approval for this Application and any other relief that the Commission deems appropriate.

Respectfully submitted on behalf of
NRG OHIO PIPELINE COMPANY LLC



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EXHIBIT A

Ohio Secretary of State Registration



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/18/2013	201329100646	REG. OF FOR. PROFIT LIM. LIAB. CO. (LFP)	125.00	100.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM - CHRIS RICKARD
4400 EASTON COMMONS WAY
STE 125
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2238379

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NRG OHIO PIPELINE COMPANY LLC

and, that said business records show the filing and recording of:

Document(s)

REG. OF FOR. PROFIT LIM. LIAB. CO.

Document No(s):

201329100646

Effective Date: 10/17/2013



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of October,
A.D. 2013.

Ohio Secretary of State



Form 533B Prescribed by:
Ohio Secretary of State

JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

Registration of a Foreign Limited Liability Company

Filing Fee: \$125

CHECK ONLY ONE (1) BOX

- (1) ☒ Registration of a Foreign For-Profit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

- (2) ☐ Registration of a Foreign Nonprofit Limited Liability Company
(106-LFA)
ORC 1705

Jurisdiction of Formation

Date of Formation

Name of Limited Liability Company in its jurisdiction of formation

Name under which the foreign limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation) is:

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

The address to which interested persons may direct requests for copies of the limited liability company's operating agreement, bylaws, or other charter documents of the company is:

Name

Mailing Address

City

State

ZIP Code

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

CT Corporation System

Name

1300 East 9th Street

Mailing Address

Cleveland

City

Ohio

State

44114

ZIP Code

☐ If the agent is an individual and using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- a. an agent is not appointed, or
- b. an agent is appointed but the authority of that agent has been revoked, or
- c. the agent cannot be found or served after the exercise of reasonable diligence.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Elizabeth McCormack
Signature

By (if applicable)

Elizabeth McCormack

Print Name

Signature

By (if applicable)

Print Name

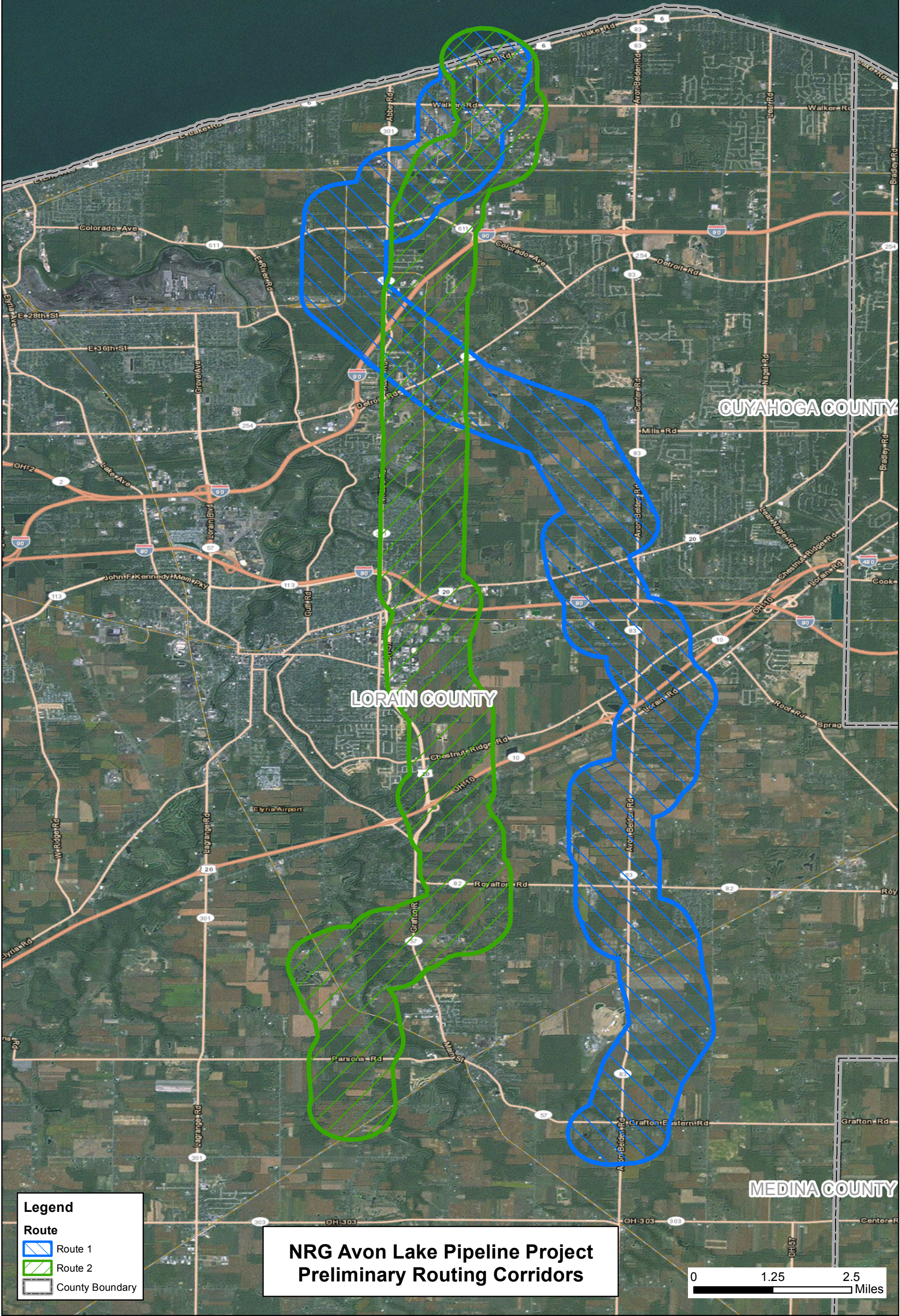
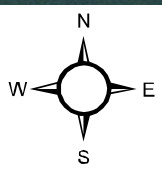
Signature

By (if applicable)

Print Name

EXHIBIT B

Map of Proposed Pipeline

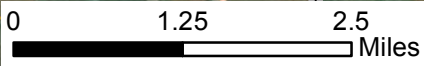


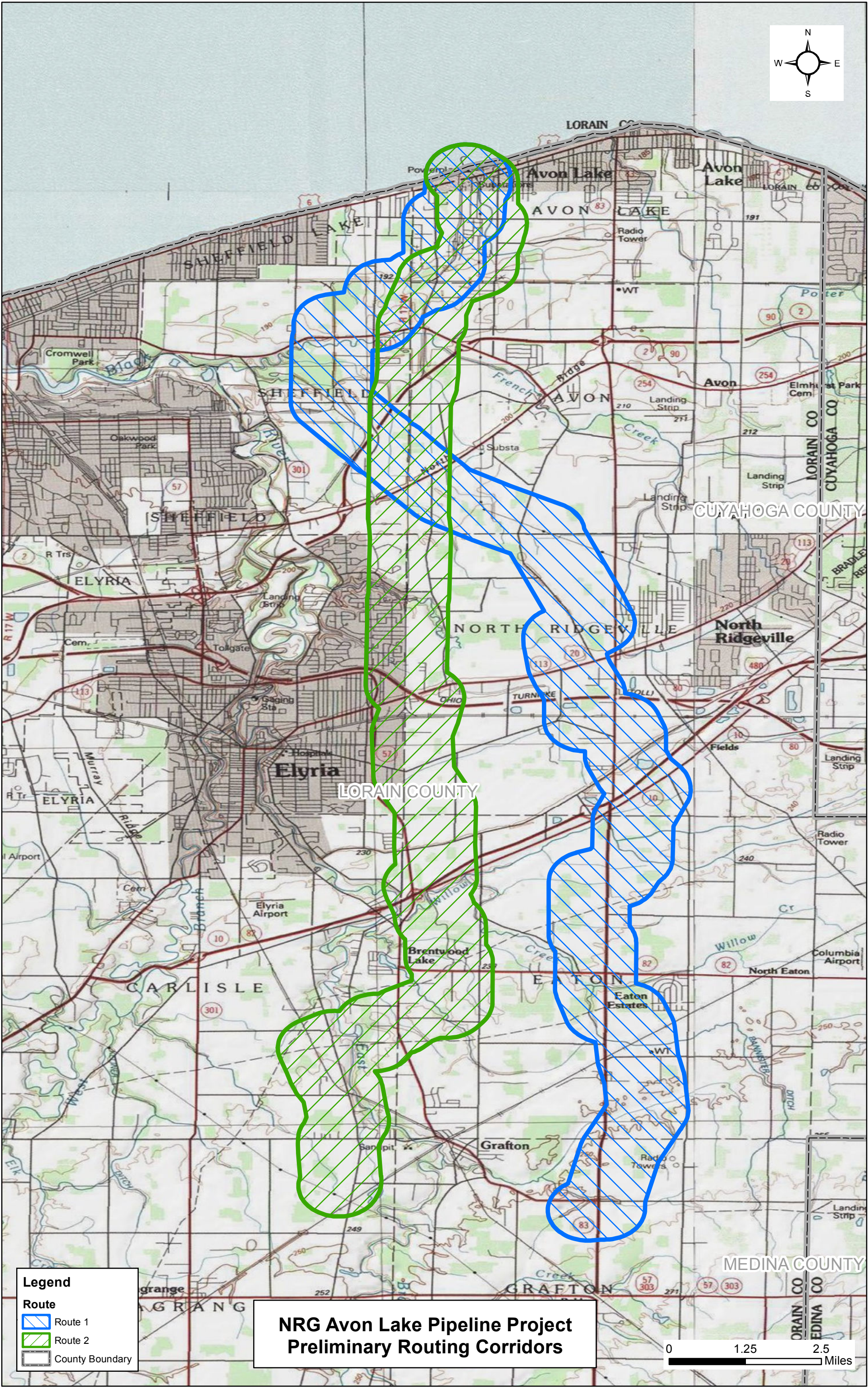
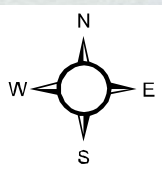
Legend

Route

- Route 1
- Route 2
- County Boundary

**NRG Avon Lake Pipeline Project
Preliminary Routing Corridors**





Legend

Route

- Route 1
- Route 2
- County Boundary

**NRG Avon Lake Pipeline Project
Preliminary Routing Corridors**

0 1.25 2.5 Miles

EXHIBIT C

Technical and Managerial Experience

Jim Dauer, Director of Natural Gas, NRG Energy, Inc.

Mr. Dauer is the Director of Natural Gas at NRG Power Marketing, LLC, the commercial operations subsidiary of NRG Energy, Inc. Mr. Dauer is responsible for supplying NRG's 30,000+ MW of gas-fueled generation in New York, New England, PJM, ERCOT, MISO, and California. Along with his staff, Mr. Dauer manages transport and storage integral to providing the flexibility required to supply NRG's diverse gas-fueled portfolio. Mr. Dauer has held this position since October, 2003. Previously, he served as a senior trader on the gas desk for NRG.

Heather Brewster, Senior Project Manager, AECOM

Heather Brewster has been with AECOM for the past 16 years and working as a Senior Project Manager for the last six. As Senior Project Manager Ms. Brewster has worked on several Federal Energy Regulatory Commission (FERC) 7c Projects for pipelines, natural gas storage fields, and compressor stations within Pennsylvania, New Jersey, New York, Virginia, West Virginia, and Ohio. She is experienced in the writing of and research necessary for Resource Reports (RR) and has managed staff working on such tasks. She has worked closely with clients to coordinate FERC public open houses and interagency meetings with state and federal agencies. She has completed numerous application submittals for federal United States Army Corp of Engineers (USACE) Nationwide and Individual Permits as well as state permits for Pennsylvania, New Jersey, West Virginia, Virginia, Ohio and Delaware. She has also dealt with endangered species issues such as the Indiana bat, plants like the Northern monkshood and small whorled pogonia, in addition to the Cheat Mountain Salamander and Northern flying squirrel. She has been responsible for the selection and oversight of noise consultants and rare, threatened and endangered (RTE) subcontractors.

Prior to managing, Ms. Brewster completed wetland delineations throughout the Mid and South-Atlantic region as well as Texas and Colorado. She is experienced delineating wetlands using the USACE Manual and in 1999 received certification thru Rutgers wetland methodologies course. Over the years Ms. Brewster has worked on several large pipeline and electric transmission line projects that total over 1,000-miles. Aside from wetland delineations, Ms. Brewster also has experience conducting wetland revegetation surveys evaluating the success of wetlands and their natural revegetation after the installation of a utility. She has also managed the creation of two wetland mitigation sites required for permanent wetland impacts associated with the installation of a pipeline and rail-line. Ms. Brewster was also responsible for the restoration and replanting for a tidal wetland system within New Jersey. All three sites were monitored for 5 years and deemed a success by USACE.

D. Russ Gray, Project Manager, Commonwealth, Engineering and Construction:

Mr. D. Russ Gray, P.E., PMP, is an experienced project manager with Commonwealth, Engineering & Construction. He has over 12 years of experience in the upstream (production), midstream (transportation, distribution, and storage), and downstream (refining) sectors of the oil and gas industry. He has planned and executed engineering and design projects of facilities and supporting infrastructure in both grassroots and brownfield environments.

His experience includes both domestic and international projects for clients such as Anadarko, BP, British Gas, Enbridge, Energy Transfer Partners, Enterprise Products, and Kinder Morgan. Recent projects include a terminal tank expansion project in Oregon, pipeline facilities (pumping/storage/loading/unloading) in Texas and Illinois, and working on site as an owner's engineer for a midstream company on various capital and maintenance projects to upgrade and expand the facility.

Mr. Gray holds a bachelor and a master's degree in civil engineering from Texas A&M University. He is a licensed professional engineer in the state of Texas and is certified by the Project Management Institute as a Project Management Professional.

Christen B. Wilber, PLS, Director, Pipeline Services, SGC Engineering

As the Director, Pipeline Services for SGC Engineering, Mr. Wilber is responsible for project management, marketing, and consulting services related to SGC's pipeline land, survey, and engineering group. In this role, he has been involved in pipeline routing consultation for large diameter interstate natural gas projects in the northeast, project management of natural gas pipeline projects and the siting of natural gas related facilities, including metering and compression sites. SGC is a provider of land, survey, and engineering services to the energy market within the continental United States and Eastern Provinces of Canada. Prior to joining SGC, Mr. Wilber had worked in the pipeline industry for 19 years.

In addition to the personnel identified above, NRG Pipeline will issue a bid solicitation to retain a qualified and experienced company to support operation and maintenance of the pipeline. NRG Pipeline will file with the Commission the name of the company it selects.

EXHIBIT D

Pro Forma Financial Statement

The financial information of NRG Pipeline's parent company, NRG Energy, Inc., can be accessed in its most recent quarterly report to the United States Securities and Exchange Commission:

<http://www.sec.gov/Archives/edgar/data/1013871/000101387113000015/nrg2013093010q.htm>

This foregoing document was electronically filed with the Public Utilities

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11/27/2013 10:16:21 AM

in

Case No(s). 13-2315-PL-ACE

Summary: Application Application for NRG Ohio Pipeline Company, LLC to be regulated by the PUCO as a pipeline company electronically filed by Teresa Orahod on behalf of Dylan Borchers