STATE OF NEW YORK
DEPARTMENT OF PUBLIC SERVICE

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 the Approval of the Acquisition of Energy East Corporation by Iberdrola, S.A.	CASE 07-M-0906

PETITION TO TERMINATE AUCTION PROCESS

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Dated: December 29, 2010

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I. INTRODUCTION

Rochester Gas and Electric Corporation ("RG&E") and Cayuga Energy, Inc. ("Cayuga Energy," and together with RG&E, the "Subsidiaries"), indirect subsidiaries of Iberdrola USA[1], request the permission of the New York State Public Service Commission ("Commission") to terminate the plan for divestiture of their New York State fossil generation assets following the Subsidiaries' unsuccessful attempt to obtain an above-book value bid for those assets in an auction conducted pursuant to a Commission-approved divestiture plan (the "Divestiture Plan"). The Divestiture Plan was developed to comply with the Commission's mandate in its "Abbreviated Order Authorizing Acquisition Subject to Conditions," issued September 9, 2008 in the above-captioned proceeding ("Abbreviated Order"). For the reasons set forth below, the Subsidiaries believe the auction should be terminated.

[1] Iberdrola USA is successor to Energy East Corporation, which was a petitioner in the above-captioned proceeding.

A. The Abbreviated Order

In the Abbreviated Order, the Commission directed the petitioners in the merger proceeding to collaborate with all interested parties to develop a plan for divesting any fossil generation owned by an Iberdrola, S.A. affiliate in New York State, and to file that plan within 90 days after closing on the approved acquisition. The Subsidiaries' assets that were offered in the auction are the only New York State fossil generation assets owned by an Iberdrola, S.A. affiliate.

B. The Collaborative

Iberdrola, S.A.'s acquisition of Energy East Corporation closed on September 16, 2008, and a collaborative process to develop a plan for selling the fossil assets commenced shortly thereafter. Parties to the collaborative included Staff of the Department of Public Service (Staff), Independent Power Producers of New York, Multiple Intervenors, AES, Shell Energy, Edison Mission Energy and Cayuga Energy. On November 18, 2008, Iberdrola, S.A. and Energy East Corporation filed their proposed Divestiture Plan with the Commission.

C. The Divestiture Plan

The assets to be sold under the Divesture Plan included RG&E's Station 3 - Peaking Unit GT-13 and Station 9 - Peaking Unit GT-2, each a nominal 18 MW combustion turbine, RG&E's Allegany Station, a 62 MW combined cycle gas-fired facility, RG&E's Russell Station site, at which a four-unit coal-fired station had been retired permanently in 2008, and the membership interests in Cayuga Energy's Carthage Energy, LLC, owner of Carthage Station, a 63 MW combined cycle gas-fired facility. The federal and state NOx and SO2 allowances in the Allegany, Russell, and Carthage accounts were to be transferred with the assets. The Divestiture Plan provided that the Subsidiaries would offer these assets for sale as a single bundle, but a bidder also would have the option to submit bids for alternatives to the preferred bundling provided the bidder also submitted a conforming bid on the single bundle.

The structure of the Divestiture Plan was similar to the structure of other power plant auctions conducted by New York State utilities. It provided for notice of the auction to a broad group of potential purchasers, the issuance to interested companies of an Offering Memorandum, access to a virtual document room, a non-binding indicative bid, due diligence review of the assets by companies that submitted attractive indicative bids, the issuance of transaction documents (with an opportunity to propose changes to those documents), and final, binding, bids.

Under the Divestiture Plan, the floor price for the assets was the book value of the assets plus estimated transaction costs and taxes. The winning bidder was required to commence the demolition of structures on the Russell Station site within a reasonable time of the closing on the sale.

The Divestiture Plan provided for extensive consultation between the Subsidiaries and Staff, from the drafting of auction documents through the review of bids. Part VI of the Plan included the following requirement:

> Should the aggregate proceeds, net of all taxes and transaction costs, be less than the then current net book value of the assets for sale, then the auction process pursuant to this plan would be suspended, and RG&E would be required to file a petition in Case No. 07-M-0906 to determine what steps, if any, must be taken in order to comply with the Commission's order in that proceeding, and whether this divestiture plan shall be terminated or modified.

Divestiture Plan, p. 24

D. Order Approving the Divestiture Plan

On October 30, 2009, Staff issued a memorandum recommending that the Commission approve the Divestiture Plan. The Commission approved the Divestiture Plan by endorsing on

Staff's recommendation, "Approved as Recommended and so Ordered," effective November 17, 2009 (the Approval Order). The Approval Order recited that all important auction documents would be provided to Staff for its review and comment before promulgation, and that Staff would review the bid evaluation methodology and assumptions, the selection from the indicative bids of the bidders eligible for the stage-two bidding process, and the preferred bundling of the assets for stage-two.

The Approval Order observed that the Divestiture Plan's requirement that the environmental liabilities associated with the Russell site be transferred to the winning bidder might reduce the amount of the proceeds on the sale of the site, but was necessary to protect ratepayers from bearing the risk of such liabilities. It also observed that there was no need to force the negotiation of a power purchase agreement as part of the sale.

The Approval Order provided, "If the bids obtained in the auction are priced at less than the current net book value of the assets, the auction would be suspended. RG&E would then petition the Commission for guidance on the next steps it should take to comply with the Abbreviated Order" (Approval Order, p.3). This Petition seeks that guidance. As explained below, the Subsidiaries believe that in view of the nature of assets to be sold and the results of the auction, it is unlikely that any further attempt to auction the assets would result in bids that would justify continuing the auction at this time.

II. THE AUCTION PROCESS – COMPLIANCE WITH THE DIVESTITURE PLAN

A. Preparation for the Auction

The Subsidiaries established a virtual document room and populated it with operational, financial, technical, and legal documents pertinent to the assets. They drafted transaction documents that contained the proposed terms and conditions of a sale, an Early Interest Letter, and an Offering Memorandum that included bidding instructions. They developed a bid evaluation methodology, a floor price calculation.

The real property upon which Russell Station was located included both the retired generating plant and significant transmission facilities. To prepare for the auction, RG&E divided the Russell Station site into a generation parcel that would be included in the auction and a transmission parcel that would be kept, and identified the easements across the generation parcel that RG&E would need upon sale of that parcel. A site management plan was established to specify obligations related to ongoing environmental liabilities at the Russell site. Surveys and Phase I environmental assessments were completed for the Allegany plant and the Russell site, and a Phase I assessment was completed for the Carthage plant. Boundaries for the peaking unit equipment to be sold and to be retained were established.

B. The Auction Documents

The Subsidiaries developed a Marketing List of 256 companies interested in generating assets. These companies represented a broad spectrum of national and international investors in generation assets, including independent power producers, investment funds, generation operation and maintenance services, brownfield redevelopment companies and demolition companies. An Early Interest Letter[2] designed to elicit interest from the companies on the Marketing List was prepared, along with a Confidentiality Agreement[3] that was to be executed and returned by companies that wished to participate in the auction process.

The Subsidiaries produced a 65 page Offering Memorandum[4] that gave detailed information on each of the assets being offered as well as an explanation of the auction process,

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2 A copy of the Early Interest Letter is attached as Exhibit A.

3 A copy of the Confidentiality Agreement is attached as Exhibit B.

4 The Offering Memorandum was filed with the Commission's Records Access Officer on December 17, 2009 and is available to the Commission. It was only provided to parties that signed a confidentiality agreement, and Petitioner believes it should remain confidential.

including the floor price for the assets. An online virtual document room was populated with detailed information about the assets, allowing companies that found the Offering Memorandum interesting to pursue further due diligence before submitting an indicative, non-binding bid. Companies that returned an executed Confidentiality Agreement were given not only the Offering Memorandum, but the opportunity to have access to the virtual data room.

C. Staff Review

On December 7, 2009, the Subsidiaries contacted Staff to coordinate review and issuance of the auction documents. They identified the principal members of the auction team, which included two auction managers who had management roles for RG&E and New York State Electric & Gas Corporation in prior power plant auctions as well as attorneys who had worked on those and other auctions. On December 11, 2009, the Subsidiaries sent Staff a proposed schedule for the various phases of the auction, and on December 15, 2009, representatives of the Subsidiaries and Staff had a conference call to discuss the auction.

On December 17, 2009, the Subsidiaries forwarded to the Commission's Records Access Officer drafts of the Marketing List, the Early Interest Letter, the Confidentiality Agreement, the Offering Memorandum, and guidelines for the demolition of Russell Station designed to protect the public, the environment, and RG&E's transmission equipment on the property adjacent to the Russell site, together with a request for trade secret protection for those documents. They asked that the Records Access Officer provide the documents to Staff's auction team. On January 19, 2010, Staff advised the Subsidiaries that the auction documents were acceptable.

On January 20, 2010, Staff was given instructions on accessing the online data room. On January 28, 2010 and February 1, 2010, the Subsidiaries filed with the Commission's Records Access Officer, for transmission to the member of Staff's auction team assigned to review these items, floor price calculations, net gain calculations and the bid evaluation methodology.

Subsequently, the Subsidiaries answered questions from Staff's assigned representative about the calculations. On April 1, 2010, Staff advised that it had no comments on the calculations.

III. AUCTION MARKETING AND RESPONSES

A. Marketing Phase

The auction was initiated on April 12, 2010 with the issuance of the Early Interest Letter to the 256 companies on the Marketing List. The Confidentiality Agreement was enclosed with the Early Interest Letter, and prospective bidders were required to execute and return it to receive the Offering Memorandum and an Intralinks Participant Request Form needed to obtain access to the virtual data room.

B. Confidentiality Agreements Executed and Intralinks Accessed

Thirteen potential bidders executed the Confidentiality Agreement. A list that describes those potential bidders is attached as Exhibit C. This group represented a wide diversity of investment interests. Only five of the thirteen requested Intralinks access, and only one used it to review documents after receiving the Offering Memorandum.

Five companies that had received the Early Interest Letter notified the Subsidiaries that they would not bid. Four companies contacted the Subsidiaries after the indicative bids were due, but none provided a conforming bid. One of the late responders provided a non-conforming bid far below the floor price.

The Intralinks system through which potential bidders could access the virtual document room included a Q&A module that allowed bidders to ask questions. No questions were asked.

C. Indicative Bid Received

The Subsidiaries received no conforming bids and only one timely nonconforming indicative bid, which bid did not include offers for the Russell site or the peaking units, was priced substantially below the floor prices for Allegany Station and Carthage Energy, and was contingent upon execution of long-term capacity contracts and other nonconforming bid terms and conditions.

IV. CURRENT STATE OF THE ASSETS

A. Overview

The following table provides a general description of the assets:

Asset	Asset Age (years)	Installed MW	Fuel	Comments
RG&E Station 9, GT-2	41	18	Gas	No NOx control Interconnected to the 11 kV system Unit would have to be removed from RG&E property upon sale
RG&E Station 3, GT-13	41	18	Oil/Gas	No NOx control Interconnected to the 11 kV system Unit would have to be removed from RG&E property upon sale
Allegany Station	16	62	Gas	PILOT Agreement with Allegany County runs through 2018 $2 million in future repair costs associated with the gas turbine HP section and generator inspection and re-wedge
Carthage Station	19	63	Gas/Oil	Ground Lease from Carthage IDC runs through November 4, 2034 Lease Agreement and PILOT Agreement with Jefferson County IDA run through 2014

Asset	Asset Age (years)	Installed MW	Fuel	Comments
Russell Station	62	Inoperable	Coal	Plant can no longer be operated Plant structures remain on the property and should be demolished Land is subject to a long-term site management plan to manage existing environmental liabilities

B. Operating Performance

The performance of the assets during 2009 and for the first nine months of 2010 is shown in the following table:

Operating Performance - 2009 and 2010 (through 3rd Qtr of 2010)					
	RG&E Allegany Station	**RG&E Station 9 GT – 2**	**RG&E Station 3 GT – 13**	**RG&E Russell Site**	**Cayuga Energy Carthage Station**
Operating Hours	1,072/923.5	14.5/100	11/7	N/A	97/233
Net Generation (MWH)	53,454/46,856	261/1,546	184/103	N/A	4,760/9,859
Capacity Factor	9.8/11.5	0.17/1.3	0.12/0.1	N/A	0.84/2.39
Equivalent Availability Factor	97.7/88.1	97.5/90.22	99.16/94.5	N/A	98.88/90.39
Net Station Heat Rate	8,124/8,638	17,294/17,250	16,695/18,007	N/A	9,833/9,544

The operating assets' heat rates drive the low capacity factors and the resulting unfavorable merit order dispatch ranking.

A buyer of Station 9, GT-2, or Station 3, GT-13, would incur additional costs because it would need to remove the units from their existing locations and relocate, interconnect, and obtain new fuel service and supply for the units.

Allegany will require approximately $2 million in turbine maintenance and repairs, the timing of which will be dictated by periodic inspections. There are no steam contracts for Allegany or Carthage. If a buyer wanted to move Allegany or Carthage to another location it would have to expect substantial additional costs for such a move.

Russell Station has been shut down. Annual property taxes are $66,820. A buyer would incur substantial costs in demolishing the existing structures and removing the plant's intake structure from Lake Ontario. It would also incur the cost of long term operation and maintenance of the leachate collection system. Repowering the site with natural gas would require installation of a thirty mile high pressure gas line. It seems unlikely that current market prices for energy and capacity would justify a repowering investment by an independent power producer.

C. Net Book Value

The following table provides the estimated net book value of the assets that were offered for auction:

Net Book Value					
	RG&E Allegany Station	RG&E Station 9 GT – 2	RG&E Station 3 GT – 13	RG&E Russell Site	Cayuga Energy Carthage Station
Net Book Value	$5,244,095[5]	$0	$0	$0	$8,101,249

[5] Book values shown are exclusive of emission allowance values and projected transaction costs.

V. POSSIBLE ALTERNATIVES FOR FURTHER ACTION

In accordance with the terms of the Divestiture Plan and the Approval Order, the auction is currently suspended. The Subsidiaries present the following alternatives for consideration by the Commission in its determination of what steps the Subsidiaries should take concerning the assets included in the Divestiture Plan.

A. Re-bundle and Re-auction All the Assets

If the Commission were to determine that the effort to auction the assets must continue, the Divestiture Plan's approach to bundling of the assets would have to be modified to try to avoid the same results reached in the prior auction. No bidder was interested in submitting a conforming bid for the bundle of all assets or an above-book bid for any of the assets. Bidders could be provided an opportunity to bid only on certain asset types. The assets could be packaged to allow for bids on one or more of the following bundles:

a) the two 18 MW peaking units

b) the 62 MW Allegany Station and the 63 MW Carthage Station, or either unit

c) the Russell Station Site

This alternative would offer all of the assets for sale, but would allow bidders to focus on assets that were of interest without the need to first submit a conforming bid for all assets. An auction of all the assets, even if re-bundled, might, however, appear to potential purchasers as so similar to the prior auction that they would not make the effort to determine if they could find value in any of the assets. Since this approach might result in having a separate purchaser for each bundle, it could have the highest transaction costs.

B. Re-auction Selected Assets and Terminate the Divestiture Plan for Others

This alternative would re-auction Allegany and Carthage and give the bidders the option to bid on one or both assets. The peaking units and the Russell Station Site would be withdrawn from the auction because of their negative value.

Allegany and Carthage are both combined cycle plants that are operating and are of modest age. Although in the current market they operate infrequently, a prospective purchaser that was very optimistic about the electricity market or that wanted to dismantle the plants and use the components elsewhere might be interested. Offering them for sale separately from the other assets might attract buyers that were interested in this type of asset but would find the other assets an unnecessary distraction.

The market for electricity in the area in which the plants are located is not strong, however, and unless a buyer was ready to speculate on a significant increase in electric prices that was not accompanied by a significant increase in the price of the natural gas and oil that fuel the plants,[6] a buyer would be unlikely to bid anything approaching the book value of the plants. If the buyer shut the plants, either because they became too costly to operate or because it decided the plants would be more valuable dismantled and sold for use elsewhere, the state would lose some useful capacity, and the localities in which the plants are situated would lose jobs and real property tax revenues.

C. Suspend the Divestiture Plan

The Divestiture Plan could be suspended for a period of time to see if the assets become more attractive as New York State's economy and its electric market improve, with a provision that the Commission could direct that the auction be reinstituted upon petition by the

[6] Peaking Unit GT-13 operates on oil and Carthage is capable of operating on oil, although it usually operates on natural gas.

Subsidiaries or by DPS Staff. This would avoid the short term need to incur further costs in attempting to divest the assets, while keeping Allegany and Carthage Stations contributing to the state's electric capacity and to the economies of the communities in which they are situated. Because of the nature of the assets, however, the market for electric generating facilities would have to improve very considerably to make the assets attractive.

D. Terminate the Divestiture Plan

Now that the value of the assets has been tested through the first stage of the auction of all the assets, termination of the Divestiture Plan must be considered. As discussed above, the assets to be divested are not attractive to qualified bidders. Those that are operating are dispatched infrequently. Russell is the site of a former coal plant and has residual environmental conditions that must be monitored. The peakers are at the end of their useful lives and, if sold, must be moved from their present locations. Allegany will require costly repairs that would be uneconomic to make.

VI. ASSET OPERATION, MAINTENANCE, AND DISPOSITION UNDER SUSPENSION OR TERMINATION ALTERNATIVES

Under the Suspension or Termination alternatives, the Sellers would retain either temporary or permanent control of the operation, maintenance, and eventual disposition of the assets. The RG&E assets are operated under rate regulation, and the Carthage unit is a merchant facility. If the Divestiture Plan is terminated or suspended, the Sellers propose the following:

1. RG&E's Peaking Units – RG&E would continue operation of these units under rate regulation until such time as the units would not provide a benefit to customers because of repairs or projected operating costs. At that time, the unit or units would be shut and sold for salvage.

2. RG&E's Russell Station Site – The Russell Site, located in Greece, New York, is a short distance from downtown and is surrounded by residential homes, a golf course, RG&E

transmission and distribution facilities, and Lake Ontario. The units at the site were permanently shut in 2008, and the equipment and structures were placed in a safe condition awaiting eventual demolition. The required environmental monitoring of the site and operation and maintenance of the coal pile leachate collection system has continued. The aged plant structures contain asbestos and will deteriorate further with age.

In August, 2010 the site was vandalized when intruders broke through an area of barbed wire fence to obtain access to the transformer in an apparent attempt to steal copper. The intruders opened a valve, which caused approximately 4,800 gallons of transformer oil to spill into the rock-covered soil beneath the transformer, with a small amount of the oil leaking into the storm sewer drainage system and the Slater Creek wetlands (The cleanup activities have been completed, and the New York State Department of Environmental Conservation closed the spill file on September 28, 2010.).

RG&E has accrued $11.9 million in decommissioning funds for the Russell Site. In the last rate case, further collection of Russell decommissioning costs was excluded from rates because the site was to be auctioned. RG&E will file a plan for the demolition and disposal of the Russell structures, including an estimate of the cost of completing the work, within six months of the Commission's order on the current petition, and will petition the Commission for recovery of prudently incurred expenditures for the demolition and disposal work to the extent the costs exceed the amount already accrued for decommissioning..

3. RG&E's Allegany Station – RG&E would continue operation of Allegany Station under rate regulation until such time as Allegany would not provide a five year projected positive benefit to customers because of repairs or projected operating costs. At that time, the unit would be shut and sold for salvage or placed in long term storage. At current market rates, Allegany would be shut down at the time the anticipated $2 million in repairs is needed. When RG&E

determined that a closing of the unit was warranted, it would make a filing with the Commission detailing the reasons for closing the facility and its proposed disposition.

4. Cayuga Energy's Carthage Station – Cayuga Energy would continue operating Carthage Station as a merchant plant. As a merchant, Cayuga would determine the ultimate disposition of the unit and incur all costs and benefits associated with continued operation, sale, shutdown or long term storage of the facility.

VII. TRANSACTION COSTS

The Subsidiaries will incur additional transaction costs if the Commission determines the auction should proceed on a modified basis. Whether a further auction resulted in acceptable bids or not, costs would be incurred in restructuring the auction, updating the asset-related documentation, and re-establishing the document room. If acceptable bids were received, costs would also be incurred for negotiating multiple sale agreements, obtaining multiple Section 70 approvals, and conducting multiple closings on the transactions. Even with the bundling of assets that are similar, the transaction costs would be increased, and unless floor prices are established for each asset, the transaction costs might exceed the value received for the assets.

Suspending the Divestiture Plan would avoid transaction costs until such time as a decision was made to offer the assets for sale again, and terminating the Divestiture Plan would terminate transaction costs (Either of these options would be likely to require the demolition of the Russell plant by RG&E.).

RG&E will defer its already-incurred transaction costs, and any additional costs incurred in connection with the Divestiture Plan, for future recovery (Since Cayuga is not a rate-regulated utility, it will be obliged to absorb its transaction costs associated with the Divestiture Plan.).

VIII. SUBSIDIARIES' PREFERRED OPTION

RG&E and Cayuga Energy have filed this petition in compliance with the Approval Order to determine whether the Divestiture Plan should be terminated, suspended or modified. Allegany and Carthage operate at very low capacity factors due to their high production costs. Allegany will need $2 million in repairs. The two peaking units operate at near zero capacity factors, are over forty years old, and, if sold, must be removed, relocated and interconnected at the new location. The Russell site provides no revenue, has existing structures that continue to deteriorate and will need to be removed, and requires continued implementation of a long term environmental site management plan. Based on the unsatisfactory results in the indicative bid stage of the auction and the unattractiveness of the assets, the Subsidiaries recommend that the Divestiture Plan be terminated, which is in the best interests of RG&E's customers, that the RG&E assets be operated, maintained and disposed of as described above, and that Cayuga Energy determine the ultimate disposition of Carthage Station and incur all associated costs and benefits. If the Divestiture Plan is not terminated, the Subsidiaries believe it should be suspended until the market for generation facilities substantially improves.

Wherefore, the Subsidiaries respectfully request that the Commission determine what action the Subsidiaries should take to comply with the Commission's orders on divestiture of the Subsidiaries' fossil assets.

Respectfully submitted,

John D. Draghi

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Attorneys for Rochester Gas and Electric Corporation and Cayuga Energy, Inc.

Dated: December 29, 2010

VERIFICATION

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

Joseph J. Syta, being duly sworn, deposes and says that he is the Vice President, Controller and Treasurer of Rochester Gas and Electric Corporation, a Petitioner above-named; that he is authorized to file this Verification on behalf of Rochester Gas and Electric Corporation; that he has read the foregoing Petition and knows the contents thereof; and that, as it pertains to Rochester Gas and Electric Corporation, the same is true to the best of his knowledge, information and belief.

Joseph J. Syta

Joseph J. Syta
Vice President, Controller and Treasurer
Rochester Gas and Electric Corporation

Sworn to before me this
29th day of December, 2010

Anna M. Sabers
Notary Public

ANNA M. SABERS
Notary Public, State of New York
No. 01SA6072590
Qualified in Monroe County
Commission Expires April 08, 20 14

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VERIFICATION

STATE OF NEW YORK)
) ss.:
COUNTY OF BROOME)

Mark R. Beaudoin, being duly sworn, deposes and says that he is the President of Cayuga Energy, Inc., a Petitioner above-named; that he is authorized to file this Verification on behalf of Cayuga Energy, Inc.; that he has read the foregoing Petition and knows the contents thereof; and that, as it pertains to Cayuga Energy, Inc., the same is true to the best of his knowledge, information and belief.

Mark R. Beaudoin
Mark R. Beaudoin
President
Cayuga Energy, Inc.

Sworn to before me this
20th day of December, 2010
Mary E Norovich
Notary Public

MARY E. NOROVICH
NOTARY PUBLIC-STATE OF NEW YORK
No. 01NO6215418
Qualified In Broome County
My Commission Expires December 28, 2013