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*By Docket Room at 11:20 am, Aug 02, 2022*

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August 2, 2022

U.S. Department of Energy  
Office of Fossil Energy and Carbon Management  
FE-34 - ROOM 3E-056  
1000 Independence Avenue, S.W.  
Washington DC 20585  
Attention: Amy Sweeney  
Director, Division of Natural Gas Regulation  
Office of Regulation, Analysis, and Engagement

Re: ***CPV Three Rivers, LLC*, FE Docket No. 22-82-NG  
Application of CPV Three Rivers, LLC for Long-Term Authorization to Import  
Natural Gas from Canada**

Dear Ms. Sweeney:

Enclosed for filing is the Application of CPV Three Rivers, LLC (“CPV”) for Long-Term Authorization to Import Natural Gas from Canada (the “Application”).

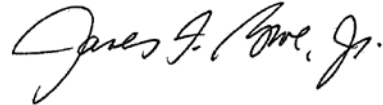
The undersigned is mailing to the above address an original and three copies of the Application, and the undersigned is emailing a PDF copy of the Application to the [fergas@hq.doe.gov](mailto:fergas@hq.doe.gov). The undersigned has submitted the \$50 filing fee through the online payment portal.

The Application contains an unredacted 2002 Master Agreement dated as of August 19, 2020 between Advantage Energy Ltd. (formerly known as Advantage Oil & Gas) and CPV (“Sales Agreement”). The unredacted Sales Agreement contains highly sensitive and confidential commercial, financial, and proprietary information and is being filed with the Department of Energy (“DOE”) Office of Fossil Energy and Carbon Management (“DOE/FE”) under seal on a

confidential basis and not for public disclosure. As detailed in the Application, CPV submits that the Sales Agreement meets the six criteria set forth in 10 C.F.R. § 1004.11(f) of DOE's regulations for determining whether information is exempt from mandatory disclosure pursuant to the Administrative Procedure Act, 5 U.S.C. § 552(b)(4). CPV respectfully requests that the non-redacted copy of the Sales Agreement be kept confidential by DOE/FE.

Please contact us if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "James F. Bowe, Jr.", written in a cursive style.

James F. Bowe, Jr.  
Partner

A handwritten signature in black ink, appearing to read "Tyler R. Brown", written in a cursive style.

Tyler R. Brown  
Counsel

JFB:  
Attachments

**UNITED STATES OF AMERICA  
DEPARTMENT OF ENERGY  
OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT**

**CPV Three Rivers, LLC**

)

**FE Docket No. 22-82-NG**

**APPLICATION OF CPV THREE RIVERS, LLC FOR  
LONG-TERM AUTHORIZATION  
TO IMPORT NATURAL GAS FROM CANADA**

**August 2, 2022**

**Communications regarding this application should be directed to:**

James F. Bowe, Jr.  
King & Spalding LLP  
1700 Pennsylvania Avenue, NW  
Washington, DC 20006  
Tel: +1 202 626-9601  
jbowe@kslaw.com

Tyler R. Brown  
King & Spalding LLP  
1180 Peachtree Street, NE  
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Atlanta, GA 30309  
Tel: +1 404 572 2809  
trbrown@kslaw.com

Jonathan Odell  
General Counsel  
Competitive Power Ventures, Inc.  
8403 Colesville Road, Suite 915  
Silver Spring, MD 20910  
Tel: 240.723.2300  
jodell@cpv.com

**UNITED STATES OF AMERICA  
DEPARTMENT OF ENERGY  
OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT**

**CPV Three Rivers, LLC**

)

**FE Docket No. 22-82-NG**

**APPLICATION OF CPV THREE RIVERS, LLC FOR  
LONG-TERM AUTHORIZATION  
TO IMPORT NATURAL GAS FROM CANADA**

CPV Three Rivers, LLC (“CPV” or “Applicant”) hereby requests, pursuant to Section 3 of the Natural Gas Act of 1938, as amended (“NGA”)<sup>1</sup> and Part 590 of the Department of Energy’s (“DOE”) regulations,<sup>2</sup> that the DOE Office of Fossil Energy and Carbon Management (“DOE/FE”) grant CPV long-term authorization to import natural gas from Canada by pipeline up to a total volume of 102 billion cubic feet (“Bcf”) of natural gas from November 1, 2022 to December 31, 2033.

This Application involves proposed imports of natural gas from Canada, which is a nation with which the United States has a Free Trade Agreement calling for national treatment of trade in natural gas (“FTA”); therefore, in accordance with Section 3(c) of the NGA, the natural gas imports CPV seeks authorization to undertake are entitled to the statutory presumption that such imports are “deemed to be within the public interest” and is subject to the statutory imperative that such applications “shall be granted without modification or delay.”<sup>3</sup>

In support of this Application, CPV provides as follows:<sup>4</sup>

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<sup>1</sup> 15 U.S.C. § 717b (2012).

<sup>2</sup> 10 C.F.R. Part 590 (2017).

<sup>3</sup> 15 U.S.C. §§ 717b (b) and (c).

<sup>4</sup> The following includes all “applicable” information specified in 10 C.F.R. §§ 590.202(a)-(b).

## **I. COMMUNICATIONS**

All correspondence and communications regarding this Application should be directed to:<sup>5</sup>

James F. Bowe, Jr.  
King & Spalding LLP  
1700 Pennsylvania Avenue, NW  
Suite 900  
Washington, DC 20006  
Tel: +1 202 626-9601  
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Jonathan Odell  
General Counsel  
Competitive Power Ventures, Inc.  
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Silver Spring, MD 20910  
Tel: 240.723.2300  
jodell@cpv.com

Tyler R. Brown  
King & Spalding LLP  
1180 Peachtree Street, NE  
Suite 1600  
Atlanta, GA 30309  
Tel: +1 404 572 2809  
trbrown@kslaw.com

## **II. APPLICANT**

The exact legal name of the applicant is CPV Three Rivers, LLC. CPV is a limited liability company organized under the laws of Delaware with its principal place of business at 8403 Colesville Road, Suite 915, Silver Spring, MD 20910. CPV is directly owned by the following companies: CPV Three Rivers Investment, LLC (10%), Osaka Gas Three Rivers, LLC (15%), Axiom Three Rivers AcquisitionCo LLC (25%), Concord 3 Rivers Holdings, LLC (25%), and HS Three Rivers, LLC (25%).

CPV is in the final stages of constructing the Three Rivers Energy Center, an approximately 1,250 megawatt natural gas-fueled combined-cycle electric generation facility located in Grundy County, IL (*see here*: <https://www.cpv.com/our-projects/cpv-three-rivers-energy-center/>). The

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<sup>5</sup> CPV respectfully requests that DOE/FE waive its regulation limiting the number of mailing addresses for the service list to two persons, 10 C.F.R. § 590.202(a), and allow the mailing addresses of three persons to be included on the service list for this Application.

natural gas to be imported under the authorization CPV seeks by this Application will support the generation of electric energy at the Three Rivers Energy Center.

### **III. ACTION SOUGHT FROM DOE/FE**

CPV seeks authorization from the DOE/FE to import natural gas from Canada by pipeline up to a total volume equivalent of 102 Bcf from November 1, 2022 to December 31, 2033. CPV intends to utilize the natural gas imported under this authorization in the generation of electric energy at CPV's Three Rivers Energy Center for delivery into the PJM Interconnection LLC wholesale electric market; when gas is not required for this purpose, it may be sold for consumption in the Chicago market or other regional markets.

All of the natural gas imported under the requested authorization will be purchased by CPV under the terms of the 2002 Master Agreement dated as of August 19, 2020 between Advantage Energy Ltd. (formerly known as Advantage Oil & Gas) ("Advantage") and CPV ("Sales Agreement"), an unredacted copy of which is provided in Appendix C and which is described below in Section IV.

The natural gas CPV intends to import will be transported from sources of supply in British Columbia and Alberta, Canada through the Alliance Pipeline system ("Alliance Pipeline"). The Alliance Pipeline, which consists of a Canadian pipeline segment operated by Alliance Pipeline Limited Partnership and a U.S. pipeline segment operated by Alliance Pipeline L.P., extends from receipt points located in eastern British Columbia, Canada, to delivery points outside of Chicago, Illinois. The Alliance Pipeline crosses the border between the United States and Canada in Renville County, North Dakota; this is the point of entry for the natural gas CPV will import.

CPV commits to comply with all reporting requirements deemed necessary by DOE/FE, including the filing of monthly reports.

#### IV. SALES AGREEMENT TERMS

The principal terms of the Sales Agreement are as follows:<sup>6</sup>

Parties: The Buyer is CPV Three Rivers, LLC. The Seller is Advantage Energy Ltd. (formerly known as Advantage Oil & Gas).

Delivery Period: The Delivery Period shall be from the Seller Elected State Date to the last day of Contract Year ten (10). The Seller Elected State is November 1, 2022. The last day of Contract Year ten will be December 31, 2033.

Delivery Point: Advantage will deliver to CPV at Advantage's interconnection with the Alliance Pipeline (Receipt Point Meter AB72) in Alberta, Canada.

Quantity: CPV has a firm obligation to nominate, and take and pay for, up to 25,000 MMBtus/day during the Delivery Period. Because the Delivery Period runs from November 1, 2022 to December 31, 2033, CPV shall receive, and therefore import into the United States, up to 102 Bcf of natural gas.

Contract Price: CPV shall pay for each MMBtu of gas volumes delivered and received certain fees based on formulas using inputs derived from published indices.

Transportation: CPV will transport the gas purchased from Advantage on the Alliance Pipeline.

#### V. AUTHORIZATION REQUESTED IS CONSISTENT WITH THE PUBLIC INTEREST

Granting the authorization requested herein is justified under Section 3 of the NGA. CPV's request for authorization to import natural gas from Canada must be reviewed under Section 3(c) of the NGA. Section 3(c) of the NGA, as it was amended by Section 201 of the Energy Policy Act of 1992 (Pub. L. 102- 486), provides that:

[T]he importation of natural gas . . . to a nation with which there is in effect a free trade agreement requiring national treatment for trade in natural gas, *shall be deemed to be consistent with the public interest*, and applications for such importation or exportation shall be granted without modification or delay.<sup>7</sup>

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<sup>6</sup> Capitalized terms used in this Section IV that are undefined shall have the meaning as ascribed in the Sales Agreement.

<sup>7</sup> 15 U.S.C. § 717b(c) (emphasis added).

Canada is a nation with which the United States has a FTA requiring national treatment for trade in natural gas. Therefore, under the relevant statutory provision, CPV's imports are "deemed to be within the public interest" and CPV respectfully requests that DOE/FE grant this Application without modification or delay.

## **VI. APPENDICES**

The following appendices are included with this Application:

- **Appendix A:** Opinion of Counsel
- **Appendix B:** Verification
- **Appendix C:** 2002 Master Agreement dated as of August 19, 2020 between Advantage Energy Ltd. (formerly known as Advantage Oil & Gas) and CPV Three Rivers, LLC -

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The unredacted Sales Agreement contains highly sensitive and confidential commercial, financial, and proprietary information and is being filed with DOE/FE under seal on a confidential basis and not for public disclosure. CPV submits that the Sales Agreement meets the six criteria set forth in 10 C.F.R. § 1004.11(f) of DOE's regulations for determining whether information is exempt from mandatory disclosure pursuant to the Administrative Procedure Act, 5 U.S.C. § 552(b)(4):

- (1) The Sales Agreement has been held in confidence by CPV and Advantage, and the Sales Agreement contains a confidentiality provision.
- (2) The Sales Agreement contains information of a type that is customarily held in confidence by the parties, and there is a reasonable basis to keep sensitive



commercial terms, including but not limited to pricing terms, confidential to avoid competitive harm.

- (3) CPV is submitting the Sales Agreement to DOE/FE under seal, with a request to keep the Sales Agreement confidential.
- (4) The Sales Agreement is not publicly available.
- (5) Public disclosure of the Sales Agreement by DOE/FE is likely to cause other import license holders or registrants to be reluctant to submit unredacted copies of their gas supply agreements to DOE/FE; thus, public disclosure could impair DOE/FE's ability to obtain similar information from others in the future; and
- (6) Disclosure of the unredacted Sales Agreement is likely to cause substantial harm to the competitive positions of CPV and Advantage.

For the foregoing reasons, CPV respectfully requests that the unredacted copy of the Sales Agreement be kept confidential by DOE/FE.

## **VII. CONCLUSION**

For the reasons set forth above, CPV respectfully requests that DOE/FE issue an order granting CPV authorization to import natural gas from Canada for a term from November 1, 2022 to December 31, 2033, in an amount of up to 102 Bcf. CPV requests that an order be issued as promptly as possible.

Respectfully submitted,

**CPV THREE RIVERS, LLC**

By: /s/ James F. Bowe, Jr.

James F. Bowe, Jr.  
King & Spalding LLP  
1700 Pennsylvania Ave., NW, Suite 900  
Washington, DC 20006-4707

Tyler R. Brown  
King & Spalding LLP  
1180 Peachtree Street, NE, Suite 1600  
Atlanta, GA 30309

*Counsel for CPV Three Rivers, LLC*

Dated: August 2, 2022

## **Appendix A**

### **Legal Opinion of Counsel for CPV Three Rivers, LLC**

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August 2, 2022

Ms. Amy Sweeney  
Director, Office of Regulation, Analysis, and  
Engagement  
Office of Oil and Natural Gas  
Office of Fossil Energy and Carbon Management  
(FE-34)  
U.S. Department of Energy  
1000 Independence Avenue, SW  
Washington, DC 20585

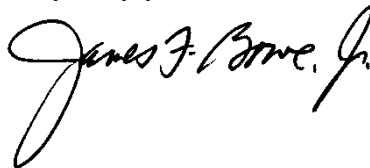
**Re: CPV Three Rivers, LLC, FE Docket No. \_\_\_\_-NG  
Application of CPV Three Rivers, LLC for Long-Term Authorization to  
Import Natural Gas from Canada**

Dear Ms. Sweeney:

This opinion is provided pursuant to Section 590.202(c) of the Department of Energy Regulations, 10 C.F.R. § 590.202(c), in support of the Application of CPV Three Rivers, LLC (“CPV”) for Long-Term Authorization to Import Natural Gas from Canada (“Application”).

I am counsel to CPV, a limited liability company organized under the laws of the State of Delaware. I have reviewed and relied upon the corporate documents of CPV, and it is my opinion that the proposed imports described in the Application are within the limited liability company powers of CPV.

Very truly yours,

A handwritten signature in black ink, reading "James F. Bowe, Jr." in a cursive script.

James F. Bowe, Jr.

*Counsel to CPV Three Rivers, LLC*

## **Appendix B**

### **Verification**

**VERIFICATION**


I, Tyler R. Brown, being first duly sworn, state that I am a duly authorized representative of CPV Three Rivers, LLC; I have read the above Application and I am familiar with its contents; and the matters set forth in the Application are true and correct to the best of my knowledge, information, and belief.



Tyler R. Brown

*Counsel to CPV Three Rivers, LLC*

Sworn and subscribed before me this 2 th day of Aug, 2022.



Notary Public

~~Fulton~~ County, Georgia

~~Dekalb~~

My Commission expires: Oct. 21, 2025

