



0000100733

BEFORE THE ARIZONA POWER PLANT AND TRANSMISSION LINE SITING COMMITTEE

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

IN THE MATTER OF THE APPLICATION OF COOLIDGE POWER CORPORATION, IN CONFORMANCE WITH THE REQUIREMENTS OF ARIZONA REVISED STATUTES 40-360.03 AND 40-360.06, FOR A CERTIFICATE OF ENVIRONMENTAL COMPATIBILITY AUTHORIZING CONSTRUCTION OF A NOMINAL 575 MW NATURAL GAS-FIRED, SIMPLE CYCLE GENERATING FACILITY LOCATED WITHIN THE CITY OF COOLIDGE IN PINAL COUNTY, ARIZONA

DOCKET NO. L-00000HH-08-0422-00141
CASE NO. 141
DECISION NO. 70636

NOTICE OF FILING

2009 JUL 16 P 4: 39
ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

RECEIVED

Coolidge Power LLC, hereby provides Notice of Filing of the Notice of Transfer of Certificate of Environmental Compatibility.

RESPECTFULLY SUBMITTED this 16th day of July, 2009.

MOYES SELLERS & SIMS

Jay I. Moyes
Moyes Sellers & Sims
1850 N. Central Ave. #1100
Phoenix, AZ 85004

Original and 25 copies of the foregoing filed this 16th day of July, 2009, with:

Docket Control
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Arizona Corporation Commission
DOCKETED

JUL 16 2009

DOCKETED BY

1 Original and 25 copies of the foregoing
2 filed this 16 day of July, 2009, with:

3 Docket Control
4 Arizona Corporation Commission
5 1200 West Washington
6 Phoenix, Arizona 85007

7 
8
9

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

ARIZONA POWER PLANT AND TRANSMISSION LINE SITING COMMITTEE
NOTICE OF TRANSFER OF CERTIFICATE OF ENVIRONMENTAL COMPATIBILITY

Matter: In the Matter of the Application of Coolidge Power Corporation

Transferor: Coolidge Power Corporation
c/o TransCanada PipeLine USA Ltd.
Attn: Brad Howard
450 1st Street S.W.
Calgary, Alberta T2P5H1

Transferee: Coolidge Power LLC
c/o TransCanada Facility USA, Inc.
Attn: Brad Howard
450 1st Street S.W.
Calgary, Alberta T2P5H1

Case No.: 141
Docket No.: L-00000HH-08-0422-00141
Decision No.: 70636

Pursuant to Arizona Revised Statutes § 40-360.08(A) and Arizona Administrative Code Rule R14-3-213(F), the above-listed Transferor and Transferee hereby provide notice to the Arizona Power Plant and Transmission Line Siting Committee of the transfer of the above-referenced Certificate of Environmental Compatibility to the Transferee. As a material condition of this transfer, the Transferee agrees to comply with the terms, limitations and conditions contained within the Certificate of Environmental Compatibility issued to Transferor by the Arizona Power Plant and Transmission Line Siting Committee and the Arizona Corporation Commission. Transferor and Transferee warrant that the signatories identified below are authorized to execute this agreement on their behalf.

Transferee

By: TransCanada Facility USA, Inc.,
sole member and manager

By: _____

Its: William Taylor
Vice President

By: _____

Its: Mike Hachey
Vice President

Date: June 29, 2009

Transferor

By: TransCanada PipeLine USA Ltd.,
sole shareholder

By: _____

Its: William Taylor
Vice President

By: _____

Its: Mike Hachey
Vice President

Date: June 29, 2009

LEGAL	
CONTENT	

EXPLANATORY COMMENTS TO NOTICE OF TRANSFER:

The Certificate of Environmental Compatibility (CEC) in Case 141 was issued in the name of the "Applicant," Coolidge Power Corporation. Coolidge Power Corporation (CPC) was formed as a Delaware corporation and registered in the State of Arizona as a wholly-owned "single purpose" subsidiary of TransCanada PipeLine USA Ltd, (TC PipeLine) for the purpose of developing and operating the Coolidge Generating Station pursuant to a contract with Salt River Project.

In the Fall of 2008, for appropriate reasons unrelated to the Coolidge Generating Station permitting process, TC PipeLine decided to change the legal business form of its single purpose subsidiary from a corporation to a limited liability company. Pursuant to §266 of the General Corporation Law of the State of Delaware and §18-214 of the Limited Liability Company Act of the State of Delaware, CPC was "converted" -- to use the term of Delaware law -- into a limited liability company, and re-named Coolidge Power LLC (CPLLC). CPLLC then registered to do business in Arizona as a foreign limited liability company. Attached are copies of (1) Certificate of Formation of Coolidge Power LLC ; (2) Certificate of Conversion from a Corporation to a Limited Liability Company; and (3) Arizona Corporation Commission Certificate of Registration of Coolidge Power LLC.

As a result of the conversion, TC PipeLine, the sole shareholder of CPC, became the sole member and manager of CPLLC. Subsequently, TC PipeLine conveyed its 100% ownership of CPLLC to its affiliate, TransCanada Facility USA, Inc., which remains the current sole member and manager of CPLLC.

Under governing Delaware law, the Delaware corporation became the Delaware limited liability company; and, by operation of law without additional instruments of assignment or transfer, all of the property and attributes-- both rights and obligations -- of the converting corporation remained those of the succeeding limited liability company. In every sense relevant to the subject CEC, Coolidge Power LLC is the same company -- the "Applicant" -- simply converted to a different business format with a different name.

As a result of this conversion, the CEC, including all of its terms, limitations and conditions, automatically vested in CPLLC, just as if there had been a contractual assignment of the CEC from CPC to CPLLC. (Likewise, all of the other contractual rights and obligations of CPC continue as rights and obligations of CPLLC, the most notable for these purposes being the contract with Salt River Project for development, construction and operation of the Coolidge Generating Station.)

Arizona has no corollary process exactly like Delaware's for a simple conversion of a corporation into a limited liability company. The approved form of notice provided by the Commission for notifying the Committee and the Commission of the transfer of a CEC presumes a Transferor that continues separate and apart from the Transferee. In this case, the "Transferor" was converted into and became the "Transferee." Nevertheless, to ensure full notice and compliance with the applicable Arizona statute and rule, and conform as nearly as possible to the prescribed form of notice, that form has been duly executed by TransCanada PipeLine USA Ltd., the sole shareholder and owner of Coolidge Power Corporation as Transferor, and by TransCanada Facility USA, Inc., the sole member and manager of Coolidge Power LLC as Transferee.

ATTACHMENT 1

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "COOLIDGE POWER LLC" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2008, AT 12:30 O'CLOCK P.M.



4502136 8100V

081057105

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6925714

DATE: 10-22-08

CERTIFICATE OF FORMATION

OF

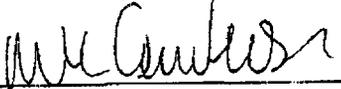
COOLIDGE POWER LLC

This Certificate of Formation of Coolidge Power LLC (the "LLC") is being duly executed and filed by Marcia K Anderson, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del C §18-101, *et seq*). The powers of the authorized person shall terminate upon the filing of this Certificate of Formation

FIRST: The name of the limited liability company formed hereby is Coolidge Power LLC.

SECOND: The address of the registered office of the LLC in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Coolidge Power LLC this 22 day of October 2008



Marcia K. Anderson
Authorized Person

ATTACHMENT 2

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "COOLIDGE POWER CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "COOLIDGE POWER CORPORATION" TO "COOLIDGE POWER LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2008, AT 12:30 O'CLOCK P.M.



4502136 8100V

081057105

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6925714

DATE: 10-22-08

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY**

Pursuant to Section 266
of the General Corporation Law of the State of Delaware
and Section 18-214
of the Limited Liability Company Act of the State of Delaware

Coolidge Power Corporation, a Delaware corporation (the "Company"), does hereby certify:

FIRST: The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on February 22, 2008

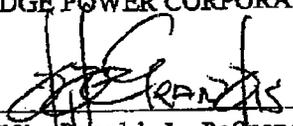
SECOND: The name of the Company immediately prior to filing this certificate is Coolidge Power Corporation

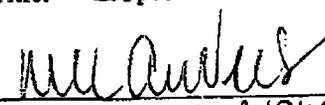
THIRD: The name of the limited liability company into which the Company shall be converted, as set forth in the Certificate of Formation of such limited liability company, is Coolidge Power LLC

FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Limited Liability Company Act of the State of Delaware

IN WITNESS WHEREOF, the undersigned has duly executed this certificate of conversion as of the 22 day of October 2008

COOLIDGE POWER CORPORATION

By: 
Name: Donald J. DeGrandis
Title: Corporate Secretary

By: 
Name: MARCIA ANDERSON
Title: Asst Secretary

ATTACHMENT 3

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF REGISTRATION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

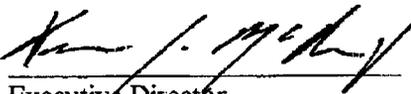
*****COOLIDGE POWER LLC*****

a foreign limited liability company organized under the laws of the jurisdiction of Delaware did obtain a Certificate of Registration in Arizona on the 29th day of October 2008.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 31st Day of October, 2008, A. D.




Executive Director

By 