

PUBLIC FILING  
BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF GEORGIA

North American Power and Gas, LLC's	}	
Application for a Natural Gas Marketer	}	Interim Certificate No. GM-40
Certificate of Authority	}	Docket No.: 36550

APPLICATION TO AMEND CERTIFICATE OF AUTHORITY

Comes now, NORTH AMERICAN POWER AND GAS, LLC ("NAPG" or "the Company") respectfully requests, pursuant to Section 515-7-3-.04(10) of the Rules and Regulations of the State of Georgia, any necessary authority from the Georgia Public Service Commission ("Commission") to amend its Interim Certificate No. GM-40 to reflect a change in ownership and control of the company.

**I. The Transaction**

NAPGS HOLDCO, LLC ("NAPGS Holdco"), the indirect parent of the certified marketer North American Power and Gas, LLC, entered into a Unit Purchase Agreement, dated November 17, 2016 (the "UPA") with, among others, Calpine Energy Services Holdco, LLC ("Calpine") to purchase the interest and assets of the NAPG group of companies.

Pursuant to the UPA, Calpine is acquiring the interest and assets of NAPGS Holdco, the indirect parent of the certified marketer NAPG. NAPG will become a wholly owned indirect subsidiary of Calpine. The change in ownership is expected to occur no sooner than January 16, 2017. NAPG will substantially have the same ownership structure as recently approved in Docket 36550. The graphical change in corporate structure is attached as Exhibit A

Following the change in ownership, NAPG will continue to act as the certified natural gas marketer in Georgia and will continue to hold its natural gas marketer certificate and to service its customers in Georgia on the same basis as it has in the past. The change in ownership will not affect existing customer contracts.

## **II. Contacts**

For questions concerning this Application, please contact:

Keenia Joseph  
Director, Regulatory Affairs  
North American Power and Gas, LLC  
20 Glover Avenue, 3<sup>rd</sup> Fl.  
Norwalk, CT 06850  
(203) 663-9757  
[kjoseph@napower.com](mailto:kjoseph@napower.com)

## **III. Public Interest**

The proposed transaction and related corporate ownership will serve the public interest by enabling NAPG to continue to provide natural gas services at competitive rates in the State of Georgia. This proposed transaction will directly benefit consumers by facilitating the continued provision of innovative, high-quality natural gas service in the public, thereby promoting competition in the Georgia natural gas market.


## **IV. Request for Expedited Approval**

NAPG respectfully requests expedited review and approval of this indirect change in control. Under Section 515-7-3.04(10) of the Rules and Regulations of the State of Georgia, certified marketers are required to apply to the Commission for authorization prior to any change in ownership or other substantial change affecting the marketer's certification. In this case, NAPG is requesting that the Commission provide whatever authorization may be necessary in the event the Commission determines this reorganization constitutes a substantial

change. This change in control at the holding company level is required for consummation of the Calpine transaction. Please do not hesitate to contact NAPG with any questions the Commission or its Staff may have with regard to this filing so that an expeditious approval may be accomplished.

NAPG respectfully requests that the Commission grant any necessary authority for the change in control as described herein.

Respectfully submitted this 17<sup>th</sup> day of November, 2016.

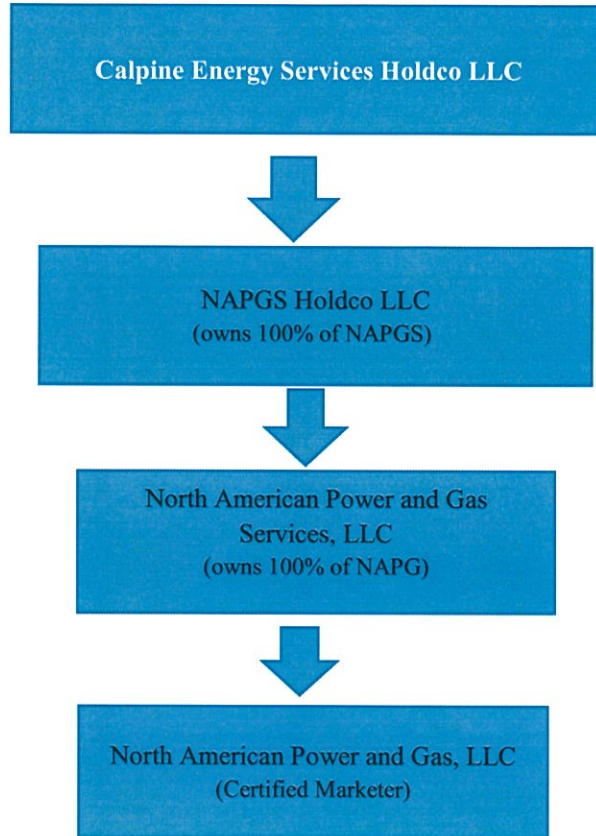


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# EXHIBIT A

## Graphical Depiction of Change in Ownership



**BEFORE THE GEORGIA PUBLIC SERVICE COMMISSION**

IN RE: APPLICATION FOR NATURAL GAS ) Interim Certificate No. GM-40  
MARKETER CERTIFICATE OF ) DOCKET NO. 36550  
AUTHORITY )

**CERTIFICATE OF SERVICE**

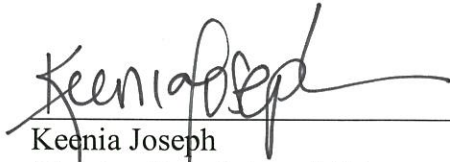
I hereby certify that I have this day served a copy of NORTH AMERICAN POWER AND GAS, LLC'S APPLICATION TO AMEND CERTIFICATE OF AUTHORITY upon the following via hand delivery:

Mr. Reece McAlister  
Georgia Public Service Commission  
244 Washington Street, SW  
Atlanta, Georgia 30334

Mr. Tom Bond  
Georgia Public Service Commission  
244 Washington Street, S.W.  
Atlanta, Georgia 30334

Mr. Bolin Killings  
Georgia Public Service Commission  
244 Washington Street, S.W.  
Atlanta, Georgia 30334

Respectfully submitted this 17<sup>th</sup> day of November, 2016.

  
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