



STATE OF CONNECTICUT
CONNECTICUT SITING COUNCIL

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VIA ELECTRONIC MAIL

August 28, 2023

Stephen J. Humes, Esq.
Holland & Knight LLP
One Stamford Plaza
263 Tresser Boulevard, Suite 1400
Stamford, CT 06901
Steve.humes@hkllaw.com

RE: Notification of change in Upstream Parent Company Ownership

DOCKET NO. 225 - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of an Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. and **PETITION NO. 549** - Kleen Energy Systems, LLC Declaratory Ruling that no Certificate of Environmental Compatibility and Public Need is required for the proposed transmission line interconnection from the proposed Electric Generating Facility and Switchyard on River Road to existing 345 kV Connecticut Light and Power transmission line number 353.

DOCKET NO. 225A - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of an Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut.

DOCKET NO. 225B - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of a Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. Reopening of this docket pursuant to Connecticut General Statutes § 4-181a for the limited purpose of determining if changed conditions related to a revised route for the oil pipeline justify a modification of the Decision and Order.

DOCKET NO. 225C - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of a Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. Reopening of this docket pursuant to Connecticut General Statutes § 4-181a(b) limited to Council consideration of changed conditions and of the attachment of conditions to the certificate consistent with the findings and recommendations contained in the Final Report issued by the Kleen Energy Plant Investigation Review Panel.

DOCKET NO. 225D - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of a Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. Reopening of this docket pursuant to Connecticut General Statutes § 4-181a(b) limited to Council consideration of changed conditions and of the attachment of conditions to the certificate consistent with the findings and recommendations contained in the Executive Report issued by the Thomas Commission.

Dear Attorney Humes:

The Connecticut Siting Council (Council) is in receipt of the Notification of change in Upstream Parent Company Ownership from Sojitz Corporation of America to ArcLight Energy Partners Fund VII, L.P., dated August 17, 2023.

The Council hereby acknowledges the notification with the condition that Kleen Energy Systems, LLC complies with all the terms, limitations, and conditions contained in the Decision and Orders issued for the above-referenced facility on November 21, 2002; March 25, 2003; July 22, 2009; October 7, 2010; and February 8, 2011, and on the timely payment of apportioned assessment charges for the facility under Connecticut General Statutes § 16-50v(b)(1).

Thank you for your attention and cooperation. Your letter will be placed in the above-referenced file.

Sincerely,



Melanie Bachman
Executive Director

MAB/RDM/laf

Holland & Knight

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August 17, 2023

Via Overnight Mail

Melanie Bachman, Esq.
Executive Director
State of Connecticut
Connecticut Siting Council
Ten Franklin Square
New Britain, CT 06051

Re: **DOCKET NO. 225** - Kleen Energy Systems, LLC application for a Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of an Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut; and **PETITION NO. 549** - Kleen Energy Systems, LLC petition for a declaratory ruling that no Certificate of Environmental Compatibility and Public Need is required for the proposed transmission line interconnection from the proposed Electric Generating Facility and Switchyard on River Road to existing 345 kV Connecticut Light and Power transmission line number 353.

DOCKET NO. 225A - Kleen Energy Systems, LLC application for a Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of an Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut.

DOCKET NO. 225B - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of a Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. Reopening of this docket pursuant to Connecticut General Statutes § 4-181a for the limited purpose of determining if changed conditions related to a revised route for the oil pipeline justify a modification of the Decision and Order.

DOCKET NO. 225C - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of a Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. Reopening of this docket pursuant to Connecticut General Statutes § 4-181a(b) limited to Council consideration of changed conditions and of the

Melanie Bachman, Esq.

August 17, 2023

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attachment of conditions to the certificate consistent with the findings and recommendations contained in the Final Report issued by the Kleen Energy Plant Investigation Review Panel

DOCKET NO. 225D - Kleen Energy Systems, LLC Certificate of Environmental Compatibility and Public Need for the construction, maintenance and operation of a Electric Generating Facility and Switchyard on River Road, Middletown, Connecticut. Reopening of this docket pursuant to Connecticut General Statutes § 4-181a(b) limited to Council consideration of changed conditions and of the attachment of conditions to the certificate consistent with the findings and recommendations contained in the Executive Report issued by the Thomas Commission

Dear Attorney Bachman:

This letter is to inform you of a pending non-material change in the indirect upstream ownership (“Transaction”) of Kleen Energy Systems, LLC (“Kleen Energy”), the current owner and operator of the Kleen Energy Plant located in Middletown, Connecticut. Under the Transaction, a minority share of the indirect upstream ownership interests in Kleen Energy, currently held by Sojitz Corporation of America, will be sold to a wholly-owned subsidiary of ArcLight Energy Partners Fund VII, L.P. (“ArcLight”), a fund managed by ArcLight Capital Partners, LLC. The Transaction will not result in a change of control or an alternation to the day to day operations of the facility. Kleen Energy will remain responsible for any quarterly assessment charges under Conn. Gen. Stat. §16-50v(b)(2) that may be associated with this facility. The transaction will not result in any change in contact information for the individual or representative responsible for management and operations of the facility.

Please see Attachment A for organization charts showing the applicable entities pre-transaction and post-transaction. Subject to the satisfaction of certain conditions, the Transaction is expected to close during the fourth quarter of 2023 (however, no assurances can be given as to if or when the Transaction will be completed). The parties will notify the Connecticut Siting Council of the actual date of the closing of the Transaction if and when it occurs.

Please contact me or attorney Ayaz Shaikh (attorney for Sojitz Corporation of America) if you have any questions.

Sincerely yours,

HOLLAND & KNIGHT LLP

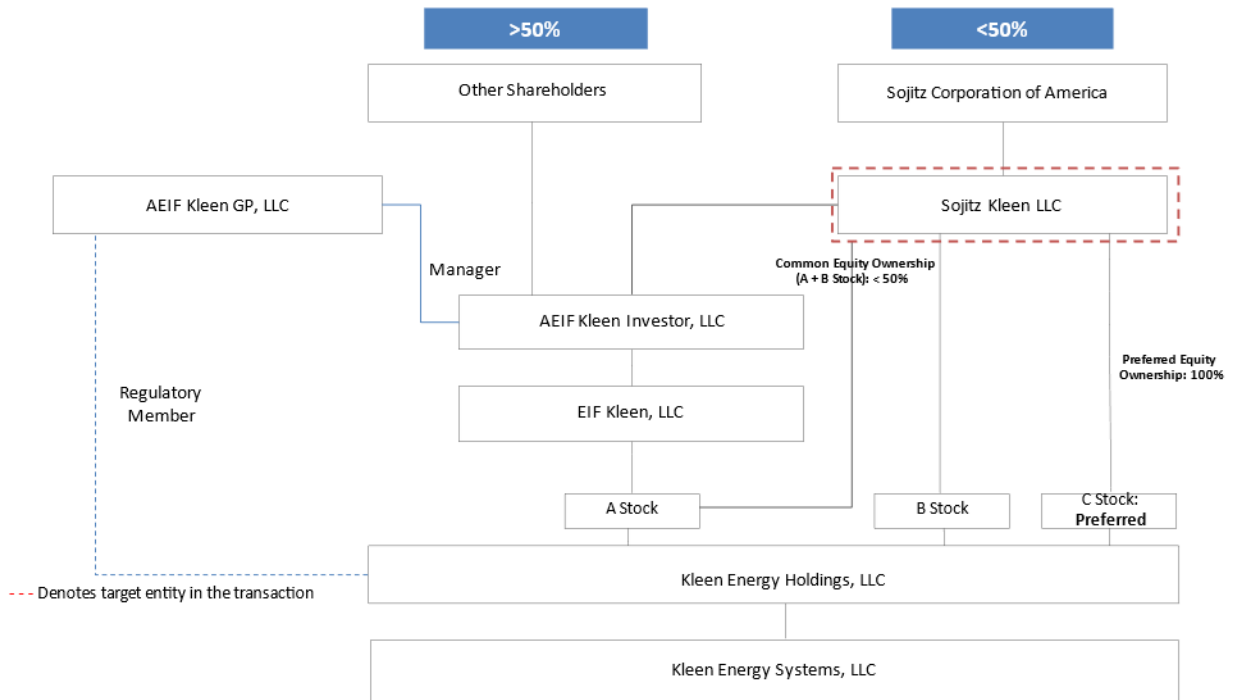


Stephen J. Humes

Attachment

Attachment A

Pre-Transaction Organizational Chart



Post-Transaction Organizational Chart

