

Bryan W. Shaw, Ph.D., P.E., *Chairman*
Toby Baker, *Commissioner*
Zak Covar, *Commissioner*
Richard A. Hyde, P.E., *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

April 1, 2015

MR GEROME RANDLE
VICE PRESIDENT
HANDLEY POWER LLC
325 N SAINT PAUL ST STE 2650
DALLAS TX 75201-3920

Re: Change in Ownership
Customer Number: **CN604782631**

Dear Mr. Randle:

Thank you for your request received on March 27, 2015, notifying us of the change in ownership. Your letter states that Handley Power, LLC is now the Owner and Operator of the facility or facilities listed in the enclosed document. Our records have been updated to reflect this change.

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee/registrant, you have committed to maintain compliance with all air quality regulations and applicable rule requirements of the Texas Commission on Environmental Quality.

Thank you for informing us of this change in ownership. If you have any questions regarding this letter, please feel free to contact Ms. Brooke Grunnet at (512) 239-1339.

Sincerely,

A handwritten signature in black ink, appearing to read "Johnny D. Bowers".

Johnny D. Bowers, Team Leader
Air Permits Initial Review Team
Air Permits Division
Texas Commission on Environmental Quality

JDB/bg

cc: Environmental Program Manager, Transportation & Public Works/Environmental Services Air
Program, City of Fort Worth, Fort Worth
Air Section Manager, Region 4 - Fort Worth
Mr. Mark Chambers, Emissions Assessment Section (MC-164), Austin
Mr. Adam Bullock, Emissions Assessment Section (MC-164), Austin
Ms. Jeanette Emanuel, Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)

Enclosure

Change in Ownership Table

Regulated Entity Number	Account Number	Permit / Registration Number	Permit / Registration Expiration Date	Previous Permittee / Registrant	TCEQ Region	County
RN102336906	TA-0353-G	13172	NA	HANDLEY POWER, LLC	4 - Fort Worth	Tarrant
RN102336906	TA-0353-G	302	June 16, 2024	HANDLEY POWER, LLC	4 - Fort Worth	Tarrant
RN102336906	TA-0353-G	45430	August 3, 2022	HANDLEY POWER, LLC	4 - Fort Worth	Tarrant
RN102336906	TA-0353-G	53846	July 20, 2022	HANDLEY POWER, LLC	4 - Fort Worth	Tarrant
RN102336906	TA-0353-G	70220	May 17, 2023	HANDLEY POWER, LLC	4 - Fort Worth	Tarrant

Brooke Grunnet

From: Brooke Grunnet
Sent: Wednesday, April 01, 2015 8:28 AM
To: GEROME.RANDLE3@EXELONCORP.COM
Cc: KATHLEEN.SCOTT@EXELONCORP.COM; RFCAIR4; Mark Chambers; Adam Bullock; Jeanette Emanuel; Derek.Senter@fortworthgov.org
Subject: Change in Ownership for Handley Power, LLC
Attachments: 231926.Docx

Gerome Randle,

This is confirmation that your request for change in ownership received on March 27, 2015 has been completed. Please refer to the attached letter for more details.

Thank you,

Brooke Grunnet

03/31/2015 -----NSR IMS - PROJECT RECORD -----

PROJECT#: 231926 STATUS: PENDING DISP CODE: _____
RECEIVED: 03/27/2015 PROJTYPE: OWNCHANGE ISSUED DT: _____

PROJECT ADMIN NAME: CHANGE OF OWNERSHIP
PROJECT TECH NAME: HANDLEY STEAM ELECTRIC STATION

STAFF ASSIGNED TO PROJECT:

GRUNNET , BROOKE - REVIEW ENG - AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)

ISSUED TO: HANDLEY POWER, LLC

COMPANY NAME: Handley Power, LLC

CUSTOMER REFERENCE NUMBER: CN604782631

REGULATED ENTITY/SITE INFORMATION

REGULATED ENTITY NUMBER: RN102336906

ACCOUNT: TA0353G

REGULATED ENTITY LOCATION: 6604 E ROSEDALE ST

REGION 04 - DFW METROPLEX

NEAR CITY: FORT WORTH

COUNTY: TARRANT

CONTACT/PERMIT INFORMATION

CONTACT NAME: MR GEROME RANDLE CONTACT ROLE: RESPONSIBLE OFFICIAL

JOB TITLE: VICE PRESIDENT

ORGANIZATION: HANDLEY POWER LLC

MAILING ADDRESS: 325 N SAINT PAUL ST STE 2650, DALLAS, TX, 75201-3920

PHONE: (972) 813-6164 Ext: 0

EMAIL:GEROME.RANDLE3@EXELONCORP.COM

PERMIT#: 13172	AUTHTYPE: EXEMPT	RENEWAL:
PERMIT NAME: HANDLEY STEAM ELECTRIC STATION		
PERMIT#: 302	AUTHTYPE: CONSTRUCT	RENEWAL: 06/16/2024
PERMIT NAME: HANDLEY STEAM ELECTRIC STATION		
PERMIT#: 45430	AUTHTYPE: CONSTRUCT	RENEWAL: 08/03/2022
PERMIT NAME: HANDLEY STEAM ELECTRIC STATION		
PERMIT#: 53846	AUTHTYPE: STDPMT	RENEWAL: 07/20/2022
PERMIT NAME: HANDLEY STEAM ELECTRIC STATION		
PERMIT#: 70220	AUTHTYPE: STDPMT	RENEWAL: 05/17/2023
PERMIT NAME: HANDLEY STEAM ELECTRIC STATION		

PROJECT NOTES:

03/31/2015 CHANGE OF OWNERSHIP EFFECTIVE 09/05/2014

TRACKING ELEMENTS:

TE Name	Start Date	Complete Date
APIRT RECEIVED PROJECT (DATE)	03/27/2015	
APIRT TRANSFERRED PROJECT TO TECHNICAL STAFF (DATE)		
CENTRAL REGISTRY UPDATED		



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

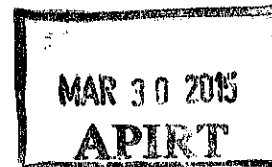


gave to Toni 3/27

I. Application Type		
☒ Change in Ownership ☐ Change in Company Name		
II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee)		
A. Customer Name: Handley Power, LLC		
B. Customer Reference Number (CN) (if issued): 604782631 BG		
C. Submittal Date: 03/24/2015		
D. Effective Date of Change: 09/05/2014		
E. Is the new owner an affiliate of the previous owner?		☐ YES ☒ NO
III. Responsible Official (RO) Contact Information		
Name (☒ Mr. ☐ Mrs. ☐ Ms. ☐ Dr.): Gerome Randle		
Title: Vice President		
Company Name: Exelon Generation		
Mailing Address: 325 N. Saint Paul Street, Suite 2650		
City: Dallas	State: TX	Zip Code: 75201
Territory:		Country: USA
Foreign Postal Code:		Internal Mail Code:
Telephone No.: 972-813-6164		Fax No.:
E-mail Address: gerome.randle3@exeloncorp.com		
IV. Technical Contact Information		
Name (☐ Mr. ☐ Mrs. ☒ Ms. ☐ Dr.): Kathleen Scott		
Title: Senior Environmental Specialist		
Company Name: Exelon Generation		
Mailing Address: 6604 East Rosedale Street		
City: Fort Worth	State: TX	Zip Code: 76112
Territory:		Country: USA
Foreign Postal Code:		Internal Mail Code:
Telephone No.: 817-446-2539		Fax No.: 817-446-2577
E-mail Address: kathleen.scott@exeloncorp.com		
V. Site Information		
A. Site Name: Handley Steam Electric Station		
B. Regulated Entity Number (RN) (if issued): 102336906		
C. Account Number (if issued): TA-0353-G		



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form



V. Site Information (continued)								
D. If action is transfer of ownership, is the change for the entire site?							☒ YES ☐ NO ☐ N/A	
E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source?							☐ YES ☐ NO ☒ N/A	
F. Indicate all pollutants for which the site is a major source based on the site's potential to emit.								
Pollutant:	VOC	NO _x	SO ₂	PM ₁₀	CO	PB	HAPs	Other
Major at the Site (YES/NO):	NO	YES	YES	YES	YES	NO	YES	Ammonia
VI. Air Authorizations That Are Affected By This Action								
A. List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable: 13172, 53846, 70220, 302, 45430								
B. List all FOPs (including SOPs and ATOs under GOPs), as applicable: O-51								
VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)								
- The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations. - The new owner asserts there will be no change in the type of pollutants emitted. - The new owner asserts there will be no increase in the quantity emitted.								
VIII. FOP Conditions for Change of Ownership								
- For SOP holders: Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit. - For GOP holders: Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.								
A. Are any other changes needed for the FOP? (If YES, submit the information as explained in the instructions.)							☐ YES ☒ NO	
B. Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP? (If YES, submit the information as explained in the instructions.)							☒ YES ☐ NO	
IX. Authorization								
I, <u>Gerome Randle</u> , certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.								
Signature:					Signature Date: <u>03/24/2015</u>			
Title: <u>Vice President</u>								



TCEQ Core Data Form

TCEQ Use Only

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

MAR 30 2015
APIRT

SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided)			
☐ New Permit, Registration or Authorization (Core Data Form should be submitted with the program application)			
☐ Renewal (Core Data Form should be submitted with the renewal form)		☒ Other Change of Ownership/New SOS Filing Number	
2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.)			
☐ Yes ☒ No			
3. Customer Reference Number (if issued)		4. Regulated Entity Reference Number (if issued)	
CN		RN 102336906	

SECTION II: Customer Information

5. Effective Date for Customer Information Updates (mm/dd/yyyy)				9/5/2014			
6. Customer Role (Proposed or Actual) – as it relates to the <u>Regulated Entity</u> listed on this form. Please check only <u>one</u> of the following:							
☐ Owner		☐ Operator		☒ Owner & Operator			
☐ Occupational Licensee		☐ Responsible Party		☐ Voluntary Cleanup Applicant		☐ Other: _____	
7. General Customer Information							
☒ New Customer				☐ Update to Customer Information		☒ Change in Regulated Entity Ownership	
☐ Change in Legal Name (Verifiable with the Texas Secretary of State)				☐ No Change**			
**If "No Change" and Section I is complete, skip to Section III – Regulated Entity Information.							
8. Type of Customer:		☒ Corporation		☐ Individual		☐ Sole Proprietorship- D.B.A	
☐ City Government		☐ County Government		☐ Federal Government		☐ State Government	
☐ Other Government		☐ General Partnership		☐ Limited Partnership		☐ Other: _____	
9. Customer Legal Name (If an individual, print last name first: ex: Doe, John)				<i>If new Customer, enter previous Customer below</i> End Date:			
Handley Power, LLC				ExTex LaPorte LP (CN 601232192) and Handley Power, LLC (604651661) 9/5/2014			
10. Mailing Address:		6604 East Rosedale Street					
City		Fort Worth		State		TX	
ZIP		76112		ZIP + 4		7027	
11. Country Mailing Information (if outside USA)				12. E-Mail Address (if applicable)			
13. Telephone Number		14. Extension or Code		15. Fax Number (if applicable)			
() -				() -			
16. Federal Tax ID (9 digits)		17. TX State Franchise Tax ID (11 digits)		18. DUNS Number (if applicable)		19. TX SOS Filing Number (if applicable)	
300844091		32055047867				802057356	
20. Number of Employees				21. Independently Owned and Operated?			
☒ 0-20 ☐ 21-100 ☐ 101-250 ☐ 251-500 ☐ 501 and higher				☐ Yes ☒ No			

SECTION III: Regulated Entity Information

22. General Regulated Entity Information (If 'New Regulated Entity' is selected below this form should be accompanied by a permit application)							
☐ New Regulated Entity		☐ Update to Regulated Entity Name		☐ Update to Regulated Entity Information		☒ No Change** (See below)	
**If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information.							
23. Regulated Entity Name (name of the site where the regulated action is taking place)							

24. Street Address of the Regulated Entity: (No P.O. Boxes)							
	City		State		ZIP		ZIP + 4
25. Mailing Address:							
	City		State		ZIP		ZIP + 4
26. E-Mail Address:							
27. Telephone Number	28. Extension or Code		29. Fax Number (if applicable)				
() -			() -				
30. Primary SIC Code (4 digits)	31. Secondary SIC Code (4 digits)	32. Primary NAICS Code (5 or 6 digits)		33. Secondary NAICS Code (5 or 6 digits)			
34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.)							

Questions 34 – 37 address geographic location. Please refer to the instructions for applicability.

35. Description to Physical Location:					
36. Nearest City	County	State	Nearest ZIP Code		
37. Latitude (N) In Decimal:			38. Longitude (W) In Decimal:		
Degrees	Minutes	Seconds	Degrees	Minutes	Seconds

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

☐ Dam Safety	☐ Districts	☐ Edwards Aquifer	☐ Industrial Hazardous Waste	☐ Municipal Solid Waste
☐ New Source Review – Air	☐ OSSF	☐ Petroleum Storage Tank	☐ PWS	☐ Sludge
☐ Stormwater	☐ Title V – Air	☐ Tires	☐ Used Oil	☐ Utilities
☐ Voluntary Cleanup	☐ Waste Water	☐ Wastewater Agriculture	☐ Water Rights	☐ Other:

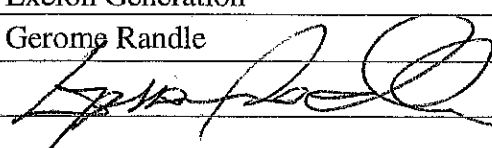
SECTION IV: Preparer Information

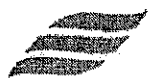
40. Name:	Angela Ward	41. Title:	Program Manager
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address
(410) 470-0246		() -	angela.ward@exeloncorp.com

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

Company:	Exelon Generation	Job Title:	Vice President
Name (In Print):	Gerome Randle	Phone:	(972) 813-6164
Signature:		Date:	3/24/2015



Exelon Generation.

March 24, 2015

MAR 27 2015
APIRT

Texas Commission on Environmental Quality
Air Permits Initial Review Team (APIRT) (MC 161)
12100 Park 35 Circle, Building C, Third Floor, Room 300 W
P.O. Box 13087
Austin, Texas 78711-3087

via FedEx

**RE: Handley Steam Electric Station (RN 102336906)
Change of Ownership and Operator**

To Whom It May Concern:

Handley Steam Electric Station (RN102336906) provided notification on September 15, 2014 of the change of Ownership and Operator that was effective on September 5, 2014. The notifications provided an incorrect CN number for the new Owner / Operator, Handley Power, LLC. Attached is an updated Core Data Form requesting a new CN for Handley Power, LLC based on the new Texas State Franchise Tax ID and new Texas Secretary of State Filing Number.

Please find updated notification forms for the following permits: New Source Review Air Permit Nos. 45430, 302, 70220, 13172, 53846, and Title V Operating Permit No. O-51.

This notification includes the following attachments:

- TCEQ Form OP-CRO1;
- TCEQ Form OP-DEL;
- Change of Name/Ownership Form; and
- Core Data Form

Should you have any questions or require additional information, please do not hesitate to contact Angela Ward at (410) 470-0246 angela.ward@exeloncorp.com or Ed Tracey at (410) 470-0206 edward.tracey@exeloncorp.com.

Sincerely,

Jerome Randle
Vice President

Enclosures

cc: Office of Permitting and Registration, Air Permits Division - TCEQ

APIRT

Mountain Creek Steam Electric Station

September 15, 2014

Ms. Elizabeth Smith, Air Section Manager – TCEQ Region 4 (Dallas/Fort Worth)

EPA Region 6: Air Permits Division (R6AirPermits@EPA.gov)

Mr. Scott Hambrick, General Manager – Exelon Generation

Mr. Carlos Lopez, Plant Manager – Exelon Generation

Ms. Kathleen Scott, Senior Environmental Specialist – Exelon Generation

Mr. John Tissue, Senior Program Manager, Air Quality – Exelon Generation

Brooke Grunnet

From: Stephanie Ross
Sent: Friday, March 27, 2015 9:34 AM
To: Brooke Grunnet
Subject: FW: CN601232192-RN101559235
Attachments: MCS_Air Transfer Notification Correction_MAR15.pdf; HES_Air Transfer Notification Correction_MAR15.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

Let me know if you have questions.

From: Ward, Angela:(GenCo-Pwr) [mailto:Angela.Ward@constellation.com]
Sent: Friday, March 27, 2015 7:21 AM
To: Stephanie Ross
Subject: RE: CN601232192-RN101559235

Good Morning Stephanie,
Attached please find, updated documents reflecting the correct TX SOS numbers for the entities. We had previously only discussed Mountain Creek Station (RN101559235), but Handley Station (RN102336906) was involved in a similar situation.

Please process the change in owner/operator as described in the attached documents and assign each station a new CN. Originals are being sent via FedEx as well.

If you have any questions please don't hesitate to reach out to me.

Thanks so much for all of your help!

Angela
410-470-0246

From: Stephanie Ross [mailto:Stephanie.Ross@tceq.texas.gov]
Sent: Wednesday, February 18, 2015 1:30 PM
To: Ward, Angela:(GenCo-Pwr)
Subject: CN601232192-RN101559235

Here is what currently shows on the RN:

Program	RE Type	ID Type	Permit / Reg #	Customer Name (CN)
AIR OPERATING PERMITS	SITE	PERMIT	58	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	REGISTRATION	14345	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	PERMIT	45417	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	REGISTRATION	51041	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	REGISTRATION	70573	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	REGISTRATION	74594	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	PERMIT	82426	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	EPA PERMIT	N69	MOUNTAIN CREEK POWER LLC (CN601232192)
AIR NEW SOURCE PERMITS	SITE	EPA PERMIT	PSDTX1100	MOUNTAIN CREEK POWER LLC (CN601232192)

Transfer of ownership received 1/20/15 will be processed for the 3 permits noted on the form (82426, N69, PSDTX1100) to ExGen Texas Power Services, LLC.

The transfers done in September of 2014 were to include all permits on the site per the application (attached for your review). After researching I found the filing number used to create the CN for Mountain Creek now shows a "terminated" status (see below) with the Texas Secretary of State. You may consider transferring the other permits to the new filing number (see bottom).

CN604651687 – Mountain Creek Power LLC (Filing 802039138)

Filing Number:	802039138	Entity Type:	Foreign Limited Liability Company (LLC)
Original Date of Filing:	August 4, 2014	Entity Status:	Terminated
Formation Date:	N/A		
Tax ID:	32054794121	FEIN:	471481568
Name:	Mountain Creek Power, LLC		
Address:	10 S. Dearborn Street, 49th Floor Chicago, IL 60603 USA		
Fictitious Name:	N/A		
Jurisdiction:	DE, USA		
Foreign Formation Date:	July 30, 2014		

View Image	Document Number	Filing Type	Filing Date	File
	802039138	Application for Registration	August 4, 2014	Aug

Active filing with the Texas Secretary of State but not assigned a CN from TCEQ yet:

Filing Number:	802067363	Entity Type:	Foreign Limited Liability Company (LLC)
Original Date of Filing:	September 4, 2014	Entity Status:	In existence
Formation Date:	N/A		
Tax ID:	32055047842	FEIN:	
Name:	Mountain Creek Power, LLC		
Address:	10 S. Dearborn Street, 49th Floor Chicago, IL 60603 USA		
Fictitious Name:	N/A		
Jurisdiction:	DE, USA		
Foreign Formation Date:	September 4, 2014		

View Image	Document Number	Filing Type	Filing Date	File
	802067363	Application for Registration	September 4, 2014	Sept

I hope that clears up what has happened and what will happen as I process the changes in date order. IF you have any questions, please contact me.

Sincerely,

Stephanie V. Ross

TEXAS SECRETARY of STATE
CARLOS CASCOS[UCC](#) | [Business Organizations](#) | [Trademarks](#) | [Notary](#) | [Account](#) | [Help/Fees](#) | [Briefcase](#) | [Logout](#)**BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY**

Filing Number: 802057356 **Entity Type:** Foreign Limited Liability Company (LLC)
Original Date of Filing: September 4, 2014 **Entity Status:** In existence
Formation Date: N/A
Tax ID: 32055047867 **FEIN:**
Name: Handley Power, LLC
Address: 10 S. Dearborn Street, 49th Floor
Chicago, IL 60603 USA
Fictitious Name: N/A
Jurisdiction: DE, USA
Foreign Formation Date: September 4, 2014

<u>REGISTERED AGENT</u>	<u>FILING HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED NAMES</u>	<u>ASSOCIATED ENTITIES</u>
Name		Address			Inactive Date
Corporate Creations Network Inc.		4265 San Felipe, Suite 1100 Houston, TX 77027-0000 USA			

[Order](#)[Return to Search](#)**Instructions:**

● To place an order for additional information about a filing press the 'Order' button.