



Date: December 12, 2023
To: ERCOT Board of Directors
From: Chad V. Seely, ERCOT Senior Vice President, General Counsel and Corporate Secretary
Subject: Adjunct Membership Approval of Linebacker Power, LLC for Membership Year 2024

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: December 19, 2023

Item No.: 9

Issue:

Whether the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) should approve the application of Linebacker Power, LLC (Linebacker Power) for Adjunct Membership for Membership Year 2024.

Background/History:

Linebacker Power is the upstream corporate parent of Jack County Power, LLC, which is registered as a power generation company with the Public Utility Commission of Texas (PUCT) and owns generation capable of operating at least 10 megawatts in the ERCOT Region, and is a registered ERCOT Market Participant. This would qualify Linebacker Power for Corporate or Associate Membership in the Independent Generator Segment, except that Linebacker Power is an Affiliate of Cross Texas Transmission LLC (Cross Texas), a Transmission and Distribution (T&D) Entity (as defined in the ERCOT Bylaws), which renders it ineligible to join in that Segment. The definition of Independent Generator in the Bylaws is as follows (emphasis added):

Any entity that is not a T&D Entity or Affiliate of a T&D Entity and that (i) owns or controls generation capable of operating at least 10 megawatts in the ERCOT Region, or (ii) is preparing to operate and control generation of at least 10 megawatts, in the ERCOT Region, and has approval of the appropriate governmental authority, has any necessary real property rights, has given the connecting transmission provider written authorization to proceed with construction and has provided security to the connecting transmission provider.

Bylaws Section 3.2(a)(3) provides that an entity “may be approved for Adjunct Membership by the Board if such entity does not meet the definitions and requirements to join as a Corporate or Associate Member.” Unlike Corporate Members, Adjunct Members have no right to select Technical Advisory Committee (TAC) Representatives, and unlike Corporate and Associate Members, Adjunct Members have no right to be elected or appointed to TAC or any subcommittee of TAC. Adjunct Members’ stakeholder process voting rights are limited to voting at meetings of the Protocol Revision Subcommittee (PRS). For this purpose, Section V(G)(2) of the Technical

Advisory Committee Procedures require that each Adjunct Member “must align themselves each calendar year with a Segment ... to which they are similar.”

Because it does not meet the requirements to join as a Corporate or Associate Member in the Independent Generator Segment due to being an Affiliate of a T&D Entity, Linebacker Power has applied as an Adjunct Member for Membership Year 2024. If approved as an Adjunct Member, Linebacker Power would align itself with the Independent Generator Segment in 2024 for purposes of voting at PRS, based on its status as the parent company of a power generation company. Linebacker Power informed ERCOT staff that it seeks Adjunct Membership because as ERCOT stakeholders deliberate significant market reforms that affect wholesale suppliers, Linebacker Power would like to participate in this process to the maximum extent possible; Linebacker Power’s T&D Entity Affiliate, Cross Texas, advocates solely in Cross Texas’ interests; and Linebacker Power’s Adjunct Membership is necessary to fairly and adequately represent Linebacker Power’s interests in parent company LS Power’s recent investment in over 2,100 MW of dispatchable generation, including through voting at PRS.

Linebacker Power’s redacted Membership Application (omitting individual contact information) and PUCT power generation company registration documents for Jack County Power, LLC are attached hereto as **Attachment A**.

Key Factors Influencing Issue:

- Adjunct Membership requires approval by the Board.
- Linebacker Power currently does not meet the definition of any Segment as set forth in the Bylaws and Membership Application and Agreement for Membership Year 2024 but is the parent of an active Market Participant and would qualify for Membership in the Independent Generator Segment except for the fact that it is an Affiliate of a T&D Entity.

Conclusion/Recommendation:

ERCOT staff recommends that the Board approve Linebacker Power as an Adjunct Member of ERCOT for Membership Year 2024.



ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, after due consideration of the alternatives, the Board of Directors (Board) of Electric Reliability Council of Texas, Inc. (ERCOT) deems it desirable and in the best interest of ERCOT to approve Linebacker Power, LLC (Linebacker Power) as an Adjunct Member of ERCOT for Membership Year 2024, because Linebacker Power does not meet the Segment requirements for Membership;

THEREFORE, BE IT RESOLVED, that ERCOT is hereby authorized and approved to grant Adjunct Membership status to Linebacker Power for Membership Year 2024.

CORPORATE SECRETARY'S CERTIFICATE

I, Jonathan M. Levine, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its December 19, 2023 meeting, the Board passed a motion approving the above Resolution by _____.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of December, 2023.

Jonathan M. Levine
Assistant Corporate Secretary



ATTACHMENT A

**MEMBERSHIP APPLICATION AND AGREEMENT FOR MEMBERSHIP YEAR 2024
OF LINEBACKER POWER, LLC (REDACTED)**

and

JACK COUNTY POWER LLC POWER GENERATION COMPANY REGISTRATION

Timeline - Began 2 weeks ago - Updated 2 weeks ago

23 hours
With Agent
2 weeks
With Customer

Number

Channel

Consumer

* Category

State

Needs attention

Opened

Priority

Parent

[Assignment Group](#)

Assigned to

Short description

Description

Variables

Membership Application Information

* Applicant Contact
 Mark Spencer Email

* Applicant Legal Name
 ▶ More information
 Linebacker Power, LLC

* Membership Type
 ▶ More information
 Adjunct

Membership Directories

Check the directory for confirmed membership eligibility:

[Independent Generator](#)

[Independent Power Marketer](#)

[Independent REP](#)

[Aggregator](#)

* Segment Eligibility
 ▶ More information
 Independent Generator

* Is Applicant a member in the Independent Generator segment?
 ▶ More information
 No

Designated Representative and Alternate

Actions	Representative Type	Name	Title	Address	City, State, Zip	Phone	Email
	Designated Representative	Mark E Spencer	Senior Director	<input type="text" value="[REDACTED]"/>	<input type="text" value="[REDACTED]"/>	<input type="text" value="[REDACTED]"/>	<input type="text" value="[REDACTED]"/>
	Designated Representative Alternate	Rachelle Morin	Compliance Manager	<input type="text" value="[REDACTED]"/>	<input type="text" value="[REDACTED]"/>	<input type="text" value="[REDACTED]"/>	<input type="text" value="[REDACTED]"/>

Affiliates of the Applicant

Member Name	Segment
Cross Texas Transmission LLC	IOU
Johnson County Power, LLC	Ind Gen
Jack County Power, LLC	Ind Gen
RW Miller Power, LLC	Ind Gen
Newman Solar, LLC	Ind Gen
Priddy Wind Project, LLC	Ind Gen
Enerwise Global Technologies, LLC d/b/a CPower	Power Marketer

* I agree to the terms of the Membership Agreement

Public Utility Commission of Texas

Power Generator Report

JACK COUNTY POWER LLC

20744

Type:	Power Generator
Registration Date:	5/24/2023

DBA Names:

No DBA Records

Company Informations

Facility Name: JACK COUNTY POWER LLC	County: Jack
Type: Other	Capacity (MW): 1272.00
Control Area: ERCOT	
Non Renewable Fuels: Combined cycle/Natural Gas	
Renewable Energy	
Credit Date:	
Service Area: ONCOR ELECTRIC DELIVERY COMPANY	

Contact Information

Company / Physical (Mailing Address)

JACK COUNTY POWER LLC
JEFFREY WADE
CCO
1700 BROADWAY 38TH FLOOR
NEW YORK,NY 10019
Email: txcompliance@lspower.com
Phone: 212-547-2914

Company / Physical

JACK COUNTY POWER LLC
NICHOLAS WRIGHT
DIR ASSET MGT
1700 BROADWAY 38TH FLOOR
NEW YORK,NY 10019
Email: txcompliance@lspower.com
Phone: 917-344-9620

Reports

No Registration/Annual Report Records

Docket/Project/Control Numbers

54962
Type: PROJECT
Open Date: 5/5/2023
Close Date: 5/24/2023
Filings: New
Note: PGC REGISTRATION APPLICATION

End Report

PROJECT NO. _____
JACK COUNTY POWER, LLC



Public Utility Commission of Texas
1701 N. Congress Avenue or P.O. Box 13326
Austin, Texas 78711-3326
512-936-7000

Web address: www.puc.texas.gov

Registration and Re-registration Form for Power Generation Companies (PGC) and Self-Generators

(In accordance with 16 Texas Administrative Code (TAC) § 25.109)

Part A – Type of Registration Applicable to Every Registrant

1. Type of registration

Check only one of the following.

- | | |
|---|---|
| <input type="checkbox"/> New self-generator registration | <input type="checkbox"/> Amendment of self-generator registration |
| <input checked="" type="checkbox"/> New power generation company (PGC) registration | <input type="checkbox"/> Amendment of PGC registration |
| <input type="checkbox"/> Self-generator re-registration | <input type="checkbox"/> PGC re-registration |

2. Amendment

If filing an amendment, check all applicable boxes and fill in only the sections of this form that are applicable to your amendment:

- | | |
|--|--|
| <input type="checkbox"/> Name change amendment | <input type="checkbox"/> Facility output capacity change |
| <input type="checkbox"/> Change in ownership/control | <input type="checkbox"/> New generating facility or unit of a current facility |
| <input type="checkbox"/> Registration relinquishment | <input type="checkbox"/> Other |

Registration number:

Provide a brief explanation of amendment:

3. Biannual renewal of registration – This box is not applicable until February 2024.

If filing a re-registration, fill in the box below if the registrant's information has not changed from the previous registration.

- No information has changed from the previous registration. The Affidavit is required to be completed and filed if this box is checked.

PROJECT NO. _____
JACK COUNTY POWER, LLC

Part B – Registration Information Applicable to Every Registrant

1. Registrant

Legal business name: JACK COUNTY POWER, LLC

Texas business address: 3844 Henderson Ranch Rd.

City: Bridgeport

ZIP: 76426

Principal place of business: same as above

Email: jwade@lspower.com

Phone: (212) 547-2914

2. Primary Emergency Contact Information

Name: Jeffrey Wade

Title: Chief Compliance Officer

Address: 1700 Broadway, 38th Floor

City: New York

State: NY

ZIP: 10019

Email: jwade@lspower.com

Phone: (212) 547-2914

3. Secondary Emergency Contact Information

Name: Nicholas Wright

Title: Director, Asset Management

Address: 1700 Broadway, 38th Floor

City: New York

State: NY

ZIP: 10019

Email: nwright@lspower.com

Phone: (917) 344-9620

4. Regulatory Contact Information

Legal Business Name: Jeffrey Wade

Title: Chief Compliance Officer

Email: jwade@lspower.com

Phone: (212) 547-2914

Check the relevant box below indicating whether the registrant’s regulatory contact is an internal staff member of the registrant.

Yes, the registrant’s regulatory contact is an internal staff member of the registrant.

No, the registrant’s regulatory contact is not an internal staff member of the registrant.

5. Description of the types of services provided by the registrant that relate to the generation of electricity

Wholesale power generation and the sale of wholesale energy and eligible ancillary services in the ERCOT market.

6. For qualified facilities, provide as an attachment a copy of any Federal Energy Regulatory Commission (FERC) registrations

See ATTACHMENT B-6.

PROJECT NO. _____
JACK COUNTY POWER, LLC

Part C - Applicable to Registration of Power Generation Companies

7. Names, types of business, percentage of ownership, and Commission registration type of the registrant's corporate parent companies (if parent company does not have a Commission registration then mark "N/A") (add additional pages as attachments as necessary)

Names of Corporate Parent(s):	Type of Business:	Percentage of Ownership:	Type of Commission registration:
Linebacker Power Funding, LLC	Pass-through holding company	100	N/A
Linebacker Power Holdings, LLC	Pass-through holding company	100	N/A
Linebacker Power, LLC	Portfolio company	100	N/A
LS Power Equity Partners IV, LP	Private investment partnership	100	N/A

8. Name and type of registrations of the registrant's affiliates who have a Commission registration (add additional pages as attachments as necessary)

Affiliate Name: Johnson County Power, LLC	Type of Commission registration: PGC
Affiliate Name: RW Miller Power, LLC	Type of Commission registration: PGC
Affiliate Name: Newman Solar, LLC	Type of Commission registration: PGC
Affiliate Name: Priddy Wind Project, LLC	Type of Commission registration: PGC
Affiliate Name: Enerwise Global Technologies, LLC d/b/a CPower	Type of Commission registration: Power Marketer
Affiliate Name: Cross Texas Transmission, LLC	Type of Commission registration: CCN

9. Interchange Project Number where registrant's Emergency Operation Plan is filed and Item Number of filing

Project Number: 53385	Item Numbers: 466, 497, 755, 1330 & 1334 Registrant adopts in full the Emergency Operation Plan, as amended, previously submitted by Brazos Electric Power Cooperative, Inc.
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PROJECT NO. _____
JACK COUNTY POWER, LLC

Part D – Applicable to Every Registrant

AFFIDAVIT

(Must be notarized by a public notary)

STATE OF NEW YORK §
COUNTY OF NEW YORK §
§

BEFORE ME, the undersigned authority, on this day personally appeared the undersigned, who, after being duly sworn, stated on his or her oath that he or she is entitled to make this Affidavit, and that the statements contained below and in the foregoing are true and correct.

Check one of the following boxes:

- I am an authorized representative of the registrant, which is a **self-generator**.
- I am an authorized representative of the registrant, which is a **power generation company** and swear and affirm that the company:
 - ◆ (A) Generates electricity that is intended to be sold at wholesale;
 - (B) Does not own a transmission or distribution facility in this state other than an essential interconnecting facility, a facility not dedicated to public use, or a facility otherwise excluded from the definition of “electric utility” under Public Utility Regulatory Act (PURA) § 31.002; and
 - (C) Does not have a certificated service area.
- ◆ Further, I swear and affirm that I have personal knowledge that none of registrant’s principals (1) were principals of a Commission-regulated person whose license was revoked by Commission order when the person was principal, (2) were principals of any party registered with the Electric Reliability Council of Texas (ERCOT) whose standard form market participant agreement (SFA) was terminated by ERCOT when they were a principal, or (3) are otherwise prohibited by Commission order from acting as a principal of a Commission-regulated entity.

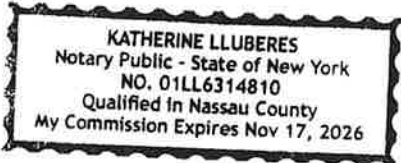
I swear and affirm that I have personal knowledge of the facts stated in the attached registration, that I am competent to testify to them, and that I have the authority to submit this registration form on behalf of the registrant. I further swear and affirm that all statements made in the registration form are true, correct and complete and that any substantial changes in such information will be provided to the Public Utility Commission of Texas in a timely manner. I swear and affirm that the registrant understands and will comply with all requirements of the applicable law and rules.

J.P. Wade
Signature of Authorized Representative

Jeff Wade, Chief Compliance Officer
Printed Name

JACK COUNTY POWER, LLC
Name of Registrant

Sworn and subscribed before me this 25th day of April, 2023
Month ____ Year
Katherine Lluberes
Notary Public in and for New York State



PROJECT NO. _____
JACK COUNTY POWER, LLC

Part E – Applicable to Every Registrant

Provide information for each generating unit. If more room is needed to list all generating units, attach additional copies of Part E.

All Registrants							Self-Generators Only
Generating Unit's Name	Physical Address of Unit	County of Unit	Interconnecting Transmission Service Provider	Power Region	Total Capacity Rating in MW	Type(s) of Generation*	MW Consumption of Co-Located Load
Jack County Power, LLC	3844 Henderson Ranch Rd. Bridgeport, TX 76426	Jack	Brazos Electric Power Cooperative, Inc.	ERCOT North	1,272 MW (winter)	Combined cycle/Natural Gas	

*i.e., biomass, wind, geothermal, solar, hydro, nuclear, landfill gas, energy storage, hydrogen, diesel, coal, natural gas, other (provide an explanation)