



July 17, 2025

**VIA E-FILE**

**David P. Zambito**

Direct Phone 717-703-5892

Direct Fax 215-989-4216

dzambito@cozen.com

Matthew L. Homsher, Secretary  
Pennsylvania Public Utility Commission  
400 North Street, 2nd Floor North  
Filing Room  
Harrisburg, PA 17120

Re: **Request of Energy Center Harrisburg LLC Under Sections 2102(a) and 2102(b) of the Pennsylvania Public Utility Code for Approval of an Agreement with an Affiliated Entity; Docket No. G-2025-\_\_\_\_\_**

**Request for Approval of Affiliated Interest Agreement between Energy Center Harrisburg LLC and Energy Center Paxton LLC**

Dear Secretary Homsher:

Enclosed for eFiling with the Pennsylvania Public Utility Commission is the above-referenced request for approval of an affiliated interest agreement, along with Appendices A through D, filed by Energy Center Harrisburg LLC.

**Please note that Appendices A, B, and D are confidential documents, and will be filed separately through the Commission's SharePoint website. They should be placed by the Secretary's Bureau in a non-public folder.**

If you have any questions regarding this filing, please direct them to me. Thank you for your attention to this matter.

Sincerely,

COZEN O'CONNOR

By: David P. Zambito

Counsel for **Energy Center Harrisburg LLC and Energy Center Paxton LLC**

DPZ:kmg  
Enclosure

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Request of Energy Center Harrisburg LLC :  
Under Sections 2102(a) and 2102(b) of the : Docket No. G-2025-\_\_\_\_\_  
Pennsylvania Public Utility Code for Approval :  
of an Agreement with an Affiliated Entity :

---

**REQUEST FOR APPROVAL OF  
AFFILIATED INTEREST AGREEMENT**

---

NOW COMES Energy Center Harrisburg LLC (“ECH”), by and through its counsel, Cozen O’Connor, and files this request, pursuant to Sections 2102(a) and 2102(b) of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 2102(a) and 2102(b), for approval by the Pennsylvania Public Utility Commission (“Commission”) of an amendment to an agreement with an affiliated entity, Energy Center Paxton LLC (“Energy Center Paxton”), for operations and maintenance services in connection with certain facilities. In support of its request, ECH states as follows:

**I. INTRODUCTION**

1. ECH, f/k/a NRG Energy Center Harrisburg LLC, is a certificated Pennsylvania public utility providing steam, hot water, and chilled water in portions of Harrisburg. ECH provides district heating and cooling to more than 120 customers in downtown Harrisburg, including the Commonwealth of Pennsylvania Capital Complex and Harrisburg municipal government facilities. ECH is a wholly-owned subsidiary of Cordia Holdings LLC (“Cordia Holdings”).

2. Energy Center Paxton is a non-regulated entity that owns and operates a thermal/electric cogeneration facility that is interconnected with the ECH Bruce Mangione Steam Plant located at 9th and Walnut Streets, City of Harrisburg, Pennsylvania. ECH and Energy Center Paxton, by and through their predecessor entities, entered into agreements under which Energy Center Paxton agreed to sell thermal energy to ECH to be used for the production and distribution of either district steam or hot water and ECH agreed to provide certain operations and maintenance services to Energy Center Paxton in connection with the cogeneration facility.

3. ECH and Energy Center Paxton have no employees of their own. They both use employees of their common parent, Cordia Holdings, pursuant to an affiliated interest agreement between Community Energy Operating Company LLC and Community Energy Consolidated LLC “on behalf of all of its existing and future direct and indirect subsidiaries.” The affiliated interest agreement was approved by the Commission, with respect to ECH, at Docket No. G-2022-3032858. The agreement concerns the provision of certain services to ECH by Cordia Holdings (f/k/a Clearway Energy, Inc.), including plant-level management services; operation and maintenance services (including the provision of dedicated personnel for the operation of the facilities); and services related to environmental, regulatory, safety, and other operations of the facilities. ECH, as a subsidiary of Cordia Holdings, is now also covered by the same agreement and receives similar services from Cordia Holdings.

4. The name of Community Energy Operating Company LLC was changed to Cordia LLC and the name of Community Energy Consolidated LLC was changed Cordia Consolidated LLC on October 4, 2022.

5. ECH and Energy Center Paxton are affiliated entities, as defined by the Pennsylvania Public Utility Code, because ECH and Energy Center Paxton are both indirect, wholly-owned subsidiaries of Cordia Holdings. 66 Pa. C.S. § 2101.

6. A chart showing the relationship between ECH and Energy Center Paxton is attached hereto as **Appendix A (CONFIDENTIAL)**. The information in **Appendix A** is proprietary, competitively sensitive information. Consequently, ECH requests that the Commission's Secretary's Bureau keep **Appendix A** in a non-public folder. Both Cordia LLC and Cordia Consolidated LLC appear in Appendix A.

## **II. AFFILIATED INTEREST AGREEMENT**

7. ECH and Energy Center Paxton, by and through their predecessors NRG Energy Center Harrisburg LLC and NRG Energy Center Paxton LLC, entered into the Operating, Maintenance and Improvements Agreement dated January 1, 2011 (the "Agreement"), which is attached as **Appendix B (CONFIDENTIAL)**. The information in **Appendix B** is proprietary, competitively sensitive information. Consequently, ECH requests that the Commission's Secretary's Bureau keep **Appendix B** in a non-public folder.

8. The Agreement was approved by the Commission as an affiliate interest agreement on August 25, 2011 in Docket Number G-2010-2212424. The Commission explained that the Agreement authorizes ECH to provide Energy Center Paxton with operation, maintenance, and administrative services. The Commission found the Agreement is not unreasonable or contrary to the public interest. The Secretarial Letter from the Commission approving the Agreement is attached as **Appendix C**.

9. ECH and Energy Center Paxton have entered into the First Amendment to the Agreement dated as of July 17, 2025 (the "First Amendment"), which is attached as **Appendix D**

**(CONFIDENTIAL)**. The information in **Appendix D** is proprietary, competitively sensitive information. Consequently, ECH requests that the Commission's Secretary's Bureau keep **Appendix D** in a non-public folder.

10. The First Amendment will be effective upon approval of the Commission.

11. The First Amendment only modifies certain payment terms in the Agreement, as specified. The Agreement largely remains unchanged and the terms set forth in the Agreement, other than what is specified in the First Amendment, remain valid, enforceable, and effective.

12. Pursuant to the First Amendment, Section 5.1(a) of the Agreement shall be hereby replaced with the following:

Bills for general administrative expenses and routine Operations & Maintenance – Beginning on the first month following the Effective Date of this First Amendment, ECH will bill Energy Center Paxton a fixed monthly fee of \$15,906 for the Cogeneration Plant. This monthly rate shall be increased by GDP deflator for the most recent twelve-month period at the beginning of each calendar year.

### **III. STANDARD OF REVIEW**

13. “The commission shall approve such [affiliated interest] contract or arrangement . . . if it shall clearly appear and be established upon investigation that it is reasonable and consistent with the public interest.” 66 Pa. C.S. § 2102(b).

### **IV. THE FIRST AMENDMENT IS REASONABLE AND IN THE PUBLIC INTEREST**

14. Through the First Amendment, ECH seeks to reduce and modify ECH's monthly charges to Energy Center Paxton to reflect operational and management changes undertaken by ECH.

15. The First Amendment is reasonable and consistent with the public interest and, therefore, should be approved by the Commission.

16. Approval of the First Amendment is necessary and proper because it better reflects current charges. ECH has mitigated the need for a rate increase by not replacing two key management positions, and instead, managing ECH from the regional Pittsburgh Office. However, the affiliate charges were not reduced by a commensurate amount. As a result, Energy Center Paxton has overpaid for management services. ECH is not proposing to refund these charges, but instead seeks to adjust the charges going forward through the First Amendment. Accordingly, the First Amendment better reflects accurate and current charges in light of such changes.

**V. REQUEST FOR RELIEF**

WHEREFORE, for the reasons set forth herein, ECH respectfully requests that the Pennsylvania Public Utility Commission approve the First Amendment attached hereto as **Appendix D (CONFIDENTIAL)** as reasonable and consistent with the public interest and otherwise in compliance with the requirements of Sections 2102(a) and 2102(b) of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 2102(a) and 2102(b).

Respectfully submitted,



---

David P. Zambito, Esquire (PA ID No. 80017)  
William A. Lesser, Esquire (PA ID No. 332951)  
Cozen O'Connor  
17 North Second Street, Suite 1410  
Harrisburg, PA 17101  
Telephone: (717) 703-5892  
Facsimile: (215) 989-4216  
E-mail: dzambito@cozen.com  
wlesser@cozen.com

Dated: July 17, 2025

Counsel for *Energy Center Harrisburg LLC*

**APPENDIX A**  
**(CONFIDENTIAL)**

**APPENDIX B**  
**(CONFIDENTIAL)**

## APPENDIX C



COMMONWEALTH OF PENNSYLVANIA  
PENNSYLVANIA PUBLIC UTILITY COMMISSION  
P.O. BOX 3265, HARRISBURG, PA 17105-3265

IN REPLY PLEASE  
REFER TO OUR FILE

August 25, 2011

G-2010-2212424

DAVID P. ZAMBITO  
POST & SCHELL  
17 NORTH SECOND STREET  
12<sup>TH</sup> FLOOR  
HARRISBURG, PA 17101-1601

Re: Affiliated Interest Agreement between NRG Energy Center Harrisburg LLC and  
NRG Center Paxton

Dear Mr. Zambito:

On November 24, 2010, NRG Energy Center Harrisburg LLC (Energy) filed with the Commission, pursuant to 66 Pa. C.S. §§ 2102, et seq., the above-captioned Affiliated Interest Agreement. By Secretarial letter dated December 15, 2010, the Commission extended the statutory consideration period for this Agreement until further action of the Commission.

The Agreement was entered into between Energy and its affiliate NRG Energy Center Paxton LLC (Paxton). The Agreement authorizes Energy to provide Paxton with operation, maintenance, and administrative services.

Upon review of the filing, it does not appear that this Agreement is unreasonable or contrary to the public interest. Therefore, this filing is approved. However, approval of this filing does not constitute a determination that the associated costs or expenses are reasonable or prudent for the purposes of determining just and reasonable rates. Furthermore, the Commission's approval is contingent upon the possibility that subsequent audits, reviews and inquiries in any Commission proceeding may be conducted, pursuant to 66 Pa. C.S. §§ 2102, et seq.

In addition, this approval will apply only to the agreement, services, matters and parties specifically and clearly defined under this instant proceeding as well as under any associated and previously filed filings.

Sincerely,

A handwritten signature in black ink that reads "Rosemary Chiavetta".

Rosemary Chiavetta  
Secretary

Attachment  
cc: Jeannine Snyder

**APPENDIX D**  
**(CONFIDENTIAL)**

## VERIFICATION

I, Mark Schneider, hereby state that the facts set forth above are true and correct to the best of my knowledge, information and belief and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Date: July 17, 2025

*Mark Schneider*

---

PRINTED NAME Mark Schneider  
TITLE Vice President  
COMPANY Energy Center Harrisburg LLC

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**Request of Energy Center Pittsburgh  
LLC Under Sections 2102(a) and 2102(b)  
of the Pennsylvania Public Utility Code  
for Approval of an Agreement with an  
Affiliated Entity** :  
: Docket No. G-2025-\_\_\_\_\_  
:  
:  
:

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day, **July 17, 2025**, served a true copy of the foregoing **Request for Approval of Affiliated Interest Agreement between Energy Center Harrisburg LLC and Energy Center Paxton LLC**, upon the parties, listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

**VIA E-MAIL ONLY**

Allison Kaster, Esq.  
Director and Chief Prosecutor  
Bureau of Investigation and Enforcement  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
Harrisburg, PA 17120  
akaster@pa.gov

NazAarah Sabre  
Small Business Advocate  
Office of Small Business Advocate  
555 Walnut Street  
Forum Place, 1st Floor  
Harrisburg, PA 17101-1923  
ra-sba@pa.gov

Darryl Lawrence, Esq.  
Consumer Advocate  
Office of Consumer Advocate  
555 Walnut Street  
Forum Place, 5th Floor  
Harrisburg, PA 17101-1923  
ra-OCA@paoca.org



---

David P. Zambito  
Counsel for  
*Energy Center Harrisburg LLC*