

# FARRIS MATHEWS BOBANGO, PLC

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September 3, 2010

Filed Electronically; Original Hand Delivered

Hon. Mary W. Freeman, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

filed electronically in docket office on 09/03/10

Docket no. 10-00179

Re: Renewco-Meadow Branch, LLC – Application for CCN

Dear Chairman Freeman:

Enclosed for filing is Renewco-Meadow Branch, LLC's Application for a CCN to Construct and Operate a Renewable Landfill Methane Gas Pipeline in McMinn County, Tennessee. The original and four copies will be hand delivered. Thank you for your assistance.

Very truly yours,

FARRIS MATHEWS BOBANGO PLC



Charles B. Welch, Jr.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**September 3, 2010**

<b>IN RE: Application of Renewco-Meadow</b>	)	
<b>Branch, LLC for a Certificate of Convenience</b>	)	
<b>and Necessity to Construct and Operate a</b>	)	<b>Docket No. _____</b>
<b>Renewable Landfill Methane Gas Pipeline</b>	)	
<b>in McMinn County, Tennessee</b>	)	

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**APPLICATION OF RENEWCO-MEADOW BRANCH, LLC FOR A  
CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY**

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The Applicant, Renewco-Meadow Branch, LLC, requests the Authority to grant it a Certificate of Public Convenience and Necessity as a public utility and in support of its application respectfully states to the Authority as follows:

I. AGL Renewables, LLC, a Georgia limited liability company ("AGLR"), is a wholly owned subsidiary of AGL Resources Inc. {NYSE: "AGL"} and is the sole member of Renewco-Meadow Branch, LLC, a Delaware limited liability company authorized to do business in the state of Tennessee ("Renewco-MB"). AGLR and Keystone Renewable Energy, LLC, a Pennsylvania limited liability company ("Keystone") have formed Renewco, LLC, a joint venture established for the purpose of developing, financing, building and operating plants to convert landfill gas ("LFG") to high-BTU renewable gas. Due to Keystone's experience and relationships with LFG projects, Renewco-MB has engaged Keystone to provide certain professional services in connection with a LFG project at the Meadow Branch Landfill ("MB Landfill") located in Athens, Tennessee. *See* Renewco-Meadow Branch, LLC Limited Liability Company Agreement and Professional Services Agreement filed collectively herewith under seal as

Exhibit 1. Copies of the Renewco, LLC and Renewco-MB Certificates of Formation issued by the office of the Delaware Secretary of State and the Application for Certificate of Authority and Filing Acknowledgement issued by the Secretary of State of Tennessee are attached hereto collectively as Exhibit 2.

2. Effective January 8, 2010, Keystone entered into a landfill methane gas purchase agreement ("LFG Agreement") with Waste Connections Inc., d/b/a Environmental Trust Company, the owner of MB Landfill, located at 233 County Road 166, Athens, McMinn County, Tennessee 37303, which was transferred to Renewco-MB pursuant to a Contract Transfer Agreement dated March 19, 2010. A copy of the LFG Agreement and Contract Transfer Agreement are filed collectively herewith under seal as Exhibit 3. It is the intent of Renewco-MB, upon approval of this Application by the TRA, to construct and operate a single purpose, point-to-point pipeline to transport renewable landfill methane gas from the MB landfill to an interconnect on the East Tennessee Natural Gas transmission line at a point north of the City of Athens Utility Board Riceboro gate station, a distance of approximately 9.5 miles. The proposed pipeline will be entirely within McMinn County, with only approximately one mile within the City of Athens corporate limits. The proposed pipeline will be constructed using 4-inch steel or fiber-reinforced composite pipe designed to operate in compliance with Department of Transportation Part 192 regulations. The LFG processing plant will process the gas to pipeline quality specifications and pressurize the gas for injection into the East Tennessee pipeline. A map of the proposed pipeline route is attached hereto and incorporated herein by reference as Exhibit 4.

3. In constructing and operating a renewable landfill methane gas pipeline, Renewco-MB will be a public utility as the term is defined in T.C.A. § 65-4-101 and subject to regulation by the Tennessee Regulatory Authority; regulatory jurisdiction of methane gas pipeline transporting landfill methane gas being specifically delegated at T.C.A. § 65-28-201 (b)(2).<sup>1</sup>

4. Pursuant to T.C.A. § 65-4-101, Renewco-MB seeks a Certificate of Convenience and Necessity from this Authority to construct and operate a pipeline for the purpose of transporting high-BTU renewable gas to an interconnection point with the East Tennessee Natural Gas interstate pipeline (“East Tennessee”) system. The gas will be transported from the point of interconnection by East Tennessee on behalf of one wholesale customer, Sequent Energy Management, LP (“Sequent”), headquartered in Houston, Texas, for purposes of resale in interstate commerce.

5. Applicant submits there is a public need for a pipeline to transport renewable landfill methane gas from the MB landfill to consumers. As recognized in state law (T.C.A. § 65-28-201), landfill gas is a separate and distinct product from natural gas and is a dependable, environmentally safe and economically efficient substitute.<sup>2</sup>

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<sup>1</sup> The regulatory jurisdiction of the TRA is limited to the construction and operation of the pipeline distribution system. The construction and operation of the facility at the MB Landfill for the purpose of gathering, extracting and processing the landfill gas is an unregulated activity. See T.C.A. § 65-28-204.

<sup>2</sup> T.C.A. § 65-28-201 incorporates the following legislative findings:

It is recognized by the general assembly that the provision of dependable and economical sources of energy is vital to the health, welfare and economic well-being of the citizens and residents of the state and that one of the primary sources of energy in this state is natural gas. The general assembly further recognizes world supplies of natural gas are limited and that the market for natural gas has undergone major changes in recent years due to increasing demand. It is recognized by the general assembly that the primary constituent of natural gas is methane, and that methane is generated by the natural decomposition of materials deposited in solid waste landfills. Landfill methane is produced in landfills together with other gaseous materials but the methane may be extracted, treated, and sold as a substitute for natural gas. It is also recognized by the

6. Renewco-MB is aware of and will comply with all applicable rules of the Authority and other federal, state and local rules, regulations, and safety requirements.

7. As set forth in the attached exhibits and as Renewco-MB will demonstrate at the hearing on this matter, Renewco-MB has the financial, managerial and technical capability to construct and operate a renewable landfill methane gas pipeline. Pertinent financial information of AGL Resources Inc., the parent company and funding source of the Applicant, and its subsidiaries is available for inspection online at:

<http://www.aglresources.com/about/earning.aspx> (Earnings Releases)

and

[http://www.aglresources.com/about/annual\\_rpt.aspx](http://www.aglresources.com/about/annual_rpt.aspx) (2009 Annual Report)

and is incorporated herein by reference as Exhibit 5. In addition, Renewco-MB submits a list of the background and related work experience of key personnel of the members of the joint venture responsible for the pipeline project as attached Exhibit 6.

8. All correspondence and communications with respect to this Application should be sent to the following:

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<sup>2</sup> (cont.)

general assembly that if not utilized for a natural gas substitute or other energy or commercial use, the landfill methane may constitute a pollutant if released into the atmosphere and in certain instances under state and federal environmental laws the landfill methane must be collected and destroyed and the commercial value of the landfill methane would then be wasted. In order to ensure that all persons have the flexibility and power to compete for and obtain methane from landfill gas and treat it for substitution for natural gas on terms which will result in continuing availability of both natural gas and landfill methane at reasonable rates to the citizens and residents of the state and to encourage the reduction or elimination of atmospheric pollution that may occur if the landfill methane were allowed to be introduced into the atmosphere, it is the intent of the general assembly by this act to...

Charles B. Welch, Jr.  
Farris Mathews Bobango PLC  
618 Church Street, Suite 300  
Nashville, TN 37219  
Phone: (615) 726-1200  
Fax: (615) 726-1776  
[cwelch@farrismathews.com](mailto:cwelch@farrismathews.com)

With a copy to :

Shannon Omia Pierce  
Senior Counsel, Gas Operations and Interstate Transactions  
AGL Resources Inc.  
Ten Peachtree Place, 15<sup>th</sup> Floor  
Atlanta, GA 30309  
[spierce@aglresources.com](mailto:spierce@aglresources.com)

9. Pursuant to T.C.A. § 65-4-203(b), a copy of this Application has been sent to the authorities of the City of Athens, Tennessee, the county of McMinn, Tennessee and to the Athens Utility Board, a public utility providing gas services in Athens, Tennessee.

WHEREFORE, Applicant prays:

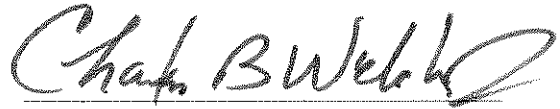
1. That the Tennessee Regulatory Authority grant a Certificate of Convenience and Necessity to Renewco-MB to construct and operate a pipeline to deliver renewable landfill methane gas to the East Tennessee Natural Gas interstate pipeline system.

2. That the Authority grant an expedited hearing and consideration of this Application due to the time sensitivity of certain financial and construction arrangements.

3. For such other relief as Applicant may be entitled.

Respectfully submitted,

Farris Mathews Bobango, PLC



By: Charles B. Welch, Jr.  
618 Church Street, Suite 300  
Nashville, TN 37219  
(615) 726-1200

**CERTIFICATE OF SERVICE**

I hereby certify that on this the 3rd day of September, 2010, a copy of the foregoing was forwarded via first class mail to Paul Wiehl, Athens City Mayor, 8 East Washington Street, Athens, Ohio 45701, and John Gentry, McMinn County Mayor, McMinn County Courthouse, East Madison Ave., Athens, Tennessee 37303, and to Eric Newberry, General Manager, Athens Utilities Board, 100 New Englewood Road, Athens, TN 37371-0689.



Charles B. Welch, Jr.


**VERIFICATION**

STATE OF GEORGIA     )  
                                  )  
COUNTY OF FULTON    )


I, Ira Pearl, being first duly sworn, state as follows:

1. I am the Chief Executive Office of Renewco-Meadow Branch, LLC.
2. I have reviewed the foregoing Application of Renewco-Meadow Branch, LLC for a Certificate of Convenience and Necessity to Construct and Operate a Renewable Landfill Methane Gas Pipeline in McMinn County, Tennessee and the statements of fact contained therein are true and correct to the best of my knowledge, information, and belief.

**RENEWCO-MEADOW BRANCH, LLC**

By:   
Ira Pearl  
Title: CEO

Sworn to and subscribed to me  
this 3<sup>rd</sup> day of September, 2010.

  
Notary Public

Notary Public, DeKalb County, Georgia  
My Commission Expires Nov. 22, 2013



# **EXHIBIT 1**

Exhibit 1 filed under Seal.

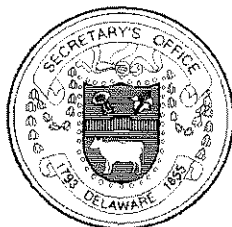
## **Exhibit 2**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RENEWCO, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2009, AT 1:05 O'CLOCK P.M.



4763594 8100

091091706

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7693481

DATE: 12-11-09

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RENEWCO-MEADOW BRANCH, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RENEWCO-MEADOW BRANCH, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2010.

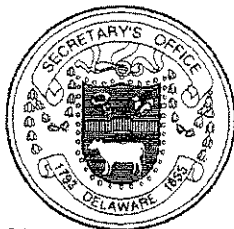
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.


RECEIVED  
STATE OF TENNESSEE  
2010 JUN - 1 AM 10:31  
TRE HARGETT  
SECRETARY OF STATE

4792677 8300

100577064

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8018819

DATE: 05-26-10

**CERTIFICATE OF FORMATION  
OF  
RENEWCO, LLC**

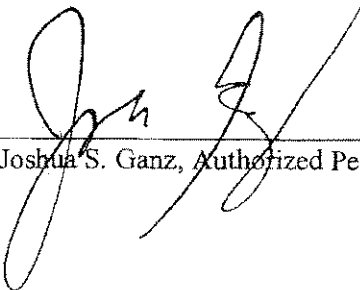
I.

The name of the limited liability company is Renewco, LLC.

II.

The address of the company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Renewco, LLC as of December 11, 2009.

  
\_\_\_\_\_  
Joshua S. Ganz, Authorized Person

State of Tennessee



Department of State  
Corporate Filings  
312 Rosa L. Parks Avenue  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

FILED

For Office Use Only

RECEIVED  
STATE OF TENNESSEE

2010 JUN -1 AM 10:31

TRE HARGETT  
SECRETARY OF STATE

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
(Limited Liability Company)

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Renewco-Meadow Branch, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: February 25, 2010 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

Ten Peachtree Place, Loc. 1466	Atlanta, GA	30309
Street	City/State	Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

2908 Poston Avenue	Nashville, TN	Davidson	37203
Street	City/State	County	Zip Code

The name of its registered agent at that office is: Corporation Service Company

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): \_\_\_\_\_

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_. NOTE: Additional filing fees may apply. See section 48-249-913(d).

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

May 26, 2010

Signature Date

Corporate Secretary

Signer's Capacity

Renewco-Meadow Branch, LLC

Name of Limited Liability Company

Myra C. Bierria

Signature

Myra C. Bierria

Name (typed or printed)



STATE OF TENNESSEE  
Tre Hargett, Secretary of State  
Division of Business Services  
312 Rosa L. Parks Avenue  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

**Renewco-Meadow Branch, LLC**

June 1, 2010

Ten Peachtree Place  
Loc. 1466  
Atlanta, GA 30309 USA

**Filing Acknowledgment**

Please review the filing information below and notify our office immediately of any discrepancies.

Control # :	632459	Formation Locale:	Delaware
Filing Type:	Limited Liability Company - Foreign	Date Formed:	02/25/2010
Filing Date:	06/01/2010 10:31 AM	Fiscal Year Close	12
Status:	Active	Annual Rpt Due:	04/01/2011
Duration Term:	Perpetual	Image # :	6725-1633
Managed By:	Other		

**Document Receipt**

Receipt # : 190395	Filing Fee:	\$300.00
Payment-Check/MO - AGL Resources, Atlanta, GA		\$300.00

**Registered Agent Address**

Corporation Service Company  
2908 Poston Avenue  
Nashville, TN 37203 USA

Congratulations on the successful filing of your **Certificate of Authority** for **Renewco-Meadow Branch, LLC** in the State of Tennessee which is effective on the date shown above.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Tre Hargett, Secretary of State  
Business Services Division

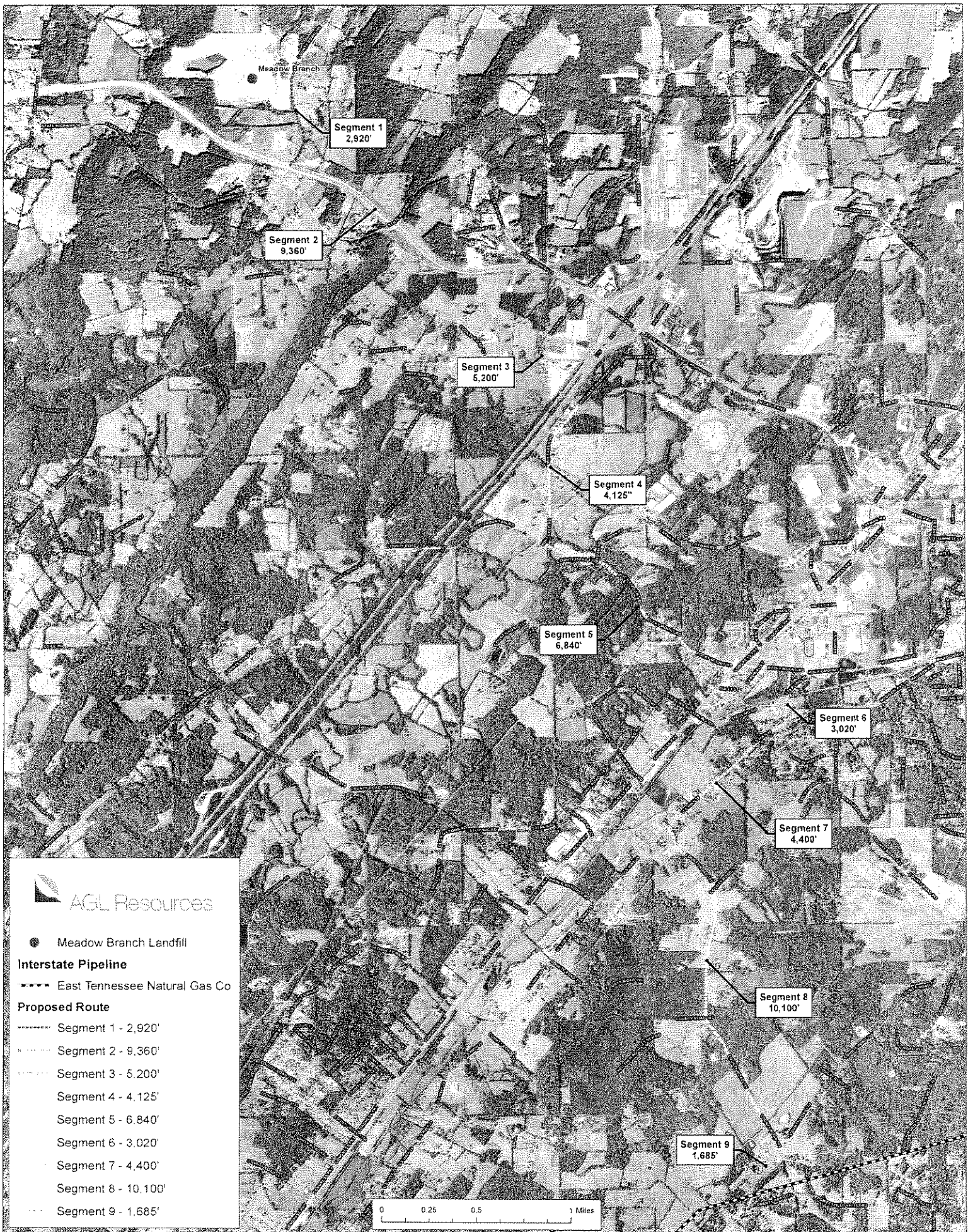
Processed By: Carol Dickerson



## **EXHIBIT 3**

Exhibit 3 filed under Seal.

# **Exhibit 4**



# **Exhibit 5**

The following internet links are incorporated herein by reference:

<http://www.aglresources.com/about/earning.aspx> (Earnings Releases)

and

[http://www.aglresources.com/about/annual\\_rpt.aspx](http://www.aglresources.com/about/annual_rpt.aspx) (2009 Annual Report)

# **Exhibit 6**

## Renewco Key Personnel

Following is a list of key personnel who manage landfill gas-to-energy projects for Renewco:

- Harry L. Crouse, P.G., Chairman, Keystone Renewable Energy. Mr. Crouse is a Registered Professional Geologist and has more than 35 years experience in the consulting and construction industries. He holds a bachelor's degree from Franklin & Marshall College and a master's degree from The Pennsylvania State University. Mr. Crouse formed his first business, Earth Sciences Consultants, Inc., in 1979 and grew the business through the addition of an environmental laboratory and an environmental remediation firm. These companies grew to 180 employees and \$20 million in revenues by 1989 at which time Mr. Crouse sold the three companies to American Waste Services simultaneously with an IPO of AWS stock. At the expiration of his non-compete in 1994, Mr. Crouse formed Crouse & Company which provided engineering and consulting to the waste management and environmental industries. Mr. Crouse closed Crouse & Company several years ago and now devotes his full time attention to Keystone Renewable Energy, LLC (Keystone).
- Ira G. Pearl, REM, Vice President, AGL Resources. Mr. Pearl has overall responsibility for AGL Resources' Landfill Gas program, and currently serves as a Vice President of AGL Resources with responsibility for renewable energy programs and technology, as well as environmental sustainability. Prior to this role, he led the company's Engineering, Construction, and Supply Chain organizations. He has a broad based background in engineering, having begun his career as a Navy Nuclear Submarine officer, followed by six years as an engineering consultant, focusing on fossil fueled power plant emissions controls and other environmental engineering activities. Pearl also has a deep understanding of environmental permitting requirements (air, water, and waste), having served as the Director of Environmental Affairs at a Fortune 500 company.
- Allen J. Spivey. Director of Corporate Engineering, AGL Resources. Mr. Spivey has over 26 years in the natural gas industry, with broad range of experience in gas transmission, distribution, and research activities. Throughout his career, Mr. Spivey has planned, designed, engineered and built unique and high pressure gas facilities, interpreted, promulgated, managed compliance with state and federal regulatory codes. Mr. Spivey is experienced in all facets of natural gas



operations, including gas safety, gas quality, production, transportation and gas utilization. In the last three years, Mr. Spivey has provided engineering support for over projects totaling nearly \$500 million including a 21-mile new 24-inch pipeline, modification and upgrade of a 150 mile pipeline, three new compressor stations (13,000HP, 10,000HP, & 8,000HP), meter and regulator stations for natural gas and landfill gas projects, and the development of two gas storage plants. Mr. Spivey manages a cross-disciplined technical group that provides technical support for strategic initiatives, large capital projects, gas storage and peaking plants (LNG and Propane-Air), including planning, hydraulic modeling, cost estimating, designing, engineering and project management. Mr. Spivey holds the degrees in Civil Engineering from Kansas University and a, MA in Business from Webster University,. Mr. Spivey holds two patents for pipe rehabilitation methods, has worked with the leading gas utilities and agencies in the U.S. to develop innovative technologies, and received 2007 Merit Award from American Gas Association. Mr. Spivey has published more than 50 articles and papers on pertinent gas topics and presented on industry topics nationally and internationally.

- Samuel T. Crouse, Vice President – Construction, Keystone Renewable Energy. Mr. Crouse has more than 20 years of experience in the consulting and construction industry. He received a bachelor's degree and a master's degree from the University of Pittsburgh. He joined CRS (Earth Sciences' remediation group) in 1984 and began his career in the environmental remediation business. He joined Crouse & Company in 1994. He has conducted and managed construction and remediation projects ranging from underground tank removals to multi-million dollar environmental cleanup and site restoration projects. He has built LFG collection systems and constructed municipal waste landfills and is active in residential and multi-million dollar commercial building construction. Mr. Crouse is president of Crouse and Company Construction, LLC and is currently managing the design and construction of a high BTU methane recovery projects in the state of Louisiana.
- Jacob Crouse, President Keystone Renewable Energy. Mr. Crouse has more than 15 years of experience in consulting, construction management and administration. He received a bachelor's degree from Allegheny College. Mr. Crouse began his career at Crouse in the environmental remediation and construction division. He assisted in the design and construction of Keystone's first three high BTU methane recovery plants in western Pennsylvania. For the past three years, he has been responsible for operating those three plants. Mr. Crouse is leading the Keystone effort in completing design, construction, and commissioning of a high BTU methane recovery plant for another landfill owner in western Pennsylvania.
- Joseph Santangelo, P.G., Manager – Landfill Gas Production, Keystone Renewable Energy. Mr. Santangelo is a Registered Professional Geologist and has more than 17 years of experience in consulting, construction and solid waste landfill management. He received a bachelor's degree from The Pennsylvania State University. Mr. Santangelo began his career at Chambers Development Company in 1989 where he installed LFG extraction systems for several Pennsylvania landfills. In 1994, he was employed by Handex Environmental Services, Inc. where he managed remedial and construction projects and several LFG recovery projects for the former Browning Ferris Industries Gas Systems Group. He joined Crouse in 1999 and Keystone upon its formation in 2002. Mr. Santangelo currently manages the landfill gas field for the three plants which Keystone operates. He also is assisting in design and construction of two high BTU methane recovery plants which Keystone is building for other landfill owners.