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OCT 12 2018

MISS. PUBLIC SERVICE
COMMISSION

BEFORE THE MISSISSIPPI PUBLIC SERVICE COMMISSION

18-UA-204

ENTERGY MISSISSIPPI, INC.
EC-123-0082-00

IN RE: PROPOSED MODERNIZATION OF THE
GENERATING FACILITIES OF ENTERGY
MISSISSIPPI, INC. WITH THE
ACQUISITION OF THE CHOCTAW
GENERATING STATION IN CHOCTAW
COUNTY, MISSISSIPPI

PETITION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

Entergy Mississippi, Inc., (“Entergy Mississippi” or the “Company”) respectfully files this Petition for a Certificate of Public Convenience and Necessity (“Petition”) with the Mississippi Public Service Commission (the “Commission”) pursuant to Miss. Code Ann. § 77-3-1 *et seq.* (Revised 2018), as amended (the “Act”), and RP 7.102 of the Commission’s Public Utilities Rules of Practice and Procedure (“Procedural Rules”) for a Certificate of Public Convenience and Necessity (“Certificate” or “CCN”) seeking authorization from the Commission for the Company to acquire, own, operate, improve and maintain the Choctaw Generating Station (“Choctaw Facility” or “Facility”), an electric generating facility in Choctaw County, Mississippi, and for grounds of such Petition, the Company would show unto this Commission the following facts, to-wit:

1. Entergy Mississippi’s 2018 Integrated Resource Plan (“IRP”), filed with the Commission in June, shows that Entergy Mississippi needs to add generation to its resource portfolio in order to continue to provide reliable electric service to its customers at a reasonable cost. The 2018 IRP identifies the addition of a combined-cycle gas turbine (“CCGT”) as a key component of the supply plan to satisfy Entergy Mississippi’s identified resource need. The

Company is proposing to acquire the Choctaw Facility, an 810 MW CCGT located near French Camp, Mississippi, at an acquisition price of \$314 million, which is well-below the cost to construct a new plant of similar size and technology. The acquisition of the Choctaw Facility presents Entergy Mississippi with a unique opportunity to acquire a modern facility at an attractive and known cost. The acquisition of the Choctaw Facility will provide needed capacity and energy to EMI's customers at a cost that is less than EMI constructing a new, comparably-sized CCGT for approximately \$1 billion. This opportunity to purchase existing CCGT capacity at a reduced cost is expected to provide net benefits of over \$100 million to customers through 2033.

2. Entergy Mississippi's total investment to acquire and upgrade the Choctaw Facility, including transaction and other costs, is estimated to be \$401.4 million. The first year's non-fuel revenue requirement for the Choctaw Facility is estimated to be \$72.3 million, excluding estimated ad valorem taxes. This revenue requirement includes all additional capital that is planned to be added to the Choctaw Facility within 12 months after closing. The Direct Testimony of Mr. Allen A. Heard shows that a typical residential customer using 1,000 kWh per month could see an estimated increase in rates of approximately \$2.41 per month through Schedule FRP-7, after recognizing fuel and capacity savings, or approximately 2.3%. When you remove the temporary effects of the percentage of base rate rider schedules (i.e., Schedules MSE, PMR and UPC), a typical residential customer using 1,000 kWh per month would see a net increase in rates of approximately \$1.37 per month.

3. The Company has an existing need for capacity, which will only increase over time as older generating facilities are retired. The acquisition of the Choctaw Facility presents EMI

with the opportunity to more quickly address its identified resource needs and at a lower cost than pursuing a new-build CCGT, which is a significant benefit for customers. The Choctaw Facility is a reliable, efficient resource that will further modernize Entergy Mississippi's generation portfolio, reduce reliance on aging gas-fired steam units, and yield fuel cost savings for customers.

4. The Choctaw Facility acquisition opportunity arose out of an unsolicited invitation that Credit Suisse Securities LLC ("Credit Suisse"), on behalf of GenOn Energy, Inc. ("GenOn"), extended to Entergy Services, Inc.¹ to participate in a two-phase competitive bidding process for offers to buy the Choctaw Facility and related assets. In November 2017, ESI, on behalf of EMI, submitted a preliminary non-binding offer during the first phase of the solicitation. Following that offer, EMI was invited to participate in the second phase of the solicitation process. After some initial due diligence on the Facility and the commencement of commercial negotiations, EMI made a second preliminary, non-binding offer in March 2018. This offer reaffirmed the November non-binding offer and contained additional stated conditions protecting Entergy Mississippi's customers from risks associated with the following: the gas transportation rights to the Facility; Midcontinent Independent System Operator, Inc. ("MISO") Network Resource Interconnection Service ("NRIS") rights; and GenOn's Long Term Service Agreement ("LTSA") with General Electric International, Inc. ("GEII") for facility maintenance.

The acquisition price including planned improvements, even considering an acquisition adjustment, is well below the cost that would be required to construct a similar plant today. Additionally, by purchasing the existing plant, the Company and its customers are not subjected to

¹As of September 30, 2018, Entergy Services, Inc. is Entergy Services, LLC ("ESL"), having recently changed corporate structure.

construction risks such as delays or construction cost increases.

5. Attached hereto made a part hereof are the Direct Testimonies of Mary M. Decuir (ATTACHMENT A), Rene L. Broussard (ATTACHMENT B), Phong D. Nguyen (ATTACHMENT C), and Allen A. Heard (ATTACHMENT D). The Direct Testimony of Ms. Decuir provides an overview of the other witnesses' testimony and why the acquisition of the Choctaw Facility is consistent with the Company's plan to reliably meet the long-term needs of Entergy Mississippi's customers at the lowest reasonable cost. The Direct Testimony of Mr. Broussard describes the Choctaw Facility, provides an overview of the commercial transaction, and summarizes the Company's due diligence efforts. The Direct Testimony of Mr. Heard discusses the first year annual revenue requirement of the Choctaw Facility. The Direct Testimony of Mr. Nguyen describes the economic analyses that support EMI's acquisition, and demonstrates that the Facility is expected to provide approximately \$100 million of benefits for EMI's customers.

Resource Needs for EMI Customers

6. Entergy Mississippi currently controls about 3,400 MW of capacity, principally through either direct ownership or through life-of-unit contracts with affiliates. The portfolio includes a mix of generating technologies but nearly half of EMI's total capacity is derived from older gas-fired steam units, which range in age from 43 – 59 years of service. As shown in the table below, nearly half of EMI's total capacity is derived from older gas-fired steam units, which range in age from 43 – 59 years of service.

Generator	Commercial Operation Date	Capability (MW) (17/18 GVIC)	Age
Attala	2001	457	17
Hinds	2001	454	17
Baxter Wilson 1	1967	546.6	51
Gerald Andrus	1975	731.9	43
Grand Gulf	1985	506.9	33
Rex Brown 4	1959	202.1	59
Rex Brown 5	1968	9.2	50
Independence 1	1983	209	35
Independence 2	1984	210.5	34

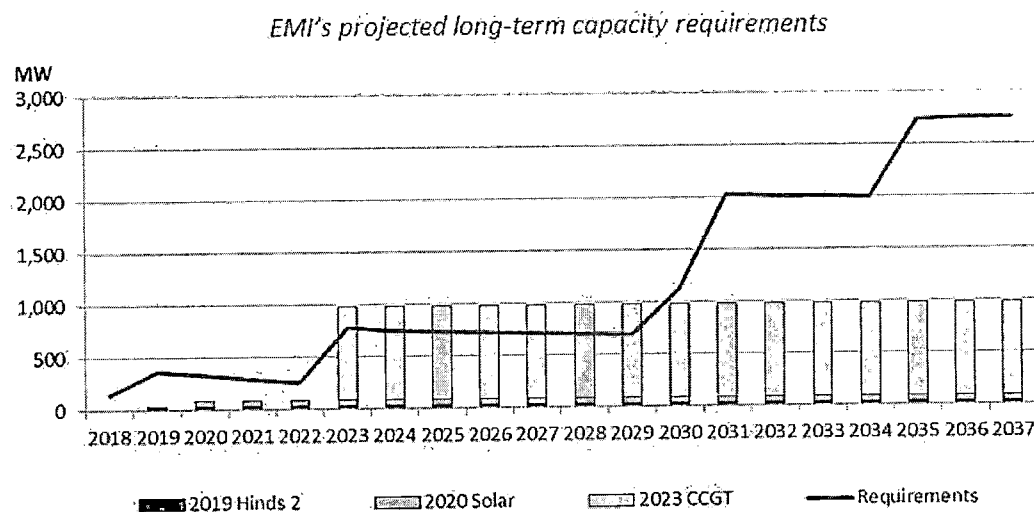
* Based on the Entergy Statistical Report and Investor Guide 2015

One of the benefits of acquiring the Choctaw facility is that it meets EMI's current capacity needs and will serve to address future needs with the eventual deactivation of EMI's older generation when it becomes uneconomic to continue to keep that older generation in service.

7. Entergy Mississippi's long-term planning process resulted in the 2018 IRP that was filed earlier this year in Dockets 2014-AD-24 and 2018-AD-64. The IRP is attached to the Direct Testimony of Ms. Decuir as Attachment MMD-1. EMI's IRP strategy ensures EMI is making the necessary decisions to continue to enhance reliability and affordability while mitigating risks that could impact either of these factors for our customers as much as possible. This approach also provides the flexibility EMI requires to respond and adapt to a constantly-shifting energy landscape. Through the IRP process, and in the course of regular service to the communities it serves, EMI seeks to identify, deploy, and integrate the right mix of technology, resources, and energy solutions for our customers. EMI's planning approach is to use a diverse portfolio of energy generation resource alternatives located in relatively close proximity to

customer load, coupled with demand-side management. The generation resources should also have flexible attributes to help provide sufficient capacity during peak demand periods, as well as adequate reserves, ensuring EMI meets its planning objectives. This approach also provides the flexibility EMI requires to respond and adapt to a constantly-shifting energy landscape.

8. Entergy Mississippi's 2018 IRP concludes that Entergy Mississippi should add generating capacity to meet its annual MISO Resource Adequacy Requirements and Long-Term Planning Reserve Margin Targets. The chart below, which is included in the 2018 IRP, depicts the Company's projected long-term capacity requirements based on projected peak load requirements, plus a 12 percent planning reserve margin (based on installed capacity), and EMI's existing generating units and their design life expectations. The chart illustrates EMI's projected capacity shortfall assuming it adds new CCGT capacity in 2023.



The addition of Choctaw would provide needed capacity approximately four years sooner than would be achievable with the new construction option. The Direct Testimony of Ms. Decuir discusses the analysis on these reserve margin requirements and Entergy Mississippi's long-term needs. Moreover, as explained in the Direct Testimony of Mr. Nguyen, EMI's acquisition of the

Choctaw Facility is expected to result in lower costs to EMI's customers than the addition of a new CCGT.

9. Utilizing the planning objectives and guiding principles, while also considering changing customer preferences and technological advancements, the IRP process develops potential supply portfolios that provide the type and amount of generation needed to meet EMI's customers' energy needs. Customers' requirements are likely to be met largely from long-term supply-side and demand-side alternatives, including a combination of flexible gas-fired capacity and the integration of solar energy that produces an appropriate balance between cost, risk and reliability. The emphasis on long-term resources helps to mitigate exposure to price volatility and ensures the availability of resources sufficient to meet long-term needs.

10. The planning process determines resource needs based on Entergy Mississippi's projected peak load requirements plus a 12 percent planning reserve margin, and also takes into consideration the annual MISO Resource Adequacy Requirements. This process seeks to provide sufficient capacity and reserves to protect customers against the consequences of uncertainties and unknown events. The goal is a portfolio that provides sufficient generation to meet customer needs at all times, while mitigating exposure to risks affecting customer costs and reliability.

11. As a load serving entity within MISO, EMI is responsible for planning and maintaining a resource portfolio to reliably meet its customers' power needs and mitigate the risk of exposure to price volatility in the MISO market. To meet its customers' needs, EMI must maintain the proper type, location, control and amount of capacity in its portfolio. Membership in MISO provides EMI access to a large, structured marketplace that offers short-term capacity and energy products. While those products are viable alternatives for meeting EMI's short-term

needs, they are not appropriate for meeting long-term resource needs. Such long-term reliance would expose EMI's customers to significant price uncertainty and unreasonable risk related to EMI's ability to serve them reliably and affordably over the long-term. MISO itself has no responsibility to build or provide capacity. The responsibility to meet resource adequacy needs falls to load-serving entities like EMI and to retail regulators such as the Commission through their oversight of long-term planning. Thus, it is incumbent on EMI to take steps to secure a portfolio of adequate resources in a manner that reasonably mitigates exposure to capacity and energy price risk. While the MISO Planning Resource Auction or a limited-term bilateral agreement (1-year or greater) may, depending on the circumstances, provide an attractive near-term option for customers, over-reliance on the short-term market in lieu of long-term planning – especially given the risk that market conditions could tighten within MISO and specifically in Local Resource Zone (“LRZ”) 10, where EMI is located – increases both capacity and energy market price risk to customers compared to long-term resource options.

12. EMI's 2018 IRP shows an immediate need for capacity that can be met by the Choctaw Facility, allowing EMI to continue providing reliable service at the lowest reasonable cost for its customers, given a primary objective of risk mitigation. EMI witness Mr. Phong Nguyen explains that the Choctaw Facility is expected to result in lower costs to EMI's customers than the addition of a new CCGT. The addition of capacity in 2019, rather than 2023, also mitigates customer exposure to higher near-term capacity prices in the event of (1) changes to generation availability, (2) reduced import capability, and (3) load growth in LRZ 10.

Description of the Choctaw Facility, Ownership, and Interconnection to MISO

13. The Choctaw Facility was initially developed and constructed by Reliant Energy Wholesale group, a subsidiary of Reliant Energy, Inc. In December 2010, Reliant Energy became GenOn Energy, Inc. ("GenOn"). The current owner of the Choctaw Facility is NRG Wholesale, which is a subsidiary of GenOn. The Choctaw Facility went into commercial operation in July 2003.

As mentioned above, the Choctaw Facility is an approximately 810 MW² natural gas-fired, CCGT generating plant. It consists of three General Electric Frame FB.04 combustion turbine ("CT") generators, three Alstom heat recovery steam generators ("HRSG") with selective catalytic reduction ("SCR") systems for emissions control, one General Electric D-11 condensing steam turbine generator, three evaporative coolers, one GEA air-cooled condenser, and other typical auxiliary equipment. The Facility is equipped with automatic generation control ("AGC"). A map showing the location of the plant is attached to the Direct Testimony of Mr. Broussard as EXHIBIT RLB-1. A site plot detailing the Choctaw Facility's configuration is attached to the Direct Testimony of Mr. Broussard as EXHIBIT RLB-2.

The Choctaw Facility is physically located on the border of the EMI and Tennessee Valley Authority ("TVA") transmission systems near French Camp, Mississippi. The Choctaw Facility has 500kV transmission lines interconnected with both systems and existing interconnection agreements with EMI and TVA. Under its Interconnection Agreement with EMI, the Choctaw Facility has 810 MW of NRIS on the EMI system that allows the Facility's output to be deliverable in the MISO markets. EMI will acquire the existing Interconnection Agreement,

² This reference reflects a summer rating.

which is attached to the Direct Testimony of Mr. Broussard as EXHIBIT RLB-3, as part of the transaction. NRG Wholesale has operated the Choctaw Facility to deliver energy to TVA, so the Facility is currently considered part of the TVA Balancing Authority (“BA”). Following EMI’s acquisition of the Choctaw Facility, EMI plans to utilize the Facility to serve EMI customers in the MISO BA.

Acquisition and Economic Analysis of the Choctaw Facility

14. The Choctaw Facility acquisition opportunity arose out of an unsolicited invitation that Credit Suisse, on behalf of GenOn, extended to ESI to participate in a two-phase competitive bidding process for offers to buy the Choctaw Facility and related assets. Mr. Nguyen describes in detail the economic evaluation of the Choctaw Facility to inform EMI’s offer strategy. The economic evaluation compared the potential purchase of the Choctaw Facility to the cost of a new-build 920 MW G Frame 2 x 1 CCGT resource, a proxy for the 2023 CCGT included in EMI’s 2018 IRP. This analysis provided information that supported EMI’s offered purchase price, which was at a cost that is expected to result in overall lower supply costs for EMI customers than the new-build CCGT. The analysis captures, among other things, the lower variable supply cost associated with the more efficient heat rate from the new-build CCGT as well as the new-build CCGT’s higher installed capital cost. The analysis also captures the remaining useful life assumption associated with the Choctaw Facility and normalizes the analysis to take into account this assumption.³ The base case analysis was run using the Reference Gas/Reference

³ This analysis assumed a 30-year life for the Choctaw Facility, based upon its original in-service date of 2003 (i.e., the analysis assumes Choctaw operates until 2033). The analysis excluded any terminal value associated with the resource operating beyond year 30 of the asset life. Any additional terminal value, including option value associated with the asset, would increase the valuation of the Choctaw Facility.

CO2 case from the AURORA⁴ Business Plan 18U scenario. Sensitivities were run using the Low Gas/No CO2, Reference Gas/No CO2 and Reference Gas/High CO2 cases from the AURORA Business Plan 18U scenarios. Under the Reference Case and the sensitivity scenarios evaluated, the negotiated purchase price of the Choctaw Facility results in a lower total supply cost for EMI customers than the new-build CCGT alternative.

15. The Company also calculated, on a present value basis, the expected economic benefits to customers of EMI adding the Choctaw Facility to its resource portfolio as compared to not adding any additional generation resource, given EMI's participation in the MISO markets, and recognizing the costs associated with EMI obtaining those benefits for its customers. This analysis can be thought of as a verification of the robustness of the new-build comparison analysis, and also served to ensure that EMI's offer price was reasonable.

16. EMI's acquisition of the Choctaw Facility is expected to produce net benefits for customers. The proposed acquisition price of \$314 million will result in a lower cost to EMI customers, on a net-present-value basis, than EMI building a new CCGT for nearly one billion dollars. Additionally, as Mr. Nguyen explains, it is reasonable to expect that the acquisition of the Choctaw Facility by EMI will result in approximately \$100 million in net benefits for EMI's customers as compared to EMI not acquiring the Choctaw Facility or another generation resource under reference assumptions.

⁴ SPO has used AURORA, developed by EPIS, Inc., for MISO energy market modeling and long-term variable supply cost planning since April 2011. AURORA has been used in the industry for power market modeling and price forecasting since 1997. Its use has grown steadily for almost 20 years and is now used by over 80 organizations worldwide. These organizations range from large investor owned utilities to small public utilities. Results from AURORA have been used in rate cases, integrated resource plans and other regulatory proceedings. Other organizations that use AURORA include regulators and planning authorities (such as the North American

Transaction Overview

17. The terms under which Entergy Mississippi will purchase the assets of the Choctaw Facility from NRG Wholesale are set forth in the Asset Purchase Agreement (“APA”). An executed copy of the APA is attached to the Direct Testimony of Mr. Broussard as EXHIBIT RLB-4.⁵ The purchase price for Entergy Mississippi to acquire the Choctaw Facility is \$314 million. Closing must occur by August 21, 2020 (subject to limited exceptions) or either party may terminate the transaction. Pursuant to the APA, after regulatory approvals have been obtained, all other closing conditions have been satisfied or waived, and the transaction has closed, Entergy Mississippi will be the sole owner of the Choctaw Facility.

18. ESI, on behalf of EMI, conducted a comprehensive due diligence investigation of the Choctaw Facility prior to Entergy Mississippi executing the APA. The due diligence included comprehensive reviews of engineering, operations, environmental, transmission, fuel supply, plant safety, human resources, employment and benefits, accounting, legal, tax, risk management, credit, real property, personal property, and intellectual property and information technology issues. As part of the due diligence, independent power plant engineers were engaged to carry out detailed performance testing of the Choctaw Facility, a comprehensive condition assessment of the transmission switchyard and ancillary transmission infrastructure, a review of the site’s North American Electric Reliability Corporation compliance program, and an environmental assessment of the plant site. The Direct Testimony of Mr. Broussard discusses the due diligence efforts.

Electric Reliability Corporation), traders, independent power producers and developers, research institutions, and electric industry consultants.

19. Entergy Mississippi has entered into a LTSA with GEII under which GEII would provide major maintenance, parts and service for the combustion and steam turbines at the Choctaw Facility. The LTSA is an attractive alternative to Entergy Mississippi providing its own long-term maintenance services on the Choctaw Facility's combustion and steam turbines and permits Entergy Mississippi to obtain the benefits of GEII's extensive experience, expertise, and advice with respect to CCGT technology. GenOn presently has an LTSA with GEII for the Choctaw Facility that GenOn and GEII have agreed to terminate, in effect, at no cost to the Company.

20. Entergy Mississippi's total investment to acquire and improve the Choctaw Facility is estimated to be \$401.4 million. The total acquisition cost consists of the following:

- Purchase Price: \$314 million.
- Plant Upgrades: \$56.6 million, for post-acquisition capital improvement projects to support the overall performance and reliability of the Choctaw Facility.
- Transaction & Contingency: \$9.8 million, comprised of:
 - contingencies of \$5.8 million; and
 - estimated transaction costs of \$4.0 million.
- Capital Spares: \$21.0 million.

21. The initial investment in Choctaw of approximately \$332 million will represent the initial increase in the Company's net plant investment and rate base. The initial revenue requirement computed in accordance with Schedule FRP-7, which has been filed in a separate docket contemporaneously with this Petition, is approximately \$72.3 million, excluding estimated ad valorem taxes. The Company is filing Schedule FRP-7 to amend and supersede currently

⁵ Confidential portions of the APA have been filed separately as EXHIBIT RLB-5.

effective Schedule FRP-6 (Second Revised) to allow interim capacity rate adjustments to recover the non-fuel related costs of additional capacity acquired by the Entergy Mississippi, including the non-fuel annual ownership costs of the Choctaw Facility.

22. In the August 2, 2012, Joint Stipulation filed in Docket 2011-UN-211, the Public Utilities Staff and the Company agreed “that Entergy Mississippi’s Formula Rate Plan was not designed to recover the costs of major plant additions....”⁶ In its August 7, 2012, Order in that same Docket, the Commission found that allowing cost recovery of the Hinds Facility through the Schedule PMR-8 “will provide Entergy Mississippi the opportunity to close the acquisition of the Hinds Facility with appropriate treatment of those costs in rates.” Order, p. 3. See also Docket 2005-UN-258 (approving cost recovery through Schedule PMR for the Attala facility). Entergy Mississippi’s present rate structure and its FRP do not provide a reasonable opportunity for the immediate recovery of the Annual Capacity Cost (“ACC”) of the Choctaw Facility after closing. The same reasons that justified the Commission’s previous orders allowing EMI to recover the costs of generating facilities acquired from third parties in the PMR still exist today. However, with the forward-looking features in EMI’s forward Test Year, EMI is pursuing an alternative method at this time for cost recovery through FRP-7. FRP-7 will allow Interim Capacity Rate Recovery Rate Adjustments for the ACC in a manner that is consistent with the rationale behind the Commission’s approval of Hinds and Attala cost recovery through the PMR, but that also retains cost recovery through EMI’s base rates rather than a separate cost recovery rider schedule.

⁶ Joint Stipulation, p.3.

23. The Direct Testimony of Mr. Heard discusses why the Company believes the Commission should approve a depreciation rate of 7.14% for the Choctaw Facility, which is consistent with the industry's thirty-year asset life for newly constructed modern CCGTs and is consistent with the depreciation rates for EMI's Hinds and Attala plants.

24. The transaction will be reported to the U.S. Department of Justice and the Federal Trade Commission to satisfy the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and is subject to clearance by these federal agencies. On September 19, 2018, the United States Bankruptcy Court for the Southern District of Texas approved the APA. This approval was required under the APA as GenOn had previously filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code.

25. All labor, materials, property, and services to be rendered for the above-described improvements will be supplied at competitive and reasonable prices.

26. There are presently on file with this Commission the financial statements of the Company that indicate the Company is financially able to complete the acquisition and improvements described and set out in this Petition.

27. Pursuant to the requirements of Appendix "A", Schedule 3, of the Procedural Rules, the Company attaches, incorporates by reference, or seeks particularly-specified Commission disposition with respect to the following items:

- a. (Appendix "A," Schedule 3, Item 1 - If the utility has made any revisions to its corporate charter or its articles of incorporation since receiving its initial authority to operate, provide a copy of said revisions. If a partnership, provide a copy of any revision to the original partnership agreement. If there have been no changes,

provide the docket number of the proceeding in which the company received its initial authority to operate.) See ATTACHMENT E to this Petition.

- b. (Appendix “A,” Schedule 3, Item 2 - If a corporation, the names and addresses of its board of directors, officers, and any person owning fifteen percent (15%) or more of its stock. If not a corporation, the names and addresses of all owners or partners.) See ATTACHMENT F to this Petition.
- c. (Appendix “A,” Schedule 3, Item 3 - An outline map of the utility’s existing certificated service area showing the location of the Choctaw facility.) See EXHIBIT RLB-1 to the Direct Testimony of Mr. Broussard.
- d. (Appendix “A,” Schedule 3, Item 4 - A detailed description of the facilities proposed for acquisition.) See paragraph 13 above and the Direct Testimony of Mr. Broussard.
- e. (Appendix “A,” Schedule 3, Item 5 - A copy of any required approvals from Health or Environmental Quality authorities.) The Company anticipates that it would seek any required approvals approximately thirty to sixty days prior to closing.
- f. (Appendix “A,” Schedule 3, Item 6 - An estimate of the cost to the utility and all sources of funding for the project.) See paragraph 20 above and the attached Direct Testimony of Mr. Broussard. The acquisition costs of the Choctaw Facility will be funded largely out of internally generated funds and other available cash and other resources. The Choctaw Facility will be part of those Company facilities necessary and useful to the Company’s electric utility operations and will be

recorded in the Company's books and records as utility plant.

- g. (Appendix "A," Schedule 3, Item 7 - A complete set of engineering plans and specifications.) Attached to Mr. Broussard's Direct Testimony as EXHIBIT RLB-2 is an engineering diagram showing the Choctaw Facility.
- h. (Appendix "A," Schedule 3, Item 8 - An estimate of the impact of the cost of the facilities upon rate base and rates. This item shall not apply to public utilities excluded from rate regulation pursuant to Miss. Code Ann. § 77-3-1 or § 77-3-5 or to public utilities heretofore or hereafter exempt by Commission order from rate base regulation or to public utilities whose rates are allowed, by Commission order, to be filed for informational purposes only.) See paragraph 2 above and the Direct Testimony of Mr. Heard.
- i. (Appendix "A," Schedule 3, Item 9 - An exhibit listing the names and addresses of all interested persons as defined in RP 2.115 of the Commission's Procedural Rules together with a certificate that the filing utility has served a notice of the filing upon each.) See ATTACHMENT G to this Petition.
- j. (Appendix "A," Schedule 3, Item 10 - All testimony to be relied upon at hearing.) Attached hereto as ATTACHMENTS A through D.
- k. (Appendix "A," Schedule 3, Item 11 - A copy of the current balance sheet and income statement.) See the Company's March 2018 filing of its annual Evaluation Report under the Company's Formula Rate Plan, incorporated herein by reference.

28. To the extent, if any, that this filing does not meet all of the technical requirements of the Commission's Procedural Rules, the Company hereby respectfully moves and requests,

pursuant to RP 1.102, that the noncompliance be waived by the Commission.

29. Subject to the receipt of necessary regulatory approvals and satisfaction or waiver of all closing conditions, Entergy Mississippi is ready, willing, and able to acquire, own, operate, improve and maintain the facilities that are the subject of this Petition. The public convenience and necessity requires and will require the issuance by the Commission of a Certificate of Public Convenience and Necessity authorizing the acquisition, ownership, operation, improvement and maintenance of the Choctaw Facility.

30. The Company is an electric public utility as defined in Miss. Code Ann. § 77-3-3(d)(i) and is qualified as an entity to which the Legislature has granted the power of eminent domain pursuant to Miss. Code Ann. § 11-27-1 *et seq.*

31. Heretofore, the Company, in Docket U-44, made application to this Commission under the Act for a Certificate covering equipment and facilities in operation or under construction on the effective date of the Act, March 29, 1956, and requested this Commission to issue a certificate to the Company for the service areas it was serving on said date. The Commission issued an Order on September 3, 1968, in Docket U-44 making the Certificate permanent.

32. Service on Entergy Mississippi in this proceeding should be made to:

Robert C. Grenfell
Vice President Regulatory Affairs
Entergy Mississippi, Inc.
P.O. Box 1640
Jackson, Mississippi 39215-1640
Telephone (601) 969-2338
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Jeremy C. Vanderloo
Alexander C. Martin, II
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Fax (601) 969-2406
E-Mail: jvandel1@entergy.com
amart12@entergy.com
ahall4@entergy.com

33. Entergy Mississippi expressly reserves all of its rights with respect to any order of the Commission or any court that may not be supported by the law or may result in confiscatory rates that constitute deprivation of property without due process of law and insofar as matters in this proceeding are within the exclusive jurisdiction of, or otherwise preempted by, the jurisdiction of the Federal Energy Regulatory Commission, the Securities and Exchange Commission, or any other agency having jurisdiction over Entergy Mississippi.

WHEREFORE, PREMISES CONSIDERED, Entergy Mississippi prays that the Commission will set this matter for disposition at an early date and particularly prays that this Commission shall find that the public convenience and necessity require such disposition to be held at the earliest date available; and Company further prays that the Commission grant a waiver of and permission for deviation from any filing requirement referenced in Paragraph 33 above, and that process be issued by this Commission in the manner provided by law and by the Procedural Rules giving reasonable notice of the disposition hereof to all interested and other persons as in the Commission's judgment may be necessary, including the time and place of such disposition and the purpose thereof.

The Company further prays that upon a disposition thereof, the Commission shall approve the Company's acquisition price for the Choctaw Facility, including the acquisition adjustment, and shall grant unto the Company a certificate that the public convenience and necessity requires and will require the acquisition, ownership, operation, improvement and maintenance of the Choctaw Facility in Choctaw County, all within the State of Mississippi and as particularly described, set out, and applied for herein. The Company further prays that the Commission will ascertain, determine and fix by order a depreciation rate of 7.14 percent as the proper and adequate rate and method of depreciation for the Choctaw Facility.

The Company prays for such other, further, and general relief as may be required, beneficial, or needed.

This the 12th day of October, 2018.

Respectfully submitted,

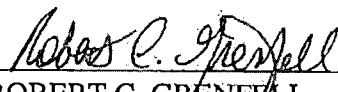
ENTERGY MISSISSIPPI, INC.

BY: 
ROBERT C. GRENFELL (MSB No. 5010)
VICE PRESIDENT, REGULATORY AFFAIRS

Jeremy C. Vanderloo, MSB No. 101678
Alexander C. Martin, II, MSB No. 103634
Alicia S. Hall, MSB No. 103580
Entergy Services, LLC
P.O. Box 1640
Jackson, Mississippi 39215
(601) 969-2662


STATE OF MISSISSIPPI
COUNTY OF HINDS

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, ROBERT C. GRENFELL, who after being by me first duly sworn states that he is Vice President, Regulatory Affairs for Entergy Mississippi, Inc., and that as such is fully authorized to make this affidavit; and further states that the matters and things contained in the foregoing Petition for Certificate of Public Convenience and Necessity of Entergy Mississippi, Inc., are true, accurate, and correct as therein set forth to the best of his knowledge, information, and belief.

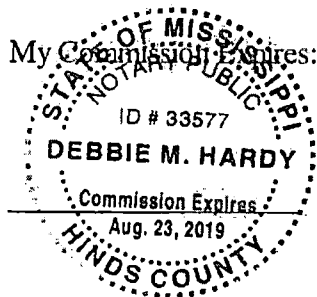


ROBERT C. GRENFELL
VICE PRESIDENT, REGULATORY AFFAIRS
ENTERGY MISSISSIPPI, INC.

SWORN TO AND SUBSCRIBED before me, this the 12th day of October 2018.



NOTARY PUBLIC



RP 6.111 CERTIFICATE OF SERVICE

I, JEREMY C. VANDERLOO, Attorney for Entergy Mississippi, Inc., hereby certify that on this day I have cause to be filed the foregoing Petition for Certificate of Public Convenience and Necessity with:

Katherine Collier
Executive Secretary
Mississippi Public Service Commission
2nd Floor, Woolfolk State Office Building
Jackson, Mississippi 39201

and that on this day I have caused to be delivered one copy of the foregoing Petition to:

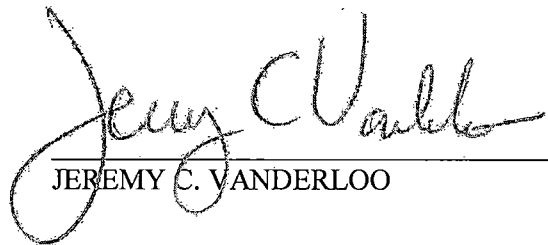
Virden Jones
Executive Director
Mississippi Public Utilities Staff

Frank Farmer
General Counsel
Mississippi Public Service Commission

Chad Reynolds
General Counsel
Mississippi Public Utilities Staff

and that, in the filing of the Petition, I have complied with Rule 6 of the Commission's Public Utilities Rules of Practice and Procedure.

This, the 12th day of October 2018.



JEREMY C. VANDERLOO

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Jackson, Mississippi 39215-1640
(601) 969-2662