

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

**LATHAM & WATKINS** LLP

February 4, 2016

**BY E-TARIFF FILING**

Honorable Kimberly D. Bose  
Secretary  
Federal Energy Regulatory Commission  
888 First Street, NE  
Washington, DC 20426

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Re: 62SK 8ME LLC, Docket No. ER16-\_\_\_\_-\_\_\_\_

Dear Secretary Bose:

Attached for eTariff filing please find an application by 62SK 8ME LLC (“Seller”) requesting that the Federal Energy Regulatory Commission: (i) accept for filing Seller’s FERC Electric Tariff, Volume No. 1 (the “Tariff”), effective April 4, 2016, which is 60 days from the date of this filing; (ii) grant blanket authorization for Seller to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the Tariff; and (iii) grant such waivers and other authorizations as are routinely granted to other market-based rate sellers, including blanket approval under 18 C.F.R. Part 34 of all future issuances of securities and assumptions of liabilities (the “Application”).

Included in this eTariff filing package is:

- An Attachment copy of this Transmittal Letter
- A Record copy of the Tariff filed in plain text and RTF (Attachment A)
- An Attachment copy of tables listing affiliates of Seller that have market-based rate authority, all generation assets owned or controlled by Seller and its affiliates, all long-term firm purchases by Seller and its affiliates, and all electric transmission facilities and natural gas intrastate pipelines and/or gas storage facilities owned or controlled by Seller and its affiliates, in the format prescribed in Appendix B to 18 C.F.R. Part 35, Subpart H, as revised by FERC Order No. 816 (Attachment B);
- An Attachment copy of an analysis of the passive interests of Firststar Development, LLC in DESRI Springbok 1 Holdings, L.L.C. and Seller (Attachment C) and CONFIDENTIAL excerpts from the DESRI

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Springbok 1 Holdings, L.L.C. Operating Agreement (CONFIDENTIAL Exhibit C-1);

- An Attachment copy of an analysis of the passive interests of Springbok 1 Holding, LLC in DESRI Springbok 1 Acquisition Holdings, L.L.C. and Seller (Attachment D) and CONFIDENTIAL excerpts from the DESRI Springbok 1 Acquisition Holdings, L.L.C. Limited Liability Company Agreement (CONFIDENTIAL Exhibit D-1); and
- An Attachment copy of a draft Protective Order (Attachment E).

Seller respectfully requests privileged and confidential treatment of certain provisions of Attachments C and D describing the rights and obligations of upstream owners of Seller (the “Confidential Provisions”). Additionally, Seller requests full confidential treatment of the excerpts of the agreements provided as Confidential Exhibits C-1 and D-1 (the “Confidential Exhibits”). Seller seeks to protect the Confidential Provisions and Confidential Exhibits from public disclosure pursuant to Sections 388.112 and 385.1112 of the Commission’s regulations and to exempt the same from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission’s regulations.<sup>1</sup> The information contained in the Confidential Provisions and Confidential Exhibits is of a sensitive commercial nature, the product of arm’s-length commercial negotiations and not publicly available. As such, public disclosure could severely hamper the ability of the upstream owners of Seller to engage in any future transactions of a similar nature with other parties or individuals. In accordance with Section 388.112(b)(ii) of the Commission’s regulations,<sup>2</sup> Seller has provided as Attachment E hereto a draft protective order.

The confidential version of the Confidential Provisions (which includes the Confidential Exhibits) is marked “**Non-Public Version: Contains Privileged Information; Do Not Release,**” and the public version is marked “**Public Version: Privileged Information Removed.**”

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<sup>1</sup> 18 C.F.R. §§ 388.112, 385.1112, 388.107(d).

<sup>2</sup> 18 C.F.R. § 388.112(b)(ii).

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Please do not hesitate to contact the undersigned with any questions regarding this Application.

Respectfully submitted,

/s/ Michael J. Gergen

Michael J. Gergen  
Tyler Brown  
Kelly Z. Walters  
Latham & Watkins LLP  
555 Eleventh Street, NW, Suite 1000  
Washington, DC 20004  
(202) 637-2200  
michael.gergen@lw.com  
tyler.brown@lw.com  
kelly.walters@lw.com

*Counsel for 62SK 8ME LLC*

Attachments

**UNITED STATES OF AMERICA  
BEFORE THE  
FEDERAL ENERGY REGULATORY COMMISSION**

**62SK 8ME LLC**

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**Docket No. ER16-\_\_\_-\_\_\_**

**APPLICATION OF 62SK 8ME LLC FOR ORDER ACCEPTING  
MARKET-BASED RATE TARIFF FOR FILING AND GRANTING WAIVERS  
AND BLANKET AUTHORIZATIONS, INCLUDING BLANKET  
AUTHORIZATION UNDER 18 C.F.R. PART 34 FOR ALL FUTURE ISSUANCES  
OF SECURITIES AND ASSUMPTIONS OF LIABILITIES**

Pursuant to Section 205 of the Federal Power Act (“FPA”),<sup>1</sup> Rules 205 and 207 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission (“FERC” or the “Commission”),<sup>2</sup> and Part 35 of the Commission’s regulations under the FPA,<sup>3</sup> 62SK 8ME LLC (“Seller”) hereby respectfully requests: (1) that the Commission accept its market-based rate tariff effective April 4, 2016, which is 60 days from the date of this filing; (2) waiver of certain Commission regulations under the FPA; and (3) the granting of certain blanket authorizations.

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<sup>1</sup> 16 U.S.C. § 824d (2012).

<sup>2</sup> 18 C.F.R. §§ 385.205, 385.207 (2015).

<sup>3</sup> 18 C.F.R. Part 35.

## **I. COMMUNICATIONS**

Communications with regard to this Application should be addressed to:<sup>4</sup>

Nathan Thomas  
Chief Compliance Officer  
The D. E. Shaw Group  
1166 Avenue of the Americas  
Ninth Floor  
New York, NY 10036  
Tel: (212) 478-0000  
regulatory@deshaw.com

Michael J. Gergen  
Tyler Brown  
Kelly Z. Walters  
Latham & Watkins LLP  
555 Eleventh Street, NW,  
Suite 1000  
Washington, DC 20004  
Tel: (202) 637-2200  
michael.gergen@lw.com  
tyler.brown@lw.com  
kelly.walters@lw.com

## **II. DESCRIPTION OF SELLER AND ITS RELEVANT AFFILIATES**

### **A. Seller**

Seller is a Delaware limited liability company that is developing and will own and operate Springbok 1, an approximately 108 MW (nameplate) solar-powered electric generating facility located in Kern County, California (the “Facility”). Seller also owns certain transmission facilities (“Seller Interconnection Facilities”) necessary to interconnect the Facility to a substation and to a 3.2 mile, 230 kV generator tie-line. The substation and the 3.2 mile, 230 kV generator tie-line (the “Interconnection Facilities”), are the subject of a Co-Tenancy and Shared Facilities Agreement (“Shared Facilities Agreement”) between Seller and certain projects still in development.<sup>5</sup> Seller will use its undivided interest in the Interconnection Facilities to transmit electricity from the Facility to the point of interconnection with the electric transmission system owned by the Los Angeles

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<sup>4</sup> To the extent necessary, Seller respectfully requests waiver of Section 385.203(b)(3) of the Commission’s regulations, 18 C.F.R. § 385.203(b)(3), in order to permit designation of such persons for service.

<sup>5</sup> Prior to obtaining any undivided interests in the Interconnection Facilities under the Shared Facilities Agreement, the projects currently in development shall secure all necessary FERC authorizations, if any.

Department of Water and Power (“LADWP”) within the LADWP balancing authority area (“LADWP BAA”). Seller expects to place the Facility into commercial operation during the second quarter of 2016. Seller’s sole business is developing, owning, and operating the Facility and Seller plans to file with the Commission a self-certification of Seller’s status as an exempt wholesale generator under the Commission’s regulations under the Public Utility Holding Company Act of 2005 (“PUHCA”).<sup>6</sup> Seller is committed to sell the full output of the Facility under a 25-year power purchase agreement with the Southern California Public Power Authority (“SCPPA”) expiring in 2041. SCPPA is not affiliated with Seller. Seller will own or control no transmission facilities other than the Seller Interconnection Facilities and its undivided interest in the Interconnection Facilities.

Seller is a direct and wholly owned subsidiary of DESRI Springbok 1 Holdings, L.L.C. (“Holdco”), a Delaware limited liability company. DESRI Springbok 1 Financing, L.L.C., a Delaware limited liability company, is the managing member of Holdco and owns all of the managing interests in Holdco. (In addition, Firststar Development, LLC (“Firststar”) owns passive, non-managing interests in Holdco pursuant to a tax equity partnership arrangement.<sup>7</sup>) DESRI Springbok 1 Financing, L.L.C., is a direct and wholly owned subsidiary of DESRI Springbok 1 Acquisition, L.L.C., a

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<sup>6</sup> See 18 C.F.R. § 366.7.

<sup>7</sup> As explained in Attachment C, Firststar’s interests in Holdco are substantially equivalent to the types of interests that the Commission has found not to constitute voting interests for purposes of Section 205 of the FPA. See *AES Creative Resources L.P.*, 129 FERC ¶ 61,239 (2009). Exhibit C-1 to Attachment C includes relevant excerpts of the Amended and Restated Operating Agreement entered into by and among Firststar and DESRI Springbok 1 Financing, L.L.C., demonstrating that Firststar’s interests in Holdco are passive and non-controlling. Accordingly, Firststar should not be considered to be an affiliate of Seller for purposes of Section 205 of the FPA.

Delaware limited liability company, which, in turn, is a direct and wholly owned subsidiary of DESRI Springbok 1 Acquisition Holdings, L.L.C. (“Acquisition Holdco”). DESRI Springbok 1 Management Services, L.L.C., a Delaware limited liability company, owns an 80% managing interest in Acquisition Holdco. (In addition, Springbok 1 Holding, LLC (“Springbok 1 Holding”) owns a 20% passive, non-managing interest in Acquisition Holdco.<sup>8</sup>) DESRI Springbok 1 Management Services, L.L.C. is a direct and wholly owned subsidiary of DESRI Financing 3, L.L.C., a Delaware limited liability company. DESRI Financing 3, L.L.C., in turn, is a direct and wholly owned subsidiary of DESRI Financing 2, L.L.C., a Delaware limited liability company, which, in turn, is a direct and wholly owned subsidiary of DESRI Financing 1, L.L.C., a Delaware limited liability company. DESRI Financing 1, L.L.C. is a direct and wholly owned subsidiary of D. E. Shaw Renewable Investments, L.L.C. (“DESRI”), which is a direct and wholly owned subsidiary of D. E. Shaw & Co., L.P. (“DESCO LP”), a Delaware limited partnership. (A description of DESCO LP and its affiliates is provided below.) Eighty percent (80%) of the passive, non-managing limited partnership interests in DESCO LP are owned by Dr. David E. Shaw, certain current and former managing directors of DESCO LP, certain other natural persons, and investment vehicles controlled by the foregoing; the substantial majority of these 80% interests are owned by Dr. Shaw, and no other person or entity owns more than 10% of these 80% interests (*i.e.*, no other person or

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<sup>8</sup> As explained in Attachment D, Springbok 1 Holding’s interests in Acquisition Holdco are substantially equivalent to the types of interests that the Commission has found not to constitute voting interests for purposes of Section 205 of the FPA. *See AES Creative Resources L.P.*, 129 FERC ¶ 61,239 (2009). Exhibit D-1 to Attachment D includes relevant excerpts of the Limited Liability Company Agreement entered into by and among Springbok 1 Holding and DESRI Springbok 1 Management Services, L.L.C. demonstrating that Springbok 1 Holding’s interests in Acquisition Holdco are passive and non-controlling. Accordingly, Springbok 1 Holding should not be considered to be an affiliate of Seller for purposes of Section 205 of the FPA.

entity owns more than 8% of the total limited partnership interests in DESCO LP). The remaining 20% of the passive, non-managing limited partnership interests in DESCO LP are owned by Plaintext Holdings, LLC (“Plaintext”), a Delaware limited liability company.<sup>9</sup> D. E. Shaw & Co., Inc. (“DESCO Inc.”), a Delaware corporation, is the general partner of DESCO LP. Dr. Shaw is the chairman, president, and sole stockholder of DESCO Inc.

DESCO LP and certain of its subsidiaries are registered with the U.S. Securities and Exchange Commission as investment advisers. As of January 1, 2016, DESCO LP and its affiliated entities (collectively, the “D. E. Shaw group”) managed approximately \$39 billion in investment capital for sophisticated institutional and high-net-worth investors through commingled investment funds and separate accounts. In the aggregate, investment vehicles managed by the D. E. Shaw group hold tens of thousands of positions in equity, debt, derivative, and other financial instruments across a wide range of industries (including the U.S. energy industry), sectors, and markets around the world. The vast majority of such positions are non-controlling investments in publicly traded issuers, and in no case does any such position constitute 10% or more of the voting interests of any publicly traded company in the U.S. energy industry.

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<sup>9</sup> Plaintext’s interests in DESCO LP are substantially equivalent to the types of interests that the Commission has found not to constitute voting interests for purposes of Section 205 of the FPA. *See AES Creative Resources L.P.*, 129 FERC ¶ 61,239 (2009). A detailed description of Plaintext’s interests in DESCO LP, including relevant excerpts of the Second Amended and Restated Limited Partnership Agreement of DESCO LP which demonstrate that Plaintext’s interests in DESCO LP are passive and non-controlling, is provided in the application for market-based rate authorization of Red Horse III, LLC (“Red Horse 3”) being filed concurrently herewith, and is hereby incorporated by reference pursuant to Section 35.19 of the Commission’s regulations. 18 C.F.R. § 35.19 (2015). Accordingly, Plaintext should not be considered to be an affiliate of Seller for purposes of Section 205 of the FPA.



In addition, investment vehicles managed by the D. E. Shaw group may make investments in privately held issuers in various industries, sectors, and markets around the world. Such investments include investments in issuers involved in the U.S. energy industry in various ways, including debt and/or equity investments in oil and gas exploration companies, in companies that provide equipment and services to such exploration companies, and in manufacturers of solar panels and other energy-related equipment. Further, a D. E. Shaw group investment vehicle indirectly owns non-controlling interests in two operational electricity generation assets. These interests include an approximately 38% passive limited partner interest in LSP-Cottage Grove, L.P. (“Cottage Grove”), which owns and operates an approximately 245 MW natural gas-fired qualifying cogeneration facility in the Midcontinent Independent System Operator (“MISO”) balancing authority area (the “Cottage Grove Facility”) and an approximately 39% passive limited partner interest in LSP-Whitewater Limited Partnership (“Whitewater”), which owns and operates an approximately 249 MW natural gas-fired qualifying cogeneration facility in the MISO balancing authority area (the “Whitewater Facility”). Neither the D. E. Shaw group investment vehicle that owns these interests nor any other member of the D. E. Shaw group has the right to manage, direct, or control the operation of the Cottage Grove Facility or the Whitewater Facility. The passive, non-managing interests held by a D. E. Shaw group investment vehicle in the Cottage Grove Facility and Whitewater Facility are substantially similar to the consent rights held by the passive tax equity investors in *AES Creative Resources, L.P.*<sup>10</sup> In *AES Creative Resources*, the Commission held that passive investors with limited consent rights with

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<sup>10</sup> 129 FERC ¶ 61,239 (2009).

respect to major decisions of electric generation companies were not affiliates of such electric generation companies for purposes of the Commission’s market power analysis. Accordingly, as a result of the passive, non-managing limited partnership interests held by a D. E. Shaw group investment vehicle in Cottage Grove and Whitewater, neither Cottage Grove nor Whitewater meets the standards under Commission precedent to be an affiliate of the D. E. Shaw group investment vehicle or the Seller.<sup>11</sup>

Because the term “energy industry” is not defined in Order No. 697 or its progeny, it is not possible to identify with certainty each interest in the “energy industry” held by D. E. Shaw group investment vehicles,<sup>12</sup> but to the best of Seller’s knowledge such vehicles do not hold any interests, other than as disclosed in this Application (including the disclosure above regarding non-controlling interests in publicly traded companies), in companies that generate electric energy, that transmit electric energy, or that provide inputs to electric power production, as defined in Section 35.36(4) of the Commission’s regulations.<sup>13</sup> Focusing on the types of interests that are relevant to the Commission’s market-power analysis under Part 35 of the Commission’s regulations under the FPA, Seller states that, other than disclosed in this Application (including the

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<sup>11</sup> Red Horse Wind 2, LLC previously provided evidence of the passive, non-controlling nature of the D. E. Shaw group investment vehicle’s interests in Cottage Grove and Whitewater as Attachment D to its Second Filing of Supplemental Information in Support of Market-Based Rate Application; Requests for Shortened Comment Period, Waiver of 60-Day Prior Notice Requirement, and Expedited Action. *See Red Horse Wind 2, LLC*, Docket No. ER15-1066-001 (filed April 17, 2015).

<sup>12</sup> Order No. 697-A, in addressing “affiliate” requirements and restrictions, provides as follows: “[A]n entity seeking market-based rate authority must describe the business activities of its owners, stating whether they are in any way involved in the energy industry.” Order No. 697-A, No. 697-A, FERC Stats. & Regs. ¶ 31,268 (hereinafter “Order 697-A”) at n. 258. Although the applicability of this provision is ambiguous, Seller nonetheless provides additional information out of an abundance of caution.

<sup>13</sup> 18. C.F.R. § 35.36(a)(4).

disclosure above regarding non-controlling interests in publicly traded companies), no D. E. Shaw group investment vehicle (a) directly or indirectly owns or controls any electric generation or electric transmission facilities in the United States, (b) holds electric transmission rights or natural gas transportation rights in the United States, or (c) directly or indirectly owns or controls a franchised utility.

As the result of his indirect ownership interests in DESCO LP and its affiliates, as well as his personal investments in D. E. Shaw group investment vehicles described in the immediately preceding paragraphs, Dr. Shaw—along with all other investors in such vehicles—indirectly beneficially owns fractional interests in all of the investments held by such vehicles. Other than (a) via such interests in D. E. Shaw group investment vehicles described in the immediately preceding paragraphs and (b) holdings representing less than 10% of the voting interests in publicly traded companies, Dr. Shaw owns no equity or other voting interests in companies in the U.S. energy industry. Further, Dr. Shaw holds no positions on the board of any company in the U.S. energy industry.

## **B. Seller’s Relevant Generation Affiliates**

A table listing Seller’s energy affiliates and their associated assets is attached hereto as Attachment B. In addition to the Facility, Seller is affiliated with the following entities that own or control electric generation facilities located within the LADWP BAA or first-tier markets to the LADWP BAA.

### **1. Tulare PV I LLC**

Tulare PV I LLC (“Tulare PV I”) is a Delaware limited liability company that owns four solar-powered electric generation facilities with a total combined rating capacity of 14.5 MW (nameplate) located in Tulare County, California within the California Independent System Operator (“CAISO”) balancing authority area (“CAISO

BAA”): the Porterville Facility, the Lindsey Facility, the Ivanhoe Facility, and the Exeter Facility (collectively, the “Tulare PV I Facilities”). All output from the Tulare PV I Facilities is fully committed under long term contracts.

a. The Porterville Facility

The Porterville Facility is a solar-powered electric generation facility consisting of Units 1, 2, and 5 with a total combined capacity rating of 3.5 MW (nameplate) located in Tulare County, California within the CAISO BAA. The Porterville Facility is interconnected to the transmission system owned by Southern California Edison (“SCE”) and operated by CAISO. Each of the Porterville Facility’s units is a qualifying small power production facility (“QF”) under the Public Utility Regulatory Policies Act of 1978 (“PURPA”) and Section 292.204 of the Commission’s regulations.<sup>14</sup> All output from the Porterville Facility is committed to SCE until January 12, 2034 under three separate 20-year power purchase agreements.

b. The Lindsay Facility

The Lindsay Facility is a solar-powered electric generation facility consisting of Units 1, 3, and 4 with a total combined capacity rating of 4.0 MW (nameplate) located in Tulare County, California within the CAISO BAA. The Lindsay Facility is interconnected to the transmission system owned by SCE and operated by CAISO. Each of the Lindsay Facility’s units is a QF.<sup>15</sup> All output from the Lindsay Facility is

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<sup>14</sup> See *Tulare PVI LLC*, Docket No. QF13-189-001 (filed Oct. 21, 2013); *Tulare PVI LLC*, Docket No. QF13-191-001 (filed Oct. 21, 2013); *Tulare PVI LLC*, Docket No. QF13-190-002 (filed Feb. 26, 2014).

<sup>15</sup> See *Tulare PVI LLC*, Docket No. QF13-195-001 (filed Oct. 18, 2013); *Tulare PVI LLC*, Docket No. QF13-193-001 (filed Oct. 18, 2013); *Tulare PVI LLC*, Docket No. QF13-192-001 (filed Oct. 18, 2013).

committed to SCE until January 14, 2034 under three separate 20-year power purchase agreements.

c. The Ivanhoe Facility

The Ivanhoe Facility is a solar-powered electric generation facility consisting of Units 1, 2, and 3 with a total combined capacity rating of 3.5 MW (nameplate) located in Tulare County, California within the CAISO BAA . The Ivanhoe Facility is interconnected to the transmission system owned by SCE and operated by CAISO. Each of the Ivanhoe Facility’s units is a QF.<sup>16</sup> All output from the Ivanhoe Facility is committed to SCE until January 16, 2034 under three separate 20-year power purchase agreements.

d. The Exeter Facility

The Exeter Facility is a solar-powered electric generation facility consisting of Units 1, 2, and 3 with a total combined capacity rating of 3.5 MW (nameplate) located in Tulare County, California within the CAISO BAA. The Exeter Facility is interconnected to the transmission system owned by SCE and operated by CAISO. Each of the Exeter Facility’s units is a QF.<sup>17</sup> All output from the Exeter Facility is committed to SCE until February 11, 2034 under three separate 20-year power purchase agreements.

## 2. Tulare PV II LLC

Tulare PV II LLC (“Tulare PV II”) is a Delaware limited liability company that owns a 3.75 MW (nameplate) solar-powered electric generation facility consisting of

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<sup>16</sup> See *Tulare PVI LLC*, Docket No. QF13-199-001 (filed Oct. 18, 2013); *Tulare PVI LLC*, Docket No. QF13-200-001 (filed Oct. 18, 2013); *Tulare PVI LLC*, Docket No. QF13-194-001 (filed Oct. 18, 2013).

<sup>17</sup> See *Tulare PVI LLC*, Docket No. QF13-196-001 (filed Oct. 18, 2013); *Tulare PVI LLC*, Docket No. QF13-197-001 (filed Oct. 18, 2013); *Tulare PVI LLC*, Docket No. QF13-198-001 (filed Oct. 18, 2013).

Units 1, 2, and 3, located in Tulare County, California within the CAISO BAA (the “Kingsburg Facility”). The Kingsburg Facility is interconnected to the transmission system owned by Pacific Gas and Electric Company (“PG&E”) and operated by CAISO. Each of the Kingsburg Facility’s units is a QF.<sup>18</sup> All output from the Kingsburg Facility is committed to PG&E until December 29, 2033 under three separate 20-year power purchase agreements.

### **3. American Capital Energy – Searchlight Solar, LLC**

American Capital Energy – Searchlight Solar, LLC (“Searchlight Solar”) is a Nevada limited liability company that owns a 17.5 MW (nameplate) solar-powered electric generation facility located in Clark County, Nevada (the “Searchlight Facility”) within the Nevada Power Company (“NV Energy”) balancing authority area. The Searchlight Facility is interconnected to the transmission system owned and operated by NV Energy. The Searchlight Facility is a QF.<sup>19</sup> All output from the Searchlight Facility is committed to NV Energy through December 2034 under a 20-year power purchase agreement.

### **4. Kona Solar LLC**

Kona Solar LLC (“Kona Solar”) is a Delaware limited liability company that owns three distributed solar-powered electric generation facilities with a combined capacity rating of 4.7 MW (nameplate) (the “Kona Facilities”). Two facilities are located in San Bernardino, California within the CAISO BAA and one facility is located in

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<sup>18</sup> See *Tulare PV II LLC*, Docket No. QF13-260-001 (filed Oct. 18, 2013); *Tulare PV II LLC*, Docket No. QF13-261-001 (filed Oct. 18, 2013); *Tulare PV II LLC*, Docket No. QF13-262-001 (filed Oct. 18, 2013).

<sup>19</sup> See *American Capital Energy - Searchlight Solar, LLC*, Docket No. QF14-484-001 (filed Nov. 20, 2014).

Riverside County, California within the CAISO BAA. The Kona Facilities are all interconnected to the transmission system owned by Southern California Edison (“SCE”) and operated by CAISO. The Kona Facilities are QFs.<sup>20</sup> All output from the Kona Facilities is committed to SCE until either March or April 2035 under three separate 20-year power purchase agreements.

## 5. The Prologis Projects

Seller is also affiliated with the following entities that own or control distributed solar-powered generation within the LADWP BAA (collectively, the “Prologis Projects”). The generation owned or controlled by the following entities has a combined power production capacity of 3.1 MW and is all fully committed under long-term contracts:

### a. The MRB Facility

The MRB Facility is a 0.8 MW (nameplate) distributed solar-powered electric generation facility owned by MRB Solar LLC (“MRB Solar”). It is located in Los Angeles County, California within the LADWP BAA, and is interconnected to the transmission system owned and operated by LADWP. The MRB Facility is a QF.<sup>21</sup> All output from the MRB Facility is committed to LADWP until November 2034 under a 20-year power purchase agreement.

### b. The Heizenberg Facility

The Heizenberg Facility is a 0.9 MW (nameplate) distributed solar-powered electric generation facility owned by Heizenberg Solar LLC (“Heizenberg Solar”). It is

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<sup>20</sup> See *Kona Solar LLC*, Docket No. QF14-693-001 (filed April 22, 2015); *Kona Solar LLC*, Docket No. QF14-694-001 (filed April 22, 2015); *Kona Solar LLC*, Docket No. QF14-695-001 (filed April 22, 2015).

<sup>21</sup> See *MRB Solar LLC*, Docket No. QF14-423-000 (filed Mar. 28, 2014).

located in Los Angeles County, California within the LADWP BAA, and is interconnected to the transmission system owned and operated by LADWP. The Heizenberg Facility is a QF.<sup>22</sup> All output from the Heizenberg Facility is committed to LADWP until October 2034 under a 20-year power purchase agreement.

c. The Hannah Facilities

The Hannah Facilities are two distributed solar-powered electric generation facilities owned by Hannah Solar LLC (“Hannah Solar”) with a total combined capacity rating of 1.5 MW (nameplate). They are located in Los Angeles County, California within the LADWP BAA, and are interconnected to the transmission system owned and operated by LADWP. The Hannah Facilities are QFs.<sup>23</sup> All output from the Hannah Facilities is committed to LADWP until October or December 2034 under two separate 20-year power purchase agreements.

**C. Seller’s Other Energy Affiliates**

A complete list of Seller’s energy affiliates is set forth in Seller’s Appendix B attached hereto as Attachment B. Two of those affiliates, Balko Wind Transmission, LLC (“Balko Wind Transmission”) and Red Horse Wind 2, LLC (“Red Horse 2”), own and operate certain radial transmission facilities which are used solely to interconnect generation facilities to the transmission grid.<sup>24</sup> The Commission has determined that the interconnection facilities owned by Balko Wind Transmission and Red Horse 2 are

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<sup>22</sup> See *Heizenberg Solar LLC*, Docket No. QF14-421-000 (filed Mar. 28, 2014).

<sup>23</sup> See *Hannah Solar LLC*, Docket No. QF14-422-000 (filed Mar. 28, 2014); *Hannah Solar LLC*, Docket No. QF14-424-000 (filed Mar. 28, 2014).

<sup>24</sup> As discussed in the market-based rate application of Red Horse 3 being filed concurrently herewith, Red Horse 2 has granted Red Horse 3 a non-exclusive and irrevocable license under a Shared Facilities and Assignment Agreement to use a portion of the radial transmission facilities.



limited and discrete transmission facilities and are not integrated transmission facilities.<sup>25</sup> Aside from these interconnection facilities and the disclosure above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates owns any voting interest in or controls any other electric transmission facilities in the United States, except for the limited equipment necessary to interconnect individual generation facilities to the transmission grid.

Seller is not affiliated with any intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, physical coal supply sources, entities who may access transportation of coal supplies or any other essential inputs to electric power production in the United States. Moreover, other than the disclosure above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates owns or controls a franchised public utility in the United States.

### **III. REQUEST FOR AUTHORIZATION TO SELL ENERGY, CAPACITY, AND ANCILLARY SERVICES AT MARKET-BASED RATES**

Seller requests authorization to sell electric energy, capacity, and ancillary services at market-based rates pursuant to its proposed Market-Based Rate Tariff. The Commission allows such market-based sales if the seller and its affiliates satisfy the Commission's standards for the grant of market-based rate authority regarding horizontal market power and vertical market power. The Commission also considers whether there is evidence of, or potential for, affiliate abuse or reciprocal dealing. As demonstrated herein, Seller satisfies each of the Commission's requirements for authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates.

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<sup>25</sup> See *Balko Wind Transmission, LLC*, 152 FERC ¶ 61,011, P 22 (2015); *Red Horse Wind 2, LLC*, 151 FERC ¶ 61,169, P 24 (2015).

**A. Seller and Its Affiliates Satisfy the Commission’s Standards Regarding Horizontal Market Power**

The Commission has adopted two indicative screens for horizontal market power—a pivotal supplier screen and a wholesale market share screen. The pivotal supplier screen evaluates the potential of a seller and its affiliates to exercise market power based on uncommitted capacity at the time of the market’s peak demand. The wholesale market share screen measures whether a seller and its affiliates have a dominant position in the market, for each of the four seasons, based on the number of megawatts owned or controlled by the seller and its affiliates compared to the uncommitted capacity of the entire market. If an entity fails to pass either of these two screens, there is a presumption of horizontal market power and further analysis is required. The Commission has indicated that the relevant geographic market is the balancing authority area or submarket, as applicable, where the seller’s generation is physically located.<sup>26</sup> Accordingly, the relevant geographic market for Seller is the LADWP BAA.

In Order No. 816, the Commission clarified that, when all of a seller’s generation capacity is sold on a long-term firm basis to one or more buyers, the seller has no uncommitted capacity and, in such cases, is not required to file indicative market power screens.<sup>27</sup> Instead, a seller may explain that all generation owned or controlled by the

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<sup>26</sup> See *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, clarified, 121 FERC ¶ 61,260 (2007) (hereinafter “Order No. 697”) at P 231-32; *AEP Power Mktg., Inc.*, 107 FERC ¶ 61,018 at P 73 n. 63, *order on reh’g*, 108 FERC ¶ 61,026 at P 31 (2004).

<sup>27</sup> See *Refinements to Policies and Procedures for Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 816, 153 FERC ¶ 61,065 (2015) (hereinafter “Order No. 816”) at P 39.

seller and its affiliates in the relevant balancing authority areas or markets, including first-tier balancing authority areas or markets, is fully committed to satisfy the Commission's requirements regarding horizontal market power.<sup>28</sup> Seller satisfies all applicable Order No. 816 requirements. As explained in Section II.A of this Application, Seller is committed to sell the full output of the Facility (108 MW) under a 25-year power purchase agreement with SCPPA, an unaffiliated third-party, that expires in 2041. The power purchase agreement is for firm sales for one year or longer. As explained in Section II.B of this Application, Seller's affiliates in the LADWP BAA and first-tier markets to the LADWP BAA are also committed to sell the full output of their respective facilities under long-term (multi-year) firm power purchase agreements with unaffiliated third-party purchasers. Accordingly, Seller and its affiliates satisfy the Commission's standards regarding horizontal market power.

**B. Seller and Its Affiliates Satisfy the Commission's Standards Regarding Vertical Market Power**

Other than the disclosure above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates owns any voting interest in or controls any electric transmission facilities used for the transmission of electricity in interstate commerce in the United States, except for limited and discrete transmission facilities necessary to interconnect individual generating facilities to the transmission grid. As discussed above, the interconnection facilities owned by Balko Wind Transmission and Red Horse 2 are limited and discrete transmission facilities that are not integrated transmission facilities. Moreover, Seller's rights pursuant to the Shared Facilities Agreement are not rights that confer an owner with transmission market

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<sup>28</sup> *Id.*

power.<sup>29</sup> Furthermore, Seller has included in this Application a statement affirming that it qualifies for the blanket waiver with respect to the Commission's open access requirements. Accordingly, Seller and its affiliates satisfy the Commission's standards regarding vertical market power as related to the ownership and control of transmission facilities.

Affiliates of Seller may own or control sites for new generation capacity development. The Commission has adopted a rebuttable presumption that ownership or control of sites does not allow a seller to erect barriers to entry.<sup>30</sup> Other than as set forth in Appendix B attached hereto as Attachment B and described herein (including the disclosure above regarding non-controlling interests in publicly traded companies), neither Seller nor any of its affiliates owns or controls, directly or indirectly, any voting equity interest in any electric transmission facility or any essential resource or input to power production in the United States. Seller affirms that Seller and its affiliates have not erected barriers to entry in the relevant market and will not erect barriers to entry in the relevant market. Accordingly, Seller and its affiliates satisfy the Commission's standards regarding vertical market power as related to barriers to entry.

### **C. There Is No Potential for Affiliate Abuse or Reciprocal Dealing**

The Commission has traditionally indicated its concern that a public utility having a franchised service territory and an affiliate may be able to transact in ways that transfer benefits from the captive customers of the franchised utility to the affiliate and its shareholders. In Order No. 697, the Commission discontinued considering affiliate abuse as a separate "prong" of the market-based rate analysis and codified affiliate restrictions

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<sup>29</sup> See, e.g., *Eastern Desert Power, LLC, et al.*, 114 FERC ¶ 61,340 (2006).

<sup>30</sup> Order No. 697 at P 1018.

in the Commission's regulations as a condition of obtaining and retaining market-based rate authority. Seller currently is not affiliated with a public utility having a franchised service territory. Nonetheless, Seller agrees to abide by the Commission's codified affiliate restrictions as a condition of its market-based rate authority.

#### **D. Ancillary Services**

Seller also respectfully requests authorization to sell certain ancillary services in the markets administered by CAISO, PJM Interconnection, L.L.C. ("PJM"), the New York Independent System Operator, Inc. ("NYISO"), MISO, ISO New England Inc. ("ISO-NE"), and Southwest Power Pool, Inc. ("SPP"). With respect to sales of ancillary services in the markets operated by CAISO, PJM, NYISO, MISO, ISO-NE, and SPP, Seller relies, in the same manner as other market-based rate sellers, on the studies submitted and accepted by the Commission in previous orders.<sup>31</sup>

In addition, Seller seeks authorization to sell ancillary services at market-based rates under requirements set forth in *Avista Corp.*,<sup>32</sup> as modified by Order No. 697<sup>33</sup> and 784,<sup>34</sup> in markets for which the Commission has not accepted a market power study and

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<sup>31</sup> For CAISO, *see, e.g., AES Redondo Beach, L.L.C.*, 83 FERC 161,123 (1998), *order on reh'g*, 87 FERC ¶ 61,208 (1999), *order on reh'g and clarification*, 90 FERC ¶ 61,036 (2000). For ISO-NE, *see, e.g., New England Power Pool*, 85 FERC ¶ 61,379 (1998), *reh'g denied*, 95 FERC 61,074. For NYISO, *see, e.g., Central Hudson Gas & Electric Corporation*, 86 FERC ¶ 61,062 (1999), *order on reh'g*, 88 FERC ¶ 61,138 (1999). For PJM, *see, e.g., Atlantic City Electric Company*, 85 FERC ¶ 61,379 (1998), *reh'g denied*, 95 FERC 61,074 (2000). For MISO, *see, e.g., Midwest Independent Transmission System Operator, Inc.*, 122 FERC ¶ 61,172 (2008), *order on reh'g*, 123 FERC ¶ 61,297. For SPP, *see, e.g., Southwest Power Pool, Inc.*, 141 FERC ¶ 61,048 (2012), *order on reh'g and clarification*, 142 FERC ¶ 61,205 (2013).

<sup>32</sup> 87 FERC ¶ 61,223 (1999), *order on reh'g*, 89 FERC ¶ 61,136 (1999).

<sup>33</sup> *See* Order No. 697 at PP 1058-61.

<sup>34</sup> *Third-Party Provision of Ancillary Services; Accounting and Financial Reporting for New Electric Storage Technologies*, Order No. 784, 78 Fed. Reg. 46,178 (July 30, 2013),

has not generically authorized the sale of ancillary services at market-based rates. Seller has included in its Market-Based Rate Tariff the applicable standard tariff provisions adopted in Order Nos. 697, 697-A, and 784 for the proposed sales of ancillary services described above.

#### **E. Determination of Category Seller Status**

The Commission's regulations define Category 1 Sellers as wholesale power marketers and wholesale power producers that meet each of the following criteria: (1) own or control 500 MW or less of generation in aggregate per region;<sup>35</sup> (2) do not own, operate, or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; (3) are not affiliated with anyone that owns, operates, or controls transmission facilities in the same region as the seller's generation assets; (4) are not affiliated with a franchised public utility in the same region as the seller's generation assets; and (5) do not raise other vertical market power issues.<sup>36</sup> Category 2 Sellers are all sellers that are not Category 1 Sellers.<sup>37</sup>

Seller and its affiliates do not own or control over 500 MW of generation capacity in aggregate in any region. Furthermore, other than the disclosure above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates (i) owns, operates, or controls transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid, (ii) is affiliated with anyone that owns, operates or controls transmission in the same region as

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FERC Stats. & Regs. ¶ 31,349 at PP 200-201 (2013), *order granting reh'g*, 146 FERC ¶ 61,114 (2014).

<sup>35</sup> For purposes of this analysis, the regions are Central, Northeast, Northwest, Southeast, Southwest, and Southwest Power Pool. *See* Order No. 697-A at Appendix D.

<sup>36</sup> 18 C.F.R. § 35.36(a)(2).

<sup>37</sup> 18 C.F.R. § 35.36(a)(3).

the seller's generation assets, (iii) is affiliated with a franchised public utility in the same region as the seller's generation assets, or (iv) raises other vertical market power issues. Accordingly, Seller is a Category 1 Seller in all regions.

#### **F. Reporting Requirements**

Seller agrees to comply with the reporting requirements normally imposed on sellers that are permitted to sell electric energy, capacity, and ancillary services at market-based rates. In particular, Seller will file Electric Quarterly Reports concerning its sales in conformance with the Commission's requirements.<sup>38</sup> In addition, pursuant to the requirements set forth in Section 35.42 of the Commission's regulations, Seller agrees to file timely notices of material changes in status that explain whether such changes reflect a departure from the characteristics relied on by the Commission in originally granting Seller market-based rate authority.<sup>39</sup>

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<sup>38</sup> See 18 C.F.R. § 35.10(b); see also *Revised Public Utility Filing Requirements*, Order No. 2001, FERC Stats. & Regs., Regs. Preambles ¶ 31,127 (2002), *order on reh'g*, Order No. 2001-A, 100 FERC ¶ 61,074 (2002), *order on reconsideration and clarification*, Order No. 2001-B, 100 FERC ¶ 61,342 (2002), *order directing filings*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), *order directing refiling*, Order No. 2001-D, 102 FERC ¶ 61,334 (2003), *order on filing requirements*, Order No. 2001-E, 105 FERC ¶ 61,352 (2003), *clarification order*, Order No. 2001-F, 106 FERC ¶ 61,060 (2004), *order adopting dictionary*, Order No. 2001-G, 120 FERC ¶ 61,270 (2007), *clarification order*, Order No. 2001-H, 121 FERC ¶ 61,289 (2007), *order revising EQR data dictionary*, Order No. 2001-I, 73 Fed. Reg. 65,526 (Nov. 4, 2008), FERC Stats. & Regs. ¶ 31,282 (2008); *Electricity Market Transparency Provisions of Section 220 of the Federal Power Act*, Order No. 768, 77 Fed. Reg. 61,896 (Oct. 11, 2012), FERC Stats. & Regs. ¶ 31,336 (2012), *order partially extending compliance date*, 142 FERC ¶ 61,105 (2013); *order on reh'g*, Order No. 768-A, 78 Fed. Reg. 24,101 (Apr. 24, 2013), 143 FERC ¶ 61,054 (2013) (requiring market participants excluded from Commission jurisdiction under Section 205 of the FPA that have more than a *de minimis* market presence to file electronic quarterly reports); *Revisions to Electric Quarterly Report Filing Process*, Order No. 770, 77 Fed. Reg. 71,288 (Nov. 30, 2012), FERC Stats. & Regs. ¶ 31,338 (2012) (implementing new EQR filing software).

<sup>39</sup> See 18 C.F.R. § 35.42.

Seller also agrees to comply with the Commission's market behavior rules codified at 18 C.F.R. § 35.41. In accordance with Section 35.41(c) of the Commission's regulations, as amended by Order Nos. 768 and 768-A,<sup>40</sup> to the extent Seller engages in reporting of transactions to publishers of electric or natural gas price indices, Seller will identify in its EQRs the publishers of electricity and natural gas indices to which it reports its transactions.

#### **IV. REQUEST FOR PRE-APPROVALS AND WAIVERS**

Seller seeks the same pre-approvals and waivers of Commission rules and filing requirements previously granted to other sellers permitted to sell electric energy, capacity, and ancillary services at market-based rates. This relief consists of:

- Waiver of Parts 41, 101, and 141 of the Commission's accounting and periodic reporting regulations, except as to Sections 141.14 and 141.15;
- Waiver of Subparts B and C of Part 35 of the Commission's regulations, except as to Sections 35.12(a), 35.13(b), 35.15, and 35.16;
- Blanket authorization under Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability; and
- Other appropriate waivers and authorizations granted to other similarly situated entities that Seller may not have requested specifically.

The Seller Interconnection Facilities and the Interconnection Facilities will be limited and discrete transmission facilities that do not form an integrated transmission grid.<sup>41</sup> Seller hereby affirms that it qualifies for the blanket waiver with respect to the Commission's

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<sup>40</sup> Order No. 768 at PP 137-138, 178; Order No. 768-A at PP 40, 47.

<sup>41</sup> *Silver State Solar Power North, LLC*, 139 FERC ¶ 61,088, at PP 24-25 (2012) ("*Silver State*"); *Detroit Edison Co.*, 136 FERC ¶ 61,210, at PP 14-19 (2011) ("*Detroit Edison*"); *Black Creek Hydro, Inc.*, 77 FERC ¶ 61,232, at 61,940-41 (1996).



open access requirements as described in Order No. 807<sup>42</sup> because the interconnection facilities that are part of its facilities are limited and discrete and not part of an integrated transmission network and Seller does not own or operate any other electric transmission facilities other than the limited and discrete interconnection facilities required to interconnect its facilities to the transmission system.<sup>43</sup>

## V. CONFIDENTIAL TREATMENT

Seller respectfully requests privileged and confidential treatment of certain provisions of Attachments C and D describing the rights and obligations of upstream owners of Seller (the “Confidential Provisions”). Additionally, Seller requests full confidential treatment of the excerpts of the agreements provided as Confidential Exhibits C-1 and D-1 (the “Confidential Exhibits”). Seller seeks to protect the Confidential Provisions and Confidential Exhibits from public disclosure pursuant to Sections 388.112 and 385.1112 of the Commission’s regulations and to exempt the same from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission’s regulations.<sup>44</sup> The information contained in the Confidential Provisions and Confidential Exhibits is of a sensitive commercial nature, the product of arm’s-length commercial negotiations and not publicly available. As such, public disclosure could severely hamper the ability of the upstream owners of Seller to engage in any future transactions of a similar nature with other parties

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<sup>42</sup> Open Access and Priority Rights on Interconnection Customer’s Interconnection Facilities, Order No. 807, FERC Stats. & Regs. ¶ 31,367 (2015) (“Order No. 807”).

<sup>43</sup> See *Kingfisher Wind, LLC*, 151 FERC ¶ 61,276 at P 27 (2015) (“An applicant that qualifies for the blanket OATT waiver under 18 C.F.R. § 35.28(d)(2) should affirm in its market-based rate application that it qualifies for the blanket OATT waiver.”).

<sup>44</sup> 18 C.F.R. §§ 388.112, 385.1112, 388.107(d).

or individuals. In accordance with Section 388.112(b)(ii) of the Commission's regulations,<sup>45</sup> Seller has provided as Attachment E hereto a draft protective order.

## **VI. REQUESTED EFFECTIVE DATE**

As noted above, Seller currently expects to place the Facility into commercial operation during the second quarter of 2016. In order to ensure that Seller can place the Facility into commercial operation during the second quarter of 2016, Seller respectfully requests that the Commission issue an order on or before April 4, 2016, accepting for filing Seller's Market-Based Rate Tariff effective April 4, 2016, which is 60 days from the date of this Application.

## **VII. CONCLUSION**

For the foregoing reasons, Seller respectfully requests that the Commission accept for filing Seller's proposed Market-Based Rate Tariff, effective April 4, 2016 and grant Seller's requests for waivers and blanket authorizations.

Respectfully submitted,

/s/ Michael J. Gergen

Michael J. Gergen

Tyler Brown

Kelly Z. Walters

Latham & Watkins LLP

555 Eleventh Street, NW, Suite 1000

Washington, DC 20004

*Counsel for 62SK 8ME LLC*

Dated: February 4, 2016

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<sup>45</sup> 18 C.F.R. § 388.112(b)(ii).

**Attachment C**  
**Analysis of the Passive Interests of Firststar Development, LLC in**  
**DESRI Springbok 1 Holdings, L.L.C. and 62SK 8ME LLC**

62SK 8ME LLC (“Seller”) is a direct and wholly owned subsidiary of DESRI Springbok 1 Holdings, L.L.C. (“Holdco”). Each of the interests held by Firststar Development, LLC (“Firststar”) in Seller is indirect and in proportion to Firststar’s directly held interests in Holdco.

1. *Do the securities acquired confer full voting rights? Do the securities represent a separate class of securities? If passive and a separate class, do such securities confer limited voting rights over major corporate actions that could affect the value of the holder’s investment?*

The membership interests in Holdco held by Firststar do not confer full voting rights.

The limited veto and consent rights of Firststar with respect to its membership interests in Holdco are substantially similar to the rights held by the tax equity investors in *AES Creative Resources*, 129 FERC ¶ 61,239 (2009), regarding major corporate actions that could affect the value of Firststar’s investment. For example,

these rights

are consistent with the consent rights that lenders have under typical debt financing agreements with respect to a borrower’s major contracts, and appear to be similar to the rights held by the tax equity investors at issue in *AES Creative Resources*. Exhibit C-1 attached hereto includes the relevant excerpts from the Operating Agreement.

2. *Is there a list of actions over which the holder of the passive securities has veto rights?*

Yes.

Exhibit C-1 attached hereto sets forth an exhaustive list of the major actions over which Firststar has consent/veto rights.

3. *Do holders of the passive securities have any right to remove the manager of the facility? If so, under what circumstances can they do so? Is the power to remove limited to cause (such as criminal activity or fraud by the manager)?*

Yes.

Those cure rights are outlined in Exhibit C-1 attached hereto.

4. *Who exercises day-to-day control over the facilities in question? Does the holder of the passive securities have any day-to-day input over the control over such facilities?*

Holdco exercises day-to-day control over Seller's FERC-jurisdictional facilities. Firststar does not have any day-to-day input over the control of Holdco or Seller's FERC-jurisdictional facilities.

**Attachment D**  
**Analysis of the Passive Interests of Springbok 1 Holding, LLC in**  
**DESRI Springbok 1 Acquisition Holdings, L.L.C. and 62SK 8ME LLC**

62SK 8ME LLC (“Seller”) is an indirect wholly owned subsidiary of DESRI Springbok 1 Acquisition Holdings, L.L.C. (“Acquisition Holdco”). Each of the interests held by Springbok 1 Holding, LLC (“Springbok 1 Holding”) in Seller is indirect and in proportion to Springbok 1 Holding’s directly held interests in Acquisition Holdco.

1. *Do the securities acquired confer full voting rights? Do the securities represent a separate class of securities? If passive and a separate class, do such securities confer limited voting rights over major corporate actions that could affect the value of the holder’s investment?*

The membership interests in Acquisition Holdco held by Springbok 1 Holding do not confer full voting rights.

The limited veto and consent rights of Springbok 1 Holding with respect to its membership interests in Acquisition Holdco are substantially similar to the rights held by the tax equity investors in *AES Creative Resources*, 129 FERC ¶ 61,239 (2009), regarding major corporate actions that could affect the value of Springbok 1 Holding’s investment. For example,

these

rights are consistent with the consent rights that lenders have under typical debt financing agreements with respect to a borrower’s major contracts, and appear to be similar to the

rights held by the tax equity investors at issue in *AES Creative Resources*. Exhibit D-1 attached hereto includes the relevant excerpts from the LLC Agreement.

2. *Is there a list of actions over which the holder of the passive securities has veto rights?*

Yes.

Exhibit D-1 attached hereto sets forth a list of the major actions over which Springbok 1 Holding has consent/veto rights.

3. *Do holders of the passive securities have any right to remove the manager of the facility? If so, under what circumstances can they do so? Is the power to remove limited to cause (such as criminal activity or fraud by the manager)?*

No. Springbok 1 Holding does not have any right to remove the manager of the facility.

4. *Who exercises day-to-day control over the facilities in question? Does the holder of the passive securities have any day-to-day input over the control over such facilities?*

DESRI Springbok 1 Holdings, L.L.C. exercises day-to-day control over Seller's FERC-jurisdictional facilities. Springbok 1 Holding does not have any day-to-day input over the control of Seller's FERC-jurisdictional facilities.

**UNITED STATES OF AMERICA  
FEDERAL ENERGY REGULATORY COMMISSION**

62SK 8ME LLC	)	
	)	Docket No. ER16-____-____
	)	

**PROTECTIVE ORDER**

(Issued \_\_\_\_\_, 2016)

1. This Protective Order shall govern the use of all Protected Materials produced by, or on behalf of, any Participant. Notwithstanding any order terminating this proceeding, this Protective Order shall remain in effect until specifically modified or terminated by the Presiding Administrative Law Judge (Presiding Judge) (which includes the Chief Administrative Law Judge) or the Federal Energy Regulatory Commission (Commission).

2. This Protective Order applies to the following two categories of materials: (A) A Participant may designate as protected those materials which customarily are treated by that Participant as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Participant or its customers to risk of competitive disadvantage or other business injury; and (B) A Participant shall designate as protected those materials which contain critical energy infrastructure information, as defined in 18 CFR § 388.113(c)(1) (“Critical Energy Infrastructure Information”).

3. Definitions -- For purposes of this Order:

(a) The term “Participant” shall mean a Participant as defined in 18 CFR § 385.102(b).

(b) (1) The term “Protected Materials” means (A) materials (including depositions) provided by a Participant in response to discovery requests and designated by such Participant as protected; (B) any information contained in or obtained from such designated materials; (C) any other materials which are made subject to this Protective Order by the Presiding Judge, by the Commission, by any court or other body having appropriate authority, or by agreement of the Participants; (D) notes of Protected Materials; and (E) copies of Protected Materials. The Participant producing the Protected Materials shall physically mark them on each page as “PROTECTED MATERIALS” or with words of similar import as long as the term “Protected Materials” is included in that designation to indicate that they are Protected Materials. If the Protected Materials contain Critical Energy Infrastructure Information, the Participant producing such information shall additionally mark on each page containing such information the words “Contains Critical Energy Infrastructure Information B Do Not Release”.

(2) The term “Notes of Protected Materials” means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or

discloses materials described in Paragraph 3(b)(1). Notes of Protected Materials are subject to the same restrictions provided in this order for Protected Materials except as specifically provided in this order.

(3) Protected Materials shall not include (A) any information or document that has been filed with and accepted into the public files of the Commission, or contained in the public files of any other federal or state agency, or any federal or state court, unless the information or document has been determined to be protected by such agency or court, or (B) information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order, or (C) any information or document labeled as “Non-Internet Public” by a Participant, in accordance with Paragraph 30 of FERC Order No. 630, FERC Stats. & Regs. ¶ 31,140. Protected Materials do include any information or document contained in the files of the Commission that has been designated as Critical Energy Infrastructure Information.

(c) The term “Non-Disclosure Certificate” shall mean the certificate annexed hereto by which Participants who have been granted access to Protected Materials shall certify their understanding that such access to Protected Materials is provided pursuant to the terms and restrictions of this Protective Order, and that such Participants have read the Protective Order and agree to be bound by it. All Non-Disclosure Certificates shall be served on all parties on the official service list maintained by the Secretary in this proceeding.

(d) The term “Reviewing Representative” shall mean a person who has signed a Non-Disclosure Certificate and who is:

- (1) Commission Trial Staff designated as such in this proceeding;
- (2) an attorney who has made an appearance in this proceeding for a Participant;
- (3) attorneys, paralegals, and other employees associated for purposes of this case with an attorney described in Subparagraph (2);
- (4) an expert or an employee of an expert retained by a Participant for the purpose of advising, preparing for or testifying in this proceeding;
- (5) a person designated as a Reviewing Representative by order of the Presiding Judge or the Commission; or
- (6) employees or other representatives of Participants appearing in this proceeding with significant responsibility for this docket.

4. Protected Materials shall be made available under the terms of this Protective Order only to Participants and only through their Reviewing Representatives as provided in Paragraphs 7-9.



5. Protected Materials shall remain available to Participants until the later of the date that an order terminating this proceeding becomes no longer subject to judicial review, or the date that any other Commission proceeding relating to the Protected Material is concluded and no longer subject to judicial review. If requested to do so in writing after that date, the Participants shall, within fifteen days of such request, return the Protected Materials (excluding Notes of Protected Materials) to the Participant that produced them, or shall destroy the materials, except that copies of filings, official transcripts and exhibits in this proceeding that contain Protected Materials, and Notes of Protected Material may be retained, if they are maintained in accordance with Paragraph 6, below. Within such time period each Participant, if requested to do so, shall also submit to the producing Participant an affidavit stating that, to the best of its knowledge, all Protected Materials and all Notes of Protected Materials have been returned or have been destroyed or will be maintained in accordance with Paragraph 6. To the extent Protected Materials are not returned or destroyed, they shall remain subject to the Protective Order.

6. All Protected Materials shall be maintained by the Participant in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to Paragraphs 8-9. The Secretary shall place any Protected Materials filed with the Commission in a non-public file. By placing such documents in a non-public file, the Commission is not making a determination of any claim of privilege. The Commission retains the right to make determinations regarding any claim of privilege and the discretion to release information necessary to carry out its jurisdictional responsibilities. For documents submitted to Commission Trial Staff ("Staff"), Staff shall follow the notification procedures of 18 CFR §388.112 before making public any Protected Materials.

7. Protected Materials shall be treated as confidential by each Participant and by the Reviewing Representative in accordance with the certificate executed pursuant to Paragraph 9. Protected Materials shall not be used except as necessary for the conduct of this proceeding, nor shall they be disclosed in any manner to any person except a Reviewing Representative who is engaged in the conduct of this proceeding and who needs to know the information in order to carry out that person's responsibilities in this proceeding. Reviewing Representatives may make copies of Protected Materials, but such copies become Protected Materials. Reviewing Representatives may make notes of Protected Materials, which shall be treated as Notes of Protected Materials if they disclose the contents of Protected Materials.

8. (a) If a Reviewing Representative's scope of employment includes the marketing of energy, the direct supervision of any employee or employees whose duties include the marketing of energy, the provision of consulting services to any person whose duties include the marketing of energy, or the direct supervision of any employee or employees whose duties include the marketing of energy, such Reviewing Representative may not use information contained in any Protected Materials obtained through this proceeding to give any Participant or any competitor of any Participant a commercial advantage.

(b) In the event that a Participant wishes to designate as a Reviewing Representative a person not described in Paragraph 3(d) above, the Participant shall seek agreement from the Participant providing the Protected Materials. If an agreement is reached that person shall be a Reviewing Representative pursuant to Paragraphs 3(d) above with respect to those materials. If no agreement is reached, the Participant shall submit the disputed designation to the Presiding Judge for resolution.

9. (a) A Reviewing Representative shall not be permitted to inspect, participate in discussions regarding, or otherwise be permitted access to Protected Materials pursuant to this Protective Order unless that Reviewing Representative has first executed a Non-Disclosure Certificate; provided, that if an attorney qualified as a Reviewing Representative has executed such a certificate, the paralegals, secretarial and clerical personnel under the attorney's instruction, supervision or control need not do so. A copy of each Non-Disclosure Certificate shall be provided to counsel for the Participant asserting confidentiality prior to disclosure of any Protected Material to that Reviewing Representative.

(b) Attorneys qualified as Reviewing Representatives are responsible for ensuring that persons under their supervision or control comply with this order.

10. Any Reviewing Representative may disclose Protected Materials to any other Reviewing Representative as long as the disclosing Reviewing Representative and the receiving Reviewing Representative both have executed a Non-Disclosure Certificate. In the event that any Reviewing Representative to whom the Protected Materials are disclosed ceases to be engaged in these proceedings, or is employed or retained for a position whose occupant is not qualified to be a Reviewing Representative under Paragraph 3(d), access to Protected Materials by that person shall be terminated. Even if no longer engaged in this proceeding, every person who has executed a Non-Disclosure Certificate shall continue to be bound by the provisions of this Protective Order and the certification.

11. Subject to Paragraph 18, the Presiding Administrative Law Judge shall resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Presiding Administrative Law Judge, the parties to the dispute shall use their best efforts to resolve it. Any participant that contests the designation of materials as protected shall notify the party that provided the protected materials by specifying in writing the materials the designation of which is contested. This Protective Order shall automatically cease to apply to such materials five (5) business days after the notification is made unless the designator, within said 5-day period, files a motion with the Presiding Administrative Law Judge, with supporting affidavits, demonstrating that the materials should continue to be protected. In any challenge to the designation of materials as protected, the burden of proof shall be on the participant seeking protection. If the Presiding Administrative Law Judge finds that the materials at issue are not entitled to protection, the procedures of Paragraph 18 shall apply. The procedures described above shall not apply to protected materials designated by a Participant as Critical Energy Infrastructure Information. Materials so designated shall remain protected and subject to the provisions of this Protective Order, unless a Participant requests and obtains a

determination from the Commission's Critical Energy Infrastructure Information Coordinator that such materials need not remain protected.

12. All copies of all documents reflecting Protected Materials, including the portion of the hearing testimony, exhibits, transcripts, briefs and other documents which refer to Protected Materials, shall be filed and served in sealed envelopes or other appropriate containers endorsed to the effect that they are sealed pursuant to this Protective Order. Such documents shall be marked "PROTECTED MATERIALS" and shall be filed under seal and served under seal upon the Presiding Judge and all Reviewing Representatives who are on the service list. Such documents containing Critical Energy Infrastructure Information shall be additionally marked "Contains Critical Energy Infrastructure Information – Do Not Release". For anything filed under seal, redacted versions or, where an entire document is protected, a letter indicating such, will also be filed with the Commission and served on all parties on the service list and the Presiding Judge. Counsel for the producing Participant shall provide to all Participants who request the same, a list of Reviewing Representatives who are entitled to receive such material. Counsel shall take all reasonable precautions necessary to assure that Protected Materials are not distributed to unauthorized persons.

13. If any Participant desires to include, utilize or refer to any Protected Materials or information derived therefrom in testimony or exhibits during the hearing in these proceedings in such a manner that might require disclosure of such material to persons other than reviewing representatives, such participant shall first notify both counsel for the disclosing participant and the Presiding Judge of such desire, identifying with particularity each of the Protected Materials. Thereafter, use of such Protected Material will be governed by procedures determined by the Presiding Judge.

14. Nothing in this Protective Order shall be construed as precluding any Participant from objecting to the use of Protected Materials on any legal grounds.

15. Nothing in this Protective Order shall preclude any Participant from requesting the Presiding Judge, the Commission, or any other body having appropriate authority, to find that this Protective Order should not apply to all or any materials previously designated as Protected Materials pursuant to this Protective Order. The Presiding Judge may alter or amend this Protective Order as circumstances warrant at any time during the course of this proceeding.

16. Each party governed by this Protective Order has the right to seek changes in it as appropriate from the Presiding Judge or the Commission.

17. All Protected Materials filed with the Commission, the Presiding Judge, or any other judicial or administrative body, in support of, or as a part of, a motion, other pleading, brief, or other document, shall be filed and served in sealed envelopes or other appropriate containers bearing prominent markings indicating that the contents include Protected Materials subject to this Protective Order. Such documents containing Critical Energy Infrastructure Information shall be additionally marked "Contains Critical Energy Infrastructure Information – Do Not Release."

18. If the Presiding Judge finds at any time in the course of this proceeding that all or part of the Protected Materials need not be protected, those materials shall, nevertheless, be subject to the protection afforded by this Protective Order for three (3) business days from the date of issuance of the Presiding Judge's determination, and if the Participant seeking protection files an interlocutory appeal or requests that the issue be certified to the Commission, for an additional seven (7) business days. None of the Participants waives its rights to seek additional administrative or judicial remedies after the Presiding Judge's decision respecting Protected Materials or Reviewing Representatives, or the Commission's denial of any appeal thereof. The provisions of 18 CFR §§ 388.112 and 388.113 shall apply to any requests under the Freedom of Information Act (5 U.S.C. § 552) for Protected Materials in the files of the Commission.

19. Nothing in this Protective Order shall be deemed to preclude any Participant from independently seeking through discovery in any other administrative or judicial proceeding information or materials produced in this proceeding under this Protective Order.

20. None of the Participants waives the right to pursue any other legal or equitable remedies that may be available in the event of actual or anticipated disclosure of Protected Materials.

21. The contents of Protected Materials or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with this Protective Order and shall be used only in connection with this (these) proceeding(s). Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

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Presiding Administrative Law Judge

**UNITED STATES OF AMERICA  
FEDERAL ENERGY REGULATORY COMMISSION**

62SK 8ME LLC

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Docket No. ER16-\_\_\_\_-\_\_\_\_

**NON-DISCLOSURE CERTIFICATE**

I hereby certify my understanding that access to Protected Materials is provided to me pursuant to the terms and restrictions of the Protective Order in this proceeding, that I have been given a copy of and have read the Protective Order, and that I agree to be bound by it. I understand that the contents of the Protected Materials, any notes or other memoranda, or any other form of information that copies or discloses Protected Materials shall not be disclosed to anyone other than in accordance with that Protective Order. I acknowledge that a violation of this certificate constitutes a violation of an order of the Federal Energy Regulatory Commission.

By Signature: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Employed By: \_\_\_\_\_  
Representing: \_\_\_\_\_  
Date: \_\_\_\_\_

**62SK 8ME LLC**  
**MARKET-BASED RATE TARIFF**

1. Availability: 62SK 8ME LLC (“Seller”) makes electric energy, capacity and ancillary services available under this FERC electric tariff to any purchaser, except as prohibited below:
  - a. New England. Seller offers regulation and frequency response service (automatic generator control), operating reserve service (which includes 10- minute spinning reserve, 10-minute non-spinning reserve, and 30-minute operating reserve service) to purchasers within the markets administered by the ISO New England, Inc.
  - b. PJM. Seller offers regulation and frequency response service, energy imbalance service, and operating reserve service (which includes spinning, 10- minute, and 30-minute reserves) for sale into the market administered by PJM Interconnection, L.L.C. (“PJM”) and, where the PJM Open Access Transmission Tariff permits, the self-supply of these services to purchasers for a bilateral sale that is used to satisfy the ancillary services requirements of the PJM Office of Interconnection.
  - c. New York. Seller offers regulation and frequency response service, and operating reserve service (which include 10-minute non-synchronous, 30-minute operating reserves, 10-minute spinning reserves, and 10-minute non-spinning reserves) for sale to purchasers in the market administered by the New York Independent System Operator, Inc.
  - d. California. Seller offers regulation service, spinning reserve service, and non-spinning reserve service to the California Independent System Operator Corporation (“CAISO”) and to others that are self-supplying ancillary services to the CAISO.
  - e. MISO. Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. (“MISO”) and to others that are self-supplying ancillary services to MISO.
  - f. Southwest Power Pool. Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Southwest Power Pool, Inc. (“SPP”) and to others that are self-supplying ancillary services to SPP.
  - g. Third Party Ancillary Services. Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, and Operating Reserve-Supplemental. Sales will not include the following: (1) sales to an RTO or an ISO, *i.e.*, where that entity has no ability to self-supply ancillary services but instead depends on third parties; and (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier. Sales of Operating Reserve-Spinning and Operating Reserve-Supplemental will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to

offer ancillary services to its own customers, except where the Commission has granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider's OATT rate for the same service or where the Commission has granted authorization.

2. Applicability: This tariff is applicable to all sales of energy, capacity, and ancillary services by Seller which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another rate schedule on file with the Commission.
3. Rates: All sales shall be made at rates established by agreement between the purchaser and Seller.
4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and Seller.
5. Compliance with Commission Regulations: Seller shall comply with the provisions of 18 C.F.R. Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller's market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this tariff or otherwise restricts or limits the Seller's market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R. Part 35, Subpart H, and with any orders of the Commission concerning Seller's market-based rate authority, will constitute a violation of this tariff.
6. Limitations and Exemptions Regarding Market-Based Rate Authority: The Commission granted Seller in Docket No. ER16-\_\_\_\_-000 the following waivers and exemptions in connection with its market-based rate authority: (i) waiver of Subparts B and C of Part 35 regarding the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15 and 35.16; (ii) waiver of the accounting and related reporting requirements under Parts 41, 101 and 141, with the exception of Sections 141.14 and 141.15, of the Commission's regulations; and (iii) blanket authorization under Section 204 of the Federal Power Act, 16 U.S.C. § 824c, and Part 34 of the Commission's regulations to issue securities and assume obligations and liability.
7. Seller Category: Seller is a Category 1 Seller, as defined in 18 C.F.R. § 35.36(a), in the Southwest Power Pool, Northeast, Southeast, Southwest, Central and Northwest Regions.
8. Effective Date: This tariff is effective on such date set by FERC.

FERC rendition of the electronically filed tariff records in Docket No. ER16-00893-000

Filing Data:

CID: C005138

Filing Title: Baseline New

Company Filing Identifier: 1

Type of Filing Code: 400

Associated Filing Identifier:

Tariff Title: Market Based Rates

Tariff ID: 1

Payment Confirmation:

Suspension Motion: N

Tariff Record Data:

Record Content Description, Tariff Record Title, Record Version Number, Option Code:

Section 1, Market Based Rates, 0.0.0, A

Record Narrative Name:

Tariff Record ID: 10

Tariff Record Collation Value: 10 Tariff Record Parent Identifier: 0

Proposed Date: 2016-04-04

Priority Order: 500

Record Change Type: New

Record Content Type: 1

Associated Filing Identifier:

## **62SK 8ME LLC MARKET-BASED RATE TARIFF**

1. Availability: 62SK 8ME LLC (“Seller”) makes electric energy, capacity and ancillary services available under this FERC electric tariff to any purchaser, except as prohibited below:
  - a. New England. Seller offers regulation and frequency response service (automatic generator control), operating reserve service (which includes 10-minute spinning reserve, 10-minute non-spinning reserve, and 30-minute operating reserve service) to purchasers within the markets administered by the ISO New England, Inc.
  - b. PJM. Seller offers regulation and frequency response service, energy imbalance service, and operating reserve service (which includes spinning, 10- minute, and 30-minute reserves) for sale into the market administered by PJM Interconnection, L.L.C. (“PJM”) and, where the PJM Open Access Transmission Tariff permits, the self-supply of these services to purchasers for a bilateral sale that is used to satisfy the ancillary services requirements of the PJM Office of Interconnection.
  - c. New York. Seller offers regulation and frequency response service, and operating reserve service (which include 10-minute non-synchronous, 30-minute operating reserves, 10-minute spinning reserves, and 10-minute non-spinning reserves) for sale to purchasers in the market administered by the New York Independent System Operator, Inc.
  - d. California. Seller offers regulation service, spinning reserve service, and non-spinning reserve service to the California Independent System Operator Corporation (“CAISO”) and to others that are self-supplying ancillary services to the CAISO.



- e. MISO. Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. (“MISO”) and to others that are self-supplying ancillary services to MISO.
  - f. Southwest Power Pool. Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Southwest Power Pool, Inc. (“SPP”) and to others that are self-supplying ancillary services to SPP.
  - g. Third Party Ancillary Services. Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, and Operating Reserve-Supplemental. Sales will not include the following: (1) sales to an RTO or an ISO, *i.e.*, where that entity has no ability to self-supply ancillary services but instead depends on third parties; and (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier. Sales of Operating Reserve-Spinning and Operating Reserve-Supplemental will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except where the Commission has granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider’s OATT rate for the same service or where the Commission has granted authorization.
2. Applicability: This tariff is applicable to all sales of energy, capacity, and ancillary services by Seller which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another rate schedule on file with the Commission.
  3. Rates: All sales shall be made at rates established by agreement between the purchaser and Seller.
  4. Other Terms and Conditions: All other terms and conditions shall be established by agreement between the purchaser and Seller.
  5. Compliance with Commission Regulations: Seller shall comply with the provisions of 18 C.F.R. Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller’s market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this tariff or otherwise restricts or limits the Seller’s market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R. Part 35, Subpart H, and with any orders of the Commission concerning Seller’s market-based rate authority, will constitute a violation of this tariff.

6. Limitations and Exemptions Regarding Market-Based Rate Authority: The Commission granted Seller in Docket No. ER16-\_\_\_\_-000 the following waivers and exemptions in connection with its market-based rate authority: (i) waiver of Subparts B and C of Part 35 regarding the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15 and 35.16; (ii) waiver of the accounting and related reporting requirements under Parts 41, 101 and 141, with the exception of Sections 141.14 and 141.15, of the Commission's regulations; and (iii) blanket authorization under Section 204 of the Federal Power Act, 16 U.S.C. § 824c, and Part 34 of the Commission's regulations to issue securities and assume obligations and liability.
7. Seller Category: Seller is a Category 1 Seller, as defined in 18 C.F.R. § 35.36(a), in the Southwest Power Pool, Northeast, Southeast, Southwest, Central and Northwest Regions.
8. Effective Date: This tariff is effective on such date set by FERC.

Appendix B: Corporate Entities and Assets

Instructions for completing the Asset Appendix list: Generation Assets			
Column	Title	Format	Description
[A]	Filing Entity and its Energy Affiliates	Free Form Text	Name of the Filing Entity and its Affiliates. Please use the exact name as in the Company Registration database if possible.
[B]	Docket # where MBR authority was granted	Text in the form: ##XX-XXX-XXX where "##" is either "ER" or "QF" and "X" is a digit	If applicable, Docket Number where MBR or QF status was originally granted. Can be an ER, EL or QF Docket.
[C]	Generation Name (Plant or Unit Name)	Free Form Text	Unit Name or if all units in a plant are reasonably similar, a plant name. Use EIA-860 or industry standard names to the extent possible.
[D]	Owned By	Free Form Text	Name of the Entity owning the generation unit or plant. Please use the same name as in the Company Registration database if possible.
[E]	Controlled By	Free Form Text	Name of the Entity that controls the output of the generation unit or plant. Please use the same name as in the Company Registration database if possible.
[F]	Date Control Transferred	MM/YYYY or DD/MM/YY	The date the unit came under the control of the Entity listed in "[E] Controlled By." Often it is the date the generation was acquired or built.
[G]	Market / Balancing Authority Area	Free Form Text. For Markets or submarkets please use one of the abbreviations or names in the next column. For BAAs please use the NERC defined name	One of the six RTO/ISOs (ISO-NE, NYISO, PJM, MISO, SPP, CAISO or their designated submarkets (PJM-East, 5004/5005, APsouth, Connecticut, Southwest Connecticut, New York City, Long Island) or a NERC defined Balancing Authority Area name.
[H]	Geographic Region	Specific Text	One of the six MBR regions: Northeast, Southeast, Central, SPP, Southeast, Southwest; or "N/A"
[I]	In-Service Date	MM/YYYY or MM/DD/YY	The date the unit first came into service.
[J]	Capacity Rating: Nameplate (MW)	Numeric. Either an integer or fixed width numeric with one decimal	The nameplate capacity rating of the unit, usually provided by the manufacturer, in MWs.
[K]	Capacity Rating: Used in Filing (MW)	Numeric. Either an integer or fixed width numeric with one decimal	The capacity rating of the unit(s), in MWs, used in this filing for that unit(s)
[L]	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative		A single capital letter (either "N", "S", "U", "E", or "A") to designate the rating methodology of the unit's capacity used in this filing.
[M]	End Note Number (Enter text in End Note Tab)	Integer	The number of the explanatory note in "End Notes" worksheet that refers to this entry. The numbers should be ascending integers throughout the appendix. If there are three notes in the Generation worksheet tab, then the first end note in the Transmission tab should be "four" (please do not start over with a new numbering sequence)

Instructions for completing the Asset Appendix list: Long-term Purchased Power Agreements (PPA)			
Column	Title	Format	Description
[A]	Filing Entity and its Energy Affiliates	Free Form Text	Name of the Filing Entity or affiliate of the Filing Entity that is purchasing the energy or capacity.
[B]	Docket # where MBR authority was granted	Text in the form: ##XX-XXX-XXX where "##" is either "ER" or "QF" and "X" is a digit	Same instruction as the Generation Assets Tab.
[C]	Seller Name	Free Form Text	Name of the Entity that is selling the energy or capacity.
[D]	Amount of PPA (MW)	Numeric. Either an integer or fixed width numeric with one decimal	Contracted amount of MW of the PPA. If the contract is for the entire output of a specific generation facility, you may de-rate the facility using the same de-rating methodology that is used for generators of the same technology elsewhere in the appendix. If this amount is de-rated please explain in the end notes section. Energy only contracts must be converted from MWh to MW and only report contracts one year or longer
[E]	Market / Balancing Authority Area	Free Form Text. For Markets or submarkets please use one of the abbreviations or names in the next column. For BAAs please use the NERC defined name	The RTO/ISO, RTO/ISO submarket, or NERC defined balancing authority area where the generation or capacity is physically located.
[F]	Geographic Region	Specific Text	Same instruction as the Generation Assets Tab
[G]	Start Date (mo/da/yr)	MM/DD/YY	The Start Date of the PPA
[H]	End Date (mo/da/yr)	MM/DD/YY	The End Date of the PPA
[I]	End Note Number (Enter text in End Note Tab)	Integer	Same instruction as the Generation Assets Tab

## Instructions for completing the Asset Appendix list: Transmission and Natural Gas Assets

Column	Title	Format	Description
[A]	Filing Entity and its Energy Affiliates		Same instruction as the Generation Assets Tab
[B]	Cite to order accepting OATT or the order approving the transfer of transmission facilities to an RTO or ISO		Commission cite to the order accepting the Filing Entity's or its Energy Affiliates' current OATT, or the order transferring control of transmission facilities to an RTO/ISO.
[C]	Asset Name and Use	Free Form Text	Legal name of the facility and brief description of the type of facility (i.e. transmission line or gas pipeline).
[D]	Owned By		Same instruction as the Generation Assets Tab
[E]	Controlled By		Same instruction as the Generation Assets Tab
[F]	Date Control Transferred		Same instruction as the Generation Assets Tab
[G]	Market / Balancing Authority Area		Same instruction as the Generation Assets Tab
[H]	Geographic Region		Same instruction as the Generation Assets Tab
[I]	Size (length and kV)	Free Form Text	Description of the size in facility in the measures relevant to the specific type of facility. For example, for Electric "Size" refers to the Length and KV rating of the transmission line; for Gas pipeline "Size" refers to the Length and Diameter of the pipeline; for Gas Storage "Size" refers to the capacity of the facility
[J]	End Note Number (Enter text in End Note Tab)		Same instruction as the Generation Assets Tab

## Instructions for completing the Asset Appendix list: End Notes

Column	Title	Format	Description
[A]	End Note Number	Integer	Should match an End Note number in the "Generation Assets", "PPA" or "Transmission" lists
[B]	List (Generation, PPA or Transmission)	The words "Generation", "PPA", or "Transmission"	Indicates which asset list the end note is located
[C]	Explanatory Note	Free Form Text	Text providing the clarification or explanatory note.

## Asset Appendix: Generation Assets

## Generation Assets of 62SK 8ME LLC-Affiliated Sellers and their Affiliates

[A]	[B]	[C]	[D]	[E]	[F]	[G] [H] Location		[I]	[J]	[K]	[L]	[M]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Red Horse III, LLC	[Pending]	Red Horse 3	DESRI RH3 Holdings, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	TEPC	Southwest	06/2016	30	30	N	
American Capital Energy – Searchlight Solar, LLC	N/A	Searchlight Solar Farm	DESRI V Searchlight, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	NV Energy	Northwest	12/2014	17.5	17.5	N	
Balko Wind, LLC	ER15-1065-000	Balko Wind Farm	DESRI VI Balko Wind Holdings, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	SPP	SPP	08/2015	299.7	299.7	N	
Balko Wind Transmission, LLC	ER15-1676-000	N/A	N/A	N/A	N/A	SPP	SPP	N/A	N/A	N/A	N/A	
Forbes Street Solar LLC	N/A	Forbes Street Solar Farm	DESRI V LA County Solar Holdco, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	ISO-NE	Northeast	12/2013	3	3	N	
Hannah Solar, LLC (LAX Building A&B)	N/A	LA County Solar Farm	DESRI V LA County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	12/2014	0.8	0.8	N	
Hannah Solar, LLC (Van Nuys)	N/A	LA County Solar Farm	DESRI V LA County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	10/2014	0.7	0.7	N	
Heizenberg Solar LLC	N/A	LA County Solar Farm	DESRI V LA County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	10/2014	0.9	0.9	N	
Keystone Solar, LLC	N/A	Keystone Solar Farm	DESRI II Acquisition, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	PJM	Northeast	09/2012	5	5	N	
Kona Solar LLC (Meridian)	N/A	Kona Solar Farm	DESRI V LA County Solar Holdco, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	03/2015	1.5	1.5	N	
Kona Solar LLC (Rancho)	N/A	Kona Solar Farm	DESRI V LA County Solar Holdco, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	04/2015	1.8	1.8	N	
Kona Solar LLC (Terra)	N/A	Kona Solar Farm	DESRI V LA County Solar Holdco, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	03/2015	1.5	1.5	N	
Lake County Solar LLC (Griffith)	N/A	Lake County Solar Farm	Lake County DFX Holdco, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	MISO	Central	07/2013	2	2	N	
Lake County Solar LLC (East Chicago)	N/A	Lake County Solar Farm	Lake County DFX Holdco, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	MISO	Central	08/2013	2	2	N	
Marion Solar, LLC (Belmont)	N/A	Marion Solar Farm	Marion Solar Holdings, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	MISO	Central	11/2015	3.8	3.8	N	
Marion Solar, LLC (LNGN)	N/A	Marion Solar Farm	Marion Solar Holdings, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	MISO	Central	10/2015	1.5	1.5	N	
MRB Solar LLC	N/A	LA County Solar Farm	DESRI V LA County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	11/2014	0.8	0.8	N	
Power County Wind Park North, LLC	N/A	Power County Wind Farm	Power County Wind Parks, LLC	D. E. Shaw Renewable Investments, L.L.C.	N/A	PacifiCorp	Northwest	12/2011	22.5	22.5	N	

Power County Wind Park South, LLC	N/A	Power County Wind Farm	Power County Wind Parks, LLC	D. E. Shaw Renewable Investments, L.L.C.	N/A	PacifiCorp	Northwest	12/2011	22.5	22.5	N	
Red Horse Wind 2, LLC	ER15-1066-001	Red Horse	DESRI RH2 Holdings, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	TEP	Southwest	09/2015	85	85	N	
Tulare PV I LLC (Porterville 1)	N/A	Tulare Porterville Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1	1	N	
Tulare PV I LLC (Porterville 2)	N/A	Tulare Porterville Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1	1	N	
Tulare PV I LLC (Porterville 3)	N/A	Tulare Porterville Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1.5	1.5	N	
Tulare PV I LLC (Lindsay 1)	N/A	Tulare Lindsay Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1.5	1.5	N	
Tulare PV I LLC (Lindsay 2)	N/A	Tulare Lindsay Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1.5	1.5	N	
Tulare PV I LLC (Lindsay 3)	N/A	Tulare Lindsay Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1	1	N	
Tulare PV I LLC (Ivanhoe 1)	N/A	Tulare Ivanhoe Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1.5	1.5	N	
Tulare PV I LLC (Ivanhoe 2)	N/A	Tulare Ivanhoe Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	0.5	0.5	N	
Tulare PV I LLC (Ivanhoe 3)	N/A	Tulare Ivanhoe Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	01/2014	1.5	1.5	N	
Tulare PV I LLC (Exeter 1)	N/A	Tulare Exeter Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	02/2014	1	1	N	
Tulare PV I LLC (Exeter 2)	N/A	Tulare Exeter Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	02/2014	1	1	N	
Tulare PV I LLC (Exeter 3)	N/A	Tulare Exeter Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	02/2014	1.5	1.5	N	
Tulare PV II LLC (Kingsburg 1)	N/A	Tulare Kingsburg Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	12/2013	1.5	1.5	N	
Tulare PV II LLC (Kingsburg 2)	N/A	Tulare Kingsburg Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	12/2013	1.5	1.5	N	
Tulare PV II LLC (Kingsburg 3)	N/A	Tulare Kingsburg Solar Farm	Tulare County Solar, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	CAISO	Southwest	12/2013	0.8	0.8	N	



## Asset Appendix: Transmission Assets / Natural Gas Assets

Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities  
of 62SK 8ME LLC-Affiliated Sellers and their Affiliates

[A]	[B]	[C]	[D]	[E]	[F]	[G] Location		[H]	[I] Size	[J]
Filing Entity and its Energy Affiliates	Cite to order accepting OATT or order approving the transfer of transmission facilities to an RTO or ISO	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	Size: (length and kV)	End Note Number (Enter text in End Note Tab)	
Balko Wind Transmission, LLC	Balko Wind Transmission, LLC, 152 FERC ¶ 61,011 (2015)	Balko Wind Farm interconnection facilities	Balko Wind, LLC	D. E. Shaw Renewable Investments, L.L.C.	N/A	SPP	SPP	5-mile, 345 kV transmission line		
Red Horse Wind 2, LLC	Red Horse Wind 2, LLC, 151 FERC ¶ 61,169 (2015)	Red Horse interconnection facilities	DESRI RH2 Holdings, L.L.C.	D. E. Shaw Renewable Investments, L.L.C.	N/A	TEP	Southwest	150-foot, 345 kV transmission line		



Asset Appendix: End Notes

End Notes for Entries in the Generation, Long-term PPA and Transmission Lists

[A] End Note Number	[B] List (Generation, PPA or Transmission)	[C] Explanatory Note

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