

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

Atlantic Renewable Projects II LLC	)	Docket No. ER14-1884-___
Barton Windpower LLC	)	Docket No. ER12-2076-___
Big Horn Wind Project LLC	)	Docket No. ER12-2000-___
Big Horn II Wind Project LLC	)	Docket No. ER12-2008-___
Blue Creek Wind Farm LLC	)	Docket No. ER14-1885-___
Buffalo Ridge I LLC	)	Docket No. ER12-2077-___
Buffalo Ridge II LLC	)	Docket No. ER12-2078-___
Casselman Windpower LLC	)	Docket No. ER14-1887-___
Colorado Green Holdings LLC	)	Docket No. ER12-2013-___
Dillon Wind LLC	)	Docket No. ER12-2014-___
Elk River Windfarm, LLC	)	Docket No. ER10-2942-___
Elm Creek Wind, LLC	)	Docket No. ER12-2081-___
Elm Creek Wind II LLC	)	Docket No. ER12-2083-___
Farmers City Wind, LLC	)	Docket No. ER12-2084-___
Flat Rock Windpower LLC	)	Docket No. ER14-613-___
Flat Rock Windpower II LLC	)	Docket No. ER14-614-___
Flying Cloud Power Partners, LLC	)	Docket No. ER12-2086-___
Groton Wind, LLC	)	Docket No. ER14-1888-___
Hardscrabble Wind Power LLC	)	Docket No. ER14-1889-___
Hay Canyon Wind LLC	)	Docket No. ER12-2016-___
Iberdrola Arizona Renewables, LLC	)	Docket No. ER14-2676-___
Iberdrola Renewables, LLC	)	Docket No. ER14-1890-___
Juniper Canyon Wind Power LLC	)	Docket No. ER12-2017-___
Klamath Energy LLC	)	Docket No. ER12-2018-___
Klamath Generation LLC	)	Docket No. ER12-2021-___
Klondike Wind Power LLC	)	Docket No. ER12-2022-___
Klondike Wind Power II LLC	)	Docket No. ER12-2024-___
Klondike Wind Power III LLC	)	Docket No. ER12-2025-___
Leaning Juniper Wind Power II LLC	)	Docket No. ER12-2026-___
Lempster Wind, LLC	)	Docket No. ER14-1891-___
Locust Ridge Wind Farm, LLC	)	Docket No. ER14-1892-___
Locust Ridge II, LLC	)	Docket No. ER14-1893-___
Manzana Wind LLC	)	Docket No. ER12-2030-___
MinnDakota Wind LLC	)	Docket No. ER12-2108-___
Moraine Wind LLC	)	Docket No. ER12-2097-___
Moraine Wind II LLC	)	Docket No. ER12-2101-___
Mountain View Power Partners III, LLC	)	Docket No. ER12-2031-___
New England Wind, LLC	)	Docket No. ER14-1894-___
New Harvest Wind Project LLC	)	Docket No. ER12-2102-___
Northern Iowa Windpower II LLC	)	Docket No. ER13-230-___
Pebble Springs Wind LLC	)	Docket No. ER12-2033-___
Providence Heights Wind, LLC	)	Docket No. ER14-1895-___

Rugby Wind LLC	)	Docket No. ER12-2106-___
San Luis Solar LLC	)	Docket No. ER12-2038-___
Shiloh I Wind Project, LLC	)	Docket No. ER12-2039-___
South Chestnut LLC	)	Docket No. ER14-1896-___
Star Point Wind Project LLC	)	Docket No. ER12-2042-___
Streator-Cayuga Ridge Wind Power LLC	)	Docket No. ER14-1897-___
Trimont Wind I LLC	)	Docket No. ER12-2107-___
Twin Buttes Wind LLC	)	Docket No. ER12-2044-___
	)	
Central Maine Power Company	)	Docket No. ER10-2285-___
New York State Electric & Gas Corporation	)	Docket No. ER11-2563-___
Rochester Gas and Electric Corporation	)	Docket No. ER11-2564-___
	)	
The United Illuminating Company	)	Docket No. ER10-3160-___
GenConn Devon LLC	)	Docket No. ER15-1101-___
GenConn Energy LLC	)	Docket No. ER15-1102-___
GenConn Middletown LLC	)	Docket No. ER14-906-___

### **NOTICE OF CHANGE IN STATUS**

Pursuant to Sections 35.16 and 35.42 of the rules and regulations of the Federal Energy Regulatory Commission (the “Commission”),<sup>1</sup> the above-captioned entities (collectively referred to as the “AVANGRID MBR Sellers”), each of which is an indirect subsidiary of AVANGRID, Inc. (f/k/a Iberdrola USA, Inc.) (“AVANGRID”), hereby submit this notice of change in status to reflect the recent consummation of a transaction in which AVANGRID indirectly acquired 100% of the ownership interests in The United Illuminating Company (“United Illuminating”) and 50% of the ownership interests in GenConn Devon LLC (“GenConn Devon”), GenConn Energy LLC (“GenConn Energy”) and GenConn Middletown LLC (“GenConn Middletown”) (collectively the “GenConn MBR Sellers” and together with United Illuminating, the “UIL MBR Sellers”) (the “Transaction”).<sup>2</sup>

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<sup>1</sup> 18 C.F.R. §§ 35.16, 35.42 (2015).

<sup>2</sup> See Notice of Consummation, Docket No. EC15-103-000 (filed Dec. 22, 2015).

As a result of the Transaction, the UIL MBR Sellers are now affiliated with the other AVANGRID MBR Sellers. As described here, the consummation of the Transaction does not materially alter the facts upon which the Commission relied in granting market-based rate authorization to each of the AVANGRID MBR Sellers.

## **I. COMMUNICATIONS**

All communications regarding this filing should be directed to the following persons at the addresses specified:

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## **II. DESCRIPTION OF THE AVANGRID MBR SELLERS**

### **A. The Pre-Transaction Iberdrola Renewables MBR Sellers and Their Upstream Ownership**

#### **1. Iberdrola Renewables, LLC**

Iberdrola Renewables, LLC (“Iberdrola Renewables”) is a direct wholly-owned subsidiary of Iberdrola Renewables Holdings, Inc., which is a direct wholly-owned subsidiary of AVANGRID, a public utility holding company organized under the laws of the State of New York whose shares are publicly traded on the New York Stock Exchange under the symbol “AGR.” AVANGRID is a direct subsidiary of Iberdrola, S.A. (“Iberdrola”), a Spanish public utility holding company whose shares are publicly

traded on the Madrid Stock Exchange.<sup>3</sup> Iberdrola Renewables operates as a power marketer, purchasing electricity and reselling it to wholesale customers. Iberdrola Renewables does not directly own or control any generating or transmission facilities. Iberdrola Renewables is authorized to sell electric energy and capacity at market-based rates.<sup>4</sup>

Each of the entities described in this Section II.A (together with Iberdrola Renewables, the “Pre-Transaction Iberdrola Renewables MBR Sellers”) are wholly- or partially-owned subsidiaries of Iberdrola Renewables, as described herein.

## **2. Atlantic Renewable Projects II LLC**

Atlantic Renewable Projects II LLC (“Atlantic Renewable”) is a direct, wholly-owned subsidiary of Aeolus Wind Power III LLC (Aeolus III”), which, in turn, is a direct subsidiary of PPM Wind Energy LLC (“PPM Wind”). Iberdrola Renewables is the managing member of PPM Wind and controls Aeolus III pursuant to the terms of the Aeolus III Limited Liability Company Agreement (the “Aeolus III LLC Agreement”). Morgan Stanley Wind LLC (“Morgan Stanley Wind”), a wholly-owned subsidiary of Morgan Stanley, a publicly-held, diversified financial company, has made a tax equity investment in Aeolus III purely for financial purposes and holds only limited veto or consent rights under the Aeolus III LLC Agreement necessary for it to protect its

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<sup>3</sup> Iberdrola currently holds approximately 81.5% of the outstanding shares of AVANGRID. The remaining approximately 18.5% is held by unaffiliated third parties none of whom own 10% or greater of AVANGRID.

<sup>4</sup> *PacifiCorp Power Mktg., Inc.*, 74 FERC ¶ 61,139 (1996). See Notices of Succession submitted in Docket Nos. ER03-478-000 (filed Jan. 31, 2003) and ER08-912-000 (filed May 2, 2008) reflecting subsequent name changes.

economic interest in Aeolus III.<sup>5</sup> Atlantic Renewable operates as a power marketer, purchasing electricity and reselling it to wholesale customers. Atlantic Renewables is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>6</sup>

### 3. Barton Windpower LLC

Barton Windpower LLC (“Barton”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Barton owns and operates an approximately 160 MW wind-powered electric generating facility located in Grafton, Iowa, within the Midwest Independent Transmission System Operator, Inc. (“MISO”) balancing authority area (“BAA”). The Barton facility is interconnected with transmission facilities owned by ITC Holdings Corp. Barton does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Barton facility to the transmission grid. Barton has self-certified the Barton facility as an exempt wholesale

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<sup>5</sup> On October 5, 2012, Iberdrola Renewables and its subsidiaries and affiliates operating in the Central Region with market-based rate authority (the “IRL Central MBR Companies”) filed a supplement to their updated market power analysis detailing the limited veto and consent rights Morgan Stanley Wind holds under the Aeolus III LLC Agreement and the Aeolus IV LLC Agreement. Supplement to Updated Market Power Analysis – Central Region, Docket No. ER10-2994-006 (filed Oct. 5, 2012) (the “October 2012 Filing”). The Pre-Transaction Iberdrola Renewables MBR Companies hereby incorporate that aspect of the October 2012 Filing by reference into this filing. The rights detailed in the October 2012 Filing are akin to the rights held by the passive tax equity investors in *AES Creative Resources*, which the Commission determined are not “affiliates” of the electric generating facilities in which they invested and that their membership interests did not constitute “voting securities” as defined in the Commission’s regulations. *AES Creative Resources*, 129 FERC ¶ 61,239 (2009). On January 3, 2013, the Commission accepted the IRL Central MBR Companies’ updated market power analysis, as supplemented by the October 5 Filing. *Iberdrola Renewables, LLC*, Docket No. ER10-2994-006 (letter order issued Jan. 3, 2013).

<sup>6</sup> *Atlantic Renewable Projects II LLC*, Docket No. ER08-387-000 (letter order issued Feb. 22, 2008).

generator (“EWG”)<sup>7</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>8</sup>

#### **4. Big Horn Wind Project LLC**

Big Horn Wind Project LLC (“Big Horn”) is a direct, wholly-owned subsidiary of Aeolus III, whose ownership structure is described above. Big Horn owns and operates an approximately 200 MW wind-powered electric generation facility located in Klickitat, Washington, within the balancing authority area operated by Bonneville Power Administration (“BPAT”). The Big Horn facility is interconnected with BPAT’s transmission system. Big Horn does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Big Horn facility to the transmission grid. Big Horn is an EWG<sup>9</sup> and is authorized to sell electric energy, capacity, and ancillary services in wholesale markets at market-based rates.<sup>10</sup>

#### **5. Big Horn II Wind Project LLC**

Big Horn II Wind Project LLC (“Big Horn II”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Big Horn II owns and operates an approximately 50 MW wind-powered electric generating facility located in Klickitat, Washington, within the balancing authority area operated by BPAT. The Big Horn II facility is interconnected with BPAT’s transmission system. Big Horn II does not own or control

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<sup>7</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-6-000 (filed Oct. 28, 2008).

<sup>8</sup> *Barton Windpower LLC*, Docket No. ER09-32-000 (letter order issued Nov. 14, 2008) (granting market-based rate authority on the basis of Barton’s 80 MW wind-powered electric generating facility). On August 28, 2009, Barton acquired the wind-power electric generating facility of its affiliate, Barton Windpower II LLC. *See Barton Windpower LLC*, Docket No. ER09-32-004 (letter order issued Nov. 18, 2009) (accepting notice of change in status filing).

<sup>9</sup> *Big Horn Wind Project LLC*, 113 FERC ¶ 62,230 (2005).

<sup>10</sup> *Big Horn Wind Project LLC*, Letter Order, Docket No. ER06-200-000 (Feb. 8, 2006).

transmission facilities other than those limited and discrete facilities that will be necessary to interconnect the Big Horn II facility to the transmission grid. Big Horn II is an EWG<sup>11</sup> and is authorized to sell electric energy, capacity, and ancillary services in wholesale markets at market-based rates.<sup>12</sup>

## 6. Blue Creek Wind Farm LLC

Blue Creek Wind Farm LLC (“Blue Creek”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Blue Creek owns and operates an approximately 304 MW wind-powered electric generating project located in Van Wert and Paulding Counties, Ohio within the PJM Interconnection, L.L.C. (“PJM”) BAA. Blue Creek’s facility is interconnected with the transmission facilities of American Electric Power. Blue Creek is an EWG<sup>13</sup> and was granted market-based rate authority on December 22, 2010.<sup>14</sup>

## 7. Buffalo Ridge I LLC

Buffalo Ridge I LLC (“Buffalo Ridge I”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Buffalo Ridge I owns and operates an approximately 50.4 MW wind-powered electric generating facility located in Brookings County, South Dakota, within the MISO BAA. The Buffalo Ridge I facility is interconnected with transmission facilities owned by Northern States Power (“NSP”). Buffalo Ridge I does not own or control transmission facilities other than those limited and discrete facilities necessary to

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<sup>11</sup> Big Horn II Wind Project LLC, Notice of Self-Certification of EWG Status, Docket No. EG10-29-000 (Apr. 7, 2010).

<sup>12</sup> *Big Horn II Wind Project LLC*, Letter Order, Docket Nos. ER10-974-000, *et al.* (May 17, 2010).

<sup>13</sup> Blue Creek Wind Farm LLC, Notice of Self-Certification of EWG Status, Docket No. EG11-2-000 (Oct. 1, 2010).

<sup>14</sup> *Blue Creek Wind Farm LLC*, Docket No. ER11-2112-000 (letter order issued Dec. 22, 2010).

interconnect the Buffalo Ridge I facility to the transmission grid. Buffalo Ridge I is an EWG<sup>15</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>16</sup>

### **8. Buffalo Ridge II LLC**

Buffalo Ridge II LLC (“Buffalo Ridge II”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Buffalo Ridge II owns and operates an approximately 200 MW wind-powered electric generating facility located in Brookings and Deuel Counties, South Dakota, within the MISO BAA. The Buffalo Ridge II facility is interconnected with transmission facilities owned by Xcel Energy. Buffalo Ridge II does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Buffalo Ridge II facility to the transmission grid. Buffalo Ridge II is an EWG<sup>17</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>18</sup>

### **9. Casselman Windpower LLC**

Casselman Windpower LLC (“Casselman”) is a direct, wholly-owned subsidiary of Aeolus Wind Power IV LLC (“Aeolus IV”), which, in turn, is a direct subsidiary of PPM Wind. Iberdrola Renewables is the managing member of PPM Wind and controls Aeolus IV pursuant to the terms of the Aeolus IV Limited Liability Company Agreement (the “Aeolus IV LLC Agreement”). Morgan Stanley Wind has made a tax equity

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<sup>15</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-15-000 (filed Nov. 18, 2008).

<sup>16</sup> *Buffalo Ridge I LLC*, Docket No. ER09-279-000 (letter order issued Dec. 17, 2008).

<sup>17</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-14-000 (filed Dec. 17, 2009).

<sup>18</sup> *Buffalo Ridge II LLC*, Docket No. ER10-378-001 (letter order issued Feb. 23, 2010).



investment in Aeolus IV purely for financial purposes and holds only limited veto or consent rights under the Aeolus IV LLC Agreement necessary for it to protect its economic interest in Aeolus IV.<sup>19</sup> Casselman owns and operates an approximately 35 MW wind-powered electric generating project located in Somerset County, Pennsylvania within the PJM BAA. Casselman's facility is interconnected with the FirstEnergy Corp. transmission system. Casselman is an EWG<sup>20</sup> and was granted market-based rate authority on December 29, 2006.<sup>21</sup>

### 10. Colorado Green Holdings LLC

Colorado Green Holdings LLC ("Colorado Green") is a direct, wholly-owned subsidiary of Colorado Wind Ventures, LLC ("Colorado Wind"). Colorado Wind is 50% owned by PPM Colorado Wind Ventures, Inc. ("PPM Colorado") and 50% owned by Shell WindEnergy Inc. ("Shell WindEnergy"). PPM Colorado is a wholly-owned direct subsidiary of Iberdrola Renewables. Shell WindEnergy is a wholly-owned subsidiary of

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<sup>19</sup> Specifically, the limited veto and consent rights that Morgan Stanley Wind holds under the Aeolus IV LLC Agreement are substantively identical to the limited rights that FC Energy Finance I, Inc. ("FC Energy"), a wholly-owned subsidiary of JPMorgan Chase & Co. ("JPMCC"), holds in Aeolus Wind Power I LLC ("Aeolus I"). On May 5, 2010, affiliates of JPMCC with market-based rate authority submitted a filing in Docket Nos. ER05-1232, ER09-335 and ER07-1117 detailing the limited rights of FC Energy in Aeolus I (the "JPMCC May 5 Filing"). The Pre-Transaction Iberdrola Renewables MBR Sellers hereby incorporate that aspect of the JPMCC May 5 Filing by reference into this filing. These rights are akin to the rights held by the passive tax equity investors in *AES Creative Resources*, which the Commission determined are not "affiliates" of the electric generating facilities in which they invested and that their membership interests did not constitute "voting securities" as defined in the Commission's regulations. *AES Creative Resources*, 129 FERC ¶ 61,239 (2009).

<sup>20</sup> *Casselman Windpower, LLC*, 114 FERC ¶ 62,026 (Jan. 13, 2006).

<sup>21</sup> *Casselman Windpower, LLC*, Docket No. ER07-254-000 (letter order issued Dec. 29, 2006).

Shell Oil Company.<sup>22</sup> Colorado Green owns and operates an approximately 162 MW wind-powered electric generation facility in Prowers County, Colorado, within the Public Service Company of Colorado (“PSCo”) BAA. The Colorado Green facility interconnects with PSCo’s transmission system. Colorado Green does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Colorado Green facility to the transmission grid.<sup>23</sup> Colorado Green is an EWG<sup>24</sup> and is authorized to sell electric energy and capacity in wholesale markets at market-based rates.<sup>25</sup>

## 11. Dillon Wind LLC

Dillon Wind LLC (“Dillon”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Dillon owns and operates an approximately 45 MW wind-powered electric generating facility located in Riverside County, California within the California Independent System Operator Corporation (“CAISO”) BAA. The Dillon facility is interconnected with transmission facilities owned by Southern California Edison Company (“SCE”). Dillon does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Dillon facility to the

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<sup>22</sup> A description of Shell Oil Company and its energy-related affiliates is set forth in the Updated Market Power Analysis for the Southwest Region of Shell Energy North America (US), L.P. filed in Docket No. ER10-1484-008 on July 1, 2013.

<sup>23</sup> On September 24, 2013, the Commission (1) accepted for filing a Feeder Line Ownership Agreement among Colorado Green, Twin Buttes and Pacific Wind Development, LLC which governs the terms and conditions under which such entities own, use, operate and maintain their interests in a feeder line that connects their generating facilities with the integrated transmission grid and (2) granted waivers of Order Nos. 888, 889, 890 and related orders and regulations. *Colorado Green Holdings LLC*, 144 FERC ¶ 61,228 (2013).

<sup>24</sup> *Colorado Green Holdings LLC*, 105 FERC ¶ 62,070 (2003).

<sup>25</sup> *Colorado Green Holdings, LLC*, Letter Order, Docket No. ER03-1326-000 (Oct. 15, 2003).

transmission grid. Dillon is an EWG<sup>26</sup> and is authorized to sell electric energy and capacity in wholesale markets at market-based rates.<sup>27</sup>

## 12. Elk River Windfarm, LLC

Elk River Windfarm, LLC (“Elk River”) is a direct, wholly-owned subsidiary of Aeolus Wind Power II LLC (“Aeolus II”), which, in turn, is a direct subsidiary of PPM Wind. Iberdrola Renewables is the managing member of PPM Wind and controls Aeolus II pursuant to the terms of the Aeolus II Limited Liability Company Agreement (the “Aeolus II LLC Agreement”). A syndicate of investors made a tax equity investment in Aeolus II purely for financial purposes and holds only limited veto or consent rights under the Aeolus II LLC Agreement necessary for it to protect its economic interest in Aeolus II.<sup>28</sup> Elk River owns and operates an approximately 150 MW wind-powered electric generating facility located in Butler County, Kansas, within the Southwest Power Pool, Inc. (“SPP”) BAA. The Elk River facility is interconnected with transmission owned by Empire District Electric Company. Elk River does not own or control transmission facilities other than those limited and discrete facilities necessary to

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<sup>26</sup> *Twin Buttes Wind LLC*, Docket No. EG07-15-000 (letter order issued Apr. 4, 2007) (deeming Dillon’s EWG status effective).

<sup>27</sup> *Dillon Wind LLC*, Docket No. ER07-460-000 (letter order issued May 30, 2007).

<sup>28</sup> The syndicate includes JPMCC, Halsey Street Investment LLC, Lease Plan North America, Inc., New York Life Insurance Company, and New York Life Insurance and Annuity Corporation. The limited veto and consent rights the syndicate holds under the Aeolus II LLC Agreement are substantively identical to those limited rights FC Energy has in Aeolus I, which are detailed in the JPMCC May 5 Filing. These rights are akin to the rights held by the passive tax equity investors in *AES Creative Resources*, which the Commission determined are not “affiliates” of the electric generating facilities in which they invested and that their membership interests did not constitute “voting securities” as defined in the Commission’s regulations. *AES Creative Resources*, 129 FERC ¶ 61,239 (2009).

interconnect the Elk River facility to the transmission grid. Elk River is and EWG<sup>29</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>30</sup>

### **13. Elm Creek Wind, LLC**

Elm Creek Wind, LLC (“Elm Creek”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Elm Creek owns and operates an approximately 99 MW wind-powered electric generating facility located in Martin County, Minnesota, within the MISO BAA. The Elm Creek facility is interconnected with transmission facilities owned by Xcel Energy, Inc. Elm Creek does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Elm Creek facility to the transmission grid. Elm Creek is an EWG<sup>31</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>32</sup>

### **14. Elm Creek Wind II LLC**

Elm Creek Wind II LLC (“Elm Creek II”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Elm Creek II owns and operates an approximately 148.8 MW wind-powered electric generating facility located in Jackson and Martin Counties, Minnesota, within the MISO BAA. The Elm Creek II facility is interconnected with transmission facilities owned by Great River Energy. Elm Creek II does not own or control transmission facilities other than those limited and discrete facilities necessary to

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<sup>29</sup> *Elk River Windfarm LLC*, Docket No. EG05-25-000 (letter order issued Feb. 22, 2005).

<sup>30</sup> *Elk River Windfarm LLC*, Docket No. ER05-365-000 (letter order issued Feb. 10, 2005).

<sup>31</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-7-000 (filed Oct. 28, 2008).

<sup>32</sup> *Elm Creek Wind, LLC*, Docket No. ER09-30-000 (letter order issued Nov. 14, 2008).

interconnect the Elm Creek II facility to the transmission grid. Elm Creek II is an EWG<sup>33</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>34</sup>

### **15. Farmers City Wind, LLC**

Farmers City Wind, LLC (“Farmers City”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Farmers City owns and operates an approximately 146 MW wind-powered electric generating facility located in Atchison County, Missouri, within the MISO BAA. The Farmers City facility is interconnected with transmission facilities owned by MidAmerican Energy Company. Farmers City does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Farmers City facility to the transmission grid. Farmers City is an EWG<sup>35</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>36</sup>

### **16. Flat Rock Windpower LLC**

Flat Rock Windpower LLC (“Flat Rock”) owns and operates an approximately 231 MW wind power project in Lewis County, New York, within the New York Independent System Operator, Inc. (“NYISO”) BAA. The facility is interconnected with the Niagara Mohawk Power Corporation (“NIMO”) transmission system. Flat Rock is 50% owned by Atlantic Renewable Projects LLC (“ARP”). ARP is a direct, wholly-

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<sup>33</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-15-000 (Dec. 17, 2009).

<sup>34</sup> *Elm Creek II LLC*, Docket No. ER10-377-000 (letter order issued Mar. 4, 2010).

<sup>35</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-8-000 (Oct. 28, 2008).

<sup>36</sup> *Farmers City Wind, LLC*, Docket No. ER09-31-000 (letter order issued Nov. 14, 2008).

owned subsidiary of Aeolus II, whose ownership structure is described above. The remaining 50% interest in Flat Rock is held by affiliates of Horizon Wind Energy LLC. Flat Rock is an EWG<sup>37</sup> and was granted market-based rate authority on September 14, 2005.<sup>38</sup>

### **17. Flat Rock Windpower II LLC**

Flat Rock Windpower II LLC (“Flat Rock II”) owns and operates an approximately 90.75 MW wind power project in Lewis County, New York, within the NYISO BAA. The facility is interconnected to the NIMO transmission system. Flat Rock II is 50% owned by Atlantic Renewable, whose ownership structure is described above. The remaining 50% interest in Flat Rock is held by affiliates of Horizon Wind Energy LLC. Flat Rock II is an EWG,<sup>39</sup> and was granted market-based rate authority on June 13, 2006.<sup>40</sup>

### **18. Flying Cloud Power Partners, LLC**

Flying Cloud Power Partners, LLC (“Flying Cloud”) is a direct, wholly-owned subsidiary Iberdrola Renewables. Flying Cloud owns and operates an approximately 43.5 MW wind-powered electric generating facility located in Dickinson County, Iowa, within the MISO BAA. The Flying Cloud facility is interconnected with transmission facilities owned by Interstate Power, a division of Alliant Energy Corporation. Flying Cloud does not own or control transmission facilities other than those limited and discrete

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<sup>37</sup> *Flat Rock Windpower LLC*, 105 FERC ¶ 62,066, (letter order issued Nov. 4, 2003).

<sup>38</sup> *Flat Rock Windpower LLC*, Docket No. ER05-1262-000 (letter order issued Sept. 14, 2005).

<sup>39</sup> Notice of Self-Certification of EWG Status, *Flat Rock Windpower II, LLC*, Docket No. EG06-62-000 (June 12, 2006).

<sup>40</sup> *Flat Rock Windpower II, LLC*, Docket No. ER06-1093-000 (letter order issued Jul. 13, 2006).

facilities necessary to interconnect the Flying Cloud facility to the transmission grid. Flying Cloud is an EWG<sup>41</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>42</sup>

### **19. Groton Wind, LLC**

Groton Wind, LLC (“Groton”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Groton owns and operates an approximately 48 MW wind-powered electric generating facility located in Grafton County, New Hampshire, within the ISO New England Inc. (“ISO-NE”) BAA. The facility is interconnected with the transmission facilities owned and controlled by Public Service Company of New Hampshire (“PSNH”). Groton is an EWG,<sup>43</sup> and was granted market-based rate authority on October 19, 2012.<sup>44</sup>

### **20. Hardscrabble Wind Power LLC**

Hardscrabble Wind Power LLC (“Hardscrabble”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Hardscrabble owns and operates an approximately 74 MW wind-powered electric generating facility located in Herkimer County, New York, within the NYISO BAA. The facility is interconnected with the transmission facilities owned and controlled by NIMO (d/b/a National Grid). Hardscrabble is an EWG<sup>45</sup> and was granted market-based rate authority on August 12, 2010.<sup>46</sup>

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<sup>41</sup> *Flying Cloud Power Partners, LLC*, 102 FERC ¶ 62,043 (2003).

<sup>42</sup> *Flying Cloud Power Partners, LLC*, Docket No. ER03-296-000 (letter order issued Jan. 24, 2003).

<sup>43</sup> Notice of Self-Certification of EWG Status, Docket No. EG12-113-000 (Sept. 24, 2012).

<sup>44</sup> *Groton Wind, LLC*, Docket no. ER12-2649-000 (letter order issued Oct. 19, 2012).

<sup>45</sup> Notice of Self-Certification of EWG Status, Docket No. EG10-63-000 (Aug. 30, 2010).

<sup>46</sup> *Hardscrabble Wind Power LLC*, Docket No. ER10-1725-000 (letter order issued Aug. 12, 2010).

## 21. Hay Canyon Wind LLC

Hay Canyon Wind LLC (“Hay Canyon”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Hay Canyon owns and operates an approximately 100 MW wind-powered electric generation facility in Sherman County, Oregon, within the balancing authority area operated by BPAT. The Hay Canyon facility is interconnected with BPAT’s transmission system. Hay Canyon does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Hay Canyon facility to the transmission grid. Hay Canyon is authorized to sell electric energy, capacity, and ancillary services in wholesale markets at market-based rates.<sup>47</sup>

## 22. Iberdrola Arizona Renewables, LLC

Iberdrola Arizona Renewables, LLC (“Iberdrola Arizona”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Iberdrola Arizona owns and operates an approximately 63 MW wind-powered electric generating facility and an approximately 65 MW wind-powered electric generating facility, both of which are located in Navajo County, Arizona, within the Arizona Public Service Company (“AZPS”) BAA. These facilities are interconnected with the transmission facilities owned and controlled by AZPS. Iberdrola Arizona also owns and operates a 20 MW photovoltaic solar-power electric generating facility located in Pinal County, Arizona, within the Salt River Project (“SRP”) BAA, which is a Qualifying Facility.<sup>48</sup> Iberdrola Arizona is an EWG,<sup>49</sup> and was granted market-based rate authority on December 16, 2009.<sup>50</sup>

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<sup>47</sup> *Hay Canyon Wind LLC*, Docket Nos. ER09-382-000, *et al.* (letter order issued Feb. 3, 2009).

<sup>48</sup> Form 556 of Iberdrola Arizona Renewables, LLC, Docket No. QF11-447-001 (filed Nov. 12, 2014).



### 23. Juniper Canyon Wind Power LLC

Juniper Canyon Wind Power LLC (“Juniper Canyon”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Juniper Canyon owns and operates an approximately 151.2 MW wind-powered electric generation facility in Klickitat County, Washington, within the balancing authority area operated by BPAT. The Juniper Canyon facility is interconnected with BPAT’s transmission system. Juniper does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Juniper Canyon facility to the transmission grid. Juniper Canyon is and EWG<sup>51</sup> and is authorized to sell electric energy, capacity, and ancillary services in wholesale markets at market-based rates.<sup>52</sup>

### 24. Klamath Energy LLC

Klamath Energy LLC (“Klamath Energy”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Klamath Energy owns and operates: (1) an approximately 100 MW simple-cycle combustion turbine facility in Klamath County, Oregon (the “CT Facility”); and (2) an approximately 536 MW natural gas-fired combined-cycle electric generation facility in Klamath County, Oregon (the “CC Facility”). The CT Facility and the CC Facility are located within the balancing authority area operated by BPAT and are interconnected with PacifiCorp’s transmission system. Klamath Energy does not own or

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<sup>49</sup> Notice of Self-Certification of EWG Status, Iberdrola Arizona Renewables, LLC, Docket No. EG15-13-000 (filed Nov. 12, 2014).

<sup>50</sup> *Dry Lake Wind Power, LLC*, Docket No. ER09-1723-000 (letter order issued Dec. 16, 2009). See Notice of Succession submitted in Docket No. ER14-2676-000 (filed Aug. 19, 2014) reflecting subsequent name change.

<sup>51</sup> Notice of Self-Certification of EWG Status, Docket No. EG10-30-000 (filed Apr. 7, 2010).

<sup>52</sup> *Big Horn II Wind Project LLC*, Docket Nos. ER10-974-000, *et al.* (letter order issued May 17, 2010).

control transmission facilities other than those limited and discrete facilities necessary to interconnect the CT Facility and the CC Facility to the transmission grid. Klamath Energy is an EWG<sup>53</sup> and is authorized to sell energy and capacity in wholesale markets at market-based rates.<sup>54</sup>

## 25. Klamath Generation LLC

Klamath Generation LLC (“Klamath Generation”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Klamath Generation is developing an approximately 550 MW natural gas-fired electric generation facility to be located in Klamath County, Oregon. The Klamath Generation facility will be located within the balancing authority area operated by BPAT and interconnected with PacifiCorp’s transmission system. Klamath Generation does not own or control transmission facilities other than those limited and discrete facilities that will be necessary to interconnect the Klamath Generation facility to the transmission grid. Klamath Generation is authorized to sell energy and capacity in wholesale markets at market-based rates.<sup>55</sup>

## 26. Klondike Wind Power LLC

Klondike Wind Power LLC (“Klondike Wind”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Klondike Wind owns and operates an approximately 24 MW wind-powered electric generation facility located in Sherman County, Oregon

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<sup>53</sup> *Klamath Energy LLC*, 97 FERC ¶ 62,106 (2001).

<sup>54</sup> *PPM Three LLC*, Docket No. ER97-3928-000 (letter order issued Sept. 10, 1997) (approving market-based rate schedule for PPM Three LLC). PPM Three LLC later changed its name to Klamath Energy LLC and notified the Commission of such change. *See* Notification of Change in Name, Docket No. ER01-3121-000 (filed Aug. 27, 2001).

<sup>55</sup> *PPM Four LLC*, Docket No. ER97-3929-000 (letter order issued Sept. 10, 1997) (approving market-based rate schedule for PPM Four LLC). PPM Four LLC later changed its name to Klamath Generation LLC and notified the Commission of such change. *See* Notice of Succession, Docket No. ER02-418-000 (filed Nov. 27, 2001).

within the balancing authority area operated by BPAT and interconnected with BPAT's transmission system. Klondike Wind does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Klondike Wind facility to the transmission grid. Klondike Wind is authorized to sell energy and capacity in wholesale markets at market-based rates.<sup>56</sup>

### **27. Klondike Wind Power II LLC**

Klondike Wind Power II LLC ("Klondike Wind II") is a direct, wholly-owned subsidiary of Iberdrola Renewables. Klondike Wind II owns and operates an approximately 75 MW wind-powered electric generation facility located in Sherman County, Oregon, within the balancing authority area operated by BPAT and interconnected with BPAT. Klondike Wind II does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Klondike Wind II facility to the transmission grid. Klondike Wind II is an EWG<sup>57</sup> and is authorized to sell energy, capacity, and ancillary services in wholesale markets at market-based rates.<sup>58</sup>

### **28. Klondike Wind Power III LLC**

Klondike Wind Power III LLC ("Klondike Wind III") is a direct, wholly-owned subsidiary of Aeolus IV, whose ownership structure is described above. Klondike Wind

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<sup>56</sup> Letter Order, Docket No. ER97-3931-000 (Sept. 10, 1997) (approving market-based rate schedule for PPM Six LLC). PPM Six LLC later changed its name to West Valley Generation LLC and notified the Commission of such change. *See* Notification of Change in Name, Docket No. ER01-2942-000 (filed Aug. 7, 2001). West Valley Generation LLC later changed its name to Klamath Generation LLC and notified the Commission of such change. *See* Notification of Change in Name, Docket No. ER03-416-000 (filed Jan. 21, 2003).

<sup>57</sup> *Klondike Wind Power II LLC*, 110 FERC ¶ 62,184 (2005).

<sup>58</sup> *Klondike Wind Power II LLC*, Docket No. ER05-332-000 (letter order issued Feb. 10, 2005).

III owns and operates an approximately 297.5 MW wind-powered generation facility located in Sherman County, Washington, within the balancing authority area operated by BPAT and interconnected with BPAT. Klondike Wind III does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Klondike Wind III facility to the transmission grid. Klondike Wind III is an EWG<sup>59</sup> and is authorized to sell energy, capacity, and ancillary services in wholesale markets at market-based rates.<sup>60</sup>

### **29. Leaning Juniper Wind Power II LLC**

Leaning Juniper Wind Power II LLC (“Leaning Juniper”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Leaning Juniper owns and operates an approximately 201.3 MW wind-powered electric generating facility located in Grilliam County, Oregon, within the BPAT balancing authority area. The Leaning Juniper facility is interconnected with BPAT’s transmission facilities. Leaning Juniper does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Leaning Juniper facility to the transmission grid. Leaning Juniper is an EWG<sup>61</sup> and is authorized to sell energy, capacity, and ancillary services at market-based rates.<sup>62</sup>

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<sup>59</sup> *Klondike Wind Power III, LLC*, 113 FERC ¶ 62,244 (2005).

<sup>60</sup> *Klondike Wind Power III, LLC*, Docket Nos. ER07-287-00, *et al.* (letter order issued Mar. 13, 2007).

<sup>61</sup> Notice of Self-Certification of Exempt Wholesale Generator Status of Leaning Juniper Wind Power II LLC, Docket No. EG10-62-000 (filed Aug. 30, 2010).

<sup>62</sup> *Leaning Juniper Wind Power II LLC*, Docket No. ER10-1776-000 (letter order issued Aug. 12, 2010).

### 30. Lempster Wind, LLC

Lempster Wind, LLC (“Lempster Wind”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Lempster owns and operates an approximately 24 MW wind-powered electric generating project located in Lempster, New Hampshire, within the ISO-NE BAA. The facility is interconnected with the distribution system of the PSNH. Lempster is an EWG,<sup>63</sup> a qualifying facility (“QF”),<sup>64</sup> and was granted market-based rate authority on July 30, 2008.<sup>65</sup>

### 31. Locust Ridge Wind Farm, LLC

Locust Ridge Wind Farm, LLC (“Locust Ridge”) owns and operates an approximately 26 MW wind-powered electric generating project located northeast of Harrisburg, Pennsylvania, within the PJM BAA. The facility is interconnected with the transmission system of PPL. Iberdrola Renewables holds approximately 46% of the interests in Locust Ridge and controls Locust Ridge. Fortis Capital Corp. (“Fortis Capital”), a wholly-owned subsidiary of Fortis Bank S.A./N.V., made a tax equity investment in Locust Ridge purely for financial purposes and holds only limited veto or consent rights necessary for it to protect its economic interest in Locust Ridge.<sup>66</sup> Locust

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<sup>63</sup> Notice of Self-Certification of EWG Status, Lempster Wind, LLC, Docket No. EG08-73-000 (May 16, 2008).

<sup>64</sup> Notice of Self-Certification as a Qualifying Small Power Production Facility, Lempster Wind, LLC, Docket No. QF08-129-002 (May 1, 2009).

<sup>65</sup> *Lempster Wind, LLC*, Docket No. ER08-933-000 (letter order issued Jul. 30, 2008).

<sup>66</sup> Specifically, the limited veto and consent rights that Fortis Capital holds in Locust Ridge are substantively identical to those limited rights that FC Energy has in Aeolus I, which are detailed in the JPMCC May 5 Filing. These rights are akin to the rights held by the passive tax equity investors in *AES Creative Resources*, which the Commission determined are not “affiliates” of the electric generating facilities in which they invested and that their membership interests did not constitute “voting securities” as defined in the Commission’s regulations. *AES Creative Resources*, 129 FERC ¶ 61,239 (2009).

Ridge is an EWG,<sup>67</sup> a QF,<sup>68</sup> and was granted market-based rate authority on December 12, 2006.<sup>69</sup>

### **32. Locust Ridge II, LLC**

Locust Ridge II, LLC (“Locust Ridge II”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Locust Ridge II owns and operates an approximately 102 MW wind-powered electric generating project located in Mahanoy City, Pennsylvania, within the PJM BAA. The facility is interconnected with the PPL transmission system. Locust Ridge II is an EWG<sup>70</sup> and was granted market-based rate authority on July 30, 2008.<sup>71</sup>

### **33. Manzana Wind LLC**

Manzana Wind LLC (“Manzana”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Manzana owns and operates an approximately 246 MW wind-powered electric generating facility located in Kern County, California, within the CAISO balancing authority area. The Manzana facility is interconnected with transmission facilities owned by SCE. Manzana does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Manzana facility to the transmission grid. Manzana is an EWG<sup>72</sup> and is authorized to sell

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<sup>67</sup> Notice of Self-Certification of EWG Status, Locust Ridge Wind Farm, LLC, Docket No. EG07-12-000 (Nov. 13, 2006).

<sup>68</sup> Notice of Self-Certification as a Qualifying Small Power Production Facility, Locust Ridge Wind Farm, Docket No. QF07-31-005 (June 2, 2009).

<sup>69</sup> *Locust Ridge Wind Farm, LLC*, Docket No. ER07-195-000 (letter order issued Dec. 12, 2006).

<sup>70</sup> Notice of Self-Certification of EWG Status, Locust Ridge Wind Farm II, LLC, Docket No. EG08-72-000 (May 14, 2008).

<sup>71</sup> *Locust Ridge Wind Farm II, LLC*, Docket No. ER08-934-000 (letter order issued Jul. 30, 2008).

<sup>72</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG12-7-000 (filed Oct. 31, 2011).

electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>73</sup>

### **34. MinnDakota Wind LLC**

MinnDakota Wind LLC (“MinnDakota”) is a direct, wholly-owned subsidiary of Aeolus IV, whose ownership structure is described above. MinnDakota owns and operates an approximately 150 MW wind-powered electric generating facility located in Lincoln County, Minnesota and Brookings County, South Dakota, within the MISO BAA. The MinnDakota facility is interconnected with transmission facilities owned by NSP. MinnDakota does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the MinnDakota facility to the transmission grid. MinnDakota is an EWG<sup>74</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>75</sup>

### **35. Moraine Wind LLC**

Moraine Wind LLC (“Moraine”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Moraine owns and operates an approximately 51 MW wind-powered electric generating facility located in Murray and Pipestone counties, Minnesota, within the MISO balancing authority area. The Moraine facility is interconnected with transmission facilities owned by NSP. Moraine does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the

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<sup>73</sup> *Manzana Wind, LLC*, Docket No. ER12-308-001 (letter order issued Jan. 12, 2012).

<sup>74</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG06-81-000 (filed Sept. 8, 2006).

<sup>75</sup> *MinnDakota Wind LLC*, Docket No. ER07-242-000 (letter order issued Mar. 13, 2007).

Moraine facility to the transmission grid. Moraine is an EWG<sup>76</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>77</sup>

### **36. Moraine Wind II LLC**

Moraine Wind II LLC (“Moraine II”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Moraine II owns and operates an approximately 49.5 MW wind-powered electric generating facility located in Murray County, Minnesota, within the MISO balancing authority area. The Moraine II facility is interconnected with transmission facilities owned by NSP. Moraine II does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Moraine II facility to the transmission grid. Moraine II is an EWG<sup>78</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>79</sup>

### **37. Mountain View Power Partners III, LLC**

Mountain View Power Partners III, LLC (“Mountain View III”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Mountain View III owns and operates an approximately 22.4 MW wind-powered electric generating facility located in Riverside County, California, within the CAISO balancing authority area. The Mountain

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<sup>76</sup> By Letter Order dated January 31, 2002 in Docket No. EG02-63-000, the Commission granted MAPP Wind I, LLC Exempt Wholesale Generator status. MAPP Wind I, LLC subsequently changed its name to Moraine Wind LLC, and notified the Commission of this change in name by letter filed on September 25, 2002.

<sup>77</sup> *Moraine Wind LLC*, Docket No. ER03-951-000 (letter order issued July 17, 2003).

<sup>78</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-16-000 (filed Nov. 18, 2008).

<sup>79</sup> *Moraine Wind II LLC*, Docket No. ER09-282-000 (letter order issued Dec. 17, 2008).



View III facility is interconnected with transmission facilities owned by SCE. Mountain View III does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Mountain View III facility to the transmission grid. Mountain View III is an EWG<sup>80</sup> and is authorized to sell electric energy and capacity in wholesale markets at market-based rates.<sup>81</sup>

### **38. New England Wind, LLC**

New England Wind, LLC (“New England Wind”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. New England Wind owns and operates a 28.5 MW wind-powered electric generating facility located in Franklin and Berkshire Counties, Massachusetts within the ISO-NE BAA. New England Wind is interconnected with transmission facilities owned and controlled by National Grid. New England Wind is an EWG<sup>82</sup> and was granted market-based rate authority on December 22, 2011.<sup>83</sup>

### **39. New Harvest Wind Project LLC**

New Harvest Wind Project LLC (“New Harvest”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. New Harvest owns and operates an approximately 100 MW wind-powered electric generating facility located in Crawford County, Iowa, within the MISO balancing authority area. The New Harvest facility is interconnected with transmission facilities owned by MidAmerican Electric Company. New Harvest does not own or control transmission facilities other than those limited and discrete

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<sup>80</sup> *Mountain View Power Partners III, LLC*, Docket No. EG04-7-000 (letter order issued Dec. 4, 2003).

<sup>81</sup> *Mountain View Power Partners III, LLC*, Docket No. ER04-94-000 (letter order issued Dec. 15, 2003).

<sup>82</sup> Notice of Self-Certification of EWG Status, New England Wind, LLC, Docket No. EG12-114-000 (Sept. 24, 2012).

<sup>83</sup> *New England Wind, LLC*, Docket No. ER12-422-000 (letter order issued Dec. 22, 2011).

facilities necessary to interconnect the New Harvest facility to the transmission grid.

New Harvest is an EWG<sup>84</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>85</sup>

#### **40. Northern Iowa Windpower II LLC**

Northern Iowa Windpower II LLC (“Northern Iowa”) is a direct, wholly-owned subsidiary of Aeolus IV, whose ownership structure is described above. Northern Iowa owns and operates an approximately 80 MW wind-powered electric generating facility located in Worth County, Iowa, within the MISO balancing authority area. The Northern Iowa facility is interconnected with transmission facilities owned by ITC Midwest LLC. Northern Iowa does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Northern Iowa facility to the transmission grid. Northern Iowa has self-certified its facility as a QF<sup>86</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>87</sup>

#### **41. Pebble Springs Wind LLC**

Pebble Springs Wind LLC (“Pebble Springs”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Pebble Springs owns and operates an approximately 98.7 MW wind-powered electric generating facility located in Gilliam County, Oregon,

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<sup>84</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG10-60-000 (filed Aug. 30, 2010).

<sup>85</sup> *New Harvest Wind Project, LLC*, Docket No. ER11-2032-000 (letter order issued Dec. 22, 2010).

<sup>86</sup> Notice of Self-Recertification as a Qualifying Small Power Production Facility of N. Iowa Windpower II LLC, Docket No. QF04-175-003 (filed May 1, 2009).

<sup>87</sup> *N. Iowa Windpower II, LLC*, Docket No. ER02-2085-005 (letter order issued Oct. 31, 2007).

within the BPAT balancing authority area and interconnected with BPAT's transmission facilities. Pebble Springs does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Pebble Springs facility to the transmission grid. Pebble Springs is an EWG<sup>88</sup> and is authorized to sell energy, capacity, and ancillary services at market-based rates.<sup>89</sup>

#### **42. Providence Heights Wind, LLC**

Providence Heights Wind, LLC ("Providence Heights") is a direct, wholly-owned subsidiary of Iberdrola Renewables. Providence Heights owns and operates an approximately 75 MW wind-powered electric generating project located within the PJM BAA. The facility is interconnected with the Commonwealth Edison Company ("Commonwealth Edison") transmission system. Providence Heights is an EWG<sup>90</sup> and was granted market-based rate authority on November 9, 2007.<sup>91</sup>

#### **43. Rugby Wind LLC**

Rugby Wind LLC ("Rugby") is a direct, wholly-owned subsidiary of Iberdrola Renewables. Rugby owns and operates an approximately 150 MW wind-powered electric generating facility located in Rugby, North Dakota, within the MISO balancing authority area. The Rugby facility is interconnected with transmission facilities owned by Otter Tail Power Company. Rugby does not own or control transmission facilities other than

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<sup>88</sup> Notice of Self-Certification of Exempt Wholesale Generator Status of Pebble Springs Wind LLC, Docket No. EG09-17-000 (filed Nov. 18, 2008).

<sup>89</sup> *Buffalo Ridge I LLC, et al.*, Docket Nos. ER09-279-000, *et al.* (letter order issued Dec. 17, 2008).

<sup>90</sup> Notice of Self-Certification of EWG Status, Providence Heights Wind, LLC, Docket No. EG08-39-000 (Feb. 20, 2008).

<sup>91</sup> *Providence Heights Wind, LLC*, Docket No. ER07-1378-000 (letter order issued Nov. 9, 2007).

those limited and discrete facilities necessary to interconnect the Rugby facility to the transmission grid. Rugby is an EWG<sup>92</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>93</sup>

#### **44. San Luis Solar LLC**

San Luis Solar LLC (“San Luis Solar”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. San Luis Solar leases and operates an approximately 30 MW solar-powered electric generation facility located in Alamosa County, Colorado within the PSCo balancing authority area. The San Luis Solar facility is interconnected with the transmission facilities of PSCo. San Luis Solar does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the San Luis Solar facility to the transmission grid. San Luis Solar is authorized to sell electric energy, capacity, and ancillary services at market-based rates.<sup>94</sup>

#### **45. Shiloh I Wind Project, LLC**

Shiloh I Wind Project, LLC (“Shiloh I”) is a direct, wholly-owned subsidiary of Aeolus II, whose ownership structure is described above. Shiloh I owns and operates an approximately 168 MW wind-powered electric generating facility located in Solano County, California, within the CAISO balancing authority area. The Shiloh I facility is interconnected with transmission facilities owned by Pacific Gas & Electric Company. Shiloh I does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Shiloh I facility to the transmission grid.

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<sup>92</sup> Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-65-000 (filed June 25, 2009).

<sup>93</sup> *Rugby Wind LLC*, Docket No. ER09-1284-000 (letter order issued Aug. 7, 2009).

<sup>94</sup> *San Luis Solar LLC*, Docket No. ER11-2196-000 (letter order issued Jan. 19, 2011).

Shiloh I is an EWG<sup>95</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>96</sup>

#### **46. South Chestnut LLC**

South Chestnut LLC (“South Chestnut”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. South Chestnut owns and operates a 46 MW wind-powered electric generating facility located in Fayette County, Pennsylvania in the PJM BAA. South Chestnut is an EWG<sup>97</sup> and was granted market-based rate authority on November 17, 2011.<sup>98</sup>

#### **47. Star Point Wind Project LLC**

Star Point Wind Project LLC (“Star Point”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Star Point owns and operates an approximately 100 MW wind-powered electric generation facility in Sherman County, Oregon, within the BPAT balancing authority area. The Star Point facility is interconnected with transmission facilities owned by BPAT. Star Point does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Star Point facility to the transmission grid. Star Point is an EWG<sup>99</sup> and is authorized to sell electric energy, capacity and ancillary services at market-based rates.<sup>100</sup>

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<sup>95</sup> *Shiloh I Wind Project, LLC*, Docket No. EG05-82-000 (letter order issued Aug. 15, 2005).

<sup>96</sup> *Shiloh I Wind Project, LLC*, Docket No. ER05-1146-000 (letter order issued Aug. 24, 2005).

<sup>97</sup> Notice of Self-Certification of EWG Status, South Chestnut LLC, Docket No. EG12-3-000 (Oct. 17, 2011).

<sup>98</sup> *South Chestnut, LLC*, Docket No. ER12-96-000 (letter order issued Nov. 17, 2011).

<sup>99</sup> Notice of Self-Certification of EWG Status, Docket No. EG10-8-000 (Nov. 17, 2009).

<sup>100</sup> *Star Point Wind Project LLC*, Letter Order, Docket Nos. ER10-228-000, *et al.* (Jan. 13, 2010).

#### 48. Streator-Cayuga Ridge Wind Power LLC

Streator-Cayuga Ridge Wind Power LLC (“Streator-Cayuga Ridge”) is a direct, wholly-owned subsidiary of Iberdrola Renewables. Streator-Cayuga Ridge owns and operates a 300 MW wind-powered electric generating project in Pontiac, Illinois in the PJM BAA. Streator-Cayuga Ridge is interconnected with the transmission facilities of Commonwealth Edison. Streator-Cayuga Ridge is an EWG<sup>101</sup> and was granted market-based rate authority on August 7, 2009.<sup>102</sup>

#### 49. Trimont Wind I LLC

Trimont Wind I LLC (“Trimont”) is a direct, wholly-owned subsidiary of Aeolus II, whose ownership structure is described above. Trimont owns and operates an approximately 101 MW wind-powered electric generating facility located in Martin and Jackson counties, Minnesota, within the MISO BAA. The Trimont facility is interconnected with transmission facilities owned by NSP. Trimont does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Trimont facility to the transmission grid. Trimont is an EWG<sup>103</sup> and is authorized to sell electric energy, capacity and ancillary services in wholesale markets at market-based rates.<sup>104</sup>

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<sup>101</sup> Notice of Self-Certification of EWG Status, Streator-Cayuga Ridge Wind Power LLC, Docket No. EG09-66-000 (June 25, 2009).

<sup>102</sup> *Streator-Cayuga Ridge Wind Power LLC*, Docket No. ER09-1285-000 (letter order issued Aug. 7, 2009).

<sup>103</sup> *Trimont Wind I LLC*, 110 FERC ¶ 62,187 (2005).

<sup>104</sup> *Trimont Wind I LLC*, Docket No. ER05-481-000 (letter order issued Mar. 3, 2005).

## 50. Twin Buttes Wind LLC

Twin Buttes Wind LLC (“Twin Buttes”) is a direct, wholly-owned subsidiary of Aeolus III, whose ownership structure is described above. Twin Buttes owns and operates an approximately 75 MW wind-powered electric generating facility located in Prowers County, Colorado, within the PSCo balancing authority area and interconnected with transmission facilities owned by PSCo. Twin Buttes does not own or control transmission facilities other than those limited and discrete facilities necessary to interconnect the Twin Buttes facility to the transmission grid.<sup>105</sup> Twin Buttes is an EWG<sup>106</sup> and is authorized to sell energy, capacity, and ancillary services at market-based rates.<sup>107</sup>

### B. The Pre-Transaction Iberdrola Networks MBR Sellers

#### 1. New York State Electric & Gas Corporation

New York State Electric & Gas Corporation (“NYSEG”) is a New York corporation and franchised electric and gas public utility regulated by both the Commission and the New York State Public Service Commission (“NYPSC”). NYSEG is engaged in, among other things, the business of purchasing, transmitting, generating, distributing and selling electric power and natural gas. NYSEG has approximately 884,000 electric customers and 265,000 natural gas customers across more than 40% of upstate New York. NYSEG has no captive customers or bundled wholesale customers because all of NYSEG’s electric customers have the right to choose an alternative supplier of electricity. NYSEG’s electric system includes hydroelectric and small gas

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<sup>105</sup> See *supra* n. 24.

<sup>106</sup> Twin Buttes Wind LLC, Docket No. EG07-15-000 (Nov. 22, 2006).

<sup>107</sup> *Twin Buttes Wind LLC, et al.*, Docket No. ER07-240-000, *et al.* (letter order issued March 14, 2007).

turbine generating stations, substations and transmission and distribution lines, substantially all of which are located in the state of New York.

NYSEG sold a majority of its generation assets in 1999 and most of its remaining generation assets in 2001.<sup>108</sup> NYSEG currently owns approximately 72.4 MW of generation, consisting primarily of hydroelectric facilities, and has power purchase contracts from third-parties. NYSEG's transmission system is under the operational control of the New York Independent System Operator, Inc. ("NYISO") and has a range in voltage from 34.5 kV to 345 kV. NYSEG provides transmission service and collects wholesale transmission charges pursuant to the NYISO Open Access Transmission Tariff ("NYISO OATT"). NYSEG's natural gas system consists of 20 miles of transportation pipeline and 8,189 miles of distribution pipeline in New York.

The Commission regulates the wholesale power sales and electric transmission rates and services of NYSEG. Among its other FERC rate schedules, NYSEG has a market-based rate schedule on file with the Commission.<sup>109</sup>

NYSEG is a direct, wholly-owned subsidiary of RGS Energy Group, Inc. ("RGS"), a New York corporation, which, in turn, is a direct, wholly-owned subsidiary of Iberdrola USA Networks, Inc. ("Iberdrola Networks"), which is also a New York corporation. Iberdrola Networks is a direct, wholly-owned subsidiary of AVANGRID.

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<sup>108</sup> *Niagara Mohawk Power Corp.*, 95 FERC ¶ 62,165 (2001) (authorizing transfer to Nine Mile Point Nuclear Station, LLC of NYSEG's 18% interest in the Nine Mile Point Nuclear Station); *N. E. State Elec. & Gas Corp.*, 86 FERC ¶ 62,079 (1999) (authorizing transfer of NYSEG's generation facilities to AES NY, L.L.C.).

<sup>109</sup> *NYSEG Solutions, Inc., et al.*, 85 FERC ¶ 61,342 (Dec. 14, 1998) (granting NYSEG market-based rate authority).



## **2. Rochester Gas and Electric Corporation**

Rochester Gas and Electric Corporation (“RG&E”) is a New York corporation and franchised electric and gas public utility regulated by both the Commission and the NYPSC. RG&E is engaged in, among other things, the business of purchasing, generating, distributing and selling electric power and natural gas. RG&E serves approximately 374,000 electricity customers and 309,000 natural gas customers in western New York. RG&E has no captive customers or bundled wholesale customers because all of RG&E’s electric customers have the right to choose an alternative supplier of electricity. RG&E’s electric system includes coal-fired, combustion turbine and hydroelectric generating stations, substations and transmission and distribution lines, all of which are located in the state of New York.

RG&E owns approximately 57.1 MW of operating electric generation (excluding the 257 MW Russell facility which was decommissioned in 2008 and for which a demolition and remediation plan has been accepted for filing by the NYPSC). RG&E also has power purchase agreements for energy and capacity from third-parties. RG&E’s transmission system is under NYISO’s operational control and has a range in transmission voltage from 11 kV to 345 kV. RG&E provides transmission service and collects wholesale transmission charges pursuant to the NYISO OATT. RG&E’s natural gas system consists of 105 miles of transportation pipeline and 9,230 miles of distribution pipeline in the state of New York.

The Commission regulates the wholesale power sales and wholesale electric transmission rates and services of RG&E. RG&E has the authority to sell wholesale electric power in interstate commerce at market-based rates.<sup>110</sup>

RG&E is a direct, wholly-owned subsidiary of RGS.

### **3. Central Maine Power Company**

Central Maine Power Company (“CMP” and together with NYSEG and RG&E, the “Pre-Transaction Iberdrola Networks MBR Sellers”) is a Maine corporation and franchised electric utility regulated by both the Commission and the Maine Public Utilities Commission (“MPUC”). CMP is primarily engaged in transmitting and distributing electricity generated by others to retail customers in Maine. CMP serves more than 600,000 customers in central and southern Maine. CMP has no captive customers or bundled wholesale customers because all of CMP’s electric customers have the right to choose an alternative supplier of electricity.

CMP, along with its partially-owned subsidiary Maine Electric Power Company, Inc. (“MEPCO”), has an ownership interest in and operates a 345 kV bulk transmission network in Maine. Additionally, CMP owns and operates all lower voltage transmission in the southern, western and central regions of Maine. CMP’s transmission system is responsible for carrying bulk electricity between generators and ties to the rest of New England and Canada, and throughout the service territory to distribution substations and its customers. CMP’s transmission system is under ISO New England Inc.’s (“ISO-NE”) operational control and has a range in transmission voltage from 34.5 kV to 345 kV.

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<sup>110</sup> *Rochester Gas and Elec. Corp.*, 80 FERC ¶ 61,284 (1997).

CMP provides transmission service and collects transmission charges pursuant to the ISO-NE Open Access Transmission Tariff (“ISO-NE OATT”).

CMP no longer owns generating assets but retains some power entitlements under long-term contracts with non-utility generators and other market entities. CMP sells its power entitlements for periods ranging from one to three years under auctions approved by the MPUC.<sup>111</sup>

The Commission regulates the wholesale power sales and electric transmission rates and services of CMP. Among its other FERC rate schedules, CMP has a market-based rate schedule on file with the Commission.<sup>112</sup>

CMP is a direct, wholly-owned subsidiary of CMP Group, Inc., which, in turn, is a direct, wholly-owned subsidiary of Iberdrola Networks.

### **C. The UIL MBR Sellers**

#### **1. The United Illuminating Company**

United Illuminating is a public utility organized and operated under the laws of the state of Connecticut. United Illuminating is engaged in the purchase, transmission, distribution, and sale of electricity for residential, commercial, and industrial purposes in a service area of approximately 335 square miles in the southwestern part of Connecticut.

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<sup>111</sup> CMP also has an interest in three atomic power companies that have been permanently shut down pursuant to Nuclear Regulatory Commission oversight: (i) Maine Yankee Atomic Power Company (38%) (“Maine Yankee”); (ii) Connecticut Yankee Atomic Power Company (6%) (“Connecticut Yankee”); and (iii) Yankee Atomic Electric Power Company (9.5%) (“Yankee Rowe”). Other New England utilities own the remaining interests in each of these companies. Maine Yankee operated the Maine Yankee nuclear facility in Wiscasset, Maine; Connecticut Yankee operated the Connecticut Yankee facility in Haddam Neck, Connecticut; and Yankee Rowe operated the Yankee Atomic facility in Rowe, Massachusetts. Each of these nuclear generation facilities has permanently ceased commercial operations.

<sup>112</sup> Letter Order, 111 FERC ¶ 61,240, Docket No. ER05-731-000 (May 25, 2005).

United Illuminating owns Pool Transmission Facilities (“PTF”) and Non-Pool Transmission Facilities (“Non-PTF”) in the ISO-NE market. United Illuminating also has an approximately 5.4 percent entitlement interest in the HQ Interconnection (“HQI”), the United States portion of the transmission interconnection that connects Hydro-Quebec and ISO-NE. ISO-NE provides transmission service over all of United Illuminating’s PTF, Non-PTF, and its HQI entitlement, subject to the rates, terms, and conditions of the ISO-NE OATT.<sup>113</sup>

United Illuminating has market-based rate authority to sell capacity and energy and to sell ancillary services in the ISO-NE, New York Independent System Operator, Inc., and PJM Interconnection, L.L.C. markets.<sup>114</sup> United Illuminating owns a 2.8 MW fuel cell-powered generator in the New Haven, CT area, which became operational in August 2015, and another 5.0 MW (2.8 MW fuel cell-powered and 2.2 MW solar PV) generator in the Bridgeport, CT area, of which the fuel cell became operational in November 2015 and the solar PV is expected to become operational in February 2016. The generators will sell into the ISO-NE market.

United Illuminating is a wholly-owned subsidiary of UIL, which is incorporated under the laws of the state of Connecticut and is headquartered in New Haven,

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<sup>113</sup> ISO New England Inc., Transmission, Markets and Services Tariff, FERC Electric Tariff No. 3, § II.

<sup>114</sup> See *United Illuminating Co.*, 132 FERC ¶ 61,181 at P 2 (2010) (“August 27 Order”); *United Illuminating Co.*, 63 FERC ¶ 61,212 (1992), *reh’g denied*, 64 FERC ¶ 61,087 (1993); *United Illuminating Co.*, Docket No. ER00-656-000, Letter Order (Dec. 27, 1999) (authorizing United Illuminating to make sales of ancillary services). The Commission accepted United Illuminating’s August 1, 2005 market power analysis on November 3, 2005, *United Illuminating Co.*, 113 FERC ¶ 61,123 (2005) (“November 3, 2005 Order”), and accepted United Illuminating’s baseline market-based rate eTariff for filing on December 3, 2010, *United Illuminating Co.*, Docket No. ER10-3160-000, *et al.*, Letter Order (Dec. 3, 2010).

Connecticut. UIL's primary business is the ownership of its operating regulated utilities businesses, which serve more than 725,000 electric and natural gas utility customers in 67 communities across Connecticut and Massachusetts. UIL is a direct, wholly-owned subsidiary of AVANGRID.

## 2. The GenConn MBR Sellers

GenConn Devon owns and operates a 187.6 MW (summer) dual fuel-fired peaking generation facility in Milford, Connecticut, which is in the Southwest Connecticut ("SWCT") submarket of ISO-NE.<sup>115</sup> GenConn Devon commenced commercial operations in June 2010. GenConn Devon is an EWG<sup>116</sup> and is authorized to make wholesale sales of electric capacity, energy and ancillary services at market-based rates.<sup>117</sup>

GenConn Middletown owns and operates a 187.6 MW (summer) dual fuel-fired peaking generation facility in Middletown, Connecticut, which is in the Connecticut Import interface ("CT") submarket of ISO-NE.<sup>118</sup> GenConn Middletown commenced

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<sup>115</sup> See *id.*; *GenConn Devon LLC*, Request for Acceptance of Initial Market-Based Rate Tariff and Associated Waivers under Section 205 of the Federal Power Act; Request for Blanket Authority under Part 34 of the Commission's Regulations; and Request for Expedited Treatment, Docket No. ER09-1300-000, Transmittal Letter at 3 (June 15, 2009) ("GenConn Devon Market-Based Rate Application").

<sup>116</sup> See *GenConn Devon LLC* Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-56-000 (filed June 17, 2009); *EC&R Papalote Creek I, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket Nos. EG09-39-000, *et al.* (Sept. 10, 2009) (unreported) ("EC&R Papalote").

<sup>117</sup> *GenConn Devon LLC*, Docket Nos. ER09-1300-000, *et al.* (July 29, 2009) (unreported) ("GenConn Devon") (granting market-based rate authorization).

<sup>118</sup> See August 27 Order at P 5; *GenConn Devon Market-Based Rate Application*, Docket No. ER09-1300-000, Transmittal Letter at 6.

commercial operations in June 2011. GenConn Middletown is an EWG<sup>119</sup> and is authorized to make wholesale sales of electric capacity, energy and ancillary services at market-based rates.<sup>120</sup>

GenConn Energy acts as an agent for GenConn Devon and GenConn Middletown in the ISO-NE market.<sup>121</sup> GenConn Energy is authorized to make wholesale sales of electric capacity, energy and ancillary services at market-based rates.<sup>122</sup>

Each of GenConn Devon and GenConn Middletown are direct, wholly-owned subsidiaries of GenConn Energy. GenConn Energy is a direct, wholly-owned subsidiary of GCE Holding LLC (“GCE Holding”). United Illuminating owns 50 percent of the equity interests in GCE Holding.<sup>123</sup> United Illuminating is a direct, wholly-owned subsidiary of UIL.

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<sup>119</sup> See GenConn Middletown LLC Notice of Self-Certification of Exempt Wholesale Generator Status, Docket No. EG09-55-000 (filed June 17, 2009); *EC&R Papalote*, Docket Nos. EG09-39-000, *et al.* (notice of effectiveness of EWG status).

<sup>120</sup> See *GenConn Devon* (granting GenConn Middletown market-based rate authorization).

<sup>121</sup> See August 27 Order at P 6.

<sup>122</sup> *GenConn Energy LLC*, Docket No. ER10-1291-000, Letter Order at 1 (July 13, 2010) (“GenConn Energy Market-Based Rate Order”). Revisions to GenConn Energy’s market-based rate tariff to restrict the geographic scope of its market-based rate authorization to the Northeast region and to specify that it is a Category 2 Seller in the Northeast region only are currently pending before the Commission. See Revised Market-Based Rate Tariff, Docket No. ER16-669-000 (Dec. 30, 2015).

<sup>123</sup> The remaining 50 percent of the equity interests in GCE Holding is owned by NRG Yield Operating LLC, which is not affiliated with the AVANGRID MBR Sellers.

### III. CHANGE IN STATUS

#### A. The Transaction

On March 25, 2015, Iberdrola, AVANGRID (then Iberdrola USA, Inc.), Iberdrola Networks, Green Merger Sub, Inc. (“Merger Sub”) and UIL, on behalf of itself and its wholly- and partially-owned public utility subsidiaries, filed an application pursuant to Section 203(a)(1) and (a)(2) of the Federal Power Act (the “Section 203 Application”) requesting authorization for the Transaction whereby UIL would be merged with and into Merger Sub and become an indirect, wholly owned subsidiary of AVANGRID and, in turn, an indirect subsidiary of Iberdrola.<sup>124</sup> As a result of the Transaction, AVANGRID indirectly acquired 100% of the indirect ownership interests in United Illuminating and 50% of the indirect ownership interests in each of the GenConn MBR Sellers. The Commission authorized the Transaction on June 2, 2015,<sup>125</sup> and the Transaction was subsequently completed on December 16, 2015.<sup>126</sup>

As described below and in the Section 203 Application, which is incorporated by reference herein pursuant to Section 35.19 of the Commission’s rules and regulations,<sup>127</sup> the Transaction does not raise any horizontal or vertical market issues or materially alter the facts upon which the Commission relied in granting market-based rate authorization to each of the AVANGRID MBR Sellers.

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<sup>124</sup> As the surviving entity, Merger Sub was subsequently renamed UIL Holdings Corporation.

<sup>125</sup> *Iberdrola, S.A.*, 151 FERC ¶ 62,148 (2015).

<sup>126</sup> *See supra* n.2.

<sup>127</sup> 18 C.F.R. § 35.19 (2010). *See Reporting Requirement for Changes in Status for Public Utilities with Market-Based Rate Authority*, Order No. 652, FERC Stats. & Regs. ¶ 31,175 at P 34 (2005) (noting that “a market-based rate seller may incorporate by reference in its notice of change in status any filings regarding the change in status made pursuant to other reporting requirements”).

## B. Horizontal Market Power Analysis

The Transaction created a new affiliation between the Pre-Transaction Iberdrola Renewables MBR Sellers and Pre-Transaction Iberdrola Networks MBR Sellers, on the one hand, and the UIL MBR Sellers, which own and operate or are affiliated with generating facilities located in the ISO-NE BAA. No defined sub-markets in ISO-NE are implicated by the Transaction (*i.e.*, the Transaction did not result in any increase of affiliated capacity in the submarket in which the UIL MBR Sellers own generation capacity). As such, the ISO-NE BAA is the relevant market of the purposes of this Notice of Change in Status. As demonstrated below and in the pivotal supplier and market share screens attached hereto as Attachment A, the Transaction does not raise any horizontal market power issues and the AVANGRID MBR Sellers continue to pass the Commission's horizontal market power tests even using conservative assumptions.

The AVANGRID MBR Sellers and their affiliates own or control approximately 511.3 MW (nameplate) of generation capacity within the ISO-NE BAA and approximately 522.25 MW (nameplate) of generation capacity within first-tier markets to the ISO-NE BAA (*i.e.*, the NYISO BAA).<sup>128</sup> Thus, the AVANGRID MBR Sellers' total capacity in the ISO-NE BAA using conservative assumptions is 1,033.55 MW.<sup>129</sup> Net

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<sup>128</sup> See Attachments A-1 and B. The AVANGRID MBR Sellers conservatively assume for the purposes of this market power analysis that all affiliated capacity in the ISO-NE BAA and its first-tier markets is uncommitted and available for import into the ISO-NE BAA even though certain facilities are fully committed pursuant to long-term agreements. The AVANGRID MBR Sellers further assume that they control 100% of this capacity even though affiliates of the AVANGRID MBR Sellers control less than 100% of certain facilities. See *Market-Based Rates for Wholesale Sales of Elec. Energy, Capacity & Ancillary Servs. by Pub. Utils.*, Order No. 697, 119 FERC ¶ 61,295 at PP 321, 337, 1113 (2007) (permitting the use of simplifying assumptions and reliance on prior studies); see also *AEP Power Mktg., Inc.*, 107 FERC ¶ 61,018 at PP 113-117.

<sup>129</sup> Attachment A-1.



uncommitted supply in ISO-NE is 6,185 MW.<sup>130</sup> As the total generating capacity attributable to the AVANGRID MBR Sellers and their affiliates within the ISO-NE BAA is less than the corresponding net uncommitted supply in the ISO-NE BAA, there is sufficient capacity to serve wholesale load. Accordingly, the AVANGRID MBR Sellers are not pivotal suppliers under the Commission's pivotal supplier screen in the ISO-NE BAA.

Total seasonal uncommitted capacity in the ISO-NE BAA ranges from 11,811.82 MW to 14,510.92 MW.<sup>131</sup> Thus, the AVANGRID MBR Sellers' corresponding market share ranges from approximately 7.12% to 8.75%,<sup>132</sup> which is well below the Commission's 20% threshold. Accordingly, the AVANGRID MBR Sellers and their affiliates pass the market share screen for generation market power in the ISO-NE BAA.

### C. Vertical Market Power Analysis

Moreover, the Transaction does not raise any vertical market power issues. Each of the AVANGRID MBR Sellers that owns transmission facilities other than limited equipment necessary to interconnect individual generating facilities to the transmission grid (*i.e.*, NYSEG, RG&E, CMP (with its subsidiary MEPCO) and United Illuminating)

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<sup>130</sup> *Id.* Data on the ISO-NE BAA for the period from December 2011 to November 2012 is based on the market power analysis submitted on May 7, 2014 and accepted by the Commission by letter order dated August 22, 2014. See Supplement to December 30, 2013 Updated Market Power Analysis for the Northeast Region of the Iberdrola MBR Sellers, Exhibit No. JRT-2 Parts 1 and 2, Docket Nos. ER10-2822-006, et al. (May 7, 2014) ("Iberdrola Analysis"); *Atlantic Renewables Projects II LLC*, Docket Nos. ER10-2822-006, et al. (letter order issued on August 22, 2014). The AVANGRID MBR Sellers confirm that there would be no significant increase in their market share during any season if more recent data were used to conduct the market-power analysis. The AVANGRID MBR Sellers are not aware of any material change in the market conditions that would alter the analysis contained herein. See *Market Based Rates for Wholesale Sales of Electric Energy, Capacity, and Ancillary Services by Public Utilities*, 121 FERC ¶ 61,260 at P 12(d) (2007).

<sup>131</sup> Attachment A-2.

<sup>132</sup> *Id.*

provide transmission service pursuant to an OATT filed by the ISO/RTO to which they have ceded control of their transmission facilities.

Other than as set forth in Appendix B and/or described herein, none of the remaining AVANGRID MBR Sellers or any of their affiliates directly or indirectly owns 10% or more of the voting equity interests in or controls any electric transmission facility or any essential resource or input to power production in the United States except for limited equipment necessary to interconnect individual generating facilities to the transmission grid. Other than as set forth in Appendix B and/or described herein, none of the AVANGRID MBR Sellers has any ownership interest in or control of fuel supplies, fuel delivery systems, other inputs to electricity markets or any new sites for electric generation that could raise barriers to entry in any geographic market. Furthermore, the AVANGRID MBR Sellers reaffirm that they have not, and will not, erect barriers to entry into any relevant market.

Accordingly, the AVANGRID MBR Sellers continue to satisfy each of the Commission's criteria for market-based rate authorization after the consummation of the Transaction.

#### **IV. ORDER NO. 807 BLANKET WAIVER**

Each of the AVANGRID MBR Sellers (other than Iberdrola Renewables, NYSEG, RG&E, CMP and United Illuminating) affirms that it qualifies for the blanket waiver with respect to the Commission's open access requirements as described in Order No. 807<sup>133</sup> because the interconnection facilities that are part of their respective facilities

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<sup>133</sup> *Open Access and Priority Rights on Interconnection Customer's Interconnection Facilities*, Order No. 807, 80 Fed. Reg. 17,653 (Apr. 1, 2015), FERC Stats. & Regs. ¶ 31,367, *reh'g denied and clarification*, Order No. 807-A, 153 FERC ¶ 61,047 (2015).

are limited and discrete and not part of an integrated transmission network and they do not own or operate any other electric transmission facilities other than the limited and discrete interconnection facilities required to interconnect their respective facilities to the transmission system.<sup>134</sup> Iberdrola Renewables is a marketer that does not directly own any electric generating or interconnection facilities, and, as described above, each of NYSEG, RG&E, CMP and United Illuminating provide transmission service pursuant to an OATT filed by the ISO/RTO to which they have ceded control of their transmission facilities.

## V. ATTACHMENTS

Included with this filing are: (1) Attachment A, which includes the pivotal supplier and market share screens described herein; and (2) Attachment B, which is a list of relevant assets (or Appendix B, in the form required by Order No. 697<sup>135</sup>).

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<sup>134</sup> See *Kingfisher Wind, LLC*, 151 FERC ¶ 61,276 at P 27 (2015).

<sup>135</sup> *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252 at PP 882-893, *clarified*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009), *order on reh'g*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305 (2010), *aff'd sub nom. Mont. Consumer Counsel v. FERC*, 659 F.3d 910 (9th Cir. 2011), *cert. denied*, 133 S. Ct. 26 (2012).

## VI. CONCLUSION

For the foregoing reasons, the change in status reported herein (*i.e.*, consummation of the Transaction, pursuant to which the Pre-Transaction Iberdrola Renewables MBR Sellers and Pre-Transaction Iberdrola Networks MBR Sellers are now affiliated with the UIL MBR Sellers) does not materially alter the facts upon which the Commission relied when granting market-based rate authorization to the AVANGRID MBR Sellers and, therefore, does not impact the continued validity of such authorizations. Therefore, the AVANGRID MBR Sellers respectfully request that the Commission accept this Notice of Change in Status.

Respectfully submitted,

/s/ Natasha Gianvecchio

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Dated: January 14, 2016

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served the foregoing document upon each person designated on the official service lists compiled by the Secretary of the Commission in the above-captioned dockets.

Dated at Washington, DC, this 14<sup>th</sup> of January, 2016

/s/ David E. Pettit  
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**ATTACHMENT A**  
**PIVOTAL SUPPLIER AND MARKET  
SHARE SCREENS**

**Attachment A-1  
Pivotal Supplier Screen - ISO-NE BAA**

<b>Generation</b>			
<b>Seller and Affiliate Capacity</b>		<b>MW</b>	<b>Source</b>
A	Installed Capacity	511	Attachment B (nameplate)
B	Long-Term Firm Purchases	0	
C	Long-Term Firm Sales	0	Conservative Assumption
D	Imported Power	522	Attachment B (Conservative Assumption)
<b>Non-Affiliate Capacity</b>			
E	Installed Capacity	29,436	Iberdrola Analysis, Part 1 Rows A+E, less Row A above
F	Long-Term Firm Purchases	-220	Iberdrola Analysis, Part 1 Rows C+F
G	Long-Term Firm Sales	220	Iberdrola Analysis, Part 1 Rows B+G
H	Imported Power	4,026	Iberdrola Analysis, Part 1 Row H, less Row D above
I	Balancing Authority Area Reserve Requirement	-2,430	Iberdrola Analysis, Part 1 Row I
J	Amount of Line I Attributable to Seller, if any	0	Conservative Assumption
K	Total Uncommitted Supply	11,149	Sum of Rows A, B, C, D, E, F, G, H, I, M
<b>Load</b>			
L	Balancing Authority Area Annual Peak Load	25,880	Iberdrola Analysis, Part 1 Row L
M	Average Daily Peak Native Load in Peak Month	-20,917	Iberdrola Analysis, Part 1 Row M
N	Amount of Line M Attributable to Seller, if any	0	Conservative Assumption
O	Wholesale Load	4,963	Row L + Row M
P	Net Uncommitted Supply	6,185	Row K - Row O
Q	Seller's Uncommitted Capacity	1,034	Sum of Rows A, B, C, D, J, N
<b>Result of Pivotal Supplier Screen</b>		<b>PASS</b>	(Pass if Line Q < Line P; Fail if Line Q > Line P)

**Attachment A-2  
Market Share Screen - ISO-NE BAA**

		Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)	Source
<b>Seller and Affiliate Capacity</b>						
A	Installed Capacity	511	511	511	511	Attachment B (nameplate)
B	Long-Term Firm Purchases	0	0	0	0	
C	Long-Term Firm Sales	0	0	0	0	Conservative Assumption
D	Seasonal Average Planned Outages	0	0	0	0	Conservative Assumption
E	Imported Power	522	522	522	522	Attachment B (Conservative Assumption)
<b>Capacity Deductions</b>						
F	Average Peak Native Load in the Season	-17,767	-15,483	-19,744	-16,402	Iberdrola Analysis, Part 2 Row F
G	Amount of Line F Attributable to Seller, if any	0	0	0	0	
H	Amount of Line F Attributable to Others, if any	-17,767	-15,483	-19,744	-16,402	
I	Balancing Authority Area Reserve Requirement	-2,060	-2,060	-2,430	-2,430	Iberdrola Analysis, Part 2 Row I
J	Amount of Line I Attributable to Seller, if any	0	0	0	0	
K	Amount of Line I Attributable to Others, if any	-2,060	-2,060	-2,430	-2,430	
<b>Non-Affiliate Capacity</b>						
L	Installed Capacity	29,995	29,995	29,436	29,436	Iberdrola Analysis, Part 2 Rows A+L, less Row A a
M	Long-Term Firm Purchases	0	0	0	0	Iberdrola Analysis, Part 2 Rows C+M
N	Long-Term Firm Sales	0	0	0	0	Iberdrola Analysis, Part 2 Rows B+N
O	Local Seasonal Average Planned Outages	-1,271	-3,000	-154	-3,851	Iberdrola Analysis, Part 2 Rows D+O
P	Uncommitted Capacity Imports	4,026	4,026	4,026	4,026	Iberdrola Analysis, Part 2 Rows P+E, less Row E above
<b>Supply Calculation</b>						
Q	Total Competing Supply	12,922	13,477	11,134	10,778	Sum Rows L, M, N, O, P, H, K
R	Seller's Uncommitted Capacity	1,034	1,034	1,034	1,034	Sum Rows A, B, C, D, E, G, J
S	Total Seasonal Uncommitted Capacity (SUM Q, R)	13,956	14,511	12,167	11,812	Rows Q + R
T	<b>Seller's Market Share (R/S)</b>	7.41%	7.12%	8.49%	8.75%	Row R / Row S
	Results (Pass if < 20%)	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>	<b>PASS</b>	(Pass if < 20%)



**ATTACHMENT B**  
**ORDER NO. 697 APPENDIX B**

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Atlantic Renewable Projects II LLC	ER08-387-000	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Barton Windpower LLC	ER09-32-000	Barton	Barton Windpower LLC	Barton Windpower LLC	N/A	MISO	Central	6/2009	160 MW (nameplate)
Big Horn Wind Project LLC	ER06-200-000	Big Horn	Big Horn Wind Project LLC	Big Horn Wind Project LLC	N/A	BPA	Northwest	10/2006	200 MW (nameplate)
Big Horn II Wind Project LLC	ER10-974-000	Big Horn II	Big Horn II Wind Project LLC	Big Horn II Wind Project LLC	N/A	BPA	Northwest	10/2010	50 MW (nameplate)
Blue Creek Wind Farm LLC	ER11-2112-000	Blue Creek	Blue Creek Wind Farm LLC	Blue Creek Wind Farm LLC	N/A	PJM	Northeast	6/2012	304 MW (nameplate)
Buffalo Ridge I LLC	ER09-279-000	Buffalo Ridge I	Buffalo Ridge I LLC	Buffalo Ridge I LLC	N/A	MISO	Central	12/2008	50.4 MW (nameplate)
Buffalo Ridge II LLC	ER10-378-000	Buffalo Ridge II	Buffalo Ridge II LLC	Buffalo Ridge II LLC	N/A	MISO	Central	12/2010	200 MW (nameplate)

<sup>1</sup> The information provided by the Appendix B Entities in the “Controlled By” and “Date Control Transferred” columns takes the most conservative approach, *i.e.*, that the generation owner also controls the generation, even though, in many instances, the generation is committed to a wholesale purchaser under a long-term power sale agreement. In addition, in some cases, the Appendix B entity in question is only partially owned or controlled Iberdrola Renewables, LLC or its subsidiaries.

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Casselman Windpower LLC	ER07-254-000	Casselman Windpower	Casselman Windpower LLC	Casselman Windpower LLC	N/A	PJM	Northeast	2/2008	35 MW (nameplate)
Colorado Green Holdings LLC	ER03-1326-000	Colorado Green	Colorado Green Holdings LLC	Colorado Green Holdings LLC	N/A	PSCo	Northwest	12/2003	162 MW (nameplate)
Deerfield Wind LLC	N/A	Deerfield Wind	Deerfield Wind, LLC	Deerfield Wind, LLC	N/A	ISO-NE	Northeast	In development	30 MW (nameplate)
Dillon Wind LLC	ER07-460-000	Dillon Wind	Dillon Wind LLC	Dillon Wind LLC	N/A	CAISO	Southwest	4/2008	45 MW (nameplate)
Elk River Windfarm, LLC	ER05-365-000	Elk River	Elk River Windfarm, LLC	Elk River Windfarm, LLC	N/A	SPP	SPP	12/2005	150 MW (nameplate)
Elm Creek Wind, LLC	ER09-30-000	Elm Creek	Elm Creek Wind, LLC	Elm Creek Wind, LLC	N/A	MISO	Central	12/2008	99 MW (nameplate)
Elm Creek Wind II LLC	ER10-377-000	Elm Creek II	Elm Creek Wind II LLC	Elm Creek Wind II LLC	N/A	MISO	Central	12/2010	148.8 MW (nameplate)
Farmers City Wind, LLC	ER09-31-000	Farmers City	Farmers City Wind, LLC	Farmers City Wind, LLC	N/A	MISO	Central	4/2009	146 MW (nameplate)
Flat Rock Windpower LLC	ER05-1262-000	Maple Ridge I	Flat Rock Windpower LLC	Flat Rock Windpower LLC	N/A	NYISO	Northeast	1/2006	231 MW (nameplate)

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Flat Rock Windpower II LLC	ER06-1093-000	Maple Ridge II	Flat Rock Windpower II LLC	Flat Rock Windpower II LLC	N/A	NYISO	Northeast	11/2006	90.75 MW (nameplate)
Flying Cloud Power Partners, LLC	ER03-296-000	Flying Cloud	Flying Cloud Partners, LLC	Flying Cloud Partners, LLC	N/A	MISO	Central	12/2003	43.5 MW (nameplate)
Groton Wind, LLC	ER12-2649-000	Groton Wind	Groton Wind, LLC	Groton Wind, LLC	N/A	ISO-NE	Northeast	12/2012	48 MW (nameplate)
Hardscrabble Wind Power LLC	ER10-1725-000	Hardscrabble	Hardscrabble Wind Power LLC	Hardscrabble Wind Power LLC	N/A	NYISO	Northeast	1/2011	74 MW (nameplate)
Hay Canyon Wind LLC	ER09-382-000	Hay Canyon	Hay Canyon Wind LLC	Hay Canyon Wind LLC	N/A	BPA	Northwest	2/2009	100 MW (nameplate)
Iberdrola Arizona Renewables, LLC	ER09-1723-000	Dry Lake	Iberdrola Arizona Renewables, LLC	Iberdrola Arizona Renewables, LLC	N/A	APS	Southwest	9/2009	63 MW (nameplate)
		Dry Lake II						12/2010	65 MW (nameplate)
Iberdrola Renewables, LLC	ER08-912-000	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Juniper Canyon Wind Power LLC	ER10-975-000	Juniper Canyon	Juniper Canyon Wind Power LLC	Juniper Canyon Wind Power LLC	N/A	BPA	Northwest	3/2011	151.2 MW (nameplate)

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Klamath Energy LLC	ER01-3121-000	Klamath I	Klamath Energy LLC	Klamath Energy LLC	N/A	BPA	Northwest	*Peaker: 5/17/2002  *Cogen Facility: 7/29/2001	100 MW (nameplate)  536 MW (nameplate)
Klamath Generation LLC	ER02-418-000	Klamath II	Klamath Generation LLC	Klamath Generation LLC	N/A	BPA	Northwest	In development	550 MW (nameplate)
Klondike Wind Power LLC	ER03-416-000	Klondike I	Klondike Wind Power LLC	Klondike Wind Power LLC	N/A	BPA	Northwest	12/2001	24 MW (nameplate)
Klondike Wind Power II LLC	ER05-332-000	Klondike II	Klondike Wind Power II LLC	Klondike Wind Power II LLC	N/A	BPA	Northwest	7/2005	75 MW (nameplate)
Klondike Wind Power III LLC	ER07-287-000	Klondike III	Klondike Wind Power III LLC	Klondike Wind Power III LLC	N/A	BPA	Northwest	10/2007	297.5 MW (nameplate)
Leaning Juniper Wind Power II LLC	ER10-1776-000	Leaning Juniper II	Leaning Juniper Wind Power II LLC	Leaning Juniper Wind Power II LLC	N/A	BPA	Northwest	2/2011	201.3 MW (nameplate)
Lempster Wind, LLC	ER08-933-000	Lempster	Lempster Wind, LLC	Lempster Wind, LLC	N/A	ISO-NE	Northeast	10/2008	24 MW (nameplate)
Locust Ridge Wind Farm, LLC	ER07-195-000	Locust Ridge	Locust Ridge Wind Farm, LLC	Locust Ridge Wind Farm, LLC	N/A	PJM	Northeast	12/2007	26 MW (nameplate)

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Locust Ridge II, LLC	ER08-934-000	Locust Ridge II	Locust Ridge II, LLC	Locust Ridge II, LLC	N/A	PJM	Northeast	5/2009	102 MW (nameplate)
Manzana Wind LLC	ER12-308-000	Manzana	Manzana Wind LLC	Manzana Wind LLC	N/A	CAISO	Southwest	12/2012	246 MW (nameplate)
MinnDakota Wind LLC	ER07-242-000	MinnDakota	MinnDakota Wind LLC	MinnDakota Wind LLC	N/A	MISO	Central	2/2008	150 MW (nameplate)
Moraine Wind LLC	ER03-951-000	Moraine	Moraine Wind LLC	Moraine Wind LLC	N/A	MISO	Central	12/2003	51 MW (nameplate)
Moraine Wind II LLC	ER09-282-000	Moraine II	Moraine Wind II LLC	Moraine Wind II LLC	N/A	MISO	Central	2/2009	49.5 MW (nameplate)
Mountain View Power Partners III, LLC	ER04-94-000	Mountain View	Mountain View Power Partners III, LLC	Mountain View Power Partners III, LLC	N/A	CAISO	Southwest	12/2003	22.4 MW (nameplate)
New England Wind, LLC	ER12-422-000	Hoosac	New England Wind, LLC	New England Wind, LLC	N/A	ISO-NE	Northeast	12/2012	28.5 MW (nameplate)
New Harvest Wind Project LLC	ER11-2032-000	New Harvest	New Harvest Wind Project LLC	New Harvest Wind Project LLC	N/A	MISO	Central	6/2012	100 MW (nameplate)
Northern Iowa Windpower II LLC	ER02-2085-000	Northern Iowa	Northern Iowa Windpower II, LLC	Northern Iowa Windpower II, LLC	N/A	MISO	Central	12/2007	80 MW (nameplate)
Pebble Springs Wind LLC	ER09-281-000	Pebble Springs	Pebble Springs Wind LLC	Pebble Springs Wind LLC	N/A	BPA	Northwest	1/2009	98.7 MW (nameplate)

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Phoenix Wind Power LLC	N/A	Phoenix	Phoenix Wind Power LLC	Phoenix Wind Power LLC	N/A	CAISO	Southwest	9/1999	2.1 MW (nameplate)
Providence Heights Wind, LLC	ER07-1378-000	Providence Heights	Providence Heights Wind, LLC	Providence Heights Wind, LLC	N/A	PJM	Northeast	7/2008	75 MW (nameplate)
Rugby Wind LLC	ER09-1284-000	Rugby	Rugby Wind LLC	Rugby Wind LLC	N/A	MISO	Central	12/2009	150 MW (nameplate)
San Luis Solar LLC	ER11-2196-000	San Luis	San Luis Solar LLC	San Luis Solar LLC	N/A	PSCo	Northwest	3/2012	30 MW (nameplate)
Shiloh I Wind Project, LLC	ER05-1146-000	Shiloh I	Shiloh I Wind Project, LLC	Shiloh I Wind Project, LLC	N/A	CAISO	Southwest	4/2006	168 MW (nameplate)
South Chestnut LLC	ER12-96-000	South Chestnut	South Chestnut LLC	South Chestnut LLC	N/A	PJM	Northeast	12/2011	46 MW (nameplate)
Star Point Wind Project LLC	ER10-228-000	Star Point	Star Point Wind Project LLC	Star Point Wind Project LLC	N/A	BPA	Northwest	2/2010	100 MW (nameplate)
Streator-Cayuga Ridge Wind Power LLC	ER09-1285-0000	Streator-Cayuga	Streator-Cayuga Ridge Wind Power LLC	Streator-Cayuga Ridge Wind Power LLC	N/A	PJM	Northeast	3/2010	300 MW (nameplate)
Trimont Wind I LLC	ER05-481-000	Trimont	Trimont Wind I LLC	Trimont Wind I LLC	N/A	MISO	Central	11/2005	101 MW (nameplate)

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Iberdrola Renewables, LLC and its Subsidiaries**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
Twin Buttes Wind LLC	ER07-240-000	Twin Buttes	Twin Buttes Wind LLC	Twin Buttes Wind LLC	N/A	PSCo	Northwest	7/2007	75 MW (nameplate)
Winnebago Windpower LLC	N/A	Winnebago	Winnebago Windpower LLC	Winnebago Windpower LLC	N/A	MISO	Central	8/2008	20 MW (nameplate)
Pacific Solar Investments, Inc.	N/A	Wy'East	Pacific Solar Investments, Inc.	Pacific Solar Investments, Inc.	N/A	BPA	Northwest	In development	10 MW (nameplate)



**Order No. 697 Appendix B (as of January 14, 2016)**  
**Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities of Subsidiaries of Iberdrola Renewables Holdings, Inc.**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
Enstor Grama Ridge Storage and Transportation, LLC (“Enstor Grama Ridge”)	Enstor Grama Ridge provides firm and interruptible storage and storage-related hub services in Lea County, New Mexico and is interconnected with one New Mexico intrastate natural gas pipeline and two interstate natural gas pipelines. Currently undergoing expansion activities.	Enstor Grama Ridge	Enstor Grama Ridge	N/A	N/A	Southwest	15.7 Bcf (working)
Enstor Katy Storage and Transportation, L.P. (“Enstor Katy”)	Enstor Katy provides firm and interruptible storage and storage-related hub services near Katy, Fort Bend County, Texas and is interconnected with nine Texas intrastate and five interstate natural gas pipelines.	Enstor Katy	Enstor Katy	N/A	N/A	Southwest	20.7 Bcf (working)

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities of Subsidiaries**  
**of Iberdrola Renewables Holdings, Inc.**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
Enstor Operating Company, LLC (“Enstor Operating Company”)	Enstor Operating Company engages in gas storage facility management and operations in Texas, New Mexico, Alabama and Mississippi and serves as the general partner of Enstor Katy and Enstor Houston and manager of Enstor Grama Ridge, Freebird and Caledonia.	N/A	N/A	N/A	N/A	N/A	N/A
Freebird Gas Storage, LLC (“Freebird”)	Freebird provides firm and interruptible storage and storage-related hub services in Lamar County, Alabama, and is interconnected with one interstate natural gas pipeline.	Freebird	Freebird	N/A	N/A	Southeast	9.76 Bcf (FERC-jurisdictional working)
Caledonia Energy Partners, LLC (“Caledonia”)	Caledonia provides firm and interruptible storage and storage-related hub services in Lowndes and Monroe Counties, Mississippi, and is interconnected with one interstate natural gas pipeline. Currently undergoing expansion activities.	Caledonia	Caledonia	N/A	N/A	Southeast	19.9 Bcf (working)

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**Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities of Subsidiaries**  
**of Iberdrola Renewables Holdings, Inc.**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
Enstor Houston Hub Storage and Transportation, L.P. ("Enstor Houston")	Enstor Houston received, April 4, 2008, FERC approval to begin construction on a salt dome natural gas storage facility located in Liberty County, Texas.	Enstor Houston	Enstor Houston	N/A	N/A	Southwest	N/A
Colorado Green Holdings LLC Twin Buttes Wind LLC Pacific Wind Development LLC	Generator Tie Line	Colorado Green Holdings LLC Twin Buttes Wind LLC Pacific Wind Development LLC	Colorado Green Holdings LLC Twin Buttes Wind LLC Pacific Wind Development LLC	N/A	PSCo	Northwest	44 circuit miles; 230 kV

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Subsidiaries of Iberdrola Networks**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
New York State Electric & Gas Corporation (“NYSEG”)	ER99-221	Auburn-State Street	NYSEG	NYSEG	N/A	NYISO	Northeast	2000	7.4 MW (nameplate) 5.0 MW (summer)
NYSEG	ER99-221	Harris Lake: Newcomb, NY	NYSEG	NYSEG	N/A	NYISO	Northeast	1967	1.7 MW (summer)
NYSEG	ER99-221	Cadyville 1-3	NYSEG	NYSEG	N/A	NYISO	Northeast	1921	5.5 MW (nameplate) 5.5 MW (summer)
NYSEG	ER99-221	High Falls 1-3	NYSEG	NYSEG	N/A	NYISO	Northeast	1948	15.0 MW (nameplate) 15.0 MW (summer)
NYSEG	ER99-221	Kent Falls 1-3	NYSEG	NYSEG	N/A	NYISO	Northeast	1928	13.6 MW (nameplate) 13.6 MW (summer)
NYSEG	ER99-221	Mechanicville 1-2	NYSEG	NYSEG	N/A	NYISO	Northeast	1983	18.5 MW (nameplate) 18.5 MW (summer)

<sup>1</sup> The information provided by the Appendix B Entities in the “Controlled By” and “Date Control Transferred” columns takes the most conservative approach, *i.e.*, that the generation owner also controls the generation, even though, in many instances, the generation is committed to a wholesale purchaser under a long-term power sale agreement.

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Subsidiaries of Iberdrola Networks**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By <sup>1</sup>	Date Control Transferred	Location		In-service Date	Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
NYSEG	ER99-221	Mill C 1-3	NYSEG	NYSEG	N/A	NYISO	Northeast	1943	6.0 MW (nameplate) 6.0 MW (summer)
NYSEG	ER99-221	Rainbow Falls 1-2	NYSEG	NYSEG	N/A	NYISO	Northeast	1926	2.6 MW (nameplate) 2.6 MW (summer)
NYSEG	ER99-221	Broome Energy	NYSEG	NYSEG	N/A	NYISO	Northeast	2007	2.1 MW (nameplate) 2.1 MW (summer)
RG&E	ER97-3553	Station 5 1-3	RG&E	RG&E	N/A	NYISO	Northeast	1917	45.6 MW (nameplate) 45.6 MW (summer)
RG&E	ER97-3553	Station 2	RG&E	RG&E	N/A	NYISO	Northeast	1960	8.5 MW (nameplate) 8.5 MW (summer)
RG&E	ER97-3553	Station 26	RG&E	RG&E	N/A	NYISO	Northeast	1952	3.0 MW (nameplate) 3.0 MW (summer)
Central Maine Power Company ("CMP")	ER05-731	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

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**Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities of Subsidiaries of Iberdrola Networks**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
NYSEG	Electric Transmission Lines	NYSEG	NYISO	November 1999	NYISO	Northeast	4,315 circuit miles; voltage range 13kV – 345 kV
NYSEG	Natural gas transportation pipeline (Hinshaw pipeline)	NYSEG	NYSEG	N/A	N/A	Northeast	72 miles
NYSEG	Natural gas distribution pipeline	NYSEG	NYSEG	N/A	N/A	Northeast	7,878 miles
RG&E	Electric Transmission Lines	RG&E	NYISO	November 1999	NYISO	Northeast	1,283 circuit miles; voltage range 11kV – 115 kV
RG&E	Natural gas transportation pipeline	RG&E	RG&E	N/A	N/A	Northeast	109 miles
RG&E	Natural gas distribution pipeline	RG&E	RG&E	N/A	N/A	Northeast	8,471 miles
CMP	Electric Transmission Lines	CMP	ISO-NE	February 2005	ISO-NE	Northeast	2,593 circuit miles; 34.5 kV, 115kV and 345kV lines (also includes 183.36 miles associated with the 450kV HVDC Hydro Quebec tie-line in which CMP has an entitlement)
Maine Electric Power Company (“MEPCO”)	Electric Transmission Line	MEPCO	ISO-NE	April 2005	ISO-NE	Northeast	182 circuit miles; 345 kV line
Maine Natural Gas Corporation (“MNG”)	Natural gas transportation pipeline	MNG	MNG	N/A	N/A	Northeast	2 miles
MNG	Natural gas distribution line	MNG	MNG	N/A	N/A	Northeast	80 miles

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Market-Based Rate Authority and Generation Assets of Subsidiaries of Gamesa Wind US, LLC**

Filing Entity and its Energy Affiliates <sup>1</sup>	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
First State Marine Wind, LLC	(NA) (QF10-670)	First State Marine Wind, LLC	First State Marine Wind, LLC	First State Marine Wind, LLC	(NA)	PJM	Northeast	6/2010	2 MW
Pocahontas Prairie Wind, LLC	ER11-3736-000	Pocahontas Prairie Wind, LLC	Pocahontas Prairie Wind, LLC	Pocahontas Prairie Wind, LLC	(NA)	MISO	Central	11/2011	80 MW

<sup>1</sup> Information regarding Gamesa Wind US, LLC assets is compiled from Updated Market Power Analysis – Central Region for Pocahontas Prairie Wind, LLC on June 29, 2015 in Docket No. ER11-3736-002.

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities of Subsidiaries of Gamesa Wind US, LLC**

Filing Entity and its Energy Affiliates	Asset Name and Use	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Size
						Balancing Authority Area	Geographic Region (per Appendix D)		
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A



**Order No. 697 Appendix B (as of January 14, 2016)  
Market-Based Rate Authority and Generation Assets of Subsidiaries of UIL**

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Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
The United Illuminating Company	ER93-3	N/A	UIL Holdings Corporation	UIL Holdings Corporation	N/A	ISO-NE	Northeast	N/A	N/A
UIL Distributed Resources, LLC	N/A	Glastonbury Fuel Cell	United Resources, Inc.	United Resources, Inc.	N/A	ISO-NE	Northeast	Est. May 2016	3.4 MW (nameplate)
The United Illuminating Company	N/A	New Haven Fuel Cell Project	The United Illuminating Company	The United Illuminating Company	N/A	ISO-NE	Northeast	August 2015	2.8 MW (nameplate)
The United Illuminating Company	N/A	Bridgeport Fuel Cell Project	The United Illuminating Company	The United Illuminating Company	N/A	ISO-NE	Northeast	November 2015	2.8 MW (nameplate)
The United Illuminating Company	N/A	Bridgeport Solar PV Project	The United Illuminating Company	The United Illuminating Company	N/A	ISO-NE	Northeast	Est. February 2016	2.2 MW (nameplate)
GCE Holding, LLC	N/A	N/A	The United Illuminating Company NRG Energy, Inc. <sup>1</sup>	The United Illuminating Company NRG Energy, Inc.	N/A	N/A	N/A	N/A	N/A
GenConn Energy, LLC	ER10-1291	N/A	GCE Holding, LLC <sup>2</sup>	GCE Holding, LLC	N/A	N/A	N/A	N/A	N/A

<sup>1</sup> United Illuminating owns 50 percent of the equity interest in GCE Holding LLC. The remaining 50 percent of the equity interests in GCE Holding is owned by NRG Yield Operating LLC, which is not affiliated with the AVANGRID MBR Sellers.

<sup>2</sup> United Illuminating owns 50 percent of the equity interest in GCE Holding LLC, which wholly owns GenConn Energy LLC. The remaining 50 percent of the equity interests in GCE Holding is owned by NRG Yield Operating LLC, which is not affiliated with the AVANGRID MBR Sellers.

**Order No. 697 Appendix B (as of January 14, 2016)  
Market-Based Rate Authority and Generation Assets of Subsidiaries of UIL**

Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-service Date	Approximate Nameplate and/or Seasonal Rating
						Balancing Authority Area	Geographic Region (per Appendix D)		
GenConn Devon, LLC	ER09-1300	Devon Project	GCE Holding, LLC <sup>3</sup>	GCE Holding, LLC	N/A	ISO-NE	Northeast	June 2010	187.6 MW (summer)
GenConn Middletown, LLC	ER09-1301	Middletown Project	GCE Holding, LLC <sup>4</sup>	GCE Holding, LLC	N/A	ISO-NE	Northeast	June 2011	187.6 MW (summer)

<sup>3</sup> United Illuminating owns 50 percent of the equity interest in GCE Holding LLC, which wholly owns GenConn Devon LLC. The remaining 50 percent of the equity interests in GCE Holding is owned by NRG Yield Operating LLC, which is not affiliated with the AVANGRID MBR Sellers.

<sup>4</sup> United Illuminating owns 50 percent of the equity interest in GCE Holding LLC, which wholly owns GenConn Middletown LLC. The remaining 50 percent of the equity interests in GCE Holding is owned by NRG Yield Operating LLC, which is not affiliated with the AVANGRID MBR Sellers.

**Order No. 697 Appendix B (as of January 14, 2016)**  
**Electric Transmission Assets, Natural Gas Pipelines and/or Gas Storage Facilities**  
**of Subsidiaries of UIL**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region (per Appendix D)	
The United Illuminating Company	Various Pool Transmission Facilities (“PTF”) and non-PTF Transmission Facilities	The United Illuminating Company	ISO-NE	February 2005	ISO-NE	Northeast	Various
The United Illuminating Company	HQ Interconnection	Approximate 5.4% participation share owned by The United Illuminating Company	ISO-NE	February 2005	ISO-NE	Northeast	108 MW (Approx.)
Berkshire Gas Company	Natural Gas Distribution Lines	Berkshire Energy Resources	Berkshire Energy Resources	N/A	N/A	Northeast	751 miles of distribution main
Connecticut Natural Gas Corporation	Natural Gas Distribution Lines	CTG Resources, Inc.	CTG Resources, Inc.	N/A	N/A	Northeast	2,035 miles of distribution main
The Southern Connecticut Gas Company	Natural Gas Distribution Lines	Connecticut Energy Corporation	Connecticut Energy Corporation	N/A	N/A	Northeast	2,301 miles of distribution main
Total Peaking Services, LLC	Milford LNG Plant; provides LNG peak-shaving facility	United Resources, Inc.	United Resources, Inc.	July 2014	N/A	Northeast	Liquefaction rate – 6 MMcf/d; sendout capacity 90 MMcf/d and a working gas capacity of 1,140 MMcf

Document Content(s)

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