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July 8, 2016

The Honorable Kimberly D. Bose, Secretary  
Federal Energy Regulatory Commission  
888 First Street, N.E.  
Washington, D.C. 20426

**Re: Application of Algonquin SKIC 20 Solar, LLC for Order Accepting Initial Tariff,  
Waiving Regulations and Granting Blanket Approvals, Including Blanket Approval  
Under Part 34 for Issuances of Securities and Assumptions of Liabilities  
Docket No. ER16\_\_\_\_\_ -000**

Dear Secretary Bose:

Pursuant to Section 205 of the Federal Power Act ("FPA"), and Part 35 of the Federal Energy Regulatory Commission's (the "Commission"), regulations attached please find for filing the Application of Algonquin SKIC 20 Solar, LLC ("Applicant" or "SKIC 20") for Authorization to make market-based rate sales of energy, capacity and ancillary services under a market-based rate tariff (the "Application")

This Application requests that the Commission: (i) accept for filing Applicant's Market-Based Rate Tariff (the "Tariff"); (ii) grant waiver of the Commission's 60-day prior notice requirement to permit the Tariff to become effective as of July 14, 2016; (iii) grant the Applicant blanket authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the terms and conditions of the Tariff; and (iv) grant such other waivers and authorizations granted to other market-based rate sellers, including blanket approval under Part 34 for the future issuances of securities and assumptions of liabilities.

The Applicant is submitting this Application in the format required under Order No. 714. The following documents are included with this filing:

1. Application of Algonquin SKIC 20 Solar, LLC for Order Accepting Initial Tariff, Waiving Regulations and Granting Blanket Approvals, Including Blanket Approval Under Part 34 for Issuances of Securities and Assumptions of Liabilities.

2. Algonquin SKIC 20 Solar, LLC FERC Market-Based Rate Tariff in PDF Format.
3. Affiliate Asset Appendix in the format required by Order No. 697.
4. Algonquin SKIC 20 Solar, LLC FERC Market-Based Rate Tariff in RTF format with attached metadata.

Applicant includes a “Confidential Exhibit C”, which contains upstream ownership information of individuals that have interests in Applicant. Applicant respectfully requests confidential treatment of Exhibit C pursuant to Sections 35.37(f) and 388.12 of the Commission’s regulations. Exhibit C contains information on individuals and that information is commercially sensitive and, as a result, should be withheld from public disclosure. Applicant is submitting a confidential, non-public version of this letter marked “**CONTAINS PRIVILEGED AND CONFIDENTIAL INFORMATION - DO NOT RELEASE**” and a public version of this letter. In accordance with Section 388.112(b)(2)(i), Applicant has also included a proposed Protective Order and non-disclosure certificate as Exhibit D.

Feel free to contact me with any questions at (202) 585-8338. Thank you for your assistance.

Very truly yours,

/s/Elizabeth W. Whittle  
Elizabeth W. Whittle

**ALGONQUIN SKIC 20 SOLAR, LLC**  
**FERC ELECTRIC TARIFF**

1) Availability

Seller makes electric energy, capacity, and ancillary services available under this Tariff to any purchaser, except as prohibited below.

2) Rates

All sales shall be made at rates established by agreement between the purchaser and Seller.

3) Other Terms and Conditions

All other terms and conditions for sales under this Tariff shall be established by agreement between Seller and purchaser.

4) Seller Category

Seller is a Category 1 seller in all regions as defined in 18 CFR 35.36(a).

5) Compliance with Commission Regulations

Seller shall comply with the provisions of 18 CFR Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller's market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this Tariff or otherwise restricts or limits the Seller's market-based rate authority. Failure to comply with the applicable provisions of 18 CFR Part 35, Subpart H, and with any orders of the Commission concerning Seller's market-based rate authority, will constitute a violation of this Tariff.

6) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15.; and received blanket approval pursuant to Federal Power Act Section 204 and Part 34 of the Commission's regulations. *Algonquin SKIC 20 Solar, LLC*, ER16- -000 (2016).

7) Ancillary Services

PJM: Seller offers regulation and frequency response service, energy imbalance service, and operating reserve service (which includes spinning, 10-minute, and 30-minute reserves) for sale into the market administered by PJM Interconnection, L.L.C. ("PJM") and, where the PJM Open Access Transmission Tariff permits, the self-supply of these

services to purchasers for a bilateral sale that is used to satisfy the ancillary services requirements of the PJM Office of Interconnection.

New York: Seller offers regulation and frequency response service, and operating reserve service (which include 10-minute non-synchronous, 30-minute operating reserves, 10-minute spinning reserves, and 10-minute non-spinning reserves) for sale to purchasers in the market administered by the New York Independent System Operator, Inc.

New England: Seller offers regulation and frequency response service (automatic generator control), operating reserve service (which includes 10-minute spinning reserve, 10-minute non-spinning reserve, and 30-minute operating reserve service) to purchasers within the markets administered by the ISO New England, Inc.

California: Seller offers regulation service, spinning reserve service, and non-spinning reserve service to the California Independent System Operator Corporation ("CAISO") and to others that are self-supplying ancillary services to the CAISO.

MISO: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. (MISO) and to others that are self-supplying ancillary services to MISO.

Southwest Power Pool: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Southwest Power Pool, Inc. (SPP) and to others that are self-supplying ancillary services to SPP.

Third-party ancillary services: Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, and Operating Reserve-Supplemental. Sales will not include the following: (1) sales to an RTO or an ISO, *i.e.*, where that entity has no ability to self-supply ancillary services but instead depends on third parties; and (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier. Sales of Operating Reserve-Spinning and Operating Reserve-Supplemental will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except where the Commission has granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider's OATT rate for the same service or where the Commission has granted authorization.

8) Revisions

Seller may file revisions of this Tariff with the Commission. Nothing contained in this Tariff shall be construed as affecting or limiting in any way the right of Seller to unilaterally file with the Commission for a change in any aspect of this Tariff under Section 205 of the Federal Power Act pursuant to the Commission's Rules and Regulations.

9) Effective Date

This Tariff shall become effective on the date specified by the Commission.

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

**Algonquin SKIC 20 Solar, LLC** )  
 ) **Docket No. ER16- -000**  
 )

**APPLICATION OF ALGONQUIN SKIC 20 SOLAR, LLC FOR ORDER  
ACCEPTING INITIAL TARIFF, WAIVING REGULATIONS AND GRANTING  
BLANKET APPROVALS, INCLUDING BLANKET APPROVAL UNDER PART 34 FOR  
ISSUANCES OF SECURITIES AND ASSUMPTIONS OF LIABILITIES**

Pursuant to Section 205 of the Federal Power Act (“FPA”),<sup>1</sup> and Part 35 of the Federal Energy Regulatory Commission’s (the “Commission”), regulations,<sup>2</sup> Algonquin SKIC 20 Solar, LLC (“Applicant” or “SKIC 20”) hereby requests that the Commission: (i) accept for filing Applicant’s Market-Based Rate Tariff (the “Tariff”);<sup>3</sup> (ii) grant waiver of the Commission’s 60-day prior notice requirement to permit the Tariff to become effective as of July 14, 2016; (iii) grant Applicant blanket authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the terms and conditions of the Tariff; and (iv) grant such other waivers and authorizations granted to other market-based rate sellers, including blanket approval under Part 34 for the future issuances of securities and assumptions of liabilities.<sup>4</sup> Applicant seeks confidential treatment of Exhibit C to the Application. Applicant is a Category 1 Seller.

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<sup>1</sup> 16 U.S.C. §824d.  
<sup>2</sup> 18 C.F.R. Part 35.  
<sup>3</sup> The Tariff is provided as Attachment A.  
<sup>4</sup> See 18 C.F.R. Part 34.

**I.**  
**COMMUNICATIONS**

All correspondence and communications regarding this Application should be directed to the following person:

Danielle Waldman Senior Corporate Counsel Algonquin SKIC 20 Solar, LLC c/o 354 Davis Road, Suite 100 Oakville, Ontario L6J 2X1 Phone: (905) 465- 6115 Fax: (905) 465- 4514 E-mail: Danielle.waldman@algonquinpower.com	Elizabeth W. Whittle Nixon Peabody LLP 799 9th Street, N.W. Suite 500 Washington, D.C. 20001 Phone: (202) 585-8338 Fax: (866) 947-3523 E-mail: ewhittle@nixonpeabody.com
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**II.**  
**DESCRIPTION OF APPLICANT AND ITS AFFILIATES**

**A. Applicant**

Applicant is a Delaware limited liability company. Applicant is solely in the business of developing, owning and operating the Facility (defined below) in the California Independent System Operator, Inc. (“CAISO”) Regional Transmission Owner (“RTO”). Applicant is a qualifying small power production facility (“QF”).<sup>5</sup> While the Applicant would not normally require market-based rate authority because its sales are made in accordance with 18 CFR § 292.601, the Applicant’s affiliate, Algonquin SKIC 10 Solar, LLC is developing a 10 MW solar-generation project that will be located within one mile of the Applicant. As a result, the combined total capacity of the two projects is approximately 30 MW, which may trigger the need for both projects to obtain market-based rate approval.

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<sup>5</sup> *Algonquin SKIC 20 Solar, LLC*, Docket No. QF15-215, Notice of Self-Certification filed December 18, 2014, recertification filed May 6, 2016.

Applicant owns and operates a 20 MW solar-powered electric generating facility (the “Facility”) located in Kern County, CA. Applicant has executed a long-term Power Purchase Agreement (“PPA”) with Pacific Gas & Electric Company (“PG&E”) for the entire capacity of the Facility for firm sales of one year or greater. The PPA expires May 31, 2035. The Facility has executed an Interconnection Agreement among Applicant, PG&E and CAISO. Applicant’s sole managing member is Algonquin Power (Bakersfield Holdings), LLC (“Bakersfield Holdings”).

Bakersfield Holdings holds 100% of the Class B membership interests in the Applicant. One hundred percent of the passive, non-managing Class A membership interests of Applicant are held by Firststar Development, LLC.<sup>6</sup> Applicant has no subsidiaries.

Bakersfield Holdings is a Delaware limited liability company. It is a wholly owned subsidiary of Algonquin Power Fund (America) Inc., which is a wholly owned indirect subsidiary of Algonquin Power Co., a trust formed under the laws of the Province of Ontario, Canada. Algonquin Power Co’s ultimate parent is Algonquin Power & Utilities Corp. (“APUC”), a diversified electric power generation and utility infrastructure company with a principal place of business in Oakville, Ontario. APUC is a publicly traded company on the Toronto Stock Exchange.

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<sup>6</sup> Firststar’s interests in Applicant are equivalent to the types of interests that the Commission has found not to constitute voting interests for purposes of Federal Power Act Section 205. *See, AES Creative Resources L.P.*, 129 FERC ¶ 61,239 (2009) (“*AES Creative*”). The Applicant has attached as Exhibit C of its Operating Agreement (defined below) to show that the interests owned by Firststar are passive. Firststar is not an affiliate of Applicant for purposes of FPA Section 205.



## B. Applicant's Affiliates

Applicant has two affiliates that are QFs in CAISO and two affiliates that are public utilities in first tier markets that provide retail service, both detailed below. All of the affiliate generation located in CAISO is fully committed on a long-term basis.

Alongquin Power Sanger LLC (“Sanger”) owns the Sanger facility, a 61.5 MW natural gas-fired generating facility located in Sanger, California. The Sanger facility sells 38 MW to PG&E pursuant to a long-term PPA and sells the remaining capacity to its thermal host. Sanger is a QF.<sup>7</sup>

Liberty Utilities (CalPeco Electric) LLC (“CalPeco”) is an electric utility that serves approximately 49,000 electric customers in eastern California near Lake Tahoe. The only generation jurisdictional physical asset owned or controlled by CalPeco is the 12 MW (summer) Kings Beach diesel-fired generation facility located in Placer County, California in the Sierra Pacific Power Company (“SPPC”) Balancing Authority Area. CalPeco has on file with the Commission several agreements pursuant to which it provides wholesale capacity and energy, emergency backup services, and borderline services to SPPC and/or PG&E. CalPeco does not have a market-based rate tariff on file with the Commission. The output of Kings Beach facility is committed to both CalPeco and SPPC pursuant to a long-term agreement on file with the Commission. *See Cal. Pac. Electric Co., LLC*, Docket No. ER10-1703-000, Letter Order dated August 20, 2010. The Commission has disclaimed jurisdiction over CalPeco’s distribution system. *See Cal. Pac. Electric Co., LLC*, 133 FERC P. 61,018 (2010).

In addition, on March 16, 2016, as supplemented on April 8, 2016, in Docket No. EC16-88-000, Liberty Utilities (Central) Co. and The Empire District Electric Company (“Empire”)

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<sup>7</sup> *Alongquin Power Sanger LLC*, Docket No. QF02-97, Notice of Self-Recertification filed February 19, 2010.

submitted an Application for Authorization for Disposition of Jurisdictional Facilities. As proposed, Liberty Utilities (Central) Co. would acquire Empire's issued and outstanding common stock in a transaction described in such Application. In an order issued May 6, 2016, the Commission issued an Order Authorizing Disposition of Jurisdictional Facilities.<sup>8</sup> While the transaction has not yet been consummated, Empire is treated as an affiliate for purposes of this Application.

Empire is a small investor-owned utility providing electric service to approximately 169,000 customers in Southwest Missouri, southeast Kansas, northeast Oklahoma and northwest Arkansas. Empire is a public utility company regulated by the Missouri Public Service Commission, the Kansas Corporation Commission, the Oklahoma Corporation Commission, the Arkansas Public Service Commission and the Commission. Empire is a transmission-owning member of the Southwest Power Pool, Inc. ("SPP"). All requests for transmission service on Empire's transmission system are made through SPP under the terms and conditions of the SPP Tariff. Empire has market-based rate authority.<sup>9</sup> Empire also provides service to its customers under cost-based rate schedules on file with the Commission.

Empire owns a number of generating stations located within the SPP BAA, including: (1) Asbury, a 191 MW facility located in Missouri; (2) Empire Energy Center, a 267 MW facility located in Missouri; (3) Iatan, a 192 MW facility located in Missouri (Empire owns a 12% interest in this facility); (4) Ozark Beach, a 16 MW facility located in Missouri; (5) Riverton, a 248 MW facility located in Kansas; (6) State Line 1, a 96 MW facility located in Missouri; and

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<sup>8</sup> *The Empire District Electric Company and Liberty Utilities (Central) Co.*, 155 FERC ¶ 62,091 (2016).

<sup>9</sup> *See The Empire District Electric Co.*, 116 FERC ¶ 61,150 (2006), *order denying reh'g*, 123 FERC ¶ 61,084 (2008).

(7) State Line Combined Cycle, a 297 MW facility located in Missouri (Empire owns a 60% share in this facility).<sup>10</sup>

Firststar Development, LLC holds indirect, passive, non-controlling Class A ownership interests in the Applicant. Bakersfield Holdings is the Managing Member and holds the controlling, Class B ownership interests in the Applicant.

Firststar is a wholly-owned, indirect subsidiary of U.S. Bancorp (“USB”). USB, through its subsidiary, U.S. Bank National Association, operates the fifth largest commercial bank in the United States, with over 3,100 banking offices in 25 states and more than 5,000 ATMs. USB also provides a comprehensive line of banking, brokerage, insurance, investment, mortgage, trust, and payment services to consumers, businesses, and institutions. USB has approximately \$400 billion in assets and is headquartered in Minneapolis, Minnesota.

USB is the sole shareholder of Firststar Capital Corporation, which is the sole member of Firststar. Firststar primarily serves as USB’s tax equity investment arm for its renewable energy portfolio and owns passive, non-voting interests in QFs and EWGs throughout the United States.

Other than through Firststar’s passive tax equity investments in companies that engage in wholesale sales of electricity in the United States and that own various interests in renewable energy generating facilities, USB is not primarily engaged in energy-related business activities and does not directly own or control any electric generating or transmission assets or generation output. Neither Firststar nor any other of USB’s affiliates own any electric transmission (other than limited interconnection facilities) or interstate natural gas pipeline facilities. Further, USB

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<sup>10</sup> Empire’s capacity is utilized to meet its load serving obligations. Excess energy not needed to satisfy its load is sold into the SPP market.

does not control and is not affiliated with any entity that controls any essential inputs to generation in the relevant market, including any intrastate pipeline facilities.

USB holds direct or indirect, passive, non-controlling interests in various companies that own and operate wind- and solar-powered electric generation facilities in the CAISO balancing authority area, but these are not considered to be affiliates in accordance with *AES Creative Resources*. Neither USB nor any subsidiary or affiliate or upstream owner of USB directly or indirectly owns or controls (1) any operational electric generation in the CAISO balancing authority area, (2) any electric transmission or distribution facilities in the CAISO or balancing authority area, (3) any intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; physical coal supply sources and ownership of or control over who may access transportation of coal supplies in the CAISO balancing authority area, or (4) any franchised public utility in the United States. Because in the relevant market USB owns only such passive, non-managing membership interests in electric generation and limited and discrete transmission assets associated with the energy projects in which USB owns such passive, non-managing membership interests, Applicant is not affiliated with Firststar for purposes of obtaining market-based rate approval.

As noted above, Firststar does not have day-to-day control of the Applicant, or the authority to enter into agreements on behalf of Applicant. Only the Managing Member has such control of the Applicant. Pursuant to the Applicant's Amended and Restated Operating Agreement, dated August 13, 2014, (the "Operating Agreement"), Firststar has limited rights to approve or consent to certain specified matters and certain actions of the Managing Member in respect of the Applicant ("Class A Consent Rights"). The Class A Consent Rights are typical for

passive owners to protect their investment and consistent with those outlined in *AES Creative* and related cases.<sup>11</sup> A list of the Consent Rights are included below.

Consent/Veto Rights	Operating Agreement Section Reference
Acts in contravention of the Operating Agreement or organizational documents of Holdco or SKIC 20. <sup>12</sup>	6.2(b)(i)
Engage in any activity that (i) is not within the purpose the Applicant or change the purpose of the business of Applicant; change the Applicant’s legal form; change the name of the Applicant; cause the Applicant to recapitalize, liquidate, windup, dissolve or declare bankruptcy; amend, supplement or modify the Operating Agreement. <sup>13</sup>	2.2 6.2(b)(ii) 6.2(d)(i),(ii) 12.7
Make certain tax elections, including depreciation method; cause the Applicant to be treated other than a partnership for federal income tax purposes; seek, or cause the Applicant to seek any private letter ruling from the IRS; cause the Applicant to be treated as anything other than a disregarded entity; commence judicial action, petition or appeal with respect to a federal income tax matter; enter into settlement with IRS; enter into an agreement pursuant to Section 6229 of the Internal Revenue Code that extends the period of limitations for the assessment of any tax; intervene in an action contemplated under Section 6226(b) of the Internal Revenue Code; file a	6.2(b)(iii),(iv),(ix) 8.6 8.6(g) 8.7(b) 8.10(j) Definition of “Depreciation”

<sup>11</sup> *Evergreen Wind Power II, LLC* Docket No. ER15-1672-000, “Application for Market-Based Rate Authority, Request for Confidential Treatment, Request for Waivers and Request for Blanket Approval Under 18 C.F.R. Part 34” (May 5, 2015) (accepted by unpublished letter order issued on June 30, 2015) (“*Evergreen II*”); *Palouse Wind, LLC* Docket No. ER12-1308-002, “Notice of Change in Fact” (Jan. 2, 2013) (accepted by unpublished letter order issued on April 4, 2013) (“*Palouse*”); *Blue Sky East, LLC*, Docket No. ER12-2068-005, “Supplement to Market Power Updated for the Northeast Region and Notice of Change in Status” (June 27, 2014) (accepted by unpublished letter order issued on Aug. 29, 2014) (“*EWP Triennial Supplement*”); *Spring Canyon Energy LLC*, Docket Nos. ER10-2124-004, “Notification of Change in Facts Under Market-Based Rate Authority” (July 30, 2013), as supplemented on October 31, 2013 (accepted by unpublished letter order of Feb. 6, 2014); *Alabama Electric Marketing, LLC*, Docket No. ER10-1585-004, “Notification of Change in Status” (Jan. 6, 2014) (accepted by letter order issued on Feb. 11, 2014) (“*Alabama Electric*”); *Noble Great Plains Windpark, LLC*, Docket No. ER10-3135-002, “Notice of Non-Material Change in Status” (Dec. 2, 2013) (accepted by letter order issued on Jan. 14, 2014) (“*Noble Great Plains*”); *J.P. Morgan Ventures Energy Corp.*, Docket No. ER10-2331-029, “Notice of Non-Material Change in Status” (Jan. 16, 2015) (accepted by letter order issued on Mar. 20, 2015) (“*JPM Ventures*”); *Easter Coast Power Linden Holding, L.L.C.*, Docket No. ER10-2719-019, “Notice of Non-Material Change in Status” (Oct. 31, 2014), *errata*, Nov. 3, 2014 (accepted by unpublished letter order issued on Jan. 15, 2015) (“*Easter Coast Linden*”).

<sup>12</sup> See *Evergreen II, JPM Ventures supra* note 13.

<sup>13</sup> See *Evergreen II, Palouse, Alabama Electric supra* note 13.

<b>Consent/Veto Rights</b>	<b>Operating Agreement Section Reference</b>
request for administrative adjustment of partnership items under Section 6227 of the Internal Revenue Code; seek any private letter ruling from the IRS relating to transactions contemplated in the Operating Agreement. <sup>14</sup>	
Admit new Members to the Applicant or cause any additional member to be admitted to the Applicant or transfer certain membership interests. <sup>15</sup>	6.2(b)(v) 9.1(b)(i)(A) 9.1(b)(iii)(C)(1) 9.1(b)(iv)
Permit possession of property of the Applicant by any Member; assignment, transfer or pledge of rights of the Applicant in specific property of the Applicant other than in connection with the Applicant's purpose or for the Applicant's benefit; commingling of the Applicant's funds or assets with funds or assets of another person. <sup>16</sup>	6.2(b)(vi) 6.2(c)(xv)
Cause the Applicant to voluntarily and permanently remove the Facility (or part thereof) from service (other than removal from service caused by force majeure event or casualty). <sup>17</sup>	6.2(b)(vii)
Actions that would cause the Applicant or the Facility to cease to have or fail to maintain Qualifying Facility status. <sup>18</sup>	6.2(b)(viii)
Incurrence by the Applicant of certain types of indebtedness. <sup>19</sup>	6.2(c)(i)
Encumbrance of assets or rights of the Applicant, with certain exceptions. <sup>20</sup>	6.2(b)(vi) 6.2(c)(ii)
Provide guarantees or cause the Applicant to guarantee the payment of money or performance of any person, other than as provided in the Operating Agreement. <sup>21</sup>	6.2(c)(iii)
Sell, lease, transfer or distribute certain assets of the Applicant, and certain releases of reserve funds. <sup>22</sup>	6.2(c)(iv)  Definitions of "Assets," "Permitted Transfers" and "Permitted Generator Lead Line Transfer"

<sup>14</sup> See *Evergreen II, JPM Ventures, East Coast Linden, EWP Triennial Supplement*, supra note 13.

<sup>15</sup> See *Evergreen II, Palouse, Alabama Electric*, supra note 13.

<sup>16</sup> See *Evergreen II, Palouse, JPM Ventures, EWP Triennial Supplement*, supra note 13.

<sup>17</sup> See *Evergreen II, JPM Ventures, EWP Triennial Supplement*, supra note 13.

<sup>18</sup> See *Evergreen II, Palouse*, supra note 13.

<sup>19</sup> See *Evergreen II, Palouse, Alabama Electric*, supra note 13.

<sup>20</sup> See *id.*

<sup>21</sup> See *id.*

<sup>22</sup> See *id.*

<b>Consent/Veto Rights</b>	<b>Operating Agreement Section Reference</b>
Execution, renewal, cancellation, termination, amendment, waiver of terms or default of agreements between Applicant and an affiliate of the Managing Member, with certain exceptions, or provide consents thereunder. <sup>23</sup>	6.2(c)(v) 6.2(c)(xvii)
Remove the administrative manager of the Facility or the operator of the Facility. <sup>24</sup>	6.2(c)(vi)
Make or cause the Applicant to make advance payments of compensation or other consideration to the Managing Member or its affiliates. <sup>25</sup>	6.2(c)(vii)
Mergers, consolidations and certain acquisitions with respect to the Applicant. <sup>26</sup>	6.2(c)(viii)
Settlement of claims against or claims of the Applicant. <sup>27</sup>	
Loan any funds of the Applicant. <sup>28</sup>	6.2(c)(x)
Certain employment decisions. <sup>29</sup>	6.2(c)(xi)
Change methods of accounting or take any action with respect to accounting procedures outside of the ordinary course of business. <sup>30</sup>	6.2(c)(xii)
Cause the Applicant to take action or omit to take action that would result in a material breach or event of default of an agreement or that would permit or result in the acceleration of any obligation or termination of any right under certain agreements of the Applicants. <sup>31</sup>	6.2(c)(xiii)
Expenditures in excess of the budget of the Applicant, including certain capital expenditures. <sup>32</sup>	6.2(c)(xiv) 6.2(c)(xx)
Cause the Applicant to engage in speculative energy trading. <sup>33</sup>	6.2(c)(xvi)
Cause the Applicant to accept grants or subsidization. <sup>34</sup>	6.2(c)(xviii)
Cause or allow the Applicant to enroll any portion of real property in the U.S. Department of Agriculture's Conservation Reserve Program. <sup>35</sup>	6.2(c)(xix)
Valuation of Assets; approve appraisals and cost allocations. <sup>36</sup>	6.2(c)(xxi)

<sup>23</sup> See *id.*

<sup>24</sup> See *Evergreen II, JPM Ventures, supra* note 13.

<sup>25</sup> See *id.*

<sup>26</sup> See *Evergreen II, Palouse, supra* note 13.

<sup>27</sup> See *Evergreen II, Palouse, supra* note 13.

<sup>28</sup> See *Evergreen II, Palouse, supra* note 13.

<sup>29</sup> See *id.*

<sup>30</sup> See *Evergreen II, JPM Ventures, EWP Triennial Supplement, supra* note 13.

<sup>31</sup> See *Evergreen II, Palouse, supra* note 13.

<sup>32</sup> See *id.*

<sup>33</sup> See *Evergreen II, JPM Ventures, supra* note 13.

<sup>34</sup> See *id., EWP Triennial Supplement, supra* note 13.

<sup>35</sup> See *Evergreen, II, Noble Great Plains, supra* note 13.

Consent/Veto Rights	Operating Agreement Section Reference
	Definitions of “Value,” “Asset,” “Appraisal Procedure,” “Certified Public Accountant,” and “Qualified Appraiser”
Make investments of the Applicant’s funds other than those permitted under the Operating Agreement. <sup>37</sup>	6.2(c)(xv) 8.5(x)
Disclose name of any Member in press release or otherwise. <sup>38</sup>	7.7(c)
Select independent public accountants or law firms to review and prepare tax returns; select Independent Auditor and Qualified Appraiser. <sup>39</sup>	8.7(c) Definition of “Independent Auditor,” “Certified Public Accountant,” and “Appraisal Procedure”
Dissolution or continuance of the Applicant. <sup>40</sup>	10.1
Amend Holdco LLC Agreement. <sup>41</sup>	6.2(d)(ii) 12.7
Removal of the Managing Member if the Managing Member has engaged in gross negligence, willful misconduct or fraud; has performed any action or omitted to take any action in breach of the Operating Agreement; or is declared bankrupt. <sup>42</sup>	6.3(a)
Replacement of the Managing Member. <sup>43</sup>	6.3(b) 9.1(b)(ii)

Firstar holds only passive interests consistent with AES Creative and should not be considered an affiliate of the Applicant

(Footnote continued from previous page)

<sup>36</sup> See *Evergreen II, Palouse, Alabama Electric, EWP Triennial Supplement*, supra note 13.

<sup>37</sup> See *Evergreen II, JPM Ventures*, supra note 13.

<sup>38</sup> See *Evergreen II, Noble Great Plains*, supra note 13.

<sup>39</sup> See *Evergreen II, East Cost Linden, EWP Triennial, Noble Great Plains*, supra note 13.

<sup>40</sup> See *Evergreen II, Alabama Electric*, supra note 13.

<sup>41</sup> See *Evergreen II, Palouse*, supra note 13.

<sup>42</sup> See *Evergreen II, Palouse*, supra note 13.

<sup>43</sup> See *Noble Great Plains*, supra note 13.



Other than those entities described above, Applicant has no other affiliates located in CAISO or any first tier market. Applicant is affiliated with CalPeco and Empire. As a result, affiliate restrictions will apply as provided in 18 CFR § 35.39. As required by the Commission’s regulations, an Asset Appendix listing all required energy affiliates of Applicant is included as Exhibit B.

**III.  
REQUEST FOR BLANKET AUTHORIZATION TO  
MAKE WHOLESALE SALES OF ELECTRIC ENERGY,  
CAPACITY, AND ANCILLARY SERVICES AT MARKET-BASED RATES**

Applicant seeks authorization to sell electric energy, capacity, and ancillary services at market-based rates pursuant to its Market-Based Rate Tariff. The Commission permits sales for resale at market-based rate if the seller and its affiliates do not have, or have adequately mitigated, vertical and horizontal market power in generation and transmission and cannot erect other barriers to entry.<sup>44</sup> Applicant meets each of the Commission’s requirements for authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates.

**A. Applicant Lacks Generation Market Power**

The Commission has adopted two indicative screens for generation market power – a “pivotal supplier” screen and a “wholesale market share” screen. The pivotal supplier screen evaluates the potential of a seller and its affiliates to exercise market power based on uncommitted capacity at the time of the market’s peak demand. The wholesale market share screen measures whether a seller and its affiliates have a dominant position in the market for

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<sup>44</sup> *Market-Based Rates For Wholesale Sales Of Electric Energy, Capacity And Ancillary Services By Public Utilities*, Order No. 697, 119 FERC ¶ 61,295 (2007).

each of the four seasons based on the number of megawatts owned or controlled by the seller and its affiliates as compared to uncommitted capacity of the entire market. If an entity fails either of these two screens, there is a presumption that Applicant possesses horizontal market power and further analysis is required. In Order No. 816, the Commission stated that, when all of a Seller's generation capacity is sold on a long-term firm basis to one or more buyers, the Seller has no uncommitted capacity and, therefore, is not required to submit indicative market power screens.<sup>45</sup> The Seller must provide certain information, including: the amount of generation capacity that is fully committed, the names of the counterparties, the length of the long-term contract, the expiration date of the contract, and a representation that the contract is for firm sales for one year or longer.<sup>46</sup> The Applicant meets these standards.

As noted above, the Facility has a nameplate rating of 20 MW. The entirety of the output of the Facility is committed to a third party, PG&E under a firm, long-term PPA. As such, the amount of Applicant's uncommitted capacity in the CAISO market will be zero for the term of the agreement. Applicant's affiliates' capacity in CAISO is also fully committed under long-term power purchase agreements with unaffiliated parties. With respect to first tier markets, all of the capacity owned by CalPeco is fully committed under a long-term power contracts. Accordingly, Applicant and its affiliates lack horizontal market power and no pivotal supplier analysis or market share analysis is required.

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<sup>45</sup> *Refinements to Policies and Procedures for Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, ("Order No. 816"), FERC Stats. & Regs. ¶ 31,374 (2015), *reh'g pending*.

<sup>46</sup> Order No. 816 at P.39.

## **B. Applicant Lacks Vertical Market Power**

### **1. Applicant Lacks Vertical Market Power**

Applicant lacks vertical market power. The only facilities owned by the Applicant are interconnection facilities necessary to bring the power from the Facility to the interconnection point. Ownership of limited facilities does not confer on Applicant transmission market power.<sup>47</sup> While Empire owns transmission facilities in SPP those facilities are under the operational control of SPP and all transmission requests are made and awarded via the SPP Tariff. With respect to CalPeco, the Commission has disclaimed jurisdiction over its distribution system.<sup>48</sup>

### **2. Applicant Cannot Erect Other Barriers to Entry**

Applicant does not own or control any sites for the construction of new generating capacity in CAISO; intrastate natural gas transportation, storage or distribution facilities in CAISO, physical coal supply sources or facilities for the transportation of coal supplies; or other essential resources or inputs to power production that could be used to erect barriers to entry. Applicant's affiliates own interests in intrastate natural gas facilities and certain natural gas distribution facilities, but none of those facilities can be used to erect barriers to entry.

Applicant's affiliate, Liberty Utilities (Peach State Natural Gas) Corp. ("Peach State"), owns 70 miles of intrastate natural gas lines in Barrow, Chattahoochee, Hall, Harris, Jackson, Muscogee and Oconee, Georgia. These facilities are distribution only and used to serve the retail

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<sup>47</sup> See, e.g., *Eastern Desert Power, LLC, et al.*, 114 FERC ¶ 61,340 (2006). See also *Open Access and Priority Rights on Interconnection Customer's Interconnection Facilities*, Order No. 807, 150 FERC ¶ 61,211 at P.167 (2015) (the standards for automatic waiver of the obligation to file an OATT under § 35.28(d)(2) of the Commission's regulations are satisfied here).

<sup>48</sup> *California Pacific Electric Company, LLC*, 133 FERC ¶ 61,018 (2010).

distribution customers of Peach State in Georgia. Peach State is regulated by the Georgia Public Service Commission.

Liberty Utilities (MidStates Natural Gas) Corp. (“Liberty MidStates”) is a regulated natural gas utility serving approximately 84,000 customers in Illinois, Iowa and Missouri (57,000 customers in Missouri, 23,000 customers in Illinois and 4,000 customers in Iowa). Liberty MidStates has a Section 284.224 Limited Jurisdiction Blanket Certificate and Statement of Operation Conditions on file with the Commission. Its intrastate pipeline facilities include eight (8) miles of four (4)-inch line in Illinois; twelve (12) miles of four (4)-inch, eleven (11) miles of six (6)-inch, two (2) miles of eight (8)-inch and sixteen (16) miles of ten (10)-inch pipe in Iowa; and one hundred thirty (130) miles of six (6)-inch, seventeen (17) miles of eight (8)-inch and forty-seven (47) miles of ten (10)-inch pipe in Missouri. Liberty MidStates uses its facilities to serve its retail customers and serve other customers seeking intrastate service pursuant to its Limited Jurisdiction Blanket Certificate and Statement of Operation Conditions on file with the Commission. Liberty MidStates is regulated by the Public Utilities Commissions of Illinois, Iowa and Missouri. None of these facilities can be used to erect barriers to entry because they are used to serve retail customers or are otherwise available to provide service under its blanket certificate authority.

Liberty Utilities (EnergyNorth Natural Gas) Corp. (“EnergyNorth”) is a natural gas utility providing retail natural gas service (sales and distribution) to over 86,000 customers in five counties and 30 communities in New Hampshire. EnergyNorth’s franchise territory includes southern and central New Hampshire and Berlin, New Hampshire and covers approximately 1,001 square miles. EnergyNorth’s distribution system includes approximately 2,140 miles of distribution pipelines, 2.8 miles of transmission-pressure mains, and eight city gates. In

connection with its retail services, EnergyNorth holds interstate natural gas transportation and storage capacity on a number of interstate pipelines. EnergyNorth also operates a propane air service company regulated by the New Hampshire Public Utilities Commission serving retail propane air service to approximately 1,200 customers in and around Keene, New Hampshire. These facilities are distribution only and used to serve the retail distribution customers of EnergyNorth. EnergyNorth is regulated by the New Hampshire Public Utilities Commission.

Liberty Utilities (New England Natural Gas Company) Corp. (“Liberty New England”) is a regulated natural gas utility providing natural gas service to approximately 53,000 customers in Massachusetts. Liberty New England has no intrastate transmission. These facilities are distribution only and used to serve the retail distribution customers of Liberty New England. Liberty New England is regulated by the Massachusetts Department of Public Utilities.

Empire directly wholly owns The Empire District Gas Company (“Empire Gas”), a local distribution company that provides service to approximately 42,230 gas customers in western Missouri. Empire Gas is not regulated as a “natural gas company” pursuant to Section 1(b) or 1(c) of the Natural Gas Act. These facilities are distribution only and used to serve the retail distribution customers of Empire Gas.

Applicant does not have the ability to erect barriers to entry to the wholesale power markets or to otherwise restrict market entry by competing power suppliers. Neither Applicant nor any of its affiliates has erected barriers to entry into the relevant market and will not erect

barriers to entry into the relevant market.<sup>49</sup> Accordingly, Applicant satisfies the Commission's standards with regard to vertical market power.

**IV.  
JURISDICTIONAL SERVICES TO  
BE PROVIDED PURSUANT TO APPLICANT'S  
MARKET-BASED RATE AUTHORITY**

Applicant proposes to sell electric energy and capacity at market-based rates pursuant to the terms and conditions of its Tariff. Applicant also requests authorization to sell the ancillary services the Commission has authorized utilities with market-based rate authority to sell in the markets administered by a Regional Transmission Organization or Independent System Operator. As required by Appendix C of Order No. 697, Applicant has listed in the Tariff the specific ancillary services it may sell in these markets.

**V.  
REQUEST FOR CATEGORY 1 STATUS IN EACH OF THE CENTRAL,  
NORTHEAST, SOUTHEAST, SOUTHWEST, SOUTHWEST  
POWER POOL REGION AND NORTHWEST REGIONS**

Section 35.36(a)(2) of the Commission's regulations define a Category 1 Seller as wholesale power marketers and wholesale producers that: (i) controls or is affiliated with 500 MW or less of generation in aggregate per region or a wholesale power producer that owns, controls or is affiliated with 500 MW or less of generation in aggregate in the same region as its generation assets; (ii) do not own, operate or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid (or has been granted waiver of the Order No. 888 requirements); (iii) are not affiliated with anyone that owns, operates or controls transmission facilities in the same region as the seller's generation

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<sup>49</sup> Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 447. *See also*, 18 C.F.R. § 35.37(e)(4).

assets; (iv) are not affiliated with a franchised public utility in the same region as the seller's generation assets; and (v) do not raise other vertical market power issues.<sup>50</sup> Applicant's 20 MW of capacity is fully committed on a long-term basis to PG&E and, when combined with its Affiliates' generation capacity (also fully committed) in such region will not trigger the 500 MW threshold in the Southwest Region. CalPeco is located in the Northwest region, but in accordance with Order No. 816, Applicant qualifies as a Category 1 Seller in the Northwest region.<sup>51</sup>

Applicant does not own or control transmission facilities in CAISO other than limited interconnection facilities necessary to connect its individual generation facilities to the transmission grid as discussed above. Applicant's application and the authorization it seeks do not raise any other vertical market power issues. Finally, Applicant is not an affiliate of a franchised public utility in Southwest region. Thus, Applicant is a Category 1 Seller and seeks such a designation from the Commission in accordance with Section 35.36(a).

## **VI. REQUEST FOR WAIVERS AND BLANKET AUTHORIZATIONS**

Applicant requests that the Commission grant the following waivers and authorizations consistent with those granted to other market-based rate applicants.

- Waiver of Subparts B and C of Part 35 of the Commission's regulations regarding the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15 and 35.16;
- Waiver of the accounting and related reporting requirements under Parts 41, 101 and 141 of the Commission's regulations, with the exception of 18 C.F.R. §§141.14 and 141.15;

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<sup>50</sup> 18 C.F.R. §35.36(a)(2).

<sup>51</sup> Order No. 816 at P.317.

- Blanket authorization under Section 204 of the FPA, 16 U.S.C. §824c, and Part 34 of the Commission’s regulations to issue securities and assume obligations and liability; and
- Any other appropriate waivers and authorizations that may be necessary for Applicant’s Tariff to be made effective as requested in its Applicant.

As provided in Order No. 807, Applicant is entitled to waiver of the Commission’s regulations regarding the obligation to file an open access transmission tariff, comply with the Standards of Conduct and maintain an OASIS.<sup>52</sup>

## VII.

### REQUEST FOR WAIVER OF PRIOR NOTICE REQUIREMENT

Applicant respectfully requests waiver of the 60-day prior notice requirement to allow Applicant’s Tariff to become effective July 14, 2016. Applicant is in operation. However, its affiliate, Algonquin SKIC 10 Solar, LLC will commence testing on or about July 31, 2016, thus triggering the need for Applicant’s and its affiliate’s market-based rate approval. The Commission has granted waiver of the 60-day prior notice requirement in similar cases.<sup>53</sup>

## VIII.

### REQUEST FOR CONFIDENTIAL TREATMENT

Applicant respectfully requests privileged and confidential treatment of information in Exhibit C, which contains excerpts from the Operating Agreement (“Confidential Information”). Applicant seeks to protect the Confidential Information from public disclosure pursuant to Sections 388.122 and 385.1112 of the Commission’s regulations and to exempt the Confidential Information from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission’s regulations. The Confidential

<sup>52</sup> See *CED Corcoran Solar, LLC*, 152 FERC ¶ 61,075 (2015).

<sup>53</sup> See, e.g., *LQA LLC*, Docket No. ER16-733, Letter Order issued April 29, 2016.



Information is of a sensitive commercial nature and not publicly available. As such, public disclosure would cause competitive harm. Applicant has included a proposed Protective Order as Exhibit E.

## **IX. REPORTING REQUIREMENTS**

As required by Order No. 2001,<sup>54</sup> Applicant will timely file Electric Quarterly Reports. In accordance with the Commission Order No. 652,<sup>55</sup> Applicant will also notify the Commission within thirty (30) days after any change in status that would reflect a departure from the characteristics relied upon by the Commission in its evaluation of Applicant's application for market-based rate authority.

In accordance with the Commission's Market Behavior Rules, and Section 35.41(c) of the Commission's regulations, Applicant hereby notifies the Commission that, as of the effective date of the Tariff, it will not report transactions to publishers of electricity or natural gas price indices. If, at any point, Applicant begins to report price data to index publishers, Applicant will notify the Commission within fifteen (15) days.

## **IX. MATERIALS SUBMITTED WITH THIS FILING**

Applicant hereby includes the following exhibits as part of this filing:

Exhibit A – Market Based Rate Tariff

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<sup>54</sup> *Revised Public. Utility. Filing Requirements*, Order No. 2001, 67 Fed. Reg. 31043, FERC Stats. & Regs. ¶ 31,127 (April 25, 2002), *reh'g denied*, Order No. 2001-A, 100 FERC ¶ 61,074, *reconsideration and clarification denied*, Order No. 2001-B, 100 FERC ¶ 61,342, *order directing filings*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002).

<sup>55</sup> *Reporting Requirements for Changes in Status for Pub. Utils. with Market-Based Rates Auth.*, Order No. 652, FERC Stats. & Regs. ¶ 31,175, *order on reh'g*, 111 FERC ¶ 61,413 (2005).

Exhibit B – Asset Appendix

Exhibit C – Excerpts of Operating Agreement – CONFIDENTIAL

Exhibit D – Protective Order

**X.**  
**CONCLUSION**

Applicant respectfully requests that the Commission issue an order: (i) accepting the Tariff for filing; (ii) granting blanket authorization for Applicant to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the Tariff; (iii) accepting Applicant’s designation as a Category 1 Seller; and (iv) granting such other waivers and authorizations as are routinely granted to other market-based rate sellers, including blanket approval under 18 C.F.R. Part 34 of all future issuances of securities and assumptions of liabilities. Applicant seeks waiver of the prior notice requirements and an effective date of July 14, 2016. Applicant requests confidential treatment of Exhibit C, as explained above.

Respectfully submitted,

/s/Elizabeth W. Whittle  
Elizabeth W. Whittle  
Nixon Peabody LLP  
799 9<sup>th</sup> Street, N.W.  
Suite 500  
Washington, D.C. 20001

*Counsel for Algonquin SKIC 20 Solar, LLC*

July 8, 2016

## **Exhibit C**

### **Excerpts of Operating Agreement**

**CONFIDENTIAL INFORMATION WITHHELD**

**Exhibit D**  
**Protective Order**

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

Algonquin SKIC 20 Solar, LLC ) Docket No. ER16-

**PROTECTIVE ORDER  
(Issued )**

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

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

3. Definitions – For purposes of this Order:

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

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

(2) The term “Notes of Protected Materials” means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses materials described in Paragraph 3(b)(1). Notes of Protected Materials are subject to the same restrictions provided in this order for Protected Materials except as specifically provided in this order.

(3) Protected Materials shall not include (A) any information or document contained in the files of the Commission, or any other federal or state agency, or any federal

or state court, unless the information or document has been determined to be protected by such agency or court, or (B) information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order, or (C) any information or document labeled as “Non-Internet Public” by a Participant, in accordance with Paragraph 30 of FERC Order No. 630, FERC Stat. & Reg. & 31,140. Protected Materials do include any information or document contained in the files of the Commission that has been designated as Critical Energy Infrastructure Information.

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

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

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

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

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

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

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

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

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

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

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

10. Any Reviewing Representative may disclose Protected Materials to any other Reviewing Representative as long as the disclosing Reviewing Representative and the receiving Reviewing Representative both have executed a Non-Disclosure Certificate. In the event that any

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

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

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

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



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

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

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

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

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

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

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

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

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**Presiding Administrative Law Judge**

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

Algonquin SKIC 20 Solar, LLC

)

Docket No. ER16-

**NON-DISCLOSURE CERTIFICATE**

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

By: \_\_\_\_\_

Title: \_\_\_\_\_

Representing: \_\_\_\_\_

Date: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

Representing: \_\_\_\_\_

Date: \_\_\_\_\_

**Energy Affiliates of Applicant  
Asset Appendix: Generation Assets**

[A]	[B]	[C]	[D]	[E]	[F]	[G] [H] Location		[I]	[J]	[K]	[L]	[M]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
The Empire District Electric Company	ER99-1757	Riverton- Unit 12	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	May-2007	148.8	255 (s)/ 285 (w)	S	12
The Empire District Electric Company	ER99-1757	Riverton- Unit 9	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1964	12.5	12	S	1
The Empire District Electric Company	ER99-1757	Riverton - Unit 8	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1954	50	54	S	2
The Empire District Electric Company	ER99-1757	Riverton- Unit 10	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Nov-1988	16.3	16 (s)/ 17 (w)	S	
The Empire District Electric Company	ER99-1757	Riverton- Unit 11	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Dec-1988	16.3	17	S	
The Empire District Electric Company	ER99-1757	Asbury	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1970	212.8	195	S	

**Energy Affiliates of Applicant  
Asset Appendix: Generation Assets**

[A]	[B]	[C]	[D]	[E]	[F]	[G] Location		[I]	[J]	[K]	[L]	[M]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
The Empire District Electric Company	ER99-1757	Empire Energy Center-Unit 2	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1981	129	82 (s)/ 86 (w)	S	
The Empire District Electric Company	ER99-1757	Empire Energy Center-Unit 3	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Apr-2003	60.5	49 (s)/ 60 (w)	S	
The Empire District Electric Company	ER99-1757	Empire Energy Center-Unit 4	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Apr-2003	60.5	49 (s)/ 60 (w)	S	
The Empire District Electric Company	ER99-1757	Empire Energy Center-Unit 1	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Mar-1978	129	85 (s)/ 86 (w)	S	
The Empire District Electric Company	ER99-1757	Ozark Beach-Unit 6	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1931	4	4	S	
The Empire District Electric Company	ER99-1757	Ozark Beach-Unit 7	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1931	4	4	S	

**Energy Affiliates of Applicant  
Asset Appendix: Generation Assets**

[A]	[B]	[C]	[D]	[E]	[F]	[G] [H] Location		[I]	[J]	[K]	[L]	[M]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
The Empire District Electric Company	ER99-1757	Ozark Beach-Unit 8	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1931	4	4	S	
The Empire District Electric Company	ER99-1757	Ozark Beach-Unit 5	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1931	4	4	S	
The Empire District Electric Company	ER99-1757	State Line-Unit 1	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	May-1995	123	94 (s)/ 104 (w)	S	
The Empire District Electric Company	ER99-1757	State Line Combined Cycle- Unit 2-2	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-1997	180	158	S	3
The Empire District Electric Company	ER99-1757	State Line Combined Cycle- Unit 2-3	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-2001	206.5	178	S	4
The Empire District Electric Company	ER99-1757	State Line Combined Cycle- Unit 2-1	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Jun-2001	181	159	S	5

**Energy Affiliates of Applicant  
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Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
The Empire District Electric Company	ER99-1757	Iatan- Unit 1	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	May-1980	726	712.9	S	6
The Empire District Electric Company	ER99-1757	Iatan- Unit 2	The Empire District Electric Company	The Empire District Electric Company	N/A	SPP	SPP	Aug-2010	914	881.5	S	7
The Empire District Electric Company	ER99-1757	Plum Point	The Empire District Electric Company	The Empire District Electric Company	N/A	MISO	South	Sep-2010	720	670	S	8
Algonquin Energy Services Inc.	ER10-310	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Algonquin Northern Maine Gen Co.	NA	Caribou Hydro	Algonquin Northern Maine	Algonquin Northern Maine Gen Co.	NA	NBSO	Northeast	1926	0.9 MW (nameplate)	0.9 MW	N	
Algonquin Northern Maine Gen Co.	NA	Squa Pan	Algonquin Northern Maine	Algonquin Northern Maine Gen Co.	NA	NBSO	Northeast	1941	1.4 MW (nameplate)	1.4 MW	N	
Algonquin Power Sanger, LLC	NA	Sanger	Algonquin Power Sanger, LLC	Algonquin Power Sanger, LLC	NA	CAISO	Northwest	1991	56 MW (nameplate)	56 MW	N	

**Energy Affiliates of Applicant  
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Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Algonquin Power Windsor Locks LLC	ER10-716	Windsor Locks	Algonquin Power Windsor Locks LLC	Algonquin Power Windsor Locks LLC	NA	ISO-NE	Northeast	1990	71 MW (nameplate)	71 MW	N	
Algonquin SKIC 20 Solar, LLC	ER16-	Bakersfield I	Algonquin SKIC 20 Solar, LLC	Algonquin SKIC 20 Solar, LLC	NA	CAISO	Northwest	2015	20 MW	20 MW	K	
Algonquin SKIC 10 Solar, LLC	ER16-	Bakersfield II	Algonquin SKIC 10 Solar, LLC	Algonquin SKIC 10 Solar, LLC	NA	CAISO	Northwest	2016	10 MW	10 MW	K	
Algonquin Tinker Gen Co.	ER99-1936	Tinker Diesel	Algonquin Tinker Gen Co.	Algonquin Tinker Gen Co.	NA	NBSO	Northeast	1948	1 MW (nameplate)	1 MW	N	
Algonquin Tinker Gen Co.	ER99-1936	Tinker Hydro	Algonquin Tinker Gen Co.	Algonquin Tinker Gen Co.	NA	NBSO	Northeast	1925, 1965	33.5 MW (nameplate)	33.5 MW	N	
GSG 6, LLC	ER11-4694	Shady Oaks Wind	GSG 6, LLC	GSG 6, LLC	NA	PJM	Northeast	2012	109.5 MW (nameplate)	109.5 MW	N	
Liberty Utilities (CalPeco Electric) LLC	NA	Kings Beach	Liberty Utilities (CalPeco Electric) LLC	Liberty Utilities (CalPeco Electric) LLC	1/1/2015	NV Energy	WSPP	2008	15 MW (nameplate)	15 MW	N	14

**Energy Affiliates of Applicant  
Asset Appendix: Generation Assets**

[A]	[B]	[C]	[D]	[E]	[F]	[G] Location		[I]	[J]	[K]	[L]	[M]
Filing Entity and its Energy Affiliates	Docket # where MBR authority was granted	Generation Name (Plant or Unit Name)	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	In-Service Date	Capacity Rating: Nameplate (MW)	Capacity Rating: Used in Filing (MW)	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative	End Note Number (Enter text in End Note Tab)
Liberty Utilities (Granite State Electric) Corp.	ER05-1249	NA	NA	NA	NA	NA	NA	NA	NA	NA		
Minonk Wind, LLC	ER12-1680	Minonk Wind	Minonk Wind, LLC	Minonk Wind, LLC	NA	PJM	Northeast	2012	200 MW (nameplate)	200 MW	N	
Odell Wind Farm, LLC	ER15-2361-003	Odell Wind	Odell Wind Farm, LLC	Odell Wind Farm, LLC	NA	MISO	Midwest	2016 (est)	200MW	200 MW	N	
Sandy Ridge Wind, LLC	ER11-113	Sandy Ridge Wind	Sandy Ridge Wind, LLC	Sandy Ridge Wind, LLC	NA	PJM	Northeast	2012	50 MW (nameplate)	50 MW	N	
Senate Wind, LLC	NA	Senate Wind	Senate Wind, LLC	Senate Wind, LLC	NA	Electric Reliability Council of Texas	ERCOT	2012	150MW	150 MW	N	



FERC rendition of the electronically filed tariff records in Docket No. ER16-02169-000

Filing Data:

CID: C005314

Filing Title: Application for Initial Tariff

Company Filing Identifier: 3

Type of Filing Code: 400

Associated Filing Identifier:

Tariff Title: Market-Based Rates

Tariff ID: 3

Payment Confirmation:

Suspension Motion:

Tariff Record Data:

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

Market Based Rates, FERC Electric Tariff, 1.0.0, A

Record Narrative Name:

Tariff Record ID: 2

Tariff Record Collation Value: 8388608 Tariff Record Parent Identifier: 0

Proposed Date: 2016-07-14

Priority Order: 1000000000

Record Change Type: NEW

Record Content Type: 1

Associated Filing Identifier:

## **ALGONQUIN SKIC 20 SOLAR, LLC FERC ELECTRIC TARIFF**

### 1) Availability

Seller makes electric energy, capacity, and ancillary services available under this Tariff to any purchaser, except as prohibited below.

### 2) Rates

All sales shall be made at rates established by agreement between the purchaser and Seller.

### 3) Other Terms and Conditions

All other terms and conditions for sales under this Tariff shall be established by agreement between Seller and purchaser.

### 4) Seller Category

Seller is a Category 1 seller in all regions as defined in 18 CFR 35.36(a).

### 5) Compliance with Commission Regulations

Seller shall comply with the provisions of 18 CFR Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning Seller's market-based rate authority, including orders in which the Commission authorizes Seller to engage in affiliate sales under this Tariff or otherwise restricts or limits the Seller's market-based rate authority. Failure to comply with the applicable provisions of 18 CFR Part 35, Subpart H, and with any orders of the Commission concerning Seller's market-based rate authority, will constitute a violation of

this Tariff.

#### 6) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15.; and received blanket approval pursuant to Federal Power Act Section 204 and Part 34 of the Commission's regulations. Algonquin SKIC 20 Solar, LLC, ER16- -000 (2016).

#### 7) Ancillary Services

PJM: Seller offers regulation and frequency response service, energy imbalance service, and operating reserve service (which includes spinning, 10-minute, and 30-minute reserves) for sale into the market administered by PJM Interconnection, L.L.C. ("PJM") and, where the PJM Open Access Transmission Tariff permits, the self-supply of these services to purchasers for a bilateral sale that is used to satisfy the ancillary services requirements of the PJM Office of Interconnection.

New York: Seller offers regulation and frequency response service, and operating reserve service (which include 10-minute non-synchronous, 30-minute operating reserves, 10-minute spinning reserves, and 10-minute non-spinning reserves) for sale to purchasers in the market administered by the New York Independent System Operator, Inc.

New England: Seller offers regulation and frequency response service (automatic generator control), operating reserve service (which includes 10-minute spinning reserve, 10-minute non-spinning reserve, and 30-minute operating reserve service) to purchasers within the markets administered by the ISO New England, Inc.

California: Seller offers regulation service, spinning reserve service, and non-spinning reserve service to the California Independent System Operator Corporation ("CAISO") and to others that are self-supplying ancillary services to the CAISO.

MISO: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. (MISO) and to others that are self-supplying ancillary services to MISO.

Southwest Power Pool: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute

supplemental reserve) for sale to the Southwest Power Pool, Inc. (SPP) and to others that are self-supplying ancillary services to SPP.

Third-party ancillary services: Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, and Operating Reserve-Supplemental. Sales will not include the following: (1) sales to an RTO or an ISO, i.e., where that entity has no ability to self-supply ancillary services but instead depends on third parties; and (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier. Sales of Operating Reserve-Spinning and Operating Reserve-Supplemental will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except where the Commission has granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider's OATT rate for the same service or where the Commission has granted authorization.

#### 8) Revisions

Seller may file revisions of this Tariff with the Commission. Nothing contained in this Tariff shall be construed as affecting or limiting in any way the right of Seller to unilaterally file with the Commission for a change in any aspect of this Tariff under Section 205 of the Federal Power Act pursuant to the Commission's Rules and Regulations.

#### 9) Effective Date

This Tariff shall become effective on the date specified by the Commission.

Document Content(s)

MBR Application Cover Letter Public.PDF.....	1-2
Clean Tariff.PDF.....	3-5
REDACTED MBR_application_SKIC 20 LLC.PDF.....	6-34
EDE APUC Affiliate Chart - June 2016 4817-0059-0642 v.2.PDF.....	35-40
FERC GENERATED TARIFF FILING.RTF.....	41-43