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January 4, 2017

Via Electronic Filing

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

Re: Initial Application of CP Bloom Wind LLC for Market-Based Rate Authority, Certain Waivers and Blanket Authorizations; Docket No. ER17-____-000

Dear Secretary Bose:

Pursuant to Section 205 of the Federal Power Act ("FPA"), 16 U.S.C. § 824d, Rule 205 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission ("FERC" or "Commission"), 18 C.F.R. § 385.205, and Part 35 of the Commission's regulations, 18 C.F.R. Part 35, CP Bloom Wind LLC ("Applicant") respectfully requests that the Commission accept for filing its Market-Based Rate Tariff (included herewith) and grant such waivers and blanket authorizations as the Commission previously has granted to other entities engaged in wholesale sales of electricity at market-based rates. Applicant requests that its Market-Based Rate Tariff be approved effective March 6, 2017, sixty days from the date of filing.

Please contact the undersigned with any questions concerning this filing.

Respectfully submitted,

/s/ Lisa H. Tucker
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Counsel to CP Bloom Wind LLC

Enclosure

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

CP Bloom Wind LLC

Docket No. ER17-____-000

Pursuant to section 205 of the Federal Power Act ("FPA"), 16 U.S.C. § 824d (2012), Rules 205 and 207 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission ("Commission"), 18 C.F.R. § 385.205 (2016) and 18 C.F.R. § 385.207 (2015), and Part 35 of the Commission's regulations, 18 C.F.R. Part 35 (2015), CP Bloom Wind LLC ("Applicant") hereby submits for filing its Market-Based Rate Tariff, under which Applicant will engage in sales of wholesale electric energy, capacity, and ancillary services.

I. SERVICE AND COMMUNICATIONS

All correspondence and communications regarding this Application should be addressed to the following persons:

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II. DESCRIPTION OF APPLICANT AND ITS AFFILIATES

A. CP Bloom Wind LLC

Applicant is a Delaware limited liability company that is developing and will own and operate an approximately 178 MW wind generation facility located in

Ford and Clark Counties, Kansas (the “Facility”), which is within the Southwest Power Pool, Inc. (“SPP”) balancing authority area (“BAA”). The Facility will be interconnected to the transmission system owned by ITC Great Plains, LLC, which is under operational control of SPP,¹ by an approximately 4.9-mile 345 kV line owned by Applicant. Applicant anticipates that the Facility will generate test power in the spring of 2017 and commence commercial operation shortly thereafter. Pursuant to a long-term Proxy Revenue Swap with Allianz Risk Transfer (Bermuda) Limited (“Allianz”), Applicant will sell the output of the Facility at wholesale into the SPP real-time energy market and swap the floating revenues from such sales for a fixed annual payment from Allianz. Concurrent with this filing, Applicant is submitting a notice of self-certification of exempt wholesale generator status under the Public Utility Holding Company Act of 2005.

Applicant is a wholly owned indirect subsidiary of Capital Power Investments LLC (“CP Investments”), which in turn is a wholly owned subsidiary of Capital Power (US Holdings) Inc. Capital Power (US Holdings) Inc. is a wholly owned indirect subsidiary of Capital Power LP Holdings Inc. Capital Power LP Holdings Inc. is owned by (i) Capital Power Corporation, a public Canadian corporation, which directly owns all of the voting common shares of Capital Power LP Holdings Inc., and (ii) Capital Power GP Holdings Inc., which owns all of the outstanding non-voting preferred shares of Capital Power LP Holdings Inc.

¹ See *Southwest Power Pool, Inc.*, Docket No. ER17-145-000 (Delegated Letter Order issued Dec. 15, 2016) (accepting for filing Generator Interconnection Agreement among Southwest Power Pool, Inc., CP Bloom Wind LLC and ITC Great Plains, LLC, designated as First Revised Service Agreement No. 3006).

Capital Power Corporation also directly owns all of the shares of Capital Power GP Holdings Inc. other than the one outstanding special limited voting share held by EPCOR Utilities Inc. (the special limited voting share does not entitle its holder to either vote for directors or to receive dividends). All common shares of Capital Power Corporation are publicly held.

B. Applicant's Affiliates

Applicant is not affiliated with any entity that owns or operates generation facilities in the SPP BAA or in any of the first tier BAAs. Applicant's affiliates include CP Energy Marketing (US) Inc., a power marketer with a Commission approved market-based rate tariff.² CP Investments also directly or indirectly owns various subsidiaries that own and operate electric generating facilities in the United States. A complete list of Applicant's affiliates with market-based rate authority that own generation assets within the United States is included in the Asset Appendix. Applicant's non-U.S. based affiliates do not own or control electric generation or inputs to electric generation in the United States.

III. REQUEST FOR MARKET-BASED RATE AUTHORITY

Applicant requests approval to sell power at market-based rates in all regions pursuant to the terms of the Market-Based Rate Tariff included with this filing. The Commission permits sales of energy, capacity, and ancillary services at market-based rates if the seller and its affiliates lack, or have adequately mitigated, horizontal and vertical market power, and cannot erect other barriers

² *EPCOR Energy Mkt'g. (US) Inc.*, Docket No. ER06-1135-000 (Delegated Letter Order issued July 14, 2006); *CP Energy Mkt'g. (US) Inc.*, Docket No. ER09-1568-000 (Delegated Letter Order issued

to entry.³ As discussed below, neither Applicant nor any of its affiliates has horizontal or vertical market power in the relevant geographic market, and they cannot erect other barriers to entry. Therefore, the Commission should accept for filing Applicant's Market-Based Rate Tariff.

A. Applicant Lacks Horizontal Market Power

An applicant seeking market-based rate authority is required to demonstrate that the applicant and its affiliates do not possess horizontal market power.⁴ There is a rebuttable presumption that an applicant lacks horizontal market power if it passes two indicative market power screens: a market share screen applied on a seasonal basis and a pivotal supplier screen based on the annual peak demand in the relevant market.⁵ An applicant will pass the market share screen if it has less than a 20% market share in the relevant geographic market for all seasons of the study period.⁶ The pivotal supplier screen evaluates whether market demand can be met without the applicant during peak demand, by assessing whether the applicant's uncommitted capacity in the

³ See 18 C.F.R. § 35.37.

⁴ *Id.* § 35.37(a)(2), (b).

⁵ *Id.* § 35.37(c)(1).

⁶ *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, 72 Fed. Reg. 39,904 (July 20, 2007) ("Order No. 697"), FERC Stats. & Regs. ¶ 31,252, *order clarifying Final Rule*, 121 FERC ¶ 61,260 (2007), *order on reh'g*, Order No. 697-A, 73 Fed. Reg. 25,832 (May 7, 2008), FERC Stats. & Regs. ¶ 31,268 (2008); *order on clarification*, 124 FERC ¶ 61,055 (2008), *order on reh'g and clarification*, 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).

market is less than the difference between the market's total uncommitted capacity and the wholesale load.⁷

The Commission has stated that the relevant geographic market is the BAA or Regional Transmission Organization ("RTO") or Independent System Operator market where the applicant's generation is physically located.⁸ As noted above, the Facility is located in the SPP BAA, and Applicant therefore uses the SPP BAA as the relevant geographic market for its request for market-based rate authorization.⁹

The Commission has determined that the owner of a small amount of generation that is unlikely to possess market power may submit a streamlined application and may simplify assumptions in its analysis where appropriate, as long as such assumptions do not affect the underlying methodology of the indicative screens.¹⁰ Accordingly, Applicant requests a waiver of the Commission's full data requirements and submits streamlined market power indicative screens in Attachment B showing that it clearly passes the market share and pivotal supplier screens.

1. Market Share Screen

Applicant and its affiliates own or control 178 MW of generation capacity in the SPP market and do not own generation in first-tier markets. Even assuming

⁷ Order No. 697 at PP 35, 45, 62; see also *AEP Power Mkt'g. Inc., et al.*, 107 FERC ¶ 61,018 at P 99 (2004), *order on reh'g*, 108 FERC ¶ 61,026 at P 31 (2004) ("*AEP Power Mkt'g*").

⁸ See Order No. 697 at P 231 n.215; see also *AEP Power Mkt'g* at P 41, *order on reh'g*, 108 FERC ¶ 61,026 at P 31.

⁹ See Order No. 697 at P 232.

¹⁰ *Id.* at P 337; see also *AEP Power Mkt'g* at PP 38, 69, 85, 113-17.

that all of the generation capacity owned by Applicant is uncommitted, Applicant's 178 MW of capacity represents a small portion of the SPP market, which has a total seasonal uncommitted capacity ranging from approximately 22,000 MW to 48,000 MW. Applicant's seasonal market share in the SPP market is highest at 0.8% during the winter and spring seasons, which is well below the 20% threshold in all seasons.

2. Pivotal Supplier Screen

Again assuming that all of the generation capacity owned by Applicant is uncommitted and there are no competing imports in the SPP BAA, Applicant's 178 MW of capacity is significantly less than the 21,818 MW of Net Uncommitted Supply in the SPP BAA.¹¹ Applicant accordingly passes the pivotal supplier screen. Because Applicant easily passes the market share and pivotal supplier screens, the Commission should find that Applicant does not possess horizontal market power in the relevant geographic market.

B. Applicant Lacks Vertical Market Power

To demonstrate a lack of vertical market power, the applicant and its affiliates that own, operate or control electric transmission facilities in interstate commerce (other than limited equipment necessary to connect individual

¹¹ The Commission approved this Net Uncommitted Supply value for the SPP region in *Appalachian Power Co.*, 153 FERC ¶ 61,318 (2015). The Commission recently affirmed the use of the *Appalachian Power* values in approving a market based rate authority application for sales within the SPP BAA. See *Lindah Wind Project, LLC, et al.*, Docket Nos. ER16-2577-000, *et al.* (Delegated Letter Order issued Nov. 3, 2016).

generation facilities to the transmission grid) must have on file with the Commission an Open Access Transmission Tariff (“OATT”).¹²

As discussed above, Applicant does not own, operate, or control facilities for the transmission of electricity in interstate commerce other than limited equipment necessary to connect reliably its facilities to the transmission grid. Applicant affirms that these limited and discrete interconnection facilities qualify for the blanket OATT waiver pursuant to Order No. 807 and Section 35.28(d)(2) of the Commission’s regulations.¹³

None of the Applicant’s affiliates owns, operates, or controls facilities in the United States for the transmission of electricity in interstate commerce other than limited and discrete equipment that is necessary to connect reliably its facilities to the transmission grid and therefore each such affiliate qualifies for the blanket OATT waiver pursuant to Order No. 807 and Section 35.28(d)(2) of the Commission’s regulations. Accordingly, the Commission should find that the Applicant does not possess vertical market power. Applicant affirms that neither Applicant nor its affiliates have vertical market power in any region and will not exercise vertical market power in any region.

C. Other Barriers to Entry

To demonstrate a lack of vertical market power in wholesale energy markets through the ownership or control of inputs to electric power production,

¹² 18 C.F.R. § 35.37(d).

¹³ See *Open Access and Priority Rights on Interconnection Customer’s Interconnection Facilities*, Order No. 807, FERC Stats. & Regs. ¶ 31,367, *order denying reh’g and granting clarification*, Order No. 807-A, 153 FERC ¶ 61,047 (2015); 18 C.F.R. § 35.28(d)(2).

an applicant must provide a description of: (1) its ownership or control of, or affiliation with an entity that owns or controls, intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, and (2) physical coal supply sources and ownership of or control over who may access transportation of coal supplies.¹⁴

None of Applicant's affiliates own or hold an interest in an entity that owns or controls intrastate natural gas transportation, intrastate natural gas storage or distribution facilities. Similarly, none of Applicant's affiliates own or control physical coal supply sources in the United States or have control over who may access transportation of coal supplies in the United States.

As required by the Commission's regulations,¹⁵ Applicant affirms that neither it nor its affiliates have erected barriers to entry into the SPP BAA market or any other market, and neither Applicant nor its affiliates will erect barriers to entry into the SPP BAA market or any other markets. Applicant also affirms that neither it nor its affiliates owns or controls any sites for generation capacity development that can be used to create barriers to entry in any region in the United States.¹⁶

IV. ANCILLARY SERVICES

Applicant requests authorization to sell certain ancillary services at market-based rates in the market administered by the California Independent System Operator, Inc. ("CAISO"), ISO New England, Inc. ("ISO-NE"),

¹⁴ 18 C.F.R. § 35.37(e).

¹⁵ 18 C.F.R. § 35.37(e)(4).

¹⁶ See *Order No. 816-A* at P 57.

Midcontinent Independent System Operator, Inc. (“MISO”), New York Independent System Operator, Inc. (“NYISO”), PJM Interconnection, L.L.C. (“PJM”), and SPP. The Commission has held that the authority to sell such ancillary services at market-based rates in these markets extends to any entity authorized to make wholesale sales of power at market-based rates.¹⁷ As discussed above, Applicant satisfies the Commission’s requirements to make wholesale sales of power at market-based rates. Therefore, Applicant also satisfies the Commission’s requirements to sell certain ancillary services in the markets administered by CAISO, ISO-NE, MISO, NYISO, PJM, and SPP as specified in its Market-Based Rate Tariff.

Applicant also seeks authority to sell ancillary services at market-based rates, consistent with the Commission’s order in *Avista Corporation*, as modified by *Order No. 697* and *Order No. 784*,¹⁸ in markets for which the Commission has not accepted a market power study and has not generally authorized the sale of ancillary services at market-based rates.

Applicant has included in its Market-Based Rate Tariff the Commission’s standard provisions for the proposed sales of ancillary services described above.

¹⁷ *Edison Mission Mktg. & Trading, Inc.*, 86 FERC ¶ 61,072 at p. 61,268 (1999); *Wisvest-Conn., L.L.C.*, 86 FERC ¶ 61,133 at p. 61,466 (1999); *Canadian Niagara Power Co. Ltd.*, 87 FERC ¶ 61,070 at p. 61,291 (1999); *CH Res., Inc.*, 86 FERC ¶ 61,140 at p. 61,495 (1999); *AES Redondo Beach, L.L.C., et al.*, 85 FERC ¶ 61,123 at p. 61,452-53 (1998), *order on reh’g*, 87 FERC ¶ 61,208 (1999), *order on reh’g*, 88 FERC ¶ 61,096 (1999), *order on reh’g*, 90 FERC ¶ 61,036 (2000).

¹⁸ *Avista Corp.*, 87 FERC ¶ 61,223 at p. 61,884 (1999) (“*Avista*”), *order on reh’g*, 89 FERC ¶ 61,136 (1999); *Order No. 697* at PP 1059-60; *Third-Party Provision of Ancillary Serv.; Accounting and Fin. Reporting for New Elec. Storage Tech.*, *Order No. 784*, 144 FERC ¶ 61,056 (2013).

V. REPORTING REQUIREMENTS

Applicant agrees to comply with the reporting requirements normally imposed on entities that are permitted to make wholesale sales of power at market-based rates. In particular, Applicant will file Electric Quarterly Reports (“EQR”) in conformance with the Commission’s requirements.¹⁹ In addition, pursuant to the requirements set forth in Section 35.42 of the Commission’s regulations, Applicant agrees to file timely notices of material changes in status that explain whether such changes reflect a departure from the characteristics relied upon by the Commission in originally granting market-based rate authority to the Applicant.²⁰

Applicant also agrees to comply with the Commission’s market behavior rules codified at Section 35.41 of the Commission’s regulations.²¹ Pursuant to 18 C.F.R. § 35.41(c), as amended by Order Nos. 768 and 768-A,²² to the extent Applicant engages in reporting of transactions to publishers of electric or natural gas indices it will identify in its EQRs the publishers of electricity and natural gas indices to which it reports its transactions.

VI. WAIVERS AND BLANKET AUTHORIZATIONS

Applicant seeks the same waivers and blanket authorizations of the Commission’s regulations and filing requirements that the Commission previously

¹⁹ See 18 C.F.R. § 35.10(b).

²⁰ *Id.* § 35.42.

²¹ *Id.* § 35.41.

²² *Electricity Market Transparency Provisions of Section 220 of the Federal Power Act*, Order No. 768, 77 Fed. Reg. 61,896 (Oct. 11, 2012), FERC Stats. & Regs. ¶ 31,336 (2012), *order on reh’g*, Order No. 768-A, 78 Fed. Reg. 24,101 (Apr. 24, 2013), 143 FERC ¶ 61,054 (2013).

has granted to other entities authorized to make wholesale sales of power at market-based rates. The waivers and blanket authorizations requested by Applicant consist of the following:

- Waiver of the provisions of Subparts B and C of Part 35 of the Commission's regulations, except for Sections 35.12(a), 35.13(b), 35.15, and 35.16;
- Waiver of the accounting and other requirements in Parts 41, 101 (with the exception of those provisions of Part 101 that apply to hydropower licensees with respect to licensed hydropower projects), and 141 of the Commission's regulations, except sections 141.14 and 141.15;
- Blanket authorization under Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities or assumptions of liabilities.

VII. SELLER CATEGORY

Applicant requests classification as a Category 1 Seller in all regions. As discussed in Section II, *supra*, Applicant owns generation totaling 178 MW in the SPP BAA and does not own or control generation in any other region. Further, neither Applicant nor its affiliates own, operate, or control any transmission facilities in the SPP BAA other than limited equipment necessary to connect Applicant's generating facility to the transmission grid. Applicant is not affiliated with a franchised public utility in the same region as its generation assets, and neither Applicant nor its affiliates raise other vertical market power issues. Pursuant to the definition of Category 1 seller in 18 C.F.R. § 35.36, Applicant submits that it is a Category 1 seller in all regions.

VIII. EFFECTIVE DATE

Pursuant to Section 35.3 of the Commission's regulations, Applicant requests that the Commission approve its Market-Based Rate Tariff effective

March 6, 2017, sixty days from the date of filing, to ensure that the Tariff is effective prior to generating test power at the Facility.²³

IX. DOCUMENTS SUBMITTED WITH THIS APPLICATION

The following items are submitted with this Application:

- Attachment A: Market-Based Rate Tariff.
- Attachment B: Horizontal Market Power Analysis
- Attachment C: Asset Appendix of Affiliates with Market-Based Rate Authority, Generation and Gas Assets.

X. CONCLUSION

Wherefore, Applicant respectfully requests that the Commission: (1) accept its Market-Based Rate Tariff for filing effective March 6, 2017; and (2) grant all waivers and blanket authorizations requested herein.

Respectfully submitted,

/s/ Lisa H. Tucker

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Counsel to CP Bloom Wind LLC

January 4, 2017

²³ 18. C.F.R. § 35.3.

MARKET-BASED RATE TARIFF

OF

CP BLOOM WIND LLC

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) 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.

4) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has been granted waivers of 18 C.F.R. Parts 41, 101 (with the exception that waiver of the provisions of Part 101 that apply to hydropower licensees is not granted with respect to licensed hydropower projects) and 141 of the Commission's regulations concerning accounting and periodic reporting requirements with the exception of sections 141.14, 141.15. Seller has been granted waivers of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except as to sections 35.12(a), 35.13(b), 35.15, and 35.16. Seller has been granted blanket authorization for all future issuances of securities or assumptions of liabilities pursuant to Section 204 of the Federal Power Act, 16 U.S.C. § 824e, and Part 34 of the Commission's regulations. *CP Bloom Wind, LLC*, ER17-____-000 (2017).

5) 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.

6) Seller Category

Seller is a Category 1 Seller in all regions, as defined in 18 C.F.R. § 35.36(a).

FERC rendition of the electronically filed tariff records in Docket No. ER17-00742-000
Filing Data:
CID: C005536
Filing Title: Initial Application for Market-Based Rate Authority
Company Filing Identifier: 378
Type of Filing Code: 400
Associated Filing Identifier:
Tariff Title: Market Based Rate
Tariff ID: 541
Payment Confirmation:
Suspension Motion:

Tariff Record Data:
Record Content Description, Tariff Record Title, Record Version Number, Option Code:
FERC Electric Tariff, Market Based Rate Tariff, 0.0.0, A
Record Narrative Name:
Tariff Record ID: 1
Tariff Record Collation Value: 1000000 Tariff Record Parent Identifier: 0
Proposed Date: 2017-03-06
Priority Order: 500
Record Change Type: NEW
Record Content Type: 1
Associated Filing Identifier:

MARKET-BASED RATE TARIFF
OF
CP BLOOM WIND LLC

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) 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.

4) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has been granted waivers of 18 C.F.R. Parts 41, 101 (with the exception that waiver of the provisions of Part 101 that apply to hydropower licensees is not granted with respect to licensed hydropower projects) and 141 of the Commission's regulations concerning accounting and periodic reporting requirements with the exception of sections 141.14, 141.15. Seller has been granted waivers of Subparts B and C of Part 35 of the Commission's regulations requiring

the filing of cost-of-service information, except as to sections 35.12(a), 35.13(b), 35.15, and 35.16. Seller has been granted blanket authorization for all future issuances of securities or assumptions of liabilities pursuant to Section 204 of the Federal Power Act, 16 U.S.C. § 824e, and Part 34 of the Commission's regulations. *CP Bloom Wind, LLC*, ER17-____-000 (2017).

5) 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.

6) Seller Category

Seller is a Category 1 Seller in all regions, as defined in 18 C.F.R. § 35.36(a).

Asset Appendix: Generation Assets

[A]	[B]	[C]	[D]	[E]	[F]	[G] Location [H]		[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)
CP Energy Marketing (US) Inc.	ER09-1568	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1
CPI USA North Carolina LLC ("CPI USA NC")	ER10-434	Roxboro	CPI USA NC	CPI USA NC	11/2006	Progress Energy Carolinas	Southeast	08/1987	67.5	56	S	
CPI USA NC	ER10-434	Southport	CPI USA NC	CPI USA NC	11/2006	Progress Energy Carolinas	Southeast	09/1987	135	107	S	
Macho Springs Power I, LLC	ER11-3051	Macho Springs	Macho Springs Power I, LLC	Macho Springs Power I, LLC	12/2014	EPE	Southwest	2011	50.4	50	S	
CP Bloom Wind LLC	Pending	Bloom Wind	CP Bloom Wind LLC	CP Bloom Wind LLC	N/A	SPP	Southwest Power Pool	09/2017	178	178	S	2

Transmission Assets / Natural Gas Assets

Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities

[A]	[B]	[C]	[D]	[E]	[F]	[G] Location		[H]	[I] Size	[J]
Filing Entity and its Energy Affiliates	Cite to order accepting OATT or order approving the transfer of transmission facilities to an RTO or ISO	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Market / Balancing Authority Area	Geographic Region	Size: (length and kV)	End Note Number (Enter text in End Note Tab)	
CP Energy Marketing (US), Inc.	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
CPI USA North Carolina, LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
Macho Springs Power 1, LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
CP Bloom Wind LLC	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	

Asset Appendix: End Notes

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

[A] End Note Number	[B] List (Generation, PPA or Transmission)	[C] Explanatory Note
1	Generation	There is no transfer of control date applicable to CP Energy Marketing (US), Inc. because it is a power marketer and does not own a
2	Generation	The "In Service Date" is a projected date.

Appendix A: Standard Screen Format
Part II – Market Share Analysis

Staff Notes:

The file differs from the file published in the NOPR:

1. All entered values must be positive (no parenthesis/negative numbers)
2. The formulas (and the text in the row description) have been changed to reflect number 1.
3. Instruction: *Enter all numeric values as positive numbers (blue values)*

<i>Don't enter values into an outlined cell (black values)</i>
--

Applicant-> **CP Bloom Wind LLC**
 Study Area -> **SPP**
 Data Year -> **2012-2013**

Row	As filed by the Applicant/Seller				Reference	
	Winter (MW)	Spring (MW)	Summer (MW)	Fall (MW)		
Seller and Affiliate Capacity (owned, controlled or under LT contract)						
A	Installed Capacity (inside the study area)	178	178	178	178	Attachment C
A1	Remote Capacity (from outside the study area)	0	0	0	0	
B	Long-Term Firm Purchases (inside the study area)	0	0	0	0	
B1	Long-Term Firm Purchases (from outside the study area)	0	0	0	0	
C	Long-Term Firm Sales (in and outside the study area)	0	0	0	0	Attachment C
D	Seasonal Average Planned Outages	0	0	0	0	
E	Uncommitted Capacity Imports	0	0	0	0	
Capacity Deductions						
F	Average Peak Native Load in the Season	29,911	28,860	23,427	5,223	ER13-1896-009
G	Amount of Line F Attributable to Seller, if any	0	0	0	0	ER13-1896-009
H	Amount of Line F Attributable to Non-Affiliates, if any	29,911	28,860	23,427	5,223	
I	Study Area Reserve Requirement	1,027	1,301	1,074	1,074	ER13-1896-009
J	Amount of Line I Attributable to Seller, if any	0	0	0	0	ER13-1896-009
K	Amount of Line I Attributable to Non-Affiliates, if any	1,027	1,301	1,074	1,074	
Non-Affiliate Capacity (owned, controlled or under LT contract)						
L	Installed Capacity (inside the study area)	63,012	65,720	75,120	65,174	ER13-1896-009
L1	Remote Capacity (from outside the study area)	0	0	0	0	ER13-1896-009
M	Long-Term Firm Purchases (inside the study area)	2,736	2,640	3,592	2,530	ER13-1896-009
M1	Long-Term Firm Purchases (from outside the study area)	0	0	0	0	ER13-1896-009
N	Long-Term Firm Sales (in and outside the study area)	7,964	7,964	7,614	7,623	ER13-1896-009
O	Seasonal Average Planned Outages	5,416	8,666	923	6,769	ER13-1896-009
P	Uncommitted Capacity Imports	365	1,516	9	1,331	ER13-1896-009
Supply Calculation						
Q	Total Competing Supply (L+L1+M+M1+P-H-K-N-O)	21,795	23,085	45,683	48,346	
R	Seller's Uncommitted Capacity (A+A1+B+B1+E-C-D-G-J)	178	178	178	178	
S	Total Seasonal Uncommitted Capacity (Q+R)	21,973	23,263	45,861	48,524	
T	Seller's Market Share (R÷S)	0.8%	0.8%	0.4%	0.4%	
	Results (Pass if < 20% and Fail if ≥ 20%)	Pass	Pass	Pass	Pass	
U	Total Imports, as filed by Seller (E+P)	365	1,516	9	1,331	
V	SIL value*	0	0	0	0	
	Do Total Imports exceed SIL value? (is U≤V)	Yes	Yes	Yes	Yes	
	Seller's Market Share w/o Competing Imports	0.8%	0.8%	0.4%	0.4%	
		Pass	Pass	Pass	Pass	

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

Part I – Pivotal Supplier Analysis

Applicant-> **CP Bloom Wind LLC**
Market -> **SPP**
Data Year -> **Dec 2011-Nov 2012**

Row	Generation Seller and Affiliate Capacity (owned or controlled)	Reference
A	Installed Capacity (from inside the study area)	Attachment C
A1	Remote Capacity (from outside the study area)	Attachment C
B	Long-Term Firm Purchases (from inside the study area)	Attachment C
B1	Long-Term Firm Purchases (from outside the study area)	Attachment C
C	Long-Term Firm Sales (in and outside the study area)	Attachment C
D	Uncommitted Capacity Imports	Attachment C
Non-Affiliate Capacity (owned or controlled)		
E	Installed Capacity (from inside the study area)	ER13-1896-009
E1	Remote Capacity (from outside the study area)	ER13-1896-009
F	Long-Term Firm Purchases (from inside the study area)	ER13-1896-009
F1	Long-Term Firm Purchases (from outside the study area)	ER13-1896-009
G	Long-Term Firm Sales (in and outside the study area)	ER13-1896-009
H	Uncommitted Capacity Imports	ER13-1896-009
I	Study Area Reserve Requirement	ER13-1896-009
J	Amount of Line I Attributable to Seller, if any	-
K	Total Uncommitted Supply (A+A1+B+B1+D+E+E1+F+F1+H-C-G-I-M)	30,013
Load		
L	Balancing Authority Area Annual Peak Load	ER13-1896-009
M	Average Daily Peak Native Load in Peak Month	ER13-1896-009
N	Amount of Line M Attributable to Seller, if any	0
O	Wholesale Load (L-M)	6,092
P	Net Uncommitted Supply (K-O)	23,921
Q	Seller's Uncommitted Capacity (A+A1+B+B1+D-C-J-N)	178
Result of Pivotal Supplier Screen (Pass if Line Q < Line P) (Fail if Line Q > Line P)		Pass
Result of Pivotal Supplier Screen w/o Competing Imports		Pass
Total Imports (Sum D,H), as filed by Seller ->		0
% of SIL for Seller's imported capacity ->		#DIV/0!
% of SIL for Other's imported capacity ->		#DIV/0!
SIL value* ->		-
Do Total Imports exceed the SIL value? ->		No

* Transmission owners filing triennials should use the SIL values from their Submittal 1, Row 10 (see *Puget Sound Energy, Inc.*, 135 FERC ¶ 61,254 (2011)). Other sellers should use Commission-accepted SIL values, if they exist for the study area and study period. If these values do not exist, sellers should use SIL values that have been filed but not accepted.

1)).

[A]	[B]	[C]	[D]	[E]	[F]	[G]	[H]	[I]
				Imported Capacity				Whole Seaso
Company	Anlyst	Mrkt		Wntr [Row E + Row P]	Spring [Row E + Row P]	Sum [Row E + Row P]	Fall [Row E + Row P]	Wntr [Row S]
0		Applicant Name		365	1,516	9	1,331	21,973

[T] [U] [V] [W] [X] [Y] [Z]

Pivotal Supplier Screen (PSS)

BAA Res'rv	Tot Unc'mtd		Net unc'mtd	Seller		PSS Pass /
Rqmn't	Capacity	Whlsl Load	Supply	unc'mtd	PSS Result	Fail w/o
[Row I]	[Row K]	[Row O]	[Row P]	[Row Q]	[Pass/ Fail]	cmpt imp@
1,074	30,013	6,092	23,921	178	Pass	Pass

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