

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

CXA Sundevil Power II, Inc.

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Docket No. EG16-__-000

**NOTICE OF SELF-CERTIFICATION
AS AN EXEMPT WHOLESALE GENERATOR**

Pursuant to the Public Utility Holding Company Act of 2005 (“PUHCA 2005”), Pub. L. No. 109-58, 119 Stat. 594 §§ 12461-77 (August 8, 2005) and Part 366 of the regulations of the Federal Energy Regulatory Commission (“Commission”), 18 C.F.R. Part 366 (2016), CXA Sundevil Power II, Inc. (“Applicant”), a Delaware corporation, hereby submits this notice of self-certification as an exempt wholesale generator (“EWG”) as defined by Section 366.1 of the Commission’s regulations, 18 C.F.R. § 366.1 (2016). In support of this self-certification, Applicant hereby states as follows.

I. PRINCIPAL OFFICE

The address and principal place of business of Applicant is as follows:

CXA Sundevil Power II, Inc.
c/o CLMG Corp.
7195 Dallas Parkway
Plano, TX 75024

II. COMMUNICATIONS

Applicant requests that all communications regarding this Application be sent to:

*Ted J. Murphy
Ellis M. Butler
Hunton & Williams LLP
2200 Pennsylvania Avenue, NW
Washington, DC 20037-1701
Tel: (202) 955-1500
Fax: (202) 778-2201
tmurphy@hunton.com
ebutler@hunton.com

*James Erwin
CLMG Corp.
7195 Dallas Parkway
Plano, TX 75024
(469) 467-5414
jerwin@clmgcorp.com

* Parties to be designated on the Commission’s official service list.

III. DESCRIPTION OF THE APPLICANT AND THE FACILITY

Applicant is a Delaware corporation formed for the purpose of owning the Generating Facility (as hereinafter described). The “Generating Facility” is comprised of one power block (referred to as “Power Block 2”) of the four 515 MW (summer rating) natural gas-fired, combined cycle electric generating power blocks at the Gila River electric generating station (the “Gila River Station”) and joint ownership interests in the common assets (including shared interconnection facilities) located at the Gila River Station. The Gila River Station is located in Maricopa County, Arizona, and is configured with four power blocks, each consisting of two natural gas-fired combustion turbines, two heat recovery steam generators, and one steam turbine. The Gila River Station has its own transmission interconnection equipment installed at the on-site substation and switchyard from which the Gila River Station is interconnected to the Arizona Public Service Company balancing authority area (“APS BAA”).

Power Block 2 and the corresponding joint ownership interests in the common assets of the Gila River Station are currently owned by Sundevil Power Holdings, LLC (“Sundevil”). Applicant is a wholly-owned, indirect subsidiary of Beal Bank USA (“BBUSA”). BBUSA has formed Applicant and CXA Sundevil Power I, Inc. (“CXA I”),¹ respectively, to acquire and own Power Block 2 and a second power block (referred to as “Power Block 1”) owned by Sundevil, together with the corresponding joint ownership interests, at the Gila River Station as a result of the bankruptcy of Sundevil and default on loans made to Sundevil by BBUSA.

On August 11, 2016, Applicant, CXA I and Sundevil submitted a joint application under Section 203 of the FPA (“Section 203 Application”) for Applicant and CXA I to acquire the Generating Facility and other portions of the Gila River Station as described above from

¹ CXA Sundevil Power I, Inc. is separately submitting its own notice of self-certification as an EWG.

Sundevil. Additionally, on August 26, Applicant and CXA I each filed a petition under Section 203 of the FPA for authority to sell energy, capacity, and ancillary services at market-based rates (“Market Based Rate Applications”). The Section 203 Application is pending in Docket No. EC16-166-000, and the Market Based Rate Applications are pending in Docket Nos. ER16-2496-000 (CXA I) and ER16-2497-000 (Applicant), respectively.

IV. STATUS OF APPLICANT AS AN EXEMPT WHOLESALE GENERATOR

In addition to the general information provided above, Applicant hereby provides the following information required by the Commission’s regulations² for self-certification of EWG status:

1. Applicant will be engaged directly, or indirectly through one or more affiliates as defined in PUHCA Section 2(a)(11)(B), exclusively in the business of owning or operating, or both owning and operating, the Generating Facility and selling electric energy at wholesale. Applicant will not make retail sales of electric energy.

2. The Generating Facility to be owned by Applicant (that is, Power Block 2 and the corresponding interest in common facilities) is an “eligible facility” as defined in Section 32(a)(2) of PUHCA 1935, which is incorporated by reference in Section 366.1 of the Commission’s regulations, 18 C.F.R. § 366.1 (2016).

3. Applicant will not make foreign sales of electric energy from the Generating Facility.

4. There are no leasing arrangements involving the Generating Facility.

5. No portion of the Gila River Station will be owned or operated by an “electric utility company” that is an “affiliate” or “associate company” of Applicant, as defined in

² See 18 C.F.R. § 366.1, citing Section 32 of the *Public Utility Holding Company Act of 1935*, 15 U.S.C. § 79z-5a (2004) (“PUHCA 1935”).

Section 366.1 of the Commission regulations, except for the portion to be owned by Applicant's affiliate, CXA I, which will be an EWG.³

6. No rate or charge for, or in connection with, the construction of the Generating Facility, or for electric energy produced thereby (other than a rate or charge which represents recovery of the cost of a wholesale rate or charge), was in effect under the laws of any State on October 24, 1992. Therefore, a State Commission determination under Section 32(c) of PUHCA is not required in connection with this Application.

7. A copy of this Application has been served on the Arizona Corporation Commission, Utilities Division.

8. Pursuant to Section 366.7(a) of the Commission's regulations, 18 C.F.R. § 366.7(a) (2016), this self-certification is subscribed consistent with 18 C.F.R. § 385.2005(a) (2016).

9. A form of notice of Applicant's Notice of Self-Certification suitable for publication in the Federal Register is attached.

³ The Commission has interpreted its regulations and the Federal Power Act as allowing affiliated EWGs to own interests in the same "eligible facility." See *Buffalo Gap Wind Farm 2, LLC*, 118 FERC 61,069 (2007).

V. CONCLUSION

Based on the facts and representations set forth in this Application, Applicant hereby requests the Commission accept this self-certification that Applicant is an EWG under PUHCA 2005 and 18 C.F.R. § 366.1.

Respectfully submitted,

/s/ Ted J. Murphy _____

Ted J. Murphy
Hunton & Williams LLP
2200 Pennsylvania Avenue, NW
Washington, DC 20037-1701

Counsel to CXA Sundevil Power II, Inc.

Date: October 7, 2016

CERTIFICATE OF SERVICE

I hereby certify that I have this day caused the foregoing document to be served, via first-class mail, upon the Arizona Corporation Commission, Utilities Division.

Dated at Washington, D.C. this 7th day of October, 2016.

/s/ Catherine A. Karimi

Catherine A. Karimi
Sr. Professional Assistant
Hunton & Williams LLP
2200 Pennsylvania Avenue, NW
Washington, DC 20037

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

CXA Sundevil Power II, Inc.

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Docket No. EG16-_____

NOTICE OF FILING

Take notice that on October 7, 2016, pursuant to the Public Utility Holding Company Act of 2005, and Section 366.7 of the regulations of the Federal Energy Regulatory Commission (FERC or Commission), 18 C.F.R. § 366.7 (2015), CXA Sundevil Power II, Inc. (Applicant) submitted a notice of self-certification as an exempt wholesale generator, as defined in Section 366.1 of the Commission's regulations, 18 C.F.R. § 366.1.

Applicant has sought authorization to own and operate a 515 MW (summer rating) natural gas-fired, combined cycle electric generating unit located in Maricopa County, Arizona (Generating Facility). The Generating Facility is interconnected to the transmission system owned by Arizona Public Service Company.

Any person desiring to intervene or to protest this filing must file in accordance with Rules 211 and 214 of the Commission's Rules of Practice and Procedure (18 C.F.R. 385.211 and 385.214). Protests will be considered by the Commission in determining the appropriate action to be taken, but will not serve to make protestants parties to the proceeding. Any person wishing to become a party must file a notice of intervention or motion to intervene, as appropriate. Such notices, motions, or protests must be filed on or before the comment date. Anyone filing a motion to intervene or protest must serve a copy of that document on the Applicant on or before the comment date. It is not necessary to serve motions to intervene or protests on persons other than the Applicant.

The Commission encourages electronic submission of protests and interventions in lieu of paper using the "eFiling" link at <http://www.ferc.gov>. Persons unable to file electronically should submit an original and 14 copies of the protest or intervention to the Federal Energy Regulatory Commission, 888 First Street, NE, Washington, DC 20426.

This filing is accessible on-line at <http://www.ferc.gov>, using the "eLibrary" link and is available for review in the Commission's Public Reference Room in Washington, DC. There is an "eSubscription" link on the web site that enables subscribers to receive email notification when a document is added to a subscribed docket(s). For assistance with any FERC Online service, please email FERCOnlineSupport@ferc.gov, or call (866) 208-3676 (toll free). For TTY, call (202) 502-8659.

Comment Date: 5:00 pm Eastern Time on _____, 2016.

Kimberly Bose
Secretary

Document Content(s)

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