



CHISHOLM VIEW WIND PROJECT II, LLC
A SUBSIDIARY OF ENEL GREEN POWER NORTH AMERICA, INC.

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September 29, 2016

VIA ETARIFF FILING

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

**Re: Chisholm View Wind Project II, LLC
Application for Order Accepting Market-Based Rate Tariff, Granting Requests for
Waivers and Blanket Authority, and a Request for Waiver of Prior Notice
Requirement
Docket No. ER16-____-000**

Dear Secretary Bose:

Enclosed for filing is an Application for Order Accepting Market-Based Rate Tariff, Granting Waivers and Blanket Authority, and Requesting Waiver of Prior Notice Requirement (“Application”) submitted by Chisholm View Wind Project II, LLC (“Applicant”). The Application requests acceptance of Applicant’s FERC Electric Tariff, which is attached to this Application, under which Applicant will engage in wholesale sales of electricity, capacity, and ancillary services at market-based rates. Applicant also requests the granting of certain blanket approvals and certain waivers from Federal Energy Regulatory Commission (“Commission”) regulations. Pursuant to the Commission’s procedures relating to Combined Notice of Filings, a form of notice has not been included in the filing.

Applicant respectfully requests that the Commission accept this Application for filing and implement Applicant’s market-based rate authority effective October 29, 2016, in order to facilitate the commissioning of Applicant’s wind power facility. To the extent necessary to

permit this effective date, Applicant respectfully requests: (i) waiver of the Commission's prior notice requirements; and (ii) any other waivers of 18 C.F.R. §§ 35.3 and 35.11 and other regulations necessary for its market-based rates to go into effect by October 29, 2016.

Applicant submits that good cause for such waivers exists because Applicant raises no market power concerns and the requested effective date is needed for Applicant to maintain its commissioning schedule.

Respectfully submitted,

/s/

Megan Beauregard

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

Chisholm View Wind Project II, LLC)

Docket No. ER16-_____ -000

**APPLICATION FOR ORDER ACCEPTING MARKET-BASED RATE TARIFF,
GRANTING WAIVERS AND BLANKET AUTHORITY,
AND REQUEST FOR WAIVER OF PRIOR NOTICE REQUIREMENT**

Pursuant to Section 205 of the Federal Power Act (“FPA”),¹ Rule 205 of the Rules of Practice and Procedures of the Federal Energy Regulatory Commission (the “Commission”),² and Part 35 of the Commission’s regulations,³ Chisholm View Wind Project II, LLC (“Applicant” or “Seller”) hereby requests that the Commission issue an order that (1) accepts Applicant’s market-based rate schedule and FERC Electric Tariff (“Tariff”), effective October 29, 2016, under which Applicant will sell electric energy, capacity, and ancillary services at market-based rates; (2) determines Applicant qualifies as a Category 1 Seller in all regions other than the Southwest Power Pool (“SPP”); and (3) waives certain Commission regulations and grants certain blanket approvals as set forth below (the “Application”). Applicant respectfully requests that the Commission waive the 60-day prior notice requirement such that the Tariff is given an effective date of October 29, 2016, as such waiver will aid Applicant in maintaining its development schedule.

I. COMMUNICATIONS

All communications and service with regard to this Application should be directed to the following:

Megan Beauregard

¹ 16 U.S.C. § 824d.

² 18 C.F.R. § 385.205.

³ 18 C.F.R. Part 35.

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II. DESCRIPTION OF CHISHOLM VIEW WIND PROJECT II, LLC AND ITS AFFILIATES

A. Description of Applicant

Applicant is a Delaware limited liability company with its principal place of business in Andover, Massachusetts. Applicant owns a wind power project with a nameplate rating of 64 MW currently under development and located in Grant and Garfield Counties, Oklahoma (the “Project”). The Project will be interconnected with the transmission system owned by Oklahoma Gas & Electric (“OKGE”) within the Southwest Power Pool (“SPP”) balancing authority area (“BAA”). Applicant expects the Project to begin testing in late fall 2016 and to enter commercial operation in late December 2016. Applicant’s sole business is developing, owning, and operating the Project, and Applicant has filed with the Commission a notice of Applicant’s status as an exempt wholesale generator.⁴ Applicant is committed to sell the full output of the Project under a 25-year power purchase agreement (“PPA”) with a non-affiliate, Arkansas Electric Cooperative Corporation (“AECC”). Applicant is a party to a Shared Facilities Agreement with Chisholm View Wind Project, LLC (“SFA”).⁵ Under the SFA, Chisholm View Wind Project, LLC will lease certain electrical interconnection equipment to Applicant, necessary to reliably connect Applicant to the transmission system owned by OKGE within SPP.

⁴ See Docket No. EG16-100

⁵ The SFA will be filed with the Commission.

The sole member of Applicant is Enel Kansas, LLC a Delaware limited liability company (“Enel Kansas”). Enel Kansas is a wholly-owned subsidiary of Enel Green North America, Inc., a Delaware corporation, which in turn is wholly owned by Enel Green Power International BV, a company organized under the laws of the Netherlands. Enel Green Power International BV is a wholly-owned subsidiary of Enel S.p.A., an Italian joint-stock company. Enel Kansas’s principal business is owning, operating, and developing hydroelectric and renewable generation facilities throughout the United States.

B. Applicant’s Affiliates

Applicant is affiliated with eleven market-based rate sellers located in the SPP region: Cimarron Bend Wind Project I, LLC, (“CBI”), Lindahl Wind Project, LLC (“Lindahl”), Drift Sand Wind Project, LLC (“Drift Sand”), Little Elk Wind Project, LLC (“Little Elk”), Buffalo Dunes Wind Project, LLC (“Buffalo Dunes”), Caney River Wind Project, LLC (“Caney River”), Chisholm View Wind Project, LLC (“Chisholm View”), Goodwell Wind Project, LLC (“Goodwell”), Origin Wind Energy, LLC (“Origin”), Osage Wind, LLC, (“Osage”), Rocky Ridge Wind Project, LLC (“Rocky Ridge”), Smoky Hills Wind Farm, LLC (“Smoky Hills I”), and Smoky Hills Wind Project II, LLC (“Smoky Hills II”). None of Applicant’s affiliates owns or controls uncommitted generation capacity located in a first-tier market to SPP.

CBI owns a wind power project with a nameplate capacity of 200MW located in Clark County, Kansas (“CBI Project”). The CBI Project is located within the ITC Great Plains service territory of SPP. CBI’s sole business is owning and operating the CBI Project and CBI’s market based rate authority application is pending before the Commission.⁶ CBI has obtained exempt

⁶ ER16-2653

wholesale generator status.⁷ All of CBI Project's output is committed to be sold to Google Energy, LLC, a non-affiliate.

Lindhahl owns a wind power project with a nameplate capacity of 150 MW located in Williams County, North Dakota (the "Lindhahl Project"). The Lindahl Project is located within the Western Area Power Administration service territory within SPP. Lindahl's sole business is developing, owning and operating the Lindahl Project, and Lindahl's market based rate tariff is pending before the Commission,⁸ and it has obtained exempt wholesale generator status.⁹ Lindahl is committed to sell all of its capacity to a non-affiliate, Basin Electric Cooperative under a 20-year PPA.

Drift Sand owns a wind power project with a nameplate capacity of 108.8 MW located in Grady County, Oklahoma (the "Drift Sand Project"). The Drift Sand Project is located within the AEP Oklahoma Transmission service territory within SPP. Drift Sand's sole business is developing, owning and operating the Drift Sand Project, and Drift Sand's market based rate tariff is pending before the Commission,¹⁰ and it has obtained exempt wholesale generator status.¹¹ Drift Sand is committed to sell all of its capacity to a non-affiliate, Arkansas Electric Cooperative under a 20-year PPA.

Little Elk owns a wind power project with a nameplate capacity of 75 MW located in Kiowa and Washita Counties, Oklahoma, (the "Little Elk Project"). The Little Elk Project is

⁷ EG16-130

⁸ See ER16-2577

⁹ Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG16-99-000 on August 8, 2016

¹⁰ See ER16-2293

¹¹ Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG16-101-000 on August 8, 2016

located within the Western Farmers Electric service territory within SPP. Little Elk's sole business is developing, owning and operating the Little Elk Project, and Little Elk has a market-based rate tariff on file with the Commission, as well as exempt wholesale generator status.¹² Beginning January 1, 2018, Little Elk is committed to sell all of its capacity to a non-affiliate, People's Electric Cooperative of Oklahoma under a 25-year PPA.

Buffalo Dunes owns a wind power project with a nameplate rating of 249.75 MW located in Grant, Finney, and Haskell Counties, Kansas that became commercially operational in December 2013 (the "Buffalo Dunes Project"). The Buffalo Dunes Project is located in the Southwestern Public Service Company ("SPS") area within SPP. Buffalo Dunes' sole business is developing, owning, and operating the Buffalo Dunes Project, and Buffalo Dunes has a market-based rate tariff on file with the Commission, as well as exempt wholesale generator status.¹³ Buffalo Dunes is committed to sell 202 MW of the Buffalo Dunes Project output under a 20-year PPA with a non-affiliate, Alabama Power Company.

Caney River owns a wind power project with a nominal rating of 199.8 MW located near Howard, Kansas in Elk County that became commercially operational on December 29, 2011 (the "Caney River Project"). The Caney River Project is located in the Westar Energy Inc. ("Westar") area of SPP. Caney River's sole business is ownership and operation of the Caney River Project, and Caney River has a market-based rate tariff on file with the Commission, as

¹² Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG15-109-000 on November 30, 2015.

¹³ Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG13-49-000 on November 15, 2013.

well as exempt wholesale generator status.¹⁴ Caney River is committed to sell the full output of the Caney River Project under a 20-year PPA with the Tennessee Valley Authority.

Chisholm View owns a wind power project with a nameplate rating of 235.2 MW located in Grant and Garfield Counties, Oklahoma (the “Chisholm View Project”). The Chisholm View Project is located within the Oklahoma Gas & Electric Company (“OKGE”) area of SPP and became commercially operational in December 2012. Chisholm View’s sole business is ownership and operation of the Chisholm View Project. Chisholm View has received authority from the Commission to sell electricity and capacity at market-based rates, and it is an exempt wholesale generator.¹⁵ Chisholm View is committed to sell 202 MW of the Chisholm View Project’s output under a 20-year PPA with a non-affiliate, Alabama Power Company.

Goodwell owns a wind power project with a nameplate rating of 200 MW currently under development and located in Texas County, Oklahoma and Hansford County, Texas (the “Goodwell Project”). The Goodwell Project will interconnect within the SPS area of SPP. It entered commercial operation in December 2015. Goodwell’s sole business is developing, owning, and operating the Goodwell Project, and Goodwell is an exempt wholesale generator.¹⁶ Goodwell is committed to sell the full output of the Goodwell Project under a 20-year renewable energy purchase agreement with a non-affiliate, Public Service Company of Oklahoma.

¹⁴ See Docket No. ER11-4501 (Application accepted by letter order on October 12, 2011); Notice of Self-Certification of EWG Status of Caney River Wind Project, LLC, Docket No. EG11-115 (filed Aug. 9, 2011); Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG11-115, *et al.* on November 30, 2011.

¹⁵ See Docket No. ER12-2448-000, *et seq.* (application accepted by letter order on November 21, 2012); Chisholm View Wind Project, LLC, Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG12-86-000 on October 15, 2012.

¹⁶ Notice of Effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG15-71 dated August 7, 2015

Goodwell will own no transmission facilities other than limited interconnection facilities needed to connect the Goodwell Project with the transmission system.

Origin owns a wind power project with a nameplate rating of 150 MW located in Garvin, Murray, and Carter Counties, Oklahoma (the “Origin Project”). The Origin Project, which is interconnected with the electric transmission system owned by the Oklahoma Gas and Electric Company (“OGEC”) area in SPP, became operational in November 2014. Origin’s sole business is ownership and operation of the Origin Project. Origin has a market-based rate tariff on file with the Commission,¹⁷ and it is an exempt wholesale generator.¹⁸ Origin is committed to sell the full output of the Origin Project under a 20-year PPA with a non-affiliate, Arkansas Electric Cooperative Corporation. Origin owns no transmission facilities other than limited interconnection facilities needed to connect the Origin Project with the transmission system.

Osage owns a wind power project with a nameplate rating of 150.4 MW located in Osage County, Oklahoma (the “Osage Project”). The Osage Project, which is interconnected with the electric transmission system owned by Associated Electric Cooperative, Inc., (“AECI”) area in SPP, became operational June 10, 2015. Osage’s sole business is ownership and operation of the Osage Project. Osage has a market-based rate tariff on file with the Commission,¹⁹ and it is an exempt wholesale generator.²⁰ Osage is committed to sell the entire output of the Osage Project under a 20-year power purchase agreement with a non-affiliate, AECI. Osage does not own or

¹⁷ See Docket No. ER14-2858-001, *et. seq* (application accepted by letter order on October 30, 2014).

¹⁸ Self-Certification of Exempt Wholesale Generator Status, Docket No. EG14-92 (filed Sept. 4, 2014).

¹⁹ See Osage Wind, LLC, Docket No. ER11-4363 (letter order issued Sept. 27, 2011)

²⁰ See Notice of Self-Certification of Exempt Wholesale Generator Status by Osage Wind, LLC, Docket No. EG11-123 (filed Aug. 24, 2011)

operate any transmission or distribution facilities other than those limited interconnection facilities needed to connect the Osage Project with the AECI-controlled transmission system.

Rocky Ridge owns a wind power project with a nominal rating of 148.8 MW located in Kiowa and Washita Counties, Oklahoma that became commercially operational on June 1, 2012 (the “Rocky Ridge Project”). The Rocky Ridge Project is located in the American Electric Power West (“AEPW”) area of SPP. Rocky Ridge’s sole business is ownership and operation of the Rocky Ridge Project, and Rocky Ridge has a market-based rate tariff on file with the Commission, and it is an exempt wholesale generator.²¹ Rocky Ridge is committed to sell the full output of the Rocky Ridge Project under a 25-year PPA with a non-affiliate, the WFEC.

Smoky Hills I owns and operates a 100.8 MW wind power facility (the “Smoky I Project”)²² and Smoky Hills II owns and operates a 148.5 MW wind power facility (the “Smoky II Project”), each located in the Westar area of SPP.²³ The entire output of the Smoky I Project is committed under three separate long-term PPAs, and all except 35 MW of the Smoky II Project is committed under a long-term power sales arrangement.

Applicant has no other affiliates with operational generation capacity within the SPP market, and no affiliates who own or control uncommitted capacity in first-tier markets. A table

²¹ See Docket No. ER12-979 (Application accepted by letter order on March 19, 2012); Notice of effectiveness of Exempt Wholesale Generator Status issued in Docket No. EG12-16, *et al.* on March 2, 2012.

²² Smoky Hills I is a self-certified exempt wholesale generator. See Notice of effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status issued in Docket EG07-80, *et al.* on Dec. 26, 2007. In addition, Smoky Hills I is authorized to sell energy and capacity at market-based rates. See Letter Order accepting Smoky Hills Wind Farm, LLC filing of an application for Market Based Rate Authority, Docket No. ER07-1332 (issued Nov. 29, 2007, accepted for filing effective Oct. 31, 2007).

²³ Smoky Hills II is a certified exempt wholesale generator. See Notice of effectiveness of Exempt Wholesale Generator or Foreign Utility Company Status issued in Docket No. EG08-84-000 on October 15, 2008. In addition, Smoky Hills II was authorized to sell energy and capacity at market-based rates. See Letter Order accepting Smoky Hills Wind Project II, LLC application for Market Based Rate Authority, Docket No. ER08-1398 (issued Oct. 15, 2008, accepted for filing effective Oct. 20, 2008).

listing the Applicant's energy affiliates and their associated assets is attached hereto as Exhibit B. Furthermore, neither Applicant nor any of its affiliates own or operate any transmission facilities, other than interconnection facilities necessary to connect their generating plants to the grid. In addition, neither Applicant nor any of its affiliates has a franchised utility service area.

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

In granting market-based rate authority, the Commission examines whether the applicant or its affiliates possess the potential to exercise market power in generation or transmission, whether the seller or its affiliates can erect other barriers to entry, and whether there is evidence of the potential for affiliate abuse or reciprocal dealing.²⁴ The Commission will grant authority to sell energy and capacity at market-based rates if the seller: (1) does not have (or has adequately mitigated) horizontal market power; and (2) does not have (or has adequately mitigated) vertical market power.²⁵ As set forth below, Applicant satisfies both of these requirements.

Accordingly, Applicant respectfully requests the Commission's authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates under the attached FERC Electric Tariff.

²⁴ See *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697 at P 3 & n.2, 119 FERC ¶ 61,295 (2007) ("Order No. 697"); *Order Clarifying Final Rule*, 121 FERC ¶ 61,260 (2007) ("Clarification Order"); *Order on Rehearing and Clarification*, 123 FERC ¶ 61,005 (2008) ("Order No. 697-A"); and *Order on Rehearing and Clarification*, 124 FERC ¶ 61,055 (2008) ("Order No. 697-B").

²⁵ *Id.*

A. Applicant Lacks Horizontal Market Power

The Commission has adopted two indicative screens—the uncommitted pivotal supplier and the uncommitted market share screen—to determine whether a seller of electricity has horizontal market power.²⁶ The pivotal supplier screen evaluates the seller’s ability to exercise market power “based on uncommitted capacity at the time of the balancing authority area’s annual peak demand” by examining whether market demand can be met without the seller during peak hours.²⁷ A seller is considered “pivotal” if peak demand cannot be met without energy contributions by the seller.²⁸ The second indicative screen—the market share screen—measures for the four seasons whether a seller has a dominant position in the market using a comparison of the uncommitted capacity owned or controlled by the seller to the uncommitted capacity of the entire relevant market.²⁹ Those sellers that fail an indicative screen are presumed to have market power. Conversely, a seller that passes the indicative screens creates a rebuttable presumption that the seller lacks horizontal market power.³⁰

The Commission has also determined that the owner of a small amount of generation, which is unlikely to possess market power, may submit streamlined applications and may simplify assumptions in its analysis where appropriate, so long as such assumptions do not affect the underlying methodology of the indicative screens.³¹ Accordingly, Applicant requests a waiver of the full data requirements and submits the following streamlined Application of the market power indicative screens.

²⁶ *AEP Power Marketing, Inc.*, 107 FERC ¶ 61,018 (2004) (“AEP Order”), *order on reh’g*, 108 FERC ¶ 61,026 at PP 38, 72 (2004).

²⁷ AEP Order at P 35.

²⁸ *Id.*

²⁹ Order No. 697 at P 34.

³⁰ *Id.* at P 62.

³¹ *Id.* at P 337; AEP Order at PP 38, 69, 85, 113-117.

The Commission has determined that the relevant market for a generator that is interconnected to a non-affiliate owned or controlled transmission system is the balancing authority area in which the generator is located.³² The Project is located within the SPP market. As demonstrated in more detail at Appendix A below, Applicant and its affiliates own or control only 156 MW of uncommitted generation capacity in the SPP market and first-tier markets, and the SPP market includes nearly 22,818 MW of Net Uncommitted Supply. Furthermore, Applicant's market share in the SPP market peaks at 0.7% during the winter and spring season. Accordingly, Applicant clearly lacks horizontal market power in the SPP market.

B. Applicant Lacks Vertical Market Power

The Commission's vertical market power test consists of an analysis of whether the seller and/or any affiliates possess transmission market power or whether they can erect barriers to entry.

As demonstrated in this Application, none of Applicant or its affiliates owns transmission facilities other than those limited, radial facilities that are necessary to interconnect generation facilities. The ownership of such interconnection facilities does not confer an owner with transmission market power.³³ Accordingly, Applicant and its affiliates lack transmission market power and affirms that any of their radial facilities qualify for priority rights and waivers under Order No. 807.³⁴

With respect to barriers to entry, the Commission requires that a seller describe its ownership of or control over, or affiliation with an entity that owns or controls inputs to electric power production. The Commission has adopted a rebuttable presumption that market-based

³² *Id.* at P 232 n.217. (“Where a generator is interconnecting to a non-affiliate owned or controlled transmission system, there is only one relevant market (*i.e.*, the balancing authority area in which the generator is locating.)); *see also* AEP Order at P 73 n.64, *order on reh’g*, 108 FERC ¶ 61,026 at P 31 n.25 (2004).

³³ *See, e.g., Eastern Desert Power, LLC, et al*, 114 FERC ¶ 61,340 (2006).

³⁴ *Open Access and Priority Rights on Interconnection Customer’s Interconnection Facilities*, Order No. 807, 150 FERC ¶ 61,211, Docket No. RM14-11-000 (2015).

rate sellers cannot erect barriers to entry with regard to ownership, control, or affiliation with any entity that owns or controls intrastate natural gas transportation, intrastate natural gas storage or distribution facilities for generation capacity development, or sources and transportation of coal supplies.³⁵ However, the Commission nevertheless requires sellers to affirmatively state that they have not and will not erect such barriers; and accordingly, Applicant states that it has not and will not erect barriers to entry with regard to ownership, control, or affiliation with any entity that owns or controls intrastate natural gas transportation, intrastate natural gas storage or distribution facilities for generation capacity development, or sources and transportation of coal supplies.

Neither Applicant nor any of its affiliates owns or controls intrastate natural gas transportation, storage or distribution facilities, sources of coal supplies or equipment for transporting coal supplies. Neither Applicant nor any other affiliate owns or controls any sites in the United States to develop new generating capacity that raise vertical market power concerns. Applicant's affiliates have site control of sites supporting generation development in the following markets:

- 150 MW of wind power and 130 MW of solar power in the PJM Interconnection market;
- 1370 MW of wind power and 500 MW of solar power in the Midcontinent ISO market;
- 10 MW of solar power in the ERCOT market;
- 3240 MW of wind power and 320MW of solar power in the Southwest Power Pool market;
- 450 MW of solar power in the Tri-State Generation and Transmission market;
- 376 MW of wind power in the Associated Electric Cooperative Region;
- 340 MW of solar power in the Alabama Power Co. market;

³⁵ Order No. 697 at P 446.

- 95 MW of solar power in the South Carolina Electric & Gas market; and
- 301 MW of wind power in the Tennessee Valley Authority region.

Applicant therefore states that it has not erected, and will not erect, barriers to entry.

Accordingly, Applicant satisfies the Commission's vertical market power standard for the grant of market-based rate authority.

C. Ancillary Services

Applicant also respectfully requests authorization to sell the ancillary services as set forth in the Tariff attached to this Application. Applicant has included in its tariff the Commission's standard tariff provisions for the proposed sales of ancillary services.

IV. REQUEST FOR WAIVERS, BLANKET APPROVALS, AND AUTHORIZATIONS

Applicant respectfully requests the same waivers and blanket authorizations previously afforded to other similarly situated entities authorized to sell at market-based rates,³⁶ including:

- Waiver of the Commission's regulations at Part 41 regarding accounts, records and memoranda; Part 101 regarding the uniform system of accounts, with the exception that waiver of the provisions that apply to hydropower licensees has not been granted with respect to licensed hydropower projects; and Part 141 regarding statements and reports, with the exception of 18 C.F.R. §§ 141.14 and 141.15;
- Waiver of Subparts B and C of Part 35 of the Commission's regulations regarding the filing of rate schedules, except as to sections 35.12(a), 35.13(b), 35.15, and 35.16;
- Blanket approval under Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability, subject to objection by an interested party; and
- Such other waivers and authorizations as the Commission may deem appropriate and necessary consistent with the authority sought herein.

³⁶ See, e.g., *Midway Sunset Cogeneration Company*, 115 FERC ¶ 61,184 at PP 20-21 (2006).

V. REPORTING REQUIREMENTS

Applicant agrees to comply with the reporting requirements normally imposed on entities that are permitted to sell power at market-based rates. In particular, Applicant agrees to submit quarterly transaction reports in conformance with Commission requirements set forth in Order No. 2001 and the Commission's regulations, and to comply with the other reporting requirements in compliance with Order No. 697. Applicant agrees to submit such reports even if no transactions occurred during a particular calendar quarter. In accordance with 18 C.F.R. § 35.41(c), Applicant hereby advises the Commission that it does not intend to report transaction data to publishers of electricity or natural gas price indices. Applicant will provide timely notification of any change to its transaction reporting status.

Additionally, pursuant to the requirements set forth in Order No. 652,³⁷ as updated in Order No. 697, Applicant agrees to file timely notices of any departure from the facts relied upon by the Commission in its market analysis, including affiliation with any entity that owns or controls generation or transmission facilities or inputs to electric power production or an electric utility with a franchised service area.³⁸ Applicant also agrees to notify the Commission of any changes in ownership or control of generation or transmission facilities or inputs to electric power production.³⁹ In such notices, Applicant will discuss whether these changed facts affect Applicant's authority to charge market-based rates.⁴⁰

³⁷ See *Reporting Requirement for Changes in Status for Public Utilities with Market-Based Authority*, Order No. 652, 110 FERC ¶ 61,097 (2005).

³⁸ 18 C.F.R. § 35.42.

³⁹ *Id.*

⁴⁰ See *Coastal Electric Services Co.*, 71 FERC ¶ 61,374 (1995).

VI. SELLER CATEGORY

The Commission's regulations identify two categories of sellers. Section 35.36 of the Commission's regulations define Category 1 Sellers as:

[W]holesale power marketers and wholesale power producers that own or control 500 MW or less of generation in aggregate per region; that do not own, operate or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid (or have been granted waiver of the requirements of Order No. 888, FERC Stats. and Regs. ¶ 31,036); that are not affiliated with anyone that owns, operates or controls transmission facilities in the same region as the seller's generation assets; that are not affiliated with a franchised public utility in the same region as the seller's generation assets; and that do not raise other vertical market power issues.⁴¹

Category 2 Sellers are all sellers that are not Category 1 Sellers.⁴² Category 2 Sellers are required to submit updated market power analyses every three years pursuant to the Regional Market Power Update Schedule adopted in Order No. 697.⁴³

Even before commercial operation for the Project, Applicant and its affiliates own and control over 500 MW of generation capacity in the SPP region. Applicant and its affiliates own or control fewer than 500 MW of generation in aggregate in each of the other regions. Furthermore, neither Applicant nor its affiliates (1) own, operate or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid, (2) are affiliated with anyone that owns, operates or controls transmission facilities in the same region as the seller's generation assets, (3) are affiliated with a franchised public utility in the same region as the seller's generation assets, and (4) raise other vertical market power issues. Accordingly, Applicant is a Category 2 Seller in the SPP region and a Category 1 Seller in all other regions. Applicant therefore respectfully requests that the

⁴¹ 18 C.F.R. § 35.36.

⁴² *Id.*

⁴³ *See* 18 C.F.R. § 35.37 and Appendix D to Order No. 697.

Commission designate Applicant as a Category 1 Seller in all regions other than the SPP region. Applicant and its affiliates will provide the Commission with an updated market power analysis for the SPP region according to the schedule adopted in Order No. 697.

VII. EFFECTIVE DATE

Applicant respectfully requests that its electric tariff be granted an effective date of October 29, 2016, so that Applicant may commission the Project according to schedule. Applicant submits that good cause exists for the requested effective date because Applicant raises no market power concerns.

VIII. CONCLUSION

WHEREFORE, Applicant requests that the Commission issue an order accepting Applicant's FERC Electric Tariff effective October 29, 2016, and granting the waivers and authorizations requested in this Application.

DATED: September 29, 2016.

Respectfully submitted,

/s/ Megan Beauregard

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FERC rendition of the electronically filed tariff records in Docket No. ER16-02687-000

Filing Data:

CID: C005395

Filing Title: MBR Tariff

Company Filing Identifier: 1

Type of Filing Code: 400

Associated Filing Identifier:

Tariff Title: FERC Electric Tariff

Tariff ID: 1

Payment Confirmation:

Suspension Motion:

Tariff Record Data:

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

Section 1, Market-Based Rate Tariff, 1.0.0, A

Record Narrative Name: N/A

Tariff Record ID: 1001

Tariff Record Collation Value: 1000 Tariff Record Parent Identifier: 0

Proposed Date: 2016-10-29

Priority Order: 500

Record Change Type: NEW

Record Content Type: 1

Associated Filing Identifier:

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

2. **Applicability.** This Tariff is applicable to all sales of energy, capacity, and ancillary services by Seller not otherwise subject to a particular rate schedule of Seller.
3. **Rates.** All sales shall be made at the rates established between the purchaser and Seller.
4. **Other Terms and Conditions.** All other terms and conditions shall be established by agreement between the purchaser and Seller.
5. **Compliance with Commission Regulations.** Seller shall comply with the provisions of 18 C.F.R Part 35, Subpart H, as applicable, and with any conditions the Commission imposes in its orders concerning seller's market-based rate authority, including orders in which the Commission authorizes seller to engage in affiliate sales under this tariff or otherwise restricts or limits the seller's market-based rate authority. Failure to comply with the applicable provisions of 18 C.F.R Part 35, Subpart H, and with any orders of the Commission concerning seller's market-based rate authority, will constitute a violation of this tariff.
6. **Limitations and Exemptions Regarding Market Based Rate Authority.** Seller does not have any limitations on its market-based rate authority except as other provided in this Tariff. The Commission granted Seller in Docket No. ER16-____-000 the following waivers and blanket authorization: (a) waiver of Subparts B and C of Part 35 of the Commission's regulations requiring the filing of cost-of-service information, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; (b) waiver of the requirements of Part 41 and Part 101 (with the exception that any waiver of the provisions of Part 101 that apply to hydropower licenses is not granted with respect to licensed hydropower projects); (c) waiver of Part 141 of the Commission's regulations concerning accounting and reporting

requirements, with the exception of 18 C.F.R. §§ 141.14 and 141.15; and (d) blanket approval as to Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and debt and assumption of liabilities.

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. Seller Category. Seller is a Category 2 Seller, as defined by 18 C.F.R. § 35.36(a), in the Southwest Power Pool region and a Category 1 Seller, as defined by 18 C.F.R. § 35.36(a), in all other regions.
9. Effective Date. This Tariff is effective on the date specified by the Commission. This Tariff shall continue in effect until terminated or changed in accordance with any applicable regulatory requirements.

Appendix A: Standard Screen Format (Data provided for illustrative purposes only)**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>
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		Applicant-> Chisholm View Wind Project II, LLC				
		Study Area -> OKGE x 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)	2,145	2,145	2,145	2,145	Appendix B
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)	1,989	1,989	1,989	1,989	Appendix B
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)	63,148	65,856	75,256	65,310	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)	21,931	23,221	45,819	48,482	
R	Seller's Uncommitted Capacity (A+A1+B+B1+E-C-D-G-J)	156	156	156	156	
S	Total Seasonal Uncommitted Capacity (Q+R)	22,087	23,377	45,975	48,638	
T	Seller's Market Share (R÷S)	0.7%	0.7%	0.3%	0.3%	
	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*	-	-	-	-	
	Do Total Imports exceed SIL value? (is U≤V)	Yes	Yes	Yes	Yes	
	Seller's Market Share w/o Competing Imports	0.7%	0.7%	0.3%	0.3%	
		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.

Appendix A: Standard Screen Format (Data provided for illustrative purposes only)

Part I – Pivotal Supplier 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. The text in row 13 "Date of Filing" has been replaced with "Data Year"
4. Instruction: *Enter all numeric values as positive numbers (blue values)*

Don't enter values into an outlined cell (black values)

Applicant-> **Chisholm View Wind Project II, LLC**

Market -> **OKGE x 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)	2,145	Appendix B
A1 Remote Capacity (from outside the study area)	0	Appendix B
B Long-Term Firm Purchases (from inside the study area)	0	Appendix B
B1 Long-Term Firm Purchases (from outside the study area)	0	Appendix B
C Long-Term Firm Sales (in and outside the study area)	1,989	Appendix B
D Uncommitted Capacity Imports	0	Appendix B
Non-Affiliate Capacity (owned or controlled)		
E Installed Capacity (from inside the study area)	75,256	ER13-1896-009 and Appendix B
E1 Remote Capacity (from outside the study area)	0	ER13-1896-009
F Long-Term Firm Purchases (from inside the study area)	2,640	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)	7,964	ER13-1896-009
H Uncommitted Capacity Imports	0	ER13-1896-009
I Study Area Reserve Requirement	1,074	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)	29,927	
Load		
L Balancing Authority Area Annual Peak Load	45,179	ER13-1896-009
M Average Daily Peak Native Load in Peak Month	39,087	ER13-1896-009
N Amount of Line M Attributable to Seller, if any	0	Appendix B
O Wholesale Load (L-M)	6,092	
P Net Uncommitted Supply (K-O)	23,835	
Q Seller's Uncommitted Capacity (A+A1+B+B1+D-C-J-N)	156	
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 ->	-	
% 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.

[A]	[B]	[C]	[D]	[E]	[F]	[G]	[H]	[I]
				Imported Capacity				Whole Seaso
				Wntr [Row E + Row P]	Spring [Row E + Row P]	Sum [Row E + Row P]	Fall [Row E + Row P]	Wntr [Row S]
Company	Anlyst	Mrkt	Applicant Name	365	1,516	9	1,331	22,087

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

Pivotal Supplier Screen (PSS)

BAA Res'rv Rqmn't [Row I]	Tot Unc'mtd Capacity [Row K]	Whlsl Load [Row O]	Net unc'mtd Supply [Row P]	Seller unc'mtd Supply [Row Q]	PSS Result [Pass/ Fail]	PSS Pass / Fail w/o cmpt imp@
1,074	29,927	6,092	23,835	156	Pass	Pass

Instructions for completing the Asset Appendix Sheet: Generation Assets			
Column	Title	Format	Description
[A]	Filing Entity and its Energy Affiliates	Free Form Text	Name of the Filing Entity and its Affiliates. Please use the exact name as in the Company Registration database if possible.
[B]	Docket # where MBR authority was granted	Text in the form: ERXX-XXX-XXX where "X" is a digit	If applicable, Docket Number where MBR was originally granted.
[C]	Generation Name (Plant or Unit Name)	Free Form Text	Unit Name or if all units in a plant are reasonably similar, a plant name. Use EIA-860 or industry standard names to the extent possible.
[D]	Owned By	Free Form Text	Name of the Entity owning the generation unit or plant. Please use the same name as in the Company Registration database if possible.
[E]	Controlled By	Free Form Text	Name of the Entity that controls the output of the generation unit or plant. Please use the same name as in the Company Registration database if possible.
[F]	Date Control Transferred	MM/YYYY or DD/MM/YY	The date the unit came under the control of the Entity listed in "[E] Controlled By." Often it is the date the generation was acquired or built.
[G]	Location: Market/Balancing Authority Area	Free Form Text. For Markets or submarkets please use one of the abbreviations or names in the next column. For balancing authority areas please use the NERC-defined name	One of the six RTO/ISOs (ISO-NE, NYISO, PJM, MISO, SPP, CAISO) or their designated submarkets (PJM-East, 5004/5005, AP South, Connecticut, Southwest Connecticut, New York City, Long Island) or a NERC-defined Balancing Authority Area name.
[H]	Location: Geographic Region	Specific Text	One of the six MBR regions: Northeast, Southeast, Central, SPP, Northwest, Southwest.
[I]	In-Service Date	MM/YYYY or MM/DD/YY	The date the unit first came into service.
[J]	Capacity Rating: Nameplate (MW)	Numeric. Either an integer or fixed width numeric with one decimal	The nameplate capacity rating of the unit, usually provided by the manufacturer, in MWs.
[K]	Capacity Rating: Used in Filing (MW)	Numeric. Either an integer or fixed width numeric with one decimal	The capacity rating of the unit(s), in MWs, used in this filing.
[L]	Capacity Rating: Methodology Used in [K]: (N)ameplate, (S)easonal, 5-yr (U)nit, 5-yr (E)IA, (A)lternative		A single capital letter (either "N", "S", "U", "E", or "A") to designate the rating methodology of the unit's capacity used in this filing. Describe "Alternative" Capacity Rating Method in End Notes Sheet.
[M]	End Note Number (Enter text in End Notes Sheet)	Integer	The number of the explanatory note in End Notes Sheet that refers to this entry. The numbers should be ascending integers throughout the appendix. If there are three notes in the Generation Assets Sheet, then the first end note in the next asset sheet should be four (please do not start over with a new numbering sequence).
Instructions for completing the Asset Appendix Sheet: Long-Term Firm Power Purchase Agreements (PPA)			
Column	Title	Format	Description
[A]	Filing Entity and its Energy Affiliates	Free Form Text	Name of the Filing Entity or affiliate of the Filing Entity that is purchasing the energy or capacity.
[B]	Seller Name	Free Form Text	Name of the Filing Entity that is selling the capacity and/or energy. Please use the exact name as in the Company Registration database if possible.
[C]	Amount of PPA (MW)	Numeric. Either an integer or fixed width numeric with one decimal	Contracted amount of the PPA in MW. If the contract is for the entire output of a specific generation unit, you may de-rate the unit using the same de-rating methodology that is used for generators of the same technology elsewhere in the appendix. If this amount is de-rated please explain in the End Notes Sheet. Energy only contracts must be converted from MWh to MW. Only report contracts one year or longer.
[D]	Location: Market/Balancing Authority Area (Source)	Free Form Text. For Markets or submarkets please use one of the abbreviations or names in the next column. For balancing authority areas please use the NERC-defined name	One of the six RTO/ISOs (ISO-NE, NYISO, PJM, MISO, SPP, CAISO) or their designated submarkets (PJM-East, 5004/5005, AP South, Connecticut, Southwest Connecticut, New York City, Long Island) or a NERC-defined Balancing Authority Area name. For "System" PPAs, identify all markets and balancing authority areas from which the PPA is sourced to the extent the source location(s) is specified in the PPA
[E]	Location: Market/Balancing Authority Area (Sink)	Free Form Text. For Markets or submarkets please use one of the abbreviations or names in the next column. For balancing authority areas please use the NERC-defined name	One of the six RTO/ISOs (ISO-NE, NYISO, PJM, MISO, SPP, CAISO) or their designated submarkets (PJM-East, 5004/5005, AP South, Connecticut, Southwest Connecticut, New York City, Long Island) or a NERC-defined Balancing Authority Area name. For all PPAs, identify where the capacity and/or energy is delivered.
[F]	Location: Geographic Region (Sink)	Specific Text	Same instruction as the Generation Assets Sheet.
[G]	Start Date (mo/da/yr)	MM/DD/YY	The Start Date of the PPA
[H]	End Date (mo/da/yr)	MM/DD/YY	The End Date of the PPA

[I]	Type of PPA (Unit or System)	"Unit" or "System"	Enter the text "Unit" if the PPA is from a specific unit such as a wind generator selling its output to a utility, or from multiple units at a single plant. Please provide the name of the unit or facility supplying the PPA in the End Notes Sheet. Enter "System" if the PPA is sourced from a utility's or IPP's fleet with different units providing power at different times.
[J]	End Note Number (Enter text in End Notes Sheet)	Integer	Same instruction as the Generation Assets Sheet.

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

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

Instructions for completing the Asset Appendix Sheet: End Notes

Column	Title	Format	Description
[A]	End Note Number	Integer	Should match an End Note number in the Generation Assets, Long-Term Firm PPAs or Transmission/Natural Gas Assets Sheets.
[B]	Sheet (Generation Assets, Long-Term Firm PPAs or Transmission/Natural Gas Assets)	The words "Generation", "PPA", or "Transmission/Natural Gas"	Indicates in which asset sheet the End Note is located.
[C]	Explanatory Note	Free Form Text	Text providing the clarification or explanatory note.

Twin Falls Hydro Assoc., LP	NA	Twin Falls	Twin Falls Hydro Company, LLC	Twin Falls Hydro Company, LLC	3/27/2015	PSE	Northwest	3/1/1990	24	24	N	2
Twin Lake Hills, LLC	NA	Rulinton Wind (in part)	Chi Minnesota Wind LLC & Northern Alternative	Chi Minnesota Wind, LLC	9/29/2000	MISO	Central	1/13/2001	1.98	1.98	N	
West Hopkinton Hydro, LLC	NA	Hoague Sprague	West Hopkinton Hydro, LLC	West Hopkinton Hydro, LLC	12/5/1988	ISO-NE	North	9/21/1988	1.3	1.3	N	
Western New York Wind Corp.	NA	Wethersfield	Western New York Wind Corp.	Western New York Wind Corp.	6/29/2001	NWISO	Northeast	10/1/2000	6.6	6.6	N	
Willimantic Power Corp.	NA	Willimantic	Willimantic Power Corp.	Willimantic Power Corp.	12/24/1987	NWISO	Northeast	6/1/1990	1.54	1.54	N	
Winters' Spawn, LLC	NA	Winters' Spawn	Chi Minnesota Wind LLC & Northern Alternative	Chi Minnesota Wind, LLC	9/29/2000	MISO	Central	1/13/2001	1.98	1.98	N	
White Current Corporation	NA	Ottawaquechee	White Current Corporation	Ottawaquechee Hydro Co., Inc.	6/7/2016	ISO-NE	Northeast	4/30/1992	1.88	1.88	N	

Asset Appendix: Long-Term Firm Power Purchase Agreements (PPA)

Note:
Energy-only contracts must be converted to MW
Only report contracts one year or longer

[A]	[B]	[C]	[D]		[E]	[F]	[G]	[H]	[I]	[J]
Filing Entity and its Energy Affiliates	Seller Name	Amount of PPA (MW)	Location		Geographic Region (Sink)	Start Date (mo/da/yr)	End Date (mo/da/yr)	Type of PPA (Unit or System)	End Note Number (Enter text in End Notes Sheet)	
			Market / Balancing Authority Area (Source)	Market / Balancing Authority Area (Sink)						
Agassiz Beach, LLC	Agassiz Beach, LLC	1.98	MISO	MISO	Central	12/31/2001	2/28/2031	UNIT		
Aquenergy Systems LLC (Fries)	Aquenergy Systems LLC	5.21	PJM	PJM	Southeast	12/21/2012	12/31/2017	UNIT		
Aquenergy Systems LLC (Ware Shoals)	Aquenergy Systems LLC	6.3	SERC	SERC	Southeast	12/21/2012	12/31/2017	UNIT		
Aurora Distributed Solar, LLC	Aurora Distributed Solar, LLC	100	MISO	MISO	Central	1/1/2017	8/31/2036	UNIT		
Autumn Hills, LLC	Autumn Hills, LLC	1.98	MISO	MISO	Central	12/31/2001	2/18/2031	UNIT		
Barnet Hydro Company, LLC	Barnet Hydro Company, LLC	0.5	ISONE	ISONE	Northeast	11/1/1986	11/1/2016	UNIT		
Beaver Valley Power Company, LLC	Beaver Valley Power Company, LLC	1.5	PJM	PJM	Northeast	8/18/1982	8/18/2100	UNIT		
Black River Hydro Associates (Denley)	(Cataldo) Hydro Power Associates	1.6	NYISO	NYISO	Northeast	5/5/1983	12/31/2026	UNIT		
Black River Hydro Associates (Port Leydon)	(Cataldo) Hydro Power Associates	2.1	NYISO	NYISO	Northeast	5/5/1983	12/31/2026	UNIT		
Black River Hydro Associates (Rock Island)	Black River Hydro Associates	1.9	NYISO	NYISO	Northeast	5/5/1983	12/31/2026	UNIT		
Boott Hydropower, LLC	Boott Hydropower, LLC	24.82	ISONE	ISONE	Northeast	1/10/1983	4/1/2023	UNIT		
BP Hydro Associates	BP Hydro Associates	1.9	WECC	WECC	Northwest	4/2/1989	4/2/2024	UNIT		
Buffalo Dunes Wind Project LLC	Buffalo Dunes Wind Project LLC	249.75	SPP	SERC	SPP	12/31/2013	12/31/2033	UNIT		
Bypass Limited LLC	Bypass Limited LLC	10	WECC	WECC	Northwest	6/18/1988	6/18/2023	UNIT		
Canastota Windpower, LLC	Canastota Windpower, LLC	30	NYISO	NYISO	Northeast	1/1/2001	12/31/2016	UNIT		
Caney River Wind Project LLC	Caney River Wind Project LLC	199.8	SPP	TVA	SPP	1/1/2011	1/1/2031	UNIT		
Cherokee Falls Hydroelectric Project LLC	Cherokee Falls Hydroelectric Project LLC	4.14	SERC	SERC	Southeast	7/1/2013	5/31/2023	UNIT		
Chisholm View Wind Project, LLC	Chisholm View Wind Project, LLC	202	SPP	SERC	SPP	12/6/2013	12/6/2033	UNIT		
Chisholm View Wind Project II, LLC	Chisholm View Wind Project II, LLC	64	SPP	SERC	SPP	at COD	25 years later	UNIT		
Cimarron Bend Wind Project I, LLC	Cimarron Bend Wind Project I, LLC	200	SPP	SPP	Central	at COD	15 years later	UNIT		
Coneross Power Corp	Coneross Power Corp	0.9	SERC	SERC	Southeast	8/18/1992	6/1/2100	UNIT		
Consolidated Hydro New York LLC	Consolidated Hydro New York LLC	1.66	NYISO	NYISO	Northeast	12/31/1987	12/31/2025	UNIT		
Copenhagen Hydro LLC	Copenhagen Hydro LLC	3.3	NYISO	NYISO	Northeast	1/1/1994	12/31/2023	UNIT		
Dietrich Drop Hydro LLC	Dietrich Drop Hydro LLC	4.77	WECC	WECC	Northeast	8/29/1988	8/29/2023	UNIT		
Drift Sand Wind Project, LLC	Drift Sand Wind Project, LLC	108	SPP	SPP	SPP	at COD	20 years later	UNIT		
EGP Solar 1, LLC	EGP Solar 1, LLC	2.4	ISONE	ISONE	Northeast	9/10/2013	9/10/2038	UNIT		
El Dorado Hydro LLC	El Dorado Hydro LLC	2.6	CAISO	CAISO	Northwest	1/5/2005	1/1/2017	UNIT		
Elk Creek Hydro LLC	Elk Creek Hydro LLC	2.3	WECC	WECC	Northwest	4/4/1986	4/4/2021	UNIT		
Enel Cove Fort, LLC	Enel Cove Fort, LLC	25	WECC	WECC	Northwest	12/31/2013	12/31/2033	UNIT		
Enel Salt Wells, LLC	Enel Salt Wells, LLC	13.4	WECC	WECC	Northwest	1/1/2010	1/1/2030	UNIT	4	
Enel Stillwater LLC	Enel Stillwater LLC	33.1	WECC	WECC	Northwest	1/1/2010	1/1/2030	UNIT		
Florence Hills, LLC	Florence Hills, LLC	1.98	MISO	MISO	Central	12/31/2001	1/9/2031	UNIT		
Fowler Hydro LLC	Fowler Hydro LLC	0.9	NYISO	NYISO	Northeast	1/1/2000	1/1/2020	UNIT		
Fulcrum, LLC	Fulcrum, LLC	4.14	WECC	WECC	Northwest	4/10/1989	4/10/2024	UNIT		
Gauley River Power Partners, LLC	Gauley River Power Partners, LLC	80	PJM	PJM	Southeast	7/30/2001	7/30/2027	UNIT		
Goodwell Wind Project, LLC	Goodwell Wind Project, LLC	200	SPP	SPP	SPP	12/26/2015	12/26/2035	UNIT		
Hadley Ridge, LLC	Hadley Ridge, LLC	1.98	MISO	MISO	Central	12/31/2001	12/28/2030	UNIT		
High Shoals, LLC	High Shoals, LLC	1.8	SERC	SERC	Southeast	4/1/2012	4/1/2027	UNIT		
Hope Creek, LLC	Hope Creek, LLC	1.98	MISO	MISO	Central	12/31/2001	1/20/2031	UNIT		
Hydro Development Group Acquisition LLC	Hydro Development Group Acquisition LLC	10.4	NYISO	NYISO	Northeast	1/1/1994	12/31/2023	UNIT	5	
Jack River, LLC	Jack River, LLC	1.98	MISO	MISO	Central	12/31/2001	2/18/2031	UNIT		
Jessica Mills, LLC	Jessica Mills, LLC	1.98	MISO	MISO	Central	12/31/2001	2/23/2031	UNIT		
Julia Hills, LLC	Julia Hills, LLC	1.98	MISO	MISO	Central	12/31/2001	2/24/2031	UNIT		
Kinneytown Hydro Company, Inc.	Kinneytown Hydro Company, Inc.	2.48	NYISO	NYISO	Northeast	3/3/1998	11/1/2016	UNIT		
Little Elk Wind Project, LLC	Little Elk Wind Project, LLC	74	SPP	SPP	SPP	1/28/2016	12/30/2042	UNIT		
Lindahl Wind Project, LLC	Lindahl Wind Project, LLC	150	SPP	SPP	SPP	3/1/2017	3/1/2042	UNIT		
Lower Saranac Hydro LLC	Lower Saranac Hydro LLC	0.9	NYISO	NYISO	Northeast	10/31/1990	12/31/2035	UNIT		
Lower Saranac Hydro Partners LLC	Lower Saranac Hydro Partners LLC	9.3	NYISO	NYISO	Northeast	10/31/1990	10/31/2029	UNIT		
Lower Valley LLC	Lower Valley LLC	0.9	ISONE	ISONE	Northeast	5/21/1992	5/21/2022	UNIT		
Lowline Rapids LLC	Lowline Rapids LLC	2.8	WECC	WECC	Northwest	8/29/1988	5/1/2023	UNIT		
Mascoma Hydro Corp	Mascoma Hydro Corp	1.5	ISONE	ISONE	Northeast	12/31/1989	12/31/2029	UNIT		
Metro Wind, LLC	Metro Wind, LLC	1.98	MISO	MISO	Central	12/31/2001	3/1/2031	UNIT		
Mill Shoals Hydro Company, LLC	Mill Shoals Hydro Company, LLC	0.8	SERC	SERC	Southeast	4/1/2013	4/1/2023	UNIT		
Missiquoi Associates	Missiquoi Associates	25.4	ISONE	ISONE	Northeast	4/1/1988	4/1/2018	UNIT		
Newbury Hydro Company, LLC	Newbury Hydro Company, LLC	0.39	ISONE	ISONE	Northeast	11/1/1987	11/1/2017	UNIT		
Notche Butte Hydro Company Inc.	Notche Butte Hydro Company Inc.	1.06	WECC	WECC	Northeast	11/15/1986	11/15/2021	UNIT		
Origin Wind Energy, LLC	Origin Wind Energy, LLC	150	SPP	SPP	SPP	11/27/2014	11/27/2034	UNIT		
Osage Wind, LLC	Osage Wind, LLC	150	SPP	SPP	SPP	6/4/2015	6/4/2035	UNIT		
Pelzer Hydro Company LLC	Pelzer Hydro Company LLC	3.3	SERC	SERC	Southeast	9/1/1988	12/31/2017	UNIT		
Pelzer Hydro Company LLC	Pelzer Hydro Company LLC	1.95	SERC	SERC	Southeast	9/1/1998	12/31/2017	UNIT		
Prairie Rose Wind LLC	Prairie Rose Wind LLC	199.9	SPP	SPP	SPP	1/1/2012	1/1/2032	UNIT		
Pyrites Hydro LLC	Pyrites Hydro LLC	8.2	NYISO	NYISO	Northeast	4/22/1985	1/1/2026	UNIT		
Rock Creek Hydro LLC	Rock Creek Hydro LLC	3.6	CAISO	CAISO	Northwest	9/15/2011	9/15/2016	UNIT		
Rocky Ridge Wind Project LLC	Rocky Ridge Wind Project LLC	148.8	SPP	SPP	SPP	6/1/2012	6/1/2037	UNIT		
Ruthon Ridge, LLC	Ruthon Ridge, LLC	1.98	MISO	MISO	Central	12/31/2001	1/23/2031	UNIT		
SE Hazellon A LLC	SE Hazellon A LLC	8.1	WECC	WECC	Northwest	12/8/2010	12/8/2025	UNIT		
Slate Creek Hydro Company LLC	Slate Creek Hydro Company LLC	4.2	CAISO	CAISO	Northwest	5/8/1990	12/31/2018	UNIT		
Smoky Hills Wind Farm, LLC	Smoky Hills Wind Farm, LLC	25.2	SPP	SPP	SPP	12/31/2007	12/31/2027	UNIT		
Smoky Hills Wind Farm, LLC	Smoky Hills Wind Farm, LLC	50.4	SPP	SPP	SPP	12/31/2007	12/31/2027	UNIT		
Smoky Hills Wind Farm, LLC	Smoky Hills Wind Farm, LLC	25.2	SPP	SPP	SPP	12/31/2007	12/31/2027	UNIT		
Smoky Hills WindProject II, LLC	Smoky Hills WindProject II, LLC	24	SPP	SPP	SPP	12/31/2008	12/31/2028	UNIT		
Smoky Hills WindProject II, LLC	Smoky Hills WindProject II, LLC	24	SPP	SPP	SPP	12/31/2008	12/31/2028	UNIT		
Smoky Hills WindProject II, LLC	Smoky Hills WindProject II, LLC	15	SPP	SPP	SPP	12/31/2008	12/31/2028	UNIT		
Smoky Hills WindProject II, LLC	Smoky Hills WindProject II, LLC	50	SPP	SPP	SPP	12/31/2008	12/31/2028	UNIT		
Solliquooy Ridge, LLC	Solliquooy Ridge, LLC	1.98	MISO	MISO	Central	12/31/2001	1/19/2031	UNIT		
Spartan Hills, LLC	Spartan Hills, LLC	1.98	MISO	MISO	Central	12/31/2001	1/13/2031	UNIT		
Sun River, LLC	Sun River, LLC	1.98	MISO	MISO	Central	12/31/2001	2/24/2031	UNIT		
Sweetwater Hydro Electric LLC	Sweetwater Hydro Electric LLC	0.9	ISONE	ISONE	Northeast	6/30/1990	6/30/2020	UNIT		
Sweetwater Hydro Electric LLC	Sweetwater Hydro Electric LLC	0.35	ISONE	ISONE	Northeast	6/30/1990	10/31/2019	UNIT		
TKO Power LLC	TKO Power LLC	3.2	CAISO	CAISO	Northwest	7/15/2015	6/2/2017	UNIT		
Tsar Nicolas, LLC	Tsar Nicolas, LLC	1.98	MISO	MISO	Central	12/31/2001	2/17/2031	UNIT		
Twin Falls Hydro Assoc., LP	Twin Falls Hydro Assoc., LP	24	WECC	WECC	Northwest	3/1/1995	3/1/2025	UNIT		
Twin Lake Hills, LLC	Twin Lake Hills, LLC	1.98	MISO	MISO	Central	12/31/2001	1/4/2031	UNIT		
White Current Corporation	Ottawaquechee Hydro Co., Inc.	1.89	ISONE	ISONE	Northeast	9/1/1987	9/1/2017	UNIT		
Willimantic Power Corp.	Willimantic Power Corp.	1.54	NYISO	NYISO	Northeast	8/30/1999	12/31/2023	UNIT		
Winters' Spawn, LLC	Winters' Spawn, LLC	1.98	MISO	MISO	Central	12/31/2001	1/25/2031	UNIT		

Asset Appendix: End Notes

End Notes for Entries in the Generation, Long-Term Firm PPA and Transmission/Natural Gas Assets Sheets

[A] End Note Number	[B] Sheet (Generation, PPA or Transmission / Natural Gas)	[C] Explanatory Note
1	Generation	In some cases the listed Enel affiliate was not the original developer of the facility, and Enel does not have accurate records of the in-service date; an estimated in-service year is provided.
2	Generation	Exempt from Section 205 and 206 of the FPA due to QF status and selling power pursuant to an agreement executed on or before March 17, 2006.
3	Generation	Market Based Rate tariff cancelled pursuant to June 15, 2006 unpublished letter order in Docket Nos. ER06-891-000 and -001.
4	PPA	PPA amended to include 22 MW(AC) capacity from the Stillwater Solar Project
5	PPA	The following projects are under this PPA: Copenhagen, Dexter, Diamon Island, Hailesboro 3, 4, and 6, Theresa
6	Generation	Application is pending before FERC

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