



O'MELVENY & MYERS LLP

BEIJING
BRUSSELS
CENTURY CITY
HONG KONG
JAKARTA
LONDON
LOS ANGELES

1625 Eye Street, NW
Washington, D.C. 20006-4001

TELEPHONE (202) 383-5300
FACSIMILE (202) 383-5414
WWW.OMM.COM

NEWPORT BEACH
NEW YORK
SAN FRANCISCO
SHANGHAI
SILICON VALLEY
SINGAPORE
TOKYO

April 12, 2016

WRITER'S DIRECT DIAL
(202) 383-5109

WRITER'S E-MAIL ADDRESS
hhilliard@omm.com

Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, NE
Washington, D.C. 20426

Re: *Citigroup Renewable Investments 1, LLC and San Juan Mesa Wind Project, LLC, Docket No. EC16-____-____, Application for Approval Under Section 203 of the Federal Power Act*

Dear Ms. Bose:

Citigroup Renewable Investments 1, LLC ("Citigroup Renewable") and San Juan Mesa Wind Project, LLC ("San Juan Mesa" and, together with Citigroup Renewable, "Applicants") submit this joint application ("Application") under Section 203(a)(1) of the Federal Power Act ("FPA") and Part 33 of the regulations of the Federal Energy Regulatory Commission ("Commission") for Commission authorization of a proposed transaction ("Proposed Transaction") in which Citigroup Renewable will transfer its equity interests in San Juan Mesa to San Juan FinanceCo LLC. San Juan Mesa is a public utility that is engaged in the generation of wind-powered electric energy.

Request for Expedited Consideration

Applicants submit that expedited consideration is warranted under the Commission's regulations because the Proposed Transaction (1) does not raise any cross-subsidization issues, (2) does not require an Appendix A analysis, and (3) is consistent with Commission precedent. Because the Application satisfies the Commission's standards for expedited review under section 33.11(c) of the Commission's regulations, Applicants respectfully request that the Commission grant expedited review and approve this Application by as early as possible and no later than May 12, 2016.

O'MELVENY & MYERS LLP

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Please contact the undersigned if you have questions regarding the Application. Thank you for your assistance.

Respectfully submitted,

/s/ Hugh E. Hilliard

Hugh E. Hilliard

*Counsel for Citigroup Renewable Investments 1,
LLC*

As explained more fully below, the Proposed Transaction will not have an adverse effect on competition, rates, or regulation and will not result in cross-subsidization of a non-utility associate company, or pledge or encumbrance of utility assets for the benefit of an associate company. Accordingly, the Proposed Transaction should be approved by the Commission as consistent with the public interest.

I. REQUEST FOR EXPEDITED CONSIDERATION

If, as Applicants expect, the Application is not contested, it qualifies for expedited consideration, as the Proposed Transaction does not involve a merger, does not require an Appendix A analysis, and is consistent with Commission precedent and the public interest.³ Accordingly, consistent with Order No. 669,⁴ Applicants request that the Commission establish a 21-day public comment period for the Application, grant expedited consideration of the Application, and issue an order authorizing the Proposed Transaction on or before May 12, 2016.

³ 18 C.F.R. § 33.11(c)(2).

⁴ *Transactions Subject to FPA Section 203*, Order No. 669, 2001-2005 FERC Stats. & Regs., Regs. Preambles ¶ 31,200, at P 194 (2005), order on reh'g, Order No. 669-A, 2006-2007 FERC Stats. & Regs., Regs. Preambles ¶ 31,214, order on reh'g and clarification, Order No. 669-B, 2006-2007 FERC Stats. & Regs., Regs. Preambles ¶ 31,225 (2006) ("Order No. 669").

II. REQUEST FOR CONFIDENTIAL TREATMENT

Pursuant to 18 C.F.R. §§ 33.9 and 388.112, Applicants request confidential treatment of Exhibit I because it contains sensitive commercial and financial information that is privileged or confidential and not publicly available. Should this information become public, it could subject the parties to competitive disadvantage or other business injury. Applicants submit a nonpublic version of Exhibit I that is marked “Non-Public Version - Contains Privileged and Confidential Information—Do Not Release Pursuant to 18 C.F.R. § 388.112,” and ask that the Commission keep it confidential. Applicants also are submitting a public copy of this Application, with the confidential material redacted. Any questions concerning this request for confidential treatment should be directed to counsel listed in Section VI. Applicants have attached a draft Protective Order as Attachment 2 to this Application.

III. DESCRIPTION OF APPLICANTS AND OTHER RELEVANT PARTIES

A. Applicants

1. San Juan Mesa

San Juan Mesa is an exempt wholesale generator (“EWG”) that owns and operates an approximately 120 MW (nameplate rating) wind-powered electric generation facility (“Facility”) in Roosevelt and Chaves Counties, New Mexico.⁵ The Commission has authorized San Juan Mesa to sell energy, capacity, and certain ancillary services at market-based rates.⁶ The Facility is interconnected with the Southwestern Public Service Company (“SPSC”) electric transmission system within the Southwest Power Pool, Inc. (“SPP”) Balancing Authority Area. All of the

⁵ *San Juan Mesa Wind Project, LLC*, 112 FERC ¶ 62,122 (2005) (granting EWG status).

⁶ *San Juan Mesa Wind Project, LLC*, Docket No. ER05-1389-000 (Oct. 12, 2005) (unreported) (granting market-based rate authority); *San Juan Mesa Wind Project, LLC*, Docket No. ER10-2382-000 (Nov. 17, 2010) (unreported) (accepting revised market-based rate tariff); *San Juan Mesa Wind Project, LLC*, Docket No. ER14-1921-000 (June 24, 2014) (unreported) (accepting revised market-based rate tariff).

output from the Facility currently is committed to SPSC under a long-term power purchase agreement.

The membership interests of San Juan Mesa are owned directly by: (1) Citigroup Renewable (25 percent), and (2) Mission Wind New Mexico, LLC (“Mission Wind New Mexico”) (75 percent).

Citigroup Renewable is described in Section III.A.2 below.

All of the membership interests of Mission Wind New Mexico are owned by Viento Funding II, LLC, all of whose membership interests are owned by NRG Wind TE Holdco LLC (“TE Holdco”). The Class B membership interests⁷ of TE Holdco are owned by: (1) NRG Gas & Wind Holdings, Inc. (“NRG Gas & Wind”) (25 percent), and (2) NRG Yield Operating, LLC (“Yield Operating”) (75 percent). Yield Operating is the managing member of TE Holdco.

All of the membership interests of NRG Gas & Wind are owned directly by NRG Acquisition Holdings Inc., which is a direct, wholly owned subsidiary of NRG Energy, Inc. (“NRG”) (described below).

All of the membership interests of Yield Operating are owned directly by NRG Yield LLC (“Yield LLC”). The membership interests of Yield LLC owned directly by: (1) NRG Yield, Inc. (“NRG Yield”) (described below) (approximately 55.3 percent), and (2) NRG (approximately 44.7 percent). The Class B and D common stock of NRG Yield, which represent approximately 55.1 percent of the voting interests, but no economic interest, in NRG Yield, are owned by NRG. The shares of Class A and C common stock of NRG Yield, which, in the

⁷ TE Holdco also has Class A membership interests. These Class A interests have been shown to be passive, non-controlling interests conveying only limited consent rights substantially similar to those of the passive tax equity investors in *AES Creative Resources, L.P.*, 129 FERC ¶ 61,239 at P 26 (2009). See Notification of Change in Status, Docket Nos. ER10-2385-004, *et al.* (filed Dec. 1, 2014), *accepted*, *Elkhorn Ridge Wind, LLC*, Docket Nos. ER10-2385-004, *et al.* (Feb. 19, 2015) (unreported).

aggregate, currently represent the remaining voting interests (approximately 44.9 percent) in NRG Yield, are publicly traded on the NYSE.

NRG is a Delaware corporation and an integrated wholesale power generation and retail electricity company. NRG's common stock is publicly traded on the New York Stock Exchange (the "NYSE") under the symbol "NRG." Through various subsidiaries, NRG engages in three related electric businesses: (1) wholesale power generation and electricity and fuel trading, (2) retail electric supply and demand response, and (3) deployment and commercialization of alternative energy technologies, such as electric vehicle charging infrastructure, distributed solar and smart meter technology. In connection with the first of these business segments, NRG owns or controls over 53,000 MW of electric generation capacity throughout the United States. Additional information regarding electric generation and electric transmission capacity owned or controlled by NRG and its affiliates, including San Juan Mesa, is available in the updated market-power analysis for the SPP region filed with the Commission by San Juan Mesa and other NRG affiliates on December 31, 2015.⁸

2. Citigroup Renewable

Citigroup Renewable is a Delaware limited liability company⁹ and is an indirect, wholly owned subsidiary of Citigroup Inc. Citigroup Inc. is a global financial services company that provides a broad range of financial products and services to consumer and corporate customers.

Citigroup Inc. is a bank holding company, within the meaning of the U.S. Bank Holding Company Act of 1956, registered with, and subject to examination by, the Board of Governors of the Federal Reserve System. Through various subsidiaries, Citigroup Inc. indirectly holds non-managing or passive, non-controlling interests in certain electric generating facilities located in

⁸ *NRG Power Marketing, LLC, et al.*, Updated Market Power Analysis, Docket Nos. ER10-2265-____, *et al.* (filed December 31, 2015).

⁹ Citigroup Renewable previously was known as Citi Renewable Investments 1, LLC.

the United States, all of which are EWGs under the Public Utility Holding Company Act of 2005, or qualifying facilities under the Public Utility Regulatory Policies Act of 1978, as amended.

Citigroup Renewable is affiliated with two power marketers, Citigroup Energy Inc. (“CEI”) and Citigroup Energy Canada ULC (“CECU”). Citigroup Inc. owns, directly or indirectly, 100% of the interests in CEI and CECU. CEI is a Delaware corporation with its principal place of business in Houston, Texas. CECU is an Alberta, Canada corporation that operates as a gas marketer in Canada. Each of CEI and CECU is a power and natural gas marketer and is authorized by the Commission to make wholesale sales of energy, capacity, and ancillary services in the United States at market-based rates.¹⁰ Neither CEI nor CECU owns or operates any electric generation, transmission, or distribution facilities.

B. Purchaser

The Purchaser is a Delaware limited liability company. The Purchaser is 100% owned by Fengate San Juan Mesa LP, an Ontario limited partnership whose general partner is Fengate San Juan Mesa GP Inc., an Ontario corporation. Limited partnership interests in Fengate San Juan Mesa LP are held indirectly by several entities, including LiUNA Infrastructure Trust, which is funded by an investment by the Labour’s Pension Fund of Central and Eastern Canada, a union pension fund. Fengate San Juan Mesa GP Inc. is indirectly owned by each of Fengate LTI Management Inc. and Fengate Corporation, each an Ontario corporation, which are owed by certain individuals and, in the case of Fengate LTI Management Inc., certain related family trusts (these entities are collectively referred to as the “Fengate Entities”). An ownership diagram depicting the ownership of the Fengate Entities is included in Exhibit C-2.

¹⁰ *Citigroup Energy, Inc.*, Letter Order, Docket No. ER04-208-000 (Jan. 7, 2004); *Citigroup Energy Canada ULC*, Letter Order, Docket No. ER07-589-000 (Mar. 30, 2007).

The Fengate Entities currently invest in and operate a diverse energy portfolio located in Canada, Australia, and the United Kingdom with an aggregate installed capacity of approximately 341 MW. The Fengate Entities and their affiliates currently have no investments in electric generating facilities in the United States. The electric generating facilities located in Canada in which the Fengate Entities and their affiliates have equity interests sell all of their electric output pursuant to long-term contracts to Canadian purchasers. None of the Fengate Entities or their affiliates owns or operates any electric transmission facilities in the United States, and the only electric transmission facilities owned or operated in Canada are limited interconnection facilities associated with the generation facilities owned by the Fengate Entities or their affiliates. Additionally, the Fengate Entities and their affiliates do not own or control any inputs to electric generation in the United States, including any intrastate natural gas transportation, storage or distribution facilities, any physical coal supply sources or ownership or control over who may access transportation of coal supplies and any sites for generation capacity development. Finally, none of the Fengate Entities or their affiliates is a franchised electric utility with captive customers.

IV. THE PROPOSED TRANSACTION

Under the Proposed Transaction, Citigroup Renewable will transfer all of its equity interests in San Juan Mesa to Purchaser. After completion of the Proposed Transaction, San Juan Mesa's equity interests will be held by Purchaser (25 percent) and Mission Wind New Mexico (75 percent). The executed Purchase and Sale Agreement setting forth the terms and conditions of the Proposed Transaction is attached as nonpublic Exhibit I.

V. THE PROPOSED TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

Under Section 203 of the FPA, the Commission must approve a transaction if the Commission finds that the transaction “will be consistent with the public interest.”¹¹ In reviewing transactions under Section 203, the Commission follows a three-part test set forth in its *Inquiry Concerning the Commission’s Merger Policy under the Federal Power Act: Policy Statement*¹² and codified in Section 2.26 of the Commission’s regulations.¹³ Under this test, the Commission examines a transaction’s effects on competition, rates, and regulation. In addition, Section 203(a)(4) of the FPA requires the Commission to ensure that a proposed transaction will not result in cross-subsidization of a non-utility associate company or any pledge or encumbrance of utility assets for the benefit of an associate company.¹⁴ In its Supplemental Merger Policy Statement, the Commission clarified the information required to demonstrate that a transaction does not raise cross-subsidization concerns and identified “safe harbors” or classes of transactions that do not raise cross-subsidization concerns.¹⁵

As demonstrated below, the Proposed Transaction satisfies these statutory standards and, therefore, should be authorized by the Commission as consistent with the public interest pursuant to Section 203 of the FPA.

A. The Proposed Transaction Will Have No Adverse Effect on Competition

The Commission’s objective in analyzing the effect on competition of a proposed transaction is to determine whether the proposed transaction will “result in higher prices or

¹¹ 16 U.S.C. § 824b(D)(4).

¹² *Inquiry Concerning the Commission’s Merger Policy under the Federal Power Act: Policy Statement*, Order No. 592, 1996-2000 FERC Stats. & Regs., Regs. Preambles ¶ 31,044 (1996), *order on reconsideration*, Order No. 592-A, 79 FERC ¶ 61,321 (1997) (“Merger Policy Statement”); *FPA Section 203 Supplemental Policy Statement*, 2006-2007 FERC Stats. & Regs., Regs. Preambles ¶ 31,253 (2007), *clarified*, 122 FERC ¶ 61,157 (2008) (“Supplemental Merger Policy Statement”).

¹³ 18 C.F.R. § 2.26.

¹⁴ 16 U.S.C. § 824b(a)(4); Order No. 669; *see also* Supplemental Merger Policy Statement.

¹⁵ Supplemental Merger Policy Statement at PP 11-26.

reduced output in electricity markets.”¹⁶ The Commission has ruled that higher prices and reduced output in electricity markets may occur if the applicants for Section 203 authorization are able to exercise market power, either alone or in conjunction with others.¹⁷ The Commission’s Merger Policy Statement and Order No. 642 established both horizontal and vertical competitive-analysis screens to allow the Commission to identify proposed transactions that may present competitive concerns.¹⁸ As explained below, the Proposed Transaction will not have an adverse effect on competition because the Proposed Transaction will create neither horizontal nor vertical market power.

1. Horizontal Competition Issues

The Proposed Transaction raises no horizontal market power concerns. The only effect of the Proposed Transaction with respect to Commission-jurisdictional public utilities is that the equity interests in San Juan Mesa that are now held by Citigroup Renewable will instead be held by Purchaser, so that 75 percent of San Juan Mesa’s equity interests will continue to be held by Mission Wind New Mexico and the remaining 25 percent of San Juan Mesa’s equity interests will be held by Purchaser instead of Citigroup Renewable. At most, therefore, the Proposed Transaction involves the combination of San Juan Mesa with Purchaser and its affiliates. Because Purchaser and its affiliates do not own or control any electric generation capacity in the relevant market area (SPP), the Proposed Transaction does not raise any horizontal market power concerns. In any event, the full capacity of San Juan Mesa is dedicated to a non-affiliated offtaker under a long-term power purchase agreement, so there will be no change in control over the output of the Facility as a result of the Proposed Transaction.

¹⁶ *Revised Filing Requirements under Part 33 of the Commission’s Regulations*, Order No. 642, 1996-2000 FERC Stats. & Regs. Preambles ¶ 31,111, at 31,879 (2000), *order on reh’g*, Order No. 642-A, 94 FERC ¶ 61,289 (2001) (“Order No. 642”); Merger Policy Statement at 31,044; 18 C.F.R. § 2.26.

¹⁷ Order No. 642 at 31,879.

¹⁸ Order No. 642 at 31,879, 31,903.

Applicants request that the Commission authorize the Proposed Transaction without requiring the filing of a horizontal competitive-screen analysis, as set forth in Appendix A to the *Merger Policy Statement*. Section 33.3(a)(2)(i) of the Commission’s regulations provides that an Appendix A analysis is not required if the applicant affirmatively demonstrates that the merging entities do not currently conduct business in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*.¹⁹ Here, there is no overlap in electric generation capacity between San Juan Mesa, on the one hand, and Purchaser and its affiliates, on the other hand.²⁰ Accordingly, the Proposed Transaction will have no effect on horizontal market concentration. Applicants, therefore, respectfully request that the Commission authorize the Proposed Transaction without requiring the filing of a horizontal market concentration analysis.

2. Vertical Competition Issues

The Commission’s concern with regard to vertical market power generally arises in circumstances in which an entity may restrict potential downstream competitors’ access to upstream supply markets or increase potential competitors’ costs. Commission regulations provide that a vertical market concentration analysis is not required if “[t]he merging entities currently do not provide inputs to electricity products (*i.e.*, upstream relevant products) and electricity products (*i.e.*, downstream relevant products) in the same geographic markets or that the extent of the business transactions in the same geographic market is *de minimis*.”²¹ Except for the limited interconnection facilities necessary to connect the electric generation facilities of the Facility to the electric transmission grid, no Commission-jurisdictional transmission facilities

¹⁹ 18 C.F.R. § 33.3(a)(2)(i).

²⁰ The Proposed Transaction will not create any affiliation between Purchaser and any of NRG and its affiliates (other than San Juan Mesa).

²¹ 18 C.F.R. § 33.4(a)(2)(i).

are involved in the Proposed Transaction. The Proposed Transaction will have no effect on vertical power in markets that are relevant to the Proposed Transaction because Purchaser and its affiliates do not own or control any electric transmission facilities or inputs to electric generation in the relevant market area (SPP).²² Therefore, the Proposed Transaction will not result in adverse vertical competitive effects. Applicants, therefore, respectfully request that the Commission authorize the Proposed Transaction without requiring the filing of a vertical market concentration analysis.

B. The Proposed Transaction Will Have No Adverse Effect on Rates

In assessing the effect that a proposed jurisdictional transaction could have on rates, the Commission's primary concern is "the protection of wholesale ratepayers and transmission customers."²³ In the Merger Policy Statement, the Commission stated that its concern with the effect of a proposed transaction on rates is to protect ratepayers from rate increases resulting from a proposed disposition of jurisdictional assets.²⁴

The Proposed Transaction will have no effect on the rates charged by San Juan Mesa, which will continue to make sales pursuant to its market-based rate tariff and its existing long-term wholesale contract with SPSC. The Proposed Transaction will not change the rates, terms, or conditions contained in any tariff or wholesale sales contract of San Juan Mesa. Moreover, Purchaser and its affiliates—and San Juan Mesa—do not have any captive customers that could be affected by the Proposed Transaction. Therefore, the Commission should conclude that the Proposed Transaction will not have an adverse effect on rates.

²² The Proposed Transaction will not create any affiliation between Purchaser and any of NRG and its affiliates (other than San Juan Mesa).

²³ *New England Power Co., L.L.C.*, 82 FERC ¶ 61,179, at ¶ 61,659, *order on reh'g*, 83 FERC ¶ 61,275 (1998).

²⁴ See Merger Policy Statement at 30,123.

C. The Proposed Transaction Will Have No Adverse Effect on Regulation

In accordance with Order No. 669, the Commission evaluates the effect of a proposed transaction on regulation at both the federal and state levels.²⁵ The Proposed Transaction will have no adverse effect on regulation at either level. After the Proposed Transaction is consummated, the Commission will continue to exercise the same jurisdiction over San Juan Mesa and its sales of electric energy at wholesale as the Commission exercises currently. No facilities will be removed from the Commission's jurisdiction. Also, the Proposed Transaction will have no effect on state-commission regulation and is not subject to approval by any state commission. Therefore, the Commission should conclude that the Proposed Transaction will not have an adverse effect on regulation.

D. The Proposed Transaction Will Not Result in Cross-Subsidization

Under Section 203(a)(4) of the FPA²⁶ and Section 2.26(f) of its regulations,²⁷ the Commission considers whether a proposed transaction will result in a cross-subsidization of a non-utility associate company by a utility company, or in a pledge or encumbrance of utility assets for the benefit of an associate company. The Proposed Transaction does not pose a risk of cross-subsidization and does not involve any pledge or encumbrance of utility assets. In the Supplemental Merger Policy Statement, the Commission stated that it will recognize three classes of transactions that are unlikely to raise the cross-subsidization concerns described in the Order No. 669 rulemaking proceeding.²⁸ The first such class involves "transactions where the applicant shows that a franchised public utility with captive customers is not involved. If no captive customers are involved, then there is no potential for harm to customers. Therefore,

²⁵ Order No. 669 at P 10.

²⁶ 16 U.S.C. § 824b(a)(4).

²⁷ 18 C.F.R. § 2.26(f).

²⁸ Supplemental Merger Policy Statement at P 16.

compliance with Exhibit M could be a showing that no franchised public utility with captive customers is involved in the transaction.”²⁹

The Proposed Transaction does not involve a franchised public utility with captive customers. Therefore, based on facts and circumstances known to Applicants or that are reasonably foreseeable as of the date of this Application, the Proposed Transaction will not result in, at the time of the Proposed Transaction or in the future, cross-subsidization of a non-utility associate company, or the pledge or encumbrance of utility assets for the benefit of an associate company.

VI. INFORMATION REQUIRED BY PART 33 OF THE COMMISSION’S REGULATIONS

Applicants submit the following information pursuant to Part 33 of the Commission’s regulations. Applicants have provided all information necessary to determine that the Proposed Transaction is consistent with the public interest, as required under Section 203 of the FPA. However, because certain information is not relevant to the Commission’s consideration of whether the Proposed Transaction is consistent with the public interest, Applicants respectfully request that the Commission waive certain of the filing requirements in Part 33 of its regulations, as discussed below.

Subject to the foregoing, Applicants provide the following information pursuant to Part 33 of the Commission’s regulations:

A. Exact Name of the Applicants and Their Principal Business Addresses³⁰

Citigroup Renewable Investments 1, LLC
c/o Citicorp North America Inc.
388 Greenwich Street, 20th Floor
New York, NY 10013

San Juan Mesa Wind Project, LLC
211 Carnegie Center
Princeton, NJ 08540

²⁹ *Id.* at P 17 (footnote omitted).

³⁰ 18 C.F.R. § 33.2(a).

B. Names and Addresses of the Persons Authorized to Receive Notices and Communications Regarding This Application³¹

For Citigroup Renewable:

Cathy Krust*
Vice President and Secretary
Citigroup Renewable Investments 1, LLC
c/o Asset Finance Group
390 Greenwich Street, 1st Floor
New York, NY 10013
Facsimile: (866) 663-9212
cathy.krust@citi.com

Hugh E. Hilliard*
O'Melveny & Myers LLP
1625 Eye St., NW
Washington, D.C. 20006
Facsimile: (202) 383-5414
hhilliard@omm.com

For San Juan Mesa:

Cortney Madea*
Assistant General Counsel – Regulatory
NRG Energy, Inc.
211 Carnegie Center
Princeton, NJ 08540
(609) 524-5422
(609) 524-4501 (facsimile)
cortney.madea@nrg.com

David G. Tewksbury*
KING & SPALDING LLP
1700 Pennsylvania Ave., NW
Washington, DC 20006
(202) 626-5454
(202) 626-3737 (facsimile)
dtewksbury@kslaw.com

For Purchaser:

Heather Crawford*
General Counsel
Fengate Real Asset Investments
2275 Upper Middle Road East
Oakville, Ontario L6H 0C3
(416) 779-6564
Heather.crawford@fengate.com

Brien Wassner*
MILBANK TWEED HADLEY & McCLOY LLP
28 Liberty Street
New York, NY 10005-1413
(212) 530-5025
(212) 822-5025 (facsimile)
bwassner@milbank.com

*Denotes those persons designated for service pursuant to Rule 2010.³²

³¹ 18 C.F.R. 33.2(b).

³² 18 C.F.R. § 385.2010.

C. Description of the Applicants

1. All business activities of the applicants, including authorizations by charter or regulatory approval (Exhibit A)³³

Applicants' business activities are described in Section III above. Therefore, Applicants request waiver of the requirement to file Exhibit A.

2. List of applicants' energy subsidiaries and energy affiliates, percentage ownership interest in such subsidiaries and affiliates, and a description of the primary business in which each energy subsidiary and affiliate is engaged (Exhibit B)³⁴

The relevant subsidiaries and affiliates are described in Section III above. Because there is no overlap in electric generation or transmission capacity in the SPP region between San Juan Mesa and Purchaser and its affiliates, Applicants request waiver of the requirement to file additional information in Exhibit B.

3. Organizational charts depicting the applicants' current and proposed post-transaction corporate structures (including any pending authorized but not implemented changes) indicating all parent companies, energy subsidiaries, and energy affiliates of the applicants, unless the applicants demonstrate that the proposed transaction does not affect the corporate structure of any party to the proposed transaction (Exhibit C)³⁵

Attached as Exhibit C are organizational charts depicting the pre- and post-closing ownership and management structures of San Juan Mesa. Applicants respectfully request waiver of Section 33.2(c)(3) of the Commission's regulations³⁶ to the extent necessary to permit them to include only those entities that are relevant to the Proposed Transaction in the organizational charts provided as Exhibit C.

³³ 18 C.F.R. § 33.2(c)(1).

³⁴ 18 C.F.R. § 33.2(c)(2).

³⁵ 18 C.F.R. § 33.2(c)(3).

³⁶ 18 C.F.R. § 33.2(c)(3) (2014).

4. Description of all joint ventures, strategic alliances, tolling arrangements, or other business arrangements, including transfers of operational control of transmission facilities to Commission-approved Regional Transmission Organizations, both current and planned to occur within a year from the date of filing, to which the applicants or their respective parent companies, energy subsidiaries, and energy affiliates is a party, unless the applicants demonstrate that the proposed transaction does not affect any of their business interests (Exhibit D)³⁷

The Proposed Transaction will not have any effect on joint ventures, strategic alliances, or other business arrangements of Applicants or their parent companies, energy subsidiaries, and energy affiliates, separate from the Proposed Transaction, as described in Section IV above. Therefore, Applicants request waiver of the requirement to file Exhibit D.

5. Identity of common officers or directors of parties to the proposed transaction (Exhibit E)³⁸

There will there be no common officers or directors as between Purchaser, on the one hand, and Applicants, on the other hand. Therefore, Applicants request waiver of the requirement to file Exhibit E.

6. Description and location of wholesale power sales customers and unbundled transmission services customers served by the applicants or their respective parent companies, subsidiaries, affiliates, and associate companies (Exhibit F)³⁹

The Proposed Transaction will not alter any existing wholesale power sales or transmission services. As described in Section III above, San Juan Mesa makes sales at wholesale pursuant to its market-based rate tariff and its long-term sales agreement with SPSC. Accordingly, to the extent necessary, Applicants request waiver of the requirement to file Exhibit F.

³⁷ 18 C.F.R. § 33.2(c)(4).

³⁸ 18 C.F.R. § 33.2(c)(5).

³⁹ 18 C.F.R. § 33.2(c)(6).

D. Description of Jurisdictional Facilities Owned, Operated, or Controlled by Applicants or Their Respective Parent Companies, Subsidiaries, Affiliates, and Associate Companies (Exhibit G)⁴⁰

A description of the relevant jurisdictional facilities is included in Section III above.

Therefore, Applicants request waiver of the requirement to file Exhibit G.

E. Narrative Description of the Proposed Transaction (Exhibit H)⁴¹

A narrative description of the Proposed Transaction is provided in Section IV above.

Therefore, Applicants request waiver of the requirement to file Exhibit H.

F. Contracts Related to the Proposed Transaction (Exhibit I)⁴²

Citigroup Renewable and Purchaser have executed the Purchase and Sale Agreement setting out the material terms and conditions of the Proposed Transaction. A copy of this agreement is provided in the non-public Exhibit I.

G. Explanatory Statement Demonstrating That the Proposed Transaction Is Consistent with the Public Interest (Exhibit J)⁴³

A statement regarding the consistency of the Proposed Transaction with the public interest is provided in Section V above. Therefore, Applicants request waiver of the requirement to file Exhibit J.

H. If the Proposed Transaction Involves Physical Property of Any Party, Applicants Must Provide a General or Key Map Showing in Different Colors the Properties of Each Party to the Transaction (Exhibit K)⁴⁴

Because the Proposed Transaction will not result in any new combination of market participants, a map would convey no useful information concerning the relative proximity of properties that previously were not under common ownership. Applicants, therefore, respectfully request a waiver of the requirement to file Exhibit K.

⁴⁰ 18 C.F.R. § 33.2(d).

⁴¹ 18 C.F.R. § 33.2(e).

⁴² 18 C.F.R. § 33.2(f).

⁴³ 18 C.F.R. § 33.2(g).

⁴⁴ 18 C.F.R. § 33.2(h).

I. If Applicants Are Required to Obtain Licenses, Orders, or Other Approvals from Other Regulatory Bodies in Connection with the Proposed Transaction, Applicants Must Identify the Regulatory Bodies and Indicate the Status of Other Regulatory Actions, and Provide a Copy of Each Order of Those Regulatory Bodies That Relates to the Proposed Transaction (Exhibit L)⁴⁵

No other federal or state approvals are required for the Proposed Transaction.

Applicants, therefore, respectfully request waiver of the requirement to file Exhibit L.

J. Cross-Subsidization⁴⁶

See Section V.D, above, and Exhibit M.

VII. PROPOSED ACCOUNTING ENTRIES

Under Section 33.5 of the Commission's regulations, applicants that are required to maintain their books of account in accordance with the Commission's Uniform System of Accounts in Part 101 must provide their proposed accounting entries. With respect to the Proposed Transaction, neither Applicant is required to maintain accounts in accordance with the Commission's Uniform System of Accounts. Therefore, Section 33.5 does not require that either Applicant present proposed accounting entries to its books or financial statements showing the effect of the Proposed Transaction.

VIII. VERIFICATIONS UNDER SECTION 33.7 OF THE COMMISSION'S REGULATIONS

Pursuant to Section 33.7 of the Commission's regulations, verifications on behalf of Applicants and Purchaser are included as Attachment 1 to this Application.

IX. CONCLUSION

For the reasons stated above, Applicants respectfully request that the Commission issue an order by May 12, 2016, approving the Proposed Transaction as consistent with the public

⁴⁵ 18 C.F.R. § 33.2(i).

⁴⁶ 18 C.F.R. § 33.2(j).

interest pursuant to Section 203 of the FPA, and granting all waivers requested in this Application and all other waivers necessary for such approval.

Respectfully submitted,

/s/ Hugh E. Hilliard

Hugh E. Hilliard

Hugh E. Hilliard
O'MELVENY & MYERS LLP
1625 Eye St., NW
Washington, D.C. 20006

*Counsel to Citigroup Renewable
Investments 1, LLC*

David G. Tewksbury
KING & SPALDING LLP
1700 Pennsylvania Ave., NW
Washington, D.C. 20006

Cortney Madea
Assistant General Counsel, Regulatory
NRG Energy, Inc.
211 Carnegie Center
Princeton, NJ 08540

Counsel to San Juan Mesa Wind Project, LLC

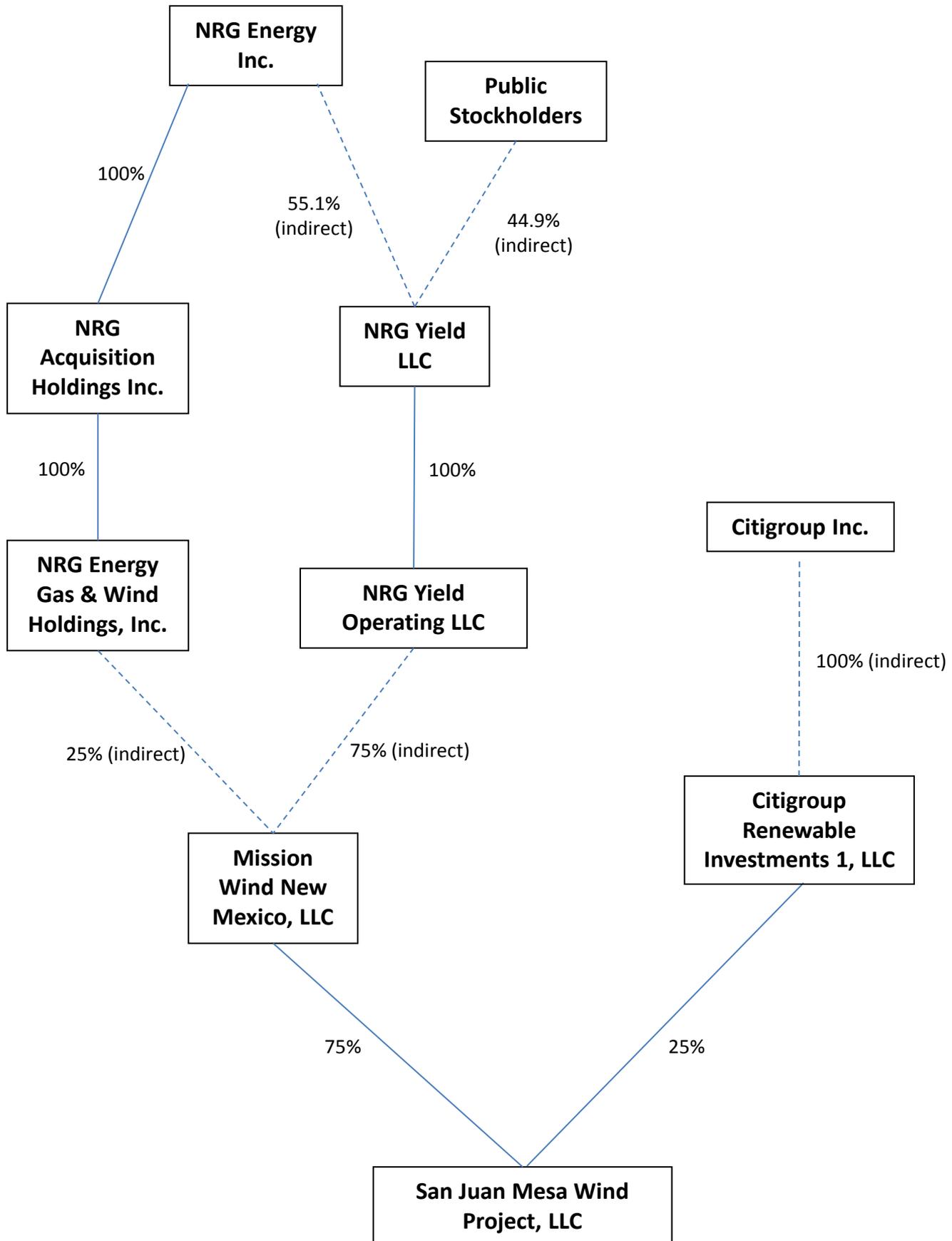
Date: April 12, 2016

EXHIBIT C

Exhibit C-1

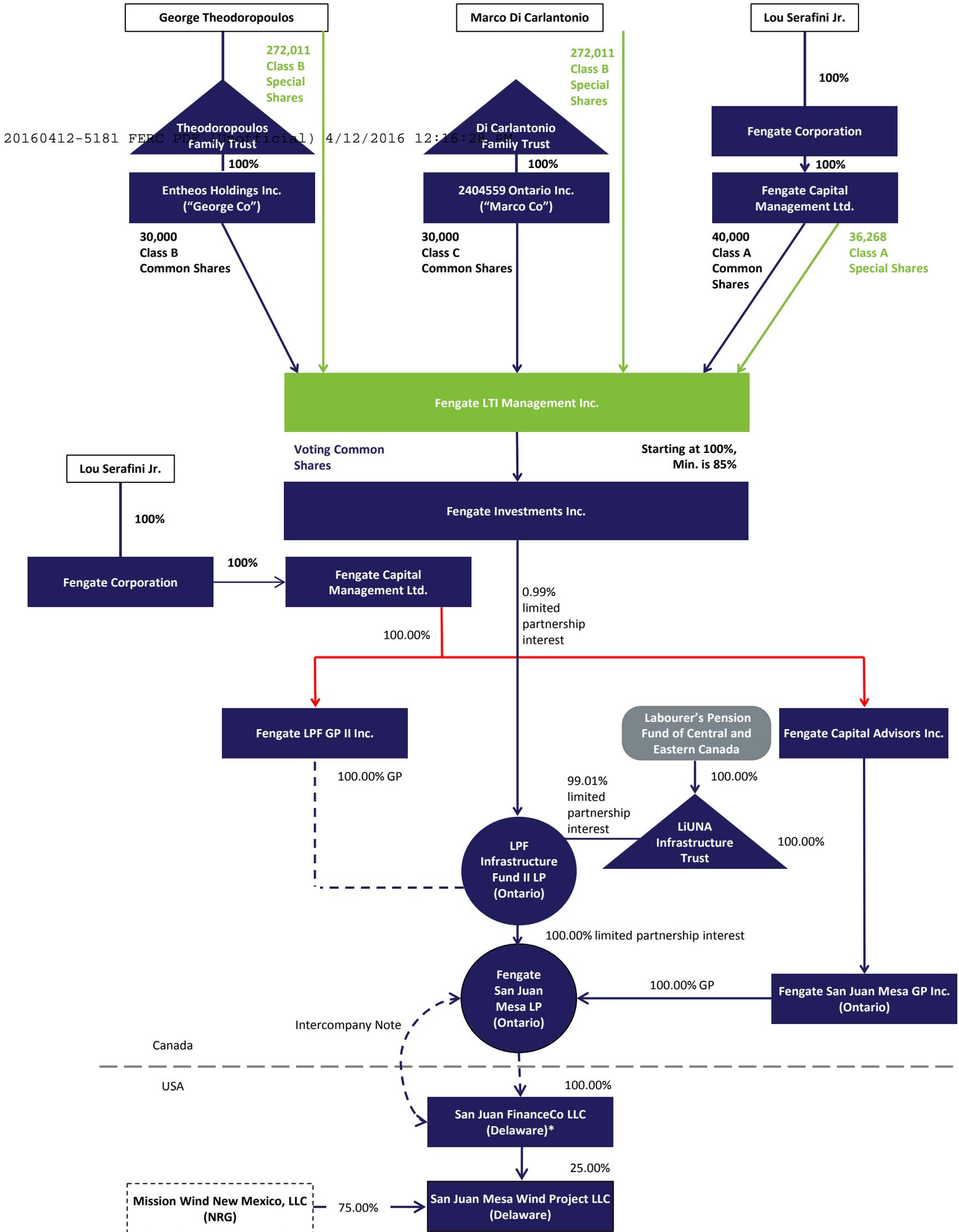
Pre-Transaction Organizational Structure

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Note: The percentage interests shown in this organizational structure indicate voting interests only.

Exhibit C-2 Post-Transaction Organizational Structure



* U.S. Blocker

EXHIBIT I

Contract Related to the Proposed Transaction

CONFIDENTIAL INFORMATION REMOVED

EXHIBIT M

Explanation Providing Assurance That the Proposed Transaction Will Not Result in Cross-Subsidization or Pledge or Encumbrance of Utility Assets

Because the Proposed Transaction does not involve a franchised public utility with captive customers, the Proposed Transaction raises no issues concerning cross-subsidization and falls within one of the safe harbors set forth in the FPA Section 203 Supplemental Merger Policy Statement. The Commission has recognized that “the detailed explanation and evidentiary support required by Exhibit M may not be warranted” for safe harbor transactions,¹ and that, as a general matter “there is no potential for harm to customers” in the case of such transactions.² Based on the facts and circumstances known to Applicants or that are reasonably foreseeable as of the date of this Application, the Proposed Transaction will not result in, at the time of the Proposed Transaction or in the future, cross-subsidization of a non-utility associate company, or the pledge or encumbrance of utility assets for the benefit of an associate company.

(i) Disclosure of existing pledges or encumbrances

No pledges or encumbrances of any assets of a traditional public utility that has captive customers or provides transmission service over jurisdictional transmission facilities will occur as a result of the Proposed Transaction.

(ii) Detailed showing that the Proposed Transaction will not result in:

- (A) Any transfer of facilities between a traditional public utility associate company that has captive ratepayers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company.

The Proposed Transaction does not involve a transfer of facilities between a traditional public utility associate company that has captive ratepayers, or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company.

- (B) Any new issuance of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company.

The Proposed Transaction does not involve such a new issuance of securities, and none of Applicants or Purchaser is a traditional public utility that has captive customers.

- (C) Any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company.

¹ Supplemental Merger Policy Statement at P 17.

² *Id.*

The Proposed Transaction will not result in any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers, or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company.

- (D) Any new affiliate contract between a non-utility associate company and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under Sections 205 and 206 of the Federal Power Act.

No such affiliate contract will be entered into as a result of the Proposed Transaction.

ATTACHMENT 1

Verifications

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Citigroup Renewable Investments 1, LLC) Docket No. EC16-____-____
San Juan Mesa Wind Project, LLC)

VERIFICATION OF APPLICATION FOR AUTHORIZATION
FOR DISPOSITION OF JURISDICTIONAL FACILITIES

County of Maricopa)
State of ARIZONA)

Randall Hickok states as follows: He/She is Vice President of Mission Wind New Mexico, LLC, the Manager of San Juan Mesa Wind Project, LLC ("San Juan Mesa"). He/She has read the Application and, to the best of his/her knowledge, information and belief, all of the statements contained therein with respect to San Juan Mesa and its affiliates are true and accurate.

Randall Hickok
Randall Hickok

Subscribed to before me on this 11 day of April, 2016.

Sabrina L. Eller
Notary Public

My commission expires: Dec. 10, 2018



ATTACHMENT 2

Protective Order

(3) Protected Materials shall not include (A) any information or document contained in the files of the Commission, or any other federal or state agency, or any federal or state court, unless the information or document has been determined to be protected by such agency or court, or (B) information that is public knowledge, or which becomes public knowledge, other than through disclosure in violation of this Protective Order, or (C) any information or document labeled as “Non-Internet Public” by a Participant, in accordance with Paragraph 30 of FERC Order No. 630, FERC Stat. & Reg. & 31,140. Protected Materials do include any information or document contained in the files of the Commission that has been designated as Critical Energy Infrastructure Information.

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

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

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

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

5. Protected Materials shall remain available to Participants until the later of the date that an order terminating this proceeding becomes no longer subject to judicial review, or the date that any other Commission proceeding relating to the Protected Material is concluded and no longer subject to judicial review. If requested to do so in writing after that date, the Participants shall, within fifteen days of such request, return the Protected Materials (excluding Notes of Protected Materials) to the Participant that produced them, or shall destroy the materials, except that copies of filings, official transcripts and exhibits in this proceeding that contain Protected Materials, and Notes of Protected Material may be retained, if they are maintained in accordance with Paragraph 6, below. Within such time period each Participant, if requested to do so, shall also

submit to the producing Participant an affidavit stating that, to the best of its knowledge, all Protected Materials and all Notes of Protected Materials have been returned or have been destroyed or will be maintained in accordance with Paragraph 6. To the extent Protected Materials are not returned or destroyed, they shall remain subject to the Protective Order.

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

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

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

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

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

shall be provided to counsel for the Participant asserting confidentiality prior to disclosure of any Protected Material to that Reviewing Representative.

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

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

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

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

Counsel shall take all reasonable precautions necessary to assure that Protected Materials are not distributed to unauthorized persons.

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

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

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

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

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

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

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

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

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

Presiding Administrative Law Judge

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

Citigroup Renewable Investments 1, LLC)
San Juan Mesa Wind Project, LLC) Docket No. EC16-____-____

NON-DISCLOSURE CERTIFICATE

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

By: _____
Title: _____
Representing: _____
Date: _____

By: _____
Title: _____
Representing: _____
Date: _____

Document Content(s)

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