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December 21, 2015

Via Hand Delivery

Ingrid Ferrell, Director
Executive Secretary Division
Public Service Commission of WV
201 Brooks Street
Charleston, WV 25301

RECEIVED FROM DEC 21 15 090 0500 000 000

Re: New Creek Wind, LLC (Closed Entry)
Case No. 08-2105-E-CS

Notice of Change in Membership Interests
Filing of Siting Rule 7.1 Affidavit

Dear Ms. Ferrell:

New Creek Wind, LLC (“New Creek Wind”) wishes to advise the Commission of a change in the ownership of its membership interests and, to the extent deemed required, to provide the notice and affidavit specified in Section 7.1 of the Commission’s EWG Siting Rules.

In its September 30, 2009 final order in this docket, as amended on November 4, 2009 and September 16, 2014, the Commission issued a siting certificate to AES New Creek, LLC (now New Creek Wind) to construct a wind power generating facility in Grant County, West Virginia (“Siting Certificate”). Immediately prior to November 23, 2015, New Creek Wind was a direct, wholly-owned subsidiary of EverPower Wind Holdings, Inc. (“EverPower”).

On November 23, 2015 (“Effective Date”), Enbridge Holdings (New Creek) L.L.C. (“Enbridge Holdings”) entered into a membership interest purchase agreement with EverPower under which Enbridge Holdings purchased 100% of the membership interests in New Creek Wind (“Transaction”). Enbridge Holdings is an indirect, wholly-owned subsidiary of Enbridge (U.S.) Inc. As of the Effective Date, Enbridge Holdings has been the owner of all outstanding membership interests in New Creek Wind, and New Creek Wind has continued to hold the Siting Certificate. In other words, New Creek Wind did not transfer or assign the Siting Certificate incident to the Transaction.

Siting Rule 7.1 appears to require a 30-day notice only in the event that the owner of an EWG facility “plans to transfer or assign its Siting Certificate to another entity.” Although it is

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unclear whether the notice provisions of Siting Rule 7.1 apply to the Transaction, Enbridge Holdings has nonetheless elected to provide the Commission with the notice of a change in ownership, in accordance with what Enbridge Holdings believes to be the spirit and intent of Siting Rule 7.1. In addition, we have enclosed an affidavit of an authorized officer of Enbridge Holdings providing the information and making the representations set forth in Siting Rule 7.1 on behalf of Enbridge Holdings. In the Affidavit, Enbridge Holdings states that on and after the Effective Date, New Creek Wind has been and will continue to be bound by the terms and conditions of the Siting Certificate.

Enbridge Holdings recognizes that this notice has not been filed 30 days prior to the Effective Date as Siting Rule 7.1 contemplates. Enbridge Holdings and New Creek Wind apologize for the delay and respectfully request that the Commission waive the 30-day notice period, to the extent such a waiver is deemed to be required. They submit that no party will be prejudiced by such a waiver.

Please file this letter and the original of the enclosed affidavit as a closed entry in the above-referenced case file and distribute the twelve copies of the letter and affidavit to the appropriate parties at the Commission. We also ask that you date stamp the extra copies provided and return it with our messenger. As always, we appreciate your assistance.

Sincerely,



Christopher L. Callas

CLC/mrv

Enclosure

c: Travis Allen (w/enc)
Michael Speerschneider (w/enc)

AFFIDAVIT OF VALORIE WANNER

I, Valorie Wanner, after first having been duly sworn, states as follows:

1. I am the Assistant Corporate Secretary of Enbridge Holdings (New Creek) L.L.C. (“Enbridge Holdings”) and am authorized to execute this affidavit on its behalf.

2. Enbridge Holdings is a limited liability company organized under the laws of the State of Delaware. Its mailing address is:

Enbridge Holdings (New Creek) L.L.C.
1100 Louisiana St., Suite 3300
Houston, TX 77002

3. On November 23, 2015 (“Effective Date”), Enbridge Holdings entered into a membership interest purchase agreement with EverPower Wind Holdings, Inc. (“EverPower”) under which Enbridge Holdings purchased 100% of the membership interests in New Creek Wind, LLC (“New Creek Wind”) from EverPower (“Transaction”).

4. In its September 30, 2009 final order in this docket, as amended on November 4, 2009 and September 16, 2014, the Commission issued a siting certificate to AES New Creek, LLC (now New Creek Wind) (“Siting Certificate”) to construct a wind power generating facility in Grant County, West Virginia. As of the Effective Date, Enbridge Holdings has been the owner of all outstanding membership interests in New Creek Wind. The mailing address for New Creek Wind is:

New Creek Wind, LLC
1100 Louisiana St., Suite 3300
Houston, TX 77002

5. Enbridge Holdings agrees that upon and after the Effective Date, New Creek Wind has been and will continue to be bound by all the terms and conditions of the Siting Certificate.

Valorie Wanner
Valorie Wanner

STATE OF TEXAS,

COUNTY OF HARRIS, to-wit:

The foregoing instrument was acknowledged before me this 21st day of December, 2015, by Valorie Wanner, an authorized officer of Enbridge Holdings (New Creek) L.L.C., on behalf of the limited liability company.

My commission expires 11-16-2019

Marilyn J. Witt
Notary Public

