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June 23, 2016

BY E-TARIFF FILING

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

Re: North Star Solar PV LLC, Docket No. ER16-____-____

Dear Secretary Bose:

Attached for eTariff filing please find an application by North Star Solar PV LLC (“Seller”) requesting that the Federal Energy Regulatory Commission: (i) accept for filing Seller’s FERC Electric Tariff, Volume No. 1 (the “Tariff”), effective August 22, 2016, which is 60 days from the date of this filing; (ii) grant blanket authorization for Seller to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the Tariff; and (iii) grant such waivers and other authorizations as are routinely granted to other market-based rate sellers, including blanket approval under 18 C.F.R. Part 34 of all future issuances of securities and assumptions of liabilities (the “Application”).

Included in this eTariff filing package is:

- An Attachment copy of this Transmittal Letter
- A Record copy of the Tariff filed in plain text and RTF (Attachment A)
- An Attachment copy of tables listing affiliates of Seller that have market-based rate authority, all generation assets owned or controlled by Seller and its affiliates, all long-term firm purchases by Seller and its affiliates, and all electric transmission facilities and natural gas intrastate pipelines and/or gas storage facilities owned or controlled by Seller and its affiliates, in the format prescribed in Appendix B to 18 C.F.R. Part 35, Subpart H, as revised by FERC Order No. 816 (Attachment B);
- An Attachment copy of an analysis of the passive interests of BAL Investment & Advisory, Inc. in DESRI North Star Holdings, L.L.C. and Seller (Attachment C)

and CONFIDENTIAL excerpts from the Second Amended and Restated Limited Liability Company Agreement of DESRI North Star Holdings, L.L.C. (CONFIDENTIAL Exhibit C-1); and

- An Attachment copy of a draft Protective Order (Attachment D).

Seller respectfully requests privileged and confidential treatment of certain provisions of Attachment C describing the rights and obligations of upstream owners of Seller (the “Confidential Provisions”). Additionally, Seller requests full confidential treatment of the excerpts of the agreement provided as Confidential Exhibit C-1 (the “Confidential Exhibit”). Seller seeks to protect the Confidential Provisions and Confidential Exhibit from public disclosure pursuant to Sections 388.112 and 385.1112 of the Commission’s regulations and to exempt the same from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission’s regulations.¹ The information contained in the Confidential Provisions and Confidential Exhibit is of a sensitive commercial nature, the product of arm’s-length commercial negotiations and not publicly available. As such, public disclosure could severely hamper the ability of the upstream owners of Seller to engage in any future transactions of a similar nature with other parties or individuals. In accordance with Section 388.112(b)(ii) of the Commission’s regulations,² Seller has provided as Attachment D hereto a draft protective order.

The confidential version of the Confidential Provisions (which includes the Confidential Exhibit) is marked “**Non-Public Version: Contains Privileged Information; Do Not Release,**” and the public version is marked “**Public Version: Privileged Information Removed.**”

¹ 18 C.F.R. §§ 388.112, 385.1112, 388.107(d).

² 18 C.F.R. § 388.112(b)(ii).

LATHAM & WATKINS LLP

Please do not hesitate to contact the undersigned with any questions regarding this Application.

Respectfully submitted,

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Attachments

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

North Star Solar PV LLC

)

Docket No. ER16-___ - ___

**APPLICATION OF NORTH STAR SOLAR PV LLC FOR ORDER
ACCEPTING MARKET-BASED RATE TARIFF FOR FILING AND GRANTING
WAIVERS AND BLANKET AUTHORIZATIONS, INCLUDING BLANKET
AUTHORIZATION UNDER 18 C.F.R. PART 34 FOR ALL FUTURE ISSUANCES
OF SECURITIES AND ASSUMPTIONS OF LIABILITIES**

Pursuant to Section 205 of the Federal Power Act (“FPA”),¹ Rules 205 and 207 of the Rules of Practice and Procedure of the Federal Energy Regulatory Commission (“FERC” or the “Commission”),² and Part 35 of the Commission’s regulations under the FPA,³ North Star Solar PV LLC (“Seller”) hereby respectfully requests: (1) that the Commission accept its market-based rate tariff effective August 22, 2016, which is 60 days from the date of this filing; (2) waiver of certain Commission regulations under the FPA; and (3) the granting of certain blanket authorizations.

¹ 16 U.S.C. § 824d (2012).

² 18 C.F.R. §§ 385.205, 385.207 (2016).

³ 18 C.F.R. Part 35.

I. COMMUNICATIONS

Communications with regard to this Application should be addressed to:⁴

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II. DESCRIPTION OF SELLER AND ITS RELEVANT AFFILIATES

A. Seller

Seller is a Delaware limited liability company that is developing, owns, and expects to operate the North Star Solar Generating Facility, an approximately 100 MW-AC (nameplate) solar photovoltaic electric generating facility located in Chisago County, Minnesota (the “Facility”). Seller also owns certain transmission facilities (“Interconnection Facilities”) necessary to interconnect the Facility to the Chisago Substation, which is the Facility’s point of interconnection with the transmission system owned by Northern States Power Company (“Northern States Power”). Seller will use the Interconnection Facilities to transmit electricity from the Facility to the point of interconnection with the electric transmission system owned by Northern States Power within the Midcontinent Independent System Operator, Inc. (“MISO”) balancing authority area (“MISO BAA”).

⁴ To the extent necessary, Seller respectfully requests waiver of Section 385.203(b)(3) of the Commission’s regulations, 18 C.F.R. § 385.203(b)(3), in order to permit designation of such persons for service.

Seller expects to energize the Facility during the third quarter of 2016 and to place the Facility into commercial operation during the fourth quarter of 2016. Seller's sole business is developing, owning, and operating the Facility, and Seller plans to file with the Commission a self-certification of Seller's status as an exempt wholesale generator under the Commission's regulations under the Public Utility Holding Company Act of 2005 ("PUHCA").⁵ Seller is committed to sell the full output of the Facility under a long-term power purchase agreement with Northern States Power expiring in 2042. Northern States Power is not affiliated with Seller. Seller will own or control no transmission facilities other than the Interconnection Facilities.

Seller is a direct and wholly owned subsidiary of North Star Holdings, a Delaware limited liability company. DESRI North Star Development, L.L.C. ("North Star Development"), a Delaware limited liability company, currently owns all of the membership interests in North Star Holdings. (In addition, BAL Investment & Advisory, Inc. ("BALIA"), a Delaware limited liability company, will own passive, non-managing membership interests in North Star Holdings as of the mechanical completion date of the Facility pursuant to a tax equity partnership arrangement.⁶) North Star Development is a

⁵ See 18 C.F.R. § 366.7.

⁶ As explained in Attachment C, the membership interests in North Star Holdings to be held by BALIA are substantially equivalent to the types of interests that the Commission has found not to constitute voting interests for purposes of Section 205 of the FPA. See *AES Creative Resources L.P., et al.*, 129 FERC ¶ 61,239 (2009) ("*AES Creative Resources*"). Exhibit C-1 to Attachment C includes relevant excerpts of the Second Amended and Restated Limited Liability Company Agreement of DESRI North Star Holdings, L.L.C. to be entered into by and among BALIA and DESRI North Star Development, L.L.C., demonstrating that BALIA's interests in North Star Holdings are passive and non-controlling. Accordingly, BALIA should not be considered to be an affiliate of Seller for purposes of Section 205 of the FPA. Contemporaneously herewith, Seller, out of an abundance of caution, is filing an application pursuant to Section 203 of the FPA seeking authorization for BALIA's acquisition of passive, non-managing membership interests in North Star Holdings.

direct and wholly owned subsidiary of DESRI North Star Financing, L.L.C., a Delaware limited liability company, which, in turn, is a direct and wholly owned subsidiary of DESRI North Star Acquisition, L.L.C., a Delaware limited liability company. DESRI North Star Acquisition, L.L.C. is a direct and wholly owned subsidiary of DESRI North Star Acquisition Holdings, L.L.C., a Delaware limited liability company, which, in turn, is a direct and wholly owned subsidiary of DESRI Financing 3, L.L.C., a Delaware limited liability company. DESRI Financing 3, L.L.C. is a direct and wholly owned subsidiary of DESRI Financing 2, L.L.C., a Delaware limited liability company, which, in turn, is a direct and wholly owned subsidiary of DESRI Financing 1, L.L.C., a Delaware limited liability company. DESRI Financing 1, L.L.C. is a direct and wholly owned subsidiary of D. E. Shaw Renewable Investments, L.L.C. (“DESRI”), which, in turn, is a direct and wholly owned subsidiary of D. E. Shaw & Co., L.P. (“DESCO LP”), a Delaware limited partnership.⁷ (A description of DESCO LP and its affiliates is provided below.) Eighty percent (80%) of the passive, non-managing limited partnership interests in DESCO LP are owned by Dr. David E. Shaw, certain current and former managing directors of DESCO LP, certain other natural persons, and investment vehicles controlled by the foregoing; the substantial majority of these 80% interests are owned by Dr. Shaw, and no other person or entity owns more than 10% of these 80% interests (*i.e.*, no other person or entity owns more than 8% of the total limited partnership interests in DESCO LP). The remaining 20% of the passive, non-managing limited partnership

⁷ DESCO LP is considering adding an additional holding company between DESRI and DESCO LP. Such entity will be a direct and wholly owned subsidiary of DESCO LP. DESRI will be a direct and wholly owned subsidiary of the new entity. Inserting such a holding company does not require Commission authorization under Section 203 of the FPA as it would constitute an internal corporate reorganization that qualifies for a blanket authorization under 18 C.F.R. § 33.1(c)(6).

interests in DESCO LP are owned by Plaintext Holdings, LLC (“Plaintext”), a Delaware limited liability company.⁸ D. E. Shaw & Co., Inc. (“DESCO Inc.”), a Delaware corporation, is the general partner of DESCO LP. Dr. Shaw is the chairman, president, and sole stockholder of DESCO Inc.

DESCO LP and certain of its subsidiaries are registered with the U.S. Securities and Exchange Commission as investment advisers. As of March 1, 2016, DESCO LP and its affiliated entities (collectively, the “D. E. Shaw group”) managed approximately \$37 billion in investment capital for sophisticated institutional and high-net-worth investors through commingled investment funds and separate accounts. In the aggregate, investment vehicles managed by the D. E. Shaw group hold tens of thousands of positions in equity, debt, derivative, and other financial instruments across a wide range of industries (including the U.S. energy industry), sectors, and markets around the world. The vast majority of such positions are non-controlling investments in publicly traded issuers, and in no case does any such position constitute 10% or more of the voting interests of any publicly traded company in the U.S. energy industry.

In addition, investment vehicles managed by the D. E. Shaw group may make investments in privately held issuers in various industries, sectors, and markets around

⁸ Plaintext’s interests in DESCO LP are substantially equivalent to the types of interests that the Commission has found not to constitute voting interests for purposes of Section 205 of the FPA. *See AES Creative Resources*. A detailed description of Plaintext’s interests in DESCO LP, including relevant excerpts of the Second Amended and Restated Limited Partnership Agreement of D. E. Shaw & Co., L.P. that demonstrate that Plaintext’s interests in DESCO LP are passive and non-controlling, was provided in the application for market-based rate authorization of Red Horse III, LLC (“Red Horse III”) filed February 4, 2016 in Docket No. ER16-892-000, and is hereby incorporated by reference pursuant to Section 35.19 of the Commission’s regulations. 18 C.F.R. § 35.19. The Commission accepted Red Horse III’s market-based rate tariff on March 24, 2016. *Red Horse III, LLC*, Docket No. ER16-892-000 (letter order issued Mar. 24, 2016). Accordingly, Plaintext should not be considered to be an affiliate of Seller for purposes of Section 205 of the FPA.

the world. Such investments include investments in issuers involved in the U.S. energy industry in various ways, including debt and/or equity investments in oil and gas exploration companies, in companies that provide equipment and services to such exploration companies, and in manufacturers of solar panels and other energy-related equipment. Further, a D. E. Shaw group investment vehicle indirectly owns non-controlling interests in two operational electricity generation assets. These interests include an approximately 38% passive limited partnership interest in LSP-Cottage Grove, L.P. (“Cottage Grove”), which owns and operates an approximately 245 MW natural gas-fired qualifying cogeneration facility in the MISO BAA (the “Cottage Grove Facility”) and an approximately 39% passive limited partnership interest in LSP-Whitewater Limited Partnership (“Whitewater”), which owns and operates an approximately 249 MW natural gas-fired qualifying cogeneration facility in the MISO BAA (the “Whitewater Facility”). Neither the D. E. Shaw group investment vehicle that owns these passive limited partnership interests nor any other member of the D. E. Shaw group has the right to manage, direct, or control the operation of the Cottage Grove Facility or the Whitewater Facility. The passive, non-managing partnership interests held by a D. E. Shaw group investment vehicle in the Cottage Grove Facility and Whitewater Facility are substantially similar to the consent rights held by the passive tax equity investors in *AES Creative Resources*.⁹ In *AES Creative Resources*, the Commission held that passive investors with limited consent rights with respect to major decisions of electric generation companies were not affiliates of such electric generation companies for purposes of the Commission’s market power analysis. Accordingly, as a result of the passive, non-

⁹ 129 FERC ¶ 61,239 (2009).

managing limited partnership interests held by a D. E. Shaw group investment vehicle in Cottage Grove and Whitewater, neither Cottage Grove nor Whitewater meets the standards under Commission precedent to be an affiliate of the D. E. Shaw group investment vehicle or the Seller.¹⁰

Because the term “energy industry” is not defined in Order No. 697 or its progeny, it is not possible to identify with certainty each interest in the “energy industry” held by D. E. Shaw group investment vehicles,¹¹ but to the best of Seller’s knowledge such vehicles do not hold any interests, other than as disclosed in this Application (including the disclosure above regarding non-controlling interests in publicly traded companies), in companies that generate electric energy, that transmit electric energy, or that provide inputs to electric power production, as defined in Section 35.36(4) of the Commission’s regulations.¹² Focusing on the types of interests that are relevant to the Commission’s market-power analysis under Part 35 of the Commission’s regulations under the FPA, Seller states that, other than as disclosed in this Application (including the disclosure above regarding non-controlling interests in publicly traded companies), no D. E. Shaw group investment vehicle (a) directly or indirectly owns or controls any

¹⁰ Red Horse Wind 2, LLC previously provided evidence of the passive, non-controlling nature of the D. E. Shaw group investment vehicle’s interests in Cottage Grove and Whitewater as Attachment D to its Second Filing of Supplemental Information in Support of Market-Based Rate Application; Requests for Shortened Comment Period, Waiver of 60-Day Prior Notice Requirement, and Expedited Action. *See Red Horse Wind 2, LLC*, Docket No. ER15-1066-001 (filed April 17, 2015).

¹¹ Order No. 697-A, in addressing “affiliate” requirements and restrictions, provides as follows: “[A]n entity seeking market-based rate authority must describe the business activities of its owners, stating whether they are in any way involved in the energy industry.” Order No. 697-A, No. 697-A, FERC Stats. & Regs. ¶ 31,268 (hereinafter “Order 697-A”) at n. 258. Although the applicability of this provision is ambiguous, Seller nonetheless provides additional information out of an abundance of caution.

¹² 18. C.F.R. § 35.36(a)(4).

electric generation or electric transmission facilities in the United States, (b) holds electric transmission rights or natural gas transportation rights in the United States, or (c) directly or indirectly owns or controls a franchised utility.

As the result of his indirect ownership interests in DESCO LP and its affiliates, as well as his personal investments in D. E. Shaw group investment vehicles described in the immediately preceding paragraphs, Dr. Shaw—along with all other investors in such vehicles—indirectly beneficially owns fractional interests in all of the investments held by such vehicles. Other than (a) via such interests in D. E. Shaw group investment vehicles described in the immediately preceding paragraphs and (b) holdings representing less than 10% of the voting interests in publicly traded companies, Dr. Shaw owns no equity or other voting interests in companies in the U.S. energy industry. Further, Dr. Shaw holds no positions on the board of any company in the U.S. energy industry.

B. Seller’s Relevant Energy Affiliates

A table listing Seller’s energy affiliates and their associated assets is attached hereto as Attachment B. In addition to the Facility, Seller is affiliated with the following entities that own or control electric generation facilities located within the MISO BAA or first-tier markets to the MISO BAA.

1. Lake County Solar LLC

Lake County Solar LLC (“Lake County Solar”) is a Delaware limited liability company that owns two solar-powered electric generation facilities with a total combined capacity rating of 4 MW (nameplate) located in Lake County, Indiana within the MISO BAA: the Lake County Solar East Chicago Solar Photovoltaic Facility (the “East Chicago Facility”) and the Lake County Solar Griffith Solar Photovoltaic Facility (the

“Griffith Facility” and, collectively, the “Lake County Solar Facilities”). All output from the Lake County Solar Facilities is fully committed under long-term contracts.

a. The East Chicago Facility

The East Chicago Facility is a solar-powered electric generation facility with a capacity rating of 2 MW (nameplate) located in Lake County, Indiana. The East Chicago Facility is interconnected to the transmission system owned by Northern Indiana Public Service Company (“NIPSCO”) and operated by MISO. The East Chicago Facility is a qualifying small power production facility (“QF”) under the Public Utility Regulatory Policies Act of 1978 (“PURPA”) and Section 292.204 of the Commission’s regulations.¹³ All output from the East Chicago Facility is committed to NIPSCO until 2028 under a 15-year power purchase agreement.

b. The Griffith Facility

The Griffith Facility is a solar-powered electric generation facility with a capacity rating of 2 MW (nameplate) located in Lake County, Indiana. The Griffith Facility is interconnected to the transmission system owned by NIPSCO and operated by MISO. The Griffith Facility is a QF.¹⁴ All output from the Griffith Facility is committed to NIPSCO until 2028 under a 15-year power purchase agreement.

2. Marion Solar LLC

Marion Solar LLC (“Marion Solar”) is a Delaware limited liability company that owns two solar-powered electric generation facilities with a total combined capacity rating of 5.3 MW (nameplate) located in Marion County, Indiana within the MISO BAA:

¹³ See Form 556 of Lake County Solar LLC [East Chicago], Docket No. QF13-492-000 (filed June 10, 2013).

¹⁴ See Form 556 of Lake County Solar LLC [Griffith], Docket No. QF13-498-000 (filed June 10, 2013).

the Belmont Solar Facility and the LNGN Solar Facility (collectively, the “Marion Solar Facilities”). All output from the Marion Solar Facilities is fully committed under long-term contracts.

a. The Belmont Solar Facility

The Belmont Facility is a solar-powered electric generation facility with a capacity rating of 3.83 MW (nameplate) located in Marion County, Indiana. The Belmont Facility is interconnected to the transmission system owned by Indianapolis Power & Light Company (“IPL”) and operated by MISO. The Belmont Facility is a QF.¹⁵ All output from the Belmont Facility is committed to IPL until 2030 under a 15-year power purchase agreement.

b. The LNGN Solar Facility

The LNGN Solar Facility is a solar-powered electric generation facility with a capacity rating of 1.5 MW (nameplate) located in Marion County, Indiana. The LNGN Solar Facility is interconnected to the transmission system owned by IPL and operated by MISO. The LNGN Solar Facility is a QF.¹⁶ All output from the LNGN Solar Facility is committed to IPL until 2030 under a 15-year power purchase agreement.

3. Keystone Solar, L.L.C.

Keystone Solar, L.L.C. (“Keystone Solar”) is a Delaware limited liability company that owns a solar-powered electric generation facility with a capacity rating of 5 MW (nameplate) (the “Keystone Facility”). The Keystone Facility is located in Lancaster County, Pennsylvania within the PJM Interconnection, L.L.C. (“PJM”) balancing authority area (“PJM BAA”). The Keystone Facility is interconnected to the

¹⁵ See Form 556 of Marion Solar LLC [Belmont], Docket No. QF15-655-000 (filed Apr. 22, 2015).

¹⁶ See Form 556 of Marion Solar LLC, Docket No. QF15-656-000 (filed Apr. 22, 2015).

transmission system owned by PPL Electric Utilities Corp. (“PPL”) and operated by PJM. The Keystone Facility is a QF.¹⁷ All output from the Keystone Facility is committed to Exelon Generation Company, LLC until 2027 under a 15-year power purchase agreement.

C. Seller’s Other Energy Affiliates

A complete list of Seller’s energy affiliates is set forth in Seller’s Appendix B attached hereto as Attachment B. Four of those affiliates, Balko Wind Transmission, LLC (“Balko Wind Transmission”), Red Horse Wind 2, LLC (“Red Horse 2”),¹⁸ 62SK 8ME LLC (“Springbok 1”), and 63SU 8ME LLC (“Springbok 2”)¹⁹ own and operate certain radial transmission facilities which are used solely to interconnect generation facilities to the transmission grid. The Commission has determined that the interconnection facilities owned by Balko Wind Transmission, Red Horse 2, Springbok 1, and Springbok 2 are limited and discrete transmission facilities and are not integrated

¹⁷ See Form 556 of Keystone Solar, L.L.C., Docket No. QF13-15-001 (filed Aug. 15, 2013 and amended Aug. 16, 2013).

¹⁸ As discussed in the market-based rate application of Red Horse III filed February 4, 2016 in Docket No. ER16-892-000, Red Horse 2 has granted Red Horse III a non-exclusive and irrevocable license under a shared facilities agreement to use a portion of the radial transmission facilities.

¹⁹ As discussed in the market-based rate application of Springbok 2 filed April 8, 2016 in Docket No. ER16-1371-000 and amended May 6, 2016 in Docket No. ER16-1371-001, Springbok 1 and Springbok 2 own, in part, certain interconnection facilities that are the subject of a shared facilities agreement and a co-tenancy agreement that outline the parties’ rights to use the shared interconnection facilities to interconnect the Springbok 1 and Springbok 2 generation facilities to the transmission grid. Springbok 1 filed those agreements with the Commission on April 15, 2016 (as amended on May 6, 2016) in Docket No. ER16-1437-000, and Springbok 2 filed certificates of concurrence with each agreement in Docket Nos. ER16-1438-000 and ER16-1439-000. By letter order dated June 8, 2016, the Commission accepted for filing the shared facilities agreement and the co-tenancy agreement, as well as the certificates of concurrence with each, effective June 1, 2016. See *62SK 8ME LLC, et al.*, Docket Nos. ER16-1437-000, ER16-1438-000, ER16-1439-000 (letter order issued June 8, 2016).

transmission facilities.²⁰ Aside from these interconnection facilities and the disclosure above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates owns any voting interest in or controls any other electric transmission facilities in the United States, except for the limited equipment necessary to interconnect individual generation facilities to the transmission grid.

Seller is not affiliated with any intrastate natural gas transportation, intrastate natural gas storage or distribution facilities, physical coal supply sources, entities who may access transportation of coal supplies or any other essential inputs to electric power production in the United States. Moreover, other than the disclosure above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates owns or controls a franchised public utility in the United States.

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

Seller requests authorization to sell electric energy, capacity, and certain ancillary services at market-based rates pursuant to its proposed Market-Based Rate Tariff. The Commission allows such market-based sales if the seller and its affiliates satisfy the Commission's standards for the grant of market-based rate authority regarding horizontal market power and vertical market power. The Commission also considers whether there is evidence of, or potential for, affiliate abuse or reciprocal dealing. As demonstrated herein, Seller satisfies each of the Commission's requirements for authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates.

²⁰ See *Balko Wind Transmission, LLC*, 152 FERC ¶ 61,011, P 22 (2015); *Red Horse Wind 2, LLC*, 151 FERC ¶ 61,169, P 24 (2015); *62SK 8ME LLC*, Docket No. ER16-893-000 (letter order issued Mar. 24, 2016); *63SU 8ME LLC*, Docket No. ER16-1371-000, ER16-1371-001 (letter order issued May 25, 2016).

A. Seller and Its Affiliates Satisfy the Commission’s Standards Regarding Horizontal Market Power

The Commission has adopted two indicative screens for horizontal market power—a pivotal supplier screen and a wholesale market share screen. The pivotal supplier screen evaluates the potential of a seller and its affiliates to exercise market power based on uncommitted capacity at the time of the market’s peak demand. The wholesale market share screen measures whether a seller and its affiliates have a dominant position in the market, for each of the four seasons, based on the number of megawatts owned or controlled by the seller and its affiliates compared to the uncommitted capacity of the entire market. If an entity fails to pass either of these two screens, there is a presumption of horizontal market power and further analysis is required. The Commission has indicated that the relevant geographic market is the balancing authority area or submarket, as applicable, where the seller’s generation is physically located.²¹ Accordingly, the relevant geographic market for Seller is the MISO BAA.

In Order No. 816, the Commission clarified that, when all of a seller’s generation capacity is sold on a long-term firm basis to one or more buyers, the seller has no uncommitted capacity and, in such cases, is not required to file indicative market power screens.²² Instead, a seller may explain that all generation owned or controlled by the

²¹ See *Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 697, FERC Stats. & Regs. ¶ 31,252, clarified, 121 FERC ¶ 61,260 (2007) (hereinafter “Order No. 697”) at P 231-32; *AEP Power Mktg., Inc.*, 107 FERC ¶ 61,018 at P 73 n. 63, order on reh’g, 108 FERC ¶ 61,026 at P 31 (2004).

²² See *Refinements to Policies and Procedures for Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities*, Order No. 816, 153 FERC ¶ 61,065 (2015) (hereinafter “Order No. 816”) at P 39.

seller and its affiliates in the relevant balancing authority areas or markets, including first-tier balancing authority areas or markets, is fully committed to satisfy the Commission's requirements regarding horizontal market power.²³ Seller satisfies all applicable Order No. 816 requirements. As explained in Section II.A of this Application, Seller is committed to sell the full output of the Facility (100 MW-AC) under a long-term power purchase agreement with Northern States, an unaffiliated third party, that expires in 2042. The power purchase agreement is for firm sales for one year or longer. As explained in Section II.B of this Application, Seller's affiliates in the MISO BAA and first-tier markets to the MISO BAA are also committed to sell the full output of their respective facilities under long-term (multi-year) firm power purchase agreements with unaffiliated third-party purchasers. Accordingly, Seller and its affiliates satisfy the Commission's standards regarding horizontal market power.

B. Seller and Its Affiliates Satisfy the Commission's Standards Regarding Vertical Market Power

Other than as discussed above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates owns any voting interest in or controls any electric transmission facilities used for the transmission of electricity in interstate commerce in the United States, except for limited and discrete transmission facilities necessary to interconnect individual generating facilities to the transmission grid. As discussed above, the interconnection facilities owned in whole or in part by Balko Wind Transmission, Red Horse 2,²⁴ Springbok 1, and Springbok 2²⁵ are limited

²³ *Id.*

²⁴ As noted above, Red Horse 2 has granted Red Horse III a non-exclusive and irrevocable license under a shared facilities agreement to use a portion of the radial transmission facilities.

and discrete transmission facilities that are not integrated transmission facilities.

Furthermore, Seller has included in this Application a statement affirming that it qualifies for the blanket waiver with respect to the Commission's open access requirements.

Accordingly, Seller and its affiliates satisfy the Commission's standards regarding vertical market power as related to the ownership and control of transmission facilities.

Affiliates of Seller may own or control sites for new generation capacity development. The Commission has adopted a rebuttable presumption that ownership or control of sites does not allow a seller to erect barriers to entry.²⁵ Other than as set forth in Appendix B attached hereto as Attachment B and described herein (including the disclosure above regarding non-controlling interests in publicly traded companies), neither Seller nor any of its affiliates owns or controls, directly or indirectly, any voting equity interest in any electric transmission facility or any essential resource or input to power production in the United States. Seller affirms that Seller and its affiliates have not erected barriers to entry in the relevant market and will not erect barriers to entry in the relevant market. Accordingly, Seller and its affiliates satisfy the Commission's standards regarding vertical market power as related to barriers to entry.

C. There Is No Potential for Affiliate Abuse or Reciprocal Dealing

The Commission has traditionally indicated its concern that a public utility having a franchised service territory and an affiliate may be able to transact in ways that transfer

²⁵ As noted above, Springbok 1 and Springbok 2 are parties to a shared facilities agreement and a co-tenancy agreement that outline the parties' rights to use the shared interconnection facilities to interconnect the Springbok 1 and Springbok 2 generation facilities to the transmission grid. Springbok 1's and Springbok 2's rights under the shared facilities agreement and the co-tenancy agreement are not rights that confer an owner with transmission market power. *See, e.g., Eastern Desert Power, LLC, et al.*, 114 FERC ¶ 61,340 (2006).

²⁶ Order No. 697 at P 1018.

benefits from the captive customers of the franchised utility to the affiliate and its shareholders. In Order No. 697, the Commission discontinued considering affiliate abuse as a separate “prong” of the market-based rate analysis and codified affiliate restrictions in the Commission’s regulations as a condition of obtaining and retaining market-based rate authority. Seller currently is not affiliated with a public utility having a franchised service territory. Nonetheless, Seller agrees to abide by the Commission’s codified affiliate restrictions as a condition of its market-based rate authority.

D. Ancillary Services

Seller also respectfully requests authorization to sell certain ancillary services in the markets administered by the California Independent System Operator Corporation (“CAISO”), PJM, the New York Independent System Operator, Inc. (“NYISO”), MISO, ISO New England Inc. (“ISO-NE”), and Southwest Power Pool, Inc. (“SPP”). With respect to sales of ancillary services in the markets operated by CAISO, PJM, NYISO, MISO, ISO-NE, and SPP, Seller relies, in the same manner as other market-based rate sellers, on the studies submitted and accepted by the Commission in previous orders.²⁷

In addition, Seller seeks authorization to sell ancillary services at market-based rates under requirements set forth in *Avista Corp.*,²⁸ as modified by Order No. 697²⁹ and

²⁷ For CAISO, *see, e.g., AES Redondo Beach, L.L.C.*, 83 FERC 161,123 (1998), *order on reh’g*, 87 FERC ¶ 61,208 (1999), *order on reh’g and clarification*, 90 FERC ¶ 61,036 (2000). For ISO-NE, *see, e.g., New England Power Pool*, 85 FERC ¶ 61,379 (1998), *reh’g denied*, 95 FERC 61,074. For NYISO, *see, e.g., Central Hudson Gas & Electric Corporation*, 86 FERC ¶ 61,062 (1999), *order on reh’g*, 88 FERC ¶ 61,138 (1999). For PJM, *see, e.g., Atlantic City Electric Company*, 85 FERC ¶ 61,379 (1998), *reh’g denied*, 95 FERC 61,074 (2000). For MISO, *see, e.g., Midwest Independent Transmission System Operator, Inc.*, 122 FERC ¶ 61,172 (2008), *order on reh’g*, 123 FERC ¶ 61,297. For SPP, *see, e.g., Southwest Power Pool, Inc.*, 141 FERC ¶ 61,048 (2012), *order on reh’g and clarification*, 142 FERC ¶ 61,205 (2013).

²⁸ 87 FERC ¶ 61,223 (1999), *order on reh’g*, 89 FERC ¶ 61,136 (1999).

784,³⁰ in markets for which the Commission has not accepted a market power study and has not generically authorized the sale of ancillary services at market-based rates. Seller has included in its Market-Based Rate Tariff the applicable standard tariff provisions adopted in Order Nos. 697, 697-A, and 784 for the proposed sales of ancillary services described above.

E. Determination of Category Seller Status

The Commission's regulations define Category 1 Sellers as wholesale power marketers and wholesale power producers that meet each of the following criteria: (1) own or control 500 MW or less of generation in the aggregate per region;³¹ (2) do not own, operate, or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; (3) are not affiliated with anyone that owns, operates, or controls transmission facilities in the same region as the seller's generation assets; (4) are not affiliated with a franchised public utility in the same region as the seller's generation assets; and (5) do not raise other vertical market power issues.³² Category 2 Sellers are all sellers that are not Category 1 Sellers.³³

Seller and its affiliates do not own or control over 500 MW of generation capacity in aggregate in any region. Furthermore, other than the discussion above regarding non-controlling interests in publicly traded companies, neither Seller nor any of its affiliates

²⁹ See Order No. 697 at PP 1058-61.

³⁰ *Third-Party Provision of Ancillary Services; Accounting and Financial Reporting for New Electric Storage Technologies*, Order No. 784, 78 Fed. Reg. 46,178 (July 30, 2013), FERC Stats. & Regs. ¶ 31,349 at PP 200-201 (2013), *order granting reh'g*, 146 FERC ¶ 61,114 (2014).

³¹ For purposes of this analysis, the regions are Central, Northeast, Northwest, Southeast, Southwest, and Southwest Power Pool. See Order No. 697-A at Appendix D.

³² 18 C.F.R. § 35.36(a)(2).

³³ 18 C.F.R. § 35.36(a)(3).

(i) owns, operates, or controls transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid, (ii) is affiliated with anyone that owns, operates or controls transmission in the same region as Seller's generation assets, (iii) is affiliated with a franchised public utility in the same region as Seller's generation assets, or (iv) raises other vertical market power issues. Accordingly, Seller is a Category 1 Seller in all regions.

F. Reporting Requirements

Seller agrees to comply with the reporting requirements normally imposed on sellers that are permitted to sell electric energy, capacity, and ancillary services at market-based rates. In particular, Seller will file Electric Quarterly Reports ("EQRs") concerning its sales in conformance with the Commission's requirements.³⁴ In addition, pursuant to the requirements set forth in Section 35.42 of the Commission's regulations, Seller agrees to file timely notices of material changes in status that explain whether such

³⁴ See 18 C.F.R. § 35.10(b); see also *Revised Public Utility Filing Requirements*, Order No. 2001, FERC Stats. & Regs., Regs. Preambles ¶ 31,127 (2002), *order on reh'g*, Order No. 2001-A, 100 FERC ¶ 61,074 (2002), *order on reconsideration and clarification*, Order No. 2001-B, 100 FERC ¶ 61,342 (2002), *order directing filings*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002), *order directing refiling*, Order No. 2001-D, 102 FERC ¶ 61,334 (2003), *order on filing requirements*, Order No. 2001-E, 105 FERC ¶ 61,352 (2003), *clarification order*, Order No. 2001-F, 106 FERC ¶ 61,060 (2004), *order adopting dictionary*, Order No. 2001-G, 120 FERC ¶ 61,270 (2007), *clarification order*, Order No. 2001-H, 121 FERC ¶ 61,289 (2007), *order revising EQR data dictionary*, Order No. 2001-I, 73 Fed. Reg. 65,526 (Nov. 4, 2008), FERC Stats. & Regs. ¶ 31,282 (2008); *Electricity Market Transparency Provisions of Section 220 of the Federal Power Act*, Order No. 768, 77 Fed. Reg. 61,896 (Oct. 11, 2012), FERC Stats. & Regs. ¶ 31,336 (2012), *order partially extending compliance date*, 142 FERC ¶ 61,105 (2013); *order on reh'g*, Order No. 768-A, 78 Fed. Reg. 24,101 (Apr. 24, 2013), 143 FERC ¶ 61,054 (2013) (requiring market participants excluded from Commission jurisdiction under Section 205 of the FPA that have more than a *de minimis* market presence to file electronic quarterly reports); *Revisions to Electric Quarterly Report Filing Process*, Order No. 770, 77 Fed. Reg. 71,288 (Nov. 30, 2012), FERC Stats. & Regs. ¶ 31,338 (2012) (implementing new EQR filing software).

changes reflect a departure from the characteristics relied on by the Commission in originally granting Seller market-based rate authority.³⁵

Seller also agrees to comply with the Commission's market behavior rules codified at 18 C.F.R. § 35.41. In accordance with Section 35.41(c) of the Commission's regulations, as amended by Order Nos. 768 and 768-A,³⁶ to the extent Seller engages in reporting of transactions to publishers of electric or natural gas price indices, Seller will identify in its EQRs the publishers of electricity and natural gas indices to which it reports its transactions.

IV. REQUEST FOR PRE-APPROVALS AND WAIVERS

Seller seeks the same pre-approvals and waivers of Commission rules and filing requirements previously granted to other sellers permitted to sell electric energy, capacity, and ancillary services at market-based rates. This relief consists of:

- Waiver of Parts 41, 101, and 141 of the Commission's accounting and periodic reporting regulations, except as to Sections 141.14 and 141.15;
- Waiver of Subparts B and C of Part 35 of the Commission's regulations, except as to Sections 35.12(a), 35.13(b), 35.15, and 35.16;
- Blanket authorization under Section 204 of the FPA and Part 34 of the Commission's regulations for all future issuances of securities and assumptions of liability; and
- Other appropriate waivers and authorizations granted to other similarly situated entities that Seller may not have requested specifically.

³⁵ See 18 C.F.R. § 35.42.

³⁶ Order No. 768 at PP 137-138, 178; Order No. 768-A at PP 40, 47.

The Seller Interconnection Facilities will be limited and discrete transmission facilities that do not form an integrated transmission grid.³⁷ Seller hereby affirms that it qualifies for the blanket waiver with respect to the Commission’s open access requirements as described in Order No. 807³⁸ because the interconnection facilities that are part of its facilities are limited and discrete and not part of an integrated transmission network and Seller does not own or operate any other electric transmission facilities other than the limited and discrete interconnection facilities required to interconnect its facilities to the transmission system.³⁹

V. CONFIDENTIAL TREATMENT

Seller respectfully requests privileged and confidential treatment of certain provisions of Attachment C describing the rights and obligations of upstream owners of Seller (the “Confidential Provisions”). Additionally, Seller requests full confidential treatment of the excerpts of the agreement provided as Confidential Exhibit C-1 (the “Confidential Exhibit”). Seller seeks to protect the Confidential Provisions and Confidential Exhibit from public disclosure pursuant to Sections 388.112 and 385.1112 of the Commission’s regulations and to exempt the same from the mandatory public disclosure requirements of the Freedom of Information Act pursuant to Section 388.107(d) of the Commission’s regulations.⁴⁰ The information contained in the

³⁷ *Silver State Solar Power North, LLC*, 139 FERC ¶ 61,088, at PP 24-25 (2012) (“*Silver State*”); *Detroit Edison Co.*, 136 FERC ¶ 61,210, at PP 14-19 (2011) (“*Detroit Edison*”); *Black Creek Hydro, Inc.*, 77 FERC ¶ 61,232, at 61,940-41 (1996).

³⁸ Open Access and Priority Rights on Interconnection Customer’s Interconnection Facilities, Order No. 807, FERC Stats. & Regs. ¶ 31,367 (2015) (“Order No. 807”).

³⁹ See *Kingfisher Wind, LLC*, 151 FERC ¶ 61,276 at P 27 (2015) (“An applicant that qualifies for the blanket OATT waiver under 18 C.F.R. § 35.28(d)(2) should affirm in its market-based rate application that it qualifies for the blanket OATT waiver.”).

⁴⁰ 18 C.F.R. §§ 388.112, 385.1112, 388.107(d).

Confidential Provisions and Confidential Exhibit is of a sensitive commercial nature, the product of arm's-length commercial negotiations and not publicly available. As such, public disclosure could severely hamper the ability of the upstream owners of Seller to engage in any future transactions of a similar nature with other parties or individuals. In accordance with Section 388.112(b)(ii) of the Commission's regulations,⁴¹ Seller has provided as Attachment D hereto a draft protective order.

VI. REQUESTED EFFECTIVE DATE

As noted above, Seller currently expects to energize the Facility during the third quarter of 2016 and to place the Facility into commercial operation during the fourth quarter of 2016. In order to ensure that Seller can energize the Facility during the third quarter of 2016, Seller respectfully requests that the Commission accept for filing Seller's Market-Based Rate Tariff effective August 22, 2016, which is 60 days from the date of this Application.

⁴¹ 18 C.F.R. § 388.112(b)(ii).

VII. CONCLUSION

For the foregoing reasons, Seller respectfully requests that the Commission accept for filing Seller's proposed Market-Based Rate Tariff, effective August 22, 2016 and grant Seller's requests for waivers and blanket authorizations.

Respectfully submitted,

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Dated: June 23, 2016

Public Version: Privileged Information Removed

Attachment C
Analysis of the Passive Interests of
BAL Investment & Advisory, Inc. in
DESRI North Star Holdings, L.L.C. and North Star Solar PV LLC

North Star Solar PV LLC (“Seller”) is a direct and wholly owned subsidiary of DESRI North Star Holdings, L.L.C. (“North Star Holdings”). Each of the membership interests to be held by BAL Investment & Advisory, Inc. (the “Passive Equity Investor”) in North Star Holdings will be passive as set forth herein.

1. *Do the securities acquired confer full voting rights? Do the securities represent a separate class of securities? If passive and a separate class, do such securities confer limited voting rights over major corporate actions that could affect the value of the holder’s investment?*

The membership interests in North Star Holdings to be held by the Passive Equity Investor will not confer full voting rights.

Public Version: Privileged Information Removed

The limited veto and consent rights of the Passive Equity Investor with respect to its membership interests in North Star Holdings will be substantially similar to the rights held by the tax equity investors in *AES Creative Resources, L.P., et al.*, 129 FERC ¶ 61,239 (2009) (“*AES Creative Resources*”), regarding major corporate actions that could affect the value of the Passive Equity Investor’s investment. For example,

these rights are consistent with the consent rights that lenders have under typical debt financing agreements with respect to a borrower’s major contracts, and appear to be similar to the rights held by the tax equity investors at issue in *AES Creative Resources*. Exhibit C-1 attached hereto includes the relevant excerpts from the LLC Agreement.

2. *Is there a list of actions over which the holder of the passive securities has veto rights?*

Yes.

Exhibit C-1 attached hereto sets forth an exhaustive list of the major actions over which the Passive Equity Investor will have consent/veto rights.

3. *Do holders of the passive securities have any right to remove the manager of the facility? If so, under what circumstances can they do so? Is the power to remove limited to cause (such as criminal activity or fraud by the manager)?*

No.

Those cure rights are outlined in Exhibit C-1 attached hereto.

4. *Who exercises day-to-day control over the facilities in question? Does the holder of the passive securities have any day-to-day input over the control over such facilities?*

Public Version: Privileged Information Removed

North Star Development will exercise day-to-day control over North Star Holdings, which will exercise day-to-day control over Seller, which, in turn, will exercise day-to-day control over Seller's FERC-jurisdictional facilities. The Passive Equity Investor will not have any day-to-day input over the control of North Star Holdings, Seller, or Seller's FERC-jurisdictional facilities.

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

North Star Solar PV LLC)
) Docket No. ER16-____ - ____
)

PROTECTIVE ORDER

(Issued _____, 2016)

1. This Protective Order shall govern the use of all Protected Materials produced by, or on behalf of, any Participant. Notwithstanding any order terminating this proceeding, this Protective Order shall remain in effect until specifically modified or terminated by the Presiding Administrative Law Judge (Presiding Judge) (which includes the Chief Administrative Law Judge) or the Federal Energy Regulatory Commission (Commission).

2. This Protective Order applies to the following two categories of materials: (A) A Participant may designate as protected those materials which customarily are treated by that Participant as sensitive or proprietary, which are not available to the public, and which, if disclosed freely, would subject that Participant or its customers to risk of competitive disadvantage or other business injury; and (B) A Participant shall designate as protected those materials which contain critical energy infrastructure information, as defined in 18 CFR § 388.113(c)(1) (“Critical Energy Infrastructure Information”).

3. Definitions -- For purposes of this Order:

(a) The term “Participant” shall mean a Participant as defined in 18 CFR § 385.102(b).

(b) (1) The term “Protected Materials” means (A) materials (including depositions) provided by a Participant in response to discovery requests and designated by such Participant as protected; (B) any information contained in or obtained from such designated materials; (C) any other materials which are made subject to this Protective Order by the Presiding Judge, by the Commission, by any court or other body having appropriate authority, or by agreement of the Participants; (D) notes of Protected Materials; and (E) copies of Protected Materials. The Participant producing the Protected Materials shall physically mark them on each page as “PROTECTED MATERIALS” or with words of similar import as long as the term “Protected Materials” is included in that designation to indicate that they are Protected Materials. If the Protected Materials contain Critical Energy Infrastructure Information, the Participant producing such information shall additionally mark on each page containing such information the words “Contains Critical Energy Infrastructure Information B Do Not Release”.

(2) The term “Notes of Protected Materials” means memoranda, handwritten notes, or any other form of information (including electronic form) which copies or discloses materials described in Paragraph 3(b)(1). Notes of Protected Materials are

subject to the same restrictions provided in this order for Protected Materials except as specifically provided in this order.

(3) Protected Materials shall not include (A) any information or document that has been filed with and accepted into the public files of the Commission, or contained in the public files of 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 Stats. & Regs. ¶ 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 disc losing 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

**NORTH STAR SOLAR PV LLC
MARKET-BASED RATE TARIFF**

1. Availability: North Star Solar PV LLC (“Seller”) makes electric energy, capacity and ancillary services available under this FERC electric tariff to any purchaser, except as prohibited below:
 - a. 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.
 - b. 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.
 - c. 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.
 - d. 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.
 - e. 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.
 - f. 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.
 - g. Third Party Ancillary Services. Seller offers Regulation Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, Operating Reserve-Supplemental, and Primary Frequency Response Service. 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 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.

2. Applicability: This tariff is applicable to all sales of energy, capacity, and ancillary services by Seller which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another rate schedule on file with the Commission.
3. Rates: All sales shall be made at rates established by agreement 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: The Commission granted Seller in Docket No. ER16-___-000 the following waivers and exemptions in connection with its market-based rate authority: (i) waiver of Subparts B and C of Part 35 regarding the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15 and 35.16; (ii) waiver of the accounting and related reporting requirements under Parts 41, 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) and 141, with the exception of Sections 141.14 and 141.15, of the Commission's regulations; and (iii) blanket authorization under Section 204 of the Federal Power Act, 16 U.S.C. § 824c, and Part 34 of the Commission's regulations to issue securities and assume obligations and liability.
7. Seller Category: Seller is a Category 1 Seller, as defined in 18 C.F.R. § 35.36(a), in the Southwest Power Pool, Northeast, Southeast, Southwest, Central and Northwest Regions.
8. Effective Date: This tariff is effective on such date set by FERC.

FERC rendition of the electronically filed tariff records in Docket No. ER16-01990-000

Filing Data:

CID: C005298

Filing Title: Baseline New

Company Filing Identifier: 1

Type of Filing Code: 400

Associated Filing Identifier:

Tariff Title: Market Based Rates

Tariff ID: 1

Payment Confirmation:

Suspension Motion: N

Tariff Record Data:

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

Section1, Market Based Rates, 0.0.0, A

Record Narrative Name:

Tariff Record ID: 10

Tariff Record Collation Value: 10 Tariff Record Parent Identifier: 0

Proposed Date: 2016-08-22

Priority Order: 500

Record Change Type: New

Record Content Type: 1

Associated Filing Identifier:

NORTH STAR SOLAR PV LLC MARKET-BASED RATE TARIFF

1. Availability: North Star Solar PV LLC (“Seller”) makes electric energy, capacity and ancillary services available under this FERC electric tariff to any purchaser, except as prohibited below:
 - a. 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.
 - b. 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.
 - c. 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.
 - d. 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.

- e. 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.
 - f. 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.
 - g. Third Party Ancillary Services. Seller offers Regulation Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, Operating Reserve-Supplemental, and Primary Frequency Response Service. 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 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.
2. Applicability: This tariff is applicable to all sales of energy, capacity, and ancillary services by Seller which are (a) subject to the jurisdiction of the Commission, and (b) not made pursuant to another rate schedule on file with the Commission.
 3. Rates: All sales shall be made at rates established by agreement 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: The Commission granted Seller in Docket No. ER16-____-000 the following waivers and exemptions in connection with its market-based rate authority: (i) waiver of Subparts B and C of Part 35 regarding the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15 and 35.16; (ii) waiver of the accounting and related reporting requirements under Parts 41, 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) and 141, with the exception of Sections 141.14 and 141.15, of the Commission's regulations; and (iii) blanket authorization under Section 204 of the Federal Power Act, 16 U.S.C. § 824c, and Part 34 of the Commission's regulations to issue securities and assume obligations and liability.
7. Seller Category: Seller is a Category 1 Seller, as defined in 18 C.F.R. § 35.36(a), in the Southwest Power Pool, Northeast, Southeast, Southwest, Central and Northwest Regions.
8. Effective Date: This tariff is effective on such date set by FERC.

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