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September 9, 2015

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

**Re: Application of Odell Wind Farm, LLC for Order Accepting Initial Tariff, Waiving Regulations and Granting Blanket Approvals, Including Blanket Approval Under Part 34 for Issuances of Securities and Assumptions of Liabilities  
Docket No. ER15\_\_\_\_\_ -000**

Dear Secretary Bose:

Pursuant to Section 205 of the Federal Power Act ("FPA"), and Part 35 of the Federal Energy Regulatory Commission's (the "Commission") regulations attached please find for filing the Application of Odell Wind Farm, LLC ("Applicant" or "Odell") for Authorization to make market-based rate sales of energy, capacity and ancillary services under a market-based rate tariff (the "Application").

The Application requests that the Commission: (i) accept for filing Applicant's Market-Based Rate Tariff (the "Tariff"); (ii) grant waiver of the Commission's 60-day prior notice requirement to permit the Tariff to become effective as of November 9, 2015; (iii) grant Applicant blanket authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the terms and conditions of the Tariff; and (iv) grant such other waivers and authorizations granted to other market-based rate sellers, including blanket approval under Part 34 for the future issuances of securities and assumptions of liabilities.

The Applicant is submitting this Application in the format required under Order No. 714. The following documents are included with this filing:

1. Application of Odell Wind Farm, LLC for Order Accepting Initial Tariff, Waiving Regulations and Granting Blanket Approvals, Including Blanket Approval Under Part 34 for Issuances of Securities and Assumptions of Liabilities.

- 2.Odell Wind Farm, LLC FERC Market-Based Rate Tariff in PDF Format.
- 3.Affiliate Asset Appendix in the format required by Order No. 697.
- 4.Odell Wind Farm, LLC FERC Market-Based Rate Tariff in RTF format with attached metadata.

Feel free to contact me with any questions at (585) 263-1322. Thank you for your assistance.

Very truly yours,

/s/Elizabeth W. Whittle  
Elizabeth W. Whittle

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

**ODELL WIND FARM, LLC**    )  
  )  
  )                   **Docket No. ER15- -000**

**APPLICATION OF ODELL WIND FARM, LLC FOR ORDER ACCEPTING  
INITIAL TARIFF, WAIVING REGULATIONS AND GRANTING BLANKET  
APPROVALS, INCLUDING BLANKET APPROVAL UNDER PART 34 FOR  
ISSUANCES OF SECURITIES AND ASSUMPTIONS OF LIABILITIES**

Pursuant to Section 205 of the Federal Power Act (“FPA”),<sup>1</sup> and Part 35 of the Federal Energy Regulatory Commission’s (the “Commission”), regulations,<sup>2</sup> Odell Wind Farm, LLC (“Applicant” or “Odell”) hereby requests that the Commission: (i) accept for filing Applicant’s Market-Based Rate Tariff (the “Tariff”);<sup>3</sup> (ii) grant waiver of the Commission’s 60-day prior notice requirement to permit the Tariff to become effective as of November 9, 2015; (iii) grant Applicant blanket authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the terms and conditions of the Tariff; and (iv) grant such other waivers and authorizations granted to other market-based rate sellers, including blanket approval under Part 34 for the future issuances of securities and assumptions of liabilities.<sup>4</sup>

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<sup>1</sup> 16 U.S.C. §824d.  
<sup>2</sup> 18 C.F.R. Part 35.  
<sup>3</sup> The Tariff is provided as Attachment A.  
<sup>4</sup> See 18 C.F.R. Part 34.

**I.**  
**COMMUNICATIONS**

All correspondence and communications regarding this Application should be directed to the following person:

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**II.**  
**DESCRIPTION OF APPLICANT AND ITS AFFILIATES**

**A. Applicant**

Applicant is a Minnesota limited liability company. Applicant is solely in the business of developing, owning and operating the Facility (defined below) in the Midcontinent Independent System Operator, Inc. (“MISO”) Regional Transmission Owner (“RTO”). Applicant has filed on this day a Notice of Self-Certification of Exempt Wholesale Generator (“EWG”) Status.

Odell intends to construct, own and operate a 200 MW wind-powered electric generating facility (the “Facility”) to be located in Cottonwood, Jackson, Martin and Watonwan Counties, Minnesota. Odell has executed a Power Purchase Agreement with Xcel Energy’s Northern States Power Company (“Xcel”) for the entire capacity of the Facility. The Facility is the subject of an Interconnection Agreement executed among Odell, MISO and Xcel filed with the Commission on June 23, 2015 in Docket No. ER15-1968 and designated as Second Revised Service Agreement 2707.

Applicant's sole and managing member is Odell Holdings, LLC. Odell Holdings, LLC's sole and managing member is Odell SponsorCo, LLC. Odell SponsorCo, LLC has two members with an equal fifty percent interest: Enel Kansas, LLC ("Enel Kansas") and Algonquin Power (Odell Holdings) Inc. Applicant has no subsidiaries. Enel Kansas is a wholly-owned subsidiary of Enel Green Power North America, Inc., a Delaware corporation. Enel Kansas' ultimate parent is Enel Green Power S.P.A, an Italian joint stock company and a publicly traded company on the Milan Stock Exchange.

Algonquin Power (Odell Holdings) Inc. is a Delaware corporation. It is a wholly owned subsidiary of Algonquin Power Fund (America) Inc., which is a wholly owned indirect subsidiary of Algonquin Power Co., a trust formed under the laws of the Province of Ontario, Canada. Algonquin Power Co's ultimate parent is Algonquin Power & Utilities Corp. ("APUC"), a diversified electric power generation and utility infrastructure company with a principal place of business in Oakville, Ontario. APUC is a publicly traded company on the Toronto Stock Exchange.

## **B. Applicant's Affiliates**

Applicant has one affiliate with market-based rate authority located in MISO and ten affiliates which own qualifying small power production facilities, each with a capacity of approximately 1.98 MW and an affiliate qualifying facility with a capacity of .66 MW. All of the affiliate generation located in MISO is fully committed on a long-term basis.

Prairie Rose Wind LLC ("Prairie Rose") owns a wind generation facility with a nameplate rating of 200 MW that is located in Rock County, Minnesota. Prairie Rose is

affiliated with Applicant through Enel Kansas and has market-based rate authority<sup>5</sup> and is an EWG<sup>6</sup>. Prairie Rose sells the full output of the facility under a long-term power purchase agreement to an unaffiliated entity.

Applicant, by virtue of its affiliate relationships of its owners, ENEL Kansas and APUC has affiliates in first tier markets, all but three of which are fully committed under long-term power purchase agreements. Listed below are the three affiliates with uncommitted capacity in first tier markets. An Asset Appendix listing all energy affiliates of Applicant as required by the Commission's regulations is included with this filing as Exhibit B.

1. **Affiliates of Applicant with Uncommitted Capacity in First Tier Markets**

A. **GSG 6, LLC** is an Illinois limited liability company that owns and operates a 109.5 MW wind farm located near Compton, Illinois (the "Shady Oaks Wind Farm"). GSG 6 is an EWG<sup>7</sup> and is authorized to sell power at market-based rates.<sup>8</sup> The Shady Oaks Wind Farm is connected to the Commonwealth Edison Company transmission system, and is located in the Northeast Region of the PJM Interconnection, L.L.C. ("PJM") market. GSG 6 sells the power produced by the Shady Oaks Wind Farm into the PJM market. GSG 6 is an indirect wholly owned subsidiary of APUC.

B. **Minonk Wind, LLC** owns a 200 MW (nameplate) wind generating facility located within the PJM market. Minonk is an EWG,<sup>9</sup> and the Commission has authorized

<sup>5</sup> *Prairie Rose Wind, LLC*, Docket No. ER 12-2542, letter order dated September 27, 2012.

<sup>6</sup> *Prairie Rose Wind, LLC*, Docket No. EG12-108, letter order dated December 5, 2012.

<sup>7</sup> *See GSG 6, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket No. EG11-133-000 (Dec. 21, 2011).

<sup>8</sup> *GSG 6, LLC*, Docket No. ER11-4694, Letter Order dated November 10, 2011.

<sup>9</sup> *Minonk Wind, LLC*, Notice of Effectiveness of Exempt Wholesale Generator Status, Docket No. EG12-60 (July 12, 2012).

Minonk to sell energy, capacity, and ancillary services at market-based rates.<sup>10</sup> Minonk Wind sells the power produced by the facility into the PJM market. Minonk Wind is an indirect wholly owned subsidiary of APUC.

C. **Sandy Ridge Wind, LLC** owns a 50 MW (nameplate) wind generating facility located within the PJM market. Sandy Ridge is an EWG<sup>11</sup> and has authorization to make sales at market-based rates.<sup>12</sup> Sandy Ridge sells the power produced by the facility into the PJM market. Sandy Ridge is an indirect wholly owned subsidiary of APUC.

Other than those entities described above, Applicant has no other affiliates located in MISO or any first tier market. Neither Applicant nor any of its affiliates has a franchised utility service area in MISO or in any first tier market. As required by the Commission's regulations, an Asset Appendix listing all required energy affiliates of Applicant is included as Exhibit B.

### **III. REQUEST FOR BLANKET AUTHORIZATION TO MAKE WHOLESALE SALES OF ELECTRIC ENERGY, CAPACITY, AND ANCILLARY SERVICES AT MARKET-BASED RATES**

Applicant seeks authorization to sell electric energy, capacity, and ancillary services at market-based rates pursuant to its Market-Based Rate Tariff. The Commission permits sales for resale at market-based rate if the seller and its affiliates do not have, or have adequately mitigated, vertical and horizontal market power in generation and transmission and cannot erect other barriers to entry.<sup>13</sup> Applicant meets each of the Commission's requirements for

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<sup>10</sup> *Minonk Wind, LLC*, Docket No. ER12-1680-000, Letter Order dated June 12, 2012.

<sup>11</sup> *Sandy Ridge Wind, LLC*, Docket No. EG11-5-000, Letter Order dated January 6, 2011.

<sup>12</sup> *Sandy Ridge Wind, LLC*, Docket No. ER11-113-000, Letter Order dated December 2, 2010.

<sup>13</sup> *Market-Based Rates For Wholesale Sales Of Electric Energy, Capacity And Ancillary Services By Public Utilities*, Order No. 697, 119 FERC ¶ 61,295 (2007).

authorization to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates.

**A. Applicant Lacks Generation Market Power**

The Commission has adopted two indicative screens for generation 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 as compared to uncommitted capacity of the entire market. If an entity fails either of these two screens, there is a presumption that Applicant possesses horizontal market power and further analysis is required. The Commission has granted market-based rate authority to applicants that have not submitted a formal horizontal market power analysis where there is no uncommitted capacity in the relevant market. *See, Flat Ridge 2 Wind Energy LLC*, 139 FERC ¶ 61,160 at P.15-16 (2012).

As noted above, the Facility has a nameplate rating of 200 MW. The entirety of the output of the Facility is committed to a third party, Northern States Power Company under a firm power purchase agreement. As such, the amount of Applicant’s uncommitted capacity in the MISO market will be zero for the term of the agreement. Applicant’s affiliates’ capacity in MISO is also fully committed under long-term power purchase agreements with unaffiliated parties. With respect to first tier markets, all of the capacity owned by all but three of Applicant’s affiliated generators is fully committed under long-term power contracts with



unaffiliated third parties. However, even with the limited affiliated uncommitted capacity identified above, there is no ability of Applicant or its affiliates to exercise market power.

Using the study prepared by MISO for its transmission owning members and filed with the Commission in Docket No. AD10-12, neither Applicant nor its affiliates can exercise market power in either MISO or any first tier market. The total capacity of APUC's uncommitted generation, GSG 6, Minonk and Sandy Ridge in the PJM that is uncommitted totals 359 MW nameplate. Assuming that all 359 MW is imported into MISO, Applicant and its affiliates would possess less than 1% of uncommitted capacity in the MISO market.<sup>14</sup> Even if Applicant's affiliation with uncommitted capacity in PJM could be used to exercise market power, Applicant would rely on the independent market monitor and market monitoring efforts to mitigate any market power. Thus, Applicant and its affiliates do not possess horizontal market power.

As such, Applicant satisfies the Commission's generation market power standard for the grant of market-based rate authority.

## **B. Applicant Lacks Vertical Market Power**

### **1. Applicant Lacks Transmission Market Power**

In order to connect the Facility to the transmission grid Applicant will construct 34.5/115kV collector substation, an approximately nine (9) mile 115kV transmission line, a 345/115kv substation, and a 345kV span to the transmission grid (the "Interconnection Facilities"). The Interconnection Facilities will only be constructed to allow the Facility to reach

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<sup>14</sup> According to MISO's Process Document and Data, Market-Based Rates for Wholesale Sales of Electric Energy, Capacity and Ancillary Services by Public Utilities, filed on December 18, 2014, in Docket No. AD10-2 used by MISO entities to calculate market shares, the total uncommitted capacity in MISO is: winter 2012: 68,481 MW; spring 2013: 65,472 MW; summer 2013: 56,347 MW; and fall 2013: 63,657 MW. Applicant's market shares would be: winter 2012: 0.52%; spring 2013: 0.55%; summer 2013: 0.64%; and fall 2013: 0.56%.

the point of interconnection. Ownership of limited facilities does not confer on Applicant transmission market power.<sup>15</sup>

## 2. Applicant Cannot Erect Other Barriers to Entry

Applicant does not own or control any sites for the construction of new generating capacity in MISO; intrastate natural gas transportation, storage or distribution facilities in MISO; physical coal supply sources or facilities for the transportation of coal supplies; or other essential resources or inputs to power production that could be used to erect barriers to entry. Applicant's affiliates own interests in intrastate natural gas facilities and certain natural gas distribution facilities, but none those facilities can be used to erect barriers to entry.

Applicant's affiliate, Liberty Utilities (Peach State Natural Gas) Corp. ("Peach State"), owns 70 miles of intrastate natural gas lines in Barrow, Chattahoochee, Hall, Harris, Jackson, Muscogee and Oconee, Georgia. These facilities are distribution only and used to serve the retail distribution customers of Peach State in Georgia. Peach State is regulated by the Georgia Public Service Commission.

Liberty Utilities (MidStates Natural Gas) Corp. ("Liberty MidStates") is a regulated natural gas utility serving approximately 84,000 customers in Illinois, Iowa and Missouri (57,000 customers in Missouri, 23,000 customers in Illinois and 4,000 customers in Iowa). Liberty MidStates has a Section 284.224 Limited Jurisdiction Blanket Certificate and Statement of Operation Conditions on file with the Commission. Its intrastate pipeline facilities include eight

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<sup>15</sup> See, e.g., *Eastern Desert Power, LLC, et al.*, 114 FERC ¶ 61,340 (2006). See also *Open Access and Priority Rights on Interconnection Customer's Interconnection Facilities*, Order No. 807, 150 FERC ¶ 61,211 at P.167 (2015) (the standards for automatic waiver of the obligation to file an OATT under § 35.28(d)(2) of the Commission's regulations are satisfied here).

(8) miles of four (4)-inch line in Illinois; twelve (12) miles of four (4)-inch, eleven (11) miles of six (6)-inch, two (2) miles of eight (8)-inch and sixteen (16) miles of ten (10)-inch pipe in Iowa; and one hundred thirty (130) miles of six (6)-inch, seventeen (17) miles of eight (8)-inch and forty-seven (47) miles of ten (10)-inch pipe in Missouri. Liberty MidStates uses its facilities to serve its retail customers and serve other customers seeking intrastate service pursuant to its Limited Jurisdiction Blanket Certificate and Statement of Operation Conditions on file with the Commission. Liberty MidStates is regulated by the Public Utilities Commissions of Illinois, Iowa and Missouri. None of these facilities can be used to erect barriers to entry because they are used to serve retail customers or are otherwise available to provide service under its blanket certificate authority.

Liberty Utilities (EnergyNorth Natural Gas) Corp. (“EnergyNorth”) is a natural gas utility providing retail natural gas service (sales and distribution) to over 86,000 customers in five counties and 30 communities in New Hampshire. EnergyNorth’s franchise territory includes southern and central New Hampshire, and Berlin, New Hampshire and covers approximately 1,001 square miles. EnergyNorth’s distribution system includes approximately 2,140 miles of distribution pipelines, 2.8 miles of transmission-pressure mains, and eight city gates. In connection with its retail services, EnergyNorth holds interstate natural gas transportation and storage capacity on a number of interstate pipelines. EnergyNorth also operates a propane air service company regulated by the New Hampshire Public Utilities Commission serving retail propane air service to approximately 1,200 customers in and around Keene, New Hampshire. These facilities are distribution only and used to serve the retail distribution customers of EnergyNorth. EnergyNorth is regulated by the New Hampshire Public Utilities Commission.

Liberty Utilities (New England Natural Gas Company) Corp. (“Liberty New England”) is a regulated natural gas utility providing natural gas service to approximately 53,000 customers in Massachusetts. Liberty New England has no intrastate transmission. These facilities are distribution only and used to serve the retail distribution customers of Liberty New England. Liberty New England is regulated by the Massachusetts Department of Public Utilities.

Applicant does not have the ability to erect barriers to entry to the wholesale power markets or to otherwise restrict market entry by competing power suppliers. Applicant further affirms that it has not and will not erect barriers to entry into the wholesale power markets.<sup>16</sup>

**IV.  
JURISDICTIONAL SERVICES TO  
BE PROVIDED PURSUANT TO APPLICANT’S  
MARKET-BASED RATE AUTHORITY**

Applicant proposes to sell electric energy and capacity at market-based rates pursuant to the terms and conditions of its Tariff. Applicant also requests authorization to sell the ancillary services the Commission has authorized utilities with market-based rate authority to sell in the markets administered by a Regional Transmission Organization or Independent System Operator. As required by Appendix C of Order No. 697, Applicant has listed in the Tariff the specific ancillary services it may sell in these markets.

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<sup>16</sup> Order No. 697, FERC Stats. & Regs. ¶ 31,252 at P 447. *See also*, 18 C.F.R. § 35.37(e)(4)

**V.**  
**REQUEST FOR CATEGORY 1 STATUS IN EACH OF THE CENTRAL, NORTHEAST,  
NORTHWEST, SOUTHEAST, SOUTHWEST AND  
SOUTHWEST POWER POOL REGIONS**

Section 35.36(a)(2) of the Commission's regulations define a Category 1 Seller as wholesale power marketers and wholesale producers that: (i) own or control 500 MW or less of generation in aggregate in the relevant region; (ii) do not own, operate or control transmission facilities other than limited equipment necessary to connect individual generating facilities to the transmission grid; (iii) are not affiliated with anyone that owns, operates or controls transmission facilities in the same region as the seller's generation assets; (iv) are not affiliated with a franchised public utility in the same region as the seller's generation assets; and (v) do not raise other vertical market power issues.<sup>17</sup> Applicant will own or control generation capacity in the Central region totaling 200 MW and, when combined with its Affiliates' generation capacity in such region will not trigger the 500 MW threshold in the Central Region.

Applicant does not own or control transmission facilities in any region market other than limited interconnection facilities necessary to connect its individual generation facilities to the transmission grid as discussed above. Applicant's application and the authorization it seeks do not raise any other vertical market power issues. Finally, Applicant is not an affiliate of a franchised public utility in Central region. Thus, Applicant is a Category 1 Seller and seeks such a designation from the Commission in accordance with Section 35.36(a).

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<sup>17</sup> 18 C.F.R. §35.36(a)(2).

**VI.**  
**REQUEST FOR WAIVERS AND BLANKET AUTHORIZATIONS**

Applicant requests that the Commission grant the following waivers and authorizations consistent with those granted to other market-based rate applicants.

- Waiver of Subparts B and C of Part 35 of the Commission's regulations regarding the filing of rate schedules, except Sections 35.12(a), 35.13(b), 35.15 and 35.16;
- Waiver of the accounting and related reporting requirements under Parts 41, 101 and 141 of the Commission's regulations, with the exception of 18 C.F.R. §§141.14 and 141.15;
- Blanket authorization under Section 204 of the FPA, 16 U.S.C. §824c, and Part 34 of the Commission's regulations to issue securities and assume obligations and liability; and
- Any other appropriate waivers and authorizations that may be necessary for Applicant's Tariff to be made effective as requested in its Applicant.

Finally, Applicant requests that the Commission permit the Tariff to become effective on November 9, 2015, 60 days after filing.

**VII.**  
**REPORTING REQUIREMENTS**

As required by Order No. 2001,<sup>18</sup> Applicant will timely file Electric Quarterly Reports. In accordance with the Commission Order No. 652,<sup>19</sup> Applicant will also notify the Commission within thirty (30) days after any change in status that would reflect a departure from the characteristics relied upon by the Commission in its evaluation of Applicant's application for market-based rate authority. If applicable, Applicant will also submit quarterly land acquisition reports providing information on site control activities pursuant in Order Nos. 697-C and 697-D.<sup>20</sup>

In accordance with the Commission's Market Behavior Rules, and Section 35.41(c) of the Commission's regulations, Applicant hereby notifies the Commission that, as of the effective date of the Tariff, it will not report transactions to publishers of electricity or natural gas price indices. If, at any point, Applicant begins to report price data to index publishers, Applicant will notify the Commission within fifteen (15) days.

### **VIII. MATERIALS SUBMITTED WITH THIS FILING**

Applicant hereby includes the following exhibits as part of this filing:

Exhibit A – Market Based Rate Tariff

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<sup>18</sup> *Revised Public. Utility. Filing Requirements*, Order No. 2001, 67 Fed. Reg. 31043, FERC Stats. & Regs. ¶ 31,127 (April 25, 2002), *reh'g denied*, Order No. 2001-A, 100 FERC ¶ 61,074, *reconsideration and clarification denied*, Order No. 2001-B, 100 FERC ¶ 61,342, *order directing filings*, Order No. 2001-C, 101 FERC ¶ 61,314 (2002).

<sup>19</sup> *Reporting Requirements for Changes in Status for Pub. Utils. with Market-Based Rates Auth.*, Order No. 652, FERC Stats. & Regs. ¶ 31,175, *order on reh'g*, 111 FERC ¶ 61,413 (2005).

<sup>20</sup> *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), *order on reh'g*, Order No. 697-A, FERC Stats. & Regs. ¶ 31,268, *clarified*, 124 FERC ¶ 61,055, *order on reh'g*, Order No. 697-B, FERC Stats. & Regs. ¶ 31,285 (2008), *order on reh'g*, Order No. 697-C, FERC Stats. & Regs. ¶ 31,291 (2009), *order on reh'g*, Order No. 697-D, FERC Stats. & Regs. ¶ 31,305 (2010).

Exhibit B – Asset Appendix

**IX.  
CONCLUSION**

Applicant respectfully requests that the Commission issue an order: (i) accepting the Tariff for filing; (ii) granting blanket authorization for Applicant to make wholesale sales of electric energy, capacity, and ancillary services at market-based rates pursuant to the Tariff; (iii) accepting Applicant's designation as a Category 1 Seller; and (iv) granting such other waivers and 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.

Respectfully submitted,

/s/Elizabeth W. Whittle  
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799 9<sup>th</sup> Street, N.W.  
Suite 500  
Washington, D.C. 20001

*Counsel for Odell Wind Farm, LLC*

September 9, 2015



**EXHIBIT B**

**Market-Based Rate Authority and Generation Assets APUC Entities**

Filing Entity and its Energy Affiliates	Docket # Where MBR Authority Was Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-Service Date	Nameplate Rating
						Balancing Authority Area	Geographic Region		
<b>Odell Wind Farm, LLC</b>	<b>ER15-</b>	<b>Odell Wind Farm</b>	<b>Odell Wind Farm, LLC</b>	<b>Odell Wind Farm, LLC</b>	<b>NA</b>	<b>MISO</b>	<b>Midwest</b>	<b>2015</b>	<b>200 MW</b>
Algonquin Energy Services Inc.	ER10-310	NA	NA	NA	NA	NA	NA	NA	NA
Algonquin Northern Maine Gen Co. (“Algonquin Northern Maine”)	ER99-1936	Caribou Hydro 2 units	Algonquin Northern Maine	Algonquin Northern Maine	Jan. 12, 2010	NBSO	Northeast	1926	0.9 MW (nameplate)
Algonquin Northern Maine	ER99-1936	Squa Pan Hydro	Algonquin Northern Maine	Algonquin Northern Maine	Jan. 12, 2010	NBSO	Northeast	1941	1.4 MW (nameplate)
Algonquin Power Windsor Locks LLC	ER10-716	Windsor Locks Facility (Cogeneration)	Algonquin Power Windsor Locks LLC	Algonquin Power Windsor Locks LLC	Jan. 7, 2003	ISO-NE	Northeast	1990	71 MW (nameplate)
Algonquin Power Sanger, LLC	QF02-97	Sanger Facility (Cogeneration)	Algonquin Power Sanger, LLC	Algonquin Power Sanger, LLC	May 1, 2002	CAISO	Southwest	1991	56 MW (nameplate)
Algonquin Tinker Gen Co.	ER99-1936	Tinker Hydro	Algonquin Tinker Gen Co.	Algonquin Tinker Gen Co	Jan. 12, 2010	NBSO	Northeast	1925 and 1965	33.5 MW (nameplate)
Algonquin Tinker Gen Co.	ER99-1936	Tinker Diesel	Algonquin Tinker Gen Co.	Algonquin Tinker Gen Co	Jan. 12, 2010	NBSO	Northeast	1948	1.0 MW (nameplate)
Liberty Utilities (CalPeco Electric) LLC	NA	Kings Beach	Liberty Utilities (CalPeco Electric) LLC	Liberty Utilities (CalPeco Electric) LLC	January 1, 2011	Sierra Pacific Power Company	Northwest	2008	15 MW
Sandy Ridge Wind, LLC	ER11-113	Sandy Ridge Wind Farm	Sandy Ridge Wind, LLC	Algonquin Power Fund (America) Inc.	June 29, 2012	PJM	Northeast	2012	50 MW

Filing Entity and its Energy Affiliates	Docket # Where MBR Authority Was Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-Service Date	Nameplate Rating
						Balancing Authority Area	Geographic Region		
Minonk Wind, LLC	ER12-1680	Minonk Wind Farm	Minonk Wind, LLC	Algonquin Power Fund (America) Inc.	October 9, 2012	PJM	Northeast	Dec. 5, 2012	200 MW
Granite State Electric Company	ER96-2585	N/A	N/A	N/A	July 3, 2012	ISO-NE	N/A	N/A	N/A
GSG 6, LLC	ER11-4694	Shady Oaks Wind Farm	GSG 6, LLC	GSG 6, LLC	January 1, 2013	PJM	Northeast	June 2012	109.5 MW
Emera Maine	ER99-1522	Bar Harbor	Emera Maine	New Brunswick Power Generation	NA	ISO-NE	Northeast	1961	4 MW
Emera Maine	ER99-1522	Eastport	Emera Maine	New Brunswick Power Generation	NA	ISO-NE	Northeast	1949	2 MW
Emera Maine	ER99-1522	Medway	Emera Maine	Emera Maine	NA	ISO-NE	Northeast	1960	8 MW
Bayside Power, L.P.	NA	Bayside	Bayside Power, L.P.	Bayside Power, L.P.	NA	NBSO	Northeast	2001	264MW
Bridgeport Energy LLC	ER98-2783	Bridgeport	Bridgeport Energy, LLC	Bridgeport Energy, LLC	NA	ISO-NE	Northeast	1998	520 MW
Rumford Power Inc.	ER07-958	Rumford Power Inc.	Rumford Power Inc.	Rumford Power Inc.	NA	ISO-NE	Northeast	2000	274.5 MW

Filing Entity and its Energy Affiliates	Docket # Where MBR Authority Was Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-Service Date	Nameplate Rating
						Balancing Authority Area	Geographic Region		
Tiverton Power LLC	ER07-936	Tiverton Power LLC	Tiverton Power LLC	Tiverton Power LLC	NA	ISO-NE	Northeast	2000	272.5 MW
Emera Energy Services, Inc.	ER02-723	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy U.S. Subsidiary No. 1, Inc.	ER04-359	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy U.S. Subsidiary No. 2, Inc.	ER06-796	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 1 LLC	ER07-553	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 2 LLC	ER07-554	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 3 LLC	ER07-555	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 4 LLC	ER07-556	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 5 LLC	ER07-557	NA	NA	NA	NA	NA	NA	NA	NA

Filing Entity and its Energy Affiliates	Docket # Where MBR Authority Was Granted	Generation Name	Owned By	Controlled By	Date Control Transferred	Location		In-Service Date	Nameplate Rating
						Balancing Authority Area	Geographic Region		
Emera Energy Services Subsidiary No. 6 LLC	ER12-2492	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 7 LLC	ER12-2493	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 8 LLC	ER12-2494	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 9 LLC	ER12-2495	NA	NA	NA	NA	NA	NA	NA	NA
Emera Energy Services Subsidiary No. 10 LLC	ER12-2496	NA	NA	NA	NA	NA	NA	NA	NA
Bear Swamp Power Company, LLC	ER05-454	Bear Swamp	Bear Swamp Power Company, LLC	Brookfield Asset Management, Inc.	3/15/2005	ISO-NE	Northeast	1974	600
Bear Swamp Power Company, LLC	ER05-454	Fife Brook	Bear Swamp Power Company, LLC	Brookfield Asset Management, Inc.	3/15/2005	ISO-NE	Northeast	1974	10

**Electric Transmission Assets and/or Natural Gas Intrastate Pipelines and/or Gas Storage Facilities [<sup>21</sup>]**

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region	
Liberty Utilities (Midstates Natural Gas) Corp.	Natural Gas Transmission lines	Liberty Utilities (Midstates Natural Gas) Corp.	Liberty Utilities (Midstates Natural Gas) Corp.	08/1/2012	NA	Central	243 miles <sup>22</sup>
Liberty Utilities (Peach State Natural Gas) Corp.	Natural Gas Transmission Lines	Liberty Utilities (Peach State Natural Gas) Corp.	Liberty Utilities (Peach State Natural Gas) Corp.	04/1/2013	NA	Southeast	70 miles <sup>23</sup>
EnergyNorth Natural Gas, Inc.	Natural Gas Transmission Lines	EnergyNorth Natural Gas, Inc.	EnergyNorth Natural Gas, Inc.	July 3, 2012	NA	Northeast	2.8 miles <sup>24</sup>
Emera Maine	345 kV transmission lines	Emera Maine	ISO New England	2/1/2005	ISO-NE	Northeast	85 miles
Emera Maine	115 kV transmission lines	Emera Maine	ISO New England	2/1/2005	ISO-NE	Northeast	254 miles
Emera Maine	46 kV transmission lines	Emera Maine	ISO New England	2/1/2005	ISO-NE	Northeast	283 miles
Emera Maine	35 kV transmission lines	Emera Maine	ISO New England	2/1/2005	ISO-NE	Northeast	247 miles
Maine Electric Power Company (“MEPCO”)	345 kV transmission line	MEPCO	ISO New England	4/1/2005	ISO-NE	Northeast	182 miles
Maine Public Service Company (“MPS”)	138 kV transmission lines	MPS	MPS	NA	NBSO	Northeast	12 miles
MPS	69 kV transmission lines	MPS	MPS	NA	NBSO	Northeast	310 miles

<sup>21</sup> Only electric transmission and/or natural gas intrastate pipelines and or gas storage facilities located in the United States are included in this chart. In addition, facilities identified do not include limited transmission facilities necessary to interconnect generating facilities to the transmission grid.

<sup>22</sup> State-by-state breakdown as follows: (i) Illinois: 8 miles of 4-inch transmission pipe; (ii) Iowa: 12 miles of 4-inch, 11 miles of 6-inch, 2 miles of 8-inch, and 16 miles of 10-inch pipe; and (iii) Missouri: 130 miles of 6-inch, 17 miles of 8-inch, and 47 miles of 10-inch pipe.

<sup>23</sup> There are 30 miles of 8-inch transmission pipe and 40 miles of 4-inch transmission pipe.

<sup>24</sup> There are 2.8 miles of 16-inch transmission pipe.

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region	
MPS	44 kV transmission lines	MPS	MPS	NA	NBSO	Northeast	46 miles
MPS	34.5 kV transmission lines	MPS	MPS	NA	NBSO	Northeast	12 miles

**ENEL Attachment A  
AFFILIATES AND ASSETS**

Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Origin Wind Energy, LLC	ER14-2858	Origin	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	N/A	SPP	SPP	10/2014 (est.)	150
Agassiz Beach, LLC	NA <sup>3</sup>	Averill Wind	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	2/28/2001	1.98
Aquenergy Systems, Inc.	NA <sup>3</sup>	Cherokee Falls	Consolidated Hydro Southeast, Inc.	Consolidated Hydro Southeast, Inc.	8/1/2013	SERC	Southeast	1980	4.1
Aquenergy Systems, Inc.	NA <sup>3</sup>	Fries	Consolidated Hydro Southeast, Inc.	Consolidated Hydro Southeast, Inc.	4/28/1999	SERC	Northeast	1981	5.213
Aquenergy Systems, Inc.	NA <sup>3</sup>	Piedmont	Consolidated Hydro Southeast, Inc.	Consolidated Hydro Southeast, Inc.	4/28/1999	SERC	Southeast	1987	1.0
Aquenergy Systems, Inc.	NA <sup>3</sup>	Ware Shoals	Consolidated Hydro Southeast, Inc.	Consolidated Hydro Southeast, Inc.	4/28/1999	SERC	Southeast	1977	6.2
Autumn Hills, LLC	NA <sup>3</sup>	North Shaokatan Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	2/15/2001	1.98
Barnet Hydro Company	NA <sup>3</sup>	Barnet	Enel Green Power North America, Inc.. Sweetwater Hydroelectric, Inc.	Sweetwater Hydroelectric, Inc.	11/16/2001	ISO-NE	Northeast	10/10/1986	7.1
Beaver Valley Power Company	NA <sup>3</sup>	Patterson Hydro	Hydro Development Group Inc.	Hydro Development Group Inc.	2/15/1995	PJM	Northeast	7/30/1983	1.5

Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Black River Hydro Associates	NA <sup>3</sup>	Denley Dam	(Cataldo) Hydro Power Associates	(Cataldo) Hydro Power Associates	2/15/1995	NYISO	Northeast	7/2/1984	1.58
Black River Hydro Associates	NA <sup>3</sup>	Port Leyden	(Cataldo) Hydro Power Associates	(Cataldo) Hydro Power Associates	2/15/1995	NYISO	Northeast	5/11/1984	2.08
Black River Hydro Associates	NA <sup>3</sup>	Rock Island	(Cataldo) Hydro Power Associates	(Cataldo) Hydro Power Associates	2/15/1995	NYISO	Northeast	11/9/1984	1.9
Boott Hydropower, Inc.	NA <sup>4</sup>	Lowell	Boott Sheldon Holdings, LLC	Boott Sheldon Holdings, LLC	12/12/1986	ISO-NE	Northeast	11/18/1985	24.823
BP Hydro Associates	NA <sup>3</sup>	Dietrich Drop	CHI Idaho, Inc.	CHI Idaho, Inc.	6/26/1991	IPCO	Northwest	8/26/1988	4.77
BP Hydro Associates	NA <sup>3</sup>	Lower Low Line	CHI Idaho, Inc.	CHI Idaho, Inc.	6/26/1991	IPCO	Northwest	4/16/1988	2.8
BP Hydro Associates	NA <sup>3</sup>	Rock Creek No. 2	CHI Idaho, Inc.	CHI Idaho, Inc.	6/26/1991	IPCO	Northwest	12/19/1988	1.9
Buffalo Dunes Wind Project, LLC	ER13-2409	Buffalo Dunes	EGPNA Development Holdings, LLC; EFS Buffalo Dunes, LLC	Enel Green Power North America, Inc.	N/A	SPS	SPP	12/31/2013	249.75
Bypass Ltd.	NA <sup>3</sup>	Bypass	CHI West, Inc. El Dorado Hydro Northwest Hydro, Inc.	El Dorado Hydro	7/1/2004	IPCO	Northwest	3/1/1988	9.999
Canastota Windpower LLC	ER11-4507	Fenner Wind Farm	Essex Company	Essex Company	4/7/1999	NYISO	Northeast	12/2001	30
Caney River Wind Project, LLC	ER11-4501	Caney River	Rocky Caney Wind, LLC	Enel Green Power North America, Inc.	N/A	Westar	SPP	12/29/2011	199.8
Chisholm View Wind Project, LLC	ER12-2448	Chisholm View	EFS Chisholm View, LLC; Enel Kansas, LLC	Enel Green Power North America, Inc.	N/A	OKGE	SPP	12/2012	235.2
CHI West, Inc. (Facility operator only)	NA <sup>3</sup>	Weeks Falls	Enel Green Power North America, Inc. (owns CHI West, Inc., facility operator)	Enel Green Power North America, Inc. (controls CHI West, Inc., facility operator)	NA	PSE	Northwest	5/22/1987	4.772
Coneross Power Corporation	NA <sup>3</sup>	Coneross	Aquenergy Systems, Inc.	Aquenergy Systems, Inc.	4/28/1999	SERC	Southeast	1985	0.889
Consolidated Hydro New Hampshire, Inc.	NA <sup>3</sup>	Hoague-Sprague	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	12/5/1986	ISO-NE	Northeast	9/21/1983	1.268
Consolidated Hydro New Hampshire, Inc.	NA <sup>3</sup>	Kelley's Falls	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	12/5/1986	ISO-NE	Northeast	12/11/1985	0.450
Consolidated Hydro New Hampshire, Inc.	NA <sup>3</sup>	Rollinsford	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	12/5/1986	ISO-NE	Northeast	8/1/1983	1.5
Consolidated Hydro New Hampshire, Inc.	NA <sup>3</sup>	South Berwick	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	12/5/1986	ISO-NE	Northeast	1923	1.2

Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Consolidated Hydro New York, Inc.	NA <sup>3</sup>	Victory Mills	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	9/16/1986	NYISO	Northeast	12/19/1986	1.656
Consolidated Hydro New York, Inc.	NA <sup>3</sup>	Walden	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	9/16/1986	NYISO	Northeast	11/30/1983	2.824
Copenhagen Associates	NA <sup>3</sup>	High Falls	Hydro Development Group Inc.	Hydro Development Group Inc.	2/15/1995	NYISO	Northeast	7/14/1984	3.429
EGP Stillwater Solar, LLC	ER12-128	Stillwater Solar	Essex Company	Essex Company	N/A	Sierra Pacific	Northwest	3/5/2012	22.0
El Dorado Hydro	NA <sup>3</sup>	Elk Creek	Northwest Hydro, Inc.CHI West, Inc.	Northwest Hydro, Inc.	7/1/2004	IPCO	Northwest	4/15/1986	2.32
El Dorado Hydro	NA <sup>3</sup>	Montgomery Creek	Northwest Hydro, Inc.CHI West, Inc.	Northwest Hydro, Inc.	7/1/2004	CA ISO	Southwest	2/1/1987	2.6
Enel Cove Fort, LLC	ER14-325	Cove Fort	EGPNA Development Holdings, LLC	EGPNA Development Holdings, LLC	NA	PACE	Northwest	12/17/2013	25
Enel Salt Wells, LLC	NA <sup>3</sup>	Salt Wells Geothermal Project	Enel Geothermal, LLC	Enel Geothermal, LLC	NA	SPPC	Northwest	2009	23.6
Enel Stillwater, LLC	ER11-4500	Stillwater Geothermal Project	Enel Geothermal, LLC	Enel Geothermal, LLC	3/20/2007	SPPC	Northwest	5/12/1989	47.2
Florence Hills, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	1/9/2001	1.98
Fulcrum, Inc.	NA <sup>3</sup>	Barber Dam	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	7/10/1990	IPCO	Northwest	8/1/1989	3.7
Gauley River Power Partners, L.P.	NA <sup>5</sup>	Summersville	Gauley River Management Corporation Gauley Hydro, LLC	Gauley River Management Corporation	12/18/1998	PJM	Northeast	7/31/2001	80
Hadley Ridge, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	12/28/2001	1.98
Hope Creek, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	1/20/2001	1.98
Hydro Development Group Inc.	NA <sup>3</sup>	Colliersville (Goodyear Lake)	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	8/11/1980	1.45



Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Hydro Development Group Inc.	NA <sup>3</sup>	Dexter	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	5/24/1988	4.325
Hydro Development Group Inc.	NA <sup>3</sup>	Diamond Island	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	1/7/1985	1.200
Hydro Development Group Inc.	NA <sup>3</sup>	Fowler No. 7	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	1/30/1931	0.9
Hydro Development Group Inc.	NA <sup>3</sup>	Hailesboro No. 4	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	1/30/1930	1.49
Hydro Development Group Inc.	NA <sup>3</sup>	Hailesboro No. 6	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	3/24/1983	0.9
Hydro Development Group Inc.	NA <sup>3</sup>	Number 3 Mill	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	4/1/1984	1.0
Hydro Development Group Inc.	NA <sup>3</sup>	Theresa	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/15/1995	NYISO	Northeast	4/15/1984	1.615
Hydro Energies Corporation	NA <sup>3</sup>	Dewey's Mill	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	6/22/1993	ISO-NE	Northeast	12/23/1985	1.898
Jack River, LLC	NA <sup>3</sup>	North Shaokatan Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	2/18/2001	1.98
Jessica Mills, LLC	NA <sup>3</sup>	North Shaokatan Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	2/23/2001	1.98
Julia Hills, LLC	NA <sup>3</sup>	North Shaokatan Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-affiliated entity)	9/29/2000	MISO	Central	2/24/2001	1.98
Kings River Hydro Company, Inc.	NA <sup>3</sup>	Kings River Siphon	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	2/18/1994	CA ISO	Southwest	9/1/1990	1.388
Kinneytown Hydro Company, Inc.	NA <sup>3</sup>	Kinneytown Dam	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	4/29/1988	ISO-NE	Northeast	11/18/1986	2.36
LaChute Hydro Company, Inc.	NA <sup>3</sup>	Lower LaChute	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	5/15/1986	NYISO	Northeast	12/23/1987	3.6
LaChute Hydro Company, Inc.	NA <sup>3</sup>	Upper LaChute	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	5/15/1986	NYISO	Northeast	12/10/1987	4.9
Lawrence Hydroelectric Associates	NA <sup>3</sup>	Lawrence	Essex Company	Essex Company	1986	ISO-NE	Northeast	7/14/1981	16.8
Littleville Power Company, Inc.	NA <sup>3</sup>	Glendale	Hydro Development Group Inc.	Hydro Development Group Inc.	2/15/1995	ISO-NE	Northeast	12/22/1982	1.14

Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Littleville Power Company, Inc.	NA <sup>3</sup>	Texon Hydro	Hydro Development Group Inc.	Hydro Development Group Inc.	2/15/1995	ISO-NE	Northeast	4/19/1985	1.5
Lower Saranac Corporation	NA <sup>3</sup>	Groveville	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	6/26/2007	NYISO	Northeast	12/1/1983	0.927
Lower Saranac Hydro Partners, L.P.	NA <sup>3</sup>	Lower Saranac	Twin Saranac Holdings, LLC Lower Saranac Corporation	Lower Saranac Corporation	11/29/1988	NYISO	Northeast	11/15/1990	9.3
Mascoma Hydro Corporation	NA <sup>3</sup>	Mascoma	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	11/16/2001	ISO-NE	Northeast	12/7/1988	1.485
Metro Wind, LLC	NA <sup>3</sup>	Elk River Wind	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	3/1/2001	0.66
Mill Shoals Hydro Company, Inc.	NA <sup>3</sup>	High Shoals	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	10/29/1990	SERC	Southeast	1982	1.68
Mill Shoals Hydro Company, Inc.	NA <sup>3</sup>	Milstead Dam	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	10/29/1990	SERC	Southeast	4/23/1985	1.0
Missisquoi Associates	NA <sup>4</sup>	Sheldon Springs	Sheldon Springs Hydro Associates, Inc. Sheldon Vermont Hydro Company, Inc.	Sheldon Springs Hydro Associates, Inc.	9/9/1993	ISO-NE	Northeast	2/19/1988	24.965
Newbury Hydro Company	NA <sup>3</sup>	Newbury	Enel Green Power North America, Inc. Sweetwater Hydroelectric, Inc.	Sweetwater Hydroelectric, Inc.	11/16/2001	ISO-NE	Northeast	12/31/1984	0.34
Notch Butte Hydro Company, Inc.	NA <sup>3</sup>	GeoBon II	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	6/27/1991	IPCO	Northwest	11/1/1986	0.813
Ottawaquechee Hydro Company, Inc.	NA <sup>3</sup>	Ottawaquechee Woolen Mill	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	4/30/1992	ISO-NE	Northeast	8/1/1987	1.887
Pelzer Hydro Company, Inc.	NA <sup>3</sup>	Pelzer Mills Lower Hydro	Consolidated Hydro Southeast, Inc.	Consolidated Hydro Southeast, Inc.	5/19/1989	SERC	Southeast	1988	3.3
Pelzer Hydro Company, Inc.	NA <sup>3</sup>	Pelzer Mills Upper Hydro	Consolidated Hydro Southeast, Inc.	Consolidated Hydro Southeast, Inc.	5/19/1989	SERC	Southeast	1988	1.95
Prairie Rose Wind, LLC	ER12-2542	Prairie Rose	EFS Prairie Rose, LLC; Enel Kansas, LLC	Enel Green Power North America, Inc.	N/A	MISO	Central	12/2012	200
Pyrites Associates	NA <sup>3</sup>	Pyrites	Hydro Development Group Inc.	Hydro Development Group Inc.	2/15/1995	NYISO	Northeast	12/20/1985	8.2
Rock Creek Limited Partnership	NA <sup>3</sup>	Rock Creek	El Dorado Hydro CHI West, Inc., Northwest Hydro, Inc.	El Dorado Hydro	7/1/2004	CA ISO	Southwest	12/1/1985	3.544

Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Rocky Ridge Wind Project, LLC	ER12-979	Rocky Ridge	Rocky Caney Wind, LLC	Enel Green Power North America, Inc.	N/A	AEP West	SPP	6/1/2012	148.8
Ruthton Ridge, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	1/23/2001	1.98
SE Hazelton A, L.P.	NA <sup>3</sup>	Hazelton A	Bypass Power Company CHI West, Inc.	Bypass Power Company	7/1/2004	IPCO	Northwest	7/19/1990	8.694
Slate Creek Hydro Associates, L.P.	NA <sup>3</sup>	Slate Creek	Slate Creek Hydro Company, Inc.	Slate Creek Hydro Company, Inc.	2/21/1990	CA ISO	Southwest	1985	3.8
Smoky Hills Wind Farm, LLC	ER11-4498	Smoky I	TexKan Wind, LLC	TexKan Wind, LLC	4/25/2008	Westar	SPP	2007	100.8
Smoky Hills Wind Project II, LLC	ER11-4499	Smoky II	NevKan Renewables, LLC	NevKan Renewables, LLC	4/1/2009	Westar	SPP	2008	148.5
Soliloquoy Ridge, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-affiliated entity)	9/29/2000	MISO	Central	1/19/2001	1.98
Somersworth Hydro Company, Inc.	NA <sup>3</sup>	Lower Great Falls	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	8/19/1985	ISO-NE	Northeast	5/30/1984	1.28
Spartan Hills, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-affiliated entity)	9/29/2000	MISO	Central	1/13/2001	1.98
Sun River, LLC	NA <sup>3</sup>	North Shaokatan Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	2/24/2001	1.98
Sweetwater Hydroelectric, Inc.	NA <sup>3</sup>	Lower Valley	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	11/16/2001	ISO-NE	Northeast	1982	0.86
Sweetwater Hydroelectric, Inc.	NA <sup>3</sup>	Sweetwater Hydro	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	11/16/2001	ISO-NE	Northeast	1991	0.9
Sweetwater Hydroelectric, Inc.	NA <sup>3</sup>	Woodsville	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	11/16/2001	ISO-NE	Northeast	12/1/1982	0.36
TKO Power, Inc.	NA <sup>3</sup>	Nichols (Bear Creek)	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	10/24/1989	CA ISO	Southwest	12/18/1985	3.0
Triton Power Company	NA <sup>3</sup>	Chateaugay High Falls	Highfalls Hydro Company, Inc. CHI Highfalls, Inc.	Highfalls Hydro Company, Inc.	6/22/1993	NYISO	Northeast	12/29/1987	1.71

Filing Entity and its Energy Affiliates	Docket # MBR authority granted	Generation Name	Owned By	Controlled By	Date Control Transferred <sup>1</sup>	Location		In-service Date <sup>2</sup>	Nameplate and/or Seasonal Rating (MW)
						Balancing Authority Area	Geographic Region		
Tsar Nicholas, LLC	NA <sup>3</sup>	North Shaokatan Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-affiliated entity)	9/29/2000	MISO	Central	2/17/2001	1.98
Twin Falls Hydro Associates, L.P.	NA <sup>4</sup>	Twin Falls	Twin Saranac Holdings, LLC Twin Falls Hydro Company, Inc.	Twin Falls Hydro Company, Inc.	3/27/1989	PSE	Northwest	3/1/1990	24
Twin Lake Hills, LLC	NA <sup>3</sup>	Ruthton Wind (in part)	CHI Minnesota Wind LLC Northern Alternative Energy, Inc. (a non-affiliated entity)	Northern Alternative Energy, Inc. (a non-Enel affiliated entity)	9/29/2000	MISO	Central	1/13/2001	1.98
Western New York Wind Corp.	NA <sup>3</sup>	Wethersfield Wind Farm	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	6/29/2001	NYISO	Northeast	10/1/2000	6.6
Willimantic Power Corporation	NA <sup>3</sup>	Willimantic #1	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	12/24/1987	ISO-NE	Northeast	6/1/1990	0.770
Willimantic Power Corporation	NA <sup>3</sup>	Willimantic #2	Enel Green Power North America, Inc.	Enel Green Power North America, Inc.	12/24/1987	ISO-NE	Northeast	6/1/1990	0.770

<sup>1</sup> Each entity is controlled by the listed Enel affiliate. For those entities that are not controlled by the listed Enel affiliate, the date for transfer of control is shown.

<sup>2</sup> In some cases the listed Enel affiliate was not the original developer of the facility, and Enel does not have accurate records of the in-service date. In such cases an estimated in-service year is provided.

<sup>3</sup> Unless otherwise referenced, “NA” shall mean exempt from Sections 205 and 206 of the FPA due to QF status and size not larger than 20 MW.

<sup>4</sup> Exempt from Section 205 and 206 of the FPA due to QF status and selling power pursuant to an agreement executed on or before March 17, 2006.

<sup>5</sup> Market Based Rate tariff cancelled pursuant to June 15, 2006 unpublished letter order in Docket Nos. ER06-891-000 and -001.

## ELECTRIC TRANSMISSION ASSETS

Filing Entity and its Energy Affiliates	Asset Name and Use	Owned By	Controlled By	Date Control Transferred	Location		Size
					Balancing Authority Area	Geographic Region	
Origin Wind Energy, LLC	Origin Wind Energy, LLC generation tie line, used solely to interconnect Origin Wind Energy, LLC's generation facility	Origin Wind Energy, LLC	Origin Wind Energy, LLC	N/A	SPP	SPP	17 miles, 138 kV



**ODELL WIND FARM, LLC  
FERC ELECTRIC TARIFF**

1) Availability

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

2) Rates

All sales shall be made at rates established by agreement between the purchaser and Seller.

3) Other Terms and Conditions

All other terms and conditions for sales under this Tariff shall be established by agreement between Seller and purchaser.

4) Seller Category

Seller is a Category 1 seller in all regions except it is a Category 2 seller in the Northeast as defined in 18 CFR 35.36(a).

5) Compliance with Commission Regulations

Seller shall comply with the provisions of 18 CFR 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 CFR Part 35, Subpart H, and with any orders of the Commission concerning seller's market-based rate authority, will constitute a violation of this Tariff.

6) Limitations and Exemptions Regarding Market-Based Rate Authority

Seller has received waiver of: Subparts B and C of Part 35, except for sections 35.12(a), 35.13(b), 35.15 and 35.16; Part 41, Part 101, and Part 141, except sections 141.14 and 141.15.; and received blanket approval under Part 34. *Odell Wind Farm, LLC*, ER15-\_\_\_\_-000 (2015).

7) Ancillary Services

PJM: Seller offers regulation and frequency response service, energy imbalance service, and operating reserve service (which includes spinning, 10-minute, and 30-minute reserves) for sale into the market administered by PJM Interconnection, L.L.C. ("PJM") and, where the PJM Open Access Transmission Tariff permits, the self-supply of these

services to purchasers for a bilateral sale that is used to satisfy the ancillary services requirements of the PJM Office of Interconnection.

New York: Seller offers regulation and frequency response service, and operating reserve service (which include 10-minute non-synchronous, 30-minute operating reserves, 10-minute spinning reserves, and 10-minute non-spinning reserves) for sale to purchasers in the market administered by the New York Independent System Operator, Inc.

New England: Seller offers regulation and frequency response service (automatic generator control), operating reserve service (which includes 10-minute spinning reserve, 10-minute non-spinning reserve, and 30-minute operating reserve service) to purchasers within the markets administered by the ISO New England, Inc.

California: Seller offers regulation service, spinning reserve service, and non-spinning reserve service to the California Independent System Operator Corporation ("CAISO") and to others that are self-supplying ancillary services to the CAISO.

MISO: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Midcontinent Independent System Operator, Inc. (MISO) and to others that are self-supplying ancillary services to MISO.

Southwest Power Pool: Seller offers regulation service and operating reserve service (which include 10-minute spinning reserve and 10-minute supplemental reserve) for sale to the Southwest Power Pool, Inc. (SPP) and to others that are self-supplying ancillary services to SPP.

Third-party ancillary services: Seller offers Regulation and Frequency Response Service, Reactive Supply and Voltage Control Service, Energy and Generator Imbalance Service, Operating Reserve-Spinning, and Operating Reserve-Supplemental. Sales will not include the following: (1) sales to an RTO or an ISO, *i.e.*, where that entity has no ability to self-supply ancillary services but instead depends on third parties; and (2) sales to a traditional, franchised public utility affiliated with the third-party supplier, or sales where the underlying transmission service is on the system of the public utility affiliated with the third-party supplier. Sales of Operating Reserve-Spinning and Operating Reserve-Supplemental will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except where the Commission has granted authorization. Sales of Regulation and Frequency Response Service and Reactive Supply and Voltage Control Service will not include sales to a public utility that is purchasing ancillary services to satisfy its own open access transmission tariff requirements to offer ancillary services to its own customers, except at rates not to exceed the buying public utility transmission provider's OATT rate for the same service or where the Commission has granted authorization.



8) Revisions

Seller may file revisions of this Tariff with the Commission. Nothing contained in this Tariff shall be construed as affecting or limiting in any way the right of Seller to unilaterally file with the Commission for a change in any aspect of this Tariff under Section 205 of the Federal Power Act pursuant to the Commission's Rules and Regulations.

9) Effective Date

This Tariff shall become effective on the date specified by the Commission.

FERC rendition of the electronically filed tariff records in Docket No. ER15-02631-000  
Filing Data:  
CID: C004953  
Filing Title: Application for Market-Based Rate Tariff, Blanket Approval and Waivers  
Company Filing Identifier: 2  
Type of Filing Code: 400  
Associated Filing Identifier:  
Tariff Title: Market-Based Rate Tariff  
Tariff ID: 1  
Payment Confirmation:  
Suspension Motion:

Tariff Record Data:  
Record Content Description, Tariff Record Title, Record Version Number, Option Code:  
FERC Electric Tariff, Market-Based Rates, 1.0.0, A  
Record Narrative Name:  
Tariff Record ID: 2  
Tariff Record Collation Value: 8388608 Tariff Record Parent Identifier: 0  
Proposed Date: 2015-11-09  
Priority Order: 1000000000  
Record Change Type: NEW  
Record Content Type: 1  
Associated Filing Identifier:

## **ODELL WIND FARM, LLC FERC ELECTRIC TARIFF**

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the Commission concerning seller's market-based rate authority, will constitute a violation of this Tariff.

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