

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

Rush Springs Wind Energy, LLC

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Docket No. EC17-____-000

**APPLICATION FOR AUTHORIZATION
UNDER SECTION 203 OF THE FEDERAL POWER ACT
AND REQUEST FOR EXPEDITED ACTION**

**PUBLIC VERSION
PRIVILEGED AND CONFIDENTIAL OMITTED
PURSUANT TO 18 C.F.R. § 388.112**

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October 7, 2016

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Pursuant to section 203(a)(1) of the Federal Power Act (“FPA”)¹ and part 33 of the regulations of the Federal Energy Regulatory Commission (“FERC” or “Commission”),² Rush Springs Wind Energy, LLC (“Rush Springs” or the “Applicant”) hereby submits this application (“Application”) requesting authorization for the indirect disposition of its jurisdictional facilities that may occur in connection with the sale of certain indirect, non-managing interests in Applicant to JPM Capital Corporation (“JPMCC”) or an affiliate thereof and EFS Renewables Holdings, LLC (“GE EFS” and, together with JPMCC or an affiliate thereof, collectively, the “Investors”). Specifically, Investors will acquire 100% of the Class B Membership Interests in Monarch Wind, LLC (“Monarch”), which will own 100% of the membership interests in Rush Springs (such acquisition by the Investors, the “Transaction”).³

As explained below, the Class B Membership Interests to be acquired in the Transaction

¹ 16 U.S.C. § 824b(a)(1).

² 18 C.F.R. Part 33.

³ To the extent that any of the Investors is currently a holding company within the meaning of FPA section 203(a)(2), such Investor is a holding company only with respect to exempt wholesale generators (“EWGs”), qualifying facilities (“QFs”), or foreign utility companies (“FUCOs”). Therefore, any such holding company’s involvement in the Transaction qualifies for blanket authorization pursuant to 18 C.F.R. § 33.1(c)(8) (i.e., authorization under FPA section 203(a)(2) for holding companies that are holding companies solely by virtue of owning one or more EWGs, QFs, or FUCOs to acquire additional securities of EWGs, QFs, or FUCOs). Applicant also believes that any such holding company’s involvement in the Transaction qualifies for blanket authorization under 18 C.F.R. § 33.1(c)(2)(i) (authorizing acquisitions of non-voting securities that do not convey sufficient veto rights over management actions so as to convey control).

are passive tax equity interests, and will not give the Investors a voice in the day-to-day public utility activities of the Applicant except for those veto and consent rights necessary to allow Investors to protect their investment in Applicant. For that reason the Transaction may not require Commission approval. Nevertheless, in accordance with Commission precedent, Applicant requests that the Commission review and authorize the Transaction under section 203 of the FPA without making a determination as to jurisdiction.⁴

I. REQUEST FOR EXPEDITED CONSIDERATION

Applicant requests that the Commission provide for a 21-day comment period⁵ and further requests the issuance of an order approving the Transaction no later than November 28, 2016. Approval of the Transaction by that time will allow the Transaction to close as soon as possible after issuance of the order, so that the parties can realize the benefits of the Transaction. Expedited consideration of this Application is warranted under 18 C.F.R. § 33.11(b) and (c) of the Commission's regulations because the Transaction: (1) does not involve a merger; (2) is consistent with Commission precedent; and (3) does not require an Appendix A analysis. In addition, as explained below and in Exhibit M, the Transaction does not raise any cross-subsidization or encumbrance concerns.

II. REQUEST FOR PRIVILEGED AND CONFIDENTIAL TREATMENT

Pursuant to 18 C.F.R. § 388.112(b) of the Commission's regulations, Applicant requests confidential treatment for Exhibit I, which contains an executed Letter of Intent dated August 17,

⁴ See, e.g., *Southern Co.*, 92 FERC ¶ 62,260 (2000); *Nat'l Elec. Assocs. Ltd. P'ship*, 80 FERC ¶ 62,116 n.2 (1997) (citing *Ocean State Power*, 47 FERC ¶ 61,321 (1989)) (Commission makes no jurisdictional determination but assumes jurisdiction in light of the need for expedited action).

⁵ See *Transactions Subject to FPA Sec. 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 (2005), *order on reh'g*, Order No. 669-A, FERC Stats. & Regs. ¶ 31,214 at P 155 (2006) (establishing a 21-day comment period for section 203 applications that do not require a detailed Appendix A analysis and that do not raise cross-subsidization concerns), *order on reh'g*, Order No. 669-B, FERC Stats. & Regs. ¶ 31,225 (2006) (collectively, "Order No. 669").

2016, pursuant to which the Transaction is expected to occur. The information contained in Exhibit I is commercially sensitive and not publicly available, and disclosure of the information may cause substantial harm or result in a competitive disadvantage to the Applicant and other parties. The Applicant is electronically filing confidential and public versions of this Application and asks that the confidential version be placed in the Commission's non-public files. Applicant understands that the Commission staff will notify it in advance of any public disclosure of any information contained in Exhibit I.

Any questions concerning this request for confidential treatment should be directed to the following:

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As required by the Commission's regulations,⁶ Applicant has included as Attachment 1 to this Application a proposed protective order under which parties to the proceeding will be able to review the information for which privileged treatment is sought. The proposed form of protective order is identical to the Commission's Model Protective Order.

III. DESCRIPTION OF THE APPLICANT AND INVESTORS

A. Rush Springs and Affiliates

Rush Springs, a Delaware limited liability company, will own and operate a wind generating facility (the "Facility") with a nameplate capacity of approximately 249.9 MW located in Grady and Stephens Counties, Oklahoma within the Southwest Power Pool, Inc.

⁶ See 18 C.F.R. § 33.9.

(“SPP”) balancing authority area (“BAA”). Rush Springs is party to a generator interconnection agreement (“GIA”) with SPP and AEP Oklahoma Transmission Company, Inc., and may start producing test energy later in October 2016. The Facility’s power will be sold into the SPP market, with separate contracts-for-differences with Owens Corning and Equinix, both of which are non-affiliates, for 100% of the output of the Facility. Rush Springs is an exempt wholesale generator (“EWG”)⁷ and is authorized by the Commission to sell power at market-based rates.⁸

Applicant is a wholly-owned indirect subsidiary of ESI Energy, LLC. ESI Energy, LLC is a wholly-owned direct subsidiary of NextEra Energy Resources, LLC (“NextEra Resources”), which is a wholly-owned direct subsidiary of NextEra Energy Capital Holdings, Inc., a Florida corporation, which in turn is a wholly-owned direct subsidiary of NextEra Energy, Inc. (“NextEra”), a Florida corporation. NextEra Resources is the competitive power subsidiary of NextEra. Through subsidiaries and affiliates, NextEra Resources currently owns or controls generating facilities in 25 States and Canada with a combined net generating capacity of over 20,000 MW.⁹

NextEra Resources’ subsidiaries own various interconnection facilities used solely for connecting generating facilities to the transmission grid. In some instances, the Commission has required NextEra Resources’ subsidiaries to file an Open Access Transmission Tariff (“OATT”) after receiving a request for service from a third party. First, certain NextEra Resources’

⁷ See Notice of Effectiveness of Exempt Wholesale Generator Status of Rush Springs Wind Energy, LLC, Docket No. EG16-116-000 (issued Sep. 9, 2016).

⁸ See *Rush Springs Wind Energy, LLC*, Docket No. ER16-2240-000, Letter Order (issued Aug. 30, 2016).

⁹ Substantial interests in some of these facilities are held by NextEra Energy Partners, LP (“NextEra Partners”), a publicly traded “yieldco” whose shares are traded on the New York Stock Exchange. NextEra Resources controls NextEra Partners, and all public share ownership in NextEra Partners consists of passive, limited partnership interests. NextEra Partners also owns NET Midstream, which owns a portfolio of seven long-term contracted intra-state natural gas pipelines in Texas and Louisiana. The six pipelines in Texas are regulated by the Texas Railroad Commission, and the single, one-mile pipeline in Louisiana serves only one customer and thus is not rate-regulated.

subsidiaries have an ownership interest in Sagebrush, which filed an OATT on December 7, 2009 in Docket No. EL10-23-000.¹⁰ Second, the Commission directed Sky River, LLC to submit an OATT for transmission service over the Wilderness Line for non-owners, which was submitted to the Commission on April 1, 2011 in Docket No. ER11-3277-000.¹¹ In addition, a number of other subsidiaries have received waivers from the Commission’s open access policies in connection with joint use of interconnection facilities by affiliated companies.¹² These have since been superseded by the blanket waiver granted by the Commission in Order No. 807.¹³

NextEra also owns Florida Power & Light Company (“FPL”), a franchised public utility that provides wholesale and retail electric service to customers in the State of Florida. To serve this load, FPL owns approximately 24,100 MW of generation in peninsular Florida. FPL’s transmission facilities are located within the State of Florida and are administered pursuant to the FPL OATT, which is on file with the Commission.¹⁴

Additionally, NextEra owns NextEra Energy Transmission, LLC (“NEET” and f/k/a U.S. Transmission Holdings, LLC), which in turn owns New Hampshire Transmission, LLC (“NHT”), a public utility that owns a single transmission asset, the Seabrook Substation, located

¹⁰ *Sagebrush, a California P’ship*, 130 FERC ¶ 61,093, *order on reh’g*, 132 FERC ¶ 61,234 (2010).

¹¹ *Sky River LLC*, 136 FERC ¶ 61,162 (2011).

¹² *See Peetz Table Wind Energy, LLC*, 123 FERC ¶ 61,192 (2008); *FPL Energy Oliver Wind, LLC*, 123 FERC ¶ 61,246 (2008); *Ashtabula Wind, LLC*, 127 FERC ¶ 61,215 (2009); 134 FERC ¶ 61,056 (2011); *Langdon Wind, LLC*, 127 FERC ¶ 61,212 (2009); *Crystal Lake Wind, LLC*, 127 FERC ¶ 61,213 (2009); *Story Wind, LLC*, 128 FERC ¶ 61,080 (2009); *Minco Wind Interconnection Services, LLC*, 137 FERC ¶ 61,224 (2011); *High Majestic Wind Energy Center, LLC*, 139 FERC ¶ 61,220 (2012); *Limon Wind, LLC*, 141 FERC ¶ 61,064 (2012); *Sky River LLC*, 143 FERC ¶ 61,241 (2013); *Genesis Solar, LLC*, 145 FERC ¶ 61,142 (2013); *Desert Sunlight 250, LLC et al.*, 145 FERC ¶ 61,065 (2013); *Palo Duro Interconnection, LLC*, 149 FERC ¶ 61,205 (2014); *Seiling Wind Interconnection Services, LLC*, 149 FERC ¶ 61,155 (2014); *FPL Energy Oklahoma Wind, LLC*, Docket No. OA14-3-000, 149 FERC ¶ 61,131(2014); and *Limon Wind II, LLC and Limon Wind III, LLC*, Docket No. OA14-4-000, 150 FERC ¶ 61,136 (2015).

¹³ *Open Access and Priority rights on Interconnection Customer’s Interconnection Facilities*, 150 FERC ¶ 61,211 (2015), Order No. 807, at P 89.

¹⁴ FPL FERC Electric Tariff, 2nd Revised Volume No. 6.

in Seabrook, New Hampshire. NHT provides wholesale transmission service to its affiliate, NextEra Energy Seabrook, LLC, through a Local Network Service Tariff on file with the Commission.¹⁵ ISO New England, Inc. has operational control of the regional transmission facilities associated with the Seabrook Substation.¹⁶ NEET also owns Lone Star Transmission, LLC, a non-jurisdictional electric transmission service provider in Texas that is subject to regulation by the Public Utility Commission of Texas.

Finally, NextEra Energy Transmission West, LLC (“NEET West”), a wholly-owned subsidiary of NEET, has received Commission approval of an initial Transmission Owner Tariff including a formula rate designed to calculate NEET West’s annual transmission revenue requirement, and of certain incentive rate treatments for NEET’s investment in two transmission projects to be developed as a part of the California Independent System Operator (“CAISO”) controlled grid.¹⁷ NEET does not own, control or have under development any transmission facilities in the SPP market other than potential projects pursuant to competitive solicitations.

The following is a brief description of the Applicant’s affiliates operating in the SPP market:¹⁸

¹⁵ New Hampshire Transmission, LLC, FERC Electric Tariff No. 3.

¹⁶ See ISO New England, Inc. FERC Electric Tariff No. 3, Schedule 21 NHT, Original Sheet No. 4200.

¹⁷ *NextEra Energy Transmission West, LLC*, 154 FERC ¶ 61,009 (2016) (accepting and suspending the initial Transmission Owner Tariff, subject to condition and refund); 155 FERC ¶ 61,258 (Order on compliance filing); 156 FERC ¶ 61,095 (2016) (Order on compliance filing). A proposed settlement on the issue of NEET West’s return on equity was filed with the Commission on September 14, 2016.

¹⁸ For clarity, this list includes only those affiliates of Applicant that own or control generation or sell electric power in the SPP region. Applicant also has several other affiliates in the SPP region with market-based rate authority who do not own or control generation or sell electric power but only obtained market-based rate authority to facilitate participation in a project financing. These entities are Brady Interconnection, Docket No. ER16-2453-000, Letter Order (issued Sept. 22, 2016); Palo Duro Wind Interconnection Services, LLC, Docket No. ER15-58-000, Letter Order (issued Nov. 20, 2014); Seiling Wind Interconnection Services, LLC, Docket No. ER15-30-000, Letter Order (issued Nov. 25, 2014); and Minco Wind Interconnection Services, LLC, Docket No. ER12-895-000, Letter Order (issued Feb. 29, 2012).

Blackwell Wind, LLC (“Blackwell”). Blackwell owns and operates a 59.8 MW wind-powered generation facility located in Kay County, Oklahoma. Blackwell Wind is authorized by the Commission to sell power at market-based rates.¹⁹ All of Blackwell’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Brady Wind, LLC (“Brady Wind”). Brady Wind will own and operate a 149.7 MW wind-powered generating facility located in Stark County, North Dakota. Brady Wind is authorized by the Commission to sell power at market-based rates.²⁰ All of Brady Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Brady Wind II, LLC (“Brady Wind II”). Brady Wind II will own and operate a 149 MW wind-powered generating facility located in Hettinger and Stark Counties, North Dakota. Brady Wind II is authorized by the Commission to sell power at market-based rates.²¹ All of Brady Wind II’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Breckinridge Wind Project, LLC (“Breckinridge”). Breckinridge owns and operates a 98.1 MW wind-powered generation facility located in Garfield County, Oklahoma. Breckinridge is authorized by the Commission to sell power at market-based rates.²² All of Breckinridge’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Cedar Bluff Wind, LLC (“Cedar Bluff”). Cedar Bluff owns and operates a 200 MW wind-powered generation facility located in Ness, Ellis and Trego counties, Kansas. Cedar Bluff is authorized by the Commission to sell power at market-based rates.²³ All of Cedar Bluff’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Chaves County Solar, LLC (“Chaves Solar”). Chaves Solar owns and operates a 70 MW photovoltaic generating facility located in Chaves County, New Mexico. Chaves Solar is authorized by the Commission to sell power at market-based rates.²⁴ All of Chaves Solar’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Cimarron Wind Energy, LLC (“Cimarron Wind”). Cimarron Wind owns and operates a 165.6 MW wind-powered generation facility located in Gray County, Kansas. Cimarron Wind is authorized by the Commission to sell power at market-based rates.²⁵ All of Cimarron Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

¹⁹ *Blackwell Wind, LLC*, Docket No. ER12-569-000, Letter Order (issued Jan. 24, 2012).

²⁰ *Brady Wind, LLC*, Docket No. ER16-2190-000, Letter Order (issued Oct. 30, 2016).

²¹ *Brady Wind II, LLC*, Docket No. ER16-2191-000, Letter Order (issued Oct. 30, 2016).

²² *Breckinridge Wind Project, LLC*, Docket No. ER15-1925-000, Letter Order (issued Aug. 11, 2015).

²³ *Cedar Bluff Wind, LLC*, Docket No. ER15-2676-000, Letter Order (issued Nov. 13, 2015).

²⁴ *Chaves County Solar, LLC*, Docket No. ER16-1672-000, Letter Order (issued Aug. 2, 2016).

²⁵ *Cimarron Wind Energy, LLC*, Docket No. ER12-775-000, Letter order (issued Mar. 5, 2012).

Elk City Wind, LLC (“Elk City”). Elk City owns and operates a 98.9 MW wind-powered generation facility located in Roger Mills County, Oklahoma. Elk City is authorized by the Commission to sell power at market-based rates.²⁶ All of Elk City’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Elk City Wind II, LLC (“Elk City II”). Elk City II owns and operates a 100.8 MW wind-powered generation facility located in Roger Mills and Beckham Counties, Oklahoma. Elk City II is authorized by the Commission to sell power at market-based rates.²⁷ Elk City II currently sells its output into the SPP market. As of June 1, 2019, all of the capacity will be fully committed pursuant to a PPA with a non-affiliate.

Ensign Wind, LLC (“Ensign Wind”). Ensign owns and operates a 98.9 MW wind-powered generation facility located in Gray and Meade Counties, Kansas. Ensign Wind is authorized by the Commission to sell power at market-based rates.²⁸ All of Ensign Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Florida Power & Light Company. FPL is a franchised public utility that provides wholesale and retail electric service to customers in the State of Florida. To serve its load, FPL owns approximately 25,100 MW of generation in Peninsular Florida. This generation is used to serve FPL’s load in Florida, and FPL owns no generation in the SPP BAA. Within the Southern Company Services, Inc. BAA, FPL owns a 76 percent share of the Scherer Unit 4 facility, providing it with a 651.1 MW (summer rating) share of the facility. In 1997, the Commission authorized FPL to engage in sales of energy and capacity outside of peninsular Florida at market-based rates,²⁹ and in 2015 the Commission authorized FPL to engage in sales of ancillary services at market-based rates in SPP and MISO.³⁰ In 2016 FPL received authorization to sell at market-based rates in some BAAs within peninsular Florida.³¹

FPL Energy Cowboy Wind, LLC (“Cowboy Wind”). Cowboy Wind owns and operates a 147 MW wind-powered generation facility located near Weatherford, Oklahoma. Cowboy Wind is authorized by the Commission to sell power at market-based rates.³² All of Cowboy Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

FPL Energy Oklahoma Wind, LLC (“Oklahoma Wind”). Oklahoma Wind owns and operates a 102 MW wind-powered generation facility in Harper and Woodward Counties, Oklahoma. Oklahoma Wind is authorized by the Commission to sell power at market-based

²⁶ *Elk City Wind, LLC*, Docket No. ER10-149-000, Letter Order (issued Dec. 31, 2009).

²⁷ *Elk City Wind II, LLC*, Docket No. ER11-2037-000, Letter Order (issued Dec. 15, 2010).

²⁸ *Ensign Wind, LLC*, Docket No. ER12-2227-000, Letter Order (issued Aug. 8, 2012).

²⁹ *Florida Power & Light Co.*, 81 FERC ¶ 61,107 (1997), Docket No. ER97-3359-000

³⁰ *Florida Power & Light Co.*, Docket No. ER15-1933-000 Letter Order (issued Jul. 13, 2015).

³¹ *Florida Power & Light Company*, 155 FERC ¶ 61,192 (2016).

³² *FPL Energy Cowboy Wind, LLC*, Docket No. ER05-547-000, Letter Order (issued Mar. 23, 2005).

rates.³³ All of Oklahoma Wind's capacity is fully committed pursuant to a PPA with a non-affiliate.

FPL Energy Sooner Wind, LLC ("Sooner Wind"). Sooner Wind owns and operates a 51 MW wind-powered generation facility located in Harper and Woodward Counties, Oklahoma. Sooner Wind is authorized by the Commission to sell power at market-based rates.³⁴ All of Sooner Wind's capacity is fully committed pursuant to a PPA with a non-affiliate.

Gray County Wind Energy, LLC ("Gray County"). Gray County owns and operates a 112 MW wind-powered generation facility located in Gray County, Kansas. Gray County is authorized by the Commission to sell power at market-based rates.³⁵ All of Gray County's capacity is fully committed pursuant to a PPA with a non-affiliate.

High Majestic Wind Energy Center, LLC ("Majestic Wind"). Majestic Wind owns and operates a 79.5 MW wind-powered generation facility located in Carson County, Texas. Majestic Wind is authorized to sell power at market-based rates.³⁶ All of Majestic Wind's capacity is fully committed pursuant to a PPA with a non-affiliate.

High Majestic Wind II, LLC ("High Majestic II"). High Majestic II owns and operates a 79.6 MW wind-powered generation facility located in Carson County, Texas. High Majestic II is authorized to sell power at market-based rates.³⁷ High Majestic II is authorized to sell power at market-based rates. All of High Majestic II's capacity is fully committed pursuant to a PPA with a non-affiliate.

Kingman Wind Energy I, LLC ("Kingman I"). Kingman I will own and operate a 103.3 MW wind-powered generating facility located in Kingman County, Kansas. Kingman I is authorized by the Commission to sell power at market-based rates.³⁸ All of Kingman I's capacity is fully committed pursuant to a PPA with a non-affiliate.

Kingman Wind Energy II, LLC ("Kingman II"). Kingman II will own and operate a 103.3 MW wind-powered generating facility located in Kingman County, Kansas. Kingman II is authorized by the Commission to sell power at market-based rates.³⁹ All of Kingman II's capacity is fully committed pursuant to a PPA with a non-affiliate.

³³ *FPL Energy Oklahoma Wind, LLC*, Docket No. ER03-1332-000, Letter Order (issued Oct. 22, 2003).

³⁴ *FPL Energy Sooner Wind, LLC*, Docket No. ER03-1333-000, Letter Order (issued Dec. 19, 2003).

³⁵ *Gray County Wind Energy, LLC*, Docket No. ER01-1972-000, Letter Order (issued July 3, 2001).

³⁶ *High Majestic Wind Energy Center, LLC, et al.*, Docket No. ER10-1-000 *et al.*, Letter Order (issued Dec. 3, 2010).

³⁷ *High Majestic Wind II, LLC*, Docket No. ER12-1228-000, Letter Order (issued May. 3, 2012).

³⁸ *Kingman Wind Energy I, LLC*, Docket No. ER16-2275-000, Letter Order (issued Aug. 30, 2016).

³⁹ *Kingman Wind Energy II, LLC*, Docket No. ER16-2276-000, Letter Order (issued Aug. 30, 2016).

Mammoth Plains Wind Project, LLC (“Mammoth Plains”). Mammoth Plains owns and operates a 200 MW wind-powered generating facility located in Dewey and Blaine Counties, Oklahoma. Mammoth Plains is authorized by the Commission to sell power at market-based rates.⁴⁰ All of Mammoth Plains’ capacity is fully committed pursuant to a PPA with a non-affiliate.

Minco Wind, LLC (“Minco Wind”). Minco Wind owns and operates a 99.2 MW wind-powered generating facility located in Grady County, Oklahoma. Minco Wind is authorized by the Commission to sell power at market-based rates.⁴¹ All of Minco Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Minco Wind II, LLC (“Minco II”). Minco II owns and operates a 108.8 MW wind-powered generating facility located in Gray and Caddo Counties, Oklahoma. Minco II is authorized by the Commission to sell power at market-based rates.⁴² All of Minco II’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Minco Wind III, LLC (“Minco III”). Minco III owns and operates a 100.8 MW wind-powered generating facility located in Gray and Caddo Counties, Oklahoma. Minco III is authorized by the Commission to sell power at market-based rates.⁴³ All of Minco III’s capacity is fully committed pursuant to a PPA with a non-affiliate.

NextEra Energy Power Marketing, LLC (“NEPM”). NEPM (f/k/a FPL Energy Power Marketing, LLC) is an affiliated power marketer with its principal place of business in Juno Beach, Florida. NEPM is authorized by the Commission to sell power at market-based rates.⁴⁴ NEPM, however, does not own, control or operate any generation in the region that is not otherwise deemed to be owned, controlled or operated by NEPM’s affiliates.

NEPM II, LLC (“NEPM II”). NEPM II is an affiliated power marketer with its principal place of business in Juno Beach, Florida. NEPM II is authorized by the Commission to sell power at market-based rates.⁴⁵ NEPM II, however, does not own, control or operate any generation in the region that is not otherwise deemed to be owned, controlled or operated by NEPM II’s affiliates.

Ninnescah Wind Energy, LLC (“Ninnescah Wind”). Ninnescah Wind will own and operate a 208.3 MW wind-powered generating facility located in Pratt, Kingman, and Sedgwick Counties, Kansas. Ninnescah Wind is authorized by the Commission to sell power at market-

⁴⁰ *Mammoth Plains Wind Project, LLC*, Docket No. ER14-2707-000, Letter Order (issued Oct. 24, 2014).

⁴¹ *Minco Wind, LLC*, Docket No. ER10-2720-000, Letter Order (issued Oct. 20, 2010).

⁴² *Minco Wind II, LLC*, Docket No. ER11-4428-000, Letter Order (issued Nov. 22, 2011).

⁴³ *Minco Wind III, LLC*, Docket No. ER12-1880-000, Letter Order (issued Jul. 12, 2012).

⁴⁴ *NextEra Energy Power Marketing, LLC*, Docket No. ER09-832-000, Letter Order (issued Apr. 16, 2009).

⁴⁵ *See NEPM II, LLC*, Docket No. ER11-4462-000, Letter Order (issued Dec. 9, 2011).

based rates.⁴⁶ All of Ninnescah Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Osborn Wind Energy, LLC (“Osborn Wind”). Osborn Wind will own and operate a 200.9 MW wind-powered generation facility located in DeKalb County, Missouri. Osborn Wind is authorized by the Commission to sell power at market-based rates.⁴⁷ Osborn Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Palo Duro Wind Energy, LLC (“Palo Duro”). Palo Duro owns and operates a wind-powered generating facility with 263 MW aggregate nameplate capacity located in located in Beaver County, Oklahoma and Ochiltree and Hansford Counties, Texas. Palo Duro is authorized by the Commission to sell power at market-based rates.⁴⁸ All of Palo Duro’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Roswell Solar, LLC (“Roswell Solar”). Roswell Solar owns and operates a 70 MW wind-powered generating facility located in Chaves County, New Mexico. Roswell Solar is authorized by the Commission to sell power at market-based rates.⁴⁹ All of Roswell Solar’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Seiling Wind, LLC (“Seiling Wind”). Seiling Wind owns and operates a 200 MW wind-powered generating facility located in Dewey County, Oklahoma. Seiling Wind is authorized by the Commission to sell power at market-based rates.⁵⁰ All of Seiling Wind’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Seiling Wind II, LLC (“Seiling Wind II”). Seiling Wind II owns and operates a 100 MW wind-powered generating facility located in Dewey and Woodward Counties, Oklahoma. Seiling Wind II is authorized by the Commission to sell power at market-based rates.⁵¹ All of Seiling Wind II’s capacity is fully committed pursuant to a PPA with a non-affiliate.

Steele Flats Wind Project, LLC (“Steele Flats”). Steele Flats owns and operates a 75 MW wind-powered generating facility located in Jefferson County and Gage County, Nebraska. Steele Flats is authorized by the Commission to sell power at market-based rates.⁵² All of Steele Flat’s capacity is fully committed pursuant to a PPA with a non-affiliate.

⁴⁶ *Ninnescah Wind Energy, LLC*, Docket No. ER16-2241-000, Letter Order (issued Aug. 30, 2016).

⁴⁷ *Osborn Wind Energy, LLC*, Docket No. ER16-2297-000, Letter Order (issued Aug. 30, 2016).

⁴⁸ *Palo Duro Wind Energy, LLC*, Docket No. ER14-2710-000, Letter Order (issued Oct. 24, 2014).

⁴⁹ *Roswell Solar, LLC*, Docket No. ER16-1440-000, Letter Order (issued July 13, 2016).

⁵⁰ *Seiling Wind II, LLC*, Docket No. ER14-2708-000, Letter Order (issued Oct. 24, 2014).

⁵¹ *Seiling Wind II, LLC*, Docket No. ER14-2709-000, Letter Order (issued Oct. 24, 2014).

⁵² *Steele Flats Wind Project, LLC*, Docket No. ER13-2474-000, Letter Order (issued Nov. 21, 2013).

B. The Investors

1. JPMCC

JPMCC, a Delaware corporation, is an indirect, wholly-owned subsidiary of JPMorgan Chase & Co. (“JPMorgan Chase”), an international financial services company. JPMorgan Chase, a publicly-traded Delaware corporation with its headquarters in New York, New York, is a financial holding company regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended.

JPMCC and JPMorgan Chase are not primarily engaged in energy-related business activities and do not directly own or control any electric generation or transmission assets. None of JPMorgan Chase’s affiliates own any electric transmission (other than limited interconnection facilities) or interstate natural gas pipeline facilities. Further, JPMorgan Chase does not control and is not affiliated with any entity that controls any essential inputs to generation in the relevant market, including any intrastate pipeline facilities.

Through direct or indirect subsidiaries, JPMorgan Chase has a number of energy affiliates that engage in wholesale sales of electricity in the United States and that own various interests in electric generating facilities. For example, J.P. Morgan Ventures Energy Corporation (“JPMVEC”), a non-banking affiliate of JPMCC and wholly-owned subsidiary of JPMorgan Chase, is currently authorized to sell capacity, energy, and ancillary services at market-based rates in all regions of the United States, except SPP.⁵³ BE CA, LLC (“BE CA”), an indirect subsidiary of JPMVEC, is party to a tolling agreement that conveys the exclusive right to the

⁵³ JPMVEC obtained market-based rate authority on September 20, 2005 in Docket No. ER05-1232-000. The Commission accepted a Notice of Succession on December 29, 2008, pursuant to which JPMVEC succeeded to Bear Energy LP’s market-based rate tariff and issued a revised rate schedule. On November 17, 2010, the Commission accepted JPMVEC’s baseline e-tariff filing, filed to comply with Order No. 714. JPMVEC is currently a Category 2 Seller in the Northeast region and a Category 1 Seller in all other regions as defined in 18 C.F.R. 35.36(a).

output of several generation facilities located in the CAISO BAA, but BE CA has fully re-tolled the rights with respect to those generating facilities to an unaffiliated third party and thus neither BE CA nor any other JPMCC subsidiary or affiliate controls the output of these generating facilities. Aside from this tolling agreement, BE CA and several other direct and indirect subsidiaries of JPMVEC are authorized to sell capacity, energy, and ancillary services in various regions.⁵⁴

JPMCC holds direct or indirect, passive, non-controlling interests in various companies that own and operate wind- and solar-powered electric generation facilities in the United States, but these entities are generally not considered to be affiliates in accordance with *AES Creative Resources, L.P.*, 129 FERC ¶ 61,239 (2009) (“*AES Creative*”).

JPMP Wind Energy (Noble), LLC (“JPMP Noble”), a wholly owned, indirect subsidiary of JPMorgan Chase and affiliate of JPMCC, owns an indirect interest in Noble Great Plains Windpark, a 114 MW wind generation facility located in the SPP BAA. JPMP Noble has only limited consent rights in the management of the holding company that owns this wind project, and JPMP Noble does not exercise day-to-day control over the wind project’s jurisdictional activities.⁵⁵ To be clear, although JPMP Noble’s rights with respect to the Noble Great Plains

⁵⁴ BE CA originally obtained market-based rate authority in Docket No. ER07-1113-000. *See BE CA, LLC et al.*, Docket No. ER07-1113-000, Letter Order (August 9, 2007) (unpublished). BE CA is a Category 1 Seller as defined in 18 C.F.R. 35.36(a).

⁵⁵ JPMP Noble owns 28 percent of the interests in Noble Environmental Power, LLC (“NEP”). NEP indirectly owns 100 percent of the interests in Noble Great Plains Windpark, LLC (“Noble Great Plains”). JPMP Noble has only limited consent rights in the management of NEP and does not exercise day-to-day control over Noble Great Plains’ jurisdictional activities. JPMP Noble has the right to elect two of the voting members of NEP’s Board of Managers, but at present it does not have any representatives on the NEP Board of Managers. The NEP Board of Managers has the sole right to manage the business and affairs of NEP. Currently the Board of Managers consists of the CEO and four members selected by Paragon Noble LLC, NEP’s current secured lender (“Paragon Noble”). Noble Great Plains and certain of its affiliates have applied to the Commission for authorization under Section 203 of the FPA for the disposition of jurisdictional facilities resulting from a transaction involving the restructuring of certain membership interests in NEP. *Application for Authorization under Section 203 of the Federal Power Act and Request for Waivers, Confidential Treatment, and Expedited Consideration of Noble Altona Windpark, LLC, et al.* Docket No. EC16-183-000 (filed September 16, 2016) (“Noble Application”). As described

Windpark are limited, JPMCC has not characterized the interests held by this affiliate as non-controlling in accordance with *AES Creative*.

Neither JPMCC nor any subsidiary or upstream owner of JPMCC directly or indirectly owns or controls (1) any operational electric generation in the SPP BAA, (2) any electric transmission or distribution facilities in the SPP BAA, (3) any intrastate natural gas transportation, intrastate natural gas storage or distribution facilities; sites for generation capacity development; physical coal supply sources and ownership of or control over who may access transportation of coal supplies in the SPP BAA, or (4) any franchised public utility in the United States. Except for the interests discussed above with respect to Noble Great Plains Windpark, the same is true for JPMCC's affiliates. Because in the relevant market JPMCC owns only such passive, non-managing membership interests in electric generation and limited and discrete transmission assets associated with the energy projects in which JPMCC owns such passive, non-managing membership interests, Applicant requests a waiver from including a list of JPMCC's energy subsidiaries and affiliates in Exhibit B.⁵⁶

Subsidiaries of JPMorgan Chase also may manage mutual funds, other collective investment vehicles, separate accounts, or any combination thereof as a fiduciary on behalf of persons who hold interests in such funds, investment vehicles, or separate accounts, and such

in the Noble Application, as a result of the transaction for which authorization is requested therein, the existing ownership interests in NEP will be cancelled and 100 percent of the new ownership interests will be issued to Paragon Noble.

⁵⁶ In some cases, JPMCC affiliates with market-based rate authority have filed with the Commission information demonstrating that these companies are not considered to be affiliates in accordance with *AES Creative*, and as long as the relevant facts presented in such demonstrations remain accurate, JPMCC does not treat such companies as being affiliates for purposes of the Commission's market power analyses under sections 203 and 205 of the FPA. However, in certain other cases, even if JPMCC's interests in companies with electric generation facilities are passive, non-controlling interests, affiliates of JPMCC that have market-based rates on file with the Commission have not made a filing demonstrating that the companies are not affiliates under *AES Creative*. In these latter cases, out of an abundance of caution, JPMCC treats such companies in which it has made investments as affiliates for purposes of the Commission's market power analyses. None of these entities are within the SPP BAA, however, thus they are not further discussed in this filing.

funds, investment vehicles, and separate accounts may buy and sell securities of public utilities and other companies engaged in energy-related activities without exercising control over such public utilities or other companies.

2. GE EFS

GE EFS is a wholly-owned subsidiary of Aircraft Services Corporation (“ASC”). ASC is owned 26.89% by Retailer Credit Services, Inc., 12.67% by EFS-L INC., 12.67% by SFG XXVII Inc., 12.67% by FULL SERVICE LEASING CORP., and 35.10% by GE Capital US Holdings, Inc. (“GECUS”). Each of Retailer Credit Services, Inc., EFS-L, INC., SFGXXVII INC. and FULL SERVICE LEASING CORP. is owned 100% by GECUS. GECUS is owned 100% by GE Capital Global Holdings, LLC, which is itself owned 100% by General Electric Company (“GE”).

Through its subsidiaries, GE is a passive owner of, and investor in, a number of generating facilities in the United States. GE holds four types of passive ownership interests in generating facilities:

1. Lease interests, where a GE affiliate acts as a passive lessor in sale/leaseback arrangements;
2. Tax equity interests, which are a separate class of securities with only limited consent rights and rights to remove the general partner/managing member for cause under the applicable limited partnership agreement or LLC agreement;
3. Limited partnership or non-managing limited liability interests, where a GE affiliate holds majority interests in the investment, but has limited consent rights and rights to remove the general partner/managing member under the applicable limited partnership agreement or LLC agreement; and
4. Limited partnership or non-managing limited liability company interests, where a GE affiliate has a minority investment and the majority partner controls operation of the partnership or company.

In each case, the lessee, majority partner, or owner-manager is not a GE affiliate and has

control over the management, operation, and maintenance of the facility and wholesale sales of its output. Where a GE affiliate is the legal or beneficial owner of the above-described jurisdictional facilities, it is the lessee or owner-manager, not the GE affiliate, that is a “public utility” subject to the Commission’s jurisdiction under the FPA.⁵⁷

In addition to the interests described above, GE affiliates have non-passive interests in generating facilities in the U.S., but these affiliates do not control any generating facilities within the SPP BAA. As GE EFS thus has no potential affiliation with electric generating facilities in the relevant market, the Applicant requests a waiver from including a list of GE EFS’s energy subsidiaries and affiliates in Exhibit B.

In another region, GE is affiliated with Linden VFT, LLC (“Linden VFT”), which owns a merchant transmission facility (the “VFT Facility”) on a site within the Bayway Refinery in Linden, New Jersey.⁵⁸ The VFT Facility, consisting of three variable frequency transformers, connects the PJM Interconnection, L.L.C. (“PJM”) and New York Independent System Operator, Inc. (“NYISO”) service territories making use of certain transmission equipment owned by Cogen Technologies Linden Venture, L.P. (“Linden Cogen”).⁵⁹ PJM has operational control of the VFT Facility, and transmission service over the VFT Facility is provided under the merchant

⁵⁷ The Commission previously has recognized that such lease transactions constitute financing mechanisms and that the beneficial and legal owners of leased electric generating facilities in such instances play only a passive landlord role in the generation and sale of electric power. *See, e.g., EME Homer City Generation L.P.*, 97 FERC ¶ 61,110 (2001); *Baltimore Refuse Energy Sys. Co.*, 40 FERC ¶ 61,366 (1987); *Pac. Power & Light Co.*, 3 FERC ¶ 61,119 (1978).

⁵⁸ *Linden VFT, LLC*, 119 FERC ¶ 61,066, *order granting clarification*, 120 FERC ¶ 61,242 (2007).

⁵⁹ In addition to three variable frequency transformers, the VFT Facility comprises a total of approximately 1,300 feet of 230 kV and 345 kV transmission cables between its interconnection point with PJM and its point of connection with the transmission facilities that Linden Cogen constructed and operates to connect its generation units 1-5 to the transmission facilities of Consolidated Edison Company of New York, Inc. located in Staten Island, New York. *Id.*

transmission provisions of PJM’s OATT.⁶⁰ All of the transmission capacity on the VFT Facility is committed to non-affiliated customers, except as purchased on the PJM Open Access Same-Time Information System (“OASIS”) pursuant to protocols established by PJM and NYISO.⁶¹ Aside from GE’s interest in Linden VFT, neither GE nor any of its affiliates owns or controls any transmission facilities in the United States, other than the limited interconnection facilities required to connect individual generating facilities to the transmission grid. In addition, neither GE nor any of its affiliates is a public utility that has a franchised electric service territory in the United States.

Also, an affiliate of GE holds a 50% indirect interest in Southern Star Central Gas Pipeline, Inc. (“Southern Star”). Southern Star is an interstate natural gas pipeline and storage system which is regulated by the Commission under the Natural Gas Act. Finally, GE is affiliated with Berkshire Feedline Acquisition Limited Partnership, which owns a 6.2 mile gas distribution pipeline in Massachusetts that is used primarily to transport natural gas from the Tennessee Gas Pipeline to the Pittsfield Generating Company generating facility, which is owned by a third-party. The pipeline also is used to transport gas to Berkshire Gas Company for distribution to Berkshire Gas Company’s retail consumers.

IV. DESCRIPTION OF THE TRANSACTION

A. The Transaction

Monarch will have two classes of membership interests, Class A Membership Interests, which are managing interests, and Class B Membership Interests, which are non-managing

⁶⁰ In accordance with the Commission’s order, transmission service on the VFT Facility is provided under the merchant transmission provisions of PJM’s OATT, and PJM has operational control over the VFT Facility. *Linden VFT, LLC*, 119 FERC ¶ 61,066 at P 18.

⁶¹ Linden VFT has sold all of its transmission capacity through May 2018 to customers pursuant to a Commission-approved open season process.

interests. In the Transaction the Investors will acquire 100% of the Class B Membership Interests in Monarch in exchange for cash consideration, and NextEra Resources will indirectly retain 100% of the Class A Membership Interests in Monarch. The Transaction may be accomplished in multiple steps (i.e., the Investors may acquire the Class B Membership Interests in Monarch on a serial basis that corresponds to the acquisition of the Applicant and another non-jurisdictional facility, respectively, by Monarch).⁶²

A wholly-owned indirect subsidiary of NextEra Resources, Monarch Wind Holdings, LLC (“Monarch Holdings”), a Delaware limited liability company, will be the Managing Member of Monarch. All of the day-to-day management of Monarch (and thus indirectly of the Applicant) and matters not constituting major decisions will be decided upon exclusively by Monarch Holdings as the Managing Member. Only in the case of a major decision will the Investors as the Class B Member have a vote.⁶³ Major decisions will only include certain major matters that could affect the Investors’ financial investment, such as the sale of the Applicant’s facilities, incurrence of indebtedness exceeding certain dollar thresholds, amending certain material contracts, filing of bankruptcy, or merging with another company. Otherwise, in no circumstances will the Investors have a vote with respect to day-to-day operation or maintenance of the facilities owned by the Applicant, including power sales.

⁶² Monarch also owns a wind energy generating facility, Javelina Wind Energy II, LLC, located in the area of the Electric Reliability Council of Texas. Investors will acquire the same interests in that facility as in Rush Springs, but that element of the Transaction is not jurisdictional to the Commission and therefore not presented for approval in this Application.

⁶³ Under certain circumstances, the Investors may vote to remove the Managing Member if the Managing Member breaches its standard of care under the LLC Agreement for Monarch. Additionally, the Investors may have consent rights with respect to certain other matters not involving day-to-day management of Monarch, including (i) the transfer of certain amounts of Class A Membership Interests and (ii) any amendments to the LLC Agreement necessary to implement the characterization of, and determination of, proceeds designated as compensation for any lost electrical production.

B. Jurisdictional Assets of Applicant

As of commercial operation of the Facility, the jurisdictional facilities of the Applicant will include its market-based rate tariff, associated books and records, and the Facility's interconnection facilities.

V. THE TRANSACTION IS CONSISTENT WITH THE PUBLIC INTEREST

Commission approval under section 203 of the FPA requires a finding that the Transaction will be consistent with the public interest.⁶⁴ In determining whether a proposed disposition of jurisdictional facilities is consistent with the public interest, the Commission considers four factors: (1) the effect on competition; (2) the effect on rates; (3) the effect on regulation; and (4) whether the proposed transaction will result in cross-subsidization of non-utility associate companies or pledge or encumbrance of utilities for the benefit of associate companies.⁶⁵ The proposed Transaction is consistent with the public interest under these criteria as outlined by the Commission in its regulations, in the *Merger Policy Statement*,⁶⁶ the *Supplemental Section 203 Policy Statement*,⁶⁷ and Order No. 669, and warrants approval as explained below.

A. The Transaction Will Not Have an Adverse Effect on Competition

The Commission should find that the proposed Transaction will not have an adverse effect on competition in the relevant market because it does not raise any horizontal or vertical market power concerns.

⁶⁴ See 16 U.S.C. § 824b(a)(4).

⁶⁵ See 18 C.F.R. § 2.26.

⁶⁶ *Inquiry Concerning the Comm'n's Merger Policy Under the Fed. Power Act: Policy Statement*, Order No. 592, FERC Stats. & Regs. ¶ 31,044 (1996), *recons. denied*, Order No. 592-A, 79 FERC ¶ 61,321 (1997) (codified at 18 C.F.R. pt. 2.26).

⁶⁷ *FPA Sec. 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 (2007), *order on clarif.*, 122 FERC ¶ 61,157 (2008).

1. The Transaction raises no horizontal market power concerns

The relevant geographic market for purposes of analyzing the Transaction is the SPP BAA. Section 33.3(a)(2)(i) of the Commission’s regulations states that a horizontal competitive screen analysis is not required if the applicant “[a]ffirmatively demonstrates that the merging entities do not currently conduct business in the same geographic markets or that the extent of the business transactions in the same geographic markets is *de minimis*.”⁶⁸ Under this standard, no horizontal competitive screen analysis is required with respect to the Transaction.

First, the Class B Membership Interests to be acquired in the Transaction are passive interests that do not constitute voting securities. Accordingly, there would be zero change in market shares or concentration levels as the Transaction would not result in a change in control over the Applicant’s generating facility. Second, none of Investors or their affiliates owns or controls generation capacity located in the SPP BAA; therefore, the proposed Transaction raises no horizontal market power concerns.⁶⁹ Finally, even if the Class B Membership Interests acquired by the Investors in the Transaction constituted voting securities (which they do not), under applicable Commission precedent the generation capacity falls under the Commission’s *de minimis* standard. Applicant and its NEER affiliates have only approximately 350 MW of uncommitted capacity in SPP (Rush Springs and Elk City II), as the vast majority of their

⁶⁸ 18 C.F.R. § 33.3(a)(2)(i). *See also Liberty Elec. Power*, 110 FERC ¶ 62,152 (2005) (approving transfer of jurisdictional facilities without requiring horizontal competitive screen analysis where parties held only *de minimis* interests in relevant markets).

⁶⁹ As described in Section III.B above, the generation companies in the SPP BAA in which Investors or their affiliates hold passive, non-managing interests are not affiliates of the Investors because the Commission has found that such investments are consistent with *AES Creative, supra*, and, thus, such generation companies are not affiliates of Investors and their affiliates. With respect to JPMP Noble, although JPMCC has not characterized the interests held by this affiliate as consistent with *AES Creative*, they are limited, non-controlling interests, as described above.

generation is already fully committed under long-term contracts, as detailed in Section III.A.⁷⁰ The SPP market has more than 83,000 MW of generation.⁷¹ Thus, the approximately 350 MW of generation that remains under Applicant's affiliates' control represents less than 0.5 % of generating capacity in SPP. The Investors are not affiliated with any generation capacity in the SPP market. Given these facts, the proposed Transaction does not raise any horizontal market power concerns because it will not result in a change in control of the Facility.

2. *The Transaction raises no vertical market power concerns*

Section 33.4(a)(2) of the Commission's regulations states that a vertical competitive analysis is not required if the applicants affirmatively demonstrate that "the merging entities currently do not provide inputs to electricity products . . . in the same geographic markets."⁷² Under this standard, no vertical competitive screen analysis is required because the Transaction does not involve the combination of control over generation with control over transmission or other vertical inputs to generation. Neither the Investors nor any of their affiliates own or control within the SPP BAA, the relevant geographic market: (i) any electric transmission facilities (other than interconnection facilities associated with electric generation); (ii) any intrastate natural gas transportation, storage, or distribution facilities; (iii) physical coal supply sources or access to transportation of coal supplies; or (iv) any generation capacity development sites that

⁷⁰ See *S. Co. Energy Mktg., LP*, 81 FERC ¶ 61,009 at 61,043 (1997); *accord Destec Energy, Inc.*, 79 FERC ¶ 61,373 at 62,571 (1997) (potential for increased market power resulting from merger was "at most *de minimis*" where "most of the generation capacity owned by the Applicants is committed under long-term contracts, which effectively removes the resources from Applicant's control"). See also *Pac. Nw. Generating Coop.*, 75 FERC ¶ 61,354 at 62,133 (1996); *Ill. Power Co.*, 71 FERC ¶ 61,172 at 61,632 (1995); *Morgan Stanley Capital Grp. Inc.*, 69 FERC ¶ 61,175 at 61,692 (1994), *modified on other grounds*, 72 FERC ¶ 61,082 (1995).

⁷¹ *SPP Fast Facts*, <https://spp.org/documents/28500/spp%20fast%20facts.pdf>.

⁷² 18 C.F.R. § 33.4(a)(1).

would constitute barriers to entry to the generation market.⁷³ Accordingly, the Transaction does not raise any vertical market power concerns.

B. The Transaction Will Have No Effect on Rates

The proposed Transaction will not have an adverse effect on the rates charged to either wholesale sales or transmission service customers. Following the proposed Transaction, all of the sales of electric energy from the Facility will be made at market-based rates authorized by the Commission. The Commission has previously ruled that market-based wholesale power sales do not raise concerns about a transaction's possible adverse effect on rates.⁷⁴ In addition, while certain affiliates of the Applicant currently provide unbundled transmission services as described above, costs attributable to the proposed Transaction will not be flowed through to transmission customers, and therefore their rates will not be affected by the Transaction.

C. The Transaction Will Have No Effect on Regulation

After the Transaction is consummated, the Commission will continue to have the same jurisdiction over wholesale sales of electric energy by the Applicant as it had before. The Transaction has no effect on state commission regulation and does not require any state commission approval. Therefore, the proposed Transaction will have no effect on regulation for purposes of the public interest determination by the Commission under FPA section 203.⁷⁵

D. The Transaction Will Not Result in Cross-Subsidization, Pledge, or Encumbrance of Utility Assets

Under section 203(a)(4) of the FPA and 18 C.F.R. § 2.26(f) of its regulations, the Commission considers whether a proposed transaction will result in cross-subsidization of a non-

⁷³ As described in Section III above, the Investors' holdings in energy-related assets are non-controlling, passive interests that do not convey any ability to exercise vertical market power.

⁷⁴ See, e.g., *Ameren Energy Generating Co.*, 145 FERC ¶ 61,034 at PP 83-88 (2013).

⁷⁵ See 18 C.F.R. § 2.26(e).

utility associate company by a utility company, or in a pledge or encumbrance of utility assets for the benefit of an associate company. As explained in Exhibit M, because the proposed Transaction does not involve a franchised public utility associate company that has captive ratepayers, it falls within one of the “safe harbors” identified by the Commission. In addition, based on facts and circumstances known to the Applicant or that are reasonably foreseeable, the Transaction will not result in, at the time of the Transaction or in the future, cross-subsidization of a non-utility associate company or the pledge or encumbrance of utility assets for the benefit of an associate company.

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

In compliance with 18 C.F.R. § 33.2 of the Commission’s regulations,⁷⁶ the Applicant submits the following information:

A. Section 33.2(a): Name and Principal Business Office of Applicant

Rush Springs Wind Energy, LLC
 700 Universe Blvd.
 Juno Beach, FL 33408-0428
 Tel: (561) 304-5685

B. Section 33.2(b): Names and Addresses of the Persons Authorized to Receive Notices and Communications

The names and addresses of persons authorized to receive notices and communications with respect to this Application are as follows:

⁷⁶ 18 C.F.R. § 33.2.

Gunnar Birgisson
Senior Attorney
NextEra Energy Resources, LLC
801 Pennsylvania Avenue, N.W.,
Suite 220
Washington, DC 20004
Tel: (202) 349-3494
gunnar.birgisson@nee.com

C. Section 33.2(c): Description of Applicant, including:

1. Business Activities of Applicant

Applicant's business activities are described in Section III above. Accordingly, Applicant requests waiver of any requirement to file a separate Exhibit A.

2. Energy Subsidiaries and Energy Affiliates

The energy subsidiaries and affiliates of Applicant and the Investors relevant to the Transaction are described in Section III. Because the Proposed Transaction involves only the transfer of passive, non-managing interests in the owner of Applicant, the Proposed Transaction will not effectuate any change in Applicant's affiliations or subsidiaries. Therefore, Applicant requests a waiver of any requirement to file additional information in Exhibit B.

3. Organizational Charts

Applicant provides as Exhibit C organizational charts depicting Applicant's pre-Transaction and post-Transaction upstream ownership.⁷⁷

4. Description of Joint Ventures, Strategic Alliances, Tolling Agreements, or Other Business Agreements

Applicant requests a waiver of the requirement to file an Exhibit D because the Transaction will not affect any of Applicant's business arrangements other than the Transaction itself. The consummation of the Transaction will not cause a breach of or default under any of

⁷⁷ The charts show that Applicant owns an interconnection company. This company has no assets and has made no FERC filings; accordingly, it is not discussed further herein.

the contracts, joint ventures, or strategic alliances entered into by Applicant before the Transaction.

5. Common Officers or Directors

Following consummation of the Transaction, Applicant and its affiliates on one hand and the Investors and their affiliates on the other will not have any common officers or directors. Accordingly, Applicant requests waiver of any requirement to file an Exhibit E listing common officers and directors.

6. Description of Wholesale Customers

Applicant requests waiver of the requirement to file an Exhibit F providing a description and the location of Applicant's and its affiliates' wholesale power sales customers and unbundled transmission service customers. The Transaction will have no effect on contracts for the sale of wholesale power or transmission service by the Applicant, the Investors, or any of their affiliates.

D. Section 33.2(d): Description of Jurisdictional Facilities

The jurisdictional facilities involved in the Transaction are described in Section IV.B. of this Application. Accordingly, Applicant requests waiver of the requirement to file a separate Exhibit G.

E. Section 33.2(e): Narrative Description of the Transaction

A narrative description of the Transaction is provided in Section IV of this Application. Accordingly, Applicant requests a waiver of the requirement to file a separate Exhibit H.

F. Section 33.2(f): Contracts with Respect to the Transaction

The documentation for the Transaction has not yet been finalized. Therefore, as

permitted by the Commission's Order No. 642,⁷⁸ in order to satisfy the filing requirement of 18 C.F.R. § 33.2(f) of the Commission's regulations, Applicant submits in Exhibit I an executed Letter of Intent dated August 17, 2016, that describes the terms and conditions of the proposed Transaction. As required by Order No. 642, the undersigned counsel for the Applicant hereby certifies that, to the best of his knowledge, the final agreements will reflect the terms and conditions contained in the Letter of Intent in all material respects.⁷⁹ As indicated in Section II above, Applicant requests confidential treatment for the Letter of Intent pursuant to 18 C.F.R. § 388.112.

G. Section 33.2(g): Facts Relied Upon to Show That the Transaction Is in the Public Interest

The facts relied upon to demonstrate that the Transaction is consistent with the public interest are included in Section V of this Application. Therefore, Applicant requests waiver of the requirement to file a separate Exhibit J.

H. Section 33.2(h): Maps of Physical Property

The only physical jurisdictional facilities involved in the Transaction are interconnection facilities associated with the Facility. Thus, a map would not provide the Commission with information relevant to whether the proposed Transaction is consistent with the public interest, and therefore Applicant requests waiver of the requirement to file Exhibit K.

⁷⁸ *Revised Filing Requirements Under Part 33 of the Comm'n's Regulations*, Order No. 642, FERC Stats. & Regs. ¶ 31,111 at 31,876-77 (2000), *order on reh'g*, Order No. 642-A, 94 FERC ¶ 61,289 (2001) (codified at 18 C.F.R. pt. 33).

⁷⁹ As provided in Order No. 642, in circumstances in which documentation has not been finalized, the Commission has stated that "applicants may submit a draft contract, a term sheet, a letter of intent or a memorandum of understanding to satisfy the § 33.2(f) filing requirement. However, in such instances, we will require that in the transmittal letter accompanying the application, counsel for applicants certify that, to the best of their knowledge, the final agreements will reflect the terms and conditions contained in the draft agreements in all material respects." Order No. 642, FERC Stats. & Regs. ¶ 31,111 at 31,877.

I. Section 33.2(j): Status of Approvals from Before Other Regulatory Bodies

The Transaction does not require the approval of any other regulatory body. Accordingly, Applicant requests a waiver of the requirement to file Exhibit L.

J. Section 33.2(j): Cross-Subsidization and Encumbrances

Applicant's representations with respect to cross-subsidization and encumbrance of utility assets are included in Section V.D. and in Exhibit M.

K. Section 33.5: Accounting Entries

Applicant is not required to maintain its books of account in accordance with the Commission's Uniform System of Accounts. Therefore, Applicant is not required to file proposed accounting entries.

L. Section 33.7: Verification

A verification signed by a representative having authority for the Applicant with respect to this Application and having knowledge of the matters set forth herein is included in Attachment 2.

VII. CONCLUSION

For all of the reasons stated above, Applicant respectfully requests that the Commission act on this Application and issue an order approving the Transaction under FPA section 203 no later than November 28, 2016.

Respectfully submitted,

_____/s/
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LLC*

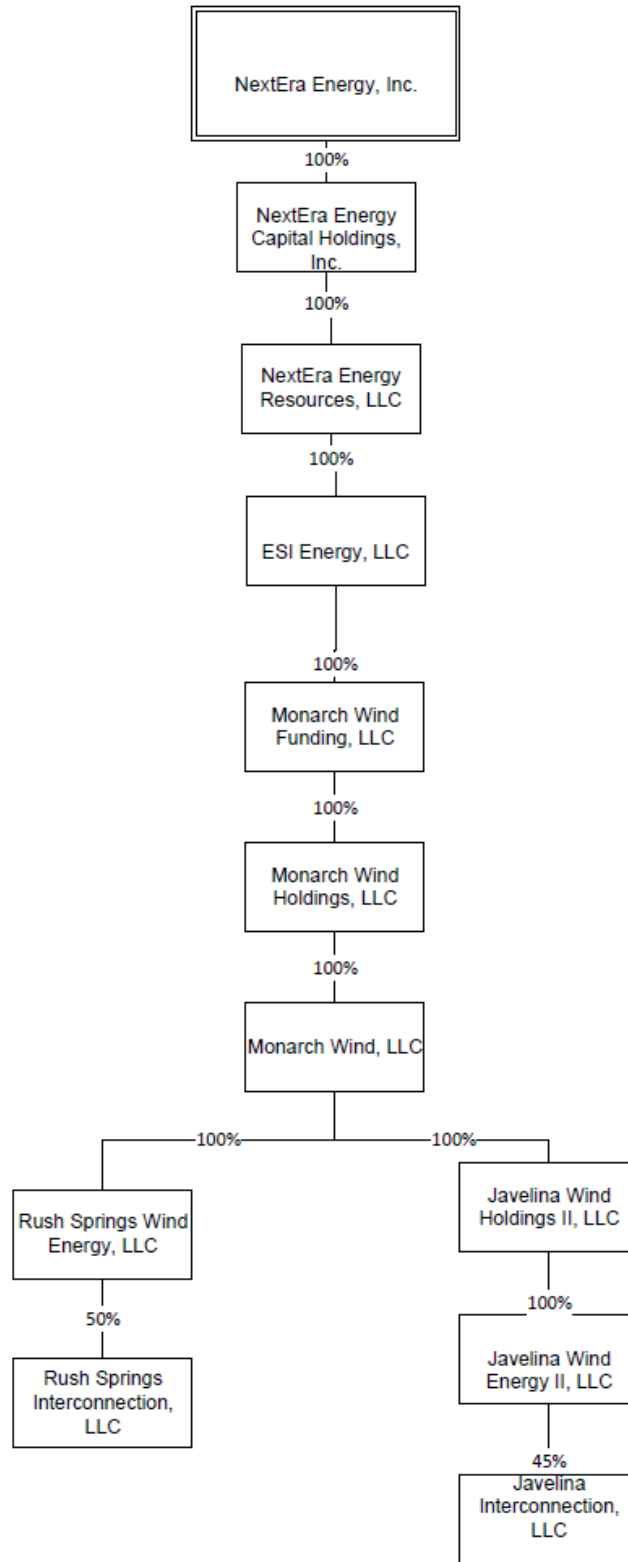
October 7, 2016

EXHIBIT C

Organizational Charts Depicting Applicant's Pre-Transaction and Post-Transaction Ownership

Exhibit C provides simplified organizational charts depicting pre-Transaction and post-Transaction ownership of Applicant. Applicant respectfully requests waiver of any requirement to provide organizational charts with respect to entities that are not relevant to the Commission's review under section 203 of the FPA.

Pre-transaction Structure



Post-transaction Structure

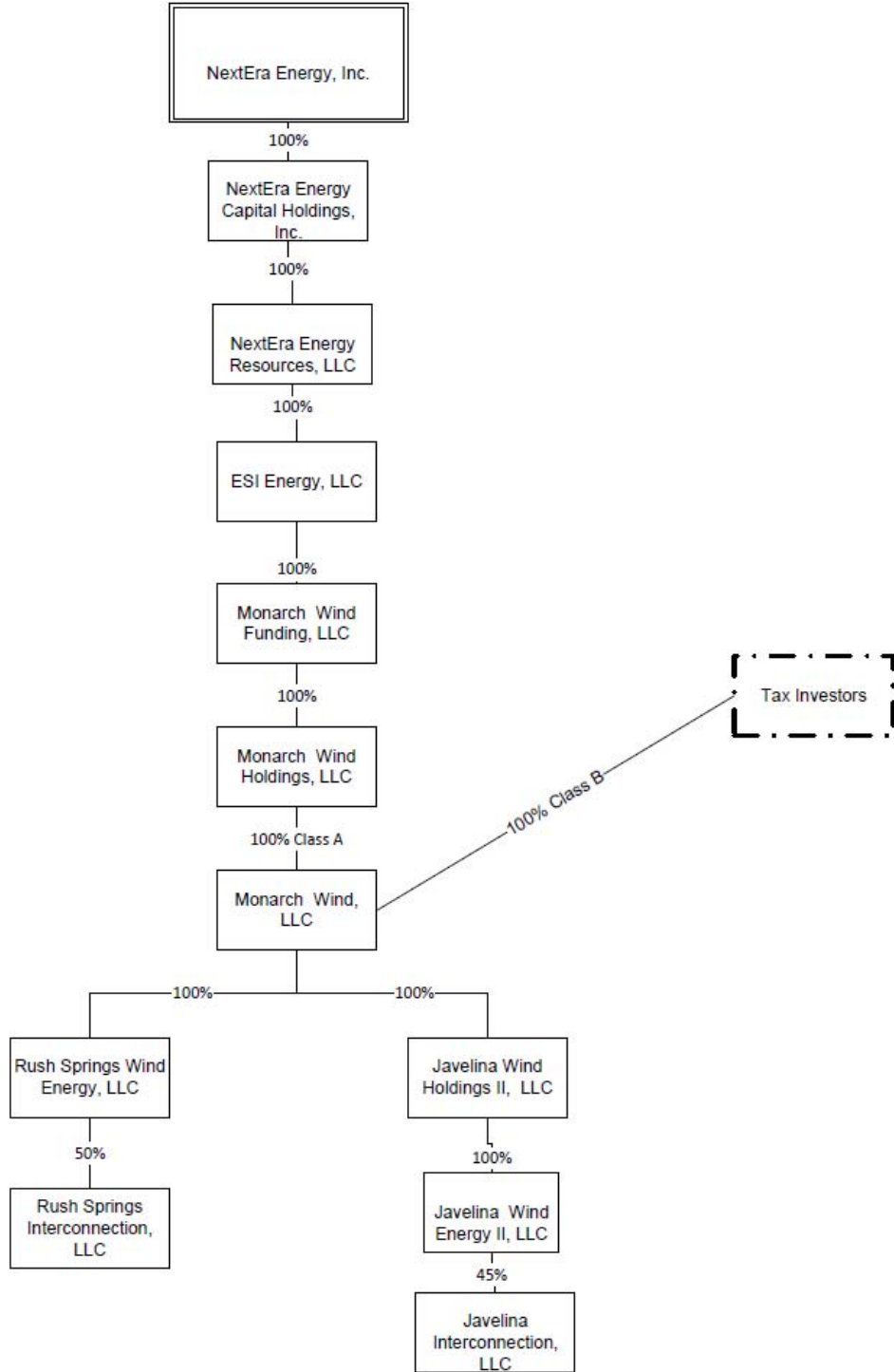


EXHIBIT I

Contracts with Respect to the Transaction

PUBLIC VERSION
PRIVILEGED AND CONFIDENTIAL OMITTED
PURSUANT TO 18 C.F.R. § 388.112

EXHIBIT M

Verification Regarding Cross-Subsidization of a Non-Utility Associate Company or Pledge or Encumbrance of Utility Assets

In Order Nos. 669, 669-A, and 669-B, the Commission identified a four-factor test that applicants must satisfy in order to address the concerns identified in section 203(a)(4) of the FPA regarding any possible cross-subsidization, pledge, or encumbrance of utility assets associated with a proposed transaction.¹ Under this test, the Commission examines, based on facts and circumstances that are known or that are reasonably foreseeable, whether a proposed transaction would result, at the time of the transaction or in the future, in:

- 1) any transfer of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company;
- 2) any new issuances of securities by a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company;
- 3) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; and
- 4) any new affiliate contract between non-utility associate companies and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and services agreements subject to review under FPA sections 205 and 206.

In its *FPA Section 203 Supplemental Policy Statement*, the Commission stated that it will recognize three classes of transactions that are unlikely to raise the cross-subsidization concerns

¹ See *Transactions Subject to FPA Section 203*, Order No. 669, FERC Stats. & Regs. ¶ 31,200 at P 194 (2005), *order on reh'g*, Order No. 669-A, FERC Stats. & Regs. ¶ 31,214 at P 155 (2006), *order on reh'g*, Order No. 669-B, FERC Stats. & Regs. ¶ 31,225 (2006) (collectively, "Order No. 669") (codified at 18 C.F.R. § 33.2(j)(1)(ii)).

described in the Order No. 669 rulemaking proceeding.¹ The first such class involves

transactions where the applicant shows that a franchised public utility with captive customers is not involved. If no captive customers are involved, then there is no potential for harm to customers. Therefore, compliance with Exhibit M could be a showing that no franchised public utility with captive customers is involved in the transactions.²

The Transaction involves the transfer of passive upstream interests in the Applicant to unaffiliated Investors. The Applicant is not a franchised utility and does not have any captive customers. While certain affiliates of the Applicant are franchised utilities or otherwise have captive customers, none of these affiliates is involved in the Transaction in any way. Consequently, the Commission should find that the Applicant has complied with Exhibit M and that the Transaction does not raise cross-subsidy concerns described in Order No. 669.

In addition to the Transaction falling within the safe harbor described above, the Applicant represents that, based on facts and circumstances known to it or that are reasonably foreseeable, the proposed Transaction will not result in, at the time of the Transaction or in the future, cross-subsidization of a non-utility associate company or pledge or encumbrance of utility assets for the benefit of an associate company. Specifically, there are no existing pledges and/or encumbrances of the assets of traditional utilities involved in the Transaction, and the Transaction will not result in: (a) any transfer of facilities between a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, and an associate company; (b) any new issuance of securities by a traditional public utility associate company that has captive customers or that owns, or provides transmission service over, jurisdictional transmission facilities, for the benefit

¹ See *FPA Section 203 Supplemental Policy Statement*, FERC Stats. & Regs. ¶ 31,253 at P 13 (2007), *order on clarif.*, 122 FERC ¶ 61,157 (2008).

² *Id.* at P 17.

of an associate company; (c) any new pledge or encumbrance of assets of a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, for the benefit of an associate company; or (d) any new affiliate contract between a non-utility associate company and a traditional public utility associate company that has captive customers or that owns or provides transmission service over jurisdictional transmission facilities, other than non-power goods and service agreements subject to review under sections 205 and 206 of the FPA.

ATTACHMENT 1
PROPOSED PROTECTIVE ORDER

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

Rush Springs Wind Energy, LLC

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Docket No. EC17-___-000

PROTECTIVE ORDER

(Issued _____)

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”) or the Federal Energy Regulatory Commission (“Commission”).

2. 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.

3. Definitions - For purpose of this Order:

(a) The term “Participant” shall mean a Participant as defined in 18 C.F.R. § 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.

(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 contained in the files of the Commission, 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) any information that is a matter of public knowledge, or which becomes a matter of public knowledge, other than through disclosure in violation of this Protective Order.

(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 of the Commission in this proceeding.

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

- (1) a member of the Commission Litigation Staff;
- (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 Paragraph 3(d)(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 with significant responsibility for this proceeding.

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, 8, and 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 Materials 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 Participants 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. 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 Participants in a secure place. Access to those materials shall be limited to those Reviewing Representatives specifically authorized pursuant to Paragraphs 8 and 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.

7. For documents submitted to Commission Litigation Staff ("Staff"), Staff shall follow the notification procedures of 18 C.F.R. § 388.112 before making public any Protected Materials.

8. 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.

9. (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 or the provision of consulting services to any person 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), 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 Paragraph 3(d) with respect to those materials. If no agreement is reached, the Participant shall submit the disputed designation to the Presiding Judge or the Commission for resolution.

10. (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 Materials 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.

11. 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 Non-Disclosure Certificate.

12. Subject to Paragraph 17, the Presiding Judge or the Commission shall resolve any disputes arising under this Protective Order. Prior to presenting any dispute under this Protective Order to the Presiding Judge or the Commission, the parties to the dispute shall use their best efforts to resolve it. Any Participant that contests the designation of Protected Materials shall notify the party that provided the Protected Materials by specifying in writing the materials whose designation 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 five (5) day period, files a motion with the Presiding Judge or the Commission, 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 Judge or the Commission finds that the materials at issue are not entitled to protection, the procedures of Paragraph 17 shall apply.

13. 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. 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.

14. If any Participant desires to include, utilize or refer to any Protected Materials or information derived therefrom in testimony or exhibits during the hearing in these proceedings in such a manner that might require disclosure of such material to persons other than Reviewing Representatives, such participant shall first notify both counsel for the disclosing Participant and

the Presiding Judge of such desire, identifying with particularity each of the Protected Materials. Thereafter, use of such Protected Materials will be governed by procedures determined by the Presiding Judge.

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

16. 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 or the Commission may alter or amend this Protective Order as circumstances warrant at any time during the course of this proceeding.

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

18. 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.

19. 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 decision, 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 C.F.R. § 388.112 shall apply to any requests for Protected Materials in the files of the Commission under the Freedom of Information Act. (5 U.S.C. § 552).

20. 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.

21. 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.

22. 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 proceeding. Any violation of this Protective Order and of any Non-Disclosure Certificate executed hereunder shall constitute a violation of an order of the Commission.

Presiding Administrative Law Judge

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

Rush Springs Wind Energy, LLC

)

Docket No. EC17-____-000

NON-DISCLOSURE CERTIFICATE

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

By: _____

Title: _____

Representing: _____

Date: _____

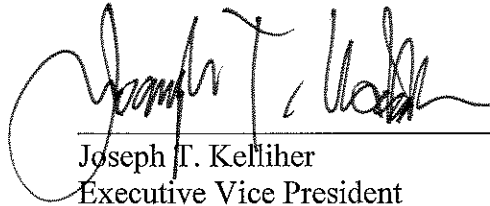
UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Rush Springs Wind Energy, LLC)

Docket No. EC17-___-000


VERIFICATION

The undersigned, being duly sworn, states that he is the authorized representative of Rush Springs Wind Energy, LLC, that he has read the foregoing application and knows the contents thereof; and that all of the statements contained therein with respect to Applicants and their affiliates are true and correct to the best of his knowledge, information, and belief.



Joseph F. Kelliher
Executive Vice President
- Federal Regulatory Affairs

SUBSCRIBED AND SWORN to before me on this 5th day of October 2016



Notary Public

My commission expires: 3/14/19



Document Content(s)

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