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November 18, 2019

BY US MAIL

North Carolina Utilities Commission
430 North Salisbury Street
Dobbs Building
5th Floor
Raleigh, NC 27603-5918

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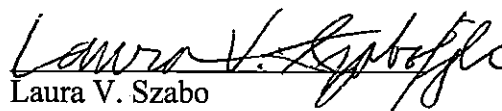
DEC 09 2019

Clerk's Office
N.C. Utilities Commission

Dear Sir or Madam:

As required under 18 C.F.R. §366.7(a) of the Federal Energy Regulatory Commission's ("FERC") regulations, enclosed is a copy of the Notice of Self-Certification of Exempt Wholesale Generator status that Invenergy Wilkinson Solar Holdings LLC filed (on the same date of this letter) with the FERC pursuant to FERC's rules under the Public Utility Holding Company Act of 2005.

Sincerely,


Laura V. Szabo

*Counsel for Invenergy Wilkinson Solar
Holdings LLC*

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

Invenergy Wilkinson Solar Holdings LLC)
_____)

Docket No. EG20-__-000

**NOTICE OF SELF-CERTIFICATION OF
EXEMPT WHOLESALE GENERATOR STATUS**

Pursuant to Section 366.7(a) of the Federal Energy Regulatory Commission's (the "Commission") rules¹ implementing the Public Utility Holding Company Act of 2005 ("PUHCA 2005"), enacted by the Energy Policy Act of 2005 §§ 1261 *et seq.*,² Invenergy Wilkinson Solar Holdings LLC ("IWS Holdings ") hereby submits this notice of self-certification that it is an exempt wholesale generator ("EWG") as defined in Section 366.1 of the Commission's rules.³

I. CORRESPONDENCE AND COMMUNICATIONS

All communications and correspondence regarding this notice should be sent to the following persons who are authorized to receive service:

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¹ 18 C.F.R. § 366.7(a).

² Pub. L. No. 109-58, 119 Stat. 594 (2005).

³ 18 C.F.R. § 366.1.

II. DESCRIPTION OF IWS Holdings

A. IWS Holdings Ownership Structure

IWS Holdings is an indirect subsidiary of Invenergy Renewables LLC ("Invenergy"), which is in the business of developing or acquiring, through subsidiaries, electric generation facilities and related interconnection facilities.⁴

B. IWS Holdings' Activities

Pursuant to certain contractual arrangements, IWS Holdings will manage, for a period of time after the Wilkinson Project (defined and described below) begins generating power and its interconnection facilities are energized, certain matters for the final construction and completion of the Wilkinson Project and will be an agent of the Wilkinson Project owner in connection with such activities. Wilkinson Solar LLC ("Wilkinson") is constructing and owns and operates an approximately 74 MW solar generation project located in Beaufort County, North Carolina (the "Wilkinson Project").⁵ Wilkinson is an EWG.⁶ Wilkinson will sell electric energy, capacity and/or ancillary services exclusively at wholesale.⁷ The Wilkinson Project includes limited electric interconnection facilities necessary to effectuate wholesale power sales from the

⁴ While IWS Holdings is an indirect subsidiary of Invenergy at the time of the filing of this notice, in the future, IWS Holdings' upstream ownership may change.

⁵ IWS Holdings has entered into a purchase and sale agreement involving the sale of its indirect ownership interests in Wilkinson to a third-party. In connection with such sale transaction (which will close on the date that IWS Holdings is filing this notice of self-certification with the Commission), IWS Holdings will enter into an agreement with Wilkinson where IWS Holdings will, pursuant to such contractual arrangements, have the operational control responsibilities described above with respect to the Wilkinson Project for a certain period of time after closing on the transaction.

⁶ On April 24, 2019, Wilkinson filed with the Commission a notice of self-certification of EWG status in Docket No. EG19-93-000 ("Wilkinson EWG Notice"), which was deemed granted by operation of law pursuant to 18 C.F.R. §366.7(a).

⁷ Such sales will be made to third-parties through bilateral agreements or through a power exchange. The Commission has determined that sales through a power exchange are considered wholesale sales for EWG purposes. *See Southern California Edison Co.*, 80 FERC ¶ 61,262 (1997). Wilkinson may also purchase power and resell it at wholesale to third parties. An EWG is permitted to resell at wholesale power that it has not generated. *See CNG Power Services Corp.*, 71 FERC ¶ 61,378 (1995).

Wilkinson Project.⁸ The Wilkinson Project is interconnected to transmission facilities owned by Virginia Electric and Power Company.

Due to the level of control that IWS Holdings may have under such contractual arrangements over the Wilkinson Project, IWS Holdings may be considered a public utility under the Federal Power Act (“FPA”) with respect to such activities (once the Wilkinson Project begins generating test power and transmitting it in interstate commerce), thus, IWS Holdings has filed with the Commission an application for market-based rate authorization.⁹

On behalf of Wilkinson and/or in connection with the construction and operation of the Wilkinson Project, IWS Holdings may also engage in the following incidental activities that the Commission has found to be permissible EWG activities:

- sell ancillary services available from the Wilkinson Project which are incidental to, and by-products of, the Wilkinson Project's operations as a wholesale power generator;¹⁰
- reassign excess transmission capacity consistent with the Commission's requirement that such reassignment of excess transmission capacity be limited to transmission capacity Wilkinson originally obtained for the purpose of affecting a specific wholesale sale of electric energy;¹¹
- purchase and sell congestion revenue rights that Wilkinson needs for the Wilkinson Project's power sale operations;¹²

⁸ Wilkinson may occasionally obtain from third-parties back-up power that Wilkinson may need for station power to operate its Wilkinson Project when Wilkinson is not self-supplying its station power load. Such back-up or station power would be delivered to the Wilkinson Project over the interconnection facilities in which Wilkinson will own interests. EWGs may use their interconnection facilities to transmit back-up power to their generation facilities. *See Zond Systems, Inc.*, 81 FERC ¶61,001 (1997).

⁹ Wilkinson has already obtained from the Commission market-based rate authority.

¹⁰ The ancillary services that Wilkinson may sell would include reactive power and voltage support, regulation and frequency response services, load following, energy balancing services, spinning and supplemental reserves, blackstart capability, and/or any other ancillary services consistent with the Commission's rules or as otherwise permitted by the Commission. *See, e.g., Duke Energy Oakland, LLC*, 83 FERC ¶ 61,304 (1998); *Sithe Framingham, LLC*, 83 FERC ¶ 61,106 (1998).

¹¹ *See CNG Power Services Corp.*, 71 FERC ¶ 61,026, at 61,103-04 (1995).

¹² *See Duquesne Power, LP*, 106 FERC ¶ 61,104 (2004).

- resell excess fuel supplies or assign its excess fuel transportation capacity provided that such sales be made only if such fuel supplies or transportation were originally contracted by Wilkinson to operate the Wilkinson Project;¹³
- trade emission allowances consistent with the Commission's limitation that an EWG may only engage in such trading so long as the emission allowances were originally obtained in the normal course of operating the Wilkinson Project;¹⁴
- sell "green" power certificates or credits consistent with the Commission's limitation that an EWG may sell such certificates or credits where they are associated with power produced by the Wilkinson Project;¹⁵
- lease or rent property to third parties but to the extent a lease arrangement is not reasonably necessary to Wilkinson's wholesale power business and a rental fee is received above a nominal amount, Wilkinson will, consistent with EWG precedent, donate or transfer such rental revenues to a non-affiliated entity;¹⁶
- engage in project development activities associated with the Wilkinson Project. Such project development activities may include, but are not necessarily limited to, the following activities: due diligence; site investigations; feasibility studies; preliminary design and engineering; licensing and permitting; negotiation of asset and land acquisitions; negotiation of contractual commitments with lenders, equity investors, governmental authorities and other project participants and such other activities as may be necessary to financially close on eligible facilities; negotiation of power sales contracts; equipment purchases; fuel supply; engineering, construction, interconnection, and related matters; preparation and submission of bid proposals; and development of financing programs related to owning or operating the Wilkinson Project and/or additional electric generation facilities that satisfy the criteria for EWG status;¹⁷ and
- engage in other activities incidental to the sale of electric energy at wholesale that are consistent with the Commission's EWG precedent.

¹³ See *Selkirk Cogen Partners, L.P.*, 69 FERC ¶ 61,037, 61,168-69 (1994).

¹⁴ See *UGI Development Co.*, 89 FERC ¶ 61,192 (1999).

¹⁵ See *Madison Windpower, LLC*, 93 FERC ¶ 61,270 (2000).

¹⁶ See, e.g., *Duke Energy Hot Spring, LLC*, 98 FERC ¶ 61,287 (2002); *PSEG Fossil, LLC, et al.*, 95 FERC ¶ 61,405 (2001).

¹⁷ See, e.g., *Empresa Valley Hermoso, S.A.*, 72 FERC ¶ 61,306 at 62,288 (1995). IWS Holdings will, to the extent required by the Commission, file a new notification of EWG status if it acquires ownership and/or operating interests in any additional Eligible Facilities not described herein or EWGs.

III. REPRESENTATIONS REGARDING EXEMPT WHOLESALE GENERATOR STATUS

IWS Holdings makes the following representations in order to demonstrate that it meets the Commission's definition of an EWG under Section 366.1 of the Commission's regulations.

A. IWS Holdings will be engaged directly and exclusively in the business of operating all or part of one or more Eligible Facilities¹⁸ and selling electric energy at wholesale. The Wilkinson Project, including the interconnection facilities described in Section II.B above, satisfy the definition of Eligible Facilities because they will be used for the generation of electric energy exclusively for sale at wholesale. As described in Section II.B above, IWS Holdings will have responsibilities for the Wilkinson Project through the managerial and operational services it will provide to the Wilkinson Project owner and will act as agent of the Wilkinson Project owner. For EWG purposes, the Commission has found that it is appropriate and consistent with the intent of PUHCA to “deem the operator as being engaged in sales of electric energy at wholesale if it has an agency relationship with the person selling electricity at wholesale from the eligible facility.”¹⁹ The Commission has found that operators providing services to owners of Eligible Facilities, whether or not they are subject to the direction and control of such owners, satisfy the EWG “selling electricity at wholesale” criteria under Section 32(a)(2) of PUHCA by imputing the Eligible Facility owner’s sales to such operators.²⁰ Here, imputing to IWS

¹⁸ Section 366.1 of the Commission’s regulation adopts by reference Section 32(a)(2) of the Public Utility Holding Company Act of 1935 (“PUHCA 1935”), 15 U.S.C. § 79z-5a(a)(2), which defines the term eligible wholesale facilities (“Eligible Facilities”). Thus, the term Eligible Facilities as used herein has the meaning ascribed to it in Section 32(a)(2) of PUHCA 1935.

¹⁹ See *Filing Requirements and Ministerial Procedures for Persons Seeking Exempt Wholesale Generator Status*, Order No. 550-A, FERC Stats. & Regs. ¶ 30,969, at 30,841 (1993).

²⁰ See, e.g., *CPV Milford, LLC*, 105 FERC ¶62,201 (2003); *Adirondack Operating Services, LLC*, 73 FERC ¶61,061 (1995); *Destec Operating Canada, Inc.*, 69 FERC ¶61,041 (1994); *Wartsila Diesel Dominicana, S.A.*, 69 FERC ¶61,191 (1994); Notice of Self-Certification of EWG Status filed by Luning Energy Holdings LLC on August 25, 2016, in Docket No. EG16-141-000 and Notice of Effectiveness issued in Docket No. EG16-141-000, *et al.* on November 2, 2016; Notice of Self-Certification of EWG Status filed by Shoreham Solar Commons Holdings LLC on August 18, 2017, in Docket No. EG17-142-000 and Notice of Effectiveness issued in Docket No. EG17-142-000, *et al.* on November 15, 2017; Notice of Self-Certification of EWG Status filed by Beech Ridge Energy II Holdings

Holdings the electricity sales made by the Wilkinson Project owner, for EWG purposes, is consistent with EWG precedent.²¹ Also, consistent with the Commission's EWG precedent, the activities described in Section II.B above that IWS Holdings may engage in will be incidental to the wholesale generation business and will not violate the EWG exclusivity requirement.

B. IWS Holdings will not make any foreign sales of power at retail.

C. Through the interconnection facilities described in Section II.B above, the Wilkinson Project will be interconnected with transmission facilities owned by VEPCO. Wilkinson will only own or control, and IWS Holdings will only operate, interconnection facilities that will be necessary to effectuate the Wilkinson Project's wholesale power sales.

D. No rate or charge for, or in connection with, the construction of the Wilkinson Project or for electric energy produced by the Wilkinson Project was in effect under the laws of any state as of October 24, 1992. Accordingly, no state commission determinations pursuant to Section 32(c) of the Public Utility Holding Company Act of 1935 are required.

E. Except for other EWGs, no portion of the Wilkinson Project will be owned or operated by an Electric Utility Company that is an Affiliate or Associate Company²² of IWS Holdings.²³

LLC on December 21, 2017, in Docket No. EG18-24-000 and Notice of Effectiveness issued in Docket No. EG18-24-000, *et al.* on March 8, 2018; Notice of Self-Certification of EWG Status filed by Hardin Wind Energy Holdings LLC on December 21, 2017, in Docket No. EG18-23-000 and Notice of Effectiveness issued in Docket No. EG18-23-000, *et al.* on March 8, 2018; Notice of Self-Certification of EWG Status filed by States Edge Wind I Holdings LLC on December 19, 2017, in Docket No. EG18-21-000 and Notice of Effectiveness issued in Docket No. EG18-21-000, *et al.* on March 8, 2018.

²¹ Also, although IWS Holdings does not currently plan to enter into wholesale power sale transactions on its own behalf, it may do so under the market-based rate tariff it has filed with the Commission once accepted for filing.

²² The terms "Electric Utility Company," "Affiliate" and "Associate Company" have the meanings ascribed to them in Section 366.1 of the Commission's regulations.

²³ See *Buffalo Gap 2*, *supra*, at P 13 (interpreting Section 32(d)(1) of PUHCA 1935, incorporated into the definition of "exempt wholesale generator" in Section 366.1 of the Commission's regulations, "as not precluding co-ownership (or joint operation) by affiliated EWGs".)


In accordance with Section 366.7(a) of the Commission's regulations,²⁴ a copy of this notice of self-certification was concurrently served upon the North Carolina Utilities Commission.

IV. CONCLUSION

For the reasons set forth in this notice of self-certification, IWS Holdings satisfies the requirements for EWG status.

Dated: November 13, 2019

Respectfully submitted,



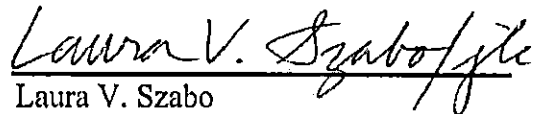
Name: Meghan Schultz
Title: Vice President of Invenergy Wilkinson
Solar Holdings LLC

²⁴ 18 C.F.R. §366.7(a).

CERTIFICATE OF SERVICE

I hereby certify that Invenergy Wilkinson Solar Holdings LLC's foregoing Notice of Self-Certification of Exempt Wholesale Generator Status was served this 19th day of November, 2019, by first-class mail, postage prepaid, upon the following:

North Carolina Utilities Commission
430 North Salisbury Street
Dobbs Building
5th Floor
Raleigh, NC 27603-5918


Laura V. Szabo